HUBSPOT INC
Form S-3ASR
February 13, 2019
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As filed with the Securities and Exchange Commission on February 13, 2019

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

HubSpot, Inc.

(Exact name of Registrant as specified in its charter)

Delaware **(State or other jurisdiction of** **incorporation or organization)**	**20-2632791** **(I.R.S. Employer** **Identification Number)**

25 First Street

Cambridge, Massachusetts, 02141

(Address of principal executive offices)

(888) 482-7768

(Registrant s telephone number, including area code)

Brian Halligan

Chief Executive Officer

HubSpot, Inc.

25 First Street

Cambridge, Massachusetts 02141

(888) 482-7768

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

John P. Kelleher, Esq.	**Mark T. Bettencourt, Esq.**
General Counsel	**Joseph C. Theis, Jr., Esq.**
HubSpot, Inc.	**Goodwin Procter LLP**
25 First Street	**100 Northern Avenue**
Cambridge, Massachusetts 02141	**Boston, Massachusetts 02210**
(888) 482-7768	**(617) 570-1000**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, or the Securities Act, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act, as amended or the Exchange Act. (Check one):

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

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Unit(1)(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Common Stock, $0.001 par value per share(4)				

Preferred Stock, $0.001 par value
per share
Warrants
Units
Debt Securities
Total(5)

(1) An indeterminate number of or aggregate principal amount of the securities of each identified class is being registered as may at various times be issued at indeterminate prices.
(2) Not applicable pursuant to General Instruction II.E of Form S-3 under the Securities Act of 1933, as amended, or the Securities Act.
(3) In accordance with Rules 456(b) and 457(r) under the Securities Act, the registrant is deferring payment of all of the registration fee. Any registration fees will be paid subsequently on a pay-as-you-go basis in accordance with Rule 457(r).
(4) In addition to any securities that may be registered hereunder, we are also registering an indeterminate number of shares of common stock as may be issued upon conversion or exercise of the securities issued directly hereunder. No separate consideration will be received for any shares of common stock so issued upon conversion or exercise.
(5) The securities registered hereunder may be sold separately or in a combination with other securities registered hereby.

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HubSpot, Inc.

Common Stock

Preferred Stock

Warrants

Units

Debt Securities

By this prospectus, we may offer and sell from time to time, in one or more offerings, common stock, preferred stock, warrants, units, debt securities or any combination thereof as described in this prospectus. The warrants may be convertible into or exercisable or exchangeable for common stock or preferred stock, the preferred stock may be convertible into or exchangeable for common stock and the debt securities may be convertible into or exchangeable for common stock or preferred stock. You should carefully read this prospectus, any prospectus supplement and any free writing prospectus, as well as any documents incorporated in any of the foregoing by reference, before you invest in our securities. This prospectus may not be used to sell our securities unless accompanied by a prospectus supplement. The prospectus supplement or any related free writing prospectus may also add to, update, supplement or clarify information contained in this prospectus.

Our common stock is traded on the New York Stock Exchange under the symbol HUBS.

We may offer and sell our securities to or through one or more agents, underwriters, dealers or other third parties or directly to one or more purchasers on a continuous or delayed basis. If agents, underwriters or dealers are used to sell our securities, we will name them and describe their compensation in a prospectus supplement. The price to the public of our securities and the net proceeds we expect to receive from the sale of such securities will also be set forth in a prospectus supplement.

INVESTING IN OUR SECURITIES INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD REVIEW CAREFULLY THE RISKS AND UNCERTAINTIES REFERENCED UNDER THE HEADING RISK FACTORS ON PAGE 5 OF THIS PROSPECTUS AS WELL AS THOSE CONTAINED IN THE APPLICABLE PROSPECTUS SUPPLEMENT AND ANY RELATED FREE WRITING PROSPECTUS, AND IN THE OTHER DOCUMENTS THAT ARE INCORPORATED BY REFERENCE INTO THIS PROSPECTUS OR THE APPLICABLE PROSPECTUS SUPPLEMENT.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is February 13, 2019.

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We are responsible for the information contained and incorporated by reference in this prospectus, in any accompanying prospectus supplement, and in any related free writing prospectus we prepare or authorize. We have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. If you are in a jurisdiction where offers to sell, or solicitations of offers to purchase, the securities offered by this documentation are unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this document does not extend to you. The information contained in this document speaks only as of the date of this document, unless the information specifically indicates that another date applies. Our business, financial condition, results of operations and prospectus may have changed since those dates.

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ABOUT THIS PROSPECTUS

This prospectus is part of an automatic shelf registration statement that we filed with the Securities and Exchange Commission, or the SEC, as a well-known seasoned issuer as defined in Rule 405 under the Securities Act of 1933, as amended, or the Securities Act. Under this shelf registration, we may offer shares of our common stock and preferred stock, various series of warrants to purchase common stock or preferred stock, debt securities or any combination thereof, from time to time in one or more offerings. This prospectus only provides you with a general description of the securities we may offer. Each time we offer a type or series of securities under this prospectus, we will provide a prospectus supplement that will contain more specific information about the specific terms of the offering. We may also authorize one or more free writing prospectuses to be provided to you that may contain material information relating to these offerings. This prospectus may not be used to sell our securities unless accompanied by a prospectus supplement. Each such prospectus supplement and any free writing prospectus that we may authorize to be provided to you may also add, update or change information contained in this prospectus or in documents incorporated by reference into this prospectus. We urge you to carefully read this prospectus, any applicable prospectus supplement and any related free writing prospectus, together with the information incorporated herein by reference as described under the headings Where You Can Find Additional Information and Incorporation of Certain Information by Reference before you invest in our securities.

We have not authorized anyone to provide you with information in addition to or different from that contained in this prospectus, any applicable prospectus supplement and any related free writing prospectus. We take no responsibility for, and can provide no assurances as to the reliability of, any information not contained in this prospectus, any applicable prospectus supplement or any related free writing prospectus that we may authorize to be provided to you. This prospectus is an offer to sell only the securities offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. You should assume that the information in this prospectus, any applicable prospectus supplement or any related free writing prospectus is accurate only as of the date on the front of the document and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, regardless of the time of delivery of this prospectus, any applicable prospectus supplement or any related free writing prospectus, or any sale of a security.

This prospectus contains summaries of certain provisions contained in some of the documents described herein, but reference is made to the actual documents for complete information. All of the summaries are qualified in their entirety by the actual documents. Copies of some of the documents referred to herein have been filed, will be filed or will be incorporated by reference as exhibits to the registration statement of which this prospectus is a part, and you may obtain copies of those documents as described below under the heading Where You Can Find Additional Information.

Unless otherwise mentioned or unless the context requires otherwise, throughout this prospectus, any applicable prospectus supplement and any related free writing prospectus, the words HubSpot, we, us, our, the company or similar references refer to HubSpot, Inc. and its subsidiaries; and the term securities refers collectively to our common stock, preferred stock, warrants to purchase common stock or preferred stock, debt securities, or any combination of the foregoing securities.

The HubSpot sprocket design logo and certain other marks are our registered trademarks in the United States and several other jurisdictions. This offering memorandum contains additional trademarks, service marks and trade names of other companies, and such trademarks, service marks and trade names are the property of their respective owners. Solely for convenience, the trademarks, service marks and trade names referred to in this offering memorandum are not always listed with the ®, (sm) and symbols, but we will assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors to these trademarks, service marks and trade names.

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WHERE YOU CAN FIND ADDITIONAL INFORMATION

This prospectus is part of a registration statement that we have filed with the SEC. Certain information in the registration statement has been omitted from this prospectus in accordance with the rules of the SEC. We are subject to the information requirements of the Securities Exchange Act of 1934 (as amended, the Exchange Act), and, in accordance therewith, file annual, quarterly and special reports, proxy statements and other information with the SEC. These documents may be accessed through the SEC s Electronic Data Gathering, Analysis and Retrieval system, or EDGAR, via electronic means, including the SEC s home page on the Internet (*www.sec.gov*).

We have the authority to designate and issue more than one class or series of stock having various preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption. See Description of Securities. We will furnish a full statement of the relative rights and preferences of each class or series of our stock which has been so designated and any restrictions on the ownership or transfer of our stock to any stockholder upon request and without charge. Written requests for such copies should be directed to HubSpot, Inc., 25 First Street, Cambridge, MA 02141, Attention: General Counsel, or by telephone request to (888) 482-7768. Our website is located at *http://www.hubspot.com*. Information contained on our website is not incorporated by reference into this prospectus and, therefore, is not part of this prospectus or any accompanying prospectus supplement.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to incorporate by reference much of the information we file with the SEC, which means that we can disclose important information to you by referring you to those publicly available documents. The information that we incorporate by reference in this prospectus is considered to be part of this prospectus. Because we are incorporating by reference future filings with the SEC, this prospectus supplement is continually updated and those future filings may modify or supersede some of the information included or incorporated in this prospectus. This means that you must look at all of the SEC filings that we incorporate by reference to determine if any of the statements in this prospectus or in any document previously incorporated by reference have been modified or superseded. This prospectus incorporates by reference the documents listed below (File No. 001-36680) and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (in each case, other than those documents or the portions of those documents not deemed to be filed) between the date of this prospectus and the termination of this offering:

Annual Report on Form 10-K for the year ended December 31, 2018, as filed with the SEC on February 12, 2019; and

The description of our common stock contained in our registration statement on Form 8-A, which was filed with the SEC on October 6, 2014, including any amendment or report filed for the purpose of updating such description.

You may request a copy of these filings, at no cost, by contacting us, either orally or in writing, at the following:

HubSpot, Inc.

25 First Street

Cambridge, Massachusetts 02141

Phone: (888) 482-7768

investors@hubspot.com

Attn: Investor Relations

You may also access these documents free of charge on the SEC s website at *www.sec.gov* or on our website at *www.hubspot.com*. The information contained in, or that can be accessed through, our website is not part of this prospectus.

This prospectus is part of a registration statement we filed with the SEC. We have incorporated exhibits into this registration statement. You should read the exhibits carefully for provisions that may be important to you.

We have not authorized anyone to provide you with information other than what is incorporated by reference or provided in this prospectus or any prospectus supplement. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus or in the documents incorporated by reference is accurate as of any date other than the date on the front of this prospectus or those documents.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus, any applicable prospectus supplement, any related free writing prospectus, and the information incorporated by reference herein and therein contain statements that are not historical facts and are considered forward-looking within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These forward-looking statements contain projections of our future results of operations or of our financial position or state other forward-looking information. In some cases, you can identify these statements by forward-looking words such as may, will, could, should, would, expect, intend, plan, anticipate, believe, estimate, predict continue, or the negative of such words or other similar words or phrases. We believe that it is important to communicate our future expectations to our investors. However, there may be events in the future that we are not able to accurately predict or control and that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements.

