

MoSys, Inc.
Form 10-K/A
May 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

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

For the Fiscal Year December 31, 2012

or

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

Commission file number: 000-32929

MOSYS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0291941
(IRS Employer
Identification Number)

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3301 Olcott Street
Santa Clara, California 95054
(Address of principal executive offices)

(408) 418-7500

(Registrant's telephone number, including area code)

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

| Title of each class | Name of each exchange on which registered |
|--|---|
| Common Stock, par value \$0.01 per share | Global Market of the NASDAQ Stock Market, LLC |

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

| Title of each class | Name of each exchange on which registered |
|---|---|
| Series AA Preferred Stock, par value \$0.01 per share | None |

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

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

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

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

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

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

Large accelerated filer

Accelerated filer

Smaller reporting company

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Non-accelerated filer
(Do not check if a smaller reporting company)

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

The aggregate market value of the common stock held by non-affiliates of the Registrant, as of June 30, 2012 was \$116,627,970 based upon the last sale price reported for such date on the Global Market of the NASDAQ Stock Market. For purposes of this disclosure, shares of common stock held by persons who beneficially own more than 5% of the outstanding shares of common stock and shares held by officers and directors of the Registrant have been excluded because such persons may be deemed to be affiliates. This determination is not necessarily conclusive.

As of March 1, 2013, 40,391,414 shares of the registrant's common stock, \$0.01 par value per share, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's proxy statement delivered to stockholders in connection with the registrant's 2013 Annual Meeting of Stockholders to be held on or about June 4, 2013 are incorporated by reference into Part III of the Form 10-K to which this amendment relates.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (the **Amendment**) amends the Annual Report on Form 10-K of MoSys, Inc. (**MoSys**, the **Company**, **we** or **us**) for the year ended December 31, 2012, originally filed with the Securities and Exchange Commission on March 12, 2013 (the **Original Report**). We are amending Item 11 of Part III to correct certain amounts in the Director Compensation table and the Summary Compensation table included in the definitive proxy statement on Schedule 14A (the **Proxy Statement**) filed by us with the Securities and Exchange Commission on April 15, 2013 and incorporated by reference into the Original Report. The corrected amounts have been underscored in the respective amended tables below. This Amendment No. 1 does not otherwise modify or update disclosures in the Original Report, or change our previously reported financial statements and other financial disclosures.

DIRECTOR COMPENSATION

The following table summarizes the compensation we paid to our non-employee directors in 2012:

| Name | Option Awards \$(1)(2) | Total (\$) |
|--------------------|-------------------------------|-------------------|
| Tommy Eng | 17,660 | 17,660 |
| Chi-Ping Hsu | 17,660 | 17,660 |
| James D. Kupec | 35,320 | 35,320 |
| Stephen L. Domenik | 201,668 | 201,668 |
| Victor K. Lee | 219,328 | 219,328 |
| Carl E. Berg(3) | | |

(1) Option award amounts reflect the aggregate grant date fair value with respect to stock options granted to the non-employee directors, as determined pursuant to FASB ASC Topic 718. The assumptions used to calculate the aggregate grant date fair value of option awards are set forth in the notes to the audited consolidated financial statements included in our 2012 Annual Report on Form 10-K. These amounts do not reflect actual compensation earned or to be earned by our non-employee directors. Option award amounts consist of: an option granted to Mr. Eng on July 19, 2012 to purchase 20,000 shares, with a grant date fair value of \$17,660; an option granted to Dr. Hsu on July 19, 2012 to purchase 20,000 shares, with a grant date fair value of \$17,660; two options granted to Mr. Kupec on July 19, 2012, each to purchase 20,000 shares and each with a grant date fair value of \$17,660; two options granted to Mr. Domenik on July 19, 2012, one to purchase 120,000 shares, with a grant date fair value of \$184,008, and the other to purchase 20,000 shares, with a grant date fair value of \$17,660; and three options granted to Mr. Lee on July 19, 2012, one to purchase 120,000 shares, with a grant date fair value of \$184,008, and two options to purchase 20,000 shares, each with a grant date fair value of \$17,660.

