

BITSTREAM INC  
Form 10-K  
March 31, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(mark one)

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the fiscal year ended December 31, 2008

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
COMMISSION FILE NUMBER: 0-21541

**BITSTREAM INC.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)  
245 First Street, 17<sup>th</sup> Floor, Cambridge, Massachusetts 02142-1270

04-2744890  
(I.R.S. Employer Identification No.)

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(Address of principal executive offices)

**Registrant's telephone number, including area code: (617) 497-6222**

**Securities registered pursuant to Section 12(b) of the Act: Class A Common Stock**

**Securities registered pursuant to Section 12(g) of the Act: None**

**Exchange on which Class A Common Stock registered: The NASDAQ Stock Market**

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

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

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

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

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

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

The aggregate market value of voting stock and non-voting stock held by non-affiliates of the Registrant as of June 30, 2008 was approximately \$62 million.

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

The aggregate market value of voting stock and non-voting stock held by non-affiliates of the Registrant as of March 17, 2009 was approximately \$44 million. On March 17, 2009, there were 9,777,505 shares of Class A Common Stock, par value \$0.01 per share issued and outstanding, and no shares of Class B Common Stock, par value \$0.01 per share, issued or outstanding.

## DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement for the 2009 Annual Meeting of Stockholders to be held on May 14, 2009, to be filed with the Securities and Exchange Commission, are incorporated by reference into Part III of this Annual Report on Form 10-K. Except with respect to information specifically incorporated by reference in this Form 10-K, the proxy statement is not deemed to be filed as part hereof.

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**Special Note about Forward-Looking Statements**

*Certain statements in this report, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the Securities Act ) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ). These forward-looking statements generally are identified by the words believes , projects , expects , anticipates , estimates , intends , strategy , plan , may , will , would , will be , will continue , will likely result , and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. A detailed discussion of these and other risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in the section of this report entitled Risk Factors . We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.*

**PART I**

**ITEM 1. Business**

**GENERAL**

Bitstream Inc. was incorporated in the State of Delaware in 1981. Bitstream Inc. (together with its subsidiaries, Bitstream or the Company ) is a software development company focused on bringing unique software products to a wide variety of markets. Today, our core software products include award-winning fonts and font rendering technologies; mobile browsing technologies and variable data publishing; Web-to-print, and multi-channel communications technologies.

We maintain our executive offices at 245 First Street, 17<sup>th</sup> Floor, Cambridge, Massachusetts 02142-1270. Our telephone number is (617) 497-6222 and we maintain websites at [www.bitstream.com](http://www.bitstream.com), [www.myfonts.com](http://www.myfonts.com), and [www.pageflex.com](http://www.pageflex.com). Investors may obtain copies of our filings with the Securities and Exchange Commission (the SEC ) free of charge from our website at [www.bitstream.com](http://www.bitstream.com) or the SEC 's website at [www.sec.gov](http://www.sec.gov).

**PRODUCTS AND MARKETS OVERVIEW**

We categorize our products and technologies into three product lines: (1) fonts and font technology, (2) mobile browsing technology, and (3) variable data, Web-to-print publishing, and multi-channel communications technology.

**FONTS AND FONT TECHNOLOGY**

Techniques used to present text and graphics are based on existing desktop publishing technologies and, when used in new distribution media, often result in a loss of visual integrity, degraded system performance, or both. To efficiently deliver digital information that retains the author 's intended visual impression, computer systems must use enabling technologies that reduce file size, minimize bandwidth consumption, and operate reliably across computing environments. The evolution of real-time operating systems (RTOS), mobile phone operating systems, wireless devices, PDAs, set-top boxes, information appliances, and embedded systems in general require the transition from (a) the use of bitmaps to display text on these devices to the use of outlines and vector-based shapes to display text that can be scaled to fit the content being viewed on these devices. Text that is easy to read on any hardware device, on any software platform, at any size, and at any resolution is immeasurably important.

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Since 1981, Bitstream has played a leading role in the development of industry-standard font products and enabling technologies, including font rendering and display software. We have built substantial expertise in digital typeface design and production, technical font formats, and font portability and compaction software.

We believe that certain features of our products, such as performance, speed, compact size, system scalability, cross-platform portability, and high typographic quality, facilitate the adoption of such products in new and emerging markets. These markets include mobile handsets, handheld and wireless devices, gaming software, graphics applications, Internet and corporate intranet software, interactive TV and set-top boxes, high-definition digital theater and television, and embedded systems. We are currently developing, adapting, and marketing our enabling technologies and font solutions to third parties whose products address these new and developing markets.

Our fonts and font technologies are designed to support existing and new technological and typographic standards, such as OpenType, TrueType, and PostScript Type 1, as well as Unicode and native encodings. Our technologies are designed to be embedded within full-featured products produced by OEMs (original equipment manufacturers) and ISVs (independent software vendors). Our products are also designed to function in multi-platform computing environments, including Windows, Macintosh, UNIX, Linux, RTOS, and Java.

We have a long history of working with standards organizations worldwide to enhance technological development. We created the portable font resource (PFR) as a highly compact, resolution independent representation of characters that can be displayed on different systems while retaining font fidelity. Independent organizations responsible for setting digital TV standards have adopted the PFR font format as their standard for digital television, including ATSC (Advanced Television Systems Committee), DAVIC (Digital Audio Visual Council), DVB (Digital Video Broadcasting), DTG (Digital TV Group), MHP (Multimedia Home Platform), ISO/IEC 16500-6:1999 (International Organization for Standardization/International Electrotechnical Commission), and OCAP (Open Cable Application Platform).

We also sell fonts and font-related products developed and designed by third party foundries and designers. We established our MyFonts website as a universal source for fonts from a wide variety of international font vendors and designers. While prior approaches to selling fonts were generally satisfactory for professionals, they represented a barrier for the non-professional, casual user who is simply looking for a particular font. For example, if someone sees a font in a magazine, traditional sales channels offer no quick and easy way of finding out the name of that font. Even when the name of the font can be determined, it is not obvious where to buy it from among the hundreds, if not thousands, of font foundries offering their fonts through numerous channels. As a result of such obstacles, font sales to non-professionals have historically been almost non-existent. Bitstream continues to believe that this audience represents a large untapped market for fonts, and established MyFonts to make fonts accessible to everyone, which benefits both users and the font foundries.

For the general computer user, fonts have been difficult to find, purchase, and install, and often represent an unknown aspect of his or her desktop environment. Our goal is to provide access to fonts for all users, not just graphic arts professionals. MyFonts, created with the participation of some of the industry's most influential font foundries, provides one of the largest collections of fonts ever assembled. It features new ways to find and purchase fonts on-line, and offers unique typographic resources and a forum for interacting with font experts. As of March 1, 2009, over 450 foundries, large and small, domestic and international, participated as partners with MyFonts to offer their fonts for sale. This represents an aggregate collection of over 60,000 fonts. Some of the key features of MyFonts are: (1) an advanced search feature, which enables customers to browse and locate fonts using keywords both a novice and expert can understand; (2) WhatTheFont<sup>SM</sup>, a free service which allows customers to scan images of typefaces and upload them to MyFonts.com for identification; (3) the ability to find fonts similar to a particular typeface design using the "Show me more fonts like this" feature; (4) test driving a font in text the user enters; (5) exploring the world of fonts with links to typographic resources available on the web; (6) the ability to collect fonts into one or more Font Albums for side-by-side comparison and collaborative decision making; and (7) the ability for users to click a button on the MyFonts website to download an automatic font installer.

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On May 9, 2005, the Company announced that the U.S. Patent and Trademark Office awarded a patent for MyFonts system for selecting and distributing fonts in conjunction with its e-commerce system. MyFonts was awarded the patent, number U.S. 6,853,980 B1, for specific technology underlying MyFonts.com that (1) enables users to find a font having a particular look or particular features, (2) enables users to upload an image of a font or font shapes, (3) displays fonts on the MyFonts website that most closely match ( pattern match ) the font or image the user is searching for, and (4) allows users to purchase and download the matching font.

MyFonts technology relies on computerized systems to organize fonts in such a way that visitors to MyFonts.com will be able to find a font similar to the one for which they are searching, as accessed through the More Fonts Like This feature and through keyword searches. MyFonts technology also relies on computerized pattern matching for fonts, as accessed through the WhatTheFont feature. WhatTheFont is a font identifier for users who have found a font they like in a book, magazine, newspaper, or other source, but don't know its name. WhatTheFont accepts image files of fonts uploaded by users, analyzes the images, and then displays the fonts on the MyFonts site that most closely match the font shapes captured in the image. WhatTheFont is also available as an iPhone application.

### **Bitstream font technology products include:**

**Font Fusion®**, a font rendering subsystem that enables developers of consumer electronics devices, mobile handsets, set-top boxes, digital TVs, printers, graphics and software applications, and other embedded systems to render high-quality characters in any language, any format, at any resolution, on any software platform or hardware device. Font Fusion renders high-quality characters in industry-standard font formats, compact portable font resources, and compact stroke-based Asian font formats. Font Fusion is also available as a pre-integrated BREW extension.

**Bitstream Panorama**, a global text composition engine. This product enables developers to draw strings of characters and lay out complex lines of text. Bitstream Panorama supports international languages, including such complex script languages as Arabic and Indian. Together with Font Fusion, it offers a complete line layout and font rendering solution for developers building mobile handsets, smart phones, personal digital assistants (PDAs), set-top boxes, graphics applications, and embedded systems. Bitstream Panorama is also available as a pre-integrated BREW extension.

**btX3**, a font subsystem that enables Linux applications to render high-quality characters in industry-standard and highly compact formats. btX3 is a small, fast font rendering system that allows Linux developers to access worldwide fonts, a font rendering engine, responsive engineering support, and commercial use of TrueType hints all in one license agreement from one vendor. btX3 comes with a core set of 13 delta-hinted, TrueType screen fonts. Delta hinting involves fine-tuning fonts so that they look good on the screen, even at small point sizes on low-resolution devices, such as computer monitors.

**TrueDoc®**, a portable font technology that provides for the efficient distribution of text, with fidelity, in a highly compact format. OEMs and ISVs license and incorporate TrueDoc into their products to achieve reliable, compact, and efficient recording, transporting, and viewing, of documents resident on the recipient's system. TrueDoc has been engineered to be small in file and application size, to comply with all industry font standards, and to be cross-platform compatible. We believe that TrueDoc's small file size and efficient playback capabilities present advantages in applications where limitations on bandwidth and memory are significant factors.

**TrueDoc Imaging System (TDIS)**, a font subsystem for developers of operating systems, servers, applications, printers, and printer controllers, where a complete font solution is needed to provide scaleable resident fonts and support for downloadable, industry-standard fonts.

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### **Bitstream font products include:**

**Bitstream Typeface Library**, which consists of over 1,000 digital typefaces deliverable in industry-standard OpenType, TrueType, and PostScript Type 1 font formats. Most of these typefaces are for use with English or other Western European language-based computer systems.

**BTN Library**, which consists of 500 fonts for OEMs and ISVs. The BTN ( Breaking the Norm ) typeface library includes designs made up of text families and pi fonts, and a wide variety of display, headline, and handwriting fonts. The BTN fonts were designed for software applications (particularly game software and graphics/presentation applications), web applications, and printers.

**Certified Simplified Chinese GB18030 Font**, Bitstream Hei, a TrueType font that has been certified by both the SLC (State Language Committee) and CITS/CESI (Committee on Information Technology Standards/China Electronics Standardization Institute). The SLC and CITS/CESI are Chinese standards groups that approve multilingual fonts for distribution within the People's Republic of China (PRC). This includes the GB18030 font, which is the PRC's approved Chinese character set. The GB18030 font currently includes over 30,000 characters and supports Chinese, Mongolian, Tibetan, Yi, and Uyghur. The Chinese government requires that fonts be certified before they can be licensed to software and hardware developers entering the Chinese marketplace.

**Asian Stroke-Based Fonts**, which consist of Unicode and native encodings of Chinese, Japanese, and Korean fonts, all in a compact and scalable stroke format. Bitstream also provides a unified stroke-based font that includes all Chinese, Japanese, and Korean characters included in the separate fonts.

**International Fonts**, which consist of non-Western language typefaces such as Arabic, Chinese, Cyrillic, Greek, Hebrew, Indian, Japanese, Korean, Thai, and Vietnamese. Along with these international fonts, complex script languages such as Arabic and Indian are becoming increasingly important for OEMs and ISVs developing worldwide solutions.

**Tiresias Screenfont**, a font that was originally designed by a team led by Dr. John Gill, Chief Scientist for the Royal National Institute of the Blind ( RNIB ). The RNIB developed the Tiresias Screenfont to improve text for television subtitling. The DVB and DTG organizations have adopted the Tiresias Screenfont as their standard font for digital television.

**Closed Caption Television (CCTV) Font Set and TV Font Pack**, an EIA-708-B compliant set of closed captioning fonts that support the Federal Communications Commission (FCC) requirements for closed captioning display on digital and analog TVs; and a set of 12 typeface designs that provide a comprehensive collection of serif, sans serif, and monospaced fonts for viewing on TV screens.

**MobileFonts** , a set of fonts designed and hinted specifically for display on mobile handsets.

**Printer Fonts** a set of fonts for printer emulation products featuring optimized output combined with a small footprint. Support Arabic, Hebrew, Baltic and Central European character sets in addition to standard Western European character sets.

### **MOBILE BROWSING TECHNOLOGY**

The top issue confronting mobile operators, device manufacturers and others involved in disseminating news, commerce and entertainment data is how to effectively display this information on a mobile device in order to create a robust revenue stream in the wireless market. Based on our expertise in software development, fonts and font rendering, we developed a browsing technology for mobile devices called ThunderHawk. ThunderHawk provides a fast, easy to use full HTML desktop-like browsing experience. Built with Bitstream core mobile technology,

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ThunderHawk offers a feature-rich mobile browsing experience that enables users to find and read information quickly.

**ThunderHawk Client/Server Technology** offers powerful, user-friendly benefits in a small package to mobile operators and device manufacturers. It minimizes resource requirements on the handset and supports a vast range of mass-market and higher end phones, with extremely fast page load speeds and low over-the-air data



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sizes. When a subscriber uses ThunderHawk to access the Web, the ThunderHawk client residing on the handset communicates with a server cloud. The cloud receives a connection from the client, and requests an HTML Web page from the Internet over a fast data connection. Upon receiving the requested page, a server renders the content on-the-fly and compresses the graphics. A server sends the requested HTML page in a compressed compact transport format to the subscriber's handset, reducing the data size to approximately one-twenty-third, on small magnification setting, of the size of the page on the desktop. This results in extremely fast loading and display of Website content for a truly superior user experience. The client technology is available as a J2ME client that runs on a majority of the phones currently on the market or as a platform-agnostic C++ SDK, that can be ported to any environment including Windows Mobile, BREW and Symbian OS, enabling a feature-rich, full desktop-style HTML browsing experience on nearly any mobile device.

**BOLT**, a consumer-facing browser built on ThunderHawk Java Client/Server technology. Offering a browser directly to consumers allows for rapid testing of new features (such as streaming video and RSS support) to improve, and generate interest in, our OEM and mobile operator-facing browsing technologies.

## **VARIABLE DATA AND WEB-TO-PRINT PUBLISHING TECHNOLOGIES**

In the past several years, corporate marketing departments have learned to take advantage of the web as a new marketing medium. These departments are becoming familiar with the qualities and opportunities of the new medium, such as the abilities to update information quickly and easily, to generate content pages dynamically directly from corporate databases, and to personalize the customer experience. At the same time, companies are realizing the increased customer loyalty and profits that result from treating customers as individuals. They recognize the importance of identifying their most valuable customers and lavishing attention on them in a way tailored specifically to their needs. To implement one-to-one communications, marketing communications must be moved from a one-size-fits-all approach to a custom manufacturing model, in which thousands of variations can be produced at low cost. With the advent of high-speed color printers and digital presses, it is no longer cost-prohibitive to print smaller quantities, whether for localized marketing materials (short-run) or for one-to-one personalized materials (a run of one).

Our variable data and Web-to-print multi-channel publishing products, which are marketed and sold under the Pageflex brand, use intelligent, flexible templates to automatically assemble customized content logos, imagery, illustrations, and text in print, bitmap, or HTML formats for production through a wide range of digital print output devices, the web, and e-mail. Pageflex templates are based on the principle of separating document content raw information from document design how the page is laid out, what fonts and colors are used, and how images are sized and positioned. The copyfitting and placement rules, together with permissions that govern user ability to change elements, are built into each design template by the designer. Content providers can modify and add their content with little or no design skill. Document designs originally developed in Quark Xpress and Adobe InDesign can be imported into Pageflex through the use of Pageflex plug-ins that enable these third-party applications to export to the Pageflex XML data format.

### **The Pageflex product line consists of:**

**Pageflex Server**, an enterprise server platform consisting of variable publishing modules, gives enterprises in many industries and digital printing service providers the ability to design and produce customized database-driven or web form-driven marketing communications on demand. It is designed to be the one server application that allows customers to do All Things Variable. Pageflex Server enables companies to offer interactive document editing capabilities to customers, employees, marketing partners, and dealers or franchise owners over a corporate website. Customers deploying Pageflex can create flexible templates that maintain their brand and corporate identity by using approved fonts, design elements, and images. They can also limit the editing capabilities made available to their end users and constrain portions of the document so that they cannot be modified.

Pageflex modules provide a variety of document customization options including database merging, Web form driven customization, interactive online design and editing, and cross media (print and

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HTML) publishing with campaign tracking features. The Online Design and Editing Module provides a revolutionary level of interactivity for web-to-print solutions. It utilizes Pageflex .EDIT technology, which was the first web browser-based application that enabled non-designers to create typography-rich, layout-rich documents with just a browser and an Internet connection. It brings desktop publishing capabilities into a Web browser with a true WYSIWYG display.

Pageflex Server provides companies with the robust server tools and stability they need to run high-volume, multi-server installations 24x7x365, including automatic failover and backup options. The queue-based architecture enables concurrent job processing, batching, and priority processing when multiple orders are placed at the same time. New servers can be added quickly and without service-disruption as the quantity of end user editing transactions increases.

**Pageflex Storefront** is a turn-key software product that enables customers to define, auto-generate and manage attractive online document customization and ordering sites. Service providers use Pageflex Storefront to provide their clients with a catalog of customizable document products, and corresponding e-mail and cross media campaigns. Included in the package is user account, shopping cart and order management, as well as personalization and customization technology for online document editing. At the core of the solution, is Pageflex web-to-print composition technology, including flexible templates that enable document layouts to flex , accommodating variable content within sophisticated designer-specified guidelines. Pageflex Storefront was a winner of the prestigious GATF InterTech Technology Award for 2005 and was the only software package for web-to-print or variable data publishing to be honored with this award, which is recognized industry wide as a mark of excellence and innovation. The judges described the system as elegant , user friendly , and amazingly powerful . Pageflex Storefront has gone on to win numerous other industry awards as we have enhanced the product with capabilities specific to business-to-business and business-to-consumer sites, integrations with third-party print production systems that enable streamlined and automated workflows, and product internationalization including the end-user UI and support for a variety of different country taxes. Pageflex Storefront is sold as licensed software, with some customers then offering individual Pageflex Storefront portals in a SaaS model to their customers.

**Pageflex Persona Cross Media Suite** is a desktop software application enabling targeted and personalized content in both print and e-mail. The product incorporates award-winning variable data and cross-media functionality from Pageflex into a desktop application. It is the only desktop application on the market to enable database-driven personalized output in both print and e-mail. Among its compelling features are cross-media capabilities for creating coordinated print and e-mail marketing campaigns, variable-length document capabilities, flexible layouts, and the ability to compose text in more than 60 languages, including Japanese and Chinese. Another key capability is its cross compatibility with Pageflex server-class products, meaning all templates, variables, and projects can be easily reused for web-to-print applications, providing a variety of options for migration and expanded Pageflex configurations.

**Pageflex Campaign Manager** addresses the growing industry trend that requires marketers to show measurable results for all expenditures, while also increasing the company (or product) relationship with each customer. Pageflex Campaign Manager simplifies the process of creating a multi-touch marketing campaign, while providing robust reporting capabilities to track a campaign s success. It allows marketers to focus on crafting the marketing message, not the mechanism for getting it distributed. Pageflex Campaign Manager is used to produce printed direct mail, email, and Web microsities, with each of these components being personalized for the individual recipient. The direct mail and email components can contain a personalized URL (PURL) that the recipient can visit online. At the resulting Web microsite the Web content can be personalized and customized for the individual based on demographic or buying information that is known about them. Pageflex Campaign Manager can be used to develop surveys on the Web microsite pages to gather additional information about the customer. The system can generate follow-up emails to the individual, alerts to the appropriate sales person, and follow-up print mailings.

