DATA I/O CORP
Form 10-Q
August 14, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)
(X) **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended **June 30, 2015**
or

( ) **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from ________________ to ________________

Commission file number: **0-10394**

DATA I/O CORPORATION
(Exact name of registrant as specified in its charter)

Washington	91-0864123
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6645 185th Ave NE, Suite 100, Redmond, Washington, 98052

(Address of principal executive offices, including zip code)

(425) 881-6444

(Registrant’s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X 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 X No __

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

Large accelerated filer __ Accelerated filer __ Non-accelerated filer __ Smaller reporting company X

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

Shares of Common Stock, no par value, outstanding as of August 1, 2015:

7,929,260

DATA I/O CORPORATION

FORM 10-Q
For the Quarter Ended June 30, 2015

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

DATA I/O CORPORATION
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)
(UNAUDITED)

	June 30, 2015	December 31, 2014
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$9,145	$9,361
Trade accounts receivable, net of allowance for doubtful accounts of $90 and $93, respectively	3,467	4,109
Inventories	4,116	4,445
Other current assets	403	426
TOTAL CURRENT ASSETS	17,131	18,341
Property, plant and equipment – net	1,003	926
Other assets	64	65
TOTAL ASSETS	$18,198	$19,332
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$990	$968
Accrued compensation	1,195	1,756
Deferred revenue	1,022	1,801
Other accrued liabilities	702	640
Accrued costs of business restructuring	103	113
TOTAL CURRENT LIABILITIES	4,012	5,278
Long-term other payables	115	183
COMMITMENTS	-	-
STOCKHOLDERS' EQUITY		
Preferred stock -		
Authorized, 5,000,000 shares, including		
200,000 shares of Series A Junior Participating		
Issued and outstanding, none	-	-

Common stock, at stated value - Authorized, 30,000,000 shares Issued and outstanding, 7,929,260 shares as of June 30, 2015 and 7,861,141 shares as of December 31, 2014	18,867	18,704
Accumulated earnings (deficit)	(5,794)	(5,943)
Accumulated other comprehensive income	998	1,110
TOTAL STOCKHOLDERS’ EQUITY	14,071	13,871
TOTAL LIABILITIES AND STOCKHOLDERS’ EQUITY	$18,198	$19,332

See notes to consolidated financial statements

DATA I/O CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net Sales	$4,958	$5,599	$10,860	$10,418
Cost of goods sold	2,236	2,577	5,280	4,901
Gross margin	2,722	3,022	5,580	5,517
Operating expenses:				
Research and development	1,243	1,173	2,341	2,323
Selling, general and administrative	1,415	1,456	2,953	3,144
Provision for business restructuring	-	-	-	13
Total operating expenses	2,658	2,629	5,294	5,480
Operating income	64	393	286	37
Non-operating income (expense):				
Interest income	27	53	58	72
Foreign currency transaction gain (loss)	7	8	(188)	27
Total non-operating income (expense)	34	61	(130)	99
Income before income taxes	98	454	156	136
Income tax (expense) benefit	2	(7)	(7)	(32)
Net income	$100	$447	$149	$104
Basic earnings per share	$0.01	$0.06	$0.02	$0.01
Diluted earnings per share	$0.01	$0.06	$0.02	$0.01
Weighted-average basic shares	7,894	7,814	7,879	7,801
Weighted-average diluted shares	8,078	7,899	8,062	7,892

See notes to consolidated financial statements

DATA I/O CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(in thousands)
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net Income	$100	$447	$149	$104
Other comprehensive income:				
Foreign currency translation gain (loss)	59	24	(112)	(196)
Comprehensive income	$159	$471	$37	($92)

See notes to consolidated financial statements

DATA I/O CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(UNAUDITED)

	For the Six Months Ended June 30,	
	2015	**2014**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$149	$104
Adjustments to reconcile net income (loss)		
to net cash provided by (used in) operating activities:		
Depreciation and amortization	274	320
Equipment transferred to cost of goods sold	42	140
Share-based compensation	238	211
Net change in:		
Trade accounts receivable	549	(3,189)
Inventories	286	(165)
Other current assets	22	67
Accrued cost of business restructuring	(66)	(502)
Accounts payable and accrued liabilities	(467)	872
Deferred revenue	(681)	915
Other long-term liabilities	(45)	(35)
Net cash provided by (used in) operating activities	301	(1,262)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(394)	(707)
Cash provided by (used in) investing activities	(394)	(707)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock, net of tax withholding	(60)	(25)
Cash provided by (used in) financing activities	(60)	(25)
Increase/(decrease) in cash and cash equivalents	(153)	(1,994)
Effects of exchange rate changes on cash	(63)	(212)
Cash and cash equivalents at beginning of period	9,361	10,426
Cash and cash equivalents at end of period	$9,145	$8,220
Supplemental disclosure of cash flow information:		
Cash paid (received) during the period for:		
Income Taxes	($10)	$15

See notes to consolidated financial statements

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DATA I/O CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 1 - FINANCIAL STATEMENT PREPARATION

Data I/O Corporation (“Data I/O”, “We”, “Our”, “Us”) prepared the financial statements as of June 30, 2015 and June 30, 2014 according to the rules and regulations of the Securities and Exchange Commission ("SEC"). These statements are unaudited but, in the opinion of management, include all adjustments (consisting of normal recurring adjustments and accruals) necessary to present fairly the results for the periods presented. The balance sheet at December 31, 2014 has been derived from the audited financial statements at that date. We have condensed or omitted certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America according to such SEC rules and regulations. Operating results for the three and six months ended June 30, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015. These financial statements should be read in conjunction with the annual audited financial statements and the accompanying notes included in our Form 10-K for the year ended December 31, 2014.

