

Internet Patents Corp
Form 10-Q
November 06, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2012

Or

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

For the transition period from to

Commission file number 0-26083

INTERNET PATENTS CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3220749
(IRS Employer
Identification Number)

10850 Gold Center Drive, Suite 250B Rancho Cordova, CA 95670
(Address of principal executive offices)

(916) 853-1529
(Registrant's telephone number, including area code)

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

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☒

(Do not check if a smaller reporting company)

The aggregate market value of registrant's voting and non-voting common equity held by non-affiliates of registrant, based upon the closing sale price of the common stock as of the last business day of registrant's most recently completed second fiscal quarter (June 30, 2012), as reported on the Nasdaq Capital Market, was approximately \$16,478,000. Registrant is a smaller reporting company as defined in Regulation S-K. Shares of common stock held by each officer, director and holder of 5% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

The number of outstanding shares of the Registrant's Common Stock, par value \$0.001 per share, on October 26, 2012 were 7,751,952 shares.

FORM 10-Q
INTERNET PATENTS CORPORATION
INDEX

PART I	FINANCIAL INFORMATION	
ITEM 1:	Financial Statements (unaudited)	
	Condensed Consolidated Balance Sheets as of September 30, 2012 and December 31, 2011	3
	Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2012 and 2011	4
	Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended September 30, 2012 and 2011	5
	Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2012 and 2011	6
	Notes to Condensed Consolidated Financial Statements	7
ITEM 2:	Management's Discussion and Analysis of Financial Condition and Results of Operations	13
ITEM 4:	Controls and Procedures	17
PART II	OTHER INFORMATION	17
ITEM 1:	Legal Proceedings	17
ITEM 1A:	Risk Factors	17
ITEM 6:	Exhibits	20
	Signature	21
	Certifications	

PART I: FINANCIAL INFORMATION

ITEM FINANCIAL STATEMENTS

1.

INTERNET PATENTS CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands)
(unaudited)

	September 30, 2012	December 31, 2011
Assets		
Current assets:		
Cash and cash equivalents	\$31,360	\$70,326
Short-term investments	1,495	1,225
Restricted short-term investments	1,000	-
Prepaid expenses and other current assets	385	1,374
Total current assets	34,240	72,925
Property and equipment, net	37	42
Other assets	27	1,027
Total assets	\$34,304	\$73,994
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$185	\$3,385
Accrued expenses and other current liabilities	239	541
Income tax payable	-	644
Total current liabilities	424	4,570
Income tax liability	101	101
Total liabilities	525	4,671
Commitments and contingencies		
Stockholders' equity:		
Common stock	11	10
Paid-in capital	221,726	216,401
Treasury stock	(6,788)	(6,589)
Accumulated deficit	(181,170)	(140,499)
Total stockholders' equity	33,779	69,323
Total liabilities and stockholders' equity	\$34,304	\$73,994

See accompanying notes.

INTERNET PATENTS CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share amounts)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Total revenues	\$-	\$-	\$-	\$-
Operating expenses:				
Sales and marketing	-	-	-	-
Technology	-	24	-	72
General and administrative	473	716	2,289	2,430
Total operating expenses	473	740	2,289	2,502
Loss from operations	(473)	(740)	(2,289)	(2,502)
Other income	1	1	169	11
Loss from continuing operations	(472)	(739)	(2,120)	(2,491)
Discontinued operations, net of tax				
Income from discontinued operations	-	1,240	-	4,269
Total discontinued operations	-	1,240	-	4,269
Net income (loss) before income taxes	\$(472)	\$501	\$(2,120)	\$1,778
Income tax benefit	61	-	61	-
Net income (loss)	\$(411)	\$501	\$(2,059)	\$1,778
Net income (loss) per share:				
Basic and diluted				
Loss from continuing operations	\$(0.05)	\$(0.13)	\$(0.27)	\$(0.44)
Discontinued operations, net of tax	\$-	\$0.21	\$-	\$0.75
Net income (loss) per basic common share	\$(0.05)	\$0.08	\$(0.27)	\$0.31
Shares used in computing per share amounts				
Basic and diluted	7,752	5,777	7,629	5,663

See accompanying notes.

INTERNET PATENTS CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in thousands)
(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Net income (loss)	\$ (411)	\$ 501	\$ (2,059)	\$ 1,778
Comprehensive income (loss)	\$ (411)	\$ 501	\$ (2,059)	\$ 1,778

See accompanying notes.

