

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2016

or

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

Commission File Number 001-36632



EMCORE Corporation

(Exact name of registrant as specified in its charter)

New Jersey

(State or other jurisdiction of incorporation or organization)

22-2746503

(I.R.S. Employer Identification No.)

2015 W. Chestnut Street, Alhambra, California, 91803

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (626) 293-3400

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. x **Yes** No

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

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

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

As of May 2, 2016, the number of shares outstanding of our no par value common stock totaled 26,102,399.

**CAUTIONARY STATEMENT
REGARDING FORWARD-LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities and Exchange Act of 1934, as amended (the Exchange Act). These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on our current expectations and projections about future events and financial trends affecting the financial condition of our business. Such forward-looking statements include, in particular, projections about our future results included in our Exchange Act reports and statements about our plans, strategies, business prospects, changes and trends in our business and the markets in which we operate. These forward-looking statements may be identified by the use of terms and phrases such as “anticipates”, “believes”, “can”, “could”, “estimates”, “expects”, “forecasts”, “intends”, “may”, “plans”, “projects”, “should”, “targets”, “will”, “would”, and similar expressions or variations of these terms and similar phrases. Additionally, statements concerning future matters such as our expected liquidity, development of new products, enhancements or technologies, sales levels, expense levels, expectations regarding the outcome of legal proceedings and other statements regarding matters that are not historical are forward-looking statements. Management cautions that these forward-looking statements relate to future events or our future financial performance and are subject to business, economic, and other risks and uncertainties, both known and unknown, that may cause actual results, levels of activity, performance, or achievements of our business or our industry to be materially different from those expressed or implied by any forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include without limitation the following: (a) the rapidly evolving markets for the Company's products and uncertainty regarding the development of these markets; (b) the Company's historical dependence on sales to a limited number of customers and fluctuations in the mix of products and customers in any period; (c) delays and other difficulties in commercializing new products; (d) the failure of new products: (i) to perform as expected without material defects, (ii) to be manufactured at acceptable volumes, yields, and cost, (iii) to be qualified and accepted by our customers, and (iv) to successfully compete with products offered by our competitors; (e) uncertainties concerning the availability and cost of commodity materials and specialized product components that we do not make internally; (f) actions by competitors; and (g) other risks and uncertainties discussed under Item 1A - Risk Factors in our Annual Report on Form 10-K for the fiscal year ended September 30, 2015, as updated by our subsequent periodic reports. These cautionary statements apply to all forward-looking statements wherever they appear in this Quarterly Report.

Forward-looking statements are based on certain assumptions and analysis made in light of our experience and perception of historical trends, current conditions and expected future developments as well as other factors that we believe are appropriate under the circumstances. While these statements represent our judgment on what the future may hold, and we believe these judgments are reasonable, these statements are not guarantees of any events or financial results. All forward-looking statements in this Quarterly Report are made as of the date hereof, based on information available to us as of the date hereof, and subsequent facts or circumstances may contradict, obviate, undermine, or otherwise fail to support or substantiate such statements. We caution you not to rely on these statements without also considering the risks and uncertainties associated with these statements and our business that are addressed in this Quarterly Report and our Annual Report on Form 10-K for the fiscal year ended September 30, 2015. Certain information included in this Quarterly Report may supersede or supplement forward-looking statements in our other reports filed with the Securities and Exchange Commission. We assume no obligation to update any forward-looking statement to conform such statements to actual results or to changes in our expectations, except as required by applicable law or regulation.

EMCORE Corporation
FORM 10-Q
For The Quarterly Period Ended March 31, 2016

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PART I. Financial Information
ITEM 1. Financial Statements

EMCORE CORPORATION
Condensed Consolidated Statements of Operations and Comprehensive Income
For the Three and Six Months Ended March 31, 2016 and 2015
(in thousands, except net (loss) income per share)
(unaudited)

	For the three months ended March 31,		For the six months ended March 31,	
	2016	2015	2016	2015
Revenue	\$ 21,532	\$ 19,057	\$ 44,022	\$ 37,473
Cost of revenue	14,510	12,678	29,599	25,915
Gross profit	7,022	6,379	14,423	11,558
Operating expense (income):				
Selling, general, and administrative	4,825	5,954	9,646	14,581
Research and development	2,564	2,022	5,124	4,196
Gain from change in estimate on ARO obligation	—	—	—	(845)
Loss on sale of assets	—	—	—	228
Total operating expense	7,389	7,976	14,770	18,160
Operating loss	(367)	(1,597)	(347)	(6,602)
Other income (expense):				
Interest income, net	25	165	8	35
Foreign exchange gain (loss)	25	(6)	(110)	51
Change in fair value of financial instruments	—	86	—	122
Total other income (expense)	50	245	(102)	208
Loss from continuing operations before income tax benefit	(317)	(1,352)	(449)	(6,394)
Income tax benefit	155	396	153	2,308
Loss from continuing operations	(162)	(956)	(296)	(4,086)
Income from discontinued operations, net of tax	4,144	4,008	5,265	63,266
Net income	\$ 3,982	\$ 3,052	\$ 4,969	\$ 59,180
Foreign exchange translation adjustment	43	(8)	(45)	(719)
Comprehensive income	\$ 4,025	\$ 3,044	\$ 4,924	\$ 58,461
Per share data:				
Net (loss) income per basic and diluted share:				
Continuing operations	\$ (0.01)	\$ (0.03)	\$ (0.01)	\$ (0.13)
Discontinued operations	0.16	0.13	0.20	2.00
Net income per basic and diluted share	\$ 0.15	\$ 0.10	\$ 0.19	\$ 1.87
Weighted-average number of basic and diluted shares outstanding	25,942	32,077	25,818	31,640

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

EMCORE CORPORATION
Condensed Consolidated Balance Sheets
As of March 31, 2016 and September 30, 2015
(in thousands, except per share data)
(unaudited)

	As of March 31, 2016	As of September 30, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 110,031	\$ 111,885
Restricted cash	529	375
Accounts receivable, net of allowance of \$103 and \$462, respectively	19,326	17,319
Inventory	16,792	17,130
Prepaid expenses and other current assets	4,362	4,976
Total current assets	151,040	151,685
Property, plant, and equipment, net	10,228	8,925
Other non-current assets, net of allowance of \$0 and \$3,561, respectively	298	297
Total assets	\$ 161,566	\$ 160,907
LIABILITIES and SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 8,150	\$ 7,189
Deferred gain associated with sale of assets	—	3,400
Accrued expenses and other current liabilities	9,859	13,102
Total current liabilities	18,009	23,691
Asset retirement obligations	1,540	1,774
Total liabilities	19,549	25,465
Commitments and contingencies (Note 11)		
Shareholders' equity:		
Preferred stock, \$0.0001 par value, 5,882 shares authorized; none issued or outstanding	—	—
Common stock, no par value, 50,000 shares authorized; 33,012 shares issued and 26,102 shares outstanding as of March 31, 2016; 32,586 shares issued and 25,676 shares outstanding as of September 30, 2015	763,654	762,003
Treasury stock at cost; 6,910 shares at March 31, 2016 and September 30, 2015	(47,721)	(47,721)
Accumulated other comprehensive income	802	847
Accumulated deficit	(574,718)	(579,687)
Total shareholders' equity	142,017	135,442
Total liabilities and shareholders' equity	\$ 161,566	\$ 160,907

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

EMCORE CORPORATION
Condensed Consolidated Statements of Cash Flows
For the six months ended March 31, 2016 and 2015
(in thousands)
(unaudited)

	For the six months ended March 31,	
	2016	2015
Cash flows from operating activities:		
Net income	\$ 4,969	\$ 59,180
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation, amortization and accretion expense	1,081	1,803
Stock-based compensation expense	920	3,760
Deferred income taxes	—	24,080
Gain on sale of Photovoltaics Business	—	(87,022)
Gain on sale of Digital Products Business	—	(1,994)
Provision adjustments related to doubtful accounts	4	463
Provision adjustments related to product warranty	234	515
Change in fair value of financial instruments	—	(122)
Gain from change in estimate on ARO obligation	—	(845)
Reclassification of foreign currency translation adjustment	—	(744)
Recognition of previously deferred gain on sale of assets from discontinued operations	(3,804)	—
Gain on reduction of product warranty of discontinued operations	(423)	—
Gain on settlement of solar power assets and obligations	(689)	—
Gain on settlement of Newark lease	(310)	—
Net loss on disposal of equipment	—	237
Settlement of customer related warranty claim	—	(280)
Total non-cash adjustments	(2,987)	(60,149)
Changes in operating assets and liabilities:		
Accounts receivable	(2,017)	3,859
Inventory	228	(1,541)
Other assets	1,323	(913)
Accounts payable	1,172	(3,151)
Accrued expenses and other current liabilities	(2,412)	(3,012)
Total change in operating assets and liabilities	(1,706)	(4,758)
Net cash provided by (used in) operating activities	276	(5,727)
Cash flows from investing activities:		
Proceeds from sale of Photovoltaics Business	—	150,000
Proceeds from sale of Digital Products Business	—	1,500
Purchase of equipment	(2,685)	(1,150)
(Increase) decrease in restricted cash	(155)	1,314
Proceeds from disposal of property, plant and equipment	—	50
Net cash (used in) provided by investing activities	(2,840)	151,714
Cash flows from financing activities:		
Payments on credit facilities	—	(26,518)
Proceeds from stock plans	597	834
Net cash provided by (used in) financing activities	597	(25,684)
Effect of exchange rate changes on foreign currency	113	(25)
Net (decrease) increase in cash and cash equivalents	(1,854)	120,278
Cash and cash equivalents at beginning of period	111,885	20,687
Cash and cash equivalents at end of period	\$ 110,031	\$ 140,965
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the period for interest	\$ 44	\$ 139
Cash paid during the period for income taxes	\$ 108	\$ 25
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Sale of Digital Products assets to NeoPhotonics for note receivable	\$ —	\$ 15,482
Changes in accounts payable related to purchases of equipment	\$ (191)	\$ —
Issuance of common stock to Board of Directors	\$ 263	\$ 301

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

EMCORE Corporation
Notes to our Condensed Consolidated Financial Statements
For the three and six months ended March 31, 2016
(unaudited)

NOTE 1. Description of Business

Business Overview

EMCORE Corporation and its subsidiaries (referred to herein as the "Company", "we", "our", or "EMCORE"), established in 1984 as a New Jersey corporation, designs and manufactures Indium Phosphide (InP) optical chips, components, subsystems and systems for the broadband and specialty fiber optics market. EMCORE is a provider of optical components, as well as complete end-to-end solutions for high-speed communications network infrastructures enabling systems and service providers to meet growing demand for bandwidth and connectivity. EMCORE's advance optical technologies are designed for Cable Television (CATV), Fiber-To-The-Premises (FTTP) networks, telecommunications and data centers, satellite communications, aerospace and defense, wireless networks, and broadcast and professional audio/video systems. With its InP semiconductor wafer fabrication facility, EMCORE has fully vertically-integrated manufacturing capability and also provides contract design, foundry and component packaging services.

We currently have one reporting segment: Fiber Optics. Until the first quarter of fiscal year 2015, we operated as two segments: Fiber Optics and Photovoltaics. EMCORE's Solar Photovoltaics business, which was sold in December 2014, provided products for space power applications including high-efficiency multi-junction solar cells, Covered Interconnect Cells and complete satellite solar panels. In addition, EMCORE sold certain assets, and transferred certain liabilities, of the Company's telecommunications business, including the ITLA, micro-ITLA, T-TOSA and T-XFP product lines within the Company's telecommunications business in January 2015. In addition to organic growth and development of our existing Fiber Optics market, we intend to pursue other strategies to enhance shareholder value, which may include acquisitions, investments in joint ventures, partnerships, and other strategic alternatives, such as dispositions, reorganizations, recapitalizations or other similar transactions, the repurchase of shares of our outstanding common stock or payment of dividends to our shareholders, and we may engage financial and other advisors to assist in these efforts. Accordingly, the Strategy and Alternatives Committee of the Board of Directors and our management may from time to time be engaged in evaluating potential strategic opportunities and may enter into definitive agreements with respect to such transactions or other strategic alternatives.

Sale of Photovoltaics and Digital Products Businesses

On September 17, 2014, EMCORE entered into an Asset Purchase Agreement (the "Photovoltaics Agreement") with SolAero Technologies Corporation ("SolAero") (formerly known as Photon Acquisition Corporation) pursuant to which SolAero acquired substantially all of the assets, and assumed substantially all of the liabilities, primarily related to or used in connection with the Company's photovoltaics business, including EMCORE's subsidiaries EMCORE Solar Power, Inc. and EMCORE IRB Company, LLC (collectively, the "Photovoltaics Business" and, the sale of the Photovoltaics Business, the "Photovoltaics Asset Sale") for \$150.0 million in cash, prior to a \$0.1 million working capital adjustment pursuant to the Photovoltaics Agreement finalized and paid by EMCORE during the fiscal year ended September 30, 2015. On December 10, 2014, EMCORE completed the Photovoltaics Asset Sale.