These forward-looking statements are neither promises nor guarantees of future performance due to a variety of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those indicated by these forward-looking statements, including, without limitation the risk factors and cautionary statements described in other documents that we file from time to time with the SEC, specifically under Item 1A: Risk Factors and elsewhere in our most recent Annual Report on Form 10-K for the year ended December 31, 2018 and our Current Reports on Form 8-K, and the section of any accompanying prospectus supplement entitled Risk Factors.

Given these uncertainties, you should not place undue reliance on these forward-looking statements. These forward-looking statements speak only as of the date on which the statements were made and are not guarantees of future performance. Except as may be required by applicable law, we do not undertake or intend to update any forward-looking statements after the date of this prospectus or the respective dates of documents incorporated by reference herein that include forward-looking statements.

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RISK FACTORS

Investing in our securities involves a high degree of risk. You should carefully consider the risks described in the documents incorporated by reference in this prospectus and any prospectus supplement, as well as other information we include or incorporate by reference into this prospectus and any applicable prospectus supplement, before making an investment decision. Our business, financial condition or results of operations could be materially adversely affected by the materialization of any of these risks. The trading price of our securities could decline due to the materialization of any of these risks, and you may lose all or part of your investment. This prospectus and the documents incorporated herein by reference also contain forward-looking statements that involve risks and uncertainties. Actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks described in the documents incorporated herein by reference, including (i) our most recent Annual Report on Form 10-K, which is on file with the SEC and is incorporated herein by reference, and (ii) other documents we file with the SEC that are deemed incorporated by reference into this prospectus.

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ABOUT THE COMPANY

We provide a cloud-based marketing, sales and customer service software platform, which we refer to as our Software Platform, that enables businesses to deliver an inbound experience. An inbound marketing, sales and customer service experience attracts, engages and delights customers by being more relevant, more helpful, more personalized and less interruptive than traditional marketing, sales and customer service tactics. Our Software Platform features integrated applications to help businesses attract visitors to their websites, convert visitors into leads, close leads into customers and delight customers so that they become promoters of those businesses. These integrated applications include social media, search engine optimization, blogging, website content management, marketing automation, email, sales productivity, customer relationship management (CRM), analytics, reporting, helpdesk, chat, and knowledge base.

HubSpot, Inc. was formed as a limited liability company in Delaware in April 2005 and converted to a Delaware corporation in June 2007. Our principal executive offices are located at 25 First Street, Cambridge, Massachusetts, 02141. Our Internet address is *www.hubspot.com*. The information on, or that can be accessed through, our website does not constitute part of this prospectus, and you should not rely on any such information in making the decision whether to purchase our common stock. Our common stock trades on the New York Stock Exchange under the symbol HUBS.

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DESCRIPTION OF SECURITIES

We may offer shares of our common stock and preferred stock, various series of warrants to purchase common stock or preferred stock, debt securities, in one or more series, as either senior or subordinated debt or as senior or subordinated convertible debt, or any combination thereof from time to time in one or more offerings under this prospectus at prices and on terms to be determined at the time of any offering. This prospectus provides you with a general description of the securities we may offer. Each time we offer a type or series of securities under this prospectus, we will provide a prospectus supplement and/or free writing prospectus that will describe the specific amounts, prices and other important terms of the securities.

Common Stock. We may issue and/or sell, as applicable, shares of our common stock from time to time. Holders of shares of our common stock are entitled to one vote for each share held of record on all matters to be voted on by stockholders and do not have cumulative voting rights. Subject to the preferences that may be applicable to any then-outstanding preferred stock, the holders of our outstanding shares of common stock are entitled to receive dividends, if any, as may be declared from time to time by our board of directors out of legally available funds. In the event of our liquidation, dissolution or winding up, holders of our common stock will be entitled to share ratably in the net assets legally available for distribution to stockholders after the payment of all of our debts and other liabilities, subject to the satisfaction of any liquidation preference granted to the holders of any outstanding shares of preferred stock.

Preferred Stock. We may issue shares of our preferred stock from time to time, in one or more series. Our board of directors will determine the rights, preferences and privileges of the shares of each wholly unissued series, and any qualifications, limitations or restrictions thereon, including dividend rights, conversion rights, preemptive rights, terms of redemption or repurchase, liquidation preferences, sinking fund terms and the number of shares constituting any series or the designation of any series. Convertible preferred stock will be convertible into our common stock or exchangeable for other securities. Conversion may be mandatory or at the holder s option and would be at prescribed conversion rates.

If we sell any series of preferred stock under this prospectus, we will fix the rights, preferences and privileges of the preferred stock of such series, as well as any qualifications, limitations or restrictions thereon, in the certificate of designation relating to that series. We will file as an exhibit to the registration statement of which this prospectus is a part, or will incorporate by reference from reports that we file with the SEC, the form of any certificate of designation that describes the terms of the series of preferred stock we are offering before the issuance of that series of preferred stock. We urge you to read the applicable prospectus supplement and any free writing prospectus that we may authorize to be provided to you related to the series of preferred stock being offered, as well as the complete certificate of designation that contains the terms of the applicable series of preferred stock.

Warrants. We may issue warrants for the purchase of common stock and/or preferred stock in one or more series. We may issue warrants independently or together with common stock and/or preferred stock, and the warrants may be attached to or separate from these securities. We urge you to read the applicable prospectus supplement and any free writing prospectus that we may authorize to be provided to you related to the particular series of warrants being offered, as well as the complete warrant agreements and warrant certificates that contain the terms of the warrants. Forms of the warrant agreements and forms of warrant certificates containing the terms of the warrants being offered will be filed as exhibits to the registration statement of which this prospectus is a part or will be incorporated by reference from reports that we file with the SEC.

We will evidence each series of warrants by warrant certificates that we will issue. Warrants may be issued under an applicable warrant agreement that we enter into with a warrant agent. We will indicate the name and address of the warrant agent, if applicable, in the prospectus supplement relating to the particular series of warrants being offered.

Units. We may issue, in one or more series, units consisting of common stock, preferred stock, and/or warrants for the purchase of common stock and/or preferred stock in any combination. We urge you to read the applicable prospectus supplement and any free writing prospectus that we may authorize to be provided to you related to the series of units being offered, as well as the complete unit agreement that contains the terms of the units. We will file as exhibits to the registration statement of which this prospectus is a part, or will incorporate by reference from reports that we file with the SEC, the form of unit agreement and any supplemental agreements that describe the terms of the series of units we are offering before the issuance of the related series of units.

We will evidence each series of units by unit certificates that we will issue. Units may be issued under a unit agreement that we enter into with a unit agent. We will indicate the name and address of the unit agent, if applicable, in the prospectus supplement relating to the particular series of units being offered.

Debt Securities. We may issue debt securities, in one or more series, as either senior or subordinated debt or as senior or subordinated convertible debt. In this prospectus, we have summarized certain general features of the debt securities. We urge you, however, to read the applicable prospectus supplement and any free writing prospectus that we may authorize to be provided to you related to the particular series of debt securities being offered, as well as the complete indenture that contains the terms of the debt securities. We will file as exhibits to the registration statement of which this prospectus is a part, the form of indenture and any supplemental agreements that describe the terms of the series of debt securities we are offering before the issuance of the related series of debt securities.

We may evidence each series of debt securities we will issue by an indenture that we enter into with a trustee. We will indicate the name and address of the trustee, if applicable, in the prospectus supplement relating to the particular series of debt securities being offered.

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USE OF PROCEEDS

Except as described in any prospectus supplement or in any related free writing prospectus that we may authorize to be provided to you, the net proceeds received by us from our sale of the securities described in this prospectus will be added to our general funds and will be used for our general corporate purposes. From time to time, we may engage in additional public or private financings of a character and amount which we may deem appropriate.

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PLAN OF DISTRIBUTION

We may sell securities:

- through underwriters;
- on any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale;
- in the over-the-counter market;
- in transactions other than on these exchanges or systems or in the over-the-counter market;
- through dealers;
- through agents;
- directly to purchasers;
- privately negotiated transactions;
- an exchange distribution in accordance with the rules of the applicable exchange;
- in at the market offering , within the meaning of Rule 415(a)(4) of the Securities Act; or
- through a combination of any of these methods or any other method permitted by law.

We will identify the specific plan of distribution, including any underwriters, dealers, agents or direct purchasers and their compensation in the applicable prospectus supplement.

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LEGAL MATTERS

The validity of the securities being offered by this prospectus will be passed upon by Goodwin Procter LLP, Boston, Massachusetts.

EXPERTS

The financial statements and management s assessment of the effectiveness of internal control over financial reporting (which is included in Management s Report on Internal Control over Financial Reporting) incorporated in this prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2018 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

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PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following table sets forth the estimated costs and expenses, other than underwriting discounts and commissions, in connection with the issuance and distribution of the securities registered hereby. The registrant is deferring payment of the registration fee in reliance on Rule 456(b) and Rule 457(r) under the Securities Act. All the amounts shown are estimates.

	Amount to be Paid
SEC registration fee	$ (1)
NYSE listing fee	(2)
Accountants fees and expenses	(2)
Legal fees and expenses	(2)
Trustee and Transfer Agent fees and expenses	(2)
Printing fees	(2)
Miscellaneous	(2)
Total	$ (2)

(1) Omitted because the registration fee is being deferred pursuant to Rule 456(b) and Rule 457(r) under the Securities Act.
(2) These fees and expenses depend on the securities offered and the number of issuances and accordingly cannot be estimated at this time and will be reflected in the applicable prospectus supplement.

Item 15. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a corporation s board of directors to grant, and authorizes a court to award, indemnity to officers, directors, and other corporate agents.

Our amended and restated certificate of incorporation contains provisions that limit the liability of our directors for monetary damages to the fullest extent permitted by Delaware law. Consequently, our directors will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for the following:

- any breach of their duty of loyalty to our company or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;

- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or

- any transaction from which they derived an improper personal benefit.

Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of our directors will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

In addition, our amended and restated bylaws provide that we will indemnify, to the fullest extent permitted by law, any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was one of our directors or officers or is or was serving at our request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. Our amended and restated bylaws provide that we may indemnify to the fullest extent permitted by law any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was one of our employees or agents or is or was serving at our request as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Our amended and restated bylaws also provide that we must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action or proceeding, subject to very limited exceptions.