INTERNET PATENTS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)
(unaudited)

	Nine Months Ended September 30,	
	2012	2011
Cash flows from operating activities:		
Net income (loss)	\$(2,059)	\$1,778
Less income from discontinued operations, net of tax	-	(4,269)
Loss from continuing operations	(2,059)	(2,491)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	15	24
Interest income on short-term investments	4	(4)
Net changes in operating assets and liabilities:		
Prepaid expenses and other current assets	989	105
Other assets	1,000	3
Accounts payable	(3,200)	501
Accrued expenses and other current liabilities	(206)	9
Income taxes payable	(644)	-
Other liabilities	(96)	80
Net cash used in continuing operations	(4,197)	(1,773)
Net cash provided by discontinued operations	-	2,673
Net cash provided by (used in) operating activities	(4,197)	900
Cash flows from investing activities:		
Purchases of short-term investments	(2,229)	(2,205)
Redemption of short-term investments	1,956	2,360
Purchases of restricted short-term investments	(1,000)	-
Redemptions of restricted short-term investments	-	580
Payments from related parties	-	186
Purchases of property and equipment	(10)	(23)
Change in interest receivable	(1)	2
Net cash provided by (used in) continuing operations	(1,284)	900
Net cash used in discontinued operations	-	(2,174)
Net cash used in investing activities	(1,284)	(1,274)
Cash flows from financing activities:		
Proceeds from issuance of common stock through stock plans, net of repurchases	5,127	1,536
Distribution paid	(38,612)	-
Net cash provided by (used in) continuing operations	(33,485)	1,536
Net cash provided by (used in) discontinued operations	-	-
Net cash provided by (used in) financing activities	(33,485)	1,536
Net increase (decrease) in cash and cash equivalents		
	(38,966)	1,162
Cash and cash equivalents, beginning of period	70,326	6,733

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Cash and cash equivalents, end of period	\$31,360	\$7,895
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See accompanying notes.

INTERNET PATENTS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. Business of Internet Patents Corporation

Internet Patents Corporation ("IPC") was originally incorporated in California in February 1995 and re-incorporated in Delaware in October 1996, and is headquartered outside Sacramento, California. IPC's headquarters mailing address is 10850 Gold Center Dr., Suite 250B, Rancho Cordova, CA 95670, and the telephone number at that location is (916) 853-1529. The principal IPC website is www.internetpatentscorporation.net.

From its inception through December 21, 2011, IPC operated an online insurance marketplace that electronically matched consumers and providers of automobile, property, health, term life, and small business insurance. IPC discontinued this business in connection with the sale of substantially all of its assets (the "Disposition") to Bankrate, Inc. ("Bankrate") in a transaction that closed on December 21, 2011 ("Disposition Date"). Accordingly, the financial results of IPC have been reported as discontinued operations for all periods presented in accordance with Accounting Standards Codification ("ASC") Topic 205, "Presentation of Financial Statements." The notes to condensed consolidated financial statements reflect historical amounts exclusive of discontinued operations, unless otherwise noted.

On the Disposition Date and in connection with the Disposition, the Company changed its name from InsWeb Corporation ("InsWeb") to Internet Patents Corporation ("IPC").

Since the Disposition Date, IPC's business consists solely of licensing or otherwise enforcing its portfolio of six e-commerce patents ("Patent Licensing Business"). From its original incorporation, IPC was in the forefront of companies operating exclusively online, and we employed a significant staff of software and systems engineers to develop technology leveraging the power of the internet. Although our principal business focus at that time was online insurance lead generation, the problems that our technology experts faced were common to many e-commerce companies. IPC's innovative solutions to these problems are now covered by patents that we believe apply to many e-commerce activities, including:

- personalized product recommendations to web site visitors;
- retargeting or remarketing to web site visitors;
- online registration and application processes and forms;
- maintaining consistent look and feel of web pages in multiple languages; and
- generating quick or even real time product rate requests.

Under U.S. law, a patent owner is entitled to exclude others from making, selling or using the patented invention for the life of the patent, generally twenty years from its filing date. The patent holder may grant one or more licenses to the patented invention, typically allowing the licensee to use the patented invention in return for a royalty paid to the patent owner. A patent owner also may sue and recover damages for past and sometimes future, unlicensed use of the technology. Although we intend to attempt to negotiate a reasonable royalty for licenses to the patented technologies, we may not be able to reach a negotiated settlement with the accused infringer. In that case we expect to vigorously litigate our infringement claims. To date, none of the Company's patents have generated direct and specific revenues or been subject to a final adjudication of its validity.

INTERNET PATENTS CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

(unaudited)

2. Basis of Presentation

The consolidated financial statements include the accounts of IPC and its wholly-owned subsidiaries, Goldrush Insurance Services, Inc. and InsWeb Insurance Services, Inc. All significant inter-company accounts and transactions have been eliminated in the consolidated financial statements.