On October 22, 2014, EMCORE entered into an Asset Purchase Agreement (the "Digital Products Agreement") with NeoPhotonics Corporation, a Delaware corporation ("NeoPhotonics"), pursuant to which the Company sold certain assets, and transferred certain liabilities, of the Company's telecommunications business (the "Digital Products Business") to NeoPhotonics for an aggregate purchase price of \$17.5 million, subject to certain adjustments.

On January 2, 2015, EMCORE completed the sale of the Digital Products Business for \$1.5 million in cash and an adjusted Promissory Note balance of \$15.5 million. On April 17, 2015, NeoPhotonics paid in full the outstanding balance of the Promissory Note of \$15.5 million, plus accrued interest of \$0.2 million.

No Photovoltaics Business or Digital Products Business assets or liabilities that were sold remain on the condensed consolidated balance sheet as of March 31, 2016. The financial results of the Photovoltaics Business and the Digital Products Business are presented as "discontinued operations" on the condensed consolidated statements of operations and comprehensive income for the three and six months ended March 31, 2016 and 2015. See [Note 3 - Discontinued Operations](#) for additional information. The notes to our condensed consolidated financial statements relate to our continuing operations only, unless otherwise indicated.

Interim Financial Statements

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) for interim information, and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X of the Securities and Exchange Commission (SEC). Accordingly, they do not include all of the information and notes required by U.S. GAAP for annual financial statements. In our opinion, the interim financial statements reflect all normal adjustments that are necessary to provide a fair presentation of the financial results for the interim periods presented. Operating results for interim periods are not necessarily indicative of results that may be expected for an entire fiscal year. The condensed consolidated balance sheet as of September 30, 2015 has been derived from the audited consolidated financial statements as of such date as adjusted for discontinued operations. Also see [Note 3 - Discontinued Operations](#). For a more complete understanding of our business, financial position, operating results, cash flows, risk factors and other matters, please refer to our Annual Report on Form 10-K for the fiscal year ended September 30, 2015.

All significant intercompany accounts and transactions have been eliminated in consolidation. We are not the primary beneficiary of, nor do we hold a significant variable interest in, any variable interest entity. We have evaluated subsequent events through the date that the financial statements were issued.

Liquidity and Capital Resources

Historically, we have consumed cash from operations and in most periods, we have incurred operating losses from continuing operations. We have managed our liquidity position through the sale of assets, and cost reduction initiatives, as well as, from time to time, borrowings from our credit facility and capital markets transactions.

On June 15, 2015, we completed the modified "Dutch auction" tender offer (the "Tender Offer") and purchased 6.9 million shares of our common stock at a purchase price of \$6.55 per share, for an aggregate cost of \$45.0 million excluding fees and expenses. Repurchased common stock was recorded to treasury stock. The Company incurred costs of \$0.7 million in connection with the Tender Offer, which were recorded to treasury stock.

As of March 31, 2016, cash and cash equivalents totaled \$110.0 million and net working capital totaled approximately \$133.0 million. Net working capital, calculated as current assets minus current liabilities, is a financial metric we use which represents available operating liquidity. For the six months ended March 31, 2016, we earned net income of \$5.0 million.

With respect to measures related to liquidity:

We expect existing cash, cash equivalents, cash flows from operations, and access to capital markets to continue to be sufficient to fund our operating activities and cash commitments for investing and financing activities for at least the next 12 months and thereafter for the foreseeable future. Should we require more capital than what is generated by our operations, for example to fund significant discretionary activities, such as business acquisitions and share repurchases, we could elect to raise capital in the U.S. through debt or equity issuances. These alternatives could result in higher effective tax rates, increased interest expense, or dilution of our earnings. We have borrowed funds in the past and continue to believe we have the ability to do so at reasonable interest rates.

- Sale of Photovoltaics Business: On December 10, 2014, we completed the sale of our Photovoltaics Business for \$150.0 million in cash prior to working capital adjustments of \$0.1 million.
- Sale of Digital Products Business: On January 2, 2015, we completed the sale of our Digital Products Business for \$1.5 million in cash and an adjusted Promissory Note balance of \$15.5 million. On April 17, 2015, NeoPhotonics paid in full the outstanding balance of the Promissory Note of \$15.5 million, plus accrued interest of \$0.2 million.

- **Credit Facility:** On November 11, 2010, we entered into a Credit and Security Agreement (credit facility) with Wells Fargo Bank, National Association ("Wells Fargo"). The credit facility, as it has been amended through its seventh amendment on November 10, 2015, currently provides us with a revolving credit line of up to \$15.0 million through November 2018 that can be used for working capital requirements, letters of credit, and other general corporate purposes. The credit facility is secured by the Company's assets and is subject to a borrowing base formula based on the Company's eligible accounts receivable, inventory, and machinery and equipment accounts. See [Note 9 - Credit Facilities](#) for additional information.

NOTE 2. Recent Accounting Pronouncements

There have been no recent accounting pronouncements or changes in accounting pronouncements that are of significance, or of potential significance, to us other than those discussed below:

- In March 2016, the FASB issued ASU 2016-09, *Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. ASU 2016-09 introduces targeted amendments intended to simplify the accounting for stock compensation. Specifically, the ASU requires all excess tax benefits and tax deficiencies (including tax benefits of dividends on share-based payment awards) to be recognized as income tax expense or benefit in the income statement. The new guidance is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The new standard will be effective for our fiscal year beginning October 1, 2017 and early adoption is permitted. We are currently evaluating the impact of this accounting standard update on our Condensed Consolidated Financial Statements.
- In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. ASU 2016-02 introduces a lessee model that requires recognition of assets and liabilities arising from qualified leases on the consolidated balance sheets and consolidated statements of operations and disclosure of qualitative and quantitative information about lease transactions. This guidance is effective for fiscal years beginning after December 15, 2018 and interim periods within those years. The new standard will be effective for our fiscal year beginning October 1, 2019 and early adoption is permitted. We are currently evaluating the impact of this accounting standard update on our Condensed Consolidated Financial Statements.
- In November 2015, the FASB issued ASU 2015-17, *Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes*. Under this guidance, organizations that present a classified balance sheet are required to classify all deferred taxes as non-current assets or non-current liabilities. The guidance is effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years. The new standard will be effective for our fiscal year beginning October 1, 2018 and early adoption is permitted. We do not expect this accounting standard update to have an impact on our Condensed Consolidated Financial Statements.
- In July 2015, the FASB issued ASU 2015-11, *Inventory (Topic 330): Simplifying the Measurement of Inventory*. This standard requires inventory to be measured at the lower of cost and net realizable value. The guidance clarifies that net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. This guidance is effective for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years. The new standard will be effective for our fiscal year beginning October 1, 2017 and early adoption is permitted. We are currently evaluating the impact of this accounting standard update on our Condensed Consolidated Financial Statements.
- In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* which will supersede most current U.S. GAAP guidance on this topic. In April 2016, the FASB issued ASU No. 2016-10, *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing* to clarify two aspects of the guidance within ASU No. 2014-09 on identifying performance obligations and the licensing implementation guidance. Under the new standards, recognition of revenue occurs when the seller satisfies a performance obligation by transferring to the customer promised goods or services in an amount that reflects the consideration the entity expects to receive for those goods or services. The new standard, as amended in August 2015, will be effective for our fiscal year beginning October 1, 2018 and early adoption is permitted as of October 1, 2017. The standard permits the use of either the retrospective or cumulative effect transition method. We anticipate this standard will not have a material impact on our Condensed Consolidated Financial Statements.

NOTE 3. Discontinued OperationsSale of Photovoltaics Business

On September 17, 2014, EMCORE entered into the Photovoltaics Agreement with SolAero pursuant to which the Company agreed to sell the Photovoltaics Business for \$150.0 million in cash, prior to a working capital adjustment of \$0.1 million. On December 10, 2014, EMCORE completed the Photovoltaics Asset Sale.

In connection with this transaction, we sold net assets of \$60.3 million to SolAero and incurred transaction costs of \$2.7 million. During the three months ended December 31, 2014, we recognized a gain of \$56.8 million, net of tax on the sale of the Photovoltaics Business which was recorded within discontinued operations in the consolidated statements of operations and comprehensive income.

On December 22, 2015, we settled all of the outstanding rights and obligations of a solar power venture in Spain, including outstanding non-current receivables, for a payment of \$0.7 million. The outstanding non-current receivables had a net book value of \$0 at the time of settlement as they were fully allowed for previously. The resulting gain was recorded in the discontinued operations of the Photovoltaics Business for the three months and six months ended March 31, 2016.

No assets and liabilities of the Photovoltaics Business that were sold remain on the condensed consolidated balance sheet as of March 31, 2016 and September 30, 2015. The financial results of the Photovoltaics Business are reported as discontinued operations for the three and six months ended March 31, 2016 and 2015, respectively.

The following table presents the statements of operations for the discontinued operations of the Photovoltaics Business:

<i>(in thousands)</i>	For the three months ended March 31,		For the six months ended March 31,	
	2016	2015	2016	2015
Revenue	\$ —	\$ —	\$ —	\$ 12,614
Cost of revenue	—	—	—	8,245
Gross profit	—	—	—	4,369
Operating (income) expense	(34)	(272)	(821)	2,431
Other income	—	—	—	779
Gain on sale of discontinued operations	—	—	—	87,022
Income from discontinued operations before income tax	34	272	821	89,739
Income tax (expense) benefit	(19)	277	(28)	(29,926)
Income from discontinued operations, net of tax	\$ 15	\$ 549	\$ 793	\$ 59,813

Included in discontinued operations during the three and six months ended March 31, 2016 were \$9,200 and \$0.1 million, respectively, of New Mexico incentive tax credits received. The credits received resulted in cash refunds. There were no incentive tax credits received during the three and six months ended March 31, 2015.

Sale of Digital Products Business

On October 22, 2014, EMCORE entered into an Asset Purchase Agreement with NeoPhotonics, pursuant to which the Company sold certain assets, and transferred certain liabilities, of the Company's telecommunications business to NeoPhotonics for an aggregate purchase price of \$17.5 million, subject to certain adjustments. On January 2, 2015, EMCORE completed the sale of the Digital Products Business for \$1.5 million in cash and an adjusted Promissory Note balance of \$15.5 million. On April 17, 2015, NeoPhotonics paid in full the outstanding balance of the Promissory Note of \$15.5 million, plus accrued interest of \$0.2 million.

During the three months ended March 31, 2015, we recognized a gain of \$2.0 million on the sale of the Digital Products Business which was recorded within discontinued operations in the condensed consolidated statements of operations and comprehensive income.

In December 2015, we entered into an agreement to terminate our lease and related obligations associated with a facility in Newark, California we abandoned effective February 2016 following the sale of the Digital Products Business for a payment of \$0.2 million. As a result of this agreement, we recorded a gain of \$0.3 million on the lease termination in the discontinued operations of the Digital Products Business during the three and six months ended March 31, 2016.

Also see [Note 8 - Accrued Expenses and Other Current Liabilities](#).

Included in cost of revenue for the three and six months ended March 31, 2016 is \$0.4 million due to a reduction in expected product warranty liabilities from a settlement agreement associated with the Digital Products Business.

During the three and six months ended March 31, 2016, we recognized the deferred gain of \$3.4 million and reversal of other liabilities of \$0.4 million, that had been recorded as of September 30, 2015, resulting in a credit of \$3.8 million to deferred gain on sale of assets within discontinued operations of the Digital Products Business as the result of the favorable ruling from the SEI arbitration. Also see [Note 11 - Commitments and Contingencies](#).

No assets or liabilities from the Digital Products Business remain on the condensed consolidated balance sheet as of March 31, 2016 and September 30, 2015. The financial results of the Digital Products Business are reported as discontinued operations for the three and six months ended March 31, 2016 and 2015.

