CREATIVE REALITIES, INC.

FORM 10-Q
(Quarterly Report)

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Address	55 BROADWAY
	9TH FLOOR
	NEW YORK, NY 10006
Telephone	212-324-6660
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2014

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

FOR THE TRANSITION PERIOD FROM ______________ TO ______________

Commission File Number 001-33169

Wireless Ronin Technologies, Inc.
(Exact name of registrant as specified in its charter)

Minnesota	**41-1967918**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

5929 Baker Road, Suite 475, Minnetonka MN 55345
(Address of principal executive offices, including zip code)

(952) 564-3500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 month (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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐	Accelerated filer ☐	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☑

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

As of August 18, 2014, the registrant had 6,536,233 shares of common stock outstanding.

WIRELESS RONIN TECHNOLOGIES, INC.

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PART 1. FINANCIAL INFORMATION

Item 1. Financial Statements

WIRELESS RONIN TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except per share amounts)

	June 30, 2014 (unaudited)	December 31, 2013
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 187	$ 1,484
Accounts receivable, net of allowance of $41 and $35, respectively	944	1,070
Inventories	97	69
Prepaid expenses and other current assets	105	135
Total current assets	1,333	2,758
Property and equipment, net	176	229
Restricted cash	150	50
Other assets	19	20
TOTAL ASSETS	$ 1,678	$ 3,057
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	$ 475	$ 299
Deferred revenue	492	754
Refundable loan advance	150	-
Accrued liabilities	330	421
Total current liabilities	1,447	1,474
Convertible Notes Payable, (net of discount $264)	996	875
	2,443	2,349
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY (DEFICIT)		
Capital stock, $0.01 par value, 66,667 shares authorized		
Preferred stock, 16,667 shares authorized, no shares issued and outstanding	-	-
Common stock, 50,000 shares authorized; 6,487 and 5,973 shares issued and outstanding	65	60
Additional paid-in capital	99,760	99,166
Accumulated deficit	(100,091)	(98,019)
Accumulated other comprehensive loss-Foreign Currency adjustments	(499)	(499)
Total shareholders' equity (deficit)	(765)	708
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 1,678	$ 3,057

See accompanying Notes to the Condensed Consolidated Financial Statements.

WIRELESS RONIN TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts, unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	**2013**	**2014**	**2013**
Sales				
Hardware	$ 219	$ 578	$ 421	$ 870
Software	76	922	126	996
Services and other	871	1,126	1,882	2,167
Total sales	1,166	2,626	2,429	4,033
Cost of sales				
Hardware	128	358	278	550
Software	3	3	10	11
Services and other	420	446	813	907
Total cost of sales (exclusive of depreciation and amortization shown separately below)	551	807	1,101	1,468
Gross profit	615	1,819	1,328	2,565
Operating expenses:				
Sales and marketing expenses	211	381	515	743
Research and development expenses	135	205	359	523
General and administrative expenses	1,179	1,244	2,328	2,654
Depreciation and amortization expense	40	59	81	120
Total operating expenses	1,565	1,889	3,283	4,040
Operating loss	(950)	(70)	(1,955)	(1,475)
Other income (expenses):				
Interest expense	(39)	(6)	(117)	(13)
Other income/expense	-	-	-	-
Total other expense	(39)	(6)	(117)	(13)
Net loss	(989)	$ (76)	$ (2,072)	$ (1,488)
Basic and diluted loss per common share	(0.17)	$ (0.01)	$ (0.33)	$ (0.27)
Basic and diluted weighted average shares outstanding	5,938	5,888	6,234	5,565

See accompanying Notes to the Condensed Consolidated Financial Statements.

WIRELESS RONIN TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands, unaudited)

	Six Months Ended June 30,	
	2014	**2013**
Operating Activities:		
Net loss	$ (2,072)	$ (1,488)
Depreciation and amortization	87	120
Stock-based compensation expense	206	247
Issuance of common stock for services	10	10
Amortization of warrants for debt issuance costs	271	-
Provision for doubtful accounts	6	15
Accounts receivable	115	(100)
Inventories	(28)	73
Prepaid expenses and other current assets	30	(47)
Other assets	-	1
Accounts payable	175	32
Deferred revenue	(262)	(218)
Accrued liabilities	(89)	(56)
Net cash used in operating activities	(1,551)	(1,411)
Investing activities		
Purchases of property and equipment	(28)	(23)
Increase in restricted cash	(100)	-
Net cash used in investing activities	(128)	(23)
Financing activities		
Proceeds from the issuance of common stock under Associates Stock Purchase Plan	-	14
Proceeds from issuance of Common Stock	-	1,377
Proceeds from issuances of convertible notes and warrants	382	-
Net cash provided by financing activities	382	1,391
Effect of Exchange Rate Changes on Cash	-	(5)
Increase (Decrease) in Cash and Cash Equivalents	(1,297)	(48)
Cash and Cash Equivalents, beginning of period	1,484	2,252
Cash and Cash Equivalents, end of period	$ 187	$ 2,204
Noncash Financing Activity:		
Conversion of convertible debt to common stock	$ 251	$ -

See accompanying Notes to the Condensed Consolidated Financial Statements.

NOTE 1: NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

Wireless Ronin Technologies, Inc. (the “Company”) has prepared the condensed consolidated financial statements included herein, without audit, pursuant to the rules and regulations of the United States (“U.S.”) Securities and Exchange Commission (“SEC”). The condensed consolidated financial statements include the Company’s wholly owned subsidiaries. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. However, the Company believes that the disclosures are adequate to ensure the information presented is not misleading. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013.

The Company believes that all necessary adjustments, which consist only of normal recurring items, have been included in the accompanying condensed consolidated financial statements to present fairly the results of the interim periods. The results of operations for the interim periods presented are not necessarily indicative of the operating results to be expected for any subsequent interim period or for the year ending December 31, 2014.

Nature of Business and Operations

The Company is a Minnesota corporation that provides marketing technology solutions targeting specific verticals such as the food service, automotive, and retail markets. The Company provides leading expertise in content and emerging digital media solutions, including dynamic digital signage, interactive kiosk, mobile, social media and web, which enable its customers to transform how they engage with their customers. The Company is able to provide an array of marketing technology solutions through its proprietary suite of software applications marketed as RoninCast ® . RoninCast software and associated applications provide an enterprise, web-based or hosted content delivery system that manages, schedules and delivers digital content over wireless or wired networks. Additionally, RoninCast® software’s flexibility allows the Company to develop custom solutions for specific customer applications.

The Company's wholly-owned subsidiary, Wireless Ronin Technologies (Canada), Inc., an Ontario, Canada Provincial Corporation located in Windsor, Ontario, maintains a vertical-specific focus in the automotive industry and houses the Company’s content engineering operation. RNIN Canada develops digital content and sales support systems to help retailers train their sales staff and educate their customers at the point of sale. Today, the capabilities of this operation are integrated with the Company’s historical business to provide content solutions to all of its clients.

The Company and Wireless Ronin Technologies (Canada), Inc. sell products and services primarily throughout North America.

Summary of Significant Accounting Policies

A summary of the significant accounting policies consistently applied in the preparation of the accompanying consolidated financial statements follows:

1. Principles of Consolidation

The consolidated financial statements include the accounts of Wireless Ronin Technologies, Inc. and its wholly owned subsidiaries, Wireless Ronin Technologies (Canada), Inc., Broadcast Acquisition Co. and WRT Acquisition, LLC. All inter-company balances and transactions have been eliminated in consolidation, as applicable.

2. Foreign Currency

During the first quarter of 2012, the Company reevaluated the reporting currency and determined that the functional currency for its operations in Canada is the U.S. Dollar. As a result, the Company is no longer recording translation adjustments related to assets and liabilities or income and expense items that are transacted in the local currency as a component of accumulated other comprehensive loss in shareholders' equity. Foreign exchange transaction gains and losses attributable to exchange rate movements related to transactions made in the local currency and on intercompany receivables and payables not deemed to be of a long-term investment nature are recorded in other income (expense).

3. Revenue Recognition

The Company recognizes revenue primarily from these sources:

- Software and software license sales
- System hardware sales
- Professional service revenue
- Software design and development services
- Implementation services
- Maintenance and hosting support contracts

The Company applies the provisions of Accounting Standards Codification subtopic 605-985, *Revenue Recognition: Software (* or *ASC 605-35)* to all transactions involving the sale of software licenses. In the event of a multiple element arrangement, the Company evaluates if each element represents a separate unit of accounting, taking into account all factors following the guidelines set forth in “FASB ASC 605-985-25-5.”