Revenue Recognition

We recognize revenue at the time the product is shipped. We have determined that our programming equipment has reached a point of maturity and stability such that product acceptance can be assured by testing at the factory prior to shipment and that the installation meets the criteria to be considered a separate element. These systems are standard products with published product specifications and are configurable with standard options. The evidence that these systems could be deemed as accepted was based upon having standardized factory production of the units, results from batteries of tests of product performance to our published specifications, quality inspections and installation standardization, as well as past product operation validation with the customer and the history provided by our installed base of products upon which the current versions were based.

The revenue related to products requiring installation that is perfunctory is recognized at the time of shipment. Installation that is considered perfunctory includes any installation that can be performed by other parties, such as distributors, other vendors, or in most cases the customers themselves. This takes into account the complexity, skill and training needed as well as customer expectations regarding installation.

We enter into multiple deliverable arrangements that arise during the sale of a system that includes an installation component, a service and support component and a software maintenance component. We allocate the value of each element based on relative selling prices. Relative selling price is based on the selling price of the standalone system. For the installation and service and support components, we use the value of the discount given to distributors who perform these components. For software maintenance components, we use what we charge for annual software maintenance renewals after the initial year the system is sold. Revenue is recognized on the system sale based on shipping terms, installation revenue is recognized after the installation is performed, and hardware service and support and software maintenance revenue is recognized ratably over the term of the agreement, typically one year.

When we sell software separately, we recognize software revenue upon shipment provided that only inconsequential obligations remain on our part and substantive acceptance conditions, if any, have been met.

We recognize revenue when persuasive evidence of an arrangement exists, shipment has occurred, the price is fixed or determinable, the buyer has paid or is obligated to pay, collectability is reasonably assured, substantive acceptance conditions, if any, have been met, the obligation is not contingent on resale of the product, the buyer’s obligation would not be changed in the event of theft, physical destruction or damage to the product, the buyer acquiring the product for resale has economic substance apart from us and we do not have significant obligations for future performance to directly bring about the resale of the product by the buyer. We establish a reserve for sales returns based on historical trends in product returns and estimates for new items.

We transfer certain products out of service from their internal use and make them available for sale. The products transferred are our standard products in one of the following areas: service loaners, rental or test units; engineering test units; or sales demonstration equipment. Once transferred, the equipment is sold by our regular sales channels as used equipment inventory. These product units often involve refurbishing and an equipment warranty, and are conducted as sales in our normal and ordinary course of business. The transfer amount is the product unit’s net book value and the sale transaction is accounted for as revenue and cost of goods sold.

Stock-Based Compensation Expense

We measure and recognize compensation expense as required for all share-based payment awards, including employee stock options and restricted stock unit awards, based on estimated fair values on the grant dates.

Income Tax

Historically, when accounting for uncertainty in income taxes, we have not incurred any interest or penalties associated with tax matters and no interest or penalties were recognized during the three and six months ended June 30, 2015. However, we have adopted a policy whereby amounts related to penalties associated with tax matters are classified as general and administrative expense when incurred and amounts related to interest associated with tax matters are classified as interest income or interest expense.

We have incurred net operating losses in certain past years. We continue to maintain a valuation allowance for the full amount of the net deferred tax asset balance associated with our net operating losses and credit carryforwards, as sufficient uncertainty exists regarding our ability to realize such tax assets in the future. There was $206,000 and $192,000 of unrecognized tax benefits related to uncertain tax positions and related valuation allowance as of June 30, 2015 and 2014, respectively.

Tax years that remain open for examination include 2012, 2013 and 2014 in the United States of America. In addition, tax years from 2001 to 2011 may be subject to examination in the event that we utilize the net operating losses and credit carryforwards from those years in our current or future year tax returns.

Recent Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, *“Revenue from Contracts with Customers,”* (ASU 2014-09). The standard provides companies with a single model for accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance, including industry-specific revenue guidance. The core principle of the model is to recognize revenue when control of the goods or services transfers to the customer, as opposed to recognizing revenue when the risks and rewards transfer to the customer under the existing revenue guidance. ASU 2014-09 was originally effective for annual reporting periods beginning after December 15, 2016. The FASB has recently proposed a one year deferral of the effective date. Early adoption is not permitted. The guidance permits companies to either apply the requirements retrospectively to all prior periods presented, or apply the requirements in the year of adoption, through a cumulative adjustment. The Company is in the process of evaluating the impact of adoption on its consolidated financial statements.

In April 2014, the FASB issued ASU 2014-08, *“Presentation of Financial Statements and Property, Plant, and Equipment,”* (ASU 2014-08). This ASU changes the threshold for reporting discontinued operations and adds new disclosures. The new guidance defines a discontinued operation as a disposal of a component or group of components that is disposed of or is classified as held for sale and “represents a strategic shift that has (or will have) a major effect on our operations and financial results.” For disposals of individually significant components that do not qualify as discontinued operations, we must disclose pre-tax earnings of the disposed component. This guidance is effective for us prospectively for all disposals (or classifications as held for sale) of components of an entity that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years. The adoption of this guidance has not had a material impact on our consolidated financial statements.