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not contain all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, the accompanying unaudited interim condensed consolidated financial statements reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly IPC's financial position as of September 30, 2012 and the results of operations for the three and nine months ended September 30, 2012 and 2011 and of cash flows for the nine months ended September 30, 2012 and 2011. The financial data and other information disclosed in these notes to the condensed consolidated financial statements related to these periods are unaudited. The results for the three and nine months ended September 30, 2012 are not necessarily indicative of the results to be expected for any future period.

These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in IPC's Annual Report on Form 10-K and other information as filed with the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations. The December 31, 2011 condensed consolidated balance sheet was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States. The Company believes the disclosures in its notes to the condensed consolidated financial statements are adequate to make the information presented not misleading. IPC has evaluated subsequent events through the time of filing these financial statements. Based upon the evaluation, there was no material impact on the accompanying condensed consolidated financial statements.

3. Fair Value Measurements

The following table presents the assets measured at fair value on a recurring basis as of September 30, 2012 and December 31, 2011 (in thousands):

	September 30, 2012	Level 1	Level 2	Level 3
Assets:				
Cash equivalents	\$ 44	\$ 44	\$ —	\$ —
Short-term investments	1,495	1,495	—	—
Restricted short-term investments	1,000	1,000		
Total assets at fair value	\$ 2,539	\$ 2,539	\$ —	\$ —

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The following table presents the financial assets measured at fair value on a recurring basis as of December 31, 2011 (in thousands):

	December 31, 2011	Level 1	Level 2	Level 3
Assets:				
Cash equivalents	\$ 310	\$ 310	\$ —	\$ —
Short-term investments	1,225	1,225	—	—
Total assets at fair value	\$ 1,535	\$ 1,535	\$ —	\$ —

Cash equivalents, short-term investments and restricted short-term investments include certificates of deposit, money market funds and commercial paper from corporations whose credit ratings are P-1 by Moody's or A-1 by Standard & Poor's. The carrying value of these cash equivalents, short-term investments and restricted short-term investments approximates fair value. For these securities, IPC uses quoted prices in active markets for identical assets to determine their fair value and are considered to be Level 1 instruments.

INTERNET PATENTS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

(unaudited)

4. Restricted Short-Term Investments

As of September 30, 2012 and December 31, 2011, restricted short-term investments consisted of \$1.0 million and \$0 respectively. The \$1.0 million is used as collateral for a letter of credit of the same amount which secures the Company's obligations under the office space lease for IPC's corporate headquarters.

5. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following (in thousands):

	September 30, 2012	December 31, 2011
Accrued employee compensation	\$ —	\$ 239
Deferred rent	235	202
Other	4	100
	\$ 239	\$ 541

6. Disposition

In December 2011, we completed the sale of substantially all of the operating assets and liabilities of our insurance lead generation business to Bankrate for an aggregate cash purchase price of \$63.8 million resulting in a gain of \$53.7 million, net of tax. During the quarter ended June 30, 2012, IPC received a supplemental payment from Bankrate of \$67,000 related to the collection of outstanding accounts receivable at the Disposition Date. The \$67,000 was reported as Other Income for the three months ended, June 30, 2012. As a result of this sale, we no longer conduct the lead generation business. Instead, IPC now operates a Patent Licensing Business.

The results of the insurance lead generation business are reported as discontinued operations in our consolidated financial statements for all periods presented.

INTERNET PATENTS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

(unaudited)

Pro forma Results of Operations

The following tables summarize the financial information for the discontinued operations of the lead generation business for the three and nine months ended September 30, 2012 and 2011:

	Three months ended September 30,	
	2012	2011
Operating revenues	\$ -	\$ 12,753
Operating expenses including depreciation and amortization	-	11,507
Income from operations	-	1,246
Income from discontinued operations, before tax	\$ -	\$ 1,246
Income tax provision	\$ -	\$ 6
Income from discontinued operations, net of tax	\$ -	\$ 1,240

	Nine months ended September 30,	
	2012	2011
Operating revenues	\$ -	\$ 39,046
Operating expenses including depreciation and amortization	-	35,940
Income from operations	-	3,106
Other income (expense), net	-	1,169
Income from discontinued operations, before tax	\$ -	\$ 4,275
Income tax provision	\$ -	\$ 6
Income from discontinued operations, net of tax	\$ -	\$ 4,269

INTERNET PATENTS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

(unaudited)

7. Net Income (loss) Per Share

Basic net income per share is computed using the weighted-average number of shares of common stock outstanding. Diluted income per share is a measure of the potential dilution that would occur if stock options had been exercised.