The Company recognizes revenue when (i) persuasive evidence of an arrangement exists; (ii) delivery has occurred, which is when product title transfers to the customer, or services have been rendered; (iii) customer payment is deemed fixed or determinable and free of contingencies and significant uncertainties; and (iv) collection is reasonably assured. The Company assesses collectability based on a number of factors, including the customer’s past payment history and its current creditworthiness. If it is determined that collection of a fee is not reasonably assured, the Company defers the revenue and recognizes it at the time collection becomes reasonably assured, which is generally upon receipt of cash payment. If an acceptance period is required, revenue is recognized upon the earlier of customer acceptance or the expiration of the acceptance period. Sales and use taxes are reported on a net basis, excluding them from sales and cost of sales.

Multiple-Element Arrangements — The Company enters into arrangements with customers that include a combination of software products, system hardware, maintenance and support, or installation and training services. The Company allocates the total arrangement fee among the various elements of the arrangement based on the relative fair value of each of the undelivered elements determined by vendor-specific objective evidence (VSOE). In software arrangements for which the Company does not have VSOE of fair value for all elements, revenue is deferred until the earlier of when VSOE is determined for the undelivered elements (residual method) or when all elements for which the Company does not have VSOE of fair value have been delivered. The Company has determined VSOE of fair value for each of its products and services.

The VSOE for maintenance and support services is based upon the renewal rate for continued service arrangements. The VSOE for installation and training services is established based upon pricing for the services. The VSOE for software and licenses is based on the normal pricing and discounting for the product when sold separately.

Each element of the Company’s multiple element arrangements qualifies for separate accounting. However, when a sale includes both software and maintenance, the Company defers revenue under the residual method of accounting. Under this method, the undelivered maintenance and support fees included in the price of software is amortized ratably over the period the services are provided. The Company defers maintenance and support fees based upon the customer’s renewal rate for these services.

Software and software license sales

The Company recognizes revenue when a fixed fee order has been received and delivery has occurred to the customer. The Company assesses whether the fee is fixed or determinable and free of contingencies based upon signed agreements received from the customer confirming terms of the transaction. Software is delivered to customers electronically or on a CD-ROM, and license files are delivered electronically.

System hardware sales

The Company recognizes revenue on system hardware sales generally upon shipment of the product or customer acceptance depending upon contractual arrangements with the customer. Shipping charges billed to customers are included in sales and the related shipping costs are included in cost of sales.

Professional service revenue

Included in services and other revenues is revenue derived from implementation, maintenance and support contracts, content development, software development and training. The majority of consulting and implementation services and accompanying agreements qualify for separate accounting. Implementation and content development services are bid either on a fixed-fee basis or on a time-and-materials basis. For time-and-materials contracts, the Company recognizes revenue as services are performed. For fixed-fee contracts, the Company recognizes revenue upon completion of specific contractual milestones or by using the percentage-of-completion method.

Software design and development services

Revenue from contracts for technology integration consulting services where the Company designs/redesigns, builds and implements new or enhanced systems applications and related processes for clients are recognized on the percentage-of-completion method in accordance with “FASB ASC 605-985-25-88 through 107.” Percentage-of-completion accounting involves calculating the percentage of services provided during the reporting period compared to the total estimated services to be provided over the duration of the contract. Estimated revenues from applying the percentage-of-completion method include estimated incentives for which achievement of defined goals is deemed probable. This method is followed where reasonably dependable estimates of revenues and costs can be made. The Company measures its progress for completion based on either the hours worked as a percentage of the total number of hours of the project or by delivery and customer acceptance of specific milestones as outlined per the terms of the agreement with the customer. Estimates of total contract revenue and costs are continuously monitored during the term of the contract, and recorded revenue and costs are subject to revision as the contract progresses. Such revisions may result in increases or decreases to revenue and income and are reflected in the financial statements in the periods in which they are first identified. If estimates indicate that a contract loss will occur, a loss provision is recorded in the period in which the loss first becomes probable and reasonably estimable. Contract losses are determined to be the amount by which the estimated direct and indirect costs of the contract exceed the estimated total revenue that will be generated by the contract and are included in cost of sales and classified in accrued expenses in the balance sheet. The Company’s presentation of revenue recognized on a contract completion basis has been consistently applied for all periods presented.

The Company classifies the revenue and associated cost on the "Services and Other" line within the "Sales" and "Cost of Sales" sections of the Consolidated Statement of Operations. In all cases where the Company applies the contract method of accounting, the Company's only deliverable is professional services, thus, the Company believes presenting the revenue on a single line is appropriate.

Costs and estimated earnings recognized in excess of billings on uncompleted contracts are recorded as unbilled services and are included in accounts receivable on the balance sheet. Billings in excess of costs and estimated earnings on uncompleted contracts are recorded as deferred revenue until revenue recognition criteria are met.

Implementation services

Implementation services revenue is recognized when installation is completed.

Maintenance and hosting support contracts

Maintenance and hosting support consists of software updates and support. Software updates provide customers with rights to unspecified software product upgrades and maintenance releases and patches released during the term of the support period. Support includes access to technical support personnel for software and hardware issues. The Company also offers a hosting service through its network operations center, or NOC, allowing the ability to monitor and support its customers' networks 7 days a week, 24 hours a day.

Maintenance and hosting support revenue is recognized ratably over the term of the maintenance contract, which is typically one to three years. Maintenance and support is renewable by the customer. Rates for maintenance and support, including subsequent renewal rates, are typically established based upon a specified percentage of net license fees as set forth in the arrangement. The Company's hosting support agreement fees are based on the level of service provided to its customers, which can range from monitoring the health of a customer's network to supporting a sophisticated web-portal.

4. Cash and Cash Equivalents

Cash equivalents consist of commercial paper and all other liquid investments with original maturities of three months or less when purchased. As of June 30, 2014 and December 31, 2013, the Company had substantially all cash invested in a commercial paper sweep account. The Company maintains the majority of its cash balances in one financial institution located in Chicago.

5. Accounts Receivable

Accounts receivable are usually unsecured and stated at net realizable value and bad debts are accounted for using the allowance method. The Company performs credit evaluations of its customers' financial condition on an as-needed basis and generally requires no collateral. Payment is generally due 90 days or less from the invoice date and accounts past due more than 90 days are individually analyzed for collectability. In addition, an allowance is provided for other accounts when a significant pattern of un-collectability has occurred based on historical experience and management's evaluation of accounts receivable. If all collection efforts have been exhausted, the account is written off against the related allowance. No interest is charged on past due accounts. The allowance for doubtful accounts was $41 and $35 at June 30, 2014 and December 31, 2013, respectively.

6. Inventories

The Company records inventories using the lower of cost or market on a first-in, first-out (FIFO) method. Inventories consist principally of finished goods, product components and software licenses. Inventory reserves are established to reflect slow-moving or obsolete products. The Company had an inventory reserve of $22 and $85 at June 30, 2014 and December 31, 2013, respectively.

7. Impairment of Long-Lived Assets

The Company reviews the carrying value of all long-lived assets, including property and equipment, for impairment in accordance with "FASB ASC 360-10-05-4," *Accounting for the Impairment or Disposal of Long-Lived Assets* . Under FASB ASC 360-10-05-4, impairment losses are recorded whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable.

If the impairment tests indicate that the carrying value of the asset is greater than the expected undiscounted cash flows to be generated by such asset, an impairment loss would be recognized. The impairment loss is determined by the amount by which the carrying value of such asset exceeds its fair value. We generally measure fair value by considering sale prices for similar assets or by discounting estimated future cash flows from such assets using an appropriate discount rate. Assets to be disposed of are carried at the lower of their carrying value or fair value less costs to sell. Considerable management judgment is necessary to estimate the fair value of assets, and accordingly, actual results could vary significantly from such estimates. There were no impairment losses for long-lived assets recorded for the six months ended June 30, 2014 and 2013.

8. Depreciation and Amortization

Depreciation is provided for in amounts sufficient to relate the cost of depreciable assets to operations over the estimated service lives, principally using straight-line methods. Leased equipment is depreciated over the term of the capital lease. Leasehold improvements are amortized over the shorter of the life of the improvement or the lease term, using the straight-line method.