The following table presents the statements of operations for the discontinued operations of the Digital Products Business:

<i>(in thousands)</i>	For the three months ended March 31,		For the six months ended March 31,	
	2016	2015	2016	2015
Revenue	\$ —	\$ 40	\$ —	\$ 11,855
Cost of revenue	(445)	(1)	(494)	9,111
Gross profit	445	41	494	2,744
Operating (income) expense	(32)	446	(330)	3,158
Recognition of previously deferred gain on sale of assets	3,804	—	3,804	—
Gain on sale of discontinued operations	—	1,994	—	1,994
Income from discontinued operations before income tax	4,281	1,589	4,628	1,580
Income tax (expense) benefit	(152)	1,870	(156)	1,873
Income from discontinued operations	<u>\$ 4,129</u>	<u>\$ 3,459</u>	<u>\$ 4,472</u>	<u>\$ 3,453</u>

NOTE 4. Fair Value Accounting

ASC 820, *Fair Value Measurements*, establishes a valuation hierarchy for disclosure of the inputs to valuation techniques used to measure fair value. This standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:

- Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the assets or liabilities, either directly or indirectly, through market corroboration, for substantially the full term of the financial instrument.
- Level 3 inputs are unobservable inputs based on our own assumptions used to measure assets or liabilities at fair value.

Classification of an asset or liability within this hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs.

Cash consists primarily of bank deposits or, highly liquid short-term investments with a maturity of three months or less at the time of purchase. Restricted cash represents temporarily restricted deposits held as compensating balances against short-term borrowing arrangements.

The carrying amounts of cash and cash equivalents, restricted cash, accounts receivable, prepaid expenses and other current assets, accounts payable, accrued expenses and other current liabilities approximate fair value because of the short maturity of these instruments.

NOTE 5. Accounts Receivable

The components of accounts receivable consisted of the following:

<i>(in thousands)</i>	As of March 31, 2016	As of September 30, 2015
Accounts receivable, gross	\$ 19,429	\$ 17,781
Allowance for doubtful accounts	(103)	(462)
Accounts receivable, net	<u>\$ 19,326</u>	<u>\$ 17,319</u>

The allowance for doubtful accounts is based on the age of receivables and a specific identification of receivables considered at risk of collection.

NOTE 6. Inventory

The components of inventory consisted of the following:

<i>(in thousands)</i>	As of March 31, 2016	As of September 30, 2015
Raw materials	\$ 11,026	\$ 9,261
Work in-process	3,099	3,207
Finished goods	2,667	4,662
Inventory	<u>\$ 16,792</u>	<u>\$ 17,130</u>

NOTE 7. Property, Plant, and Equipment, net

The components of property, plant, and equipment, net consisted of the following:

<i>(in thousands)</i>	As of March 31, 2016	As of September 30, 2015
Equipment	\$ 25,969	\$ 24,913
Furniture and fixtures	1,109	1,109
Computer hardware and software	2,369	2,177
Leasehold improvements	1,520	1,480
Construction in progress	1,867	875
Property, plant, and equipment, gross	32,834	30,554
Accumulated depreciation	(22,606)	(21,629)
Property, plant, and equipment, net	<u>\$ 10,228</u>	<u>\$ 8,925</u>

NOTE 8. Accrued Expenses and Other Current Liabilities

The components of accrued expenses and other current liabilities consisted of the following:

<i>(in thousands)</i>	As of March 31, 2016	As of September 30, 2015
Compensation	\$ 2,753	\$ 3,036
Warranty	1,102	1,664
Termination fee	2,775	2,775
Professional fees	643	1,147
Customer deposits	26	133
Deferred revenue	22	65
Self insurance	277	606
Income and other taxes	974	1,038
Severance and restructuring accruals	611	1,448
Other	676	1,190
Accrued expenses and other current liabilities	<u>\$ 9,859</u>	<u>\$ 13,102</u>

Self-insurance: Prior to December 31, 2015, the Company provided health benefits to its employees under a self-insured (stop-loss) plan whereby the Company was responsible for substantially all amounts incurred by the provider related to the benefits provided to members of the plan. Effective January 1, 2016, the Company provides health benefits to its employees through a premium policy based plan and is only responsible for the premium payments for each employee insured under the plan. The balance as of March 31, 2016 relates to the amounts the Company is liable for prior to discontinuing the self-insurance plan.

Income and other taxes: For the three months ended March 31, 2016, the Company recorded income tax benefit from continuing operations of approximately \$0.2 million, and \$0.2 million of income tax expense within income from discontinued operations. For the six months ended March 31, 2016, the Company recorded income tax benefit from continuing operations of approximately \$0.2 million, and \$0.2 million of income tax expense within income from discontinued operations. Also see [Note 10 - Income and other Taxes](#).

Severance and restructuring accruals: In the fourth quarter of fiscal year 2014, the Company's former CEO announced his resignation which became effective in the second quarter of fiscal year 2015. The Company entered into a separation agreement with the individual that provided for among other things, the continuation of his base salary for up to 86 weeks, benefits for 18 months, outplacement services for a period of not more than one year and with a value not in excess of \$15,000 and immediate vesting of all his outstanding non-vested equity awards. These payments were not contingent upon any future service by the individual. The Company recorded a charge of approximately \$0.8 million in the fiscal year ended September 30, 2014 related to this separation agreement.

In the first quarter of fiscal year 2015, the Company's former Chief Administrative Officer and General Counsel and Secretary announced their resignations which became effective in the first quarter and second quarter of fiscal year 2015, respectively. The Company entered into separation agreements with each individual that provided for among other things, the continuation of their base salary (74 weeks for the Chief Administrative Officer and 68 weeks for the General Counsel and Secretary), benefits for 18 months, outplacement services for a period of not more than one year and with a value not in excess of \$15,000 and immediate vesting of all their outstanding non-vested equity awards. These payments were not contingent upon any future service by either individual. The Company recorded charges of approximately \$1.1 million in the six months ended March 31, 2015 related to these separation agreements.

In connection with the abandonment of our Newark, California facility following the closing of the sale of the Digital Products Business, we accrued for the remaining lease costs through the lease termination of May 2016. In December 2015, we entered into an agreement to terminate this lease and related obligations, including asset retirement obligations ("ARO"), as of February 2016 for a payment of \$0.2 million. As a result of the agreement, we recorded a gain of \$0.3 million on the lease termination. The resulting gain has been recorded in the discontinued operations of the Digital Products Business for the six months ended March 31, 2016. Also see [Note 3 - Discontinued Operations](#).

Our severance and restructuring-related accruals specifically relate to the separation agreements discussed above and non-cancelable obligations associated with an abandoned leased facility. Expense related to severance and restructuring accruals is included in selling, general, and administrative expense on our statement of operations and comprehensive income. The following table summarizes the changes in the severance and restructuring-related accrual accounts:

<i>(in thousands)</i>	Severance-related accruals	Restructuring- related accruals	Total
Balance as of September 30, 2015	\$ 1,110	\$ 338	\$ 1,448
Expense - charged to accrual	—	—	—
Payments and accrual adjustments	(506)	(331)	(837)
Balance as of March 31, 2016	<u>\$ 604</u>	<u>\$ 7</u>	<u>\$ 611</u>

Warranty: We generally provide product and other warranties on our components, power systems, and fiber optic products. Certain parts and labor warranties from our vendors can be assigned to our customers. Our reported financial position or results of operations may be materially different under changed conditions or when using different estimates and assumptions. In the event that estimates or assumptions prove to differ from actual results, adjustments are made in subsequent periods to reflect more current information.

The following table summarizes the changes in our product warranty accrual accounts:

Product Warranty Accruals	For the three months ended March 31,		For the six months ended March 31,	
	2016	2015	2016	2015
<i>(in thousands)</i>				
Balance at beginning of period	\$ 1,564	\$ 2,435	\$ 1,664	\$ 2,816
Provision for product warranty - expense	88	113	234	515
Adjustments and utilization of warranty accrual	(550)	(624)	(796)	(1,407)
Balance at end of period	<u>\$ 1,102</u>	<u>\$ 1,924</u>	<u>\$ 1,102</u>	<u>\$ 1,924</u>
Current portion	\$ 1,102	\$ 1,723	\$ 1,102	\$ 1,723
Non-current portion	—	201	—	201
Product warranty liability at end of period	<u>\$ 1,102</u>	<u>\$ 1,924</u>	<u>\$ 1,102</u>	<u>\$ 1,924</u>

As of March 31, 2015, the non-current portion of product warranty accruals included Terrestrial Solar Power Generation warranty liabilities retained by EMCORE as part of the Photovoltaics Asset Sale, which were settled during the fiscal year ended September 30, 2015. See [Note 3 - Discontinued Operations](#) for additional information.

NOTE 9. Credit Facilities

On November 11, 2010, we entered into a Credit and Security Agreement (credit facility) with Wells Fargo Bank, National Association ("Wells Fargo"). The credit facility is secured by the Company's assets and is subject to a borrowing base formula based on the Company's eligible accounts receivable, inventory, and machinery and equipment accounts.

On November 10, 2015, we entered into a Seventh Amendment of the credit facility, which extended the maturity date of the facility to November 2018 and adjusted the interest rate to LIBOR plus 2.5%. The credit facility currently provides us with a revolving credit line of up to \$15.0 million that can be used for working capital requirements, letters of credit, and other general corporate purposes.

As of March 31, 2016, there were no amounts outstanding under this credit facility and the Company was in compliance with all financial covenants. Also, as of March 31, 2016, the credit facility had approximately \$0.7 million reserved for two stand-by letters of credit and \$5.9 million available for borrowing. As of May 5, 2016, there was no outstanding balance under this credit facility.

NOTE 10. Income and other Taxes

For the three months ended March 31, 2016, the Company recorded income tax benefit from continuing operations of approximately \$0.2 million, and \$0.2 million of income tax expense within income from discontinued operations. For the six months ended March 31, 2016, the Company recorded income tax benefit from continuing operations of approximately \$0.2 million, and \$0.2 million of income tax expense within income from discontinued operations. Income tax expense is comprised of estimated alternative minimum tax allocated between continuing operations and discontinued operations as prescribed by ASC 740.

For the three months ended March 31, 2015, the Company recorded \$0.4 million of income tax benefit from continuing operations losses and \$2.1 million of income tax benefit within income from discontinued operations. For the six months ended March 31, 2015, the Company recorded \$2.3 million of income tax benefit from continuing operations losses and \$28.1 million of income tax expense within income from discontinued operations. The income tax expense within discontinued operations included estimated alternative minimum tax and other adjustments prescribed by ASC 740 in allocating expected annual income tax expense (benefit) between continuing operations and discontinued operations.

For the three months ended March 31, 2016 and 2015, the effective tax rate on continuing operations was 48.9% and 29.3%, respectively. The higher tax rate for the three months ended March 31, 2016 was primarily due to permanent differences, state tax benefits and foreign rate differentials.

For the six months ended March 31, 2016 and 2015, the effective tax rate on continuing operations was 34.1% and 36.1% respectively. The lower tax rate for the six months ended March 31, 2016 was primarily due to permanent differences, state tax benefits and foreign tax rate differentials. The Company uses estimates to forecast the results from continuing operations for the current fiscal year as well as permanent differences between book and tax accounting.

We have not provided for U.S. federal and state income taxes on non-U.S. subsidiaries' undistributed earnings as of March 31, 2016 because we plan to indefinitely reinvest the unremitted earnings of our non-U.S. subsidiaries.

All deferred tax assets have a full valuation allowance at March 31, 2016 and the Company expects all remaining deferred tax assets to have a full valuation allowance at September 30, 2016. However, on a quarterly basis, the Company will evaluate the positive and negative evidence to assess whether the more likely than not criteria, mandated by ASC 740, has been satisfied in determining whether there will be further adjustments to the valuation allowance.

During the three and six months ended March 31, 2016 and 2015, there were no material increases or decreases in unrecognized tax benefits. As of March 31, 2016 and September 30, 2015, we had approximately \$0.4 million and \$0.3 million, respectively, of interest and penalties accrued as tax liabilities on our balance sheet.

NOTE 11. Commitments and Contingencies

Operating Lease Obligations: We lease certain land, facilities, and equipment under non-cancelable operating leases. Operating lease amounts exclude renewal option periods, property taxes, insurance, and maintenance expenses on leased properties. Our facility leases typically provide for rental adjustments for increases in base rent (up to specific limits), property taxes, insurance, and general property maintenance that would be recorded as rent expense. Rent expense was approximately \$0.3 million and \$0.3 million for the three months ended March 31, 2016 and 2015, respectively and approximately \$0.6 million and \$0.7 million for the six months ended March 31, 2016 and 2015, respectively. There are no off-balance sheet arrangements other than our operating leases.

Asset Retirement Obligations ("ARO"): We have known conditional asset retirement conditions, such as certain asset decommissioning and restoration of rented facilities to be performed in the future. Our ARO's include assumptions related to renewal option periods for those facilities where we expect to extend lease terms. The Company recognizes its estimate of the fair value of its ARO's in the period incurred in long-term liabilities. The fair value of the ARO is also capitalized as property, plant and equipment.