NOTE 2 – INVENTORIES

Inventories consisted of the following components:

(in thousands)	June 30, 2015	December 31, 2014
Raw material	$2,545	$2,429
Work-in-process	1,283	1,288
Finished goods	288	728
Inventories	$4,116	$4,445

NOTE 3 – PROPERTY, PLANT AND EQUIPMENT, NET

Property and equipment consisted of the following components:

(in thousands)	June 30, 2015	December 31, 2014
Leasehold improvements	$435	$415
Equipment	6,329	6,208
	6,764	6,623
Less accumulated depreciation	5,761	5,697
Property and equipment, net	$1,003	$926

NOTE 4 – BUSINESS RESTRUCTURING

Our previous years' restructure actions have been fully implemented. At June 30, 2015, the restructure liability is comprised of $103,000 that is short term and $17,000 that is long term. As a result of the lease amendment discussed in Note 6, "Operating Lease Commitments", in July 2015, the balance of the restructure liability will be incorporated into our deferred rent liability as part of a new lease incentive.

An analysis of the business restructuring is as follows:

(in thousands)	Reserve Balance Dec. 31, 2013	2014 Expense	2014 Payments/ Write-Offs	Reserve Balance Dec. 31, 2014	2015 Expense	2015 Payments/ Write-Offs	Reserve Balance Jun. 30, 2015
Downsizing US operations:							
Employee severance	$230	($16)	$214	$0	$0	$0	$0
Other costs	240	25	94	171	-	51	120
Downsizing foreign operations:							
Employee severance	372	16	371	17	-	17	-
Other costs	31	(12)	19	-	-	-	-
Total	$873	$13	$698	$188	$0	$68	$120

NOTE 5 – OTHER ACCRUED LIABILITIES

Other accrued liabilities consisted of the following components:

(in thousands)	June 30, 2015	December 31, 2014
Product warranty	$370	$339
Sales return reserve	55	55
Other taxes	97	87
Other	180	159
Other accrued liabilities	$702	$640

The changes in Data I/O's product warranty liability for the six months ending June 30, 2015 are as follows:

(in thousands)	June 30, 2015
Liability, beginning balance	$339
Net expenses	400
Warranty claims	(400)
Accrual revisions	31
Liability, ending balance	$370

NOTE 6 – OPERATING LEASE COMMITMENTS

We have commitments under non-cancelable operating leases and other agreements, primarily for factory and office space, with initial or remaining terms of one year or more as follows:

For the years ending December 31:

	Operating Leases
(in thousands)	
2015 (remaining)	$317
2016	432
2017	492
2018	472
2019	482
Thereafter	655
Total	$2,850

Of the $2,850,000, $120,000 has been accrued as restructure liability related to abandoned lease space.

During the second quarter of 2015, we amended our lease agreement for the Redmond, Washington headquarters facility. The amended lease moves our headquarters to a nearby building, extends the term through April 2021, lowers the square footage to approximately 20,460, provides lease inducement incentives and lowers the rental rate. The new lease commitment of approximately $1.7 million will be paid over the term of the lease and is expected to save us approximately $1.5 million of cash compared to our previous lease agreement. As a result of this lease amendment, the remaining balance of the restructure liability will be incorporated into our deferred rent liability in July, 2015.

During the second quarter of 2015, we renewed our lease agreement for our Shanghai, China facility, effective June 15, 2015, extending the term through December 31, 2015.

During the first quarter of 2014, we renewed our lease agreement for our Munich, Germany facility effective February 1, 2015, extending the term through January 2018 and lowering the square footage to approximately 4,306 square feet. Effective June 1, 2014, the landlord was able to lease the excess space abandoned as part of Q2 2013 restructure actions to another tenant and the lease was revised to end May 31, 2017.

NOTE 7 – OTHER COMMITMENTS

We have purchase obligations for inventory and production costs as well as other obligations such as capital expenditures, service contracts, marketing, and development agreements. Arrangements are considered purchase obligations if a contract specifies all significant terms, including fixed or minimum quantities to be purchased, a pricing structure and approximate timing of the transaction. Most arrangements are cancelable without a significant penalty, and with short notice, typically less than 90 days. At June 30, 2015, the purchase commitments and other obligations totaled $754,000 of which all but $66,000 are expected to be paid over the next twelve months.

NOTE 8 – CONTINGENCIES

As of June 30, 2015, we were not a party to any legal proceedings or aware of any indemnification agreement claims, the adverse outcome of which in management’s opinion, individually or in the aggregate, would have a material adverse effect on our results of operations or financial position.

NOTE 9 – EARNINGS (LOSS) PER SHARE

Basic earnings per share is calculated based on the weighted average number of common shares outstanding during each period. Diluted earnings per share is calculated based on these same weighted average shares outstanding plus the effect of potential shares issuable upon assumed exercise of stock options based on the treasury stock method. Potential shares issuable upon the exercise of stock options are excluded from the calculation of diluted earnings per share to the extent their effect would be anti-dilutive.