The estimated useful lives used to compute depreciation and amortization are as follows:

Equipment	3 - 5 years
Demonstration equipment	3 - 5 years
Furniture and fixtures	7 years
Purchased software	3 years
Leased equipment	3 years
Leasehold improvements	Shorter of 5 years or term of lease

Depreciation and amortization expense was $ 40 and $59 for the three months ended June 30, 2014 and 2013, and was $81 and $120 for the six months ended June 30, 2014 and 2013.

9. Research and Development and Software Development Costs

Research and development expenses consist primarily of development personnel and non-employee contractor costs related to the development of new products and services, enhancement of existing products and services, quality assurance and testing. "FASB ASC 985-20-25," Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed, requires certain software development costs to be capitalized upon the establishment of technological feasibility. The establishment of technological feasibility and the ongoing assessment of the recoverability of these costs require considerable judgment by management with respect to certain external factors such as anticipated future revenue, estimated economic life, and changes in software and hardware technologies. Software development costs incurred beyond the establishment of technological feasibility have not been significant. No software development costs were capitalized during the three and six months ended June 30, 2014 and 2013. Software development costs have been recorded as research and development expense for the three and six months ended June 30, 2014 and 2013. The Company incurred research and development expenses of $135 and $205, and $359 and $523 during the three and six months ended June 30, 2014 and 2013, respectively.

10. Basic and Diluted Loss per Common Share

Basic and diluted loss per common share for all periods presented is computed using the weighted average number of common shares outstanding. Basic weighted average shares outstanding include only outstanding common shares. Diluted net loss per common share is computed by dividing net loss by the weighted average common and potential dilutive common shares outstanding computed in accordance with the treasury stock method. For the three and six months ended June 30, 2014 and 2013, shares reserved for outstanding stock warrants and options totaling 2,879 and 1,246, respectively, were excluded from the computation of loss per share as their effect was antidilutive due to the Company's net loss.

11. Deferred Income Taxes

Deferred income taxes are recognized in the financial statements for the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts based on enacted tax laws and statutory tax rates. Temporary differences arise from net operating losses, reserves for uncollectible accounts receivable and inventory, differences in depreciation methods, and accrued expenses. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

12. Accounting for Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with FASB ASC 718-10, which requires the measurements and recognition of compensation expense for all stock-based payments including warrants, stock options, restricted stock grants and stock bonuses based on estimated fair value. For purposes of determining estimated fair value under FASB ASC 718-10-30, the Company computes the estimated fair values of stock options using the Black-Scholes option pricing model. The fair value of restricted stock and stock award grants are determined based on the number of shares granted and the closing price of the Company's common stock on the date of grant. Compensation expense for all share-based payment awards is recognized using the straight-line amortization method over the vesting period. Stock-based compensation expense was $112 and $88, and $196 and $247 for the three and six months ended June 30, 2014 and 2013, respectively. No tax benefit has been recorded due to the full valuation allowance on deferred tax assets that the Company has recorded.

The Company applies the guidance of FASB 718-10-S99-1 for purposes of determining the expected term for stock options. The Company calculates the estimated expected life based upon historical exercise data. The Company uses historical closing stock price volatility for a period equal to the period its common stock has been trading publicly. The dividend yield assumption is based on the Company's history and expectation of no future dividend payouts.

Stock-based compensation expense is based on awards ultimately expected to vest and is reduced for estimated forfeitures. FASB 718-10-55 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The Company applied a pre-vesting forfeiture rate from 18.3% to 28.4% based on upon actual historical experience for all employee option awards. The Company continues to apply a zero forfeiture rate to those options granted to members of its board of directors.

The Company accounts for equity instruments issued for services and goods to non-employees under "FASB ASC 505-50-1" *Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services* and "FASB ASC 505-50-25" *Accounting Recognition for Certain Transactions Involving Equity Instruments Granted to Other Than Employees* . Generally, the equity instruments issued for services and goods are shares of the Company's common stock, or warrants or options to purchase shares of the Company's common stock. These shares, warrants or options are fully vested and exercisable at the date of grant or vest over a certain period during which services are provided. The Company expenses the fair market value of these securities over the period in which the related services are received. During the three and six months ended June 30, 2014 and 2013, the Company recognized $10 and $10 and $20 and $10, respectively, of stock-based compensation expense related to the fair market value of stock issued to non-employee directors for services rendered.

See Note 5 for further information regarding stock-based compensation and the assumptions used to calculate the fair value of stock-based compensation.

13. Fair Value of Financial Instruments

“FASB ASC 820-10,” *Fair Value Measurements and Disclosures*, requires disclosure of the estimated fair value of an entity’s financial instruments. Such disclosures, which pertain to the Company’s financial instruments, do not purport to represent the aggregate net fair value of the Company. The carrying value of cash and cash equivalents, accounts receivable and accounts payable approximates fair value because of the short maturity of those instruments. The fair value of capital lease obligations approximates carrying value based on the interest rate in the lease compared to current market interest rates.

14. Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates of the Company are the allowance for doubtful accounts, recognition of revenue under fixed price contracts, deferred tax assets, deferred revenue, depreciable lives and methods of property and equipment, valuation of warrants and other stock-based compensation. Actual results could differ from those estimates.

15. Recently Issued Accounting Pronouncements

In March 2013, the FASB issued ASU No. 2013-05, "Foreign Currency Matters (Topic 830): Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity." This ASU addresses the accounting for the cumulative translation adjustment when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business within a foreign entity. The guidance outlines the events when cumulative translation adjustments should be released into net income and is intended by FASB to eliminate some disparity in current accounting practice. The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013 and should be applied prospectively. The adoption of this standard did not have a material impact to the Company's consolidated financial statements.

In July 2013, the FASB issued ASU 2013-11, Income Taxes (Topic 740), which clarifies the presentation requirements of unrecognized tax benefits when a net operating loss carry forward, a similar tax loss, or a tax credit carry forward exists at the reporting date. The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013 and should be applied prospectively. The adoption of this standard did not have a material impact to the Company's consolidated financial statements.

In May 2014, the Financial Accounting Standards Board (FASB) issued guidance creating Accounting Standards Codification ("ASC") Section 606, "Revenue from Contracts with Customers". The new section will replace Section 605, "Revenue Recognition" and creates modifications to various other revenue accounting standards for specialized transactions and industries. The section is intended to conform revenue accounting principles with a concurrently issued International Financial Reporting Standards with previously differing treatment between United States practice and those of much of the rest of the world, as well as, to enhance disclosures related to disaggregated revenue information. The updated guidance is effective for annual reporting periods beginning on or after December 15, 2016, and interim periods within those annual periods. The Company will adopt the new provisions of this accounting standard at the beginning of fiscal year 2017, given that early adoption is not an option. The Company will further study the implications of this statement in order to evaluate the expected impact on the consolidated financial statements.

NOTE 2: OTHER FINANCIAL STATEMENT INFORMATION

The following tables provide details of selected financial statement items:

INVENTORIES

	June 30, 2014	December 31, 2013
Finished goods	$ 12	$ 24
Work-in-process	85	45
Total inventories	$ 97	$ 69

NOTE 3: FAIR VALUE MEASUREMENT

As of June 30, 2014 and December 31, 2013, cash equivalents consisted of the following:

	June 30, 2014			
	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
Commercial paper	$ 255	$ -	$ -	$ 255
Total included in cash and cash equivalents	$ 255	$ -	$ -	$ 255

	December 31, 2013			
	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
Commercial paper	$ 1,377	$ -	$ -	$ 1,377
Total included in cash and cash equivalents	$ 1,377	$ -	$ -	$ 1,377

The Company measures certain financial assets, including cash equivalents, at fair value on a recurring basis. In accordance with FASB ASC 820-10-30, fair value is a market-based measurement that should be determined based on the assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, FASB ASC 820-10-35 establishes a three-level hierarchy that prioritizes the inputs used in measuring fair value. The three hierarchy levels are defined as follows:

Level 1 — Valuations based on unadjusted quoted prices in active markets for identical assets. The Level 1 category at June 30, 2014 and December 31, 2013 primarily represents funds held in a commercial paper sweep account totaling $255 and $1,377, respectively, which are included in cash and cash equivalents in the consolidated balance sheet.

Level 2 — Valuations based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets at the measurement date; quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly. At June 30, 2014 and December 31, 2013, the Company had no Level 2 financial assets on its consolidated balance sheet.

Level 3 — Valuations based on inputs that are unobservable and involve management judgment and the reporting entity’s own assumptions about market participants and pricing. At June 30, 2014 and December 31, 2013, the Company had no Level 3 financial assets on its consolidated balance sheet.