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Pageflex Campaign Manager includes a password-protected online dashboard where the marketer can view in real-time an accurate, detailed account of the effectiveness of each component used in the multi-touch campaign. Individual recipients are tracked, including how many times they are touched and their responses to online surveys. Overall campaign statistics can be viewed and analyzed.

**Pageflex NuDoc** is an advanced document composition engine based on the principle of separating form from content. Leveraging object-oriented technology, NuDoc is a reusable building block for document processing applications. NuDoc object classes provide an application programming interface (API) that supports the importing, editing, displaying, or printing of electronic documents. One of the important strengths of NuDoc is its ability to dynamically create layout-intensive pages through the import of separate content and style files.

We design our publishing products and technologies to support technological standards. We are a founding member of the Print On Demand Initiative (PODi), an alliance of key vendors and service providers working in the digital color printing market. PODi members include Adobe, Canon, Electronics for Imaging (EFI), Hewlett-Packard, Kodak, Konica Minolta, and Xerox. We also actively participate in the PODi standards development group, which has written and released a PPML standard harmonizing the ten vendor-specific proprietary protocols currently used to drive digital presses at high speed into one open standard supporting PostScript and PDF. Our publishing software, since its inception, has sought to drive all brands of digital printers. With strong input from the Company, PPML has been adopted as a standard across the industry, and we continue to play a leading role in this standardization program. In February 2007 Pageflex was the industry's first PPML producer to receive PPML Certification from PODi.

## **SALES AND MARKETING**

We manage our sales and marketing efforts from our corporate headquarters in Cambridge, Massachusetts. Sales personnel receive a base salary plus commissions. Our sales and marketing organization focuses on direct sales and marketing activities and on maintaining and expanding reseller and OEM relationships. We also seek to enhance our relationships with existing and potential customers and have training and technical support teams who work with existing and potential customers, resellers, and strategic partners to support the sales process and to facilitate the implementation and use of the Company's software products and technologies.

We promote our products through (1) attendance and exhibition at major industry trade shows, (2) participation in tradeshow booths and sales events sponsored by our strategic partners for our browsing and publishing technologies, (3) participation in several standards committees, (4) PR efforts to secure editorial coverage in industry and business publications, web sites, and blogs (5) advertising in industry publications and on related websites, (6) engaging in direct marketing activities including print, email and web marketing campaigns, (7) sponsorship and delivery of webinars (8) our various websites including, [www.bitstream.com](http://www.bitstream.com), [www.myfonts.com](http://www.myfonts.com), and [www.pageflex.com](http://www.pageflex.com), [www.mymms.info](http://www.mymms.info), and (9) through search engine optimization of websites.

The principal objectives of our marketing strategy for fonts and font technology are to continue to increase sales to OEMs and ISVs, who integrate Bitstream font technology software into their products, and to continue to increase sales of our fonts to retail and corporate customers. OEM and ISV agreements to which we are a party range from a license for a small group of typefaces to agreements for an entire spectrum of font products and/or technologies that can be incorporated into the customer's hardware or software products. The principal objective of our marketing strategy for our mobile browsing technologies is to expand awareness of these technologies while generating new business relationships with major mobile operators and device manufacturers. The principal objective of our marketing strategy for our publishing technologies is to continue to expand awareness of our on-demand marketing software products among web-to-print providers, digital service and print providers, corporate marketing departments, design firms, advertising agencies, direct mail houses, and other corporations

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and end users, as well as to encourage existing customers to make additional investments in Pageflex products and services. Marketing activities for our e-commerce initiative have been focused on recruiting font foundries to include their products on our MyFonts.com site, making web users aware of MyFonts.com and attracting them to the website. Marketing activities to increase awareness on the part of potential font buyers consist of efforts aimed at building web links from search engines and other Internet sites, as well as referrals.

Since 2004, we have sent regular newsletters to our e-commerce subscriber base including, a monthly *Rising Stars* newsletter featuring top-selling fonts and a monthly *Creative Characters* newsletter featuring an interview with a font designer. In addition, new foundries are featured shortly after joining MyFonts on the MyFonts blog. We plan to continue these marketing efforts in the future and, as new opportunities arise, we intend to evaluate other marketing approaches.

## **CUSTOMERS**

We license our font and font technology products to a variety of OEM and ISV customers worldwide. We also sell custom and other typeface products directly to corporate customers and individual end users through various means including sales to consumers worldwide through our e-commerce website. We license our mobile browsing technologies to mobile operators, device manufacturers, corporations and end users, as appropriate. We license our publishing products directly to web-to-print providers, print service providers, marketing services companies, advertising agencies, major corporations and end users, and indirectly through resellers and strategic partners. We intend to continue to broaden our customer base through increased marketing efforts, by developing relationships with systems integrators, OEMs, and partners, and by introducing new product offerings and third party integrations that expand the use of our products and the markets which they serve.

No customer accounted for 10% or more of our revenue for any of the years ended December 31, 2008, 2007, or 2006. From time to time, product sales to a specific customer during a fiscal quarter may constitute more than 10% of our revenue for such quarter and a single customer may be responsible for 10% or more of our accounts receivable balance at any point in time. At December 31, 2008, two customers accounted for 17% and 11% of our accounts receivable, respectively, and at December 31, 2007, two customers accounted for 16% and 14% of our accounts receivable, respectively. We have broadened and intend to continue to broaden our customer base through expanded product offerings and increased marketing efforts. Revenue by geographic area is included in Footnote 9 in the Notes to the Consolidated Financial Statements enclosed herewith.

## **RESEARCH AND DEVELOPMENT**

Bitstream is committed to developing innovative software to enhance communications. In particular, we focus on (1) developing software to allow for the best browsing experience on mobile devices, (2) developing premier font technology solutions that render high-quality text in any language for any application or device, (3) developing leading-edge technology for MyFonts.com, and (4) advancing our variable data and Web-to-print publishing technologies to meet the needs of an expanding market. To accomplish these goals, we have invested, and expect to continue to invest, significant resources in research and development.

During 2008, our research and development activities produced the following:

**Font Fusion 4.5** In April 2008, we released version 4.5 of Font Fusion®, the Company's font rendering subsystem. Bitstream's Font Fusion is a font subsystem that has been designed to allow developers to render high-quality characters in almost any format, at almost any resolution, on almost any device. It is designed to support embedded systems, mobile handsets, printers, operating systems, software applications, low-resolution screen devices, high-definition television screens (HDTVs), set-top boxes, personal digital assistants (PDAs), and other embedded systems. The product has been optimized for

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small, resource-constrained embedded systems, such as mobile handsets. Version 4.5 of Font Fusion includes new features designed to extend the product's functionality, including support for 32-bit Unicode for interpreting large font files such as CJK with extended CMAPPs for 32-bit Unicode values, SmartScale dynamic character scaling, glow text filter, additional support for common Windows bitmap font format FNT/FON, and additional support for CID keyed fonts.

**Bitstream Panorama 4.5.** In April 2008, in concert with the release of Font Fusion 4.5, we released version 4.5 of our global text composition engine, which features the ability to layout, position, substitute, and render characters in worldwide languages, including complex script languages. This release includes several significant new features designed to simplify complex text composition including range based font mapping for fonts based on Unicode ranges, style-based font mapping, alpha channel support in LCD mode, 32-bit Unicode support, SpaceWrap feature that wraps any spaces that are before a character in a new line, and termination style support that enables ellipses termination.

**Font Fusion BREW Edition.** In May 2008, we introduced a BREW version of our Font Fusion font rendering subsystem, offering lossless font compression and best-of-breed rendering speeds to the hundreds of devices on the BREW platform.

**Bitstream Panorama BREW Edition.** In May 2008, we introduced a BREW version of our Bitstream Panorama global text composition engine, enabling developers to draw strings of characters and layout complex lines of text on the hundreds of devices on the BREW platform.

**ThunderHawk BREW Edition.** In May 2008, we introduced a BREW version of our ThunderHawk Client/Server browsing technology. Based on our C++ SDK, this release enables ThunderHawk to be ported directly to the hundreds of mobile devices on the BREW platform.

**WhatTheFont iPhone app** allows iPhone users to take a photo of lettering and immediately get the font identified using WhatTheFont.

**Pageflex 6.0/6.1.** In the first quarter of 2008, we released Pageflex 6.0 and then in May 2008 released additional functionality with Pageflex 6.1. Collectively these releases brought enhancements to all server-based Pageflex products. The primary focus of these releases was to introduce to the market Pageflex Campaign Manager, a comprehensive solution for producing, managing, and tracking multi-touch marketing campaigns. Pageflex Campaign Manager gives marketers an easy and robust way to track and analyze all aspects of their campaigns, providing them with the critical information needed to evaluate the return on their marketing investment. The tracking capabilities provide marketers an accurate, detailed account of the effectiveness of each tool used in a comprehensive campaign, such as email, personalized URLs and landing pages, and direct mail. A simple, menu-driven interface allows users to define each step of the campaign. A customizable online tracking dashboard then specifically measures their effectiveness in real time, through display of both numeric and graphical representations of the quantifiable results. In addition, Pageflex 6.0 introduced an Adobe Flash-based version of our award-winning online design and editing application (also called .EDIT or Free Edit in Pageflex Storefront) with DHTML controls, enhancing our capabilities for providing interactive online document editing. With Pageflex 6.1 came support for Microsoft Windows Vista in Pageflex Studio (the desktop application used to create document templates and projects for use by all Pageflex products). Pageflex 6.1 also brought improved handling of large databases in Pageflex Storefront.

**Pageflex Persona Cross Media Suite 2008.** In the first quarter of 2008, we released the new version of Pageflex Persona Cross Media Suite which builds on the feature set of this desktop application that enables targeted and personalized content in both print and e-mail. New features include the ability to build projects for Pageflex Campaign Manager, and various enhancements to the PDF print capabilities of the application.

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**Pageflex Product Integrations.** Integrations of third party products with our Pageflex product line continue to provide additional functionality to our customers applications. In 2008, we completed a number of third party integrations that include:

Enhanced existing Pageflex Storefront integration with AccuData to add support for six additional data lists.

Integration with the Avanti Graphic Arts Management System to provide streamlined job data transfer from online document customization and ordering in Pageflex Storefront through to the print production environment for printing, finishing and shipment.

Integration with the Canadian Postal Service Householder data list enabling Pageflex Storefront users to query, purchase, and use data lists from within the application.

Integration of all Pageflex products with DirectSmile Online to gain process improvements. This integration benefits customers that have a Pageflex document with multiple DirectSmile images where rendering speed is a priority.

Integration of Pageflex Storefront with DuoShare s address verification and sorting (NCOA/CASS) service. DuoShare also makes the necessary postal paperwork for obtaining discounted rates available for download from the Storefront Administrator interface.

Integration with Enterprise Print Management Solutions (EPMS) to communicate production information seamlessly with Pageflex Storefront.

Integration of Pageflex Storefront and Heidelberg Prinect in support of customers with hybrid workflow in which Web-to-print drives automated production of versioned offset runs, in addition to personalized digital print. This integration utilizes the industry standards JDF, JMF, and PDF.

Integration of Pageflex Storefront with HP SmartStream Production Pro Server to seamlessly transfer job order information between the two systems via JDF.

Extended Pageflex Storefront to allow end user credit card payment via the Network Merchants Inc. Gateway Services, which supports USD (United States Dollar) currency.

Extended Pageflex Storefront to allow end user credit card payment via the Protx Payment Gateway, which supports GBP (British Pounds Sterling) currency.

Integration of Pageflex Storefront with Xerox FreeFlow Process Manager MAX to provide an automated process from work order submission through print submission (i.e. no operator involvement). After testing and validation by Xerox, Pageflex Storefront has been designated Optimized for Xerox FreeFlow®.

## **COMPETITION**

Our font technology products compete with the solutions offered by a variety of companies, including other suppliers of enabling technologies, software application developers, and vendors of computer operating systems. Moreover, the market for our enabling technologies and products

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may be adversely affected to the extent that computer hardware, operating system, and application software vendors incorporate similar functionality or bundle competitive offerings with their products and thereby reduce the market for our technology or products. The competition for our sales of typefaces generally comes from a number of comparably sized or smaller companies offering their own typeface libraries and custom typeface services. Competition with our font rendering, font compression, and worldwide text layout technologies principally comes from Monotype Imaging Corporation, Arphic, and FreeType, an open source collaborative organization that provides its Linux font rendering code for free. Three limitations of the FreeType organization are (1) its inability to provide fonts; (2) its inability to provide a license for TrueType hinting, important for rendering readable, legible characters and

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retaining character shapes at small sizes on low-resolution screens and computer monitors; and (3) its inability to provide hands-on, one-to-one engineering support. Both Bitstream and Monotype Imaging can license TrueType hinting technology and fonts to developers. Competitors to our e-commerce initiative, MyFonts.com, include individual font foundry websites and other font-related websites that offer a variety of fonts for sale online, such as the one offered by Monotype Imaging.

Our ThunderHawk browsing technology competes with the browsing solutions offered by a wide variety of companies, including large software companies and small companies focused solely on the mobile browsing market. Our mobile browser competitors include Opera Software ASA, Access Co., Ltd., SkyFire Labs, Inc. and Novarra Inc. ThunderHawk compares favorably against these competitors primarily because of its ease-of-use, ability to access a wide variety of websites and the browser's client/server technology, which provides many advantages, the most important being user experience, speed and security. The client/server architecture also gives ThunderHawk a high degree of compliance with open HTML standards, making fast and full-featured mobile web browsing possible.

Our publishing software competes with offerings of end-to-end solutions and integration services that include on-demand publishing tools. These solutions in turn compete with solutions created by our customers. Pageflex Server and Pageflex Storefront are server-based enterprise applications targeted at the customized print or web-to-print segment of the on-demand publishing market, while Persona Cross Media Suite is a desktop product for database-driven print and HTML email production. Rapid technological developments and frequent product introductions characterize this market. Competitive solutions also include VDP and Web-to-print products bundled with digital presses, or integrated with print-shop management systems in the print provider market. In the corporate market, competitive solutions include those integrated with marketing campaign management, email marketing, and CRM strategies. Participants in this market compete based on functionality, price, service, customizability, and interoperability with other e-publishing solutions and components. These competitors include MindFire, Objectif Lune, PressSense, Printable, and XMPie (a business-unit of Xerox Corporation). Recently this market has seen some consolidation with major digital press vendors adding software solutions to their product portfolios. This is a trend that may continue and change our competitive landscape. In addition, we may face new competition from emerging products and technologies. We believe our publishing products compete favorably based on rich feature sets, ease of use, long-term cost of ownership, stability, scalability, and customer satisfaction.

We believe that the principal competitive factors affecting all of our products include product features and functionalities such as scalability, ease of integration, ease of implementation, ease of use, quality, performance, price, customer service and support and effectiveness of sales and marketing efforts. Although we believe that we currently compete effectively with respect to such factors, there can be no assurance that we will be able to maintain our competitive position against current and potential competitors. See Risk Factors-If we are unable to successfully compete in our markets, our financial results will be negatively affected.



**Table of Contents****INTELLECTUAL PROPERTY**

We rely on a combination of trade secret, copyright, patent, and trademark laws and contractual restrictions to establish and protect proprietary rights in our technology. We are party to confidentiality and invention assignment agreements with our employees, and, when obtainable, enter into non-disclosure agreements with our suppliers, distributors and others so as to limit access to, and disclosure of, our proprietary information. There can be no assurance that these statutory and contractual arrangements will prove sufficient to deter misappropriation of our technologies or that our competitors will not independently develop non-infringing technologies that are substantially similar to or superior to our technology. The laws of certain foreign countries in which our products are or may be developed, manufactured or licensed may not protect our products or intellectual property rights to the same extent as do the laws of the United States and make the possibility of piracy of our technology and products more likely. We believe that, because of the rapid pace of technological change in the software and electronic commerce markets, legal protection for our products will be a less significant factor in our future success than the knowledge, ability and experience of our employees, the frequency of product enhancements and our ability to satisfy our customers. See Risk Factors-We may not be able to protect our intellectual property rights against piracy, infringement of our patents, or declining legal protection .

Our policy is to apply for U.S. patents and seek copyright registration for our technology and seek trademark registration of our marks from time to time when management determines that it is competitively advantageous and cost effective to do so. We have been granted ten patents by the United States Patent and Trademark Office, three for certain aspects or applications of the Company's TrueDoc technology, one for our DocLock technology, one for our Font Fusion technology, one for our Pageflex technology, three for our ThunderHawk technology and one for our technology behind our MyFonts.com website. Furthermore, multiple U.S., PCT, EPO, and Japanese applications are in process for some of the Company's newer technologies. Bitstream®, Font Fusion®, TrueDoc®, T2K®, MyFonts®, Pageflex®, and Cyberbit® are federally registered trademarks of the Company. All other trademarks, service marks or trade names referred to in this Annual Report on Form 10-K are the property of their respective owners.

**EMPLOYEES**

As of March 17, 2009, the Company employed 96 people, including 22 in sales and marketing, 21 in customer support and consulting, 40 in research and development, and 13 in general and administrative functions. Of our 96 employees, 93 are full-time and 3 are part-time, and 21 of the full time employees are based in our office in India. We also retain consultants from time to time to assist us with particular projects. We believe that our future success will depend in part on our ability to attract, motivate and retain highly qualified personnel. None of our employees is represented by a labor union and we have not experienced any work stoppages. We consider our employee relations to be good.

**EXECUTIVE OFFICERS OF THE REGISTRANT**

The Company's executive officers and their ages as of March 17, 2009 are as follows:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Anna M. Chagnon	42	President and Chief Executive Officer
John S. Collins	69	Vice President and Chief Technology Officer
James P. Dore	50	Vice President and Chief Financial Officer
Sampo Kaasila	48	Vice President, Research and Development
Costas Kitsos	48	Vice President of Engineering

Anna M. Chagnon has served as Chief Executive Officer of the Company since October 2003. She has also served as President of the Company since June 2000 and as General Counsel since July 1997. She previously

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served as Chief Operating Officer from August 1998 to October 2003, and Chief Financial Officer from August 1998 to March 2003. From July 1997 to August 1998, she served in various positions at the Company including Vice President, Finance and Administration, Chief Financial Officer and General Counsel, and Vice President and General Counsel. From November of 1996 to July 1997, Ms. Chagnon was Counsel to Progress Software Corporation, a developer and worldwide supplier of solutions to build, deploy and manage applications across Internet, client/server and host/terminal computing environments. From August 1994 to November 1996, she was an attorney for the Boston law firm of Peabody & Arnold LLP where she specialized in corporate, securities, finance and intellectual property law. She holds a Bachelor of Science degree, summa cum laude, from Northeastern University, a Juris Doctor degree from Boalt Hall School of Law of the University of California at Berkeley, and a Master of Business Administration, summa cum laude, from Babson College.

John S. Collins has been Vice President and Chief Technology Officer of the Company since August 1998. From 1988 to August 1998, he served as Vice President of Engineering. Mr. Collins invented or co-invented a number of the products/technologies relating to font imaging technology for which the Company holds patents. He is the principal inventor of the Company's TrueDoc technology. Mr. Collins holds a B.Sc. and a Ph.D. in Electrical Engineering from the University of London.

James P. Dore was named a Vice President and the Company's Chief Financial Officer in March 2003. From June 1999 to March 2003, he served as the Company's Corporate Controller. From January 1997 to June 1999, Mr. Dore served as Corporate Controller at Celerity Solutions Inc. a developer and marketer of supply chain and warehouse management business software. He also served as Celerity's Chief Financial Officer and Treasurer from April 1999 to June 1999. Mr. Dore has over 20 years of service in various senior financial positions, is a C.P.A. and holds a B.S. degree, with distinction, from Clarkson University.