The following table reconciles the numerator and denominator used to calculate basic and diluted net income (loss) per share of common stock:

(In thousands, except per share amounts)	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Numerator for basic and diluted net income (loss) per share:				
Net income (loss) available to common stockholders	\$ (411)	\$ 501	\$ (2,059)	\$ 1,778
Denominator for net income (loss) per share:				
Basic and diluted —weighted average shares of common stock outstanding	7,752	5,777	7,629	5,663
Net income (loss) per share:				
Basic and diluted	\$ (0.05)	\$ 0.08	\$ (0.27)	\$ 0.31

Potentially dilutive securities are not included in the diluted net loss calculation, because the Company had a net loss for the three and nine months ended September 30, 2012 and a net loss from continuing operations for the three and nine months ended September 30, 2011.

For the three and nine months ended September 30, 2012; 1,075 and 909 shares issuable upon the assumed exercise of stock options are not included in the calculation of diluted earnings per share, as their inclusion would have been anti-dilutive.

For the three and nine months ended September 30, 2011; 617,149 and 706,771 shares issuable upon the assumed exercise of stock options are not included in the calculation of diluted earnings per share, as their inclusion would have been anti-dilutive.

8. Commitments and Contingencies

Leases

IPC has a non-cancelable lease through February 14, 2017 for approximately, 16,000 square feet of office space in the Sacramento area which houses its corporate headquarters. IPC has two, consecutive options to extend the term for

five years each at the prevailing market rent. A portion of the premises is currently subleased to Bankrate, Inc through December 21, 2012.

As a result of its acquisition of Potrero Media in October 2010, IPC also leases approximately 10,000 square feet of office space in San Francisco, California under a non-cancelable lease expiring in October 2014. A portion of the premises is sublet to an unrelated party for the remainder of IPC's lease term. The Company disposed of the operations of Potrero Media in conjunction with the Disposition.

INTERNET PATENTS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

(unaudited)

9. Options and Equity

In January 2012, one of the Company's Board members exercised 42,416 options at exercise prices between \$4.74 and \$5.25 per share. In a cashless exercise, 25,000 shares were tendered to the Company in satisfaction of the exercise price of the options, at a price of \$7.95 per share, based on the closing price of the Company's common stock on the date of exercise. The 25,000 shares tendered have been accounted for by the Company as treasury stock in the accompanying consolidated balance sheets.

As of September 30, 2012, there was no unrecognized compensation cost for all stock options outstanding, as all options became fully vested on December 11, 2011, which was ten days prior to Disposition Date, in accordance with the IPC Stock Option and Executive Plans. During the three and nine months ended September 30, 2012 there were common share issuances of 0 and 1,169,985, respectively, associated with the exercise of stock options, compared to 314,642 and 586,617 for the comparable periods of 2011.

10. Litigation Settlement

In February 2012, a one-time payment of \$99,000 was received by IPC following the settlement of commercial litigation with a former employee. The litigation settlement was recorded as other income.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Quarterly Report on Form 10-Q, and in particular Management's Discussion and Analysis of Financial Condition and Results of Operations, contains "forward-looking statements" with respect to IPC's future financial performance. The words or phrases "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," and similar expressions are generally intended to identify forward-looking statements. Such forward-looking statements are subject to various known and unknown risks and uncertainties, and IPC cautions you that any forward-looking information provided by, or on behalf of, IPC is not a guarantee of future performance. Actual results could differ materially from those anticipated in such forward-looking statements due to a number of factors, some of which are beyond IPC's control, including, but not limited to, the unpredictable nature of patent licensing and patent litigation; potential changes in the laws and regulations relating to patents and patent litigation; the risk that we are not currently engaged in the patent licensing business, and our patent portfolio has never generated revenues; future changes we may make in our patent licensing strategy; changes in the taxation of income due to the disallowance or expiration of the Company's net operating losses; and litigation in which IPC is a party. These risks and uncertainties, as well as other risks and uncertainties, which are described in greater detail in IPC's Annual Report on Form 10-K for the year ended December 31, 2011 and other documents filed with the Securities and Exchange Commission, could cause IPC's actual results to differ materially from historical results or those currently anticipated. All forward-looking statements are based on information available to IPC on the date hereof, and IPC assumes no obligation to update such statements.

Overview

From its inception through December 21, 2011 (the "Disposition Date"), IPC operated an online insurance marketplace that electronically matched consumers and providers of automobile, property, health, term life, and small business insurance. IPC discontinued this business in connection with the sale of substantially all of its assets related to its lead generation business to Bankrate, Inc. in a transaction that closed on December 21, 2011 (the "Disposition"). IPC retained certain assets generally not related to its insurance lead generation business which included cash, short-term investments and its patent portfolio. On the Disposition Date, Bankrate acquired certain assets and assumed certain liabilities associated with the operation of the lead generation business. Bankrate did not assume certain liabilities related to real property leases, obligations related to IPC's employees that arose prior to the Disposition Date, or obligations for employees that remained employed by IPC after the Disposition Date. IPC is also generally responsible for the tax obligations or entitled to tax refunds associated with the Disposition and for the taxes related to the income or loss generated by the insurance lead generation prior to the Disposition Date.