The hierarchy level assigned to each security in the Company’s cash equivalents is based on its assessment of the transparency and reliability of the inputs used in the valuation of such instruments at the measurement date. The Company did not have any financial liabilities that were covered by FASB ASC 820-10-30 as of June 30, 2014 and December 31, 2013.

NOTE 4: COMMITMENTS AND CONTINGENCIES

Operating Leases

During the six month period ended June 30, 2014, there were no changes in any existing commitments, contingencies or borrowings related to operating leases involving the Company's U.S. or Canadian operations.

Rent expense under the operating leases was $83 for the three months ended June 30, 2014, compared to $ 86 for the same period in the prior year. Rent expense under the operating leases was $168 for the six months ended June 30, 2014, compared to $174 for the same period in the prior year.

Litigation

The Company was not party to any material legal proceedings as of August 18, 2014, and there were no such proceedings pending during the period covered by this report.

Mergers

On March 5, 2014, we entered into an Agreement and Plan of Merger and Reorganization (the "Broadcast Merger Agreement") with Broadcast Acquisition Co., a wholly owned subsidiary of RNIN ("Merger Sub"), and Broadcast International, Inc. Broadcast International is a provider of managed video solutions, including digital signage, OTT (Over the Top) networks, IPTV, and live/on-demand content distribution for the enterprise. The Broadcast Merger Agreement contemplates a reverse triangular merger with Broadcast International surviving the merger with Merger Sub and thereby becoming a wholly owned operating subsidiary of Wireless Ronin (the "Merger"). Pursuant to the Broadcast Merger Agreement, as amended, the merger was completed and effective as of the close of business on August 1, 2014, upon the filing of Articles of Merger with the Utah Department of Commerce (the "Effective Time").

At the Effective Time and pursuant to the Broadcast Merger Agreement, as amended, each share of common stock of Broadcast International issued and outstanding immediately prior to the Effective Time, was converted into the right to receive .00535594 validly issued, fully paid and non-assessable shares of Wireless Ronin common stock, equivalent to approximately 36.5% of Wireless Ronin common stock outstanding immediately after the Merger, calculated on a modified fully diluted basis.

On June 26, 2014, we entered into an Agreement and Plan of Merger (the "CRI Merger Agreement") with WRT Acquisition, LLC, our wholly owned subsidiary, and Creative Realities, LLC, a privately held Delaware limited liability company ("Creative Realities"). Creative Realities designs, builds and manages marketing technology to improve retail shopping experiences for its customers. The CRI Merger Agreement contemplates a reverse triangular merger in which Creative Realities survives a merger with WRT Acquisition, LLC, thereby becoming a wholly owned operating subsidiary of Wireless Ronin (the "Merger"). The closing of the Merger is dependent upon the satisfaction of a number of closing conditions.

See Liquidity and Capital Resources for a discussion of the Company's going concern status and liquidity.

Revolving Line-of-Credit

In March 2010, the Company entered into a Loan and Security Agreement with Silicon Valley Bank (the "Loan and Security Agreement"), which was most recently amended effective March 12, 2014. The Loan and Security Agreement provides the Company with a revolving line-of-credit at an annual interest rate of prime plus 1.5%, the availability of which is the lesser of (a) $1,500, or (b) the amount available under the Company's borrowing base (75% of the Company's eligible accounts receivable plus 50% of the Company's eligible inventory) minus (1) the dollar equivalent amount of all outstanding letters of credit, (2) 10% of each outstanding foreign exchange contract, (3) any amounts used for cash management services, and (4) the outstanding principal balance of any advances. In connection with the July 2010 lease amendment for the Company's corporate offices, Silicon Valley Bank issued two letters of credit. As of June 30, 2014 there was one letter of credit still outstanding in the amount of $180.

On March 6, 2014, we entered into a seventh amendment to our loan and security agreement with Silicon Valley Bank, effective as of March 12, 2014. The amendment extended the maturity date of our line of credit to July 15, 2014. Starting with the month ending June 30, 2014, our new tangible net worth requirement has been reduced to $150,000 as of the end of each month and, commencing with the quarter ending June 30, 2014, the minimum tangible net worth requirement increases, commencing with the quarter ending June 30, 2014 and each quarter thereafter, by the sum of (a) fifty-percent (50%) of our quarterly net income (without reduction for any losses) for such quarter, plus (b) fifty-percent (50%) of all proceeds received from the issuance of equity during such quarter and/or the principal amount of all subordinated debt incurred during such quarter. We must comply with this tangible net worth minimum in order to draw down on such line of credit and also while there are outstanding credit extensions (other than our existing letter of credit).

As of June 30, 2014, the Company was not in compliance with the tangible net worth requirement and therefore not eligible to draw down on the line of credit. The Company had no outstanding balance under this loan agreement (other than our letters of credit) as of June 30, 2014.

Under the Loan and Security Agreement, the Company is generally required to obtain the prior written consent of Silicon Valley Bank to, among other things, (a) dispose of assets, (b) change its business, (c) liquidate or dissolve, (d) change CEO or COO (replacements must be satisfactory to the lender), (e) enter into any transaction in which the Company's shareholders who were not shareholders immediately prior to such transaction own more than 40% of the Company's voting stock (subject to limited exceptions) after the transaction, (f) merge or consolidate with any other person, (g) acquire all or substantially all of the capital stock or property of another person, or (h) become liable for any indebtedness (other than permitted indebtedness). The line of credit is secured by all assets of the Company.

Convertible Debt

In January 2014, the Company received exercise notices from various holders of the convertible notes payable electing to convert the notes payable into common stock. The total principal amount was $250, including $1 of accrued interest, which converted into 501 shares of the Company's common stock.

In June 2014, the Company received $390 in proceeds from issuance of unsecured convertible promissory notes, along with three year warrants to purchase 97 shares of common stock at an exercise price of $0.75 per share. The notes mature on December 3, 2015, require the payment of interest at the rate of 10% per year (payable on maturity), and are convertible, at the holder's option, into unregistered shares of the Company's common stock at a conversion price of $0.65 per share. The warrants are immediately exercisable, expire three years after issuance, have a cashless exercise feature, and may be exercised to purchase unregistered shares of the Company's common stock at an exercise price of $0.65 per share. The fair value of the warrants granted was calculated at $43 using the Black-Scholes model. The Company determined the warrants are permanent equity. See Note 7 for the inputs used in valuing the warrants using the Black-Scholes model. The Company reduced the carrying value of the notes and is amortizing the relative fair value of the warrants granted in connection with the notes payable over the original term of the notes as additional interest expense. The unamortized balance of the fair value allocated to the warrants totaled $39 as of June 30, 2014. In addition, the Company determined that there was a beneficial conversion feature of $93 as of June 30, 2014. For the quarter ended June 30, 2014, the Company recorded interest expense of $3 related to the amortization of the warrants and beneficial conversion feature. The effective interest rate of the convertible notes payable was computed at 21.3% subsequent to the allocation of proceeds to the warrants and beneficial conversion feature.

The promissory notes convert automatically into shares of common stock of the Company upon the consummation of a change in control transaction of the Company, or, if after June 5, 2015, the Company's shares of common stock trade at a price equal to or greater than $1.50 per share for at least 20 consecutive trading days. If a change in control transaction occurs, the conversion price will be adjusted downward (but not upward) to equal the price at which the Company sells any shares of common stock in connection with such transaction. The Company may prepay the promissory notes after three months without penalty and contain other customary terms.

NOTE 5: STOCK-BASED COMPENSATION AND BENEFIT PLANS

Stock Compensation Expense Information

FASB ASC 718-10 requires measurement and recognition of compensation expense for all stock-based payments including warrants, stock options, restricted stock grants and stock bonuses based on estimated fair values. In June 2013, the Company's shareholders approved an amendment to increase the number of shares reserved under the Amended and Restated 2006 Equity Incentive Plan to 1,720 and an amendment to increase the number of shares reserved under the Amended and Restated 2006 Non-Employee Director Stock Option Plan to 700. Compensation expense recognized for the issuance of warrants, stock options, restricted stock grants and stock bonuses for the six months ended June 30, 2014 and 2013 was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Stock-based compensation costs included in:				
Cost of sales	$ 3	1	$ 3	$ 3
Sales and marketing expenses	8	10	17	19
Research and development expenses	(4)	6	3	15
General and administrative expenses	105	71	173	210
Total stock-based compensation expenses	$ 112	88	$ 196	$ 247

At June 30, 2014, there was approximately $443 of total unrecognized compensation expense related to unvested share-based awards. Generally, this expense will be recognized over the next 2.3 years and will be adjusted for any future changes in estimated forfeitures.