Sampo Kaasila has served as Vice President, Research and Development, of the Company since November 2001. Mr. Kaasila serves as the principal architect of the Company's font technology and mobile browsing products. From November 1998, when Mr. Kaasila joined Bitstream upon the acquisition of Type Solutions, Inc., to November 2001, he served as Director of Research and Development, Type Solutions. From August 1989 to November 1998, he was a founder and President of Type Solutions, Inc., a leading developer of font technologies including T2K, a font renderer which provides an object oriented design, advanced architecture and algorithms, and a clean API resulting in maximum reliability, performance, and easy integration. From August 1987 to August 1989, Mr. Kaasila worked at Apple Computer Inc. where he was the lead engineer and inventor of the True Type technology now part of every MacIntosh and Windows PC. Mr. Kaasila holds a Masters degree in Electrical Engineering from the Royal Institute of Technology in Stockholm, Sweden where he graduated first in his class in January 1983.

Costas Kitsos has been Vice President of Engineering at the Company since November 1999. Mr. Kitsos heads engineering for the Company's publishing software products and also serves as the principal architect. From October 1998 to November 1999, he served as Director of Research and Development of the Company. From November 1996 to October 1998, he was a Senior Software Engineer at the Company. Mr. Kitsos is a veteran software developer with over 15 years experience in type and publishing application development. From May 1987 to November 1996, Mr. Kitsos headed IconWorks, which developed award winning type applications and offered consulting services on end user programs and graphical user interfaces. He holds a Masters degree from the University of California, Los Angeles.

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**ITEM 1A. RISK FACTORS**

Set forth below are the risks that we believe are material to our investors. This section contains forward-looking statements. You should refer to the explanation of the qualifications and limitations on forward-looking statements in the section above entitled "Special Note about Forward-Looking Statements" .

We are subject to risks common to technology-based companies, including dependence on key personnel, rapid technological change, competition from alternative product offerings and larger companies, and challenges to the development and marketing of commercial products and services. We believe that our future results of operations could be affected by various factors including, but not limited to, the following:

delays in the development or shipment of our new products or new versions of our existing products;

the introduction of competitive products by others;

general worldwide economic conditions and disruptions in the financial markets;

inability to secure capital on favorable terms, or at all, if we need additional capital in the future;

inability to attract and retain key personnel;

disruption to our business in the event we engage in future acquisitions;

intellectual property disputes;

fluctuations in quarterly operating results;

unanticipated changes in accounting rules; and

unanticipated changes in tax rates and regulations.

**If we are unable to successfully compete in our markets, our financial results will be negatively affected.** The computer software market is highly competitive and is characterized by rapid technological change and adoption of new industry standards. As the markets in which our products are sold continue to develop and as we enter new markets, we expect to continue to face substantial competition from other software developers and anticipate that additional competitors will enter those markets. Many of our competitors or potential competitors have significantly greater financial, marketing and technical resources than we have. These competitors may be able to adapt more quickly to new or emerging technologies and standards or changes in customer requirements and may be able to devote greater resources to the promotion and sale of their products than we are able. Many of our competitors currently market, or have the potential to market, their products directly to the ultimate consumers of such products as part of a broader product offering. There can be no assurance that we will be able to compete successfully against these entities. To compete successfully, we must continue our investment in research and product development and we must devote substantial resources to our marketing and sales functions. There can be no assurance that we will have the necessary capital resources to fund such investment.

**If we are unable to meet our customers' demands for cutting-edge products and services, our revenue and operating results may be adversely affected.** If we are unable to consistently introduce new products, services, and enhancements, our revenue and operating results are likely to be adversely affected. Any failure by us to anticipate or respond to new technological developments and customer requirements, or any significant delays in product development or introduction, could have a material adverse effect on our business, financial condition and results of operations. New products, when first released by us, may contain undetected errors that, despite quality control measures employed by us, are discovered only after a product has been integrated into our customers' products and utilized by end users. Such errors may cause delays in product acceptance and may require design modifications which could have a material adverse effect on our business, financial condition and results of operations.

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**General economic risks and disruptions in the financial markets may adversely affect our revenue and profitability.** Our business may be negatively affected by general worldwide economic conditions and related uncertainties affecting the markets in which we operate. Adverse economic conditions could adversely impact our business in future periods, resulting in: reduced demand for our products; increased pressure on the prices for our products and services; and greater difficulty in collecting accounts receivable. Disruptions in the financial markets have had and may continue to have an adverse effect on the U.S. and world economy, and may continue to negatively impact business and consumer spending patterns. Current tightening of credit in financial markets also adversely affects the ability of our customers to obtain financing for significant purchases and operations and could result in a decrease in new licenses of our products. Additionally, the lack of available financing may limit or delay the growth of our OEM and ISV customers. Changes in employment and consumer spending patterns may also slow the adoption of new technologies and reduce the demand for new licenses for our products, and may result in fewer license renewals and less royalty income. There is no assurance that government responses to the disruptions in the financial markets will restore business and consumer confidence, stabilize the markets or increase liquidity and the availability of credit. We are pursuing a number of strategies to generate revenue growth, including: identifying new markets for our products; developing new applications for our technologies; allocating research and development funding to products with high revenue potential; and strengthening our presence in selected geographic markets. Due to limited resources, we may not be able to continue to successfully implement these strategies, which could have a material adverse effect on our business, results of operations and financial condition.

**Risks related to our international sales.** Sales to customers outside the United States represented 17.0% of our revenue for the twelve months ended December 31, 2008. This revenue does not include revenue derived from products sold into the international market by our domestic OEM and ISV customers or foreign purchases downloaded from MyFonts.com. We expect that our international business will continue to account for a significant portion of our future revenue. An increase in the value of the U.S. dollar relative to foreign currencies could make our products more expensive and therefore less competitive in foreign markets. Additional risks inherent in our international business activities generally include unexpected changes in regulatory requirements, tariffs and other trade barriers, longer accounts receivable payment cycles, potentially adverse tax consequences, and the burdens of complying with a wide variety of foreign laws. There can be no assurance that such factors will not have an adverse effect on our future revenue and our results of operations. In addition, our European business is significant and has historically been negatively affected during our fiscal quarter ending September 30 due to the summer closing or slowdown of several European customers.

**We may need additional capital in the future, which may not be available to us on favorable terms, or at all, and may dilute your ownership of our common stock.** For the past several years, we have relied on cash flows from operations, cash received from the sale of our MediaBank and InterSep OPI product lines to Inso Providence Corporation in August of 1998, and cash received from the sale of our investment in DiamondSoft to Extensis in July of 2003 to fund our operations, capital expenditures and expansion. However, we may require additional capital from equity or debt financing in the future to take advantage of strategic opportunities including more rapid expansion of our business or the acquisition of complementary products, technologies or businesses; and to develop new products or enhancements to existing products. We may not be able to secure timely additional financing on favorable terms, or at all. The terms of any additional financing may place limits on our financial and operating flexibility. If we raise additional funds through further issuances of equity, convertible debt securities or other securities convertible into equity, our existing stockholders could suffer significant dilution in their percentage ownership of our company, and any new securities we issue could have rights, preferences and privileges senior to those of holders of our common stock. If we are unable to obtain adequate financing or financing on terms satisfactory to us, if and when we require it, our ability to grow or support our business and to respond to business challenges could be significantly limited.

**We may engage in future acquisitions that could disrupt our business, cause dilution to our stockholders and negatively affect our business, operating results or financial condition.** While we currently have no acquisitions of other businesses pending or planned, we have, from time to time, evaluated acquisition

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opportunities and may pursue acquisition opportunities in the future. We may not be able to find suitable acquisition candidates and we may not be able to complete acquisitions on favorable terms, if at all. If we do complete acquisitions, we may not ultimately strengthen our competitive position or achieve our goals, or such acquisitions may be viewed negatively by customers, financial markets or investors. In addition, any acquisitions that we make could lead to difficulties in integrating personnel and operations from the acquired businesses and in retaining and motivating key personnel from those businesses. Acquisitions may disrupt our ongoing operations, divert management from day-to-day responsibilities, increase our expenses or adversely impact our business, operating results and financial condition. Future acquisitions may reduce our cash available for operations and other uses and could result in an increase in amortization expense related to identifiable assets acquired, potentially dilutive issuances of equity securities or the incurrence of debt, which could negatively affect our business, operating results and financial condition.

**Failure to attract and retain talented employees would have a material adverse effect on our operations and financial results.** Our performance depends to a significant extent on the continued service of our senior management and key technical employees. Our future results will depend upon our ability to attract and retain highly skilled technical, managerial, and marketing personnel. Competition for such personnel in the software industry is intense. We rely on competitive compensation packages to recruit and retain highly skilled employees in a competitive environment, but we do not enter into employment agreements with our personnel. There can be no assurance that we will be successful in attracting and retaining the personnel required to sustain our business. Failure to attract and retain such personnel could have a material adverse effect on our business, financial condition and results of operations.

**We may not be able to protect our intellectual property rights against piracy, infringement of our patents, or declining legal protection.** We regard our software as proprietary and attempt to protect it with a combination of copyright, patent, trademark, and trade secret laws, employee and third-party nondisclosure agreements and other methods of protection. There can be no assurance that these measures will be adequate or that our competitors will not independently develop technologies that are substantially equivalent or superior to our technologies. It may be possible for unauthorized third parties to copy or reverse engineer portions of our products or otherwise obtain and use information that we regard as proprietary. Furthermore, the laws of certain foreign countries in which our products are or may be developed, manufactured or sold may not protect our products or intellectual property rights to the same extent as do the laws of the United States, and thus make the possibility of unauthorized use of our technologies and products more likely. We also rely on confidentiality agreements with our collaborators, employees, and consultants to protect our trade secrets and proprietary know-how. These agreements may be breached and we may not have adequate remedies for any such breach. In addition, our trade secrets may otherwise become known or be independently developed by our competitors. In connection with the enforcement of our own intellectual property rights or in connection with disputes relating to the validity or alleged infringement of third-party rights, we have been, are currently and may in the future be, subject to claims, negotiations or complex, protracted litigation as part of our policy to vigorously defend our intellectual property rights, including rights derived from third-party licensors. Intellectual property disputes and litigation are typically very costly and can be disruptive to our business operations by diverting the attention and energies of management and key technical personnel. Although we have successfully defended or resolved past litigation and disputes, we may not prevail in any future litigation and disputes. Adverse decisions in such litigation or disputes could have negative results, including subjecting us to significant liabilities, requiring us to seek licenses from others, preventing us from making, using, selling, distributing, or marketing our products and services in the United States or abroad, or causing severe disruptions to our operations or the markets in which we compete, any one of which could seriously harm our business. Additionally, although we actively pursue software pirates as part of our enforcement of our intellectual property rights, we do lose revenue due to the illegal use of our software. If piracy activities increase, it may further harm our business.

**Fluctuations in quarterly operating results may have an adverse effect on the market price of our Common Stock.** We have previously experienced quarter-to-quarter fluctuations in our operating results as a result of a number of factors including the timing of new product introductions, announcements of new products

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by us, our competitors or our customers, slower-than-anticipated growth rates of emerging markets, slower adoption of new products and technologies into which our products are incorporated, delays in customer purchases in anticipation of industry developments, and gross margin fluctuations relating to variations in product mix. Furthermore, a significant portion of our expenses are relatively fixed in nature and we may not be able to reduce spending in response to shortfalls or delays in sales. Such shortfalls or delays may result in a material adverse effect on our business, financial condition and results of operations. As a result, we believe that period-to-period comparisons of our results of operations are not necessarily meaningful and should not be relied upon as indications of future performance. Moreover, we do not operate with a significant backlog and often tend to realize a disproportionate share of our revenue in the last few weeks of a fiscal quarter, thereby impairing our ability to accurately forecast quarter-to-quarter sales results. Due to the foregoing factors, it is likely that in one or more future fiscal quarters our operating results may be below the expectations of public market analysts and investors. Such an event could have a material adverse effect on the market price of our Class A Common Stock which could have a negative effect on our ability to obtain additional funding, if necessary, on terms favorable to us.

**Changes in accounting rules may adversely affect our financial results and the price of our Class A Common Stock.** We prepare our financial statements in conformity with accounting principles generally accepted in the United States of America. These principles are subject to interpretation by the American Institute of Certified Public Accountants, the SEC, the Public Company Accounting Oversight Board, and various bodies formed to interpret and create appropriate accounting policies. A change in these principles and policies could have a significant impact on our reported results and may even retroactively affect previously reported transactions. Changes to these rules may have a material adverse effect on future financial results or in the way in which we conduct our business.

**Changes in tax rates and regulations.** Changes in tax rates could adversely affect our future results of operations. Increases in tax rates or changes in how taxes are assessed could increase our tax liabilities, which would negatively affect our financial results and cash flow.

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### **ITEM 1B. Unresolved Staff Comments**

None.

### **ITEM 2. Properties**

Bitstream's corporate headquarters are located in Cambridge, Massachusetts where we currently lease approximately 18,000 square feet under an operating lease that commenced in September 2003 and expires in August 2009. The minimum annual base rent including operating expenses, property taxes and assessments was approximately \$424,000 for the first two years with the first six months abated, was \$464,000 for years three and four, and is \$482,000 for years five and six. Since our current lease expires in August 2009, we are currently evaluating various alternatives with respect to the location of our corporate headquarters. Several suitable sites are available to us on commercially reasonable terms.

We also lease a small engineering office in Plaistow, New Hampshire for approximately \$1,000 per month on a month to month basis.

During 2008 we entered into a 33 month lease for approximately 8,600 square feet of office space near Nodia, India which houses the employees of our newly formed India subsidiary. The lease commenced in May 2008 and expires January 2011 with an option to renew for another 27 months commencing in February 2011 and ending in April 2013. The minimum base rent including service tax is approximately \$4,000 per month for the first 33 months of the lease.

We believe our facilities are adequate for our current needs. As the Company continues to grow, additional space may be required. We believe that suitable additional space, if needed, will be available to us on commercially reasonable terms.

### **ITEM 3. Legal Proceedings**

On June 24, 2003, Monotype Imaging, Inc. (formerly Agfa Monotype Corporation) and International Typeface Corporation filed a complaint in the U.S. District Court for the Northern District of Illinois Eastern Division claiming that we, through our TrueDoc software, infringed trademarks and copyrights and violated the Digital Millennium Copyright Act. A judge of the U.S. District Court for the Northern District of Illinois Eastern Division ruled in our favor on all counts. In her opinion issued on July 12, 2005, the Judge found that we were not liable under any claims of contributory infringement, contributory trademark infringement, or infringement under the Digital Millennium Copyright Act. Previously, on April 21, 2005, the court held that we were not liable under claims for direct copyright or trademark infringement or for vicariously infringing Monotype Imaging, Inc.'s and International Typeface Corporation's copyrights. Monotype Imaging, Inc. subsequently filed a Notice of Appeal with the court. On May 17, 2006 the U.S. District Court for the Northern District of Illinois in connection with the TrueDoc lawsuit awarded Bitstream approximately \$463,500 for legal fees, costs and expenses. Monotype Imaging, Inc. and International Typeface Corporation agreed to pay the full amount of the award and dismiss their appeal if we agreed not to appeal the Court's award set forth in the Court's May 17, 2006 Order. We accepted the proposal, received full payment and the case was terminated.

From time to time, in addition to the infringement case identified above, we are subject to legal proceedings and claims in the ordinary course of business, including claims of infringement of third-party patents and other intellectual property rights, commercial, employment and other matters. In accordance with generally accepted accounting principles, we make a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. This provision is reviewed at least quarterly. As of December 31, 2008 no liability was recorded. Litigation is inherently unpredictable and it is possible that our financial position, cash flows, or results of operations could be materially affected in any particular period by the resolution of any such contingencies or the costs involved in seeking the resolution of any such contingencies.

### **ITEM 4. Submission of Matters to a Vote of Security Holders**

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year ended December 31, 2008.



**Table of Contents****PART II****ITEM 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**  
**MARKET INFORMATION**

The Class A Common Stock of Bitstream began trading publicly on the NASDAQ National Market on October 30, 1996 under the symbol BITS. Effective February 28, 2003, due to an amendment to NASDAQ's continued listing standards, we transferred our Class A Common Stock from the NASDAQ National Market to the NASDAQ Capital Market under the same symbol. Prior to October 30, 1996, there was no public market for our Class A Common Stock.

The following table sets forth the high and low closing sale prices for our Class A Common Stock as reported on the NASDAQ Capital Market for the periods indicated.

	2008		2007	
	High	Low	High	Low
First Quarter	\$ 6.46	\$ 4.78	\$ 12.020	\$ 6.640
Second Quarter	\$ 6.96	\$ 5.38	\$ 9.120	\$ 6.870
Third Quarter	\$ 6.44	\$ 4.67	\$ 7.250	\$ 5.630
Fourth Quarter	\$ 5.48	\$ 3.00	\$ 6.940	\$ 5.110

As of March 17, 2009 our Class A Common Stock was held by approximately 100 holders of record and we believe that our Class A Common Stock was beneficially held by more than 500 holders. There are no issued and outstanding shares of our non-voting Class B Common Stock.

**DIVIDENDS**

Bitstream has never declared or paid cash dividends on its capital stock. We currently intend to retain earnings, if any, to support our growth strategy and do not anticipate paying cash dividends on our capital stock in the foreseeable future.

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**RECENT SALES OF UNREGISTERED SECURITIES**

There were no unregistered securities sold by us during the three years ended December 31, 2008. During the years ended December 31, 2007, 2006, and 2005, Bitstream issued an aggregate of 750,550, 505,539, and 45,002 shares, respectively, of Class A Common Stock in connection with the exercise of vested options and warrants issued under our 1994 Stock Plan, 1996 Stock Plan, 1997 Stock Plan, 2000 Stock Plan and 2006 Incentive Compensation Plan. The sales and issuances of securities in the transactions described above were deemed to be exempt from registration under the Securities Act of 1933, as amended, by virtue of Rule 701 promulgated thereunder, in that they were issued either pursuant to written compensatory benefits plans or pursuant to a written contract relating to compensation, as provided by Rule 701. In addition, on June 26, 2006, we filed a Registration Statement on Form S-8 under the Securities Act of 1933, as amended, registering up to an aggregate of 2,000,000 shares of our Bitstream Class A Common Stock, par value \$0.01 per share, which may be issued pursuant to awards under the Bitstream Inc. 2006 Incentive Compensation Plan. For a discussion of the Company's equity compensation plans, see Note 7 of the Notes to Consolidated Financial Statements included herein.

**EQUITY COMPENSATION PLANS**

The information concerning the Company's equity compensation plans required by this Item is contained in Item 12 of this report.

**STOCK REPURCHASE PLAN**

We did not repurchase any of our outstanding shares of common stock during the quarter ended December 31, 2008. However, during the year ended December 31, 2007, pursuant to a program authorized by our Board of Directors on December 10, 2007 to repurchase up to \$2,500 of our common stock, we repurchased 146 shares at an average of \$6.04 per share or approximately \$881 under a structured share repurchase agreement with a large financial institution under this program.

On February 12, 2008, we reached our limit set by the December 10, 2007 stock repurchase plan by completing the purchase of approximately 428 shares at an average price of \$5.84 per share or approximately \$2,500. On March 18, 2008 our Board of Directors authorized a second program to repurchase up to \$2,500 of our common stock. On June 16, 2008, we reached our limit set by the second stock repurchase plan by completing the purchase of approximately 415 shares at an average price of \$6.02 per share or approximately \$2,500.

We intend, from time to time, as business conditions warrant, to purchase stock in the open market or through private transactions and may enter into structured stock repurchase agreements with third parties. Purchases may be increased, decreased or discontinued at any time without prior notice. This repurchase program is subject to certain repurchase conditions, including daily volume limitations, as provided under the applicable SEC safe harbor rules.

**Table of Contents****STOCK PERFORMANCE GRAPH**

The following graph compares the cumulative 5-year total return provided shareholders on Bitstream Inc.'s common stock relative to the cumulative total returns of the NASDAQ Composite index and the NASDAQ Computer & Data Processing index. An investment of \$100 (with reinvestment of all dividends) is assumed to have been made in our common stock and in each of the indexes on 12/31/2003 and its relative performance is tracked through 12/31/2008. The Comparisons shown on the graph below are based on historical data. We caution that the stock performance shown in the graph below is not indicative of, nor intended to forecast, the potential future performance of the Company's Common Stock.

\*\$100 invested on 12/31/03 in stock & index-including reinvestment of dividends.

Fiscal year ending December 31.