(2) As of December 31, 2012, our non-employee directors held outstanding options to purchase the following number of shares of our common stock: Tommy Eng, 300,000; Chi-Ping Hsu, 220,000; James D. Kupec, 240,000; Stephen L. Domenik, 140,000 and Victor K. Lee, 160,000.

(3) Mr. Berg served on our board of directors through June 4, 2012.

SUMMARY COMPENSATION TABLE

The following table sets forth compensation information for fiscal years 2012, 2011 and 2010 for each of our named executive officers.

| Name and principal position | Year | Salary (\$) | Option Awards \$(1) | Non-Equity Incentive Plan Compensation (\$) | Total (\$) |
|---|------|----------------|---------------------------|--|---------------|
| Leonard Perham(2) Chief Executive Officer & President | 2012 | 147,443 | | | 147,443 |
| | 2011 | 191,667 | 216,300 | | 407,967 |
| | 2010 | 200,000 | | | 200,000 |
| James Sullivan(3) Chief Financial Officer & Vice President of Finance | 2012 | 209,625 | | | 209,625 |
| | 2011 | 198,047 | 86,120 | | 284,167 |
| | 2010 | 195,000 | 233,359 | | 428,359 |
| Thomas Riordan(4) Chief Operating Officer & Executive Vice President | 2012 | 160,000 | | | 160,000 |
| | 2011 | 100,000 | 1,765,600 | | 1,865,600 |
| David DeMaria(5) Vice President of Business Operations | 2012 | 220,480 | | 49,125 | 269,605 |
| | 2011 | 213,767 | | 25,314 | 239,081 |
| | 2010 | 212,000 | 242,555 | 43,382 | 497,937 |

(1) Option award amounts reflect the aggregate grant date fair value with respect to stock options granted during the years indicated, as determined pursuant to FASB ASC Topic 718. The assumptions used to calculate the aggregate grant date fair value of option awards are set forth in the notes to the audited consolidated financial statements included in our 2012 Annual Report on Form 10-K filed with the SEC on March 11, 2013. These amounts do not reflect actual compensation earned or to be earned by our named executive officers.

(2) In November 2011, Mr. Perham recommended to the Compensation Committee that his annual base salary be reduced from \$200,000 to \$150,000 effective November 1, 2011. The Compensation Committee accepted Mr. Perham's recommendation, and his annual base salary was reduced to \$150,000 effective November 1, 2011.

(3) In November 2011, our Compensation Committee increased Mr. Sullivan's annual base salary to \$209,625, retroactive to July 1, 2011.

(4) Mr. Riordan became our chief operating officer and executive vice president in May 2011.

(5) In November 2011, our Compensation Committee increased Mr. DeMaria's annual base salary to \$220,480, retroactive to July 1, 2011. Mr. DeMaria earned the amounts listed for him in the non-equity incentive plan compensation column for performance in 2010, 2011 and 2012 pursuant to sales commission and other sales incentive plans. Mr. DeMaria resigned his employment with us in January 2013.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 14th day of May 2013.

MOSYS, INC.

By: */s/ LEONARD PERHAM*
 Leonard Perham
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1934, as amended, this report has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|--------------|
| <i>/s/ Leonard Perham</i> Leonard Perham | Chief Executive Officer, President and Director (principal executive officer) | May 14, 2013 |
| <i>/s/ James W. Sullivan</i> James W. Sullivan | Vice President and Chief Financial Officer (principal financial and accounting officer) | May 14, 2013 |
| * Stephen L. Domenik | Director | May 14, 2013 |
| * Tommy Eng | Director | May 14, 2013 |
| * Chi-Ping Hsu | Director | May 14, 2013 |
| * James D. Kupec | Director | May 14, 2013 |
| * Victor K. Lee | Director | May 14, 2013 |
| *By: <i>/s/ James W. Sullivan</i> James W. Sullivan, Attorney-in-Fact | | May 14, 2013 |

Exhibit Index

- 31.1 Rule 13a-14 certification
- 31.2 Rule 13a-14 certification