In future periods, the ARO is accreted for the change in its present value and capitalized costs are depreciated over the useful life of the related assets. If the fair value of the estimated ARO changes, an adjustment will be recorded to both the ARO and the asset retirement capitalized cost. Revisions in estimated liabilities can result from revisions of estimated inflation rates, changes in estimated retirement costs, and changes in the estimated timing of settling ARO's. The fair value of our ARO were estimated by discounting projected cash flows over the estimated life of the related assets using credit adjusted risk-free rates which ranged from 3.25% to 4.20%. There were no ARO's settled during the three and six months ended March 31, 2015. See discussion below regarding ARO settlements during the first quarter of fiscal 2016. Accretion expense of \$15,000 and \$52,000 was recorded during the three months ended March 31, 2016 and 2015, respectively. Accretion expense of \$30,000 and \$67,000 was recorded during the six months ended March 31, 2016 and 2015, respectively.

EMCORE leases a major facility in Alhambra, California covering six buildings where manufacturing, research and development, and general and administrative work is performed. Several leases related to these facilities expired in 2011, and were being maintained on a month-to-month basis. In November 2014, a new lease for four of the six buildings was signed, which was retroactively effective on October 1, 2014. The new lease extended the terms of the lease for three years plus a three year option to extend the lease and clarified the obligations and restoration work necessary to restore the buildings back to the requirements in the lease.

The Company's ARO consists of legal requirements to return the existing leased facilities to their original state and certain environmental work to be performed due to the presence of a manufacturing fabrication operation and significant changes to the facilities over the past thirty years.

During the first quarter of fiscal 2015, the Company completed an analysis of the new Alhambra lease and revised its estimated future cash flows of its ARO's. The analysis required estimating the probability that the Company will be required to remove certain infrastructure and restore the leased properties as set forth in the new lease, and the timing and amount of those future costs. The analysis resulted in the downward revision of the Company's ARO liability. This change in the estimated cash flows resulted in a reduction in the ARO liability by \$2.9 million with an offsetting reduction to property, plant, and equipment, net of \$2.1 million, and a gain from change in estimate of ARO liability of \$0.8 million. The Company first reduced the net leasehold improvement asset to the extent of the carrying amount of the related asset initially recorded when the ARO's were established. The amount of the remaining reduction to the ARO's was recorded as a reduction to operating expenses.

During the three months ended December 31, 2015, the Company entered into an agreement to terminate the lease and related obligations, including ARO, in Newark, California for a one-time settlement payment of \$0.2 million. As a result of this agreement and payment, the Company reduced its ARO's associated with the Newark facility by \$0.3 million. The following table summarizes ARO activity:

Asset Retirement Obligations	March 31,
<i>(in thousands)</i>	2016
Balance at September 30, 2015	\$ 1,774
Accretion expense	30
Payments and revision in estimated cash flows	(264)
Balance at March 31, 2016	<u>\$ 1,540</u>

Indemnifications: We have agreed to indemnify certain customers against claims of infringement of the intellectual property rights of others in our sales contracts with these customers. Historically, we have not paid any claims under these indemnification obligations. On September 19, 2013, we received written notice from a customer of our broadband products requesting indemnification relating to a lawsuit brought against them alleging patent infringement of a system incorporating our product. As of March 31, 2016, there has been no resolution to this claim.

In March 2012, we entered into a Master Purchase Agreement with SEI, pursuant to which we agreed to sell certain assets and transfer certain obligations. Under the terms of the Master Purchase Agreement, we agreed to indemnify SEI for up to \$3.4 million of potential claims and expenses for the two-year period following the sale and we recorded this amount as a deferred gain on our balance sheet as a result of these contingencies.

On September 23, 2014, SEI filed for arbitration against EMCORE, as required under the Master Purchase Agreement between the parties. SEI was seeking \$47.5 million from EMCORE, relating to numerous claims. On April 12, 2016, the International Court of Arbitration tribunal rejected SEI's claims. The panel ruled that EMCORE owes SEI none of the amounts SEI sought in the arbitration and that the Company is entitled to collect the \$1.9 million held in escrow. The Company is also entitled to recover \$2.6 million in fees and costs from SEI. During the three and six months ended March 31, 2016, we recognized a gain associated with the release of the \$3.4 million and reversal of other liabilities of \$0.4 million, resulting in a credit of \$3.8 million to recognition of previously deferred gain on sale of assets within discontinued operations of the Digital Products Business. The \$2.6 million recovery of fees and costs incurred by EMCORE will be recorded when received from SEI, and the \$1.9 million held in escrow will be reclassified to cash once the funds are released to EMCORE. Also see [Note 3 - Discontinued Operations](#).

Legal Proceedings: We are subject to various legal proceedings, claims, and litigation, either asserted or unasserted that arise in the ordinary course of business. While the outcome of these matters is currently not determinable, we do not expect the resolution of these matters will have a material adverse effect on our business, financial position, results of operations, or cash flows. However, the results of these matters cannot be predicted with certainty. Professional legal fees are expensed when incurred. We accrue for contingent losses when such losses are probable and reasonably estimable. In the event that estimates or assumptions prove to differ from actual results, adjustments are made in subsequent periods to reflect more current information. Should we fail to prevail in any legal matter or should several legal matters be resolved against the Company in the same reporting period, then the financial results of that particular reporting period could be materially affected.

a) Intellectual Property Lawsuits

We protect our proprietary technology by applying for patents where appropriate and, in other cases, by preserving the technology, related know-how and information as trade secrets. The success and competitive position of our product lines are impacted by our ability to obtain intellectual property protection for our research and development efforts. We have, from time to time, exchanged correspondence with third parties regarding the assertion of patent or other intellectual property rights in connection with certain of our products and processes.

b) Mirasol Class Action

On December 15, 2015, Plaintiff Christina Mirasol (“Mirasol”), on her own behalf and on behalf of a putative class of similarly situated individuals composed of current and former non-exempt employees of the Company working in California since December 15, 2011, filed a complaint against the Company in the Superior Court of California, Los Angeles County. The complaint alleges seven causes of action related to: (1) failure to pay overtime; (2) failure to provide meal periods; (3) failure to pay minimum wages; (4) failure to timely pay wages upon termination; (5) failure to provide compliant wage statements; and (6) unfair competition under the California Business and Professions Code § 17200 et seq. The claims are premised primarily on the allegation that Mirasol and the putative class members were not provided with their legally required meal periods. Mirasol seeks recovery on her own behalf and on behalf of the putative class in an unspecified amount for compensatory and liquidated damages as well as for declaratory relief, injunctive relief, statutory penalties, pre-judgment interest, costs and attorneys’ fees.

In March 2016, the Company offered current employees the opportunity to receive a one-time cash payment in exchange for a release of all potential claims related to the Mirasol lawsuit. The Company estimates that its potential future liability related to all potential putative class members may range from \$0.1 million to \$4.3 million, including penalties and fines associated with the claims at March 31, 2016. Based on the preliminary responses received, the Company has accrued \$0.1 million at March 31, 2016, which represents the best estimate within the range. This amount has been recorded within Operating Expense for the three and six months ended March 31, 2016.

NOTE 12. Equity

Equity Plans

We provide long-term incentives to eligible officers, directors, and employees in the form of equity-based awards. We maintain three equity incentive compensation plans, collectively described below as our “Equity Plans”:

- the 2000 Stock Option Plan,
- the 2010 Equity Incentive Plan, and
- the 2012 Equity Incentive Plan.

We issue new shares of common stock to satisfy awards issued under our Equity Plans.

The Board of Directors (the “Board”) of the Company previously approved, subject to stockholder approval, amendments to the 2012 Plan that would, among other changes, (1) increase the limit on the aggregate number of shares of common stock that may be delivered pursuant to awards granted under the 2012 Plan by 500,000 shares to a new aggregate share limit of 2,500,000 shares; (2) make shares exchanged or withheld by the Company to satisfy any purchase price and tax withholding obligations related to options or “full value awards” (such as restricted stock or stock unit awards), and the total number of shares subject to stock appreciation rights (whether or not issued) count against the 2012 Plan’s share limit and no longer available for new grants under the 2012 Plan; (3) implement a maximum grant date fair value limit for awards granted to non-employee directors under the 2012 Plan during any one calendar year of \$250,000 (or \$350,000 in the case of awards to a non-employee director serving as Chairman of the Board or Lead Independent Director at the time of grant, or to a newly elected or appointed non-employee director during the first calendar year of service), (4) expressly allow the administrator to permit or require participants to defer awards granted under the 2012 Plan, (5) extend the term of the 2012 Plan until March 11, 2026; and (6) extend the performance-based award feature of the 2012 Plan through the first annual meeting of stockholders that occurs in 2021. The Company’s stockholders approved the amendments to the 2012 Plan on March 11, 2016. As a result of the approval of the amendments to the 2012 Plan by the Company’s stockholders, no more shares may be granted under the 2007 Directors’ Stock Award Plan.

Stock Options

Most of our stock options vest and become exercisable over a four to five year period and have a contractual life of 10 years. Certain stock options awarded are intended to qualify as incentive stock options pursuant to Section 422A of the Internal Revenue Code.

The following table summarizes stock option activity under the Equity Plans for the six months ended March 31, 2016:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (*) (in thousands)
Outstanding as of September 30, 2015	696,459	\$22.47		
Granted	16,700	\$6.37		
Exercised	(37,413)	\$4.98		\$ 80
Forfeited	(5,700)	\$6.35		
Expired	(52,099)	\$31.22		
Outstanding as of March 31, 2016	617,947	\$22.51	2.76	\$ 97
Exercisable as of March 31, 2016	567,172	\$23.97	2.18	\$ 97
Vested and expected to vest as of March 31, 2016	607,534	\$22.79	2.65	\$ 97

(*) Intrinsic value for stock options represents the “in-the-money” portion or the positive variance between a stock option's exercise price and the underlying stock price. For the six months ended March 31, 2015, the intrinsic value of options exercised was \$95,000.

As of March 31, 2016, there was approximately \$0.2 million of unrecognized stock-based compensation expense, net of estimated forfeitures, related to non-vested stock options granted under the Equity Plans which is expected to be recognized over an estimated weighted average life of 4.0 years.

On December 10, 2014, in connection with the sale of the Photovoltaics Business, which constituted a change in control, the terms of approximately 56,000 stock options for approximately 80 employees were modified to include accelerated vesting effective as of that date. The total incremental benefit resulting from the modifications was approximately \$0.2 million and is included in the Company's income from discontinued operations, net of tax, for the six months ended March 31, 2015.

Valuation Assumptions

The fair value of each stock option grant was estimated on the date of grant using the Black-Scholes option valuation model, adhering to the straight-line attribution approach using the following weighted-average assumptions, of which the expected term and stock price volatility rate are highly subjective:

	For the three months ended March 31,		For the six months ended March 31,	
	2016	2015	2016	2015
Black-Scholes weighted average assumptions:				
Expected dividend rate	—%	—%	—%	—%
Expected stock price volatility rate	61.0%	72.7%	61.3%	76.0%
Risk-free interest rate	1.5%	1.7%	1.6%	1.8%
Expected term (in years)	6.0	6.0	6.0	6.0
Weighted average grant date fair value per share of stock options granted:				
	\$2.97	\$ 3.51	\$ 3.64	\$ 3.55

Restricted Stock

Restricted stock units (RSUs) granted to employees under the 2010 Plan and 2012 Plan typically vest over 3 years and are subject to forfeiture if employment terminates prior to the lapse of the restrictions. RSUs are not considered issued or outstanding common stock until they vest.

The following table summarizes the activity related to RSUs for the six months ended March 31, 2016:

Restricted Stock Activity	Restricted Stock Units	
	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested as of September 30, 2015	570,231	\$5.26
Granted	280,650	\$5.22
Vested	(251,970)	\$5.14
Forfeited	(7,916)	\$5.15
Non-vested as of March 31, 2016	590,995	\$5.30

As of March 31, 2016, there was approximately \$2.6 million of remaining unamortized stock-based compensation expense, net of estimated forfeitures, associated with RSUs, which will be expensed over a weighted average remaining service period of approximately 2.2 years. The 0.6 million outstanding non-vested RSUs have an aggregate intrinsic value of approximately \$3.0 million and a weighted average remaining contractual term of 1.5 years. For the six months ended March 31, 2016 and 2015, the intrinsic value of RSUs vested was approximately \$1.4 million and \$4.4 million, respectively. Of the 0.6 million outstanding non-vested RSUs at March 31, 2016, approximately 0.5 million are expected to vest and have an aggregate intrinsic value of approximately \$2.7 million and a weighted average remaining contractual term of 1.5 years.

On December 10, 2014, in connection with the sale of the Photovoltaics Business, which constituted a change in control, the terms of approximately 147,000 RSUs for approximately 80 employees were modified to include accelerated vesting effective as of that date. The total incremental expense resulting from the modifications was approximately \$49,000 and is included in the Company's income from discontinued operations, net of tax, for the six months ended March 31, 2015. In total, approximately 0.3 million RSU's vested due to change in control provisions.