Since the Disposition Date, IPC's business consists solely of licensing or otherwise enforcing its portfolio of six e-commerce patents ("Patent Licensing Business"). From its original incorporation, IPC was in the forefront of companies operating exclusively online, and we employed a significant staff of software and systems engineers to develop technology leveraging the power of the internet. Although our principal business focus at that time was online insurance lead generation, the problems that our technology experts faced were common to many e-commerce companies. IPC's innovative solutions to these problems are now covered by patents that we believe apply to many e-commerce activities, including:

- personalized product recommendations to web site visitors;
- retargeting or remarketing to web site visitors;
- online registration and application processes and forms;
- maintaining consistent look and feel of web pages in multiple languages; and
- generating quick or even real time product rate requests.

Our future revenues are expected to consist of the royalties from licensing the patents and damages for past infringement, however, none of the Company's patents have generated revenues in the past or been subject to a final

adjudication of its validity. Patent infringement litigation is inherently uncertain and can be expensive and often takes several years to reach the trial stage, and the appeals process could result in further delays in receiving royalties or damage awards. For these reasons, IPC does not anticipate receiving any revenues in 2012. In addition to general and administrative expenses, including salaries and benefits, rent and utilities, we will incur expenses associated with patent infringement litigation and being a public company. We expect that we will not be profitable in 2012.

The sale of assets to Bankrate, Inc. resulted in aggregate cash proceeds of \$63.8 million to IPC. IPC did not retain an interest in the insurance lead generation business and will not receive future compensation relating to the insurance lead generation business or the assets sold. IPC is not required to indemnify Bankrate for any matter relating to the asset sale, other than indemnification for tax liabilities that pertain to periods prior to the asset sale.

Results of Operations

Reclassifications

Certain amounts in our 2011 consolidated financial statements have been reclassified to conform to the presentation of our 2012 consolidated financial statements, relating to the effects of reclassifications of our insurance and lead generation business as discontinued operations. As a result of the Disposition, all of the Company's revenues and certain significant costs related to the Company's insurance lead generation business are accumulated into discontinued operations.

Operating Expenses

	Three months ended September 30,		Percentage change from prior period
(in thousands, except percentages)	2012	2011	
Operating expenses:			
Technology	\$ -	\$ 24	
General and administrative	473	716	
Total operating expenses	\$ 473	\$ 740	(36)%

	Nine months ended September 30,		Percentage change from prior period
(in thousands, except percentages)	2012	2011	
Operating expenses:			
Technology	\$ -	\$ 72	
General and administrative	2,289	2,430	
Total operating expenses	\$ 2,289	\$ 2,502	(9)%

Technology. Technology expenses consist primarily of payroll and related expenses, including employee benefits. Technology expenses decreased to \$0 for the three and nine months ended September 30, 2012 from \$24,000 and \$72,000 for the comparable periods in 2011, as full-time technology personnel are no longer necessary for IPC's business operations.

General and Administrative. General and administrative expenses consist primarily of payroll and related expenses, including employee benefits, facility costs, accounting and legal services and insurance for our general management, administrative and accounting personnel, as well as other general corporate expenses. General and administrative expenses decreased to \$473,000 and \$2.3 million for the three and nine months ended September 30, 2012 from \$716,000 and \$2.4 million for the comparable periods in 2011. For the three months ended September 30, 2012 the decrease was primarily due to a reduction in administrative headcount and reduced accounting services, offset by an increase in legal fees. For the nine months ended September 30, 2012 the decrease was primarily due to a reduction in administrative headcount and decreases in rent expense and accounting services, offset by increases in retention bonuses, severance and legal fees. General and administrative expenses are expected to remain at or near current levels for the remainder of 2012.

Other Income. Other income was \$1,000 and \$169,000, for the three and nine months ended September 30, 2012 as compared to \$1,000 and \$11,000 for the comparable periods in 2011. Other Income for the three months ended September 30, 2012, a nominal amount for the nine months ended September 30, 2012 and for the comparable periods in 2011 consists of interest earned on IPC's investment portfolio of cash, cash equivalents and short-term investments. For the nine months ended, September 30, 2012, other income also included a one-time payment of \$99,000 received by IPC following the settlement of commercial litigation and a supplemental payment from Bankrate of \$67,000 related to the collection of outstanding accounts receivable at the Disposition Date. IPC expects that Other Income will consist entirely of returns received from its investment portfolio in the near future, which will be negligible given current economic conditions in the United States.

Income Taxes. Internet Patents Corporation recognized federal and state income tax benefits of \$61,000 for the three and nine months ended September 30, 2012, due to the difference between the income tax expense recognized for the year ended December 31, 2011 and the actual tax liability incurred when the income tax returns were filed during the quarter ended, September 30, 2012. IPC did not recognize an expense or benefit from income taxes for the comparable periods in 2011.