**Cumulative Total Return**

	12/03	12/04	12/05	12/06	12/07	12/08
<b>Bitstream Inc.</b>	<b>100.00</b>	<b>86.32</b>	<b>122.48</b>	<b>283.39</b>	<b>208.79</b>	<b>149.51</b>
<b>NASDAQ Composite</b>	<b>100.00</b>	<b>110.08</b>	<b>112.88</b>	<b>126.51</b>	<b>138.13</b>	<b>80.47</b>
<b>NASDAQ Computer &amp; Data Processing</b>	<b>100.00</b>	<b>115.62</b>	<b>118.29</b>	<b>133.40</b>	<b>158.91</b>	<b>90.83</b>

*The stock price performance included in this graph is not necessarily indicative of future stock price performance.*

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This Stock Performance Graph information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**ITEM 6. Selected Consolidated Financial Data**

The selected consolidated financial data presented below as of December 31, 2008 and 2007 and for the three years ended December 31, 2008 have been derived from the Company's consolidated financial statements, which have been audited by an independent registered public accountant, whose reports thereon are included elsewhere in this report. The selected consolidated financial data presented below as of December 31, 2005 and 2004, and the years then ended, have been derived from, and are qualified by reference to, the Company's audited financial statements, which are not included in this report. The selected consolidated financial data set forth below should be read in conjunction with, and are qualified by reference to, the Consolidated Financial Statements of the Company and Notes thereto, the section below entitled Management's Discussion and Analysis of Financial Condition and Results of Operations, and other financial data appearing elsewhere herein.

**SELECTED CONSOLIDATED FINANCIAL DATA,**

(in thousands, except per share amounts).

	Years Ended December 31,				
	2008	2007	2006	2005	2004
<b>Operations:</b>					
Revenue	\$ 24,008	\$ 23,618	\$ 20,248	\$ 15,653	\$ 11,632
Income (loss) before provision for income taxes	2,476	4,012	3,217	1,090	(573)
Net income (loss)	2,368	3,991	3,234	1,034	(615)
<b>Net income (loss) per share</b>					
Basic	0.25	0.41	0.36	0.12	(0.07)
Diluted	0.23	0.36	0.30	0.11	(0.07)
<b>Financial Position:</b>					
Cash and cash equivalents	16,162	16,420	10,542	5,464	4,405
Working capital	14,257	14,514	9,359	4,528	3,331
Total assets	19,901	20,643	14,717	8,835	7,033
Stockholders' equity	15,492	15,987	10,626	5,701	4,564

**ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations****CRITICAL ACCOUNTING POLICIES**

The Company has identified the policies below as critical to its business operations and the understanding of its results of operations. The impact and any associated risks related to these policies on our business operations is discussed throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations where such policies affect the Company's reported and expected financial results. Note that our preparation of this Annual Report on Form 10-K requires us to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of our financial statements, and the reported amounts of revenue and expenses during the reporting period. There can be no assurance that actual results will not differ from those estimates.

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### **Revenue Recognition**

The Company derives revenue from the sale of its software products, professional consulting, and support and maintenance services. We recognize license revenue when persuasive evidence of an agreement exists, the product has been delivered or services have been provided, the fee is fixed or determinable, and collection of the fee is probable. From time to time we enter into extended payment programs with creditworthy customers. We recognize revenue related to extended payment programs when payment becomes due to the Company. In making our decision to recognize revenue we must make a determination of the credit worthiness of our customer. This determination involves management judgment and while management believes that it can make reliable judgments, there is no guarantee that the revenue recognized will be collected. The credit worthiness of customers is further analyzed in the section below entitled *Accounts Receivable* .

We recognize revenue under multiple-element arrangements using the residual method when vendor-specific objective evidence ( *VSOE* ) of fair value exists for all of the undelivered elements under the arrangement. We have established sufficient *VSOE* for the value of our consulting, training, and other services, based on the price charged when these elements are sold separately. *VSOE* of the fair value of maintenance services may also be determined based on a substantive renewal clause, if any, within a customer contract. Accordingly, software license revenues are recognized under the residual method in arrangements in which software is licensed with maintenance, consulting, training or other services. Our products and the industries in which we compete are not static and the determination of *VSOE* involves judgment. Management believes that we will continue to be able to use the residual method for recognizing license revenue under multiple-element arrangements. If, for any reason, we are unable to continue to use the residual method, the timing of revenue recognition could be affected and, consequently, the trends that we are currently experiencing.

Our professional services include custom font design, consulting services, development, and training. We recognize professional services revenue under software development contracts as services are provided for per diem contracts or by using the percentage-of-completion method of accounting for long-term fixed price contracts. Provisions for any estimated losses on contracts in progress are made in the period in which such losses become probable. We had no long-term contracts in progress as of December 31, 2008.

We recognize revenue from end user product sales upon delivery of the software to the end user, net of estimated returns and allowances, if collection is probable. We estimate returns and allowances based on historical rates and as of December 31, 2008, we did not have a reserve. Reserves reduce revenue recognized, as necessary, at the time the related revenue is recorded. We periodically adjust estimates for returns based upon historical rates of return. While management believes that it can make reliable estimates, it is possible that these estimates will change in the future or that actual amounts could vary materially from our estimates.

We generally warrant that our products will function substantially in accordance with the documentation provided to customers for 90 days following initial delivery. As of December 31, 2008, we had not incurred any material expense related to warranty claims. We estimate reserves based on historical rates and, accordingly, have not recorded a warranty reserve. While management believes that we can make reliable estimates, it is possible that these estimates will change in the future or that actual amounts could vary materially from our estimates.

### **Stock-based Compensation**

We adopted the provisions of Statement of Financial Accounting Standards No. 123R ( *SFAS 123R* ) during the first quarter of fiscal 2006, and have accounted for stock-based compensation in accordance with *SFAS 123R* since that time. We elected the modified-prospective method, under which prior periods are not revised for comparative purposes. Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is the vesting period.

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We currently use the Black-Scholes option pricing model to determine the fair value of stock options and awards. The determination of the fair value of stock-based payment awards on the date of grant using an option-pricing model is affected by our stock price as well as assumptions regarding a number of complex and subjective variables. These variables include our expected stock price volatility over the term of the awards, actual and projected employee stock option exercise behaviors, risk-free interest rate and expected dividends.

We estimate the expected term of options granted by calculating the average term from our historical stock option exercise experience. We estimate the volatility of our common stock by historical volatility. We base the risk-free interest rate that we use in the option pricing model on zero-coupon yields implied from U.S. Treasury issues with remaining terms similar to the expected term on the options. We do not anticipate paying any cash dividends in the foreseeable future and therefore use an expected dividend yield of zero in the option pricing model. We are required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. We use historical data to estimate pre-vesting option forfeitures and record stock-based compensation expense only for those awards that are expected to vest. All share based payment awards are amortized on a straight-line basis over the requisite service periods of the awards, which are generally the vesting periods.

If factors change and we employ different assumptions for estimating stock-based compensation expense in future periods or if we decide to use a different valuation model, the future periods may differ significantly from what we have recorded in the current period and could materially affect our operating income, net income and net income per share.

The Black-Scholes option-pricing model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable, characteristics not present in our option grants and awards. Existing valuation models, including the Black-Scholes and lattice binomial models, may not provide reliable measures of the fair values of our stock-based compensation. Consequently, there is a risk that our estimates of the fair values of our stock-based compensation awards on the grant dates may bear little resemblance to the actual values realized upon the exercise, expiration, early termination or forfeiture of those stock-based payments in the future. Certain stock-based payments, such as employee stock options, may expire worthless or otherwise result in zero intrinsic value as compared to the fair values originally estimated on the grant date and reported in our financial statements. Alternatively, value may be realized from these instruments that are significantly higher than the fair values originally estimated on the grant date and reported in our financial statements. There currently is no market-based mechanism or other practical application to verify the reliability and accuracy of the estimates stemming from these valuation models, nor is there a means to compare and adjust the estimates to actual values.

The application of these principles using guidance from SFAS 123R may be subject to further interpretation and refinement over time. There are significant differences among valuation models, and there is a possibility that we will adopt different valuation models in the future. This may result in a lack of consistency in future periods and materially affect the fair value estimate of stock-based payments. It may also result in a lack of comparability with other companies that use different models, methods and assumptions.

## **Impairment of Long-Lived Assets**

In accordance with SFAS No. 142, *Goodwill and Other Intangible Assets*, the Company tested recorded goodwill for impairment. We have determined that we do not have separate reporting units and thus goodwill is tested for impairment based upon an enterprise wide valuation. We conducted impairment testing as of December 31, 2008 and determined that the fair value of the enterprise was greater than its carrying value. Although none of the goodwill was impaired, there can be no assurance that, upon completion of a future review, a material impairment charge will not be required.

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### **Accounts Receivable**

We perform ongoing credit evaluations of our customers and adjust credit limits based upon payment history and the customer's current credit worthiness, as determined by our review of their current credit information. We continuously monitor collections and payments from customers and maintain a provision for estimated credit losses based on our historical experience and any specific customer collection issues that we identify. While such credit losses have historically been within our expectations and appropriate reserves have been established, we cannot guarantee that we will continue to experience the same credit loss rates that we have experienced in the past.

### **Income Taxes**

As part of the process of preparing consolidated financial statements we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating actual current tax exposure together with assessing temporary differences resulting from differing treatment of items, such as deferred revenue, for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheet. We must then assess the likelihood that we will recover our deferred tax assets from future taxable income and, to the extent we believe recovery unlikely, we must establish a valuation allowance. To the extent we establish a valuation allowance or increase this allowance in a period, we must include an expense within the tax provision in the statement of operations. Determination of our provision for income taxes, our deferred tax assets and liabilities and any valuation allowance recorded against our net deferred tax assets requires significant management judgment. We have fully reserved against our tax assets due to uncertainties related to our ability to utilize our deferred tax assets, primarily consisting of certain net operating losses carried forward and foreign tax credits, before they expire. We base our valuation allowance on our estimates of taxable income by jurisdiction in which we operate and the period over which our deferred tax assets will be recoverable. The determination of the valuation allowance requires us to make estimates, which we cannot guarantee will prove to be accurate.

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**OVERVIEW**

Bitstream is a software development company focused on bringing unique software products to a wide variety of markets. Our core software products include award-winning fonts and font rendering technologies, mobile browsing technologies and variable data publishing and Web-to-print technologies.

**Fonts and font rendering technologies.** Bitstream is a leading developer of font technology solutions that enable developers to display high-quality text in almost any language for almost any device or application. We work with partners from around the world to provide complete text composition and font rendering solutions for consumer electronics devices, mobile handsets, set-top boxes, digital TVs, printers, graphics and software applications, and embedded systems. Our solutions include Bitstream Panorama for text composition and Font Fusion® for font rendering. Bitstream font technology supports all international languages. With our technology, developers can render any scalable industry-standard and compact font format. Developers rely on Bitstream for complete font solutions, including a certified Simplified Mainland Chinese font, MobileFonts, the Tiresias Screenfont, the Closed Captioned TV (CCTV) Font Set, the TV Font Pack, delta-hinted screen fonts, and compact stroke-based Asian fonts. Bitstream also delivers high-quality font solutions for developers, ad agencies, graphic designers, desktop publishers, corporations, small businesses, and home office users. Our world-renowned library includes over 1,000 high-quality fonts in OpenType, TrueType, and PostScript Type 1 formats for Windows, Macintosh, Unix, and Linux. We also sell our fonts and fonts from other foundries and designers on MyFonts.com<sup>SM</sup>, a showcase of the world's fonts available from one easy-to-use website. MyFonts.com provides the largest collection of fonts ever assembled for on-line delivery, and offers easy ways to find and purchase fonts on-line. MyFonts.com also offers unique typographic resources for research and reference, including WhatTheFont<sup>SM</sup>, a unique font identifier that accepts image files of fonts uploaded by users, analyzes the images, and then displays the fonts on the MyFonts.com site that most closely match the font shapes captured in the image.

**Mobile browsing technologies.** ThunderHawk provides a fast, easy to use full HTML desktop-like browsing experience. Built with Bitstream core mobile technology, ThunderHawk offers a feature-rich mobile browsing experience that enables users to find and read information quickly.

ThunderHawk Client/Server Technology offers powerful, user-friendly benefits in a small package to mobile operators and device manufacturers. It minimizes resource requirements on the handset and supports a vast range of mass-market and higher end phones, with extremely fast page load speeds and low over-the-air data sizes. When a subscriber uses ThunderHawk to access the Web, the ThunderHawk client residing on the handset communicates with a server cloud. The cloud receives a connection from the client, and requests an HTML Web page from the Internet over a fast data connection. Upon receiving the requested page, a server renders the content on-the-fly and compresses the graphics. A server sends the requested HTML page in a compressed compact transport format to the subscriber's handset, reducing the data size to approximately one-twenty-third, on small magnification setting, of the size of the page on the desktop. This results in extremely fast loading and display of Website content for a truly superior user experience. The client technology is available as a J2ME client that runs on a majority of the phones currently on the market or as a platform-agnostic C++ SDK, that can be ported to any environment including Windows Mobile, BREW and Symbian OS, enabling a feature-rich, full desktop-style HTML browsing experience on nearly any mobile device.

BOLT, a consumer-facing browser built on ThunderHawk Java Client/Server technology. Offering a browser directly to consumers allows for rapid testing of new features (such as streaming video and RSS support) to improve, and generate interest in, our OEM and mobile operator-facing browsing technologies.

**Variable data publishing, Web-to-print, and multi-channel communications technologies.** The Pageflex® product line from Bitstream is the technology of choice for web-to-print applications and sophisticated personalized communications based on customer information. We pioneered flexible variable data software in 1997 and have been a technology innovator in the variable output and web-to-print document customization



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arena ever since. Pageflex provides unparalleled design control with powerful graphic design features created specifically for variable publishing. The platform produces rich, creative, award-winning document designs that look like they were given the individual attention of a graphic designer but were, in reality, created on-the-fly with Pageflex variable publishing technology. Printer service providers, marketing service providers, corporate marketers, and publishers use Pageflex products to ensure design integrity and brand control while empowering local users to customize and personalize print collateral, email campaigns, and 1-to-1 marketing Web sites. Pageflex Persona is desktop software that produces personalized print and email documents using data from a database. Pageflex Storefront is a turnkey solution for producing web portals for document customization and online purchasing of print documents. Pageflex Server provides an enterprise solution for high-volume document customization driven by a database or requests from a web site. Pageflex Campaign Manager lets companies develop personal conversations with their customers in print, email, and online. Pageflex products enable companies worldwide to streamline their document production processes, communicate more personally with their customers, and control their brand and market messaging while enabling their remote employees, franchises, and consumers to use a self-serve model to order customized communications.

**RESULTS OF OPERATIONS**

The following table sets forth the percentage of revenue represented by certain items reflected in the Company's Statements of Operations Data for the periods presented:

	Years Ended December 31,		
	2008	2007	2006
<b>Revenue</b>			
Software licenses	78.6%	81.4%	83.5%
Services	21.4	18.6	16.5
Total revenue	100.0	100.0	100.0
<b>Cost of revenue</b>			
Software licenses	29.3	29.4	29.7
Services	10.0	7.9	7.7
Total cost of revenue	39.3	37.3	37.4
Gross profit	60.7	62.7	62.6
Operating expenses:			
Marketing and selling	18.3	16.7	17.0
Research and development	21.6	20.1	21.7
General and administrative	11.3	11.4	11.6
Total operating expenses	51.2	48.2	50.3
Operating income	9.5	14.6	12.3
Interest and other income, net	0.7	2.4	1.3
Legal fee reimbursement			2.3
Provision for (benefit from) income taxes	0.4	0.1	(0.1)
Net income (loss)	9.8%	16.9%	16.0%

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(in thousands, except percent amounts)

**Gross Profit:**

	Years Ended December 31,		Years Ended December 31,		Change	
	2008	% of Revenue	2007	% of Revenue	Dollars	Percent
<b>Revenue</b>						
Software licenses	\$ 18,868	78.6%	\$ 19,229	81.4%	\$ (361)	(1.9)%
Services	5,140	21.4	4,389	18.6	751	17.1
Total revenue	24,008	100.0	23,618	100.0	390	1.7
<b>Cost of Revenue</b>						
Software licenses	7,018	37.2	6,939	36.1	79	1.1
Services	2,408	46.8	1,863	42.4	545	29.3
Total cost of revenue	9,426	39.3	8,802	37.3	624	7.1
<b>Gross Profit</b>	\$ 14,582	60.7%	\$ 14,816	62.7%	\$ (234)	(1.6)%

The decrease in revenue from software licenses for the year ended December 31, 2008 as compared to the year ended December 31, 2007 was attributable to decreases in licenses from our publishing products, partially offset by increases in our font and font technology products. License revenue from direct sales, which includes e-commerce sales, decreased \$530, or 4.1% to \$12,527 for the year ended December 31, 2008 as compared to \$13,057 for the year ended December 31, 2007. License revenue from resellers decreased \$197, or 13.4% to \$1,278 for the year ended December 31, 2008, as compared to \$1,475 for the year ended December 31, 2007. License revenue from OEMs and ISVs increased \$366, or 7.8% to \$5,063 for the year ended December 31, 2008, as compared to \$4,697 for the year ended December 31, 2007. The net decrease in direct and reseller revenue was due to decreases in the volume and variety of fonts and publishing products licensed throughout 2008. The increase in OEM and ISV revenue was due to an increase in new licenses, as well as license renewals and royalties received under existing license agreements because of increases in reported unit shipments by certain OEM customers. We are affected by the global economic downturn, as are our customers including various OEMs and ISVs who report product royalties on shipments of their products, and we are not able to determine at this time how these economic concerns will impact our license revenue during 2009.

The increase in revenue from services was primarily due to increases in maintenance and support contracts associated with our publishing and font technology product lines. Service revenue from direct sales increased \$550, or 16.6%, to \$3,867 for the year ended December 31, 2008 as compared to \$3,317 for the year ended December 31, 2007. Service revenue from resellers increased \$159, or 24.3%, to \$812 for the year ended December 31, 2008 as compared to \$653 for the year ended December 31, 2007. Service revenue from OEMs and ISVs increased \$42, or 10.0%, to \$461 for the year ended December 31, 2008 as compared to \$419 for the year ended December 31, 2007. These services vary with the requirements of customers for custom design and development for our embedded products. The increase in service revenue for the year ended December 31, 2008 of \$751, or 17.1% as compared to the year ended December 31, 2007 was primarily driven by increases in our customer base and the number of customers contracting for support services. We are affected by the global economic downturn and we are not able to determine at this time how these economic concerns will impact our service revenue during 2009.

We recognize license revenue from direct sales and licensing agreements of our products and products from third parties including e-commerce sales made via our websites, licensing agreements with OEMs and ISVs, and from the resale of our products through various resellers. We recognize reseller revenue if collection is probable, upon notification from the reseller that it has sold the product or, if for a physical product, upon delivery of the

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software. E-commerce sales include revenue from the licensing of Bitstream fonts and font technology, licensing of mobile browsing products, licensing of fonts and font technology developed by third parties and from fees received from referring customers to other sites for which we have referral agreements. Referral income for the years ended December 31, 2008 and 2007 was \$55 and \$31, respectively. There are minimal costs associated with referral revenue, and such costs primarily represent the time to load copies of the fonts provided by each participating foundry to the MyFonts.com database. We expense those costs as incurred.

The increase in cost of license revenue for the year ended December 31, 2008 as compared to the year ended December 31, 2007 was primarily due to increased direct costs, including royalty and credit card processing expenses of \$75, or 1.1%, to \$6,798 for the year ended December 31, 2008 as compared to \$6,723 for the year ended December 31, 2007, from increased sales of third party products including e-commerce sales. We expect the cost of licenses as a percentage of sales for 2009 will approximate that of 2008, though the quarterly results may vary based upon the mix of products sold during any particular quarter.

The increases in cost of services revenue for the year ended December 31, 2008, as compared to the year ended December 31, 2007 was primarily due to a \$563 increase in costs attributable to customer consulting resources and support personnel and an increase of \$79 in facilities and equipment expenses, including depreciation, partially offset by an increase in the internal allocation of resources charged to research and development projects of \$97 for the year ended December 31, 2008. We expect the cost of services for 2009 to approximate the amount of 2008 costs.

Cost of revenue includes royalties and fees paid to third parties for the development of, or license of rights to, technology and/or unique typeface designs, costs incurred in the fulfillment of custom orders, costs incurred in providing customer support, maintenance, and training, and costs associated with the duplication, packaging and shipping of products. These costs include depreciation and amortization.