Further, we have entered into indemnification agreements with each of our directors and executive officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements require us, among other things, to indemnify our directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements also require us to advance all expenses incurred by the directors and executive officers in investigating or defending any such action, suit or proceeding. We believe that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers.

The limitation of liability and indemnification provisions that are included in our amended and restated certificate of incorporation, amended and restated bylaws and in indemnification agreements that we have entered into with our directors and executive officers may discourage stockholders from bringing a lawsuit against our directors and executive officers for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against our directors and executive officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder s investment may be harmed to the extent that we pay the costs of settlement and damage awards against directors and executive officers as required by these indemnification provisions. At present, we are not aware of any pending litigation or proceeding involving any person who is or was one of our directors, officers, employees or other agents or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, for which indemnification is sought, and we are not aware of any threatened litigation that may result in claims for indemnification.

We have obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to our directors and executive officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or executive officer, including claims relating to public securities matters, and to us with respect to payments that may be made by us to these directors and executive officers pursuant to our indemnification obligations or otherwise as a matter of law.

In any underwriting agreement we enter into in connection with the sale of common stock being registered hereby, the underwriters will agree to indemnify, under certain conditions, us, our directors, our officers and persons who control us within the meaning of the Securities Act of 1933, as amended, against certain liabilities.

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Item 16. Exhibits.

Exhibit No.	Description
1.1*	Form of Underwriting Agreement
3.1	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company s Annual Report on Form 10-K filed on February 24, 2016 (File No. 001-36680))
3.2	Second Amended and Restated By-Laws of the Company (incorporated by reference to Exhibit 3.1 to the Company s Current Report on Form 8-K filed on April 25, 2018 (File No. 001-36680))
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to HubSpot, Inc. s Amendment No. 1 to Registration Statement on Form S-1 filed on September 26, 2014 (SEC File No. 333-198333))
4.2	Amended and Restated Investors Rights Agreement dated as of July 23, 2012 by and among the Company and the investors listed therein (incorporated by reference to Exhibit 4.2 to the Company s Registration Statement on Form S-1 filed on August 25, 2014 (SEC File No. 333-198333))
4.3*	Specimen Preferred Stock Certificate and Form of Certificate of Designations of Preferred Stock
4.4*	Form of Common Stock Warrant Agreement and Warrant Certificate
4.5*	Form of Preferred Stock Warrant Agreement and Warrant Certificate
4.6*	Form of Unit Agreement
4.7	Form of Indenture
4.8*	Form of Debt Security
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
24.1	Power of Attorney (included on signature page)
25.1**	Form T-1 Statement of Eligibility of Trustee for Indenture under the Trust Indenture Act of 1939

* To be filed, if necessary, subsequent to the effectiveness of this registration statement by incorporation by reference pursuant to a Current Report on Form 8-K in connection with an offering of securities.

** To be filed pursuant to Section 305(b)(2) of the Trust Indenture Act of 1939, as amended.

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Item 17. Undertakings.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission, or the Commission, pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(A)

Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act, each filing of the registrant s annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan s annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(7) That, for purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b) (1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(8) That, for the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(9) To file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Trust Indenture Act.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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EXHIBIT INDEX

Exhibit No.	Description
1.1*	Form of Underwriting Agreement
3.1	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company s Annual Report on Form 10-K filed on February 24, 2016 (File No. 001-36680))
3.2	Second Amended and Restated By-Laws of the Company (incorporated by reference to Exhibit 3.1 to the Company s Current Report on Form 8-K filed on April 25, 2018 (File No. 001-36680))
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to HubSpot, Inc. s Amendment No. 1 to Registration Statement on Form S-1 filed on September 26, 2014 (SEC File No. 333-198333))
4.2	Amended and Restated Investors Rights Agreement dated as of July 23, 2012 by and among the Company and the investors listed therein (incorporated by reference to Exhibit 4.2 to the Company s Registration Statement on Form S-1 filed on August 25, 2014 (SEC File No. 333-198333))
4.3*	Specimen Preferred Stock Certificate and Form of Certificate of Designations of Preferred Stock
4.4*	Form of Common Stock Warrant Agreement and Warrant Certificate
4.5*	Form of Preferred Stock Warrant Agreement and Warrant Certificate
4.6*	Form of Unit Agreement
4.7	Form of Indenture
4.8*	Form of Debt Security
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
24.1	Power of Attorney (included on signature page)
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on this 13th day of February, 2019.

HubSpot, Inc.

By: /s/ Brian Halligan
Brian Halligan
Chief Executive Officer and Chairman

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints J.D. Sherman, Kate Bueker and John Kelleher, and each of them singly, as such person s true and lawful attorneys in fact and agents, with full power of substitution and resubstitution, for such person and in such persons s name, place, and stead, in any and all capacities, to sign any and all amendments (including post effective amendments or any abbreviated or subsequent registration statement and any amendments thereto filed pursuant to Rule 462(b) and any supplement to any prospectus included in this registration statement or any such amendment or any abbreviated or subsequent registration statement filed pursuant to Rule 462(b)), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys in fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys in fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Brian Halligan	Chief Executive Officer and Chairman	February 13, 2019
Brian Halligan	(*Principal Executive Officer*)	
/s/ Kate Bueker	Chief Financial Officer (*Principal Financial and Accounting Officer*)	February 13, 2019
Kate Bueker		
/s/ Dharmesh Shah	Director and Chief Technology Office	February 13, 2019
Dharmesh Shah		
/s/ Ron Gill	Director	February 13, 2019

Ron Gill		
/s/ Julie Herendeen	Director	February 13, 2019
Julie Herendeen		
/s/ Lorrie Norrington	Director	February 13, 2019
Lorrie Norrington		

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/s/ Michael Simon Michael Simon	Director	February 13, 2019
/s/ Jay Simons Jay Simons	Director	February 13, 2019
/s/ Avanish Sahai Avanish Sahai	Director	February 13, 2019
/s/ Jill Ward Jill Ward	Director	February 13, 2019

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27,300

Total current liabilities

117,522,000

89,904,400

Long-term debt, net of current portion

—

2,300

Other long-term liabilities

1,470,100

1,465,400

Total liabilities

118,992,100

91,372,100

Shareholders' equity:

Preferred stock, $0.01 par value per share, 500,000 shares authorized and no shares issued and outstanding

—

—

Common stock, $0.01 par value per share, 15,000,000 shares authorized, 14,161,026 shares issued and 8,439,528 shares outstanding as of September 30, 2018, and 14,111,703 shares issued and 8,396,537 shares outstanding as of April 1, 2018

99,500

99,000

Additional paid-in capital

61,729,400

60,611,900

Treasury stock, at cost, 5,721,498 shares as of September 30, 2018 and 5,715,166 shares as of April 1, 2018

(57,614,100)

(57,503,000)

Retained earnings

103,821,700

104,843,700

Total shareholders’ equity

108,036,500

108,051,600

Total liabilities and shareholders' equity

$

227,028,600

$

199,423,700

See accompanying notes.

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TESSCO Technologies Incorporated

Unaudited Consolidated Statements of Income

	Fiscal Quarters Ended		Six Months Ended	
	September 30, 2018	September 24, 2017	September 30, 2018	September 24, 2017
Revenues	$ 158,636,100	$ 145,083,500	$ 309,555,500	$ 285,094,300
Cost of goods sold	127,241,400	115,160,400	247,462,700	226,004,400
Gross profit	31,394,700	29,923,100	62,092,800	59,089,900
Selling, general and administrative expenses	29,477,300	26,674,400	58,438,600	54,555,900
Income from operations	1,917,400	3,248,700	3,654,200	4,534,000
Interest expense, net	244,800	156,500	419,200	225,100
Income before provision for income taxes	1,672,600	3,092,200	3,235,000	4,308,900
Provision for income taxes	481,800	1,318,300	885,800	1,852,100
Net income	$ 1,190,800	$ 1,773,900	$ 2,349,200	$ 2,456,800
Basic earnings per share	$ 0.14	$ 0.21	$ 0.28	$ 0.29
Diluted earnings per share	$ 0.14	$ 0.21	$ 0.27	$ 0.29
Basic weighted-average common shares outstanding	8,429,678	8,365,383	8,420,293	8,357,213
Effect of dilutive options and other equity instruments	166,571	27,614	180,182	40,643
Diluted weighted-average common shares outstanding	8,596,249	8,392,997	8,600,475	8,397,856
Cash dividends declared per common share	$ 0.20	$ 0.20	$ 0.40	$ 0.40

See accompanying notes.

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TESSCO Technologies Incorporated

Unaudited Consolidated Statements of Cash Flows

	Six Months Ended	
	September 30, 2018	September 24, 2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 2,349,200	$ 2,456,800
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	1,838,000	2,031,000
Non-cash stock-based compensation expense	705,300	501,900
Deferred income taxes and other	666,400	218,800
Change in trade accounts receivable	(10,033,000)	(28,205,300)
Change in product inventory	(17,346,300)	(9,244,700)
Change in prepaid expenses and other current assets	(428,900)	(565,100)
Change in trade accounts payable	20,621,300	15,589,200
Change in payroll, benefits and taxes	(2,263,400)	63,900
Change in income and sales tax liabilities	(1,199,800)	391,400
Change in accrued expenses and other current liabilities	1,840,300	(37,800)
Net cash used in operating activities	(3,250,900)	(16,799,900)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property and equipment	(887,300)	(284,100)
Purchases of internal use software licenses	(1,428,500)	(1,179,000)
Net cash used in investing activities	(2,315,800)	(1,463,100)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net borrowings from revolving line of credit	8,906,000	13,278,600
Proceeds from note receivable	—	38,300
Payments on long-term debt	(13,600)	(13,300)
Proceeds from issuance of common stock	137,200	76,400
Cash dividends paid	(3,371,200)	(3,346,600)
Purchases of treasury stock and repurchases of stock from employees	(111,100)	(64,800)
Net cash provided by financing activities	5,547,300	9,968,600
Net decrease in cash and cash equivalents	(19,400)	(8,294,400)
CASH AND CASH EQUIVALENTS, beginning of period	19,400	8,540,100
CASH AND CASH EQUIVALENTS, end of period	$ —	$ 245,700

See accompanying notes.