Valuation Information for Stock-Based Compensation

For purposes of determining estimated fair value under FASB ASC 718-10, the Company computed the estimated fair values of stock options using the Black-Scholes model. The weighted average estimated fair value of stock options granted during the six months ended June 30, 2014 and 2013 was $.57 and $ 1.54 per share, respectively. The values set forth above were calculated using the following weighted average assumptions:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Expected life	3.97 Years	n/a	3.97 Years	4.26 Years
Dividend yield	0%	n/a	0%	0%
Expected volatility	96.4%	n/a	96.4%	94.6%
Risk-free interest rate	1.3%	n/a	1.3%	0.6%

The warrants issued in association with the June 2014 convertible debt were valued using the Black-Scholes method, with an expected life of 1.5 years, dividend yield of 0%, expected volatility of 96.4% and a risk-free rate of 0.9%.

The Company calculates the estimated expected life based upon historical exercise data. The risk-free interest rate assumption is based on observed interest rates appropriate for the term of the Company's stock options. The Company uses historical closing stock price volatility for a period equal to the expected life of the respective award. The dividend yield assumption is based on the Company's history and expectation of no future dividend payouts.

Stock-based compensation expense is based on awards ultimately expected to vest and is reduced for estimated forfeitures. FASB 718-10-55 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The Company applied a pre-vesting forfeiture rate of 18.3% to 28.4% based on upon actual historical experience for all employee option awards. The Company continues to apply a zero forfeiture rate to those options granted to members of its board of directors.

During the quarter ended June 30, 2014, the Company granted stock options for the purchase of an aggregate of 285 shares to an executive officer and certain key employees, respectively. During the quarter ended June 30, 2013, the Company granted stock options for the purchase of 0 shares.

In April 2014 the Company's non-employee board members received their stock bonus for a total of 13 shares for services rendered during the quarter ended March 30, 2014.

Stock options and warrants for the purchase of approximately 10 shares were cancelled or expired during the three month period ended June 30, 2014.

2007 Associate Stock Purchase Plan

In November 2007, the Company's shareholders approved the 2007 Associate Stock Purchase Plan, under which 60 shares were originally reserved for purchase by the Company's associates (employees). In June 2010, the Company's shareholders approved an amendment to increase the number of shares reserved for issuance to 80. In June 2011, the Company's shareholders approved an amendment to increase the number of shares reserved for issuance from 80 to 120. The purchase price of the shares under the plan was the lesser of 85% of the fair market value on the first or last day of the offering period. Offering periods were every six months ending on June 30 and December 31. Associates may designate up to ten percent of their compensation for the purchase of shares under the plan. Total shares purchased by associates under the plan through termination of the Associate Stock Purchase Plan totaled 96. In June 2013, the Company's board of directors terminated the Associate Stock Purchase Plan effective July 1, 2013.

Employee Benefit Plan

In 2007, the Company began to offer a defined contribution 401(k) retirement plan for eligible associates. Associates may contribute up to 15% of their pretax compensation to the plan. There is currently no plan for an employer contribution match.

NOTE 6: SEGMENT INFORMATION AND MAJOR CUSTOMERS

Segment Information

The Company currently operates in one business segment, marketing technology solutions. All fixed assets are located at the Company's offices in the United States and Canada, and a data center located in the United States. All sales for the six months ended June 30, 2014 and 2013, were in the United States and Canada.

Major Customers

At June 30, 2014 and December 31, 2013, two customers accounted for 48.1% and 59.8% of the outstanding accounts receivable, respectively.

For the three months ended June 30, 2014 and 2013, two and four customers accounted for 53.4 % and 77.3% of total revenue, respectively. For the six months ended June 30, 2014 and 2013, two and three customers accounted for 52.4% and 64.2%, respectively.

NOTE 7 - SUBSEQUENT EVENTS

On July 8, 2014 the Company issued an additional $200 in a Convertible Note, in a second closing, pursuant to the private placement exempt from registration under the Securities Act of 1933. The terms of such issuance were the same as those set forth in Note 4 above.

On July 15, 2014 the Company's revolving line of credit with Silicon Valley Bank expired. There was no outstanding balance and we had no borrowing capability on our line of credit on the date of expiration.

On July 16, 2014 the Company obtained a $400 loan from an accredited investor and issued in exchange a secured convertible promissory note together with a five-year warrant to purchase up to approximately 154 shares of the Company's common stock at a per-share price of $0.70, in a private placement exempt from registration under the Securities Act of 1933. The promissory note bears interest at the annual rate of 12%, and matures on July 16, 2015. At any time prior to the maturity date, the investor may convert the outstanding principal and accrued and unpaid interest on the promissory note at a conversion rate of $0.65 per share, as adjusted for stock splits and similar adjustments. All outstanding principal and accrued and unpaid interest on the promissory note must be paid in full prior to the consummation of a change in control transaction involving the Company, or the Company raising aggregate gross proceeds of at least $3.5 million in an equity financing.

On July 22, 2014 the Company refunded a total of $190 in cash then held in reserve from a potential lender to the Company, plus interest and expenses, related to a refundable loan advance that did not meet the required conditions to consummate such financing transaction. As of June 30, 2014 the amount is included in Restricted Cash and Refundable Loan Advance on the balance sheet.

Effective August 1, 2014 the Company entered into a settlement and release agreement with a third party service provider who was providing services to both the Company and Broadcast International. In return for the cancellation of all outstanding option and warrant securities enabling such service provider the opportunity to purchase shares of the Company and Broadcast International, the termination of existing services agreements with each company, and in full settlement of any claims, the Company agreed to issue the service provider 150 shares of the Company's common stock. The shares include typical registration rights and include customary restrictions regarding cutbacks and other terms.

In August 2014 the Company issued 28 shares as a stock bonus to one of its sales executives in return for achieving certain sales objectives, a total of 14 shares as a stock bonus to its non-employee board members for services rendered during the quarter ended June 30, 2014, and 7 shares as a stock bonus / referral fee in return for referring to the Company the lender with whom we entered into the promissory note agreements described herein.

On August 1, 2014, the Company consummated its merger with Broadcast International, Inc., as set forth in the Agreement and Plan of Merger and Reorganization with Broadcast Acquisition Co., a wholly owned subsidiary of RNIN, and Broadcast International, Inc. Pursuant to the Broadcast Merger Agreement, as amended, the merger was completed and effective as of the close of business on August 1, 2014, upon the filing of Articles of Merger with the Utah Department of Commerce (the "Effective Time"). At the Effective Time, each share of common stock of Broadcast International issued and outstanding immediately prior to the Effective Time, was converted into the right to receive .00535594 validly issued, fully paid and non-assessable shares of Wireless Ronin common stock, equivalent to approximately 36.5% of Wireless Ronin common stock outstanding immediately after the Merger, calculated on a modified fully diluted basis.

The Company will account for the Broadcast International acquisition as a business combination. The Company will includ e Broadcast International's results of operations in our consolidated financial statements beginning on August 1, 2014, the acquisition date. Under the applicable guidance, we are required to recognize the assets acquired, liabilities assumed and any applicable non-controlling interests at their fair value as of the acquisition date. Given the date on which we acquired Broadcast International, we are unable to provide the acquisition date fair value of assets acquired, liabilities assumed, non-controlling interests or supplemental pro forma financial information as it is impracticable to do so at this time. Accordingly, we are also unable to provide a qualitative description of the factors that make up goodwill to be recognized, if any, as well as a reasonable estimate of the total transaction costs related to the acquisition.

On August 3, 2014, the letter of credit outstanding issued by Silicon Valley Bank was reduced to $120.

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

The following discussion contains various forward-looking statements within the meaning of Section 21E of the Exchange Act. Although we believe that, in making any such statement, our expectations are based on reasonable assumptions, any such statement may be influenced by factors that could cause actual outcomes and results to be materially different from those projected. When used in the following discussion, the words "anticipates," "believes," "expects," "intends," "plans," "estimates" and similar expressions, as they relate to us or our management, are intended to identify such forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties that could cause actual results to differ materially from those anticipated. Factors that could cause actual results to differ materially from those anticipated, certain of which are beyond our control, are set forth in the Cautionary Statement set forth in our Current Report on Form 8-K filed with the Securities and Exchange Commission on May 23, 2013.

