

TESSCO TECHNOLOGIES INC
Form 10-K/A
May 31, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED MARCH 31, 2013
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission file number 0-2474

TESSCO Technologies Incorporated
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation or organization)
11126 McCormick Road, Hunt Valley, Maryland
(Address of principal executive offices)

52-0729657
(I.R.S. Employer Identification No.)

21031
(Zip Code)

Registrant's telephone number, including area code (410) 229-1000

Title of each class	Name of each exchange on which registered
Common Stock, \$0.01 par value	NASDAQ Global Select Market

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

None

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

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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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act). Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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

The aggregate market value of Common Stock, \$0.01 par value, held by non-affiliates of the registrant based on the closing sales price of the Common Stock as quoted on the NASDAQ Global Market as of September 30, 2012, was \$114,141,167.

The number of shares of the registrant's Common Stock, \$0.01 par value, outstanding as of May 21, 2013 was 8,211,407.

DOCUMENTS INCORPORATED BY REFERENCE: Portions of the definitive Proxy Statement for the registrant's 2013 Annual Meeting of Shareholders, scheduled to be held July 26, 2013, are incorporated by reference into Part III of this Annual Report on Form 10-K.

TABLE OF CONTENTS

<u>PART I</u>		
<u>Item 1.</u>	<u>Business</u>	3
<u>Item 1A.</u>	<u>Risk Factors</u>	12
<u>Item 1B.</u>	<u>Unresolved Staff Comments</u>	23
<u>Item 2.</u>	<u>Properties</u>	23
<u>Item 3.</u>	<u>Legal Proceedings</u>	23
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>	23
<u>PART II</u>		
<u>Item 5.</u>	<u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	24
<u>Item 6.</u>	<u>Selected Financial Data</u>	26
<u>Item 7.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	27
<u>Item 7A.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	40
<u>Item 8.</u>	<u>Financial Statements and Supplementary Data</u>	41
<u>Item 9.</u>	<u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	74
<u>Item 9A(T).</u>	<u>Controls and Procedures</u>	74
<u>Item 9B.</u>	<u>Other Information</u>	75
<u>PART III</u>		
<u>Item 10.</u>	<u>Directors, Executive Officers and Corporate Governance</u>	76
<u>Item 11.</u>	<u>Executive Compensation</u>	76
<u>Item 12.</u>	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	76
<u>Item 13.</u>	<u>Certain Relationships and Related Transactions, and Director Independence</u>	76
<u>Item 14.</u>	<u>Principal Accounting Fees and Services</u>	76
<u>Part IV</u>		
<u>Item 15.</u>	<u>Exhibits, Financial Statement Schedules</u>	76
<u>Schedule II:</u>	<u>Valuation and Qualifying Accounts</u>	79
<u>Signatures</u>		80

Table of Contents

Explanatory Statement

The purpose of this Amendment to Annual Report on Form 10-K for the fiscal year ended March 31, 2013, originally filed with the Securities and Exchange Commission on May 29, 2013 is to affix to the as-filed document the conformed signature of Ernst & Young LLP on the reports dated May 29, 2013, with respect to the consolidated financial statements and schedules of the Registrant and its subsidiaries, and the effectiveness of internal control over financial reporting of the Registrant and its subsidiaries, included therein, and on the Consent of Independent Registered Public Accountant, dated May 29, 2013, filed as Exhibit 23.1.1 thereto, which signatures were inadvertently omitted from the Form 10-K as originally filed, and to correct formatting and certain cross-references in the Exhibit Index.

Part I

Item 1. Business.

General

TESSCO Technologies Incorporated (TESSCO, we, or the Company) is Your Total Source® for making wireless work. The convergence of wireless and the internet is revolutionizing the way the world lives and works. New systems and applications are unlocking potential at an unprecedented rate. TESSCO is there, thinking in new ways for exceptional outcomes. TESSCO architects and delivers the product and value chain solutions to organizations responsible for building, operating and maintaining wireless broadband systems.

We classify our customers into two broad segments, the commercial segment and the retail segment. Customers in the commercial segment include a diversified mix of carrier and public network operators, tower owners, program managers, contractors and integrators, wireless internet service providers, industrial and enterprise self-maintained users (including railroads, utilities, mining operators, oil and gas operators and technicians), governments, manufacturers, and value-added resellers. In our retail segment, our customers consist of tier 1, 2 and 3 carriers and their independent agents, dealers and consumers, as well as other local and national retailers. Combining both segments, we currently serve an average of approximately 13,000 non-consumer customers per month.