The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended		Six Months Ended	
	Jun. 30, 2015	Jun. 30, 2014	Jun. 30, 2015	Jun. 30, 2014
(in thousands except per share data)				
Numerator for basic and diluted earnings per share:				
Net income	$100	$447	$149	$104
Denominator for basic earnings per share:				
weighted-average shares	7,894	7,814	7,879	7,801
Employee stock options and awards	184	85	183	91
Denominator for diluted earnings per share: adjusted weighted-average shares & assumed conversions of stock options	8,078	7,899	8,062	7,892
Basic and diluted earnings per share:				
Total basic earnings per share	$0.01	$0.06	$0.02	$0.01
Total diluted earnings per share	$0.01	$0.06	$0.02	$0.01

Options to purchase 165,843 and 557,435 shares were outstanding as of June 30, 2015 and 2014, respectively, but were excluded from the computation of diluted earnings per share for the periods then ended because the options were anti-dilutive.

NOTE 10 – SHARE-BASED COMPENSATION

For share-based awards granted, we have recognized compensation expense based on the estimated grant date fair value method. For these awards we have recognized compensation expense using a straight-line amortization method reduced for estimated forfeitures.

The impact on our results of operations of recording share-based compensation, net of forfeitures, for the three and six months ended June 30, 2015 and 2014, respectively, was as follows:

	Three Months Ended		Six Months Ended	
	Jun. 30, 2015	Jun. 30, 2014	Jun. 30, 2015	Jun. 30, 2014
(in thousands)				
Cost of goods sold	$6	$5	$8	$1
Research and development	22	25	41	40
Selling, general and administrative	120	95	189	170
Total share-based compensation	$148	$125	$238	$211
Impact on net earnings per share:				
Basic and diluted	($0.02)	($0.02)	($0.03)	($0.03)

Equity awards granted during the three and six months ended June 30, 2015 and 2014 were as follows:

	Three Months Ended		Six Months Ended	
	Jun. 30, 2015	Jun. 30, 2014	Jun. 30, 2015	Jun. 30, 2014
Restricted Stock	193,800	-	193,800	-
Stock Options	-	3,000	-	3,000

Non-employee directors Restricted Stock Units (“RSU’s”) generally vest over one year, employee RSU’s vest over four years with the expense being recognized over the vesting period.

The fair value of share-based awards for employee stock options was estimated using the Black-Scholes valuation model. The following weighted average assumptions were used to calculate the fair value of stock options granted during the three and six months ended June 30, 2015 and 2014:

	Three Months Ended		Six Months Ended	
	Jun. 30, 2015	Jun. 30, 2014	Jun. 30, 2015	Jun. 30, 2014
Risk-free interest rates	-	1.31%	-	1.31%
Volatility factors	-	0.51	-	0.51
Expected life of the option in years	-	4.00	-	4.00
Expected dividend yield	-	None	-	None

There were no stock option awards in 2015.

The remaining unamortized expected future equity compensation expense and remaining amortization period associated with unvested option grants, restricted stock awards and restricted stock unit awards at June 30, 2015 are:

	Jun. 30, 2015
Unamortized future equity compensation expense	$1,228,605
Remaining weighted average amortization period in years	2.96

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

General

Forward-Looking Statements

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. This Act provides a “safe harbor” for forward-looking statements to encourage companies to provide prospective information about themselves as long as they identify these statements as forward-looking and provide meaningful cautionary statements identifying important factors that could cause actual results to differ from the projected results. All statements other than statements of historical fact made in this Quarterly Report on Form 10-Q are forward-looking. In particular, statements herein regarding industry prospects or trends; expected revenues; expected level of expense; future results of operations; reversals of tax valuation allowances; restructuring implications; breakeven point, or financial position; changes in gross margin; economic conditions and capital spending outlook; market acceptance of our newly introduced or upgraded products; development, introduction and shipment of new products; building lease arrangements; sales channels and any other guidance on future periods are forward-looking statements. Forward-looking statements reflect management’s current expectations and are inherently uncertain. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, achievements, or other future events. Moreover, neither we nor anyone else assumes responsibility for the accuracy and completeness of these forward-looking statements. We are under no duty to update any of these forward-looking statements after the date of this report. The reader should not place undue reliance on these forward-looking statements. The discussions above and in the section in Item 1A., Risk Factors “Cautionary Factors That May Affect Future Results” in our Annual report on Form 10-K for the year ended December 31, 2014 describe some, but not all, of the factors that could cause these differences.

OVERVIEW

We are focused on profitably managing and growing the core programming business, while developing and enhancing products to drive future revenue and earnings growth. Part of the strategy is to gain market share and to expand addressable markets. Our challenge is growing and profitably operating in a cyclical and rapidly evolving industry environment while we are experiencing unfavorable currency rate fluctuations. We are balancing business geography shifts, new product launches, increasing costs and strategic investments in our business with the level of demand and mix of business we expect.