Stock-based compensation

The effect of recording stock-based compensation expense was as follows:

Stock-based Compensation Expense - by award type	For the three months ended		For the six months ended	
	March 31,		March 31,	
	2016	2015	2016	2015
<i>(in thousands)</i>				
Employee stock options	\$ 10	\$ 7	\$ 16	\$ 184
Restricted stock awards and units	453	797	719	2,056
Employee stock purchase plan	56	14	111	64
401(k) match in common stock	—	144	—	224
Outside director fees in common stock	94	72	130	280
Total stock-based compensation expense	<u>\$ 613</u>	<u>\$ 1,034</u>	<u>\$ 976</u>	<u>\$ 2,808</u>

Stock-based Compensation Expense - by expense type	For the three months ended		For the six months ended	
	March 31,		March 31,	
	2016	2015	2016	2015
<i>(in thousands)</i>				
Cost of revenue	\$ 113	\$ 81	\$ 182	\$ 185
Selling, general, and administrative	420	849	608	2,414
Research and development	80	104	186	209
Total stock-based compensation expense	<u>\$ 613</u>	<u>\$ 1,034</u>	<u>\$ 976</u>	<u>\$ 2,808</u>

The stock based compensation expense above relates to continuing operations. Stock based-compensation within selling, general and administrative expense was higher for three and six months ended March 31, 2015 due to stock-based compensation expense associated with the sale of the Photovoltaics and Digital Products Businesses. Included within discontinued operations is \$0.9 million of stock based compensation expense for the six months ended March 31, 2015.

401(k) Plan

We have a savings plan that qualifies as a deferred salary arrangement under Section 401(k) of the Internal Revenue Code. Under this savings plan, participating employees may defer a portion of their pretax earnings, up to the Internal Revenue Service annual contribution limit. All employer contributions were made in common stock through June 30, 2015 and since then have been made in cash. Our matching contribution in cash for the three and six months ended March 31, 2016 was approximately \$0.1 million and \$0.2 million, respectively. For the three and six months ended March 31, 2015, we contributed approximately \$0.1 million and \$0.2 million, respectively, in common stock to the savings plan. All participant accounts had their holdings in company stock liquidated as of December 3, 2015.

Income (Loss) Per Share

The following table sets forth the computation of basic and diluted net income (loss) per share:

Basic and Diluted Net Income (loss) Per Share <i>(in thousands, except per share)</i>	For the three months ended March		For the six months ended March	
	31,		31,	
	2016	2015	2016	2015
Numerator:				
Loss from continuing operations	\$ (162)	\$ (956)	\$ (296)	\$ (4,086)
Income from discontinued operations	4,144	4,008	5,265	63,266
Undistributed earnings allocated to common shareholders for basic and diluted net (loss) income per share	3,982	3,052	4,969	59,180
Denominator:				
Denominator for basic and diluted net income (loss) per share - weighted average shares outstanding	25,942	32,077	25,818	31,640
Net income (loss) per basic and diluted share:				
Continuing operations	\$ (0.01)	\$ (0.03)	\$ (0.01)	\$ (0.13)
Discontinued operations	0.16	0.13	0.20	2.00
Net income per basic and diluted share	\$ 0.15	\$ 0.10	\$ 0.19	\$ 1.87
Weighted average antidilutive options, unvested restricted stock units and awards, warrants and ESPP shares excluded from the computation	721	2,214	794	2,434
Average market price of common stock	\$ 5.44	\$ 5.34	\$ 6.19	\$ 5.32

The antidilutive stock options, unvested stock and warrants were excluded from the computation of diluted net income (loss) per share due to the Company incurring a net loss for the periods presented.

Employee Stock Purchase Plan

We maintain an Employee Stock Purchase Plan ("ESPP") that provides employees an opportunity to purchase common stock through payroll deductions. The ESPP is a 6-month duration plan with new participation periods beginning on February 25 and August 26 of each year. The purchase price is set at 85% of the average high and low market price of our common stock on either the first or last day of the participation period, whichever is lower, and annual contributions are limited to the lower of 10% of an employee's compensation or \$25,000.

Future Issuances

As of March 31, 2016, we had common stock reserved for the following future issuances:

Future Issuances	Number of Common Stock Shares Available for Future Issuances
Exercise of outstanding stock options	617,947
Unvested restricted stock units	590,995
Purchases under the employee stock purchase plan	881,706
Issuance of stock-based awards under the Equity Plans	837,887
Purchases under the officer and director share purchase plan	88,741
Issuance of deferred stock-based awards under the Directors' Stock Award Plan, as amended	22,163
Total reserved	3,039,439

NOTE 13. Geographical Information

Following the sale of the Photovoltaics Business on December 10, 2014, the Company has one remaining reportable segment: Fiber Optics. [See also Note 3 - Discontinued Operations](#) for additional disclosures.

We evaluate our reportable segment pursuant to ASC 280, *Segment Reporting*. The Company's Chief Executive Officer is the chief operating decision maker and he assesses the performance of the operating segment and allocates resources to the segment based on its business prospects, competitive factors, net revenue, operating results, and other non-GAAP financial ratios. Based on this evaluation, the Company operates as a single reportable segment.

Revenue: The following tables set forth revenue by geographic region with revenue assigned to geographic regions based on our customers' billing address.

Revenue by Geographic Region <i>(in thousands)</i>	For the three months ended March 31,		For the six months ended March 31,	
	2016	2015	2016	2015
United States	\$ 15,369	\$ 13,063	\$ 29,182	\$ 26,413
Asia	4,638	3,901	10,977	6,598
Europe	1,371	1,950	3,534	4,027
Other	154	143	329	435
Total revenue	\$ 21,532	\$ 19,057	\$ 44,022	\$ 37,473

Significant Customers: Significant customers are defined as customers representing greater than 10% of our consolidated revenue. Revenue from two of our significant customers represented 51% of our consolidated revenue for the three months and six months ended March 31, 2016. Revenue from three of our significant customers represented 54% of our consolidated revenue for the three months ended March 31, 2015 and revenue from four of our significant customers represented 62% of our consolidated revenue for the six months ended March 31, 2015.

Long-lived Assets: Long-lived assets consist of property, plant, and equipment. As of March 31, 2016 and September 30, 2015, approximately 50% and 38%, respectively, of our long-lived assets were located in the United States. The remaining long-lived assets are primarily located in China.

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

You should read the following discussion of our financial condition and results of operations in conjunction with the financial statements and the notes thereto included in [Financial Statements](#) under [Item 1](#) within this Quarterly Report. The following discussion contains forward-looking statements that reflect our plans, estimates, and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. See Cautionary Statement Regarding Forward-Looking Statements.

Business Overview

EMCORE Corporation and its subsidiaries (referred to herein as the "Company", "we", "our", or "EMCORE") designs and manufactures Indium Phosphide (InP) optical chips, components, subsystems and systems for the broadband and specialty fiber optics market. EMCORE was the pioneer in linear fiber optic transmission technology, and today is a leader in optical components, as well as a provider of complete end-to-end solutions for high-speed communications network infrastructures, enabling systems and service providers to meet growing demand for bandwidth and connectivity. EMCORE's advanced optical technologies are designed for cable television (CATV) and fiber-to-the-premise (FTTP) networks, telecommunications and data centers, satellite communications, aerospace and defense, wireless networks, and broadcast and professional audio/video systems. With its world-class InP semiconductor wafer fabrication facility, EMCORE has fully vertically-integrated manufacturing capability and also provides contract design, foundry and component packaging services.

Sumitomo Electric Industries Ltd.

In March 2012, we entered into a Master Purchase Agreement with SEI, pursuant to which we agreed to sell certain assets and transfer certain obligations. Under the terms of the Master Purchase Agreement, we agreed to indemnify SEI for up to \$3.4 million of potential claims and expenses for the two-year period following the sale and we recorded this amount as a deferred gain on our balance sheet as a result of these contingencies.

On September 23, 2014, SEI filed for arbitration against EMCORE, as required under the Master Purchase Agreement between the parties. SEI was seeking \$47.5 million from EMCORE, relating to numerous claims. On April 12, 2016, the International Court of Arbitration tribunal rejected SEI's claims. The panel ruled that EMCORE owes SEI none of the amounts SEI sought in the arbitration and that the Company is entitled to collect the \$1.9 million held in escrow. The Company is also entitled to recover \$2.6 million in fees and costs from SEI. During the three and six months ended March 31, 2016, we recognized a gain associated with the release of the \$3.4 million and reversal of other liabilities of \$0.4 million, resulting in a credit of \$3.8 million to recognition of previously deferred gain on sale of assets within discontinued operations of the Digital Products Business. The \$2.6 million recovery of fees and costs incurred by EMCORE will be recorded when received from SEI, and the \$1.9 million held in escrow will be reclassified to cash once the funds are released to EMCORE. Also see [Note 3 - Discontinued Operations](#) in the notes to the condensed consolidated financial statements for more information.

Sale of Photovoltaics and Digital Products Businesses

On September 17, 2014, EMCORE entered into an Asset Purchase Agreement (the "Photovoltaics Agreement") with SolAero Technologies Corporation ("SolAero") (formerly known as Photon Acquisition Corporation) pursuant to which SolAero acquired substantially all of the assets, and assumed substantially all of the liabilities, primarily related to or used in connection with the Company's photovoltaics business, including EMCORE's subsidiaries EMCORE Solar Power, Inc. and EMCORE IRB Company, LLC (collectively, the "Photovoltaics Business" and, the sale of the Photovoltaics Business, the "Photovoltaics Asset Sale") for \$150.0 million in cash, prior to a \$0.1 million working capital adjustment pursuant to the Photovoltaics Agreement finalized and paid by EMCORE during the fiscal year ended September 30, 2015. On December 10, 2014, EMCORE completed the Photovoltaics Asset Sale.

On October 22, 2014, EMCORE entered into an Asset Purchase Agreement (the "Digital Products Agreement") with NeoPhotonics Corporation, a Delaware corporation ("NeoPhotonics"), pursuant to which the Company sold certain assets, and transferred certain liabilities, of the Company's telecommunications business (the "Digital Products Business") to NeoPhotonics for an aggregate purchase price of \$17.5 million, subject to certain adjustments.

On January 2, 2015, EMCORE completed the sale of the Digital Products Business for \$1.5 million in cash and an adjusted Promissory Note balance of \$15.5 million. On April 17, 2015, NeoPhotonics paid in full the outstanding balance of the Promissory Note of \$15.5 million, plus accrued interest of \$0.2 million.

The Photovoltaics Asset Sale and Digital Products Asset Sale are reported as discontinued operations. Also see [Note 3 - Discontinued Operations](#) in the notes to the condensed consolidated financial statements for additional disclosures.

Strategic Plan

In addition to organic growth and development of our existing fiber optics business, we intend to pursue other strategies to enhance shareholder value. The Strategy and Alternatives Committee of the Company's Board of Directors (the "Strategy Committee"), which was established in December 2013, is charged with evaluating strategic opportunities for the Company that may enhance shareholder value. The Strategy Committee may from time to time consider strategic opportunities to enhance shareholder value, which may include acquisitions, investments in joint ventures, partnerships, and other strategic alternatives such as dispositions, reorganizations, recapitalizations or other similar transactions, the repurchase of shares of our outstanding common stock or payment of dividends to our shareholders, and may engage financial and other advisors to assist it in these efforts. Accordingly, the Strategy Committee of the Board of Directors and our management may from time to time be engaged in evaluating potential strategic opportunities and we may enter into definitive agreements with respect to such transactions or other strategic alternatives. However, there is no assurance that the Strategy Committee will identify further strategic opportunities that the Company will determine to pursue, or that the consideration of any such opportunity would result in the completion of a strategic transaction.