We provide our customers with support, products and services to build and maintain these primary systems:

- Broadband Connectivity
- Base Station Infrastructure
- Critical Communications
- Indoor Network Architecture
- Maintenance Repair and Assembly
- Outdoor Network Architecture
- Remote Monitoring and Control
- Mobility and User Devices

We offer products in these categories: base station infrastructure, network systems, mobile devices and accessories, and installation, test and maintenance products. We source and develop our product offer from leading manufacturers throughout the world.

Our operational platform, which we refer to as our Knowledge, Configuration, Delivery and Control System (KCDCTM), allows customers and manufacturers the opportunity to streamline the supply chain process and lower total inventories and costs by providing guaranteed availability and complete, on-time delivery to the point of use.

We began our “total source” operations in 1982, reincorporated as a Delaware corporation in 1987, and have been listed on the NASDAQ Market (currently, NASDAQ Global Select) (symbol: TESS), since 1994. Today, we operate 24 hours a day, seven days a week, under ISO 9001:2008 and TL 9000 registrations.

For information regarding our website address and material available free of charge through the website, see the information appearing under the heading “Available Information” included in Item 7 to this Annual Report on Form 10-K for the fiscal year ended March 31, 2013.

Table of Contents

Customers

Our customer base, and our sales and product organization is split into commercial and retail segments, which accounted for approximately 49% and 51%, respectively, of fiscal year 2013 revenues. Commercial customers share the characteristic that they are organizations that design, install, operate, repair or re-sell wireless broadband systems and products. We group our commercial customers into three different categories: 1) public carriers, contractors and program managers, 2) private system operators and governments and 3) commercial dealers and resellers, which accounted for approximately 30%, 33% and 37%, respectively, of fiscal year 2013 commercial revenues.

Public carriers, contractors and program managers are system operators that are generally responsible for building and maintaining the public infrastructure system and providing airtime service to individual subscribers. Private system operators and government customers include commercial entities, major utilities, transportation companies, manufacturers, installation centers, federal agencies and state and local governments. Commercial dealers and resellers include dealers and resellers that sell, install and/or service cellular telephone, wireless networking, broadband and two-way radio communications equipment for the enterprise and consumer markets. These resellers include local and national value-added resellers and retailers.

Our retail customer base includes (1) retailers, dealer agents and carriers, which accounted for approximately 44% of fiscal year 2013 retail revenues and (2) our Major third party logistics (3PL) relationship (our largest customer, AT&T Mobility (AT&T)), which accounted for approximately 56% of fiscal year 2013 retail revenues. Effective in the fourth quarter of fiscal 2013, there has been a change to the market reporting within the Company's Retail Segment. The market within the Retail Segment formerly known as "Retailer, dealer agent and Tier 2/3 carrier" market, has been changed to "Retailer, dealer agent and carrier" market. The market within the Retail Segment formerly known as "Tier 1 Carriers" market has been changed to "Major 3PL relationship". These changes result in reclassification of certain revenue and gross profit amounts from the former "Tier 1 Carriers" market to the new "Retailer, dealer agent and carrier" market, and allow for isolation of the reporting for the Company's recently transitioned Tier 1 carrier business relationship under the new "Major 3PL relationship" heading. All prior periods have been restated to reflect the change. The Company's segments, known as "Commercial" and "Retail", and the total revenue and gross profit within those segments, remain unchanged.

Our largest customer relationship, AT&T, a Tier 1 cellular carrier purchasing cellular phone and other device accessories for resale into their corporate owned stores, accounted for approximately 30% of our total revenues during fiscal year 2013. Our next nine largest customer relationships accounted for 9% of our total revenues during fiscal year 2013, and therefore, our top ten customer relationships totaled 39% of our total revenues. In April 2012, we were notified by AT&T of their intention to transition their third party logistics retail store supply chain business away from us beginning in the second quarter of our fiscal 2013. As of the close of our fiscal 2013, this business has fully transitioned. This has resulted in a significant reduction in revenues but, because of the lower margins and our on-going cost reduction efforts, a lesser relative impact on overall profits in fiscal 2013. Going forward, we expect to continue to supply product to this customer's other programs and to supply proprietary Ventev® products to AT