We focus our research and development efforts in our strategic growth markets, namely new programming technology, automated programming systems for the manufacturing environment and software. We continue to focus on extending the capabilities and support for our product lines and supporting the latest semiconductor devices, including NAND Flash, e-MMC, and microcontrollers on our newer products. During 2014, we have added media and handling options and software features for our new PSV7000, Data I/O's most advanced programming system introduced in the fall of 2013, which can cut the cost of programming by up to 50% and represents new capabilities to handle and program small parts. In July 2014, we announced our new PSV3000 automated programming system, which was specifically designed to meet the needs of Chinese and Asian local manufacturers moving from manual to automated programming. The PSV3000 is being sold in Asia and recently won the 2015 SMT China Vision Award for Device Programming and the 2015 EM Asia Innovation Award for Programming Systems. In April 2015, we announced our new PSV5000 automated programming system, which will replace our PS388 system with a more integrated solution at a lower cost. During the quarter ended June 30, 2015, we sold and delivered multiple PSV5000 systems.

We are focused on strategic high volume manufacturers in key market segments like automotive electronics, wireless and consumer electronics, industrial controls including "Internet of Things" electronics, and programming centers.

BUSINESS RESTRUCTURING PROGRESS

Our previous years' restructure actions have been fully implemented. At June 30, 2015, the restructure liability is comprised of $103,000 that is short term and $17,000 that is long term. As a result of the lease amendment discussed in Note 6, "Operating Lease Commitments", in July 2015, the balance of the restructure liability will be incorporated into our deferred rent liability as part of a new lease incentive.

cRITICAL aCCOUNTING pOLICY jUDGMENTS AND eSTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires that we make estimates and judgments, which affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to revenue recognition, estimating the percentage-of-completion on fixed-price professional engineering service contracts, sales returns, bad debts, inventories, investments, intangible assets, income taxes, warranty obligations, restructuring charges, contingencies such as litigation, and contract terms that have multiple elements and other complexities typical in the capital equipment industry. We base our estimates on historical experience and other assumptions that we believe are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect the more significant judgments and estimates used in the preparation of our financial statements:

Revenue Recognition: We recognize revenue at the time the product is shipped. We have determined that our programming equipment has reached a point of maturity and stability such that product acceptance can be assured by testing at the factory prior to shipment and that the installation meets the criteria to be considered a separate element. These systems are standard products with published product specifications and are configurable with standard options. The evidence that these systems could be deemed as accepted was based upon having standardized factory production of the units, results from batteries of tests of product performance to our published specifications, quality inspections and installation standardization, as well as past product operation validation with the customer and the history provided by our installed base of products upon which the current versions were based.

The revenue related to products requiring installation that is perfunctory is recognized at the time of shipment. Installation that is considered perfunctory includes any installation that can be performed by other parties, such as distributors, other vendors, or in most cases the customers themselves. This takes into account the complexity, skill and training needed as well as customer expectations regarding installation.

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When we sell software separately, we recognize software revenue upon shipment provided that only inconsequential obligations remain on our part and substantive acceptance conditions, if any, have been met.

We recognize revenue when persuasive evidence of an arrangement exists, shipment has occurred, the price is fixed or determinable, the buyer has paid or is obligated to pay, collectability is reasonably assured, substantive acceptance conditions, if any, have been met, the obligation is not contingent on resale of the product, the buyer’s obligation would not be changed in the event of theft, physical destruction or damage to the product, the buyer acquiring the product for resale has economic substance apart from us and we do not have significant obligations for future performance to directly bring about the resale of the product by the buyer. We establish a reserve for sales returns based on historical trends in product returns and estimates for new items.

We transfer certain products out of service from their internal use and make them available for sale. The products transferred are our standard products in one of the following areas: service loaners, rental or test units; engineering test units; or sales demonstration equipment. Once transferred, the equipment is sold by our regular sales channels as used equipment inventory. These product units often involve refurbishing and an equipment warranty, and are conducted as sales in our normal and ordinary course of business. The transfer amount is the product unit's net book value and the sale transaction is accounted for as revenue and cost of goods sold.

Allowance for Doubtful Accounts: We base the allowance for doubtful accounts receivable on our assessment of the collectability of specific customer accounts and the aging of accounts receivable. If there is deterioration of a major customer's credit worthiness or actual defaults are higher than historical experience, our estimates of the recoverability of amounts due to us could be adversely affected.

Inventory: Inventories are stated at the lower of cost or market. Adjustments are made to standard cost, which approximates actual cost on a first-in, first-out basis. We estimate reductions to inventory for obsolete, slow-moving, excess and non-salable inventory by reviewing current transactions and forecasted product demand. We evaluate our inventories on an item by item basis and record inventory adjustments accordingly. If there is a significant decrease in demand for our products, uncertainty during product line transitions, or a higher risk of inventory obsolescence because of rapidly changing technology and customer requirements, we may be required to increase our inventory adjustments and our gross margin could be adversely affected.

Warranty Accruals: We accrue for warranty costs based on the expected material and labor costs to fulfill our warranty obligations. If we experience an increase in warranty claims, which are higher than our historical experience, our gross margin could be adversely affected.

Tax Valuation Allowances: Given the uncertainty created by our loss history, as well as the current uncertain economic outlook for our industry and capital spending, we expect to continue to limit the recognition of net deferred tax assets and accounting for uncertain tax positions and maintain the tax valuation allowances. At the current time, we expect, therefore, that reversals of the tax valuation allowance will take place only as we are able to take advantage of the underlying tax loss or other attributes in carry forward. The transfer pricing and expense or cost sharing arrangements are complex areas where judgments, such as the determination of arms-length arrangements, can be subject to challenges by different tax jurisdictions.