Results of Operations

The following table sets forth our consolidated condensed statements of operations data expressed as a percentage of revenue:

	For the three months ended March 31,		For the six months ended March 31,	
	2016	2015	2016	2015
Revenue	100.0 %	100.0 %	100.0 %	100.0 %
Cost of revenue	67.4	66.5	67.2	69.2
Gross profit	32.6	33.5	32.8	30.8
Operating expense (income):				
Selling, general, and administrative	22.4	31.3	21.9	38.9
Research and development	11.9	10.6	11.6	11.2
Gain from change in estimate on ARO obligation	—	—	—	(2.3)
Loss on sale of assets	—	—	—	0.6
Total operating expense	34.3	41.9	33.5	48.4
Operating loss	(1.7)	(8.4)	(0.7)	(17.6)
Other income (expense):				
Interest income, net	0.1	0.8	—	0.1
Foreign exchange gain (loss)	0.1	—	(0.2)	0.1
Change in fair value of financial instruments	—	0.5	—	0.3
Total other income (expense)	0.2	1.3	(0.2)	0.5
Loss from continuing operations before income tax benefit	(1.5)	(7.1)	(0.9)	(17.1)
Income tax benefit	0.8	2.1	0.2	6.2
Loss from continuing operations	(0.7)%	(5.0)%	(0.7)%	(10.9)%
Income from discontinued operations, net of tax	19.2 %	21.0 %	12.0 %	168.8 %
Net income	18.5 %	16.0 %	11.3 %	157.9 %

Comparison of Financial Results for the Three Months Ended March 31, 2016 and 2015*(in thousands, except percentages)*

	For the three months ended March 31,			
	2016	2015	\$ Change	% Change
Revenue	\$ 21,532	\$ 19,057	\$ 2,475	13.0%
Cost of revenue	14,510	12,678	1,832	14.5%
Gross profit	7,022	6,379	643	10.1%
Operating expense (income):				
Selling, general, and administrative	4,825	5,954	(1,129)	(19.0)%
Research and development	2,564	2,022	542	26.8%
Total operating expense	7,389	7,976	(587)	(7.4)%
Operating loss	(367)	(1,597)	1,230	77.0%
Other income (expense):				
Interest income, net	25	165	(140)	(84.8)%
Foreign exchange gain (loss)	25	(6)	31	516.7%
Change in fair value of financial instruments	—	86	(86)	(100.0)%
Total other income	50	245	(195)	(79.6)%
Loss from continuing operations before income tax benefit	(317)	(1,352)	1,035	76.6%
Income tax benefit	155	396	(241)	(60.9)%
Loss from continuing operations	(162)	(956)	794	83.1%
Income from discontinued operations, net of tax	4,144	4,008	136	3.4%
Net income	\$ 3,982	\$ 3,052	\$ 930	30.5%

Revenue

EMCORE offers a broad portfolio of compound semiconductor-based products for the broadband and specialty fiber optics market. EMCORE provides optical components, subsystems, and systems for CATV and FTTP networks, as well as products for satellite communications, video transport, and specialty photonics technologies for defense and homeland security applications.

For the three months ended March 31, 2016, revenue increased 13.0% compared to the same period during the prior year driven by higher sales of our chip level devices primarily to customers in Asia and our CATV products primarily to U.S. customers. Sales of our CATV products, which include our quadrature amplitude modulation transmitters and receivers, represented the largest percentage of our total revenue during the three-month period. Sales of our chip level device products, which include our avalanche photodiodes, distributed feedback lasers (DFBs) and gain chips, increased as EMCORE expanded its sales.

Gross Profit

Our cost of revenue consists of raw materials, compensation expense including non-cash stock-based compensation expense, depreciation expense and other manufacturing overhead costs, expenses associated with excess and obsolete inventories, and product warranty costs. Historically, our cost of revenue as a percentage of revenue, which we refer to as our gross margin, has fluctuated significantly due to product mix pricing, manufacturing yields and sales volumes, and inventory and specific product warranty charges.

Consolidated gross margins were 32.6% and 33.5% for the three months ended March 31, 2016 and 2015, respectively.

Stock-based compensation expense within cost of revenue totaled approximately \$0.1 million during the three months ended March 31, 2016 and 2015.

For the three months ended March 31, 2016, gross margins decreased when compared to the same period during the prior year. The decrease in gross margins for the three months ended March 31, 2016 was primarily due to higher expenses.

Selling, General and Administrative (SG&A)

SG&A consists primarily of compensation expense including non-cash stock-based compensation expense related to executive, finance, and human resources personnel, as well as sales and marketing expenses, professional fees, legal and patent-related costs, and other corporate-related expenses.

Stock-based compensation expense within SG&A totaled approximately \$0.4 million and \$0.8 million during the three months ended March 31, 2016 and 2015, respectively.

SG&A expense for the three months ended March 31, 2016 was lower than the amount reported in the same period during the prior year primarily due to lower stock-based compensation and compensation expense associated with the sale of the Digital Products Business in the prior year.

As a percentage of revenue, SG&A expenses were 22.4% and 31.3% for the three months ended March 31, 2016 and 2015, respectively.

Research and Development (R&D)

R&D consists primarily of compensation expense including non-cash stock-based compensation expense, as well as engineering and prototype costs, depreciation expense, and other overhead expenses, as they related to the design, development, and testing of our products. Our R&D costs are expensed as incurred. We believe that in order to remain competitive, we must invest significant financial resources in developing new product features and enhancements and in maintaining customer satisfaction worldwide.

Stock-based compensation expense within R&D totaled approximately \$0.1 million during the three months ended March 31, 2016 and 2015.

R&D expense for the three months ended March 31, 2016 was higher than the amounts reported in the same period during the prior year primarily due to higher compensation costs.

As a percentage of revenue, R&D expenses were 11.9% and 10.6% for the three months ended March 31, 2016 and 2015, respectively.

Operating Loss

Operating loss represents revenue less the cost of revenue and direct operating expenses incurred. Operating loss is a measure of profit and loss that executive management uses to assess performance and make decisions. As a percentage of revenue, our operating loss was 1.7% and 8.4% for the three months ended March 31, 2016 and 2015, respectively.

Other Income (Expense)

Interest income, net

During the three months ended March 31, 2015, we recorded \$0.2 million of interest income earned on the Promissory Note from NeoPhotonics. See [Note 3 - Discontinued Operations](#) in the notes to the condensed financial statements for additional information.

Foreign Exchange

Gains and losses from foreign currency transactions denominated in currencies other than the U.S. dollar, both realized and unrealized, are recorded as foreign exchange gain (loss) on our consolidated statements of operations and comprehensive income. A majority of the gains or losses recorded relate to the change in value of the yuan renminbi relative to the U.S. dollar.

Change in Fair Value of Financial Instruments

As of March 31, 2015 warrants representing the right to purchase 400,001 shares of our common stock were outstanding. The warrants expired on April 1, 2015.

Income Tax Benefit (Expense)

For the three months ended March 31, 2016, the Company recorded income tax benefit from continuing operations of approximately \$0.2 million, and \$0.2 million of income tax expense within income from discontinued operations.

For the three months ended March 31, 2015, the Company recorded \$0.4 million of income tax benefit from continuing operations losses and \$2.1 million of income tax benefit within income from discontinued operations. The income tax expense within discontinued operations includes estimated alternative minimum tax and other adjustments prescribed by ASC 740 in allocating expected annual income tax (expense) benefit between continuing operations and discontinued operations.

Income from Discontinued Operations, Net of Tax

	For the three months ended March 31,			
	2016	2015	\$ Change	% Change
<i>(in thousands, except percentages)</i>				
Revenue	\$ —	\$ 40	\$ (40)	(100.0)%
Cost of revenue	(445)	(1)	(444)	(44,400.0)%
Gross profit	445	41	404	985.4%
Operating (income) expense	(66)	174	(240)	(137.9)%
Recognition of previously deferred gain on sale of assets	3,804	—	3,804	N/A
Gain on sale of discontinued operations	—	1,994	(1,994)	(100.0)%
Income from discontinued operations before income tax (expense) benefit	4,315	1,861	2,454	131.9%
Income tax (expense) benefit	(171)	2,147	(2,318)	(108.0)%
Income from discontinued operations, net of tax	<u>\$ 4,144</u>	<u>\$ 4,008</u>	<u>\$ 136</u>	<u>3.4%</u>

During the three months ended March 31, 2016, we recorded income from discontinued operations from the Photovoltaics Business and Digital Products Business of \$15,000 and \$4.1 million, respectively.

Included in cost of revenue for the three months ended March 31, 2016 is \$0.4 million due to a reduction in expected product warranty liabilities from a settlement agreement associated with the Digital Products Business.

During the three months ended March 31, 2016, we recognized a gain associated with the release of the \$3.4 million deferred gain and reversal of other liabilities of \$0.4 million, that had been recorded as of September 30, 2015, resulting in a credit of \$3.8 million to recognition of previously deferred gain on sale of assets within discontinued operations of the Digital Products Business as the result of the favorable ruling from the SEI arbitration. Also see [Note 11 - Commitments and Contingencies](#) in the notes to the condensed consolidated financial statements for additional information.

During the three months ended March 31, 2015, we recognized a gain of \$2.0 million on the sale of the Digital Products Business, which was recorded within income from discontinued operations under the caption "gain on sale of discontinued operations". During the three months ended March 31, 2015, we recorded income from discontinued operations from the Photovoltaics Business and Digital Products Business of \$0.5 million and \$3.5 million, respectively.

Comparison of Financial Results for the Six Months Ended March 31, 2016 and 2015*(in thousands, except percentages)*

	For the six months ended March 31,			
	2016	2015	\$ Change	% Change
Revenue	\$ 44,022	\$ 37,473	\$ 6,549	17.5%
Cost of revenue	29,599	25,915	3,684	14.2%
Gross profit	14,423	11,558	2,865	24.8%
Operating expense:				
Selling, general, and administrative	9,646	14,581	(4,935)	(33.8)%
Research and development	5,124	4,196	928	22.1%
Gain from change in estimate on ARO obligation	—	(845)	845	100.0%
Loss on sale of assets	—	228	(228)	(100.0)%
Total operating expense	14,770	18,160	(3,390)	(18.7)%
Operating loss	(347)	(6,602)	6,255	94.7%
Other (expense) income:				
Interest income, net	8	35	(27)	(77.1)%
Foreign exchange (loss) gain	(110)	51	(161)	(315.7)%
Change in fair value of financial instruments	—	122	(122)	(100.0)%
Total other (expense) income	(102)	208	(310)	(149.0)%
Loss from continuing operations before income tax benefit	(449)	(6,394)	5,945	93.0%
Income tax benefit	153	2,308	(2,155)	(93.4)%
Loss from continuing operations	(296)	(4,086)	3,790	92.8%
Income from discontinued operations, net of tax	5,265	63,266	(58,001)	(91.7)%
Net income	\$ 4,969	\$ 59,180	\$ (54,211)	(91.6)%

Revenue

For the six months ended March 31, 2016, revenue increased 17.5% compared to the same period during the prior year driven by significantly higher sales of our chip level devices primarily to customers in Asia, and our CATV products and specialty photonic products primarily to U.S. customers. Sales of our chip level device products, which include our avalanche photodiodes, distributed feedback lasers (DFBs) and gain chips, increased as EMCORE expanded its sales to customers.

Gross Profit

Consolidated gross margins were 32.8% and 30.8% for the six months ended March 31, 2016 and 2015, respectively.

Stock-based compensation expense within cost of revenue totaled approximately \$0.2 million during the six months ended March 31, 2016 and 2015.

For the six months ended March 31, 2016, gross margins increased when compared to the same period during the prior year. The increase in gross margins for the six months ended March 31, 2016 was primarily due to higher sales volume and higher utilization of the manufacturing facility, as we significantly increased production output, resulting in higher levels of absorption.

Selling, General and Administrative (SG&A)

SG&A consists primarily of compensation expense including non-cash stock-based compensation expense related to executive, finance, and human resources personnel, as well as sales and marketing expenses, professional fees, legal and patent-related costs, and other corporate-related expenses.

Stock-based compensation expense within SG&A totaled approximately \$0.6 million and \$2.4 million during the six months ended March 31, 2016 and 2015, respectively.

SG&A expense for the six months ended March 31, 2016 was lower than the amount reported in the same period during the prior year primarily due to higher stock-based compensation, severance and compensation expense associated with the sale of the Photovoltaics and Digital Products Businesses in the prior year.

As a percentage of revenue, SG&A expenses were 21.9% and 38.9% for the six months ended March 31, 2016 and 2015, respectively.

Research and Development (R&D)

R&D consists primarily of compensation expense including non-cash stock-based compensation expense, as well as engineering and prototype costs, depreciation expense, and other overhead expenses, as they related to the design, development, and testing of our products. Our R&D costs are expensed as incurred. We believe that in order to remain competitive, we must invest significant financial resources in developing new product features and enhancements and in maintaining customer satisfaction worldwide.

Stock-based compensation expense within R&D totaled approximately \$0.2 million during the six months ended March 31, 2016 and 2015.

R&D expense for the six months ended March 31, 2016 was higher than the amounts reported in the same period during the prior year primarily due to higher compensation costs.

As a percentage of revenue, R&D expenses were 11.6% and 11.2% for the six months ended March 31, 2016 and 2015, respectively.