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TESSCO Technologies Incorporated

Notes to Unaudited Consolidated Financial Statements

Note 1. Description of Business and Basis of Presentation

TESSCO Technologies Incorporated, a Delaware corporation (TESSCO, we, or the Company), architects and delivers innovative product and value chain solutions to support wireless systems. The Company provides marketing and sales services, knowledge and supply chain management, product-solution delivery and control systems utilizing extensive internet and information technology. Approximately 98% of the Company’s sales are made to customers in the United States. The Company takes orders in several ways, including phone, fax, online and through electronic data interchange. Almost all of the Company’s sales are made in United States Dollars.

In management’s opinion, the accompanying interim Consolidated Financial Statements of the Company include all adjustments, consisting only of normal, recurring adjustments, necessary for a fair presentation of the Company’s financial position for the interim periods presented. These statements are presented in accordance with the rules and regulations of the United States Securities and Exchange Commission (the “SEC”). Certain information and footnote disclosures normally included in the Company’s annual financial statements have been omitted from these statements, as permitted under the applicable rules and regulations. The results of operations presented in the accompanying interim Consolidated Financial Statements are not necessarily representative of operations for an entire year. The information included in this Form 10-Q should be read in conjunction with the Consolidated Financial Statements and notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended April 1, 2018.

Note 2. Recently Issued Accounting Pronouncements

Recently issued accounting pronouncements not yet adopted:

In February 2016, the FASB issued Accounting Standards Update (ASU) No. 2016-02, Leases. This ASU requires lessees to recognize most leases on their balance sheets related to the rights and obligations created by those leases. The ASU also requires additional qualitative and quantitative disclosures related to the nature, timing and uncertainty of cash flows arising from leases. The guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted. The Company has identified the full population of leases and does not expect the adoption of the standard to have a material impact on the Consolidated Financial Statements. The standard will be adopted on the first day of the Company’s 2020 fiscal year.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments which amends the impairment model by requiring entities to use a forward-looking approach based on expected losses rather than incurred losses to estimate credit losses on certain types of financial instruments, including trade receivables. This may result in the earlier recognition of allowances for losses. This ASU is effective for periods beginning after December 15, 2019. The company is currently evaluating the impact the adoption of this new standard will have on its Consolidated Financial Statements and will adopt the standard on the first day of the Company’s 2021 fiscal year.

In August 2016, the FASB issued ASU No. 2016-15, Classification of Certain Cash Receipts and Cash Payments. The new standard will change the classification of certain cash payments and receipts within the cash flow statement. Specifically, payments for debt prepayment or debt extinguishment costs, including third-party costs, premiums paid, and other fees paid to lenders that are directly related to the debt prepayment or debt extinguishment, excluding accrued interest, will now be classified as financing activities. Previously, these payments were classified as operating expenses. The guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019, with early adoption permitted, and will be applied retrospectively. The Company does not expect that the adoption of this new standard, on the first day of the Company's 2020 fiscal year, will have a material impact on its Consolidated Financial Statements.

Recently issued accounting pronouncements adopted:

Effective April 2, 2018, the Company adopted the FASB ASU 2014-09, Revenue from Contracts with Customers (Topic 606), and ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of Effective Date, which deferred the effective date of ASU 2014-09 by one year. ASU 2014-09 supersedes the revenue recognition requirements in ASC 605, Revenue Recognition, and is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. It also requires additional disclosure about the nature, amount, timing, and uncertainty of revenue, cash flows arising from customer contracts, including significant judgments and changes in judgments, and assets recognized from costs incurred to obtain or fulfill a contract. The adoption of ASU 2014-09, using the modified retrospective approach, had no significant impact on the timing of revenue recognition, our results of operations, cash flows, or financial position. Revenue continues to be recognized at a point in time for our product sales when products are shipped to or received by the customer depending on the shipping terms.

The Company has changed the presentation of its returns reserve. The amount of expected returns are now recognized as a refund liability within the Accrued Expenses line item of the balance sheet. This liability represents the obligation to return customer consideration. The value of the expected goods returned by customers is now recognized as a return asset within the inventory line item of the balance sheet. The return asset value is initially measured at the former carrying amount in inventory, less any expected costs to recover the goods. The Company expects products returned by customers to be in new and salable condition, as required by our standard terms and conditions, and therefore impairment of the return asset is unlikely. Changes to the return liability are recorded as revenue adjustments and changes to the inventory asset are recorded as cost of goods sold. As of September 30, 2018, the return asset and refund liability amounts were $1.6 million and $2.0 million, respectively. Prior periods were not adjusted to reflect this change.

On December 22, 2017 President Trump signed into law the "Tax Cut and Jobs Act" (the "Tax Act"). In December 2017, the Securities Exchange Commission (SEC) staff issued Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act ("SAB 118"), in response to the Tax Act. SAB 118 allows registrants to include a provisional amount to account for the implications of the Tax Act where a reasonable estimate can be made and requires the completion of the accounting no later than one year from the date of enactment of the Tax Act or December 22, 2018. In its financial statements for the year ended April 1 2018, the Company included a provisional tax benefit estimate of approximately $0.2 million for the re-measurement of its U.S. deferred tax assets and liabilities to a 21% effective tax rate. We continue to evaluate the implications of the Tax Act and have not made any adjustments to the provisional amounts recorded in the prior year. Additional tax impacts from the Tax Act will be recorded as they are identified in the measurement period which will not extend past December 22, 2018. The final impact of the Tax Act may differ from the provisional amounts that have been recognized, due to, among other things, changes in the Company's interpretation of the Tax Act, legislative or administrative actions to clarify the intent of the statutory language provided that differ from the Company's current interpretation, or any updates or changes to estimates utilized to calculate the tax impacts, including changes to estimates for permanently disallowed expenses, of the Tax Act. Additionally, the Company intends to file its 2017 U.S. income tax return in the second half of 2018, which may change our tax basis in temporary differences, and other elements of the income tax effects of the Tax Act estimated as of April 1, 2018. This may result in an adjustment to the tax provision and be reflected as a re-measurement amount recorded in the financial statements during the quarter in which the U.S. tax return is filed.

Note 3. Stock-Based Compensation

The Company's selling, general and administrative expenses for the fiscal quarter and six months ended September 30, 2018 includes $384,800 and $705,300, respectively, of non-cash stock-based compensation expense. The Company's selling, general and administrative expenses for the fiscal quarter and six months ended September 24, 2017 included $254,300 and $501,900, respectively, of non-cash stock-based compensation expense. Stock-based compensation expense is primarily related to our Performance Stock Units (PSUs), Restricted Stock Units (RSUs) and Stock Options, granted or outstanding under the Company's Third Amended and Restated Stock and Incentive Plan (the "1994 Plan").

Performance Stock Units: The following table summarizes the activity under the Company's PSU program under the 1994 Plan, for the first six months of fiscal 2019:

	Six Months Ended September 30, 2018	Weighted Average Fair Value at Grant Date (per unit)
Unvested shares available for issue under outstanding PSUs, beginning of period	67,000	$ 12.65
PSU's Granted	71,000	15.58
PSU's Vested	(14,257)	12.66
PSU's Forfeited/Cancelled	(25,437)	13.46
Unvested shares available for issue under outstanding PSUs, end of period	98,306	$ 14.55

During the first quarter of fiscal 2019, the Compensation Committee of the Company's Board of Directors (the "Compensation Committee") approved the grant of PSUs to select key employees, providing them with the opportunity to earn up to 71,000 shares of the Company's common stock in the aggregate, depending upon whether and to the extent which certain earnings per share targets and other Company and individual performance metrics are met. These not-yet-earned PSUs have a one-year measurement period (fiscal 2019), and assuming the performance metrics are met to a sufficient extent, any shares earned at the end of fiscal 2019 will vest 25% and be issued ratably on or about each of May 1 of 2019, 2020, 2021 and 2022, provided that the respective employees remain employed by the

Company on each such date.

The PSUs cancelled during fiscal 2019 primarily related to the fiscal 2018 grant of PSUs, which had a one-year measurement period (fiscal 2018). These PSUs were cancelled because the applicable fiscal 2018 performance targets were not fully satisfied. Per the provisions of the 1994 Plan, the shares related to these forfeited and cancelled PSUs were added back to the 1994 Plan and became available for future issuance under the 1994 Plan.

If all PSUs granted thus far in fiscal 2019 are assumed to be earned on account of the applicable performance metrics being fully met, total unrecognized compensation costs on these PSUs plus all earned but unvested PSU's would be approximately $1.0 million, as of September 30, 2018, and would be expensed through fiscal 2022. To the extent the maximum number of PSUs granted in fiscal 2019 are not earned, stock-based compensation related to these awards will differ from this amount.

Restricted Stock Units: The Company has made annual RSU awards under the 1994 Plan to its non-employee directors over recent years. On May 10, 2018, the Compensation Committee approved the grant of an aggregate of 18,000 RSUs, ratably to the then five non-employee directors of the Company, and to Robert B. Barnhill, Jr. In addition to this, effective June 6, 2018, Paul J. Gaffney was appointed to the Board of Directors and was granted 3,000 RSUs. These RSU awards to non-employee directors and to Mr. Barnhill provide for the issuance of shares of the Company's common stock in four equal installments, beginning on May 1 of the year following the award and continuing on May first of each of the following three years, provided that the director remains associated with the Company (or meets other criteria as prescribed in the applicable award agreement) on each date.

On August 8, 2017, the Compensation Committee approved the grant of an aggregate of up to 56,000 RSUs to several senior executives. The number of shares earned by a recipient will be determined by multiplying the number of RSUs covered by the award by a fraction, the numerator of which is the cumulative amount of dividends (regular, ordinary and special) declared and paid, per share, on the Common Stock, over an earnings period of up to four years, and the denominator of which is $3.20. Subject to earlier issuance upon the occurrence of certain events (as described in the applicable award agreement), any earned shares are issued and distributed to the recipient upon the fourth anniversary of the award date. As of September 30, 2018, 8,000 of these 56,000 RSUs have been canceled due to employee departures, leaving 48,000 of these RSUs outstanding.

As of September 30, 2018, there was approximately $0.9 million of total unrecognized compensation cost related to all outstanding RSUs, assuming all shares are earned. Unrecognized compensation costs are expected to be recognized ratably over a weighted average period of approximately three years.

PSUs and RSUs are expensed based on the grant date fair value, calculated as the closing price of TESSCO common stock as reported by NASDAQ on the date of grant minus the present value of dividends expected to be paid on the common stock before the award vests, because dividends or dividend-equivalent amounts do not accrue and are not paid on unvested PSUs and RSUs.