Share-based Compensation: We account for share-based awards made to our employees and directors, including employee stock option awards and restricted stock unit awards, using the estimated grant date fair value method of accounting. For options, we estimate the fair value using the Black-Scholes valuation model, which requires the input of highly subjective assumptions, including the option's expected life and the price volatility of the underlying stock. The expected stock price volatility assumption was determined using the historical volatility of our common stock. Changes in the subjective assumptions required in the valuation model may significantly affect the estimated value of the awards, the related stock-based compensation expense and, consequently, our results of operations.

Results of Operations

Net Sales

	Three Months Ended			Six Months Ended		
Net sales by product line (in thousands)	Jun. 30, 2015	Change	Jun. 30, 2014	Jun. 30, 2015	Change	Jun. 30, 2014
Automated programming systems	$3,474	(9.4%)	$3,834	$8,152	16.0%	$7,027
Non-automated programming systems	1,484	(15.9%)	1,765	2,708	(20.1%)	3,391
Total programming systems	$4,958	(11.4%)	$5,599	$10,860	4.2%	$10,418

	Three Months Ended			Six Months Ended		
Net sales by location (in thousands)	Jun. 30, 2015	Change	Jun. 30, 2014	Jun. 30, 2015	Change	Jun. 30, 2014
United States	$997	65.3%	$603	$1,397	20.1%	$1,163
% of total	20.1%		10.8%	12.9%		11.2%
International	$3,961	(20.7%)	$4,996	$9,463	2.2%	$9,255
% of total	79.9%		89.2%	87.1%		88.8%

Net sales in the second quarter of 2015 were $5.0 million, down 11% compared with $5.6 million in the second quarter of 2014, and sequentially down 16% compared with $5.9 million in the first quarter of 2015 with the decrease primarily due to lower sales volumes across most older product lines, particularly sales to our wireless customers, offset in part by increased sales of our newer PSV7000, PSV5000 and PSV3000 Automated Programming Systems. Sales to the automotive electronics market were strong during the quarter. Net sales for the second quarter of 2015 compared to the second quarter of 2014 were unfavorably impacted by approximately $300,000 due to the change in average foreign currency translation rates related to the U.S. Dollar compared to the Euro. On a regional basis, net sales increased 25% in Asia, while declining 4% in the Americas and 39% in Europe compared to the second quarter of 2014. A sales breakdown by type for the second quarter of 2015 was 63% equipment, 27% adapters, and 10% software and maintenance. Adapters are a consumable item and software and maintenance are typically recurring under annual subscription contracts.

Orders for the second quarter of 2015 were $5.1 million, down 19%, compared with $6.3 million in the second quarter of 2014, primarily resulting from unfavorable currency translation rates and lower sales in the wireless market and in Latin American markets. Backlog was $1.9 million at June 30, 2015, compared to $2.7 million at June 30, 2014 and $1.7 million at March 31, 2015. Deferred revenue was $1.0 million at June 30, 2015, compared to $2.1 million at June 30, 2014 and $1.0 million at March 31, 2015.

For the six months ending June 30, 2015, compared to the same period in 2014, the net sales increase was primarily due to incremental sales of our new PSV5000 as well as our PSV3000 and PSV7000 automated programming systems. On a regional basis, net sales increased 30% in Asia and 8% in Europe, while declining 23% in the Americas compared to the same period in 2014.

Gross Margin

	Three Months Ended			Six Months Ended		
	Jun. 30, 2015	Change	Jun. 30, 2014	Jun. 30, 2015	Change	Jun. 30, 2014
(in thousands)						
Gross margin	$2,722	(9.9%)	$3,022	$5,580	1.1%	$5,517
Percentage of net sales	54.9%		54.0%	51.4%		53.0%

Gross margin as a percentage of sales in the second quarter of 2015 was 54.9%, compared with 54.0% in the second quarter of 2014. The gross margin increase as a percentage of sales for the second quarter was primarily due to a more favorable product and channel mix as well as less unfavorable labor and overhead variances, offset by the unfavorable effect of foreign currency translation rates.

For the first six months of 2015 compared to the same period in 2014, the decrease in gross margin was primarily due to unfavorable foreign currency translation rates.

Research and Development

	Three Months Ended			Six Months Ended		
	Jun. 30, 2015	Change	Jun. 30, 2014	Jun. 30, 2015	Change	Jun. 30, 2014
(in thousands)						
Research and development	$1,243	6.0%	$1,173	$2,341	0.8%	$2,323
Percentage of net sales	25.1%		21.0%	21.6%		22.3%

Research and development ("R&D") increased $70,000 in the second quarter of 2015 compared to the same period in 2014, primarily due to higher R&D materials and consulting.

For the first six months of 2015 compared to the same period in 2014, the increase in R&D expense was generally due to the same factors discussed above for the second quarter.

Selling, General and Administrative

	Three Months Ended			Six Months Ended		
	Jun. 30, 2015	Change	Jun. 30, 2014	Jun. 30, 2015	Change	Jun. 30, 2014
(in thousands)						
Selling, general & administrative	$1,415	(2.8%)	$1,456	$2,953	(6.1%)	$3,144
Percentage of net sales	28.5%		26.0%	27.2%		30.2%

Selling, General and Administrative (“SG&A”) expenses decreased $41,000 in the second quarter of 2015 compared to the same period in 2014, primarily related to lower commissions and bad debt, offset in part by increased stock based compensation and professional services.