Our actual results, performance or achievements could differ materially from those expressed in, or implied by, forward-looking statements. Accordingly, we cannot be certain that any of the events anticipated by forward-looking statements will occur or, if any of them do occur, what impact they will have on us. We caution you to keep in mind the cautions and risks described in this document and the Cautionary Statement set forth in our Current Report on Form 8-K filed with the Securities and Exchange Commission on May 23, 2013 and to refrain from attributing undue certainty to any forward-looking statements, which speak only as of the date of the document in which they appear. We do not undertake to update any forward-looking statement.

Overview

We provide marketing technology solutions, which include digital signage, interactive kiosks, mobile messaging, social networking and web development solutions, to customers who use our products and services in certain retail and service markets. Through our proprietary RoninCast® software, we provide enterprise, web-based and hosted content delivery systems that manage, schedule and deliver digital content over wireless and wired networks. We also provide custom interactive software solutions, content engineering and creative services to our customers.

While our marketing technology solutions have application in a wide variety of industries, we focus on three primary markets: (1) automotive, (2) food service (including quick serve restaurants (QSR), fast casual and managed food services markets), and (3) retail. The industries in which we sell goods and services are not new but their application of marketing technology solutions is relatively new and participants in these industries only recently started adopting these types of technologies as part of their overall marketing strategies. As a result, we remain an early stage company without an established history of profitability, or substantial or steady revenue. We believe this characterization applies to our competitors as well, which are working to promote broader adoption of marketing technology solutions and to develop profitable, substantial and steady sources of revenue.

We believe that the adoption of marketing technology solutions will increase substantially in years to come both in industries on which we currently focus and in other industries. We also believe that adoption of our marketing technology solutions, which includes digital signage, depends not only upon the software and services that we provide but upon the cost of hardware used to process and display content in digital signage systems. Digital media players and flat panel displays constitute a large portion of the expenditure customers make relative to the entire cost of digital signage systems. Costs of these digital media players and flat panel displays have historically decreased and we believe will continue to do so, though we do not manufacture either product and do not substantially affect the overall markets for these products.

Our wholly-owned subsidiary, Wireless Ronin Technologies (Canada), Inc. (“RNIN Canada”), an Ontario, Canada Provincial Corporation located in Windsor, Ontario, maintains a vertical-specific focus in the automotive industry and houses our content engineering operation. RNIN Canada develops digital content and sales support systems to help retailers train their sales staff and educate their customers at the point of sale. Today, the capabilities of this operation are integrated with our historical business to provide content solutions to all of our clients.

Our company and Wireless Ronin Technologies (Canada), Inc. sell products and services primarily throughout North America.

Recent Developments

On March 5, 2014, we entered into a non-binding Agreement and Plan of Merger and Reorganization (the “Broadcast Merger Agreement”) with Broadcast Acquisition Co., a wholly owned subsidiary of RNIN (“Merger Sub”), and Broadcast International, Inc. Broadcast International is a provider of managed video solutions, including digital signage, OTT (Over the Top) networks, IPTV, and live/on-demand content distribution for the enterprise. The Broadcast Merger Agreement contemplates a reverse triangular merger with Broadcast International surviving the merger with Merger Sub and thereby becoming a wholly owned operating subsidiary of Wireless Ronin (the “Merger”). Pursuant to the Broadcast Merger Agreement, as amended, the merger was completed and effective as of the close of business on August 1, 2014, upon the filing of Articles of Merger with the Utah Department of Commerce (the “Effective Time”).

At the Effective Time and pursuant to the Broadcast Merger Agreement, as amended, each share of common stock of Broadcast International issued and outstanding immediately prior to the Effective Time, was converted into the right to receive .00535594 validly issued, fully paid and non-assessable shares of Wireless Ronin common stock, equivalent to approximately 36.5% of Wireless Ronin common stock outstanding immediately after the Merger, calculated on a modified fully diluted basis.

On June 26, 2014, we entered into an Agreement and Plan of Merger (the “CRI Merger Agreement”) with WRT Acquisition, LLC, our wholly owned subsidiary, and Creative Realities, LLC, a privately held Delaware limited liability company (“Creative Realities”). Creative Realities designs, builds and manages marketing technology to improve retail shopping experiences for its customers. The CRI Merger Agreement contemplates a reverse triangular merger in which Creative Realities survives a merger with WRT Acquisition, LLC, thereby becoming a wholly owned operating subsidiary of Wireless Ronin (the “Merger”). The closing of the Merger is dependent upon the satisfaction of a number of closing conditions.

Our Sources of Revenue

We generate revenue through system sales, license fees and separate service fees, including consulting, content development and implementation services, as well as ongoing customer support and maintenance, including product upgrades. We currently market and sell our software and service solutions primarily through our direct sales force, but we also utilize strategic partnerships and business alliances. In addition, in April 2013, we entered into a license agreement with a company pursuant to which we granted the licensee an exclusive, worldwide, perpetual license to use and sublicense a version of our RoninCast ® HTML5-based software, as revised from time to time (the “Software”), in specified target markets.

Our Expenses

Our expenses are primarily comprised of three categories: sales and marketing, research and development and general and administrative. Sales and marketing expenses include salaries and benefits for our sales associates and commissions paid on sales. This category also includes amounts spent on the hardware and software we use to prospect new customers, including those expenses incurred in trade shows and product demonstrations. Our research and development expenses represent the salaries and benefits of those individuals who develop and maintain our software products including RoninCast® and other software applications we design and sell to our customers. Our general and administrative expenses consist of corporate overhead, including administrative salaries, real property lease payments, salaries and benefits for our corporate officers and other expenses such as legal and accounting fees.

Critical Accounting Policies and Estimates

A discussion of our critical accounting policies was provided in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2013. There were no significant changes to these accounting policies during the six months ended June 30, 2014.

Results of Operations

All dollar amounts reported in Item 2 are in thousands, except per share information.

Three Months Ended June 30, 2014 Compared to Three Months Ended June 30, 2013

The following discussions are based on the consolidated balance sheets as June 30, 2014 (unaudited) and June 30, 2013 and statement of Operations as of June 30, 2014 (unaudited) and June 30, 2013 and notes thereto.

The tables presented below which compare the Company's results of operations from one period to another, present the results for each period and the change in those results from one period to another in both dollars and percentage change. The columns present the following:

- The first two data columns in each table show the dollar results for each period presented
- The columns entitled "$ Increase (Decrease)" and "% Increase (Decrease)" show the change in results, both in dollars and percentages, changes as negative. For example when net sales increase from one period to the next that change is shown as a positive period to the next, that change is shown as a negative in both columns.

	Three Months Ended			
	June 30, 2014	**June 30, 2013**	**$ Increase (Decrease)**	**% Increase (Decrease)**
Sales	$ 1,166	$ 2,626	$ (1,460)	(55.6%)
Cost of sales	551	807	(256)	(31.7%)
Gross profit (exclusive of depreciation and amortization shown separately below)	615	1,819	(1,204)	(66.2%)
Sales and marketing expenses	211	381	(170)	(44.6%)
Research and development expenses	135	205	(70)	(34.1%)
General and administrative expenses	1,179	1,244	(65)	(5.2%)
Depreciation and amortization expense	40	59	(19)	(32.2%)
Total operating expenses	1,565	1,889	(324)	(17.2%)
Operating loss	(950)	(70)	(880)	1257.1%
Other income (expenses):				
Interest expense	(39)	(6)	33	550.0%
Interest income	-	-		
Total other expense	(39)	(6)	33	550.0%
Net loss	$ (989)	$ (76)	$ (913)	1201.3%

Sales

Sales decreased by $1,460 or 55.6 % in the second quarter of 2014 compared to the second quarter of 2013, primarily reflecting reductions of $359 in hardware, $846 in software, $750 of which was a nonrecurring one-time license fee, and $255 in content services.

Gross Profit

Gross profit margin on a percentage basis decreased from 69% to 53% in the second quarter of 2014 compared to the second quarter of 2013, and it decreased by $1,204 in absolute dollars during the same period. Both the decrease in gross profit margin and decrease in absolute dollars are the result of the decrease in sales overall, but primarily result of the decrease in software sales by $846, $750 of which was a nonrecurring one-time license fee in the second quarter of 2014 compared to the same quarter in 2013.

Sales and Marketing Expenses

Sales and marketing expenses decreased by $170 in the second quarter of 2014 compared to the second quarter of 2013. The decrease is mainly due to a decrease of $83 in payroll related expenses that came as a result of fewer employees in this department, a decrease of $49 in certain event related marketing expenses, and a decrease of $22 in travel related expenses.