Critical Accounting Policies

IPC's discussion and analysis of its financial condition and results of operations are based on IPC's consolidated financial statements which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires IPC to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. IPC bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. IPC believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of its consolidated financial statements.

Income Taxes.

Under the asset and liability method prescribed under ASC 740, "Income Taxes", IPC recognizes deferred tax assets and liabilities for the future tax consequences attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be realized or settled.

For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. At September 30, 2012 and September 30, 2011, IPC had unrecognized tax benefits of approximately \$0.3 million and \$0.3 million, respectively (\$0.1 million of which, if recognized, would affect IPC's effective tax rate). IPC does not believe there will be any material changes in its unrecognized tax positions over the next twelve months.

For tax return purposes, IPC had net operating loss carry forwards at September 30, 2012 of approximately \$140.6 million and \$83.7 million for federal income tax and state income tax purposes, respectively. Included in these amounts are unrealized federal and state net operating loss deductions resulting from stock option exercises of approximately \$10.1 million each. The benefit of these unrealized stock option-related deductions has not been included in deferred tax assets and will be recognized as a credit to additional paid-in capital when realized. Federal and state net operating loss carry forwards begin expiring in 2012.

The carrying value of our deferred tax assets, which was approximately \$49.9 million at September 30, 2012, is dependent upon our ability to generate sufficient future taxable income. We have established a full valuation allowance against our net deferred tax assets to reflect the uncertainty of realizing the deferred tax benefits, given historical losses. A valuation allowance is required when it is more likely than not that all or a portion of a deferred tax asset will not be realized. This assessment requires a review and consideration of all available positive and negative evidence, including our past and future performance, the market environment in which we operate, the utilization of tax attributes in the past, and the length of carryforward periods and evaluation of potential tax planning strategies. We expect to continue to maintain a full valuation allowance until an appropriate level of profitability is sustained or we are able to develop tax strategies that would enable us to conclude that it is more likely than not that a portion of our deferred tax assets would be realizable.

Liquidity and Capital Resources

Summarized cash flow information is as follows (in thousands):

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	Nine months ended September 30,	
	2012	2011
Cash provided by (used in) operating activities		
Continuing operations	\$ (4,197)	\$ (1,773)
Discontinued operations	-	2,673
Cash provided by (used in) investing activities		
Continuing operations	(1,284)	900
Discontinued operations	-	(2,174)
Cash provided by (used in) financing activities		
Continuing operations	(33,485)	1,536
Discontinued operations	-	-

At September 30, 2012, IPC's principal source of liquidity was \$31.4 million in cash and cash equivalents and \$1.5 million in short-term investments. IPC adheres to an investment policy with minimal market or settlement risk with its current holdings. There are no restrictions or limitations regarding access to the \$31.4 million in cash and cash equivalents and \$1.5 million in short-term investments. Since inception, IPC has financed its operations primarily through the sale of preferred and common stock.

For the nine months ended September 30, 2012, net cash used in operating activities was \$4.2 million, primarily consisting of our net loss of \$2.1 million and cash used of \$4.1 million, primarily due to payment of accounts payable, income taxes, accrued expenses and other liabilities. This was partially offset by decrease in prepaid expenses and other current assets of \$1.0 million and other assets of \$1.0 million.

For the nine months ended September 30, 2011, net cash used in operating activities was \$0.9 million, consisting of cash used in operations of \$1.8 million and cash provided from discontinued operations of \$2.7 million.

For the nine months ended September 30, 2012, net cash used in investing activities was \$1.3 million representing \$2.2 million relating to the purchases of short-term investments and \$1.0 million relating to purchases of restricted short-term investments, offset by redemptions of short-term investments of \$1.9 million.

For the comparable nine months ended September 30, 2011, net cash used in investing activities was \$1.3 million representing \$2.2 million relating to the purchases of short-term investments and net cash used in discontinued operations of \$2.2 million. This was offset by redemptions of short-term investments of \$2.3 million, redemptions of restricted short-term investments of \$0.6 million and payments from related parties of \$0.2 million.

For the nine months ended September 30, 2012, net cash used in financing activities was \$33.5 million, consisting of an aggregate \$38.6 million cash distribution paid to shareholders on March 9, 2012, offset by proceeds from employee stock plans of \$5.1 million.

For the three months ended September 30, 2011, net cash provided by financing activities was \$1.5 million due to proceeds from employee stock plans.

IPC has a non-cancelable lease through February 14, 2017 for approximately 16,000 square feet of office space in the Sacramento area which houses its corporate headquarters. IPC has two, consecutive options to extend the term for five years each at the prevailing market rent. A portion of the premises is currently subleased to Bankrate, Inc. through December 21, 2012.