For the first six months of 2015, SG&A expense decreased $191,000 compared to the same period in 2014, primarily related to lower commissions, bad debt and savings from personnel reductions due to restructuring actions and cost controls.

Interest

	Three Months Ended			Six Months Ended		
	Jun. 30, 2015	Change	Jun. 30, 2014	Jun. 30, 2015	Change	Jun. 30, 2014
(in thousands)						
Interest income	$27	(49.1%)	$53	$58	(19.4%)	$72

Interest income decreased in the second quarter of 2015 compared to the same period in 2014, primarily due to lower invested cash balances.

For the first six months of 2015 compared to the same period in 2014, the decrease in interest income was generally due to the same factors discussed above for the second quarter.

Income Taxes

	Three Months Ended			Six Months Ended		
	Jun. 30, 2015	Change	Jun. 30, 2014	Jun. 30, 2015	Change	Jun. 30, 2014
(in thousands)						
Income tax (expense) benefit	$2	*	($7)	($7)	(78.1%)	($32)

* not meaningful

Income tax benefit for the second quarter of 2015 compared to income tax expense in same period in 2014, primarily resulted from foreign subsidiary income tax as well as a 2014 refund received in 2015 on foreign subsidiary income.

For the first six months of 2015 compared to the same period in 2014, the decrease in income tax expense was generally due to the same factors discussed above for the second quarter.

The effective tax rate differed from the statutory tax rate primarily due to the effect of valuation allowances, as well as foreign taxes. We have a valuation allowance of $11.9 million as of June 30, 2015. Our deferred tax assets and valuation allowance have been reduced by approximately $206,000 and $192,000 associated with the requirements of accounting for uncertain tax positions as of June 30, 2015 and 2014, respectively. Given the uncertainty created by our past loss history and the cyclical nature of the industry in which we operate, we expect to continue to limit the recognition of net deferred tax assets and maintain the tax valuation allowances.

Financial Condition

Liquidity and Capital Resources

(in thousands)	Jun. 30, 2015	Change	Dec. 31, 2014
Working capital	$13,119	$56	$13,063

During the second quarter of 2015, cash increased $224,000, primarily attributed to the decrease in accounts receivable resulting from customer payments and current period earnings, offset in part by additions to inventory and equipment.

Although we have no significant external capital expenditure plans currently, we expect that we will continue to make capital expenditures to support our business and related to facility moves. We plan to increase internal capital expenditures for sales demonstration and R&D test equipment as we develop and release new products. Capital expenditures are expected to be funded by existing and internally generated funds or lease financing.

As a result of our significant product development, customer support, selling and marketing efforts, we have required substantial working capital to fund our operations. Prior to 2014, we restructured our operations to lower our costs and operating expenditures in some geographic regions, while investing in other regions; creating headroom to hire critical product development resources; and to lower the level of revenue required for our net income breakeven point; as well as offsetting in part, costs rising over time; to preserve our cash position and to focus on profitable operations. See “Business Restructuring Progress” discussion above for future expected restructuring related payments.

We believe that we have sufficient working capital available under our operating plan to fund our operations and capital requirements through at least the next one-year period. Approximately $5.7 million of our cash is located in foreign subsidiary accounts at June 30, 2015. Although we have no current repatriation plans, there may be tax and other impediments to repatriating the cash to the United States. Our working capital may be used to fund growth initiatives including acquisitions, as well as share repurchases, which could reduce our liquidity. Any substantial inability to achieve our current business plan could have a material adverse impact on our financial position, liquidity, or results of operations and may require us to reduce expenditures and/or seek additional financing.

OFF-Balance sheet arrangements

Except as noted in the accompanying consolidated financial statements in Note 6, “Operating Lease Commitments” and Note 7, “Other Commitments”, we have no off-balance sheet arrangements.

Non-Generally accepted accounting principles (GAAP) FINANCIAL MeasureS

Earnings Before Interest, Taxes, Depreciation and Amortization (“EBITDA”) was $197,000 in the second quarter of 2015 compared to $562,000 in the second quarter of 2014. Adjusted EBITDA excluding equity compensation (a non-cash item) and restructure charge was $345,000 in the second quarter of 2015, compared to $687,000 in the second quarter of

2014.

EBITDA was $372,000 for the first six months of 2015 compared to $384,000 in the first six months of 2014. Adjusted EBITDA excluding equity compensation and restructure charge was $610,000 for the first six months of 2015, compared to $608,000 for the first six months of 2014.