Research and Development Expenses

Research and development expenses decreased by $70 in the second quarter of 2014 compared to the second quarter of 2013. The decrease is primarily due to a combination of a decrease in payroll related expenses by $153 due to a reorganization in August 2013, offset by $80 due to a research and development credit received last year during the same period, as well as an increase of $4 in consulting fees.

General and Administrative Expenses

General and administrative expenses have decreased by $65 in the second quarter of 2014 compared to the second quarter of 2013. The decrease is mainly the result of a decrease of $39 in payroll related expenses, an increase of $145 due to the impact of exchange rates, a decrease of $80 in professional and legal fees, a decrease of $66 in Investor's relations and related categories, and a decrease of $25 in rent, utilities, telephone and other general expenses.

Depreciation and Amortization Expenses

Depreciation decreased by $19 in the second quarter of 2014 compared to the second quarter of 2013 primarily as a result of reduced capital expenditures and certain equipment becoming fully depreciated over the past twelve months.

Other Expenses

Interest expense increased by $33 in the second quarter of 2014 compared to the same quarter of 2013 as a result of the convertible notes issued to investors in December 2013 and June 2014.

Six Months Ended June 30, 2014 Compared to Six Months Ended June 30, 2013

The following discussions are based on the consolidated balance sheets as June 30, 2014 (unaudited) and June 30, 2013 and statement of Operations as of June 30, 2014 (unaudited) and June 30, 2013 and notes thereto.

The tables presented below which compare the Company's results of operations from one period to another, present the results for each period and the change in those results from one period to another in both dollars and percentage change. The columns present the following:

- The first two data columns in each table show the dollar results for each period presented
- The columns entitled "$ Increase (Decrease)" and "% Increase (Decrease)" show the change in results, both in dollars and percentages, changes as negative. For example when net sales increase from one period to the next that change is shown as a positive period to the next, that change is shown as a negative in both columns.

	Six Months Ended			
	June 30, 2014	**June 30, 2013**	**$ Increase (Decrease)**	**% Increase (Decrease)**
Sales	$ 2,429	$ 4,033	$ (1,604)	(39.8%)
Cost of sales	1,101	1,468	(367)	(25.0%)
Gross profit (exclusive of depreciation and amortization shown separately below)	1,328	2,565	(1,237)	(48.2%)
Sales and marketing expenses	515	743	(228)	(30.7%)
Research and development expenses	359	523	(164)	(31.4%)
General and administrative expenses	2,328	2,654	(326)	(12.3%)
Depreciation and amortization expense	81	120	(39)	(32.5%)
Total operating expenses	3,283	4,040	(757)	(18.7%)
Operating loss	(1,955)	(1,475)	(480)	32.5%
Other income (expenses):				
Interest expense	(117)	(13)	104	800.0%
Interest income	-			
Total other expense	(117)	(13)	104	800.0%
Net loss	$ (2,072)	$ (1,488)	$ (584)	39.2%

Sales

Sales decreased by $1,604 or 39.8% during the six months ended June 30, 2014 compared to the same period in 2013, primarily reflecting reductions of $448 in hardware, $871 in software, $388 in content services, and $40 in other services related to certain projects and contracts, offset by an increase of $63 in recurring network hosting services with certain customers.

Gross Profit

Gross profit margin on a percentage basis decreased from 64% to 55% during the six months ended June 30, 2014 compared to the same period in 2013, and it decreased by $1,237 in absolute dollars during the same period. Both the decrease in gross profit margin and decrease in absolute dollars are the result of the decrease in sales overall, but primarily result of the decrease in software sales by $871, $750 of which was a nonrecurring one-time license fee, and the decrease in content services sales by $388 during the six months ended June 30, 2014 compared to the same period in 2013.

Sales and Marketing Expenses

Sales and marketing expenses decreased by $228 during the six months ended June 30, 2014 compared to the same period in 2013. The decrease is mainly due to a decrease of $150 in payroll related expenses due to a decreased number of employees in this department, a decrease of $45 in advertising expenses generally, a decrease of $10 in professional services, and a decrease of $23 in travel related expenses.

Research and Development Expenses

Research and development expenses decreased by $164 during the six months ended June 30, 2014 compared to the same period in 2013. The decrease is primarily due to a decrease in payroll related expenses of $224 in the research and development department, resulting from the reorganization that occurred in August 2013, offset by $80 related to a research and development credit we received in the first six months of 2013.

General and Administrative Expenses

General and administrative expenses have decreased by $326 during the six months ended June 30, 2014 compared to the same period in 2013. The decrease is mainly a result of a decrease of $336 in payroll related expenses involving different departments resulting from the reorganization that occurred in August 2013, and increase of $322 due to the impact of exchange rates, a decrease of $130 in professional services, a decrease of $69 in Investor’s relations and related categories, and a decrease of $13 in rent, telephone, and utility expenses.

Depreciation and Amortization Expenses

Depreciation decreased by $39 during the six months ended June 30, 2014 compared to the same period in 2013 primarily as a result of reduced capital expenditures and certain equipment becoming fully depreciated over the past twelve months.

Other Expenses

Interest expense increased by $104 during the six months ended June 30, 2014 compared to the same period in 2013 as a result of the convertible notes issued to investors in December 2013 and June 2014.

Liquidity and Capital Resources

We incurred net losses and negative cash flows from operating activities for the years ended December 31, 2013, 2012 and 2011 and the six months ended June 30, 2014 and 2013. At June 30, 2014, we had cash, cash equivalents and restricted cash of $337 and working capital of $186. The cash used in operating activities for the three and six months ended June 30, 2014 was $719 and $1,551, respectively. At June 30, 2014, we had no outstanding balance and no borrowing capability on our line of credit with Silicon Valley Bank (See Note 4).

The financial statements for the fiscal year ended December 31, 2013 were prepared on a going concern basis, meaning that they do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should our company be unable to continue as a going concern. However, our auditor also expressed substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is an issue raised as a result of losses suffered from operations. We do not currently have sufficient capital resources to fund operations beyond August 30, 2014. We continue to experience operating losses.

We expect that our future available capital resources will consist primarily of cash on hand, cash generated from our business operations, if any, and future equity and/or debt financings, if any.

The Company has engaged a registered broker-dealer to assist the Company in connection with a planned private placement under Section 4(2) of the Securities Act of 1933, as amended. The securities proposed to be offered in this financing will not be registered under the Securities Act of 1933, as amended, and will be eligible for re-offer or re-sale in the United States absent subsequent registration or the availability of an exemption from such registration requirements. While there can be no assurance that any of the foregoing efforts will be successful or resolve our liquidity issues, the Company believes that the private placement will raise sufficient investment capital to bridge the Company to a business combination, including its pending merger with Creative Realities, or restructuring to cash flow breakeven. The consummation of such financing is a closing condition to the merger with Creative Realities, LLC.

Management believes that despite its losses to date, the operations of the combined Company resulting from the completed and pending acquisition described herein will provide greater scale and operating efficiencies from integration, leading to operating profitability and positive cash flows from operations, and that together with the proceeds of the potential financing set forth above, would be sufficient to fund operations for at least the next 12 months. Provided the pending acquisition and potential financing are completed, the Company's business strategy would also include the possibility of engaging in additional strategic acquisitions.

Our future depends upon our ability to obtain financing and upon future profitable operations. If we are unable to generate sufficient revenue, find financing, or adjust our operating expenses so as to maintain positive working capital, then we will be forced to cease operations and investors will lose their entire investment. We can give no assurance as to our ability to generate adequate revenue, raise sufficient capital, sufficiently reduce operating expenses or continue as a going concern.

Operating Activities

We do not currently generate positive cash flow. Our operational costs have been greater than sales generated to date. As of June 30, 2014, we had an accumulated deficit of $100,091. The cash flow used in operating activities was $1,551 and $1,411 for the six months ended June 30, 2014 and 2013, respectively. The majority of the cash consumed by operations for both periods was attributed to our net losses of $2,072 and $1,488 for the six months ended June 30, 2014 and 2013, respectively. Included in our net losses were non-cash charges consisting of depreciation, stock compensation expense and amortization of warrants issued for debt issuance costs totaling $574 and $392 for the six months ended June 30, 2014 and 2013, respectively. Additionally, cash provided by changes in our working capital accounts for both periods totaled ($3) and ($315) for the six months ended June 30, 2014 and 2013, respectively.