**Operating Expenses:**

	Years Ended December 31,				Change	
	2008	% of Revenue	2007	% of Revenue	Dollars	Percent
Marketing and selling	\$ 4,389	18.3%	\$ 3,949	16.7%	\$ 440	11.1%
Research and development	5,181	21.6	4,739	20.1	442	9.3
General and administrative	2,713	11.3	2,686	11.4	27	1.0
Total operating expenses	\$ 12,283	51.2%	\$ 11,374	48.2%	\$ 909	8.0%

Marketing and selling ( M&S ) expense consists primarily of salaries and benefits, commissions, travel expense and facilities costs related to sales and marketing personnel, as well as marketing program-related costs including trade shows and advertising. The increase in M&S expense was the result of a \$122, or 4% increase in employee related expenses including salaries, benefits and travel due to an increase in headcount during the year ended December 31, 2008 as compared to the year ended December 31, 2007, a \$189, or 37% increase in advertising and marketing activities due to the increase in tradeshow participation during 2008, and a \$129 or 54% increase in professional marketing services and consulting costs. We expect that our M&S expense will approximate that of 2008 for the year ended December 31, 2009.

Research and development ( R&D ) expense consists primarily of salary and benefit costs, contracted third-party development costs, and facility costs related to software developers and management. The increase in R&D expense for the year ended December 31, 2008 as compared to the year ended December 31, 2007 was primarily the result of an increase in personnel salary and benefit costs and the use of third-party developers totaling \$231, a \$114 increase in facilities and equipment costs and depreciation expense during the year ended December 31, 2008, plus an increase in the utilization of customer support and consulting personnel on internal R&D projects of \$97. We expect our development efforts and R&D expense to continue at a similar level during 2009.

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General and administrative ( G&A ) expense consists primarily of salaries, benefits, and other related costs including travel and facility expenses for finance, human resource, legal and executive personnel, legal and accounting professional services, provision for bad debts and director and officer insurance. The increase in G&A for the year ended December 31, 2008 as compared to the year ended December 31, 2007 was primarily the result of an increase in directors fees of \$58 including an \$18 increase in non-cash stock option compensation expense, an increase in legal expenses of \$43, an increase in facilities and equipment costs including depreciation, repairs, and maintenance expenses of \$39. These increases were partially offset by a decrease of \$44 in professional services expenses including those related to Sarbanes-Oxley 404 internal controls documentation and testing and a decrease in bad debt expense of \$74. We expect our G&A expense to continue at a similar level during 2009.

**Interest and other income, net;**

	Years Ended December 31,				Change	
	2008	% of Revenue	2007	% of Revenue	Dollars	Percent
Interest and other income, net	\$ 177	0.7%	\$ 570	2.4%	\$ (393)	(68.9)%
Total Other Income	\$ 177	0.7%	\$ 570	2.4%	\$ (393)	(68.9)%

Interest and other income includes interest income earned on cash and money market instruments net of interest expense. Interest income has decreased due to decreases in both the amount of cash and cash equivalents invested in money market instruments and the rate of interest being earned on those balances.

**Provision for income taxes:**

	Years Ended December 31,				Change	
	2008	% of Revenue	2007	% of Revenue	Dollars	Percent
Provision for (benefit from) income taxes	\$ 108	0.4%	\$ 21	0.1%	\$ 87	414.3%

The tax provision for the year ended December 31, 2008 consisted of \$83 of foreign withholding taxes, \$13 of state income tax, and \$12 of India income tax. The Company's tax provision for the year ended December 31, 2007 consisted of \$21 of foreign withholding taxes. Foreign taxes vary with OEM license royalties from customers in countries who are a party to tax conventions with the United States, including Korea and Poland.

**Table of Contents****YEAR ENDED DECEMBER 31, 2007 COMPARED TO YEAR ENDED DECEMBER 31, 2006**

(in thousands, except percent amounts)

**Gross Profit:**

	Years Ended December 31,		Years Ended December 31,		Change	
	2007	% of Revenue	2006	% of Revenue	Dollars	Percent
<b>Revenue</b>						
Software licenses	\$ 19,229	81.4%	\$ 16,910	83.5%	\$ 2,319	13.7%
Services	4,389	18.6	3,338	16.5	1,051	31.5
Total revenue	23,618	100.0	20,248	100.0	3,370	16.6
<b>Cost of Revenue</b>						
Software licenses	6,939	36.1	6,022	35.6	917	15.2
Services	1,863	42.4	1,557	46.6	306	19.7
Total cost of revenue	8,802	37.3	7,579	37.4	1,223	16.1
<b>Gross Profit</b>	\$ 14,816	62.7%	\$ 12,669	62.6%	\$ 2,147	16.9%

The increase in revenue from software licenses for the year ended December 31, 2007 as compared to the year ended December 31, 2006 was attributable to increases in licenses from our font and font technology and publishing products. License revenue from direct sales, which include e-commerce sales, increased \$1,698, or 15% to \$13,057 for the year ended December 31, 2007 as compared to \$11,359 for the year ended December 31, 2006. License revenue from resellers decreased \$153, or 9% to \$1,475 for the year ended December 31, 2007, as compared to \$1,628 for the year ended December 31, 2006. License revenue from OEMs and ISVs increased \$774, or 20% to \$4,697 for the year ended December 31, 2007, as compared to \$3,923 for the year ended December 31, 2006. The net increase in direct and reseller revenue was due to increases in the volume and variety of fonts and publishing products licensed throughout 2007. The increase in OEM and ISV revenue was due to an increase in new licenses, as well as license renewals and royalties received under existing license agreements because of increases in reported unit shipments by certain OEM customers.

The increase in revenue from services was primarily due to increases in maintenance and support contracts associated with our publishing and font technology product lines. Service revenue from direct sales increased \$972, or 42%, to \$3,317 for the year ended December 31, 2007 as compared to \$2,345 for the year ended December 31, 2006. Service revenue from resellers increased \$133, or 26%, to \$653 for the year ended December 31, 2007 as compared to \$520 for the year ended December 31, 2006. Service revenue from OEMs and ISVs decreased \$54, or 11%, to \$419 for the year ended December 31, 2007 as compared to \$473 for the year ended December 31, 2006. These services vary with the requirements of customers for custom design and development for our embedded products. The increase in service revenue for the year ended December 31, 2007 of \$1,051, or 32% as compared to the year ended December 31, 2006 was primarily driven by increases in our customer base and the number of customers contracting for support services.

We recognize license revenue from direct sales and licensing agreements of our products and products from third parties including e-commerce sales made via our websites, licensing agreements with OEMs and ISVs, and from the resale of our products through various resellers. We recognize reseller revenue if collection is probable, upon notification from the reseller that it has sold the product or, if for a physical product, upon delivery of the software. E-commerce sales include revenue from the licensing of Bitstream fonts and font technology, licensing of mobile browsing products, licensing of fonts and font technology developed by third parties and from fees received from referring customers to other sites for which we have referral agreements. Referral income for the years ended December 31, 2007 and 2006 was \$31 and \$22, respectively. There are minimal costs associated with referral revenue, and such costs primarily represent the time to load copies of the fonts provided by each participating foundry to the MyFonts.com database. We expense those costs as incurred.

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The increase in cost of license revenue for the year ended December 31, 2007 as compared to the year ended December 31, 2006 was primarily due to increased direct costs, including royalty and credit card processing expenses of \$845, or 14%, to \$6,723 for the year ended December 31, 2007, from increased sales of third party products including e-commerce sales.

The increases in costs of services revenue for the year ended December 31, 2007, as compared to the year ended December 31, 2006 was primarily due to an increase in customer consulting resources and support personnel which increased \$165 for the year ended December 31, 2007, plus a decrease in the internal allocation of resources to research and development projects of \$138.

Cost of revenue includes royalties and fees paid to third parties for the development of, or license of rights to technology and/or unique typeface designs, costs incurred in the fulfillment of custom orders, costs incurred in providing customer support, maintenance, and training, and costs associated with the duplication, packaging and shipping of products.

**Operating Expenses:**

	Years Ended December 31,				Change	
	2007	% of Revenue	2006	% of Revenue	Dollars	Percent
Marketing and selling	\$ 3,949	16.7%	\$ 3,442	17.0%	\$ 507	14.7%
Research and development	4,739	20.1	4,397	21.7	342	7.8
General and administrative	2,686	11.4	2,344	11.6	342	14.6
Total operating expenses	\$ 11,374	48.2%	\$ 10,183	50.3%	\$ 1,191	11.7%

Marketing and selling ( M&S ) expense consists primarily of salaries and benefits, commissions, travel expense and facilities costs related to sales and marketing personnel, as well as marketing program-related costs including trade shows and advertising. The increase in M&S expense was the result of a \$327, or 15% increase in salaries and benefits due to an increase in headcount and commissions due to the increase in commissionable sales for the year ended December 31, 2007 as compared to the year ended December 31, 2006, a \$68, or 15% increase in advertising and marketing activities including tradeshow participation during 2007, and a \$116 or 95% increase in sales and marketing outside professional services and consulting costs.

Research and development ( R&D ) expense consists primarily of salary and benefit costs, contracted third-party development costs, and facility costs related to software developers and management. The increase in R&D expense for the year ended December 31, 2007 as compared to the year ended December 31, 2006 was primarily the result of an increase in personnel salary and benefit costs and the use of third-party developers totaling \$253 and an increase in non-cash stock option compensation expense of \$149, plus \$75 increase in facilities costs and depreciation expense during the year ended December 31, 2007, partially offset by a decrease in the utilization of customer support and consulting personnel on internal R&D projects of \$138.

General and administrative ( G&A ) expense consists primarily of salaries, benefits, and other related costs including travel and facility expenses for finance, human resource, legal and executive personnel, legal and accounting professional services, provision for bad debts and director and officer insurance. The increase in G&A for the year ended December 31, 2007 as compared to the year ended December 31, 2006 was primarily the result of an increase in salaries and benefits of \$94, including \$45 in non-cash stock option compensation expense; an increase of \$157 in professional services expenses related to Sarbanes-Oxley 404 internal controls documentation and testing; and an increase in directors fees from non-cash stock option compensation expense of \$32.

**Table of Contents****Other income and (expense), net;**

	Years Ended December 31,					
	2007	% of Revenue	2006	% of Revenue	Change	
	Dollars		Dollars		Dollars	Percent
Legal fee reimbursement	\$	%	\$ 464	2.3%	\$ (464)	(100.0)%
Interest and other income, net	570	2.4	267	1.3	303	113.5
<b>Total Other Income</b>	<b>\$ 570</b>	<b>2.4%</b>	<b>\$ 731</b>	<b>3.6%</b>	<b>\$ (161)</b>	<b>(22.0)%</b>

Other income includes interest income earned on cash and money market instruments net of interest expense. Interest income increased due to increases in both the amount of cash and cash equivalents invested in money market instruments and the rate of interest being earned on those balances. The legal fee reimbursement resulted from the May 17, 2006 award by the U.S. District Court for the Northern District of Illinois in connection with the TrueDoc lawsuit of approximately \$464. Monotype Imaging, Inc. and International Typeface Corporation agreed to pay the full amount of the award and dismiss their appeal if we agreed not to appeal the Court's award set forth in the Court's May 17, 2006 Order. We accepted the proposal, received full payment and the case was terminated.

**Provision for income taxes:**

	Years Ended December 31,					
	2007	% of Revenue	2006	% of Revenue	Change	
	Dollars		Dollars		Dollars	Percent
Provision for (benefit from) income taxes	\$ 21	0.1%	\$ (17)	(0.1)%	\$ 38	223.5%

The tax provision for the year ended December 31, 2007 consisted of \$21 of foreign withholding taxes. The Company's tax provision for the year ended December 31, 2006 included a \$(22) benefit in U.S. Federal income tax due to a refund of alternative minimum tax partially offset by \$5 of foreign withholding taxes. Foreign taxes vary with OEM license royalties from customers in countries who are a party to tax conventions with the United States, including Korea and Poland.

**LIQUIDITY AND CAPITAL RESOURCES (in thousands, except share amounts)**

We have funded our operations primarily through the public sale of equity securities, cash flows from operations, cash received from the sale of our MediaBank and InterSep OPI product lines to Inso Providence Corporation in August of 1998, and cash received from the sale of our investment in DiamondSoft to Extensis in July of 2003. As of December 31, 2008, we had net working capital of \$14,257 versus \$14,514 at December 31, 2007, a decrease of 1.8%.

Our operations generated \$3,515 in cash during the year ended December 31, 2008 primarily due to our net income of \$2,368, plus non-cash expenses for stock based compensation, depreciation and amortization of \$1,045. Our operations generated \$5,477 in cash during the year ended December 31, 2007 primarily due to our net income of \$3,991, non-cash expenses for stock based compensation, depreciation and amortization of \$822. Changes in operating assets and liabilities increased net cash by \$102 and \$664 for the years ended December 31, 2008 and 2007, respectively.

Our investing activities used cash of \$210 and \$456 for the years ended December 31, 2008 and 2007, respectively. Additions of property and equipment and intangible assets used \$210 and \$456 in cash for the years ended December 31, 2008 and 2007, respectively.

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Our financing activities used cash of \$3,551 for the year ended December 31, 2008 due to \$4,118 used to purchase treasury stock, partially offset by \$567 generated from the exercise of stock options. Our financing activities provided cash of \$857 for the year ended December 31, 2007 due to \$1,738 generated from the exercise of stock options, partially offset by \$881 used to purchase treasury stock.

Our cash balance also decreased by \$12 from the effect of foreign currency exchange rates applied to the balances and activities of our subsidiary, Bitstream India Pvt. Ltd, whose functional currency is the Indian Rupee.

We believe our current cash and cash equivalent balances will be sufficient to meet our operating and capital requirements for at least the next 12 months. There can be no assurance, however, that we will not require additional financing in the future. If we were required to obtain additional financing in the future, there can be no assurance that sources of capital would be available on terms favorable to us, if at all.

During 2008 we entered into a 33 month lease for approximately 8,600 square feet of office space near Nodia, India which houses the employees of our India subsidiary. The lease commenced in May 2008 and expires January 2011 with an option to renew for an additional 27 months commencing in February 2011 and ending in April 2013. The minimum base rent, including service tax, is approximately \$4 per month for the first 33 months.

From time to time, we evaluate potential acquisitions of products, businesses and technologies that may complement or expand our business. If we were to pursue any such transaction, we may use a portion of our working capital or raise funding for such activities through the issuance of equity or debt securities.

The future minimum annual lease payments, as of December 31, 2008, under our leased facilities are as follows:

	<b>Total</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>
Operating Leases	\$ 419	\$ 366	\$ 49	4

We have certain royalty commitments associated with the shipment and licensing of certain products. Royalty expense is primarily based on a dollar amount per unit shipped or a percentage of the underlying revenue. Royalty expense, which was recorded under our cost of license revenue on our consolidated Statement of Operations, was approximately \$6,007, \$6,021, and \$5,188; for the years ended December 31, 2008, 2007, and 2006, respectively.

**Off-Balance Sheet Arrangements**

We enter into standard indemnification agreements in the ordinary course of business. Pursuant to these agreements, we indemnify, hold harmless, and agree to reimburse the indemnified party for losses suffered or incurred by the indemnified party, generally business partners or customers, in connection with any U.S. patent, or any copyright or other intellectual property infringement claim by any third party with respect to our products. The term of these indemnification agreements is generally perpetual any time after execution of the agreement. The maximum potential amount of future payments we could be required to make under these indemnification agreements is unlimited. We have never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, we believe the estimated fair value of these agreements is minimal, but we can provide no assurance that payments will not be required under these agreements in the future.



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**Stock Repurchase Plan**

On December 10, 2007 our Board of Directors authorized a program to repurchase up to \$2,500 of our common stock. During the year ended December 31, 2007, we repurchased 146 shares at an average of \$6.04 per share or approximately \$881 under a structured share repurchase agreement with a large financial institution under this program. On February 12, 2008, we reached our limit set by the December 10, 2007 stock repurchase plan by completing the purchase of approximately 428 shares at an average price of \$5.84 per share or approximately \$2,500. On March 18, 2008 our Board of Directors authorized a second program to repurchase up to \$2,500 of our common stock. On June 16, 2008, we reached our limit set by the second stock repurchase plan by completing the purchase of approximately 415 shares at an average price of \$6.02 per share or approximately \$2,500.

We intend, from time to time, as business conditions warrant, to purchase stock in the open market or through private transactions and may enter into structured stock repurchase agreements with third parties. Purchases may be increased, decreased or discontinued at any time without prior notice. Any repurchase program is subject to certain repurchase conditions, including daily volume limitations, as provided under the applicable SEC safe harbor rules.

**RECENT ACCOUNTING PRONOUNCEMENTS**

In June 2008, the FASB issued FSP EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*. FSP EITF 03-6-1 clarifies that share-based payment awards that entitle their holders to receive nonforfeitable dividends before vesting should be considered participating securities. As participating securities, these instruments should be included in the calculation of basic earnings per share. FSP EITF 03-6-1 is effective in 2009. We are currently evaluating the impact of adoption.

In April 2008, the FASB issued FASB Staff Position ( FSP ) No. 142-3, *Determination of the Useful Life of Intangible Assets* . FSP No. 142-3 amends the factors an entity should consider in developing or extending assumptions used in determining the useful life of recognized intangible assets under FASB No. 142. This new guidance applies prospectively to intangible assets that are acquired individually or with a group of other assets in business combinations and asset acquisitions. FSP No. 142-3 is effective for financial statements issued for fiscal year and interim periods beginning after December 15, 2008. Early adoption is prohibited. We are currently evaluating the impact, if any, that FSP No. 142-3 will have on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141R, *Business Combinations*. SFAS No. 141R does the following: requires the acquiring entity in a business combination to recognize all (and only) the assets acquired and liabilities assumed in the transaction; establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed; and requires the acquirer to disclose certain information to enable users to understand the nature and financial effect of the business combination. The statement requires that cash outflows such as transaction costs and post-acquisition restructuring be charged to expense instead of capitalized as a cost of the acquisition. Contingent purchase price will be recorded at its initial fair value and then re-measured as time passes through adjustments to net income. SFAS No. 141R is effective in 2009. We do not believe the impact of this accounting standard to be material.

On January 1, 2008, we adopted the provisions of SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* ( SFAS 159 ). This statement is a fair value option for financial assets and financial liabilities and includes an amendment of FAS Statement No. 115 which covers accounting for certain investments in debt and equity securities. The statement also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar type assets and liabilities. SFAS 159 requires statements to more easily understand the effect of a company's

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choice to use fair value on its earnings. It also requires entities to display the fair value of those assets and liabilities for which a company has chosen to use fair value on the face of its balance sheet. We have not elected the fair value option for any items on our balance sheet.

On January 1, 2008, we adopted the provisions of SFAS No. 157, Fair Value Measurements ( SFAS 157 ) for our financial assets and liabilities. In accordance with the provisions of FSP FAS 157-2, we deferred the implementation of SFAS 157 as it relates to our non-financial assets and non-financial liabilities, except those that are disclosed at fair value in the financial statements on a recurring basis until January 1, 2009. We are currently evaluating the impact this deferral of FSP 157-2 will have on our consolidated financial statements.

**ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk**

**DERIVATIVE FINANCIAL INSTRUMENTS, OTHER FINANCIAL INSTRUMENTS,  
AND DERIVATIVE COMMODITY INSTRUMENTS**

As of December 31, 2008, we did not participate in any derivative financial instruments or other financial and commodity instruments for which fair value disclosure would be required under SFAS No. 107. All of our investments are short-term money market accounts and bank deposits that are carried on our books at fair market value. Accordingly, we have no quantitative information concerning the market risk of participating in such investments.

**PRIMARY MARKET RISK EXPOSURES**

Our primary market risk exposures are in the areas of interest rate risk and foreign currency exchange rate risk. Our investment portfolio of cash equivalent and short-term investments is subject to interest rate fluctuations, but we believe this risk is immaterial due to the short-term nature of these investments. Our exposure to currency exchange rate fluctuations has been and is expected to continue to be modest due to the fact that the operations of our international subsidiaries, Bitstream, B.V. and Bitstream India Private Limited, are conducted almost exclusively in local currencies. Bitstream, B.V. is currently inactive. Bitstream India Private Limited is translated into U.S. dollars and consolidated for reporting purposes. Currently, we do not engage in foreign currency hedging activities.