Non-GAAP financial measures, such as EBITDA and adjusted EBITDA, should not be considered a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. We believe that these non-GAAP financial measures provide meaningful supplemental information regarding the Company’s results and facilitate the comparison of results. A reconciliation of net income to EBITDA and adjusted EBITDA follows:

Non-Generally accepted accounting principles (GAAP) FINANCIAL Measure RECONCILIATION

	Three Months Ended		Six Months Ended	
	Jun. 30, 2015	Jun. 30, 2014	Jun. 30, 2015	Jun. 30, 2014
(in thousands)				
Net Income	$100	$447	$149	$104
Interest (income) expense	(27)	(53)	(58)	(72)
Taxes	(2)	7	7	32
Depreciation & amortization	126	161	274	320
EBITDA earnings	$197	$562	$372	$384
Equity compensation	148	125	238	211
Restructure charge	-	-	-	13
Adjusted EBITDA earnings, excluding equity compensation and restructure charge	$345	$687	$610	$608

RECENT ACCOUNTING ANNOUNCEMENTS

In May 2014, the FASB issued ASU 2014-09, *"Revenue from Contracts with Customers,"* (ASU 2014-09). The standard provides companies with a single model for accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance, including industry-specific revenue guidance. The core principle of the model is to recognize revenue when control of the goods or services transfers to the customer, as opposed to recognizing revenue when the risks and rewards transfer to the customer under the existing revenue guidance. ASU 2014-09 was originally effective for annual reporting periods beginning after December 15, 2016. The FASB has recently proposed a one year deferral of the effective date. Early adoption is not permitted. The guidance permits companies to either apply the requirements retrospectively to all prior periods presented, or apply the requirements in the year of adoption, through a cumulative adjustment. The Company is in the process of evaluating the impact of adoption on its consolidated financial statements.

In April 2014, the FASB issued ASU 2014-08, *"Presentation of Financial Statements and Property, Plant, and Equipment,"* (ASU 2014-08). This ASU changes the threshold for reporting discontinued operations and adds new disclosures. The new guidance defines a discontinued operation as a disposal of a component or group of components that is disposed of or is classified as held for sale and "represents a strategic shift that has (or will have) a major effect on our operations and financial results." For disposals of individually significant components that do not qualify as discontinued operations, we must disclose pre-tax earnings of the disposed component. This guidance is effective for us prospectively for all disposals (or classifications as held for sale) of components of an entity that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years. The adoption of this guidance has not had a material impact on our consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Controls and Procedures

Evaluation 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 evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act) as of the end of the period covered by this report (the "Evaluation Date"). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, our disclosure controls and procedures were effective at the reasonable level of assurance. Disclosure Controls are controls and procedures designed to reasonably assure that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure Controls are also designed to reasonably assure that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Changes in internal controls

There were no changes made in our internal controls during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting which is still under the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control – Integrated Framework (1992). We are expecting to transition to COSO (2013) during the fiscal year 2015.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of business. As of June 30, 2015, we were not a party to any material pending legal proceedings.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results. There are no material changes to the Risk Factors described in our Annual Report.

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

None

Item 3. **Defaults Upon Senior Securities**

None

Item 4. **Mine Safety Disclosures**

Not Applicable

Item 5. **Other Information**

None

Item 6. **Exhibits**

(a) **Exhibits**

10 **Material Contracts:**

10.29 Third Amendment to Lease, (Redmond East) between Data I/O Corporation and Arden Realty Limited Partnership, made as of June 1, 2015.

31 **Certification pursuant to Section 302 of the Sarbanes Oxley Act of 2002:**

31.1 Chief Executive Officer Certification

31.2 Chief Financial Officer Certification

32 **Certification pursuant to Section 906 of the Sarbanes Oxley Act of 2002:**

32.1 Chief Executive Officer Certification

32.2 Chief Financial Officer Certification

101 **Interactive Data Files Pursuant to Rule 405 of Regulation S-T**

SIGNATURES

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

DATED: August 13, 2015

DATA I/O CORPORATION

(REGISTRANT)

By: //S//Anthony Ambrose

Anthony Ambrose

President and Chief Executive Officer

(Principal Executive Officer and Duly Authorized Officer)

By: //S//Joel S. Hatlen

Joel S. Hatlen

Vice President and Chief Financial Officer

Secretary and Treasurer

(Principal Financial Officer and Duly Authorized Officer)

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Exhibit 10.29

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Exhibit 31.1

CERTIFICATION

I, Anthony Ambrose, certify that:

1) I have reviewed this quarterly report on Form 10-Q of Data I/O Corporation;

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

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

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

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

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

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

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

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

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

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

DATED: August 13, 2015

/s/ Anthony Ambrose

Anthony Ambrose

Chief Executive Officer

(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Joel S. Hatlen, certify that:

1) I have reviewed this quarterly report on Form 10-Q of Data I/O Corporation;

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

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

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

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

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

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

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

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

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

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

DATED: August 13, 2015

/s/ Joel S. Hatlen

Joel S. Hatlen

Chief Financial Officer

(Principal Financial Officer)

Exhibit 32.1

Certification by Chief Executive Officer

Pursuant to 18 U.S.C. Section 1350

As Adopted Pursuant to

Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the quarterly report of Data I/O Corporation (the “Company”) on Form 10-Q for the period ended June 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Anthony Ambrose, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

/s/ Anthony Ambrose

Anthony Ambrose

Chief Executive Officer

(Principal Executive Officer)

August 13, 2015

Exhibit 32.2

Certification by Chief Financial Officer

Pursuant to 18 U.S.C. Section 1350

As Adopted Pursuant to

Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the quarterly report of Data I/O Corporation (the “Company”) on Form 10-Q for the period ended June 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Joel S. Hatlen, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

/s/ Joel S. Hatlen

Joel S. Hatlen

Chief Financial Officer

(Principal Financial Officer)

August 13, 2015