The Company now accounts for forfeitures as they occur rather than estimate expected forfeitures. To the extent that forfeitures occur, stock based compensation related to the restricted awards may be different from the Company's expectations.

Stock Options: As summarized below, in the first six months of fiscal 2019, stock options for an aggregate of 49,000 shares of common stock were granted, all under the 1994 Plan. These stock options have exercise prices equal to the market price of the Company's stock on the grant date, and the terms thereof provide for 25% vesting after one year and then 1/36 per month over the following three years. The grant date value of the Company's stock options is determined using the Black-Scholes-Merton pricing model, based upon facts and assumptions existing at the date of grant.

The value of each option at the date of grant is amortized as compensation expense over the service period. This occurs without regard to subsequent changes in stock price, volatility, or interest rates over time, provided the option remains outstanding.

The following tables summarize the pertinent information for outstanding options.

	Six Months Ended September 30, 2018	Weighted Average Fair Value at Grant Date (per unit)
Unvested options, beginning of period	392,500	$ 2.21
Options Granted	49,000	4.70
Options Vested	(96,042)	2.20
Options Forfeited/Cancelled	(15,000)	4.57
Unvested options, end of period	330,458	$ 2.48

Grant Fiscal Year	Options Granted	Option Exercise Price	September 30, 2018 Options Outstanding	Options Exercisable
2019	49,000	$ 17.55	44,000	-
2018	230,000	$ 15.12	160,000	49,792
2017	410,000	$ 12.57	330,000	160,833
2016	100,000	$ 22.64	40,000	31,667
Total			574,000	242,292

Grant Fiscal Year	Expected Stock Price Volatility	Risk-Free Interest rate	Expected Dividend Yield	Average Expected Term	Resulting Black Scholes Value
2019	35.80 %	3.04 %	4.56 %	4.0	$ 4.70
2018	32.63 %	1.96 %	5.34 %	4.0	$ 2.57
2017	32.85 %	1.32 %	6.30 %	4.0	$ 1.85
2016	26.40 %	1.67 %	3.50 %	4.0	$ 3.43

As of September 30, 2018, there was approximately $0.8 million of total unrecognized compensation costs, related to these awards. These unrecognized compensation costs are expected to be recognized ratably over a period of approximately three years.

Note 4. Borrowings Under Revolving Credit Facility

On June 24, 2016, the Company and its primary operating subsidiaries entered into a Credit Agreement (the “Credit Agreement”) with SunTrust Bank, as Administrative Agent and Lender, and Wells Fargo Bank, National Association, as a Lender, for a senior asset based secured revolving credit facility of up to $35 million (the “Revolving Credit Facility”). This replaced our then existing $35 million unsecured revolving credit facility with both SunTrust Bank and Wells Fargo Bank, National Association, which had no outstanding principal balance at the time of replacement. The secured Revolving Credit Facility, as it was initially established, included terms providing for its maturity after five years, on June 24, 2021, and for a $5.0 million sublimit for the issuance of standby letters of credit and a $10.0 million sublimit for swing line loans. Borrowing Availability under the secured Revolving Credit Facility as it was initially established was determined in part in accordance with a Borrowing Base, defined in the Credit Agreement, generally, as 85% of Eligible Receivables minus Reserves, as those terms were defined in the Credit Agreement. The Credit Agreement included financial and other covenants, and pursuant to a related Guaranty and Security Agreement by and among the Company, the other Company affiliate borrowers under the Credit Agreement and other subsidiaries of the Company, referred to collectively as the Loan Parties, and SunTrust Bank, as Administrative Agent, the

Loan Parties' obligations, which included the obligations under the Credit Agreement, were guaranteed by those Loan Parties not otherwise borrowers, and secured by continuing first priority security interests in the Company's and the other Loan Parties' (including both borrowers and guarantors) inventory, accounts receivable and deposit accounts, and in all documents, instruments, general intangibles, letter of credit rights and chattel paper, in each case to the extent relating to inventory and accounts, and all proceeds of the foregoing. The security interests were granted in favor of the Administrative Agent, for the benefit of the Lenders party to the Credit Agreement from time to time. The obligations secured also include certain other obligations of the Loan Parties to the Lenders and their affiliates arising from time to time, relating to swaps, hedges and cash management and other bank products.

On October 19, 2017, the Company and its primary operating subsidiaries, as co-borrowers, and SunTrust Bank, as Administrative Agent and Lender, and Wells Fargo Bank, National Association, as a Lender, entered into an Amended and Restated Credit Agreement (the "Amended and Restated Credit Agreement"). Pursuant to the Amended and Restated Credit Agreement, the Credit Agreement for the secured Revolving Credit Facility was amended and restated in order to, among other things, increase the Company's borrowing limit from up to $35 million to up to $75 million. Capitalized terms used but not otherwise defined in this and the following three paragraphs have the meanings ascribed to each in the Amended and Restated Credit Agreement.

In addition to expanding the Company's borrowing limit, the secured Revolving Credit Facility maturity date was extended to October 19, 2021. The Amended and Restated Credit Agreement otherwise includes representations, warranties, affirmative and negative covenants (including restrictions) and other terms generally consistent with those applicable to the facility as existing prior to the execution and delivery of the Amended and Restated Credit Agreement, but with certain modifications.

Borrowings under the Amended and Restated Credit Agreement initially accrue interest from the applicable borrowing date at an Applicable Rate equal to the Eurodollar Rate plus the Applicable Margin. The Eurodollar Rate is the rate per annum obtained by dividing (i) LIBOR by (ii) a percentage equal to 1.00 minus the Eurodollar Reserve Percentage. When the Applicable Rate is the Eurodollar Rate plus the Applicable Margin, the Applicable Margin is 1.50% if Average Availability is greater than or equal to $15 million, and 1.75% otherwise. On September 30, 2018, the interest rate applicable to borrowings under the secured Revolving Credit Facility was 3.61%. Under certain circumstances, the Applicable Rate is subject to change at the Lenders' option from the Eurodollar Rate plus the Applicable Margin to the Base Rate plus the Applicable Margin. Following an Event of Default, in addition to changing the Applicable Rate to the Base Rate plus the Applicable Margin, the Lenders' may at their option set the Applicable Margin at 0.50% if the Base Rate applies or 1.75% if the Eurodollar Rate applies, and increase the Applicable Rate by an additional 200 basis points. The Applicable Rate adjusts on the first Business Day of each calendar month. The Company is required to pay a monthly Commitment Fee on the average daily unused portion of the Revolving Credit Facility provided for pursuant to the Amended and Restated Credit Agreement, at a per annum rate equal to 0.25%.

In connection with the entering into of the Amended and Restated Credit Agreement, the Company and other Loan Parties, executed and delivered to SunTrust Bank, as Administrative Agent, a Reaffirmation Agreement, pursuant to which the obligations of the Loan Parties under the Guaranty and Security Agreement delivered by them in connection with the secured Revolving Credit Facility as previously existing (including the previously existing guaranty by the Loan Parties not otherwise Borrowers and the previously existing grant by the Company and the other Loan Parties of a continuing first priority security interest in inventory, accounts receivable and deposit accounts, and on all documents, instruments, general intangibles, letter of credit rights, and all proceeds) were ratified and confirmed as respects the Obligations arising under the Amended and Restated Credit Facility from time to time.

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Borrowings may be used for working capital and other general corporate purposes, and as further provided in, and subject to the applicable terms of, the Amended and Restated Credit Agreement. As of September 30, 2018, borrowings under this Revolving Credit Facility totaled $19.7 million and, therefore, the Company had $55.3 million available for borrowing as of September 30, 2018, subject to the Borrowing Base limitation and compliance with the other applicable terms of the Amended and Restated Credit Agreement, including the covenants referenced above. The line of credit has a lockbox arrangement associated with it and therefore the outstanding balance is classified as a current liability on our balance sheet. As of April 1, 2018, borrowings under this Revolving Credit Facility totaled $10.8 million and, therefore, the Company had $64.2 million available on its revolving line of credit facility as of April 1, 2018.

Note 5. Income Taxes

As of September 30, 2018, the Company had a gross amount of unrecognized tax benefits of $116,200 ($91,800 net of federal benefit). As of April 1, 2018, the Company had a gross amount of unrecognized tax benefits of $112,700 ($87,200 net of federal benefit).

The Company’s accounting policy with respect to interest and penalties related to tax uncertainties is to classify these amounts as part of the provision for income taxes. The total amount of interest and penalties related to tax uncertainties recognized in the consolidated statement of income for the first six months of fiscal 2019 was an expense of $19,800 (net of federal benefit). The cumulative amount included in the consolidated balance sheet as of September 30, 2018 was $265,600 (net of federal benefit). The total amount of interest and penalties related to tax uncertainties recognized in the consolidated statement of income for the first six months of fiscal 2018 was an expense of $24,200 (net of federal benefit). The cumulative amount of interest and penalties included as a liability in the consolidated balance sheet as of April 1, 2018 was $250,500 (net of federal benefit).

A reconciliation of the changes in the gross balance of unrecognized tax benefits, excluding interest, is as follows:

Beginning balance at April 1, 2018 of unrecognized tax benefit	$ 112,700
Increases related to current period tax positions	3,500
Reductions as a result of a lapse in the applicable statute of limitations	—
Ending balance at September 30, 2018 of unrecognized tax benefits	$ 116,200

Note 6. Earnings Per Share

The Company presents the computation of earnings per share (“EPS”) on a basic and diluted basis. Basic EPS is computed by dividing net income by the weighted average number of shares outstanding during the reported period. Diluted earnings per share are computed similarly to basic earnings per share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential additional common shares that were dilutive had been issued. Common shares are excluded from the calculation if they are determined to be anti-dilutive. At September 30, 2018, stock options with respect to 574,000 shares of common stock were outstanding, of which 50,000 were anti-dilutive. At September 24, 2017, stock options with respect to 630,000 shares of common stock were outstanding, of which 290,000 were anti-dilutive. There were no anti-dilutive PSUs or RSUs outstanding as of September 30, 2018 or September 24, 2017, respectively.

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Note 7. Business Segments

The Company evaluates its business within two segments: commercial and retail. The commercial segment consists of the following customer markets: (1) public carriers, that are generally responsible for building and maintaining the infrastructure system and provide airtime service to individual subscribers; and (2) integrators and value-added resellers, which is a newly identified market within our internal structure resulting from the Company's recent implementation of an enhanced go-to-market strategy and the consolidation of our previously identified value-added resellers, government channels and private system operator markets. This new strategy and the corresponding consolidation of these customer markets is expected to increase sales opportunities across the consolidated group as well as provide better coverage to customers and better align territories with supplier partners. In conjunction with our identification of the integrators and value-added resellers as a newly identified market, as described above, market revenue and gross profit as reported for the prior periods reflected in this Quarterly Report on Form 10 Q have been reclassified accordingly.