As a result of its acquisition of Potrero Media in October 2010, IPC also leases approximately 10,000 square feet of office space in San Francisco, California under a non-cancelable lease expiring in October 2014. A portion of the premises is sublet to an unrelated party for the remainder of IPC's lease term. The Company disposed of the operations of Potrero Media in conjunction with the Disposition.

Future minimum lease commitments as of September 30, 2012 are summarized as follows (in thousands):

Years ending December 31	Future minimum lease commitments
2012	76
2013	443
2014	422
2015	342

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2016	350
Thereafter	58
	\$ 1,691

IPC currently anticipates that its cash and cash equivalents will be sufficient to meet its anticipated cash needs to fund operations and capital expenditures for at least the next 12 months.

ITEM 4. CONTROLS AND PROCEDURES

- (a) Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.
- (b) During our second fiscal quarter of 2012, our management evaluated and modified our internal controls over financial reporting in light of changes to the Company's business processes necessitated by the discontinuation of the lead generation business and the implementation of a patent licensing business.

PART II: OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1A. RISK FACTORS.

Risks Related to Our Business

Our Patent Licensing Business revenues will be unpredictable.

The lead generation business sold to Bankrate in December 2011 represented substantially all of our total revenues in 2010 and 2011. Going forward, we intend to generate revenues solely from the Patent Licensing Business. Since we have not historically generated revenues from the Patent Licensing Business, our historical financial and operating information is of limited value in evaluating the Patent Licensing Business and our future prospects. Moreover, our revenues from the Patent Licensing Business, if any, will be unpredictable because of the significant uncertainty associated with patent licensing and patent litigation. We will continue to incur salary and other expenses of operating our business, including the expenses of a public company. Our results of operations and financial condition will be materially adversely affected if we fail to effectively manage our overhead costs associated with the Patent Licensing Business or if the Patent Licensing Business does not perform to our expectations. In addition, the members of our management team do not have significant experience operating a business focused on licensing and otherwise enforcing patented technologies, and therefore may require time to adequately familiarize themselves with the nature of our new Patent Licensing Business.

If any of our patents are declared invalid, our business may be harmed.

The success of our Patent Licensing Business model will depend on our ability to generate royalty fees from licensing our technology or damages from patent infringement lawsuits. However, it is possible that one or more of our patents might be declared invalid if challenged by an entity against whom we seek to enforce our patent rights. Even if our patents are upheld as valid, we may have difficulty identifying entities that will voluntarily enter into a license for our patented technology. In this case, we may be required to litigate to recover damages for infringement, and we will incur significant legal and expert fees and costs, and the litigation may take several years to conclude.

Third parties may choose to alter their business operations rather than pay us an on-going royalty.

We believe that our patents represent unique technologies that a wide range of third parties have or will find valuable to their operations. As noted above, however, in many cases we expect that patent infringement litigation will be required to recover damages for past infringement of our patent rights and to incentivize the defendant to accept a license and pay us royalties for its future use of the technology. Defendants may, however, choose to modify their operations to work around the claims covered by our patents. In that case, they would not pay us royalties for future use and our business may be harmed.

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

We believe that the more prevalent patent enforcement actions become, the more difficult it will be for us to voluntarily license our patents to other entities. As a result, we may need to increase the number of our patent enforcement actions to cause infringing companies to license our patents or pay damages for past infringement. This may result in increased expenses, delay the recovery of damages and harm our business.

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

If new legislation, regulations or rules are implemented either by Congress, the U.S. Patent and Trademark Office, or the courts that impact the patent application process, the patent enforcement process or the rights of patent holders, these changes could negatively affect our expenses and revenue growth. For example, new rules regarding the burden of proof in patent enforcement actions could significantly increase the cost of litigation for infringement, and new standards or limitations on liability for patent infringement could negatively impact our revenue derived from such actions.

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 may diligently pursue enforcement litigation, we cannot predict with significant reliability the decisions made by juries and trial courts.

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

If we are required to litigate to enforce our patented technologies, our patent enforcement actions will be almost exclusively prosecuted in federal court. Federal trial courts that hear patent enforcement actions also hear criminal cases, which will 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 may have an adverse effect on our business in the future unless this trend changes.

Depressed general economic conditions or further adverse changes in general economic conditions could adversely affect our operating results

The severe economic downturn in the United States has resulted in a record level of corporate insolvencies. We are unable to estimate the probability that companies that we assert our patents against have sufficient resources to fully compensate us for their past infringement or future use of our patented technologies. The inability to recover full value from a significant number of entities would harm our future revenues.

Risks Related to Our Common Stock

Our future stock price may fluctuate widely.