**ITEM 8. Financial Statements and Supplementary Data**

The index to Financial Statements appears on page F-1, the Report of Independent Registered Public Accounting Firm appears on page F-2, and the Financial Statements and Notes to Financial Statements appear on pages F-3 to F-25.

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**ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**ITEM 9A. Controls and Procedures**

**Managements Evaluation of our Disclosure Controls and Procedures.**

Our principal executive officer and principal financial officer, after evaluating the effectiveness of our disclosure controls and procedures, (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), with the participation of our management, has concluded that, as of the end of the period covered by the Annual Report on Form 10-K, our disclosure controls and procedures were effective and were designed to ensure that information we are required to disclose in the reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure, and is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. It should be noted that any system of controls is designed to provide reasonable, but not absolute, assurances that the system will achieve its stated goals under reasonably foreseeable future circumstances. Our principal executive officer and principal financial officer have concluded that, as of such date, the Company's disclosure controls and procedures are effective at a level that provides such reasonable assurances.

**Management's Annual Report on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal controls over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934, as amended. All internal controls over financial reporting, no matter how well designed, have inherent limitations. As a result of these inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those internal controls determined to be effective can provide only reasonable assurance with respect to reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Under the supervision and with the participation of management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, together with related pronouncements issued by both the Public Company Accounting Oversight Board and the U.S. Securities and Exchange Commission. Based on our evaluation under the framework in *Internal Control - Integrated Framework*, management concluded our internal control over financial reporting was effective as of December 31, 2008.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

**Changes in internal control over financial reporting.**

There was no change in the internal control over financial reporting that occurred during the fourth quarter of the year ended December 31, 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. Other Information**

None.

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**PART III**

Certain information required by Part III is omitted from this report in that the Company will file a definitive proxy statement pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this report and certain information included therein is incorporated herein by reference. Only those sections of the Company's definitive proxy statement for its Annual Meeting of Stockholders to be held on May 14, 2009 that specifically address the items set forth herein are incorporated by reference. Such incorporation does not include the Compensation Committee Report or the Performance Graph included in the Company's definitive proxy statement for its Annual Meeting of Stockholders to be held on May 14, 2009.

**ITEM 10. Directors, Executive Officers and Corporate Governance**

The information concerning the executive officers of the Company required by this Item is contained in the section entitled "Executive Officers of the Registrant" in Item I, Part I of this report. The information required by this Item concerning directors is incorporated herein by reference to the information appearing in the section entitled "Nominees for Directors" contained in our definitive proxy statement for our Annual Meeting of Stockholders to be held on May 14, 2009, and which will be filed with the SEC on or before April 30, 2009.

The information with respect to any delinquent filings of reports pursuant to Section 16(a) of the Exchange Act is incorporated herein by reference to the information appearing in the section entitled "Principal and Management Stockholders Section 16(a) Beneficial Ownership Reporting Compliance" contained in our definitive proxy statement for our Annual Meeting of Stockholders to be held on May 14, 2009.

We have adopted a code of business conduct and ethics, entitled Bitstream Code of Business Conduct and Ethics, which applies to all of our employees, including our Chief Executive Officer and Chief Financial Officer. A copy of our code of business conduct and ethics is available on our website at [www.bitstream.com](http://www.bitstream.com). We intend to satisfy the SEC's disclosure requirements regarding amendments or waivers of the code of business conduct and ethics by posting such information at [www.bitstream.com](http://www.bitstream.com).

There have been no changes to the procedures by which security holders may recommend nominees to the Company's Board of Directors.

The information with respect to audit committee financial expert and identification of the audit committee of the Board of Directors required by this Item is incorporated herein by reference to the information appearing in the section entitled "Corporate Governance" contained in our definitive proxy statement for our Annual Meeting of Stockholders to be held on May 14, 2009.

**ITEM 11. Executive Compensation**

Information required by this Item is incorporated herein by reference to the information appearing in the section entitled "Executive Compensation" contained in our definitive proxy statement for our Annual Meeting of Stockholders to be held on May 14, 2009.

**ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information required by this Item, other than the following table, is incorporated herein by reference to the information appearing in the section entitled "Principal and Management Stockholders" contained in our definitive proxy statement for our Annual Meeting of Stockholders to be held on May 14, 2009.

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The following table presents information regarding the Company's equity compensation plans at December 31, 2008:

<b>PLAN CATEGORY</b>	<b>NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS AND WARRANTS, AND THE VESTING OF RESTRICTED STOCK AWARDS</b>	<b>WEIGHTED AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS AND WARRANTS, AND THE VESTING OF RESTRICTED STOCK AWARDS</b>	<b>NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS</b>
Equity compensation plans approved by shareholders(1)	1,734,602	\$ 3.454	1,507,826
Equity compensation plans not approved by shareholders		\$	
<b>TOTAL</b>	<b>1,734,602</b>	<b>\$ 3.454</b>	<b>1,507,826</b>

(1) Includes options and warrants granted to purchase shares of Bitstream Inc. Class A Common Stock, as well, as restricted stock awards. Additional data may be found in Note 7 in the Notes to Consolidated Financial Statements included herewith.

**ITEM 13. Certain Relationships and Related Transactions, and Director Independence**

Information required by this Item, if any, is incorporated herein by reference to the information appearing in the sections entitled "Certain Relationships and Related Transactions" and "PROPOSAL No. 1-ELECTION OF DIRECTORS" contained in our definitive proxy statement for our Annual Meeting of Stockholders to be held on May 14, 2009.

**ITEM 14. Principal Accounting Fees and Services**

Consistent with Section 10A(i)(2) of the Exchange Act as added by Section 202 of the Sarbanes-Oxley Act of 2002, the Company is responsible for listing the non-audit services pre-approved in the fourth quarter of 2008 by its Audit Committee to be performed by PricewaterhouseCoopers LLP, the Company's external auditor. All audit related and non-audit services are pre-approved by the Audit Committee or the Audit Committee's Chairman pursuant to delegated authority by the Audit Committee. During the three months ended December 31, 2008, the audit committee approved the following amounts for services:

The information required by this Item with respect to fees billed by the Company's principal accountants is incorporated herein by reference to the information appearing in the section entitled "Principal Accounting Fees and Services" contained in our definitive proxy statement for our Annual Meeting of Stockholders to be held on May 14, 2009.

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**Part IV**

**ITEM 15. Exhibits, Financial Statements, and Reports on Form 8-K**

**1. Financial Statements.**

(a) The following documents are included as part of this report:

(1) Financial Statements

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets

Consolidated Statements of Operations

Consolidated Statements of Stockholders' Equity

Consolidated Statements of Cash Flows

Notes to Consolidated Financial Statements

(2) Financial Statement Schedules

None.

(3) Exhibits.

Certain of the exhibits listed hereunder have been previously filed with the SEC as exhibits to certain registration statements and periodic reports as indicated in the footnotes below and are incorporated herein by reference pursuant to Rule 411 promulgated under the Securities Act and Rule 24 of the SEC's Rules of Practice. The location of each document so incorporated by reference is indicated in parenthesis.

<b>Exhibit No.</b>	<b>Description</b>
3.1.1	Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1, Registration No. 333-11519, filed on September 6, 1996).
3.1.2	Certificate of Amendment to Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1996).
3.2.1	Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1, Registration No. 333-11519, filed on September 6, 1996).
3.2.2	Bylaw Amendments adopted by the Board of Directors of the Company on November 6, 1998 (incorporated by reference to Exhibit 2 to the Company's current report on Form 8-K filed on November 16, 1998).
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1, Registration No. 333-11519, filed on September 6, 1996).
4.2	Rights Agreement dated as of November 12, 1998, between the Company and BankBoston N.A., as rights agent, which includes: as Exhibit A thereto, the form of Certificate of Designation of Series A Junior Participating, Preferred Stock of the

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Company; as Exhibit B thereto, the Form of Right Certificate; and as Exhibit C thereto, the summary of Rights to Purchase Preferred Shares. (incorporated by reference to Exhibit 3 to the Company's Current Report on Form 8-K filed on November 16, 1998).

- 10.1 Agreement and Plan of Recapitalization dated October 28, 1994 (incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1, Registration No. 333-11519, filed on September 6, 1996).

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<b>Exhibit No.</b>	<b>Description</b>
10.2	Form of Indemnification Agreement between the Company, its directors and certain of its officers (incorporated by reference to Exhibit 10.9 to Pre-effective Amendment No. 1 to the Company's Registration Statement on Form S-1, Registration No. 333-11519, filed on October 15, 1996).
10.3	Agreement and Plan of Merger dated as of March 27, 1997 among the Company, Archetype Acquisition Corporation and Archetype, Inc. (incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1996).
10.4	1997 Stock Plan (incorporated by reference to Exhibit 10.11 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1996).
10.5	Asset Purchase Agreement among the Company, Archetype, Inc., Inso Corporation and Inso Providence Corporation dated August 28, 1998 (incorporated by reference to Exhibit 99(a) to the Company's Form 8-K filed on September 14, 1998).
10.6	Bitstream, Inc. 2000 Stock Plan (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000).
10.7	Pageflex, Inc. 2000 Stock Plan (incorporated by reference to Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000).
10.8	MyFonts.com, Inc. 2000 Stock Plan (incorporated by reference to Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000).
10.9	Lease between MA-RIVERVIEW/245 FIRST STREET, LLC and the Company dated July 31, 2003 (incorporated by reference to Exhibit 10.12 to the Company's Quarterly Report on Form 10Q for the quarter ended June 30, 2003).
10.10	Stock Purchase Agreement between Extensis, Inc., DiamondSoft, Inc, Brian Berson, and Bitstream, Inc. (incorporated by reference to Exhibit 10.13 to the Company's Quarterly Report on Form 10Q for the quarter ended June 30, 2003).
10.11	Bitstream, Inc. 2006 Incentive Compensation Plan (incorporated by reference to Exhibit A to the Company's 2006 Proxy Statement for the June 1, 2006 Annual Meeting filed April 26, 2006).
21.1	Subsidiaries of the Registrant (incorporated by reference to Exhibit 21.1 to the Company's Annual Report on Form 10K for the year ended December 31, 2007).
*23.1	Consent of PricewaterhouseCoopers LLP
*31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
*31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
*32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**

\* Filed herewith.

\*\* Certification is not deemed filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. Such certification is not deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Registrant specifically incorporates it by reference.

(b) Reports on Form 8-K:  
None.



**Table of Contents****SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts on this 31st day of March, 2009.

**BITSTREAM INC.**

By: */s/ ANNA M. CHAGNON*  
**Anna M. Chagnon**  
**Principal Executive Officer**

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

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
<i>/s/ ANNA M. CHAGNON</i> <b>Anna M. Chagnon</b>	President, Chief Executive Officer, and Director	March 31, 2009
<i>/s/ JAMES P. DORE</i> <b>James P. Dore</b>	Vice President and Principal Financial and Accounting Officer	March 31, 2009
<i>/s/ CHARLES YING</i> <b>Charles Ying</b>	Chairman of the Board, and Director	March 31, 2009
<i>/s/ AMOS KAMINSKI</i> <b>Amos Kaminski</b>	Director	March 31, 2009
<i>/s/ DAVID G. LUBRANO</i> <b>David G. Lubrano</b>	Director	March 31, 2009
<i>/s/ GEORGE B. BEITZEL</i> <b>George B. Beitzel</b>	Director	March 31, 2009

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**BITSTREAM INC. AND SUBSIDIARIES**

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**BITSTREAM INC. AND SUBSIDIARIES**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of

Bitstream Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, of stockholders' equity, and of cash flows present fairly, in all material respects, the financial position of Bitstream Inc. and its subsidiaries at December 31, 2008 and December 31, 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 1 to the consolidated financial statements, the Company changed the manner in which it accounts for, and discloses, uncertain tax positions.

/s/ PRICEWATERHOUSECOOPERS LLP

Boston, Massachusetts

March 31, 2009

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**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****(IN THOUSANDS, EXCEPT PER-SHARE AMOUNTS)**

	December 31,	
	2008	2007
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 16,162	\$ 16,420
Accounts receivable, net of allowance of \$32 and \$65 at December 31, 2008 and 2007, respectively	1,827	2,245
Short-term investments, prepaid expenses and other current assets	527	465
Restricted cash	150	
<b>Total current assets</b>	<b>18,666</b>	<b>19,130</b>
Property and equipment, net	427	569
Other long-term assets:		
Restricted cash		150
Goodwill	727	727
Intangible assets, net	81	67
<b>Total other assets</b>	<b>808</b>	<b>944</b>
<b>Total assets</b>	<b>\$ 19,901</b>	<b>\$ 20,643</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 832	\$ 1,137
Accrued payroll and other compensation	1,057	1,232
Other accrued expenses	583	527
Deferred revenue	1,937	1,720
<b>Total current liabilities</b>	<b>4,409</b>	<b>4,616</b>
Deferred rent		40
<b>Total liabilities</b>	<b>4,409</b>	<b>4,656</b>
Commitments and contingencies (Note 5)		
Stockholders' equity:		
Preferred stock, \$0.01 par value		
Authorized 6,000 shares		
Issued and outstanding 0 at December 31, 2008 and 2007		
Common stock, \$0.01 par value		
Authorized 30,000 shares Class A and 500 shares Class B Class A Issued 10,116 and 10,066 and outstanding 9,614 and 9,970 at December 31, 2008 and 2007, respectively	101	101
Class B Issued and outstanding 0 at December 31, 2008 and 2007		
Additional paid-in capital	35,725	36,163
Accumulated deficit	(17,326)	(19,694)
Treasury stock, at cost; 502 and 96 shares at December 31, 2008 and 2007 respectively	(2,989)	(583)

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Accumulated other comprehensive loss	(19)	
Total stockholders' equity	15,492	15,987
Total liabilities and stockholders' equity	\$ 19,901	\$ 20,643

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

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**BITSTREAM INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(IN THOUSANDS, EXCEPT PER-SHARE AMOUNTS)**

	<b>Years Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
<b>Revenue:</b>			
Software licenses	\$ 18,868	\$ 19,229	\$ 16,910
Services	5,140	4,389	3,338
<b>Total revenue</b>	<b>24,008</b>	<b>23,618</b>	<b>20,248</b>
<b>Cost of revenue:</b>			
Software licenses	7,018	6,939	6,022
Services	2,408	1,863	1,557
<b>Cost of revenue</b>	<b>9,426</b>	<b>8,802</b>	<b>7,579</b>
<b>Gross profit</b>	<b>14,582</b>	<b>14,816</b>	<b>12,669</b>
<b>Operating expenses:</b>			
Marketing and selling	4,389	3,949	3,442
Research and development	5,181	4,739	4,397
General and administrative	2,713	2,686	2,344
<b>Total operating expenses</b>	<b>12,283</b>	<b>11,374</b>	<b>10,183</b>
<b>Operating income</b>	<b>2,299</b>	<b>3,442</b>	<b>2,486</b>
Legal fee reimbursement			464
Interest and other income, net	177	570	267
<b>Income before provision for income taxes</b>	<b>2,476</b>	<b>4,012</b>	<b>3,217</b>
<b>Provision for (benefit from) income taxes</b>	<b>108</b>	<b>21</b>	<b>(17)</b>
<b>Net income</b>	<b>\$ 2,368</b>	<b>\$ 3,991</b>	<b>\$ 3,234</b>
<b>Basic net income per share</b>	<b>\$ 0.25</b>	<b>\$ 0.41</b>	<b>\$ 0.36</b>
<b>Diluted net income per share</b>	<b>\$ 0.23</b>	<b>\$ 0.36</b>	<b>\$ 0.30</b>
<b>Basic weighted average shares outstanding</b>	<b>9,596</b>	<b>9,824</b>	<b>9,052</b>
<b>Diluted weighted average shares outstanding</b>	<b>10,254</b>	<b>10,975</b>	<b>10,660</b>

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

**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY (IN THOUSANDS)**

	Common Stock \$.01 Par Value		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income/(Loss)	Treasury Stock		Total Stockholders Equity
	Number of Shares	\$ Amount				Number of Shares	Cost	
BALANCE, DECEMBER 31, 2005	8,810	\$ 88	\$ 32,892	\$ (26,919)		126	\$ (360)	\$ 5,701
Issuance of common stock and reissuance of treasury stock under stock compensation plans	506	5	1,038			(114)	326	1,369
Stock based compensation expense			322					322
Net income for the year ended December 31, 2006				3,234				3,234
BALANCE, DECEMBER 31, 2006	9,316	\$ 93	\$ 34,252	\$ (23,685)	\$	12	\$ (34)	\$ 10,626
Issuance of common stock and reissuance of treasury stock under stock compensation plans	750	8	1,696			(12)	34	1,738
Issuance of restricted shares			(298)			(50)	298	
Stock based compensation expense			513					513
Purchase of treasury shares						146	(881)	(881)
Net income for the year ended December 31, 2007				3,991				3,991
BALANCE, DECEMBER 31, 2007	10,066	\$ 101	\$ 36,163	\$ (19,694)	\$	96	\$ (583)	\$ 15,987
Issuance of common stock and reissuance of treasury stock under stock compensation plans	50		(848)			(241)	1,415	567
Issuance of restricted shares			(297)			(50)	297	
Stock based compensation expense			707					707
Purchase of treasury shares						697	(4,118)	(4,118)
Other comprehensive income					(19)			(19)
Net income for the year ended December 31, 2008				2,368				2,368
BALANCE, DECEMBER 31, 2008	10,116	\$ 101	\$ 35,725	\$ (17,326)	\$ (19)	502	\$ (2,989)	\$ 15,492

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

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**BITSTREAM INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(IN THOUSANDS)**

	Years Ended December 31,		
	2008	2007	2006
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 2,368	\$ 3,991	\$ 3,234
Adjustments to reconcile net income to net cash provided by operating activities:			
Stock based compensation	707	513	322
Depreciation	301	265	198
Amortization	37	44	58
Changes in operating assets and liabilities:			
Accounts receivable	418	104	(686)
Prepaid expenses and other assets	(67)	(5)	(69)
Accounts payable	(304)	250	223
Accrued payroll and other compensation	(175)	(47)	427
Other accrued expenses	53	126	(28)
Deferred revenue ( long and short term)	217	295	340
Deferred rent ( long and short term)	(40)	(59)	(5)
Net cash provided by operating activities	3,515	5,477	4,014
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchases of property and equipment	(159)	(432)	(285)
Additions to intangible assets	(51)	(24)	(20)
Restricted cash ( long and short term)		50	
Short-term investment		(50)	
Net cash used in investing activities	(210)	(456)	(305)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Purchase of Treasury Stock	(4,118)	(881)	
Proceeds from exercise of stock options/warrants	567	1,738	1,369
Net cash provided by financing activities	(3,551)	857	1,369
<b>EFFECT OF FOREIGN CURRENCY EXCHANGE RATES ON CASH AND CASH EQUIVALENTS:</b>			
		(12)	
Net Increase in Cash and Cash Equivalents	(258)	5,878	5,078
Cash and Cash Equivalents, beginning of period	16,420	10,542	5,464
Cash and Cash Equivalents, end of period	\$ 16,162	\$ 16,420	\$ 10,542
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>			
Cash paid for interest	\$ 11	\$ 4	\$ 1
Cash paid for income taxes	\$ 62	\$ 11	\$ 4

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





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**BITSTREAM INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(1) Operations and Significant Accounting Policies**

Bitstream Inc. (together with its subsidiaries, Bitstream or the Company ) is a software development company focused on bringing unique software products to a wide variety of markets. Today, our core software products include award-winning fonts and font rendering technologies, mobile browsing and messaging technologies and variable data publishing and Web-to-print technologies.

We are subject to risks common to technology-based companies, including dependence on key personnel, rapid technological change, competition from alternative product offerings and larger companies, and challenges to the development and marketing of commercial products and services. We have also experienced net losses in prior years and as of December 31, 2008 have an accumulated deficit of approximately \$17 million.

**(a) Use of Estimates**

The accompanying consolidated financial statements reflect the application of certain accounting policies as described in this note and elsewhere in the accompanying consolidated financial statements and notes. The preparation of the accompanying consolidated financial statements requires the use of certain estimates by us in determining our assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

**(b) Principles of Consolidation**

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries: Bitstream World Trade, Inc. (a Delaware corporation), a holding company for Bitstream, B.V. (a Dutch corporation); Pageflex, Inc. (a Delaware corporation) and MyFonts.com, Inc. (a Delaware corporation). The Company dissolved its Pageflex Inc. subsidiary and merged it into the parent, Bitstream Inc. as of January 1, 2007. As of January 1, 2008, the Company dissolved its MyFonts.com, Inc. subsidiary and merged it into the parent, Bitstream Inc. All material intercompany transactions and balances have been eliminated in consolidation.