The retail segment consists of the retail market which includes retailers, independent dealer agents and carriers.

To provide investors with better visibility, the Company also discloses revenue and gross profit by its four product categories:

- Base station infrastructure products are used to build, repair and upgrade wireless telecommunications systems. Products include base station antennas, cable and transmission lines, small towers, lightning protection devices, connectors, power systems, miscellaneous hardware, and mobile antennas. Base station infrastructure service offerings include connector installation, custom jumper assembly, site kitting and logistics integration.

- Network systems products are used to build and upgrade computing and internet networks. Products include fixed and mobile broadband equipment, distributed antenna systems (DAS), wireless networking, filtering systems, two-way radios and security and surveillance products. This product category also includes training classes, technical support and engineering design services.

- Installation, test and maintenance products are used to install, tune, maintain and repair wireless communications equipment. Products include sophisticated analysis equipment and various frequency, voltage- and power-measuring devices, as well as an assortment of tools, hardware, GPS, safety and replacement and component parts and supplies required by service technicians.

- Mobile device accessories include cellular phone and data device accessories such as replacement batteries, cases, speakers, mobile amplifiers, power supplies, headsets, mounts, car antennas, music accessories and data and memory cards. Retail merchandising displays, promotional programs, customized order fulfillment services and affinity-marketing programs, including private label internet sites, complement our mobile devices and accessory product offering.

The Company evaluates revenue, gross profit, and income before provision for income taxes at the segment level. Certain cost of sales and other applicable expenses have been allocated to each segment based on a percentage of revenues and/or gross profit, where appropriate.

Segment activity for the second quarter and first six months of fiscal years 2019 and 2018 are as follows (in thousands):

	Three Months Ended					
	September 30, 2018			September 24, 2017		
	Commercial Segment	Retail Segment	Total	Commercial Segment	Retail Segment	Total
Revenues						
Public Carrier	$ 39,694	$ —	$ 39,694	$ 27,423	$ —	$ 27,423
Integrators and value-added resellers	68,650	—	68,650	70,183	—	70,183
Retail	—	50,292	50,292	—	47,478	47,478
Total revenues	$ 108,344	$ 50,292	$ 158,636	$ 97,606	$ 47,478	$ 145,084
Gross Profit						
Public Carrier	$ 4,780	$ —	$ 4,780	$ 3,777	$ —	$ 3,777
Integrators and value-added resellers	16,912	—	16,912	16,408	—	16,408
Retail	—	9,703	9,703	—	9,738	9,738
Total gross profit	$ 21,692	$ 9,703	$ 31,395	$ 20,185	$ 9,738	$ 29,923
Directly allocable expenses	8,562	4,544	13,106	7,796	3,716	11,512
Segment net profit contribution	$ 13,130	$ 5,159	18,289	$ 12,389	$ 6,022	18,411
Corporate support expenses			16,616			15,319
Income before provision for income taxes			$ 1,673			$ 3,092

	Six Months Ended					
	September 30, 2018			September 24, 2017		
	Commercial Segment	Retail Segment	Total	Commercial Segment	Retail Segment	Total
Revenues						
Public Carrier	$ 80,054	$ —	$ 80,054	$ 54,021	$ —	$ 54,021
Integrators and value-added resellers	134,197	—	134,197	134,709	—	134,709
Retail	—	95,304	95,304	—	96,364	96,364
Total revenues	$ 214,251	$ 95,304	$ 309,555	$ 188,730	$ 96,364	$ 285,094
Gross Profit						
Public Carrier	$ 10,406	$ —	$ 10,406	$ 7,905	$ —	$ 7,905
Integrators and value-added resellers	32,829	—	32,829	31,980	—	31,980

Retail	—	18,858	18,858	—	19,205	19,205
Total gross profit	$ 43,235	$ 18,858	$ 62,093	$ 39,885	$ 19,205	$ 59,090
Directly allocable expenses	16,643	8,353	24,996	16,318	7,466	23,784
Segment net profit contribution	$ 26,592	$ 10,505	37,097	$ 23,567	$ 11,739	35,306
Corporate support expenses			33,862			30,997
Income before provision for income taxes			$ 3,235			$ 4,309

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Supplemental revenue and gross profit information by product category for the second quarter and first six months of fiscal years 2019 and 2018 are as follows (in thousands):

	Three Months Ended	
	September 30, 2018	September 24, 2017
Revenues		
Base station infrastructure	$ 75,515	$ 59,448
Network systems	22,564	29,180
Installation, test and maintenance	8,891	7,679
Mobile device accessories	51,666	48,777
Total revenues	$ 158,636	$ 145,084
Gross Profit		
Base station infrastructure	$ 15,534	$ 14,086
Network systems	3,561	3,921
Installation, test and maintenance	1,803	1,433
Mobile device accessories	10,497	10,483
Total gross profit	$ 31,395	$ 29,923

	Six Months Ended	
	September 30, 2018	September 24, 2017
Revenues		
Base station infrastructure	$ 149,829	$ 118,518
Network systems	45,341	53,017
Installation, test and maintenance	16,322	14,671
Mobile device accessories	98,063	98,888
Total revenues	$ 309,555	$ 285,094
Gross Profit		
Base station infrastructure	$ 31,250	$ 28,143
Network systems	7,224	7,750
Installation, test and maintenance	3,276	2,852
Mobile device accessories	20,343	20,345
Total gross profit	$ 62,093	$ 59,090

Note 8. Shares Withheld

The Company withholds shares of common stock from its employees and directors at their request, equal to the minimum federal and state tax withholdings related to vested PSUs, stock option exercises and vested RSUs. For the six months ended September 30, 2018 and September 24, 2017, the aggregate value of the shares withheld totaled $111,100 and $64,800, respectively.

Note 9. Concentration of Risk

The Company's future results could be negatively impacted by the loss of certain customer and/or vendor relationships.

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For the fiscal quarters and six months ended September 30, 2018 and September 24, 2017, no customer accounted for more than 10.0% of total consolidated revenues.

For the fiscal quarter ended September 30, 2018, sales of products purchased from the Company's largest wireless infrastructure supplier and mobile device accessories supplier accounted for 17.0% and 7.8% of consolidated revenue, respectively. For the fiscal quarter ended September 24, 2017, sales of products purchased from the Company's largest wireless infrastructure supplier and largest mobile device accessories supplier accounted for 10.3% and 7.9% of consolidated revenue, respectively.

For the six months ended September 30, 2018, sales of products from the Company's largest wireless infrastructure supplier and mobile device accessories supplier accounted for 15.6% and 7.9% of consolidated revenue, respectively. For the six months ended September 24, 2017, sales of products from the Company's largest wireless infrastructure supplier and largest mobile device accessories supplier accounted for 11.0% and 10.5% of consolidated revenue, respectively.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations. This commentary should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations from the Company's Annual Report on Form 10-K for the fiscal year ended April 1, 2018.

Business Overview and Environment

TESSCO architects and delivers innovative product and value chain solutions to support wireless broadband systems. Although we sell products to customers in many countries, approximately 98% of our sales are made to customers in the United States. We have operations and office facilities in Hunt Valley, Maryland, Reno, Nevada and San Antonio, Texas.

The Company evaluates its business within two segments: commercial and retail. The commercial segment consists of the following customer markets: (1) public carriers, that are generally responsible for building and maintaining the infrastructure system and provide airtime service to individual subscribers; and (2) integrators and value-added resellers, which is a newly identified market within our internal structure resulting from the implementation of an enhanced go-to-market strategy and the consolidation of our previously identified value-added resellers, government channels and private system operator markets. This new strategy and the corresponding consolidation of these customer markets is expected to increase sales opportunities across this consolidated group as well as provide better coverage to customers and better align territories with supplier partners. The retail segment consists of the retail market which includes retailers, independent dealer agents and carriers.

We offer a wide range of products that are classified into four product categories: base station infrastructure; network systems; installation, test and maintenance; and mobile device accessories. Base station infrastructure products are used to build, repair and upgrade wireless telecommunication systems. Sales of traditional base station infrastructure products, such as base station radios, cable and transmission lines and antennas are in part dependent on capital spending in the wireless communications industry. Network systems products are used to build and upgrade computing and internet networks. We have also been growing our offering of wireless broadband, distributed antennas systems (DAS), network equipment, security and surveillance products, which are not as dependent on the overall capital spending of the industry. Installation, test and maintenance products are used to install, tune, and maintain wireless communications equipment. This category is made up of sophisticated analysis equipment and various frequency, voltage and power-measuring devices, replacement parts and components as well as an assortment of tools, hardware and supplies required by service technicians. Mobile device accessories products include cellular phone and data device accessories.

Our second quarter fiscal 2019 revenue increased by 9.3% compared to the second quarter of fiscal 2018. We experienced second quarter fiscal 2019 revenue growth within our commercial segments of 11.0% and an increase in revenue in the retail segment of 5.9%, as compared to the second fiscal quarter of 2018. The growth in our commercial segment was driven by increases in our public carrier markets on account of increased sales to Tier 1 carriers and associated contractors. For the retail segment, year over year, revenue increased due, in part, to successful execution of the iPhone XS and the XS Max launches as well as growth in Ventev mobile device accessory sales. On the product side, revenue increased in our base station infrastructure, installation, test and maintenance and mobile device accessories categories by 27.0%, 15.8%, and 5.9% respectively. Revenue decreased in our network systems category by 22.7%, for the second quarter of fiscal 2019, compared to the same quarter last year.

Our second quarter fiscal year 2019 gross profit increased by 4.9%, compared to the second quarter of fiscal year 2018. The increase in gross profit was primarily the result of the increase in revenue discussed above.

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Gross margin for the second quarter fiscal year 2019 and fiscal year 2018 was 19.8% and 20.6% respectively. The primary reason for the decrease in margin is higher freight expenses and changes in customer mix associated with the large increase in public carrier revenues. The freight increases are related to the growth in project business, primarily in the carrier market as well as a higher portion of international air shipments of Ventev inventory. Selling, General and Administrative expenses for the second quarter fiscal year 2019 were up 11% compared to the second quarter fiscal year 2018. The increase is related to increased freight costs and other variable operations costs primarily related to our large carriers and retail customers. As a result of the factors discussed above, net income decreased by 32.9% and diluted earnings per share decreased by 33.3% compared to the prior-year quarter.