Gain from Change in Estimate on Asset Retirement Obligations ("ARO")

As a result of the revision in the estimated amount and timing of cash flows for ARO's during the six months ended March 31, 2015, the Company reduced the ARO liability by \$2.9 million with an offsetting reduction to property, plant, and equipment, net of \$2.1 million, and recorded a gain from change in estimate on ARO liability of \$0.8 million. The Company first reduced the net leasehold improvement asset to the extent of the carrying amount of the related asset initially recorded when the ARO's were established. The amount of the remaining reduction to the ARO was recorded as a reduction to operating expenses. Also see [Note 11 - Commitments and Contingencies](#) in the notes to the condensed consolidated financial statements for additional information.

Operating Loss

Operating loss represents revenue less the cost of revenue and direct operating expenses incurred. Operating loss is a measure of profit and loss that executive management uses to assess performance and make decisions. As a percentage of revenue, our operating loss was 0.7% and 17.6% for the six months ended March 31, 2016 and 2015, respectively.

Other (Expense) IncomeInterest income, net

During the six months ended March 31, 2015, we recorded \$0.2 million of interest income earned on the Promissory Note from NeoPhotonics which was primarily offset by an equivalent amount of interest expense incurred on the outstanding credit facility. Also see [Note 3 - Discontinued Operations](#) in the notes to the condensed financial statements for additional information.

Foreign Exchange

Gains and losses from foreign currency transactions denominated in currencies other than the U.S. dollar, both realized and unrealized, are recorded as foreign exchange gain (loss) on our consolidated statements of operations and comprehensive income. A majority of the gains or losses recorded relate to the change in value of the yuan renminbi relative to the U.S. dollar.

Change in Fair Value of Financial Instruments

As of March 31, 2015 warrants representing the right to purchase 400,001 shares of our common stock were outstanding. The warrants expired on April 1, 2015.

Income Tax Benefit (Expense)

For the six months ended March 31, 2016, the Company recorded income tax benefit from continuing operations of approximately \$0.2 million, and \$0.2 million of income tax expense within income from discontinued operations.

For the six months ended March 31, 2015, the Company recorded \$2.3 million of income tax benefit from continuing operations losses and \$28.1 million of income tax expense within income from discontinued operations.

During the six months ended March 31, 2015, the Company utilized the \$24.1 million of deferred tax assets. Also see [Note 10 - Income and other Taxes](#) in the notes to the condensed consolidated financial statements for more information.

Income from Discontinued Operations, Net of Tax

(in thousands, except percentages)

	For the six months ended March 31,			
	2016	2015	\$ Change	% Change
Revenue	\$ —	\$ 24,469	\$ (24,469)	(100.0)%
Cost of revenue	(494)	17,356	(17,850)	(102.8)%
Gross profit	494	7,113	(6,619)	(93.1)%
Operating (income) expense	(1,151)	5,589	(6,740)	(120.6)%
Recognition of previously deferred gain on sale of assets	3,804	—	3,804	NA
Other income	—	779	(779)	(100.0)%
Gain on sale of discontinued operations	—	89,016	(89,016)	(100.0)%
Income from discontinued operations before income tax expense	5,449	91,319	(85,870)	(94.0)%
Income tax expense	(184)	(28,053)	27,869	99.3%
Income from discontinued operations, net of tax	<u>\$ 5,265</u>	<u>\$ 63,266</u>	<u>\$ (58,001)</u>	<u>(91.7)%</u>

During the six months ended March 31, 2016, we recorded income from discontinued operations from the Photovoltaics Business and Digital Products Business of \$0.8 million and \$4.5 million, respectively.

Included in cost of revenue for the six months ended March 31, 2016 is \$0.4 million due to a reduction in expected product warranty liabilities from a settlement agreement associated with the Digital Products Business.

During the six months ended March 31, 2016, we recognized a gain associated with the release of the \$3.4 million of deferred gain and reversal of other liabilities of \$0.4 million, that had been recorded as of September 30, 2015, resulting in a credit of \$3.8 million to recognition of previously deferred gain on sale of assets within discontinued operations of the Digital Products Business as the result of the favorable ruling from the SEI arbitration. Also see [Note 11 - Commitments and Contingencies](#) in the notes to the condensed consolidated financial statements for additional information.

During the six months ended March 31, 2015, we recognized a gain of \$87.0 million and \$2.0 million on the sales of the Photovoltaics Business and Digital Products Business, respectively, which was recorded within income from discontinued operations under the caption "gain on sale of discontinued operations". During the six months ended March 31, 2015, we recorded income from discontinued operations from the Photovoltaics Business and Digital Products Business of \$59.8 million and \$3.5 million, respectively.

Order Backlog

EMCORE'S product sales are made pursuant to purchase orders, often with short lead times. These orders are subject to revision or cancellation and often are made without deposits. Products typically ship within the same quarter in which a purchase order is received; therefore, our order backlog at any particular date is not necessarily indicative of actual revenue or the level of orders for any succeeding period.

Liquidity and Capital Resources

Historically, we have consumed cash from operations and in most periods, we have incurred operating losses from continuing operations. We have managed our liquidity position through the sale of assets, and cost reduction initiatives, as well as, from time to time, borrowings from our credit facility and capital markets transactions.

On June 15, 2015, we completed a modified "Dutch auction" tender offer (the "Tender Offer") and purchased 6.9 million shares of our common stock at a purchase price of \$6.55 per share, for an aggregate cost of \$45.0 million excluding fees and expenses. Repurchased common stock was recorded to treasury stock. We incurred costs of \$0.7 million in connection with the Tender Offer, which were recorded to treasury stock.

As of March 31, 2016, cash and cash equivalents totaled \$110.0 million and net working capital totaled approximately \$133.0 million. Net working capital, calculated as current assets minus current liabilities, is a financial metric we use which represents available operating liquidity. For the six months ended March 31, 2016, we earned net income of \$5.0 million. With respect to measures related to liquidity:

We expect existing cash, cash equivalents, cash flows from operations, and access to capital markets to continue to be sufficient to fund our operating activities and cash commitments for investing and financing activities for at least the next 12 months and thereafter for the foreseeable future. Should we require more capital than what is generated by our operations, for example to fund significant discretionary activities, such as business acquisitions and share repurchases, we could elect to raise capital in the U.S. through debt or equity issuances. These alternatives could result in higher effective tax rates, increased interest expense, or dilution of our earnings. We have borrowed funds in the past and continue to believe we have the ability to do so at reasonable interest rates.

- Sale of Photovoltaics Business: On December 10, 2014, we completed the sale of our Photovoltaics Business for \$150.0 million in cash, prior to working capital adjustments of \$0.1 million.
- Sale of Digital Products Business: On January 2, 2015, we completed the sale of our Digital Products Business for \$1.5 million in cash and an adjusted Promissory Note balance of \$15.5 million. On April 17, 2015, NeoPhotonics paid in full the outstanding balance of the Promissory Note of \$15.5 million plus accrued interest of \$0.2 million.
- Credit Facility: On November 11, 2010, we entered into a Credit and Security Agreement (credit facility) with Wells Fargo Bank, National Association ("Wells Fargo"). The credit facility, as it has been amended through its seventh amendment on November 10, 2015, currently provides us with a revolving credit of up to \$15.0 million through November 2018 that can be used for working capital requirements, letters of credit, and other general corporate purposes. The credit facility is secured by the Company's assets and is subject to a borrowing base formula based on the Company's eligible accounts receivable, inventory, and machinery and equipment accounts. Also see [Note 9 - Credit Facilities](#) in the notes to the condensed consolidated financial statements for additional disclosures.

We believe that our existing balances of cash and cash equivalents and amounts expected to be available under our credit facility will provide us with sufficient financial resources to meet our cash requirements for operations, working capital, and capital expenditures for the next twelve months. At the discretion of our Board, we may use our existing balances of cash and cash equivalents to provide liquidity to our shareholders through one or more special dividends or the repurchase of additional shares of our outstanding common stock, make investments in our other businesses, pursue other strategic opportunities or a combination thereof.

Cash Flow

The Condensed Consolidated Statements of Cash Flows for the six months ended March 31, 2016 and 2015, respectively, reflects cash flows from both the continuing and discontinued operations of the Company.

Net Cash Provided By Operating Activities

<i>Operating Activities</i> <i>(in thousands, except percentages)</i>	For the six months ended March 31,			
	<u>2016</u>	<u>2015</u>	<u>\$ Change</u>	<u>% Change</u>
Net cash provided by (used in) operating activities	\$ 276	\$ (5,727)	\$ 6,003	104.8%

Fiscal 2016:

For the six months ended March 31, 2016, our operating activities provided cash of \$0.3 million primarily due to depreciation, amortization and accretion expense of \$1.1 million, stock-based compensation expense of \$0.9 million, warranty provision of \$0.2 million, and our net income of \$5.0 million, partially offset by decreases in our current assets and liabilities (or working capital components) of \$1.7 million, the recognition of previously deferred gain on sale of assets from discontinued operations of \$3.8 million, the gain on transfer of solar power assets of \$0.7 million, the gain on reduction of product warranty of discontinued operations of \$0.4 million and the payment and gain on settlement of Newark restructuring lease of \$0.3 million. The change in our current assets and liabilities was primarily the result of a increase in accounts receivable of \$2.0 million and a decrease in accrued expenses and other liabilities of \$2.4 million, partially offset by a decrease in inventory of \$0.2 million and other assets of \$1.3 million and an increase in accounts payable of approximately \$1.2 million.

Fiscal 2015:

For the six months ended March 31, 2015, our operating activities consumed cash of \$5.7 million primarily due to the effect of adjustments for non-cash charges, including the gain on sale of Photovoltaics Business of \$87.0 million, the gain on sale of Digital Products Business of \$2.0 million, and gain from change in estimate on ARO obligation of \$0.8 million, as well as the changes in our current assets and liabilities (or working capital components) of \$4.8 million, partially offset by stock-based compensation expense of \$3.8 million, depreciation, amortization and accretion expense of \$1.8 million, allowance for doubtful accounts of \$0.5 million, and our net income of \$59.2 million. The change in our current assets and liabilities was primarily the result of an increase in inventory of \$1.5 million, other assets of \$0.9 million, a decrease in accounts payable of \$3.2 million, a decrease in accrued expenses and other liabilities of \$3.0 million, partially offset by a decrease in accounts receivable of \$3.9 million.

Working Capital Components:

Accounts Receivable: We generally expect the level of accounts receivable at any given quarter to reflect the level of sales in that quarter. Our accounts receivable balances have fluctuated historically due to the timing of account collections, timing of product shipments, and/or change in customer credit terms.

Inventory: We generally expect the level of inventory at any given quarter to reflect the change in our expectations of forecasted sales. Our inventory balances have fluctuated historically due to the timing of customer orders and product shipments, changes in our internal forecasts related to customer demand, as well as adjustments related to excess and obsolete inventory.

Accounts Payable: The fluctuation of our accounts payable balances is primarily driven by changes in inventory purchases as well as changes related to the timing of actual payments to vendors.

Accrued Expenses: Our largest accrued expense typically relates to compensation. Historically, fluctuations of our accrued expense accounts have primarily related to changes in the timing of actual compensation payments, receipt or application of advanced payments, adjustments to our warranty accrual, and accruals related to professional fees.

Net Cash (Used In) Provided By Investing Activities

<i>Investing Activities</i> <i>(in thousands, except percentages)</i>	For the six months ended March 31,			
	2016	2015	\$ Change	% Change
Net cash (used in) provided by investing activities	\$ (2,840)	\$ 151,714	\$ (154,554)	(101.9)%

Fiscal 2016:

For the six months ended March 31, 2016, our investing activities used \$2.8 million of cash primarily from capital related expenditures of \$2.7 million and an increase in restricted cash of \$0.2 million.

Fiscal 2015:

For the six months ended March 31, 2015, our investing activities provided \$151.7 million of cash primarily from proceeds from sale of Photovoltaics business of \$150.0 million, proceeds from sale of Digital Products business of \$1.5 million, and a decrease in restricted cash of \$1.3 million partially offset by capital related expenditures of \$1.2 million.

Net Cash Provided By (Used In) Financing Activities

<i>Financing Activities</i> <i>(in thousands, except percentages)</i>	For the six months ended March 31,			
	2016	2015	\$ Change	% Change
Net cash provided by (used in) financing activities	\$ 597	\$ (25,684)	\$ 26,281	102.3%

Fiscal 2016:

For the six months ended March 31, 2016, our financing activities provided cash of \$0.6 million from proceeds from stock plan transactions.

Fiscal 2015:

For the six months ended March 31, 2015, our financing activities consumed cash of \$25.7 million primarily due to the net payment of \$26.5 million on our bank credit facility partially offset by \$0.8 million in proceeds from stock plan transactions. Also see [Note 9. - Credit Facilities](#) in the notes to the condensed consolidated financial statements for additional information.