**(c) Disclosures about Segments of an Enterprise**

We have determined that we conduct our operations in one business segment with three major product lines: fonts and font technology, mobile browsing and messaging technology, and publishing technology.

**(d) Revenue Recognition**

We derive revenue from the license of our software products, and from consulting, and support and maintenance services. Primarily, we recognize revenue pursuant to the requirements of AICPA Statement of Position 97-2, Software Revenue Recognition and any applicable amendments, when persuasive evidence of an agreement exists, the product has been delivered or services have been provided, the fee is fixed or determinable, and collection of the fee is probable.

We receive and recognize licensing fees and royalty revenue from: (1) Original Equipment Manufacturer ( OEM ) and Independent Software Vendor ( ISV ) customers for font rendering and page composition technologies; (2) direct and indirect licenses of software publishing applications for the creation, enhancement, management, transport, viewing and printing of electronic information; (3) direct sales of custom design and consulting services to end users such as graphic artists, desktop publishers, corporations and resellers; and (4) sales of fonts and publishing applications to foreign customers primarily through distributors and resellers.

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**BITSTREAM INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Certain OEM and ISV customers pay royalties only upon the sublicensing of our products to end-users. Revenue in such transactions is recognized in the period when sublicenses to end users are reported to us by our OEM or ISV customers. Revenue from guaranteed minimum royalty licenses is recognized upon delivery of the software license when no further obligations of the Company exist. In certain guaranteed minimum royalty licenses, we will enter into extended payment programs with creditworthy customers. Revenue related to extended payment programs is recognized when payment becomes due to the Company.

We recognize license revenue from the resale of our products through various resellers. Resellers may sell our products in either an electronic format or CD format. Revenue is recognized if collection is probable, upon notification from the reseller that it has sold the product, or for a CD product, upon delivery of the software.

Revenue from end user product sales is recognized upon delivery of the software, net of estimated returns and allowances, and when collection is probable. Revenue related to extended payment programs is recognized when payment becomes due to the Company. End user sales include e-commerce revenue generated from our websites from the licensing of Bitstream fonts, subscription licenses for the ThunderHawk browser, licensing of fonts developed by third parties and from fees received from referring customers to other sites for which we have referral agreements. Referral revenue is recognized at the net amount received by Bitstream and for the years ended December 31, 2008, 2007, and 2006 was \$55, \$31, and \$22, respectively. There are minimal costs associated with the referral program, and primarily represent the time to load copies of the fonts provided by each participating foundry for addition to the MyFonts.com database. We expense those costs as incurred.

We recognize revenue under multiple-element arrangements using the residual method when vendor-specific objective evidence of fair value exists for all of the undelivered elements under the arrangement. Under the residual method, the arrangement consideration is first allocated to undelivered elements based on vendor-specific objective evidence of the fair value for each element and the residual amount is allocated to the delivered elements. Arrangement consideration allocated to undelivered elements is deferred and recognized as revenue when the elements are delivered, if all other revenue recognition criteria are met. We have established sufficient vendor-specific objective evidence for the value of our consulting, training, and other services, based on the price charged when these elements are sold separately. VSOE of the fair value of maintenance services may also be determined based on a substantive renewal clause, if any, within a customer contract. Accordingly, software license revenue is recognized under the residual method in arrangements in which software is licensed with maintenance, consulting, training or other services.

Professional services include custom design and development, and training. We recognize professional services revenue under software development contracts as services are provided for per diem contracts or by using the percentage-of-completion method of accounting for long-term fixed price contracts. Provisions for any estimated losses on contracts are made in the period in which such losses become probable.

We recognize revenue from support and maintenance agreements ratably over the term of the agreement.

Deferred revenue includes unearned software maintenance revenue and advance billings under software development contracts and page layout technology licenses.

Cost of revenue from software licenses consists primarily of royalties paid to third party developers and foundries whose products we sell, and costs to distribute the product, including the cost of the media on which it is delivered. Cost of revenue from services consists primarily of costs associated with customer support, consulting and custom product development services.

We generally warrant that our products will function substantially in accordance with documentation provided to customers for approximately 90 days following initial delivery. We have not incurred any material expenses related to warranty claims.

**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(e) Research and Development Expenses**

We have evaluated the establishment of technological feasibility of our products in accordance with Statement of Financial Accounting Standards (SFAS) No. 86, *Accounting for the Costs of Computer Software To Be Sold, Leased or Otherwise Marketed*. We sell products in a market that is subject to rapid technological change, new product development and changing customer needs. The time period during which costs could be capitalized from the point of reaching technological feasibility until the time of general product release is very short, and consequently, the amounts that could be capitalized are not material to our financial position or results of operations. Therefore, we have charged all of such costs related to software development to research and development in the period incurred.

**(f) Stock-Based Compensation**

We account for stock-based compensation in accordance with the Financial Accounting Standards Board's (FASB) Statement of Financial Accounting Standards No. 123 revised 2004 (SFAS 123R), *Share-Based Payment*. Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. We elected the modified-prospective method, under which prior periods are not revised for comparative purposes. The valuation provisions of SFAS 123R apply to new grants, to grants that were outstanding as of the effective date, and to grants that are subsequently modified. Estimated compensation for grants that were outstanding as of the effective date will be recognized over the remaining service periods using the compensation cost estimated for the SFAS 123 pro forma disclosures.

The adoption of SFAS 123R had a material impact on our consolidated financial position, results of operations and cash flows. See Note 6 for further information regarding our stock-based compensation assumptions and expenses, including pro forma disclosures for 2005 as if we had recorded stock-based compensation expense.

**(g) Cash and Cash Equivalents**

As of December 31, 2008, cash and cash equivalents included bank deposits and money market instruments. We consider all highly liquid investments with original maturities of three months or less at the time of acquisition to be cash equivalents and record such investments at cost, which approximates market value.

**(h) Property and Equipment**

Property and equipment are stated at cost, less accumulated depreciation and amortization. Property and equipment consists of the following (in thousands):

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
Equipment and computer software	\$ 1,999	\$ 1,936
Purchased software	462	456
Furniture and fixtures	375	366
Leasehold improvements	143	143
	<b>2,979</b>	<b>2,901</b>
Less Accumulated depreciation and amortization	2,552	2,332
Property and equipment, net	<b>\$ 427</b>	<b>\$ 569</b>



**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Depreciation is provided on a straight-line basis over the estimated useful lives of the related assets as follows:

<b>Asset Classification</b>	<b>Estimated Useful Life</b>
Equipment and computer software	3 Years
Purchased software	3 Years
Furniture and fixtures	5 Years
Leasehold improvements	Life of lease

Depreciation expense for the years ended December 31, 2008, 2007 and 2006 was \$301, \$265, and \$198, respectively.

**(i) Fair Value of Financial Instruments**

Effective January 1, 2008, we implemented Statement of Financial Accounting Standard No. 157 ( SFAS 157 ), Fair Value Measurement, for our financial assets and liabilities that are remeasured and reported at fair value at each reporting period, and non-financial assets and liabilities that are remeasured and reported at fair value at least annually (see Note 5). In accordance with the provisions of FSP No. FAS 157-2, Effective Date of FASB Statement No. 157, we elected to defer until January 1, 2009 the implementation of SFAS 157 as it relates to its non-financial assets and non-financial liabilities that are recognized and disclosed at fair value in the financial statements on a nonrecurring basis.

SFAS 157 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. We have certain financial assets and liabilities recorded at fair value (principally cash equivalents and investments) that have been classified as Level 1, 2 or 3 within the fair value hierarchy as described in SFAS 157. Fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that we have the ability to access. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs utilize unobservable data points for the asset or liability. The Company's money market funds have been classified as Level 1 because their fair values are based on quoted market prices.

The carrying amounts reflected in the consolidated balance sheets for restricted cash, accounts receivable, other current assets, accounts payable, and accrued expenses and other current liabilities approximate fair values due to their short-term maturities.

**(j) Foreign Currency Translation**

The financial statements of our foreign subsidiaries are translated in accordance with SFAS No. 52, Foreign Currency Translation. The functional currency for our foreign subsidiaries is the applicable local currency. For financial reporting purposes, assets and liabilities of subsidiaries outside the United States of America are translated into U.S. dollars using year-end exchange rates. Revenue and expense accounts are translated at the monthly average rates in effect during the year. The effects of foreign currency translation adjustments are included in accumulated other comprehensive income as a component of stockholders' equity. Transaction gains (losses) for the fiscal years ended December 31, 2008, 2007 and 2006 were \$(15), \$2, and \$0, respectively and recorded as interest and other income, net in the consolidated statements of operations.

**(k) Off-Balance Sheet Risk and Concentration of Credit Risk**

Financial instruments that potentially expose us to concentrations of credit risk consist primarily of cash and cash equivalents and trade accounts receivable. We place a majority of our cash investments in one highly-rated

**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

financial institution. We have not experienced significant losses related to receivables from any individual customers or groups of customers in any specific industry or by geographic area. Due to these factors, no additional credit risk beyond amounts provided for collection losses is believed by us to be inherent in our accounts receivable. At December 31, 2008, two customers accounted for 17% and 11% of our accounts receivable, respectively. We do not have any off-balance sheet risks as of December 31, 2008 or 2007, respectively. At December 31, 2007, two customers accounted for 16% and 14% of our accounts receivable, respectively. For the years ended December 31, 2008 and 2007, no single customer accounted for 10% or greater of our revenue.

**(l) Goodwill and other intangible assets (in thousands, except per share amounts)**

Goodwill resulted from the acquisitions of Type Solutions, Inc. and Alaras Corporation and was \$727 at December 31, 2008 and 2007.

We follow the accounting and reporting requirements for goodwill and other intangible assets as required by SFAS No. 142, *Goodwill and Other Intangible Assets*. Under SFAS No. 142, goodwill and indefinite-lived intangible assets are not amortized, but are required to be reviewed annually for impairment, or more frequently if impairment indicators arise. There were no impairment charges recorded during any of the periods presented. We have determined that we do not have separate reporting units and thus goodwill is tested for impairment based upon an enterprise wide valuation. In accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, separable intangible assets that have finite lives are amortized over their useful lives.

The components of the Company's amortized intangible assets follow:

	December 31, 2008			December 31, 2007		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Marketing-related	\$ 84	\$ (79)	\$ 5	\$ 84	\$ (78)	\$ 6
Technology-based	599	(523)	76	547	(486)	61
Total	\$ 683	\$ (602)	\$ 81	\$ 631	\$ (564)	\$ 67

Amortization expense for finite-lived intangible assets for the years ended December 31, 2008, 2007 and 2006 was \$37, \$44, and \$58, respectively. Estimated amortization for the five succeeding years follows:

Estimated Amortization Expense:	
2009	\$ 27
2010	22
2011	18
2012	11
2013	3
	\$ 81

**(m) Reclassification**

Certain prior year account balances have been reclassified to be consistent with the current year's presentation.





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**BITSTREAM INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(n) Recently Issued Accounting Standards**

In June 2008, the FASB issued FSP EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*. FSP EITF 03-6-1 clarifies that share-based payment awards that entitle their holders to receive nonforfeitable dividends before vesting should be considered participating securities. As participating securities, these instruments should be included in the calculation of basic earnings per share. FSP EITF 03-6-1 is effective in 2009. We are currently evaluating the impact of adoption.

In April 2008, the FASB issued FASB Staff Position ( FSP ) No. 142-3, *Determination of the Useful Life of Intangible Assets*. FSP No. 142-3 amends the factors an entity should consider in developing or extending assumptions used in determining the useful life of recognized intangible assets under FASB No. 142. This new guidance applies prospectively to intangible assets that are acquired individually or with a group of other assets in business combinations and asset acquisitions. FSP No. 142-3 is effective for financial statements issued for fiscal year and interim periods beginning after December 15, 2008. Early adoption is prohibited. We are currently evaluating the impact, if any, that FSP No. 142-3 will have on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141R, *Business Combinations*. SFAS No. 141R does the following: requires the acquiring entity in a business combination to recognize all (and only) the assets acquired and liabilities assumed in the transaction; establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed; and requires the acquirer to disclose certain information to enable users to understand the nature and financial effect of the business combination. The statement requires that cash outflows such as transaction costs and post-acquisition restructuring be charged to expense instead of capitalized as a cost of the acquisition. Contingent purchase price will be recorded at its initial fair value and then re-measured as time passes through adjustments to net income. SFAS No. 141R is effective in 2009. We do not believe the impact of this accounting standard to be material.

On January 1, 2008, we adopted the provisions of SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* ( SFAS 159 ). This statement is a fair value option for financial assets and financial liabilities and includes an amendment of FAS Statement No. 115 which covers accounting for certain investments in debt and equity securities. The statement also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar type assets and liabilities. SFAS 159 requires statements to more easily understand the effect of a company's choice to use fair value on its earnings. It also requires entities to display the fair value of those assets and liabilities for which a company has chosen to use fair value on the face of its balance sheet. We have not elected the fair value option for any items on our balance sheet.

On January 1, 2008, we adopted the provisions of SFAS No. 157, *Fair Value Measurements* ( SFAS 157 ) for our financial assets and liabilities. In accordance with the provisions of FSP FAS 157-2, we deferred the implementation of SFAS 157 as it relates to our non-financial assets and non-financial liabilities, except those that are disclosed at fair value in the financial statements on a recurring basis until January 1, 2009. We are currently evaluating the impact this deferral of FSP 157-2 will have on our consolidated financial statements.

**(o) Impairment of Long-Lived Assets**

We review our long-lived assets (which include finite lived intangible assets and property and equipment) for impairment as events and circumstances indicate the carrying amount of an asset may not be recoverable. We evaluate the realizability of our long-lived assets based on profitability and cash flow expectations for the related asset or subsidiary. We believe that, as of each of the balance sheet dates presented, none of our long-lived assets was impaired.

**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(p) Comprehensive Income (Loss)**

Comprehensive income (loss) consists of net income (loss), adjustments to stockholders' equity for foreign currency translation adjustments. For the purposes of comprehensive income (loss) disclosures, the Company does not record tax provisions or benefits for the net changes in the foreign currency translation adjustment, as the Company intends to permanently reinvest undistributed earnings in its foreign subsidiaries in accordance with Accounting Principles Board Opinion 23. Accumulated other comprehensive income consists of foreign exchange gains and losses.

The components of comprehensive income (loss) are as follows (in thousands):

	2008	2007	2006
Net Income	\$ 2,368	\$ 3,991	\$ 3,234
Foreign currency adjustment, net of tax of \$0	(19)		
<b>Total comprehensive income</b>	<b>\$ 2,349</b>	<b>\$ 3,991</b>	<b>\$ 3,234</b>

Accumulated other comprehensive loss consisted of the following at December 31:

	December 31, 2008	December 31, 2007
Foreign currency adjustment	\$ (19)	\$

**(2) Income Per Share (in thousands)**

Basic earnings or loss per share is determined by dividing the net income by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share reflect the effect of the conversion of potentially dilutive securities, such as stock options and warrants, based on the treasury stock method. In computing diluted earnings per share, common stock equivalents are not considered in periods in which a net loss is reported, as the inclusion of the common stock equivalents would be antidilutive. A reconciliation of basic and diluted weighted average shares outstanding for basic and diluted earnings per share is as follows:

	2008	2007	2006
Weighted average shares outstanding	9,596	9,824	9,052
Dilutive effect of options	658	1,146	1,590
Dilutive effect of restricted shares		1	
Dilutive effect of warrants		4	18
<b>Shares used to compute diluted net income per share</b>	<b>10,254</b>	<b>10,975</b>	<b>10,660</b>

There were warrants and options outstanding to purchase 605, 225, and 330 shares for the years ended December 31, 2008, 2007, and 2006, respectively, that were not included in the potential common share computations because their exercise prices were greater than the average market price of our common stock. These common stock equivalents are antidilutive even when a profit is reported in the numerator.



**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(3) Income Taxes (in thousands, except percent amounts)**

We account for income taxes in accordance with SFAS No. 109, *Accounting for Income Taxes*. Under the liability method in accordance with SFAS No. 109, a deferred tax asset or liability is determined based on the difference between the financial statement and the tax basis of assets and liabilities, as measured by enacted tax rates in effect when these differences are expected to reverse. A reconciliation between the provision for income taxes computed at statutory rates and the amount reflected in the accompanying consolidated statements of operations as a percentage of pre-tax income is as follows:

	Years Ended December 31,		
	2008	2007	2006
Computed expected federal tax provision	34.0%	34.0%	34.0%
State income taxes, net of federal benefit	7.6	6.7	6.8
Foreign taxes, including withholding taxes	3.3	0.5	0.2
Domestic net operating loss carryforwards and change in valuation allowance	(35.9)	(43.9)	(44.6)
Other	(4.6)	3.2	3.1
Provision (benefit) for income taxes	4.4%	0.5%	(0.5)%

Foreign taxes include foreign withholding taxes which vary with OEM license royalties from customers in countries who are a party to tax conventions with the United States including Korea, Israel and Poland, as well as, foreign taxes paid by Bitstream India Pvt. Ltd., our subsidiary, in India. The following is a summary of the components of the provision for income taxes:

	Years Ended December 31,		
	2008	2007	2006
Current:			
Federal (benefit) expense	\$	\$	\$ (22)
State	13		
Foreign	95	21	5
Total	\$ 108	\$ 21	\$ (17)

The significant items composing the net deferred tax asset are as follows:

	Years Ended December 31,	
	2008	2007
Net operating loss carryforwards	\$ 2,915	\$ 3,937
Tax credit carryforwards	1,643	1,334
Other temporary differences	239	208
Gross deferred tax asset	4,797	5,479

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Valuation allowance	(4,797)	(5,479)
Net deferred tax asset	\$	\$

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**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

As of December 31, 2008, we have recorded a deferred tax asset of approximately \$1,183 related to the benefit of deductions from stock options included in the NOL. When and if we realize this asset, this benefit will be recorded as a credit to additional paid-in capital. The following is a summary of foreign and domestic pretax income (loss):

	<b>Years Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
Foreign income (loss)	\$ 23	\$ (9)	\$
Domestic	2,453	4,021	3,217
<b>Total pretax income</b>	<b>\$ 2,476</b>	<b>\$ 4,012</b>	<b>\$ 3,217</b>

At December 31, 2008, the Company had U.S. federal and state net operating loss ( NOL ) carryforwards of \$12,626 and \$59, respectively, of which the benefit of approximately \$7,532 and \$59, respectively, when realized, will be recorded as a credit to additional paid in capital.

The Company's NOL carry-forwards begin to expire in 2020 for federal purposes. The Company also had U.S. federal and state research and development credit ( R&D Credit ) carryforwards of \$932 and \$331, respectively. These R&D credit carryforwards begin to expire in 2009 for federal purposes and 2016 for state purposes. As of December 31, 2008, we have foreign tax credit carryforwards of \$380. These foreign tax credit carryforwards begin to expire in 2012.

In fiscal year 1998, the Company experienced a change in ownership as defined by Section 382 of the Internal Revenue Code. In general, an ownership change, as defined by Section 382, results from transactions increasing the ownership of certain shareholders or public groups in the stock of a corporation by more than 50 percentage points over a three-year period. The Company raised capital through their initial issuance of common stock in 1996 which, combined with shareholders' subsequent disposition of those shares, resulted in a change of control as defined by Section 382. As of December 31, 2008, all of the limited NOLs from 1998 have been utilized. Subsequent ownership changes, as defined in Section 382, could limit the amount of net operating loss carryforwards and research and development credits that can be utilized annually to offset future taxable income.

In June 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of FAS 109 ( FIN 48 ). This statement clarifies the criteria that an individual tax position must satisfy for some or all of the benefits of that position to be recognized in a company's financial statements. The Company adopted FIN No. 48 on January 1, 2007. The implementation of FIN No. 48 did not have a material impact on the Company's consolidated financial statements, results of operations or cash flows. At the adoption date of January 1, 2007, and also at December 30, 2007, and December 31, 2008, the Company had no unrecognized tax benefits. The Company has not conducted a study of its research and development credit carryforwards. Such a study may result in an adjustment to the Company's research and development credit carryforwards; however, until a study is completed and any adjustment is known, no amounts are being presented as an uncertain tax position under FIN 48. A full valuation allowance has been provided against the Company's research and development credits and, if an adjustment is required, this adjustment would be offset by an adjustment to the valuation allowance. Thus, there would be no impact to the consolidated balance sheet or statement of operations if an adjustment were required.