Our ongoing ability to earn revenues and gross profits from customers and vendors looking to us for product and supply chain solutions depends upon a number of factors. The terms, and accordingly the factors, applicable to each relationship often differ. Among these factors are the strength of the customer's or vendor's business, the supply and demand for the product or service, including price stability, changing customer or vendor requirements, and our ability to support the customer or vendor and to continually demonstrate that we can improve the way they do business. In addition, the agreements or arrangements on which our customer and vendor relationships are based are typically of limited duration, typically do not include any obligation in respect of any specific product purchase or sale and are terminable by either party upon several months or otherwise relatively short notice. Because of the nature of our business, we have been affected from time to time in the past by the loss and changes in the business habits of significant customer and vendor relationships, and we may continue to be so affected in the future. Our customer relationships could also be affected by wireless carrier consolidation or the overall global economic environment.

The wireless communications distribution industry is competitive and fragmented and is comprised of several national distributors. In addition, many manufacturers sell direct. Barriers to entry for distributors are relatively low, particularly in the mobile devices and accessories market, and the risk of new competitors entering the marketplace is high. Consolidation of larger wireless carriers has and will most likely continue to impact our current and potential customer base. Our ability to maintain customer and vendor relationships is subject to competitive pressures and challenges. We believe, however, that our strength in service, the breadth and depth of our product offering, our information technology system, industry experience and knowledge, and our large customer base and purchasing relationships with approximately 440 manufacturers, provide us with a significant competitive advantage over new entrants to the marketplace.

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Results of Operations

Second Quarter of Fiscal Year 2019 Compared with Second Quarter of Fiscal Year 2018

Total Revenues. Revenues for the second quarter of fiscal 2019 increased 9.3% compared with the second quarter of fiscal 2018. Revenues in our public carrier market increased by 44.7% and revenues in the retail market increased by 5.9%. This growth was primarily driven by our ability to expand market share with Tier 1 Carrier installers and contractors. The growth in our public carrier and retail markets was partially offset by a 2.2% decline in sales to the newly identified integrator and value-added reseller market, created when implementing our enhanced go-to-market strategy and reflecting the consolidation of our previously identified value-added resellers, government channels and private system operator markets. This new structure is expected to enhance sales opportunities across the consolidated group as well as provide better coverage to the customers and better align territories with supplier partners.

Total Gross Profit. Gross profit for the second quarter of fiscal 2019 increased by 4.9% compared to the second quarter of fiscal 2018. Overall gross profit margin decreased slightly from 20.6% in the second quarter of fiscal 2018 to 19.8% in the second quarter of fiscal 2019. This decline was caused primarily due to higher freight expenses and change in customer mix. Within our commercial segment, gross profit in our public carrier, and integrators and value-added reseller markets increased by 26.6%, and 3.1%, respectively. We continue to experience margin compression within the public carrier market because of increases in sales with larger customers. Within our retail market, gross profit decreased by 0.4% in the second quarter of fiscal 2019 as compared to 2018, due to higher freight costs, particularly air freight from foreign vendors.

As discussed above under the heading “Business Overview and Environment,” our ongoing ability to earn revenues and gross profits from customers and vendors depends upon a number of factors which often differ for each relationship. Agreements or arrangements on which these relationships are based typically do not include any obligation in respect of any specific product purchase or sale, are of limited duration, and are terminable by either party upon relatively short notice. We have been affected from time to time in the past by the loss and changes in the business habits of significant customer and vendor relationships, and we may continue to be so affected in the future.

Selling, General and Administrative Expenses. Total selling, general and administrative expenses increased by $2.8 million for the second quarter of fiscal 2019, compared to the second quarter of fiscal 2018. Selling, general and administrative expenses as a percentage of revenues increased from 18.4% for the second quarter of fiscal 2018, to 18.6% for the second quarter of fiscal 2019.

The increase in our selling, general and administrative expenses was mainly due to the increase in freight cost and other variable operations costs primarily related to the large carrier and retail customers. In addition to that, there was an increase of $0.6 million in bad debt expense, an increase of $0.3 million in information technology infrastructure to support our sales initiatives, and an increase of $0.3 million in health care costs, during the second quarter of fiscal 2019 as compared to the second quarter of fiscal 2018.

We continually evaluate the credit worthiness of our existing customer receivable portfolio and provide an appropriate reserve based on this evaluation. We also evaluate the credit worthiness of prospective and current customers and make decisions regarding extension of credit terms to such customers based on this evaluation. We incurred bad debt expense of $665,100 and $16,900 for the three months ended September 30, 2018 and September 24, 2017, respectively. There were a few isolated incidences which resulted in a higher than usual bad debt expense during the second quarter of fiscal 2019. In addition, the bad debt expense for the same period of the prior year was unusually low.

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Interest, Net. Net interest expense increased from $156,500 for the second quarter of fiscal 2018 to $244,800 for the second quarter of fiscal 2019. Increased focus on business opportunities for sales to our public carrier customers has required us to maintain increased inventory and accounts receivable levels, and at times has resulted in increased borrowings and interest expense under our Revolving Credit Facility (discussed in Note 4 to our Consolidated Financial Statements, included in this Quarterly Report on Form 10-Q). We expect this higher level of interest expense to continue for at least the next several quarters.

Income Taxes, Net Income and Diluted Earnings per Share. The effective tax rate decreased from 42.6% for the second quarter of fiscal 2018 to 28.8% for the second quarter of fiscal 2019. The effective tax rate for the second quarter of fiscal 2019 was lower primarily due to a change in tax law. The annual federal rate has dropped from 35% to 21% due to the Tax Act. Net income decreased 32.9% and diluted earnings per share decreased 33.3% for the second quarter of fiscal 2019, compared to the corresponding prior-year quarter.

First Six Months of Fiscal Year 2019 Compared with First Six Months of Fiscal Year 2018

Total Revenues. Revenues for the first six months of fiscal 2019 increased 8.6% compared with the first six months of fiscal 2018. Within our commercial segment, revenues in our public carrier market increased by 48.2%, largely due to increased spending among Tier 1 carrier and contractors customers, and also due in part to better execution of our selling strategy in this market. As for integrators and value-added reseller market, there is a slight decrease in revenue by 0.4%. The growth in the commercial segment was partially offset by a decline in our retail segment of 1.1% due, in part, to consolidation of our customer base within this market.

Total Gross Profit. Gross profit for the first six months of fiscal 2019 increased by 5.1% compared to the first six months of fiscal 2018. Within our commercial segment, gross profit in our public carriers and integrators and value-added reseller market increased by 31.6% and 2.7%, respectively. This growth in our commercial segment was partially offset by a decrease in our retail segment by 1.8%. Overall gross profit margin decreased from 20.7% in the first six months of fiscal 2018 to 20.1% in the first six months of fiscal 2019. This decline was primarily caused by a change in customer mix, including the increase in lower margin sales in the public carrier market.

As discussed above under the heading “Business Overview and Environment,” our ongoing ability to earn revenues and gross profits from customers and vendors depends upon a number of factors which often differ for each relationship. Agreements or arrangements on which these relationships are based typically do not include any obligation in respect of any specific product purchase or sale, are of limited duration, and are terminable by either party upon relatively short notice. We have been affected from time to time in the past by the loss and changes in the business habits of significant customer and vendor relationships, and we may continue to be so affected in the future.

Selling, General and Administrative Expenses. Total selling, general and administrative expenses increased by $3.9 million for the first six months of fiscal 2019, compared to the first six months of fiscal 2018. Selling, general and administrative expenses as a percentage of revenues decreased from 19.1% for the first six months of fiscal 2018, to 18.9% for the first six months of fiscal 2019.

The increase in our selling, general and administrative expenses was mainly due to the increase in freight cost and other variable operations costs primarily related to the large carrier and retail customers. In addition, information technology expense increased $1.1 million during the first six months of fiscal 2019 as compared to the first six months of fiscal 2018. We continue to invest in our information technology infrastructure to support our sales initiatives.

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Corporate Support expense increased by $1.2 million for the first six months of fiscal 2019, compared to the first six months of fiscal 2018 primarily related to increase in bad debt expense and new product development.

We continually evaluate the credit worthiness of our existing customer receivable portfolio and provide an appropriate reserve based on this evaluation. We also evaluate the credit worthiness of prospective and current customers and make decisions regarding extension of credit terms to such customers based on this evaluation. We incurred bad debt expense of $1,021,300 and $247,900 for the six months ended September 30, 2018 and September 24, 2017, respectively. There were a few isolated incidences during fiscal year 2019 which have resulted in a higher than usual year to date bad debt expense. In addition, the bad debt expense for the same period prior year was unusually low.

Interest, Net. Net interest expense increased from $225,100 for the first six months of fiscal 2018 to $419,200 for the first six months of fiscal 2019. Increased focus on business opportunities for sales to our public carrier customers has required us to maintain increased inventory and accounts receivable levels, and at times has resulted in increased borrowings and interest expense under our Revolving Credit Facility (discussed in Note 4 to our Consolidated Financial statements, included in this Quarterly Report on Form 10-Q). We expect this higher level of interest expense to continue for at least the next several quarters.

Income Taxes, Net Income and Diluted Earnings per Share. The effective tax rate decreased from 43.0% for the first six months of fiscal 2018 to 27.4% for the first six months of fiscal 2019. The effective tax rate for the first six months of fiscal 2019 was lower primarily due to a change in tax law. The annual federal rate has dropped from 35% to 21% due to the Tax Act. Our provision for income taxes decreased by 52.2% compared to the first six months of fiscal 2018, primarily as a result of lower income before provision for income taxes. Net income decreased by 4.4% and diluted earnings per share decreased 6.9% for the first six month of fiscal 2019, compared to the first six months of fiscal 2018.

Liquidity and Capital Resources

The following table summarizes our cash flows provided by or used in operating, investing and financing activities for the six months ended September 30, 2018 and September 24, 2017.

	Six Months Ended	
	September 30, 2018	September 24, 2017

Cash flow used in operating activities	$ (3,250,900)	$ (16,799,900)
Cash flow used in investing activities	(2,315,800)	(1,463,100)
Cash flow provided by financing activities	5,547,300	9,968,600
Net decrease in cash and cash equivalents	$ (19,400)	$ (8,294,400)

We used $3.3 million of net cash in operating activities for the first six months of fiscal 2019, compared with net cash used in operating activities of $16.8 million for the first six months of fiscal 2018. This fiscal 2019 outflow was driven by an increase in accounts receivable and inventory, and partially offset by net income and an increase in accounts payable. Increasing sales to our public carrier customers at times requires significant investments in inventory, and at times results in larger accounts receivable balances. Accounts payable also increased in response to higher inventory levels. Both current and potential opportunities within our public carrier business have required an increase in working capital investments. As such, on October 19, 2017 we entered into the Amended and Restated Credit Agreement, as discussed below, based upon our anticipated borrowing and cash needs.