Contractual Obligations and Commitments

Our contractual obligations and commitments for the remainder of fiscal 2016 and over the next five fiscal years are summarized in the table below:

(in thousands)

	Total	2016	2017 to 2018	2019 to 2020	2021 and later
Purchase obligations	\$ 14,343	\$ 13,732	\$ 474	\$ 137	\$ —
Asset retirement obligations	1,765	—	45	1,720	—
Operating lease obligations	2,158	528	1,090	503	37
Total contractual obligations and commitments	\$ 18,266	\$ 14,260	\$ 1,609	\$ 2,360	\$ 37

Interest payments are not included in the contractual obligations and commitments table above since they are insignificant to our consolidated results of operations.

The contractual obligations and commitments table above also excludes unrecognized tax benefits because we are unable to reasonably estimate the period during which this obligation may be incurred, if at all. As of March 31, 2016, we had unrecognized tax benefits of \$0.4 million.

Purchase Obligations

Our purchase obligations represent agreements to purchase goods or services that are enforceable and legally binding, that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transactions.

Asset Retirement Obligations ("ARO")

We have known conditional ARO conditions, such as certain asset decommissioning and restoration of rented facilities to be performed in the future. Our ARO's include assumptions related to renewal option periods where we expect to extend facility lease terms. Revisions in estimated liabilities can result from revisions of estimated inflation rates, escalating retirement costs, and changes in the estimated timing of settling ARO's. See [Note 11 - Commitments and Contingencies](#) in the notes to the condensed consolidated financial statements for additional information related to our ARO's.

Operating Leases

Operating leases include non-cancelable terms and exclude renewal option periods, property taxes, insurance and maintenance expenses on leased properties. See [Note 11 - Commitments and Contingencies](#) in the notes to the condensed consolidated financial statements for additional information related to our operating lease obligations.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements other than our operating leases described above that have or reasonably likely to have a current or future material effect on our consolidated financial condition, results of operations, liquidity, capital expenditures or capital resources.

Critical Accounting Policies and Estimates

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities, as of the date of the financial statements, and the reported amounts of revenue and expenses during the reported period. If these estimates differ significantly from actual results, the impact to the condensed consolidated financial statements may be material. There have been no material changes in our critical accounting policies and estimates from those disclosed in our Annual Report on Form 10-K for the year ended September 30, 2015. Please refer to Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended September 30, 2015 for a discussion of our critical accounting policies and estimates.

Geographical Information

See [Note 13- Geographic Information](#) in the notes to the condensed consolidated financial statements for disclosures related to revenue, geographic revenue and significant customers.

Recent Accounting Pronouncements

See [Note 2 - Recent Accounting Pronouncements](#) in the notes to the condensed consolidated financial statements for disclosures related to recent accounting pronouncements.

Restructuring Accruals

See [Note 8 - Accrued Expenses and Other Current Liabilities](#) in the notes to the condensed consolidated financial statements for disclosures related to our severance and restructuring-related accrual accounts.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risks

For Quantitative and qualitative disclosures about market risk affecting the Company, see Item 7A - Quantitative and Qualitative Disclosures About Market Risk in our Annual Report on Form 10-K for the fiscal year ended September 30, 2015. We do not believe the Company's exposure to market risk has changed materially since September 30, 2015.

ITEM 4. Controls and Procedures

a. Evaluation of Disclosure Controls and Procedures

Our management, with the participation of its Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer and Accounting Officer), evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Act) as of March 31, 2016. Based upon this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

b. Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) and 15(d)-15(f) promulgated under the Act) during the quarter ended March 31, 2016 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. Other Information

ITEM 1. Legal Proceedings

See [Note 11 - Commitments and Contingencies](#) in the notes to our condensed consolidated financial statements for disclosures related to our legal proceedings, which disclosures are incorporated herein by reference.

ITEM 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the risk factors discussed in Part I, Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended September 30, 2015, which could materially affect our business, financial condition or future results. We do not believe the Company's risks have changed materially since we filed our Form 10-K on December 14, 2015. 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 immaterial also may materially adversely affect our business, financial condition and/or operating results.

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

Not Applicable.

ITEM 3. Defaults Upon Senior Securities

Not Applicable.

ITEM 4. Mine Safety Disclosures

Not Applicable.

ITEM 5. Other Information

Not Applicable.

ITEM 6. Exhibits

10.1**	Directors' Compensation Policy (Effective January 1, 2016)
10.2	Emcore Corporation 2012 Equity Incentive Plan, as amended and restated on January 13, 2016 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 14, 2016)
31.1**	Certificate of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2**	Certificate of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1***	Certificate of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2***	Certificate of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS**	XBRL Instance Document.
101.SCH**	XBRL Taxonomy Extension Schema Document.
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document.

** *Filed herewith*

*** *Furnished herewith*

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.

EMCORE CORPORATION

Date: **May 5, 2016**

By: **/s/ Jeffrey Rittichier**

Jeffrey Rittichier
Chief Executive Officer
(Principal Executive Officer)

Date: **May 5, 2016**

By: **/s/ Mark B. Weinswig**

Mark B. Weinswig
Chief Financial Officer
(Principal Financial and Accounting Officer)

EMCORE CORPORATION
DIRECTORS' COMPENSATION POLICY

(Effective January 1, 2016)

Directors of EMCORE Corporation (the "Company") who are not employed by the Company or one of its subsidiaries ("non-employee directors") are entitled to the compensation set forth below for their service as a member of the Board of Directors (the "Board") of the Company. The Board has the right to amend this policy from time to time.

Cash Compensation

All Board Members

Annual Cash Retainer	\$37,000
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Board Committee Chairpersons

Annual Audit Committee Chairperson Retainer	\$20,000
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Annual Compensation Committee Chairperson Retainer	\$9,500
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Annual Nominating Committee Chairperson Retainer	\$8,000
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Annual Strategy and Alternatives Committee Chairperson Retainer	\$8,000
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Other Board Committee Members

Annual Audit Committee Member Retainer	\$10,000
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Annual Compensation Committee Member Retainer	\$5,000
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Annual Nominating Committee Member Retainer	\$3,000
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Annual Strategy and Alternatives Committee Member Retainer	\$3,000
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Equity Compensation

Annual Equity Award	\$54,000
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Annual Chairperson Equity Award	\$42,500
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Cash Compensation

Each non-employee director will be entitled to an annual cash retainer while serving on the Board in the amount set forth above (the "Annual Cash Retainer"). A non-employee director who serves as the Chairperson of the Audit Committee, the Compensation Committee, the Nominating Committee or the Strategy and Alternatives Committee of the Board will be entitled to an additional annual cash retainer while serving in that position in the applicable amount set forth above (an "Additional Committee Chair Retainer"). A non-employee director who serves as a member of the Audit Committee, the Compensation Committee, the Nominating Committee or the Strategy and Alternatives Committee of the Board (but is not Chairperson of such Board committee) will be entitled to an additional annual cash retainer while serving in that position in the applicable amount set forth above (an "Additional Committee Member Retainer").

The amounts of the Annual Cash Retainer, Additional Committee Chair Retainer and Additional Committee Member Retainer reflected above are expressed as annualized amounts. These retainers will be paid on a quarterly basis, at the end of each quarter in arrears, and will be pro-rated if a non-employee director serves (or serves in the corresponding position, as the case may be) for only a portion of the quarter (with the proration based on the number of calendar days in the quarter that the director served as a non-employee director or held the particular position, as the case may be).

Equity Compensation

Annual Equity Award

On January 15th of each calendar year (beginning with the 2017 calendar year), each non-employee director then in office will automatically be granted an award of fully vested shares of the Company's common stock (an "Annual Equity Award") determined by dividing (1) the Annual Equity Award grant value set forth above by (2) the per-share closing price of the Company's common stock on the grant date (rounded down to the nearest whole share). If, for any year, January 15th is not a Trading Day (as defined below), the grant date of the Annual Equity Award shall be the first Trading Day following January 15th. Each Annual Equity Award will be fully vested on the date of grant.

If a non-employee director serves on the Board for only a portion of the calendar year preceding the grant date of the Annual Equity Award (e.g., the 2016 calendar year for the Annual Equity Award to be granted on January 15, 2017), such non-employee director will automatically be entitled to a pro-rata portion of the Annual Equity Award (a "Pro-Rata Annual Equity Award") determined by dividing (1) a pro-rata portion of the Annual Equity Award grant value set forth above by (2) the per-share closing price of the Company's common stock on the grant date (rounded down to the nearest whole share). The pro-rata portion of the Annual Equity Award grant value for purposes of a Pro-Rata Annual Equity Award will equal the Annual Equity Award grant value set forth above multiplied by a fraction (not greater than one), the numerator of which is the number of whole months in the prior calendar year during which the director served as a non-employee director, and the denominator of which is 12. Each Pro-Rata Annual Equity Award will be fully vested on the date of grant.

Annual Chairperson Equity Award

On January 15th of each calendar year (beginning with the 2017 calendar year), each non-employee director then serving as the Chairperson of the Board will automatically be granted an additional award of fully vested shares of the Company's common stock (an "Annual Chairperson Equity Award") determined by dividing (1) the Annual Chairperson Equity Award grant value set forth above by (2) the per-share closing price of the Company's common stock on the grant date (rounded down to the nearest whole share). If, for any year, January 15th is not a Trading Day, the grant date of the Annual Chairperson Equity Award shall be the first Trading Day following January 15th. Each Annual Chairperson Equity Award will be fully vested on the date of grant.

If a non-employee director serves as Chairperson of the Board for only a portion of the calendar year preceding the grant date of the Annual Chairperson Equity Award (e.g., the 2016 calendar year for the Annual Chairperson Equity Award to be granted on January 15, 2017), the Chairperson of the Board will automatically be entitled to a pro-rata portion of the Annual Chairperson Equity Award (a "Pro-Rata Annual Chairperson Equity Award") determined by dividing (1) a pro-rata portion of the Annual Chairperson Equity Award grant value set forth above by (2) the per-share closing price of the Company's common stock on the grant date (rounded down to the nearest whole share). The pro-rata portion of the Annual Chairperson Equity Award grant value for purposes of a Pro-Rata Annual Chairperson Equity Award will equal the Annual Chairperson Equity Award grant value set forth above multiplied by a fraction (not greater than one), the numerator of which is the number of whole months in the prior calendar year during which the director served as Chairperson of the Board, and the denominator of which is 12. Each Pro-Rata Annual Chairperson Equity Award will be fully vested on the date of grant.

General

Unless otherwise determined by the Board, each award of shares of common stock will be made under and subject to the terms and conditions of the Company's 2012 Equity Incentive Plan or any other equity compensation plan approved by the Company's shareholders and in effect at the time of grant.

As used in this policy, "Trading Day" shall mean a day on which national stock exchanges are open for trading.

Expense Reimbursement

All directors will be entitled to reimbursement from the Company for their reasonable travel (including airfare and ground transportation), lodging and meal expenses incident to meetings of the Board or committees thereof or in connection with other Board related business.

EMCORE CORPORATION
CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Jeffrey Rittichier certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EMCORE Corporation ("Report");
2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and
 - d. Disclosed in this Report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **May 5, 2016**

By: **/s/ Jeffrey Rittichier**
Jeffrey Rittichier
Chief Executive Officer
(Principal Executive Officer)

**EMCORE CORPORATION
CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Mark B. Weinswig, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EMCORE Corporation ("Report");
2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and
 - d. Disclosed in this Report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2016

By: /s/ Mark B. Weinswig
Mark B. Weinswig
Chief Financial Officer
(Principal Financial and Accounting Officer)

**STATEMENT REQUIRED BY 18 U.S.C. §1350, AS ADOPTED
PURSUANT TO §906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of EMCORE Corporation (the "Company") for the quarterly period ended March 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jeffrey Rittichier, Chief Executive Officer (Principal Executive Officer) of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 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; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **May 5, 2016**

By: **/s/ Jeffrey Rittichier**
Jeffrey Rittichier
Chief Executive Officer
(Principal Executive Officer)

The foregoing certification is being furnished pursuant to 18 U.S.C. Section 1350. It is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and it is not to be incorporated by reference into any filing of the Company, regardless of any general incorporation language in such filings.

**STATEMENT REQUIRED BY 18 U.S.C. §1350, AS ADOPTED
PURSUANT TO §906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of EMCORE Corporation (the "Company") for the quarterly period ended March 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark B. Weinswig, Chief Financial Officer (Principal Financial and Accounting Officer) of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 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; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **May 5, 2016**

By: **/s/ Mark Weinswig**

Mark B. Weinswig

Chief Financial Officer

(Principal Financial and Accounting Officer)

The foregoing certification is being furnished pursuant to 18 U.S.C. Section 1350. It is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and it is not to be incorporated by reference into any filing of the Company, regardless of any general incorporation language in such filings.