We recognize interest and penalties related to uncertain tax positions in income tax expense. As of December 31, 2008, we had no accrued interest or penalties related to uncertain tax positions. The tax years 2004 through 2008 remain open to examination by the major taxing jurisdictions to which we are subject. We have

**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

determined that it is more likely than not that the deferred tax assets will not be realized, therefore, a valuation allowance has reduced the deferred tax assets to zero.

**(4) Other Accrued Expenses, (in thousands)**

Accrued expenses consist of the following:

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
Accrued professional and consulting services	\$ 260	\$ 283
Accrued royalties	18	15
Other	305	229
 Total	 \$ 583	 \$ 527

**(5) Fair Value Measurements, in thousands**

On January 1, 2008, we adopted the provisions of SFAS No. 157 ( SFAS 157 ), *Fair Value Measurements*, for its financial assets and liabilities. As permitted by FASB Staff Position No. SFAS 157-2, *Effective Date of FASB Statement No. 157*, we elected to defer until January 1, 2009 the adoption of SFAS 157 for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. The adoption of this accounting pronouncement did not have a material effect on our consolidated financial statements for financial assets and liabilities and any other assets and liabilities carried at fair value. We are currently in the process of evaluating the impact of adopting this pronouncement for other non-financial assets or liabilities.

SFAS 157 provides a framework for measuring fair value under generally accepted accounting principles in the United States and requires expanded disclosures regarding fair value measurements. SFAS 157 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. SFAS 157 also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs, where available, and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1 Quoted prices in active markets for identical assets or liabilities. At December 31, 2008, our Level 1 assets and liabilities included our money market funds included in cash and cash equivalents.
- Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. At December 31, 2008, we had no Level 2 assets or liabilities.
- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. At December 31, 2008, we had no Level 3 assets or liabilities.

At December 31, 2008, our financial assets and liabilities that were measured at fair value on a recurring basis included money market funds of \$10, which were Level 1 financial assets. We did not have any non-financial assets or liabilities that were measured or disclosed at fair value on a recurring basis at December 31, 2008. As required by SFAS 157, assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.





**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(6) Commitments and Contingencies, (in thousands):****Lease commitments**

We conduct our operations in leased facilities. In August 2003, we moved our corporate offices and entered into a six-year lease agreement. The new lease agreement commenced on September 1, 2003 and obligated us to make minimum lease payments plus our pro-rata share of future real estate tax increases and certain operating expense increases above the base year. This lease agreement also required us to obtain a Letter of Credit in the amount of \$250, which resulted in \$250 in cash being classified as restricted on our Balance Sheet. The amount was reduced to \$200 on the second anniversary and was reduced further to \$150 on the fourth anniversary of the lease. Rent expense charged to operations for the years ended December 31, 2007, 2006 and 2005 was approximately \$457, \$547, and \$512, respectively.

During 2008 we entered into a 33 month lease for approximately 8,600 square feet of office space near Nodia, India which houses the employees of our India subsidiary. The lease commenced in May 2008 and expires January 2011 with an option to renew for an additional 27 months commencing in February 2011 and ending in April 2013. The minimum base rent including service tax is approximately \$4 per month for the first 33 months.

The future minimum annual lease payments, as of December 31, 2008, under our leased facilities are as follows:

	<b>Total</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>
Operating Leases	\$ 419	\$ 366	\$ 49	4

**Royalties**

We have certain royalty commitments associated with the shipment and licensing of certain products. Royalty expense is primarily based on a dollar amount per unit shipped or a percentage of the underlying revenue. Royalty expense, which was recorded under our cost of software license revenue on our consolidated Statement of Operations, was approximately \$6,007, \$6,021, and \$5,188, for the years ended December 31, 2008, 2007, and 2006, respectively.

**Guarantees**

We enter into standard indemnification agreements in the ordinary course of business. Pursuant to these agreements, we indemnify, hold harmless, and agree to reimburse the indemnified party for losses suffered or incurred by the indemnified party, generally business partners or customers, in connection with any U.S. patent, or any copyright or other intellectual property infringement claim by any third party with respect to our products. The term of these indemnification agreements is generally perpetual after execution of the agreement. The maximum potential amount of future payments we could be required to make under these indemnification agreements is unlimited. We have never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, we believe the estimated fair value of these agreements is minimal.

**Legal Actions**

On June 24, 2003, Monotype Imaging, Inc. (formerly Agfa Monotype Corporation) and International Typeface Corporation filed a complaint in the U.S. District Court for the Northern District of Illinois Eastern Division claiming that we, through our TrueDoc software, infringed trademarks and copyrights and violated the

**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Digital Millennium Copyright Act. A judge of the U.S. District Court for the Northern District of Illinois Eastern Division ruled in our favor on all counts. In her opinion issued on July 12, 2005, the Judge found that we were not liable under any claims of contributory infringement, contributory trademark infringement, or infringement under the Digital Millennium Copyright Act. Previously, on April 21, 2005, the court held that we were not liable under claims for direct copyright or trademark infringement or for vicariously infringing Monotype Imaging, Inc.'s and International Typeface Corporation's copyrights. Monotype Imaging, Inc. subsequently filed a Notice of Appeal with the court. On May 17, 2006 the U.S. District Court for the Northern District of Illinois in connection with the TrueDoc lawsuit awarded Bitstream approximately \$463,500 for legal fees, costs and expenses. Monotype Imaging, Inc. and International Typeface Corporation agreed to pay the full amount of the award and dismiss their appeal if we agreed not to appeal the Court's award set forth in the Court's May 17, 2006 Order. We accepted the proposal, received full payment and the case has been terminated.

From time to time, in addition to the infringement case identified above, we are subject to legal proceedings and claims in the ordinary course of business, including claims of infringement of third-party patents and other intellectual property rights, commercial, employment and other matters. In accordance with generally accepted accounting principles, we make a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. This provision is reviewed at least quarterly. As of December 31, 2008 no liability was recorded. Litigation is inherently unpredictable and it is possible that our financial position, cash flows, or results of operations could be materially affected in any particular period by the resolution of any such contingencies or the costs involved in seeking the resolution of any such contingencies.

**(7) Stock-based Compensation Plans and Stock-based Compensation Expense (in thousands, except per share amounts )****(a) General**

We have the following authorized capital: 30,500 shares of Common Stock, \$0.01 par value, (30,000 of which are shares of Class A Common Stock and 500 of which are shares of Class B Common Stock), and 6,000 shares of preferred stock, \$0.01 par value. Class A Common stockholders have voting rights. Class A Common stockholders have the option, at any time, to convert any or all shares of Class A Common Stock held into an equal number of shares of Class B Common Stock. The Class B Common Stock has rights similar to Class A Common Stock, except Class B Common Shares are nonvoting. The Class B Common stockholders have the option to convert any or all shares of Class B Common Stock held into an equal number of shares of Class A Common Stock, to the extent such stockholder and its affiliates shall be permitted to own, control or have the power to vote such Class A Common Stock under any law, rule or regulation at the time applicable to such stockholder or its affiliates. All outstanding shares of Common Stock as of December 31, 2008 and 2007 represent Class A Common Stock.

**(b) Stock-based Compensation Expense**

We account for stock-based compensation in accordance with, the Financial Accounting Standards Board's (FASB) Statement of Financial Accounting Standards No. 123 revised 2004 (SFAS 123R), *Share-Based Payment* which replaced Statement of Financial Accounting Standards No. 123 (SFAS 123), *Accounting for Stock-Based Compensation* and supersedes APB Opinion No. 25 (APB 25), *Accounting for Stock Issued to Employees*. Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is the vesting period.

**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

We currently estimate the fair value of stock options using the Black-Scholes valuation model. Key input assumptions used to estimate the fair value of stock options include the exercise price of the award, the expected option term, the expected volatility of our stock over the option's expected term, the risk-free interest rate over the option's expected term, and our expected annual dividend yield. We do not anticipate paying any cash dividends in the foreseeable future and therefore use an expected dividend yield of zero in the option valuation model. We are required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. We use historical data to estimate pre-vesting option forfeitures and record stock-based compensation expense only for those awards that are expected to vest. We believe that the valuation technique and the approach utilized to develop the underlying assumptions are appropriate in calculating the fair values of our stock options. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by persons who receive equity awards. These amounts, and the amounts applicable to future quarters, are also subject to future quarterly adjustments based upon a variety of factors, which include but are not limited to, the issuance of new options. The following table summarizes the assumptions we utilized for grants of options in the years ended December 31, 2008, 2007 and 2006:

	Year Ended		
	Year Ended December 31, 2008	December 31, 2007	Year Ended December 31, 2006
Risk-free interest rates	2.80% to 3.55%	4.6%	4.69% to 4.90%
Expected dividend yield	None	None	None
Expected term	5.7 Years to 6.2 Years	5.6 Years to 5.7 Years	5 Years
Expected volatility	77.8% to 84.7%	87.7% to 89.2%	91.05% to 92.05%

All options granted have a contractual ten year term. All options granted vest in equal installments on the first, second, third, and fourth year anniversaries over a four year period of continuous employee service. All restricted stock awards vest in equal installments on the first, second, third, fourth and fifth year anniversaries over a five year period of continuous employee service. The risk free interest rate utilized is based upon published U.S. Treasury yield curves at the date of the grant for the expected option term. Expected stock price volatility is based upon the historical volatility of our common stock price, the expected term of the option. We use historical exercise, forfeiture, and cancellation information to determine expected term and forfeiture rates.

Our results for the years ended December 31, 2008, 2007, and 2006 include \$707, \$513 and \$322, respectively, of stock-based compensation within the applicable expense classification where we report the option holders' compensation cost. The following table presents stock-based compensation expense included in our consolidated statement of operations:

	Years Ended December 31,		
	2008	2007	2006
Cost of revenue - software licenses	\$ 4	\$ 4	\$ 1
Cost of revenue - services	62	51	24
Marketing and selling	47	8	74
Research and development	288	211	62
General and administrative	306	239	161
Share-based compensation expense before tax	707	513	322
Income tax benefit			
Net compensation expense	\$ 707	\$ 513	\$ 322

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**BITSTREAM INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(c) Stock-based Compensation Plans:**

Our stock option program is a long-term retention program that is intended to attract, retain and provide incentives for talented employees, officers and directors, and to align stockholder and employee interests. We consider our option programs critical to our operation and productivity. Currently, we grant options and restricted stock from the 2006 Bitstream Incentive Compensation Plan ( the Plan ). All existing stock-based compensation plans adopted by our Board of Directors as of December 31, 2006 authorized grants of restricted stock, warrants, incentive stock options and nonqualified stock options to purchase shares of Bitstream Inc. Class A Common Stock. Options granted under these plans are exercisable at such price as shall be determined by the Board of Directors at the time of grant which, in the case of incentive stock options, shall be no less than the fair market value of the shares on the date of grant and expire no later than 10 years from the date of grant. Non-qualified options and warrants are generally granted at fair market value and expire no later than 10 years from the date of grant. All options and warrants granted under these plans through June 30, 2006 vest annually over a three-year period assuming continued service and all options and warrants granted subsequent to June 30, 2006 vest annually over a four-year period assuming continued service. Restricted stock awards vest annually over a five-year period assuming continued service. In addition, the plans provide that options, warrants, and restricted stock awards granted thereunder, subject to future vesting, shall immediately vest upon the occurrence of certain events, such as the sale of all or substantially all of the assets of the Company or a change in control of the Company.

As of December 31, 2008, we have available for issuance 1,508 shares of Class A Common Stock pursuant to the various stock plans. The Company may issue common stock from previously authorized but unissued shares or from previously issued shares that are held in treasury to satisfy option exercises. As of December 31, 2008, we had reserved 3,152 shares of common stock for issuance under our Plans.

The total non-cash compensation cost before forfeiture assumptions not yet recognized as of December 31, 2008 related to non-vested awards was \$ 2,100 which will be recognized over a weighted-average period of 2.4 years. The weighted average remaining contractual life for options and warrants exercisable at December 31, 2008 was 3.7 years.

The aggregate intrinsic value of outstanding options, warrants, and restricted stock as of December 31, 2008 was \$1,971 of which \$2,173 related to exercisable options and warrants, non vested options and warrants had a negative aggregate intrinsic value due to awards with exercise prices greater than market value. The intrinsic value of options and warrants exercised in the years ended December 31, 2008, 2007 and 2006 was \$1,164, \$3,789, and \$1,941, respectively, and the intrinsic value of restricted share awards that vested due to length of service requirements being met was \$58, \$0, and \$0, respectively. The intrinsic value of options that vested during the years ended December 31, 2008, 2007, and 2006 was \$(38), \$799, and \$599, respectively. The intrinsic value is the difference between the market value of the shares and the exercise price of the award as of the measurement date.

Weighted average fair value of options, warrants, and restricted stock granted, cancelled and forfeited during the year ended December 31, 2008 \$ 4.78, \$3.71, and \$4.85, respectively. The weighted average grant date fair value of options, warrants, and restricted stock granted during the years ended December 31, 2007 and 2006 was \$6.43 and \$4.14, respectively.

**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Stock Options:**

Stock option activity under all Bitstream, Inc. stock option plans for the three years ended December 31, 2008 is as follows:

	Number of Options	Exercise Price	Weighted Average Remaining Contractual Term (In years)	Grant Date Fair Value
Outstanding, December 31, 2007	1,807	\$ 3.21	4.70	\$ 2.60
Exercised	(291)	1.95		1.82
Canceled	(4)	5.01		3.71
Forfeited	(16)	6.62		4.85
Granted	149	5.90		4.31
Outstanding, December 31, 2008	1,645	\$ 3.64	4.79	\$ 2.87
Exercisable, December 31, 2008	1,260	\$ 2.87	3.66	\$ 2.36

Range of Exercise Prices	Weighted Average Remaining Contractual Life in Years	Options Outstanding Number	Options Outstanding Weighted Average Exercise Price	Options Exercisable Number	Options Exercisable Weighted Average Exercise Price
\$ 1.34 - \$ 1.34	0.51	8	\$ 1.34	8	\$ 1.34
1.50 - 2.03	2.49	672	1.72	672	1.72
2.34 - 3.13	4.77	197	2.77	197	2.77
3.89 - 5.29	5.53	437	4.31	306	4.23
6.15 - 8.81	8.60	331	7.25	77	7.90
\$ 1.34 - \$ 8.81	4.79	1,645	\$ 3.64	1,260	\$ 2.87

The number and weighted average grant date fair value of options not vested at December 31, 2008 and 2007 was 385 and 374, respectively, and \$4.55 and \$4.53, respectively. The number and weighted average grant date fair value of options vested during the year ended December 31, 2008 was 509 and \$4.15, respectively.

**Warrants for Common Stock**

We have not granted any warrants during the three years ended December 31, 2008. At December 31, 2005 we had 60 Stock warrants outstanding at an exercise price of \$4.94. These warrants were exercised during the year ended December 31, 2007 and there has been no other warrant activity during the three years ended December 31, 2008.

**Restricted Stock**

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The Company did not make any restricted stock awards prior to January 1, 2007. During 2007 we granted 50 shares of restricted stock with an intrinsic value of \$8.12 per share. There were no exercises, cancellations or forfeitures of restricted stock during the year ended December 31, 2007. During 2008 we granted 50 shares of restricted stock with an intrinsic value of \$6.15 per share, there were no cancellations or forfeitures of restricted stock and 10 shares of restricted stock vested due to length of service requirements being met. At December 31, 2008 there were 90 shares of unvested restricted stock outstanding with a weighted average intrinsic value of \$7.03.

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**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(8) Employee Benefit Plan ( in thousands):**

Bitstream has an employee benefit plan under Section 401(k) of the Internal Revenue Code. The plan allows employees to make contributions up to a specified percentage of their compensation. Under the plan, we may, but are not obligated to, match a portion of the employee's contribution up to a defined maximum. We contributed \$180, \$163, and \$75, for the years ended December 31, 2008, 2007, and 2006, respectively.

**(9) Stockholders' Equity ( in thousands):****Stock Repurchase Plan**

On December 10, 2007 our Board of Directors authorized a program to repurchase up to \$2,500 of the Company's common stock. The shares were repurchased under a structured share repurchase agreement with a large financial institution under this program. On February 12, 2008, we reached our limit set by the December 10, 2007 stock repurchase plan purchasing a total of 428 shares at an average price of \$5.84 per share or approximately \$2,500, including 146 shares repurchased during 2007.

On March 18, 2008 our Board of Directors authorized a second program to repurchase up to \$2,500 of the Company's common stock. The shares were repurchased under a structured share repurchase agreement with a large financial institution under this program. On June 16, 2008, we reached our limit set by the second stock repurchase plan purchasing approximately 415 shares at an average price of \$6.02 per share or approximately \$2,500.

**(10) Geographical Reporting ( in thousands):**

We attribute revenues to different geographical areas on the basis of the location of the customer. All of our product sales for the years ended December 31, 2008, 2007 and 2006 were shipped from our headquarters located in the United States. Revenues by geographic area are as follows:

	<b>Years Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
<b>*Revenue:</b>			
United States	\$ 19,818	\$ 19,372	\$ 16,865
Canada	637	792	1,047
United Kingdom (UK)	1,337	1,493	598
Other ( Countries less than 5% individually, by Region)			
Europe, excluding UK	1,387	1,430	1,262
Asia	714	371	427
Other	115	160	49
<b>Total revenue</b>	<b>\$ 24,008</b>	<b>\$ 23,618</b>	<b>\$ 20,248</b>
<b>Total Foreign Revenue</b>	<b>\$ 4,190</b>	<b>\$ 4,246</b>	<b>\$ 3,383</b>

\* If revenue attributable to a specific country is greater than 5% in any period, revenue attributable to that country is disclosed for all periods. E-commerce credit card revenue is all included as attributable to the United States.





**Table of Contents****BITSTREAM INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Long-lived tangible assets by geographic area are as follows:

	December 31, 2008	December 31, 2007
United States	\$ 410	\$ 569
India	17	
<b>Total</b>	<b>\$ 427</b>	<b>\$ 569</b>

**(11) Quarterly Financial Data, (Unaudited)**

The following tables (presented in thousands, except per share amounts) set forth quarterly supplementary data for each of the years in the two-year period ended December 31, 2008.

	Year Ended December 31, 2008				
	First	Second	Third	Fourth	Annual
Revenue	\$ 6,369	\$ 6,518	\$ 5,483	\$ 5,638	\$ 24,008
Gross profit	\$ 3,774	\$ 4,070	\$ 3,189	\$ 3,549	\$ 14,582
Income from operations	\$ 600	\$ 792	\$ 163	\$ 744	\$ 2,299
Net income	\$ 659	\$ 813	\$ 187	\$ 709	\$ 2,368
Basic net income per share	\$ 0.07	\$ 0.08	\$ 0.02	\$ 0.07	\$ 0.25
Diluted net income per share	\$ 0.06	\$ 0.08	\$ 0.02	\$ 0.07	\$ 0.23

	Year Ended December 31, 2007				
	First	Second	Third	Fourth	Annual
Revenue	\$ 5,491	\$ 6,037	\$ 5,807	\$ 6,283	\$ 23,618
Gross profit	\$ 3,291	\$ 3,850	\$ 3,594	\$ 4,081	\$ 14,816
(Loss) income from operations	\$ 603	\$ 1,080	\$ 731	\$ 1,028	\$ 3,442
Net (loss) income	\$ 716	\$ 1,225	\$ 876	\$ 1,174	\$ 3,991
Basic net (loss) income per share	\$ 0.08	\$ 0.12	\$ 0.09	\$ 0.12	\$ 0.41
Diluted net (loss) income per share	\$ 0.07	\$ 0.11	\$ 0.08	\$ 0.11	\$ 0.36

Quarterly income (loss) per share totals differ from annual income (loss) per share due to dilution and rounding.

**(12) Valuation and qualifying accounts (in thousands)**

	Balance at Beginning of Year	Provision (Benefit) Recorded in Statement of Operations	Accounts Written Off	Balance at End of Year
Accounts receivable reserves:				
December 31, 2008	\$ 65	\$ (22)	\$ (11)	\$ 32
December 31, 2007	\$ 33	\$ 51	\$ (19)	\$ 65
December 31, 2006	\$ 38	\$ 46	\$ (51)	\$ 33