Net cash used in investing activities of $2.3 million for the first six months of fiscal 2019 was up from expenditures of $1.5 million for the first six months of fiscal 2018. Cash used in both periods was due to capital expenditures largely comprised of investments in information technology.

Net cash provided by financing activities was $5.5 million for the first six months of fiscal 2019, compared to $10.0 million provided in the first six months of fiscal 2018. During the first six months of fiscal 2019 and 2018, we utilized our asset based secured Revolving Credit Facility, leading to a cash inflow of $8.9 million and $13.3 million, respectively. During the first six months of each of fiscal 2019 and fiscal 2018, we had cash outflows of $3.4 million and $3.3 million, respectively, due to cash dividends paid to shareholders.

On October 19, 2017, the Company and its primary operating subsidiaries, as co-borrowers, entered into an Amended and Restated Credit Agreement with the Company's primary lenders. Pursuant to the Amended and Restated Credit Agreement, the Credit Agreement for the secured Revolving Credit Facility previously established in June 2016, was amended and restated in order to, among other things, increase the Company's borrowing limit from up to $35 million to up to $75 million. In addition to expanding the borrowing limit, the Amended and Restated Credit Facility extends the applicable maturity date to October 19, 2021. As of September 30, 2018, we had a $19.7 million balance on the Revolving Credit Facility; therefore, we had $55.3 million available, subject to the Borrowing Base limitations and compliance with the other applicable terms of the Amended and Restated Credit Agreement, including the financial and other covenants discussed in Note 4 to our Consolidated Financial Statements included in this Quarterly Report on Form 10-Q.

In connection with the entering into of the Amended and Restated Credit Agreement, the Company and the other Company affiliate borrowers and subsidiaries, referred to collectively as the Loan Parties, executed and delivered to SunTrust Bank, as Administrative Agent, a Reaffirmation Agreement, pursuant to which the obligations of the Loan Parties under the Guaranty and Security Agreement delivered by the Loan Parties in connection with the secured Revolving Credit Facility as previously existing (including the previously existing guaranty by the Loan Parties not otherwise Borrowers and the previously existing grant by the Company and the other Loan Parties of a continuing first priority security interest in inventory, accounts receivable and deposit accounts, and on all documents, instruments, general intangibles, letter of credit rights, and all proceeds) were ratified and confirmed as respects the Obligations arising under the Amended and Restated Credit Facility from time to time.

On March 31, 2009, we entered into a term loan with the Baltimore County Economic Development Revolving Loan Fund for an aggregate principal amount of $250,000. The term loan is payable in equal monthly installments of principal and interest of $2,300, with the balance due at maturity on April 1, 2019. The term loan bears interest at 2.00% per annum and is secured by a subordinate position on our Hunt Valley, Maryland facility. At September 30, 2018, the principal balance of this term loan was $16,000.

We have made quarterly dividend payments to holders of our common stock since the third quarter of fiscal 2010. Our most recent quarterly cash dividend of $0.20 per share was paid in August 2018. On October 25, 2018, we declared a quarterly cash dividend in the amount of $0.20 per share, payable on November 28, 2018 to shareholders of record as of November 14, 2018.

Any future declaration of dividends and the establishment of any corresponding record and payment dates remains subject to further determination from time to time by the Board of Directors.

We believe that our existing cash, payments from customers and availability under our Revolving Credit Facility will be sufficient to support our operations for at least the next twelve months. To minimize interest

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expense, our policy is to apply excess available cash to reduce the balance outstanding from time to time on our Revolving Credit Facility. Our increased focus over the past several quarters on business opportunities for sales to our public carrier customers led to the recent expansion of our Revolving Credit Facility, and has at times resulted in increased borrowings and dependence on that facility. We expect this trend to continue, although at present we have no plans for any further expansion of the facility. If we were to undertake an acquisition or other major capital purchases that require funds in excess of existing sources of liquidity, we would look to sources of funding from additional credit facilities, debt and/or equity issuances. As of September 30, 2018, we do not have any material capital expenditure commitments.

In addition, our liquidity could be negatively impacted by decreasing revenues and profits resulting from a decrease in demand for our products or a reduction in capital expenditures by our customers, or by the weakened financial conditions of our customers or suppliers, in each case as a result of a downturn in the global economy, among other factors.

Recent Accounting Pronouncements

A description of recently issued and adopted accounting pronouncements is contained in Note 2 to our Consolidated Financial Statements.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based on our unaudited Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions.

For a detailed discussion on our critical accounting policies, please refer to our Annual Report on Form 10-K for the fiscal year ended April 1, 2018.

Off-Balance Sheet Arrangements

We have no material off-balance sheet arrangements.

Forward-Looking Statements

This Quarterly Report on Form 10-Q may contain forward-looking statements. These forward-looking statements may generally be identified by the use of the words “may,” “will,” “expects,” “anticipates,” “believes,” “estimates,” and similar expressions, but the absence of these words or phrases does not necessarily mean that a statement is not forward looking. Forward looking statements involve a number of risks and uncertainties. Our actual results may differ materially from those described in or contemplated by any such forward-looking statement for a variety of reasons, including those risks identified in our most recent Annual Report on Form 10-K, this Quarterly Report on Form 10-Q, and other periodic reports filed with the SEC, under the heading “Risk Factors” and otherwise. Consequently, the reader is cautioned to consider all forward-looking statements in light of the risks to which they are subject.

We are not able to identify or control all circumstances that could occur in the future that may adversely affect our business and operating results. Without limiting the risks that we describe in our periodic reports and elsewhere, among the risks that could lead to a materially adverse impact on our business or operating results are the following: termination or non-renewal of limited duration agreements or arrangements with our vendors and affinity partners that are typically terminable by either party upon several months or otherwise relatively short notice; loss of significant customers or relationships, including affinity relationships; loss of customers either directly or indirectly as a result of consolidation among large wireless service carriers and others within the wireless communications industry; the strength of our customers', vendors' and affinity partners' business; increasingly negative or prolonged adverse economic conditions, including those adversely affecting consumer confidence or consumer or business spending, or otherwise adversely affecting our vendors or customers, including their access to capital or liquidity or our customers' demand for, or ability to fund or pay for, our products and services; our dependence on a relatively small number of suppliers and vendors, which could hamper our ability to maintain appropriate inventory levels and meet customer demand; changes in customer and product mix that affects gross margin; effect of "conflict minerals" regulations on the supply and cost of certain of our products; failure of our information technology system or distribution system; system security or data protection breaches; technology changes in the wireless communications industry, or technological failures, which could lead to significant inventory obsolescence and/or our inability to offer key products that our customers demand; third-party freight carrier interruption; increased competition, including from manufacturers or national and regional distributors of the products we sell and the absence of significant barriers to entry which could result in pricing and other pressures on profitability and market share; our relative bargaining power and inability to negotiate favorable terms with our vendors and customers; our inability to access capital and obtain financing as and when needed; claims against us for breach of the intellectual property rights of third parties; product liability claims; our inability to protect certain intellectual property, including systems and technologies on which we rely; our inability to hire or retain our key professionals, management and staff; and the possibility that, for unforeseen reasons, we may be delayed in entering into or performing, or may fail to enter into or perform, anticipated contracts or may otherwise be delayed in realizing or fail to realize anticipated revenues or anticipated savings.

Available Information

Our internet website address is: www.tessco.com. We make available free of charge through our website, our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13 or 15(d) of the Exchange Act as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the Securities and Exchange Commission. Also available on our Website is our Code of Business Conduct and Ethics.

Item 4. Controls and Procedures.

The Company's management, with the participation of the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act)) as of the end of the period covered by this quarterly report. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Based on the evaluation of these controls and procedures required by Rules 13a-15(b) or 15d-15(b) of the Exchange Act, the Company's management, including the CEO and CFO, have concluded that, as of the end of the period covered by this quarterly report, the Company's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and to provide reasonable assurance that such information is accumulated and communicated to the Company's

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management, including the Company’s CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. During the period covered by this quarterly report, there have been no changes to the Company’s internal control over financial reporting 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.

Lawsuits and claims are filed against us from time to time in the ordinary course of business. We do not believe that any lawsuits or claims currently pending against the Company, individually or in the aggregate, are material, or will have a material adverse effect on our financial condition or results of operations. In addition, from time to time, we are also subject to review from federal and state taxing authorities in order to validate the amounts of income, sales and/or use taxes which have been claimed and remitted.

Item 1A. Risk Factors.

There have been no material changes from the risk factors as previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended April 1, 2018. Nevertheless, information that we have disclosed or will disclose from time to time in our public filings (including this Quarterly Report on Form 10-Q and other periodic reports filed under the Exchange Act) may provide additional data or information relative to our previously disclosed risk factors. We are not able to identify or control all circumstances that could occur in the future that may adversely affect our business and operating results. Additional risks and uncertainties that management is not aware of or focused on, or that management currently deems immaterial may also adversely affect our business, financial position and results of operations.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

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Item 6. Exhibits.

(a) Exhibits:

31.1.1*	Certification of Chief Executive Officer required by Rule 13a–14(a) or 15d–14(a) of the Securities Exchange Act of 1934, as amended pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2.1*	Certification of Chief Financial Officer required by Rule 13a–14(a) or 15d–14(a) of the Securities Exchange Act of 1934, as amended pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1.1*	Certification of periodic report by Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2.1*	Certification of periodic report by Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.1*	The following financial information from TESSCO Technologies, Incorporated's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 formatted in XBRL: (i) Consolidated Statement of Income for the three and six months ended September 30, 2018 and September 24, 2017; (ii) Consolidated Balance Sheet at September 30, 2018 and April 1, 2018; (iii) Consolidated Statement of Cash Flows for the six months ended September 30, 2018 and September 24, 2017; and (iv) Notes to Consolidated Financial Statements.

*Filed herewith

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Signature

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.

		TESSCO Technologies Incorporated
Date: November 9, 2018		
	By:	/s/ Aric M. Spitulnik Aric Spitulnik Chief Financial Officer (principal financial and accounting officer)

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