The trading price of our common stock has been volatile and may be significantly affected by factors including actual or anticipated operating results, announcements regarding licensing or litigation developments, disputes concerning the validity of one or more of our patents, and our limited trading volume. These fluctuations may harm our stock price. Any negative change in the public's perception of the prospects of the Patent Licensing Business could also depress our stock price regardless of our results.

Our common stock may be delisted from the NASDAQ Capital Market if we fail to satisfy the continued listing standards of that market.

If we are unable to satisfy the continued listing standards of the NASDAQ Capital Market, our common stock may be delisted from that market. In order to continue to be listed on the NASDAQ Capital Market, we must meet all of the following requirements as set forth in NASDAQ Listing Rule 5550(a):

minimum bid price of at least \$1.00 per share for 30 consecutive trading days;

at least 300 total stockholders (including both beneficial holders and holders of record, but excluding any holder who is directly or indirectly an executive officer, director, or the beneficial holder of more than 10% of the total shares outstanding);

at least 500,000 publicly held shares with a market value of at least \$1 million (excluding any shares held directly or indirectly by officers, directors or any person who is the beneficial owner of more than 10% of the total shares outstanding of the Company); and

at least two registered and active market makers, one of which may be a market maker entering a stabilizing bid.

We must also meet at least one of the three standards in NASDAQ Listing Rule 5550(b) as follows:

stockholders' equity of at least \$2.5 million;

market value of listed securities of at least \$35 million; or

net income from continuing operations of \$500,000 in the most recently completed fiscal year or in two of the three most recently completed fiscal years.

If we do not satisfy those standards and we are unsuccessful in taking corrective action to comply with the listing requirements, we may be delisted from the NASDAQ Capital Market. If our common stock were to be delisted from the NASDAQ Capital Market, trading of our common stock most likely would be conducted in the over-the-counter market on an electronic bulletin board established for unlisted securities such as the Pink Sheets or the OTC Bulletin Board. Such trading could substantially reduce the market liquidity of our common stock. As a result, an investor would find it more difficult to dispose of, or obtain accurate quotations for the price of, our common stock.

Our success is dependent in part upon the continued services of our senior management with whom we do not have employment agreements.

Our success is dependent in part upon the continued services of the members of our senior management team, and on our ability to attract and retain key management personnel. IPC has no long-term employment agreements with any of its personnel that provide for their continued employment with us. In addition, Hussein A. Enan currently serves as our Chairman of the Board and Chief Executive Officer. The Company maintains a life insurance policy on Mr. Enan that names the Company as the beneficiary, but the loss of the services of Mr. Enan or one or more other members of management could have a material adverse effect on our business, financial condition and results of operations.

Our recent adoption of a shareholder rights plan may reduce the volume of trading in our stock because it limits the ability of persons or entities from acquiring a significant percentage of our outstanding stock.

On November 23, 2011, our Board of Directors adopted a Section 382 Rights Agreement and declared a dividend distribution consisting of one right (a "Right") for each outstanding share of the Company's common stock to stockholders of record at the close of business on December 5, 2011. The Company's Board of Directors adopted the Rights Agreement primarily in an effort to protect stockholder value by attempting to protect against a possible limitation on the Company's ability to use its net operating loss carryforwards (the "NOLs") and certain other tax benefits to reduce potential future U.S. federal income tax obligations. The Rights Agreement is intended to act as a deterrent to any person or group, together with its affiliates and associates, being or becoming the beneficial owner of 4.9% or more of the Company's common stock. The inability of some stockholders to acquire a significant position could substantially reduce the market liquidity of our common stock, making it more difficult for a stockholder to dispose of, or obtain accurate quotations for the price of, our common stock.

Delaware law and our charter documents contain provisions that could discourage or prevent a potential takeover, even if such a transaction would be beneficial to our stockholders.

Provisions of Delaware law and our certificate of incorporation and bylaws could make it more difficult for an entity to acquire us by means of a tender offer, a proxy contest, or otherwise, and the removal of incumbent officers and directors.

ITEM 6. EXHIBITS

Exhibit Number	Description of Document
31.1	Certification of Chief Executive Officer, pursuant to Exchange Act Rule 13a-14(a).
31.2	Certification of Chief Financial Officer, pursuant to Exchange Act Rule 13a-14(a).
32	Certification of Chief Executive Officer and Chief Financial Officer, pursuant to 18 U.S.C. Section 1350.
101.INS*	XBRL Instance
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation
101.DEF*	XBRL Taxonomy Extension Definition
101.LAB*	XBRL Taxonomy Extension Labels
101.PRE*	XBRL Taxonomy Extension Presentation

* XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURE

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: November 6, 2012

INTERNET PATENTS CORPORATION
(Registrant)

/s/ STEVEN J. YASUDA
Steven J. Yasuda
Chief Financial Officer and Chief Accounting
Officer