Investing Activities

Net cash used in investing activities during the six months ended June 30, 2014 was $28 compared to $23 during the same period in the prior year. The increase in cash used in investing activities was due to fewer purchases of related computer hardware and software purchases during the six months ended June 30, 2014 compared to the same period in the prior year. We currently do not have any material commitments for capital expenditures, nor do we anticipate any significant expenditures for the remainder of 2014.

Financing Activities

Net cash provided by financing activities during the six months ended June 30, 2014 was $382 compared to $1,391 for the same period in the prior year.

In June 2014, the Company closed on an offering and issuance of unsecured convertible promissory notes (the "Convertible Notes") yielding aggregate gross proceeds of $390, and issued three-year warrants to purchase up to 97 shares of the Company's common stock at a, exercise price per-share of $0.75, in a private placement exempt from registration under the Securities Act of 1933. The promissory notes bear interest at the annual rate of 10%, and mature on December 3, 2015. At any time prior to the maturity date, any holder of a promissory note may convert the outstanding principal and accrued and unpaid interest at a conversion rate of $0.65 per share, as adjusted for stock splits and similar adjustments. The promissory notes convert automatically into shares of common stock of the Company upon the consummation of a change in control transaction of the Company, or, if after June 5, 2015, the Company's shares of common stock trade at a price equal to or greater than $1.50 per share for at least 20 consecutive trading days. If a change in control transaction occurs, the conversion price will be adjusted downward (but not upward) to equal the price at which the Company sells any shares of common stock in connection with such transaction. The Company may prepay the promissory notes after three months without penalty and contain other customary terms. In July 2014, the Company issued a $200 Convertible Note upon the foregoing terms to an accredited investor.

During the first six months of 2013, pursuant to a registration statement on Form S-3 which was declared effective by the Securities and Exchange Commission in January 2013. We obtained approximately $1,377 in net proceeds as a result of this registered direct offering.

Disruptions in the economy and constraints in the credit markets have caused companies to reduce or delay capital investment. Some of our prospective customers may cancel or delay spending on the development or rollout of capital and technology projects with us due to continuing economic uncertainty. Difficult economic conditions have adversely affected certain industries in particular, including the automotive and restaurant industries, in which we have major customers. We could also experience lower than anticipated order levels from current customers, cancellations of existing but unfulfilled orders, and extended payment or delivery terms. Economic conditions could also materially impact us through insolvency of our suppliers or current customers. While we have downsized our operations to reflect the decrease in demand, we may not be successful in mirroring current demand. If customer demand were to decline further, we might be unable to adjust expense levels rapidly enough in response to falling demand or without changing the way in which we operate or ceasing operations.

Our capital requirements depend on many factors, including our ability to successfully address our short-term liquidity and capital resource needs, market and sell our products and services, develop new products and services and establish and leverage our strategic partnerships and business alliance relationships. In order to meet our needs, we will likely be required to raise additional funding through public or private financings, including equity financings. Any additional equity financings may be dilutive to shareholders and may be completed at a discount to market price. Debt financing, if available, would likely involve restrictive covenants similar to or more restrictive than those contained in the Loan and Security Agreement we currently have with Silicon Valley Bank. There can be no assurance we will successfully complete any future equity or debt financing.

Adequate funds for our operations, whether from financial markets, collaborative or other arrangements, may not be available when needed or on terms attractive to us, especially from markets which continue to be risk averse. If adequate funds are not available, our plans to operate our business may be adversely affected and we could be required to curtail our activities significantly and/or cease operating.

We continue to experience operating losses and our independent registered public accounting firm has expressed substantial doubt about our ability to continue as a going concern. Management continues to seek financing on favorable terms; however, there can be no assurance that any such financing can be obtained on favorable terms, if at all. At present, we have no commitments for any additional financing. If we are unable to generate sufficient revenue, obtain financing, or adjust our operating expenses so as to maintain positive working capital, then we likely will be forced to cease operations and investors will likely lose their entire investment.

Contractual Obligations

We have no material commitments for capital expenditures, and we do not anticipate any significant capital expenditures for the remainder of 2014.

Off-Balance Sheet Arrangements

During the six months ended June 30, 2014, we did not engage in any off-balance sheet arrangements set forth in Item 303(a) (4) of Regulation S-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, we are not required to provide information required by this Item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain a system of disclosure controls and procedures that is designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that, as of June 30, 2014, our disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We were not party to any material legal proceedings as of August 18 , 2014, and there were no such proceedings pending during the period covered by this report.

Item 1A. Risk Factors

As a smaller reporting company, the Company is not required to provide the information required by this Item; however, the discussion of our business and operations should be read together with the Risk Factors set forth in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 11, 2014. Such risks and uncertainties have the potential to affect our business, financial condition, results of operations, cash flow, strategies or prospects in a material and adverse manner.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit	
2.1	Agreement and Plan of Merger and Reorganization by and among the registrant, Broadcast International Inc. and Broadcast Acquisition Co., dated as of March 5, 2014 (incorporated by reference to Exhibit 2.1 to the registrant's Current Report on Form 8-K filed with the SEC on March 7, 2014).
2.2	Amendment to Agreement and Plan of Merger and Reorganization by and among the registrant, Broadcast International Inc. and Broadcast Acquisition Co., dated as of April 11, 2014 (incorporated by reference to Exhibit 2.1 to the registrant's Current Report on Form 8-K filed with the SEC on April 17, 2014).
2.3	Agreement and Plan of Merger by and among the registrant, WRT Acquisition, LLC and Creative Realities, LLC, dated as of June 26, 2014 (incorporated by reference to Exhibit 2.1 to the registrant's Current Report on Form 8-K filed with the SEC on June 27, 2014).
31.1	Section 302 Certification of the Chief Executive Officer (*filed herewith*).
31.2	Section 302 Certification of the Chief Financial Officer (*filed herewith*).
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (*filed herewith*).
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (*filed herewith*).
101.INS	XBRL Instance Document (*filed herewith*).
101.SCH	XBRL Schema Document (*filed herewith*).
101.CAL	XBRL Calculation Linkbase Document (*filed herewith*).
101.DEF	XBRL Definition Linkbase Document (*filed herewith*).
101.LAB	XBRL Label Linkbase Document (*filed herewith*).
101.PRE	XBRL Presentation Linkbase Document (*filed herewith*).

SIGNATURES

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

WIRELESS RONIN TECHNOLOGIES, INC.

Date: August 19, 2014	By:	/s/ Scott W. Koller Scott W. Koller Chief Executive Officer
Date: August 19, 2014	By:	/s/ John J. Walpuck John J. Walpuck Principal Financial Officer and Chief Accounting Officer

EXHIBIT INDEX

Exhibit Number	Description
31.1	Chief Executive Officer Certification pursuant to Exchange Act Rule 13a-14(a).
31.2	Chief Financial Officer Certification pursuant to Exchange Act Rule 13a-14(a).
32.1	Chief Executive Officer Certification pursuant to 18 U.S.C. Section 1350.
32.2	Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350.
101	Financials in XBRL format.

EXHIBIT 31.1

CHIEF EXECUTIVE OFFICER CERTIFICATION PURSUANT TO EXCHANGE ACT RULE 13a-14(a)

I, Scott W. Koller, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2014, of Wireless Ronin Technologies, Inc.;

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

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

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

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

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

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

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

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

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

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

Dated: August 19, 2014

By: /s/ Scott Koller

Scott Koller
President and Chief Executive Officer

EXHIBIT 31.2

CHIEF EXECUTIVE OFFICER CERTIFICATION PURSUANT TO EXCHANGE ACT RULE 13a-14(a)

I, John Walpuck , certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2014, of Wireless Ronin Technologies, Inc.;

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

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

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

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

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

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

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

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

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

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

Dated: August 19, 2014

By: /s/ John Walpuck

John Walpuck
Chief Operating Officer and Chief Financial Officer

EXHIBIT 32.1

CHIEF EXECUTIVE OFFICER CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Wireless Ronin Technologies, Inc. (the "Company") on Form 10-Q for the quarterly period ended June 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Scott W. Koller, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Dated: August 19, 2014

By: /s/ Scott Koller

Scott Koller
President and Chief Executive Officer

EXHIBIT 32.2

CHIEF FINANCIAL OFFICER CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Wireless Ronin Technologies, Inc. (the “Company”) on Form 10-Q for the quarterly period ended June 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, John Walpuck , certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Dated: August 19, 2014

By: /s/ John Walpuck
John Walpuck
Chief Operating Officer and Chief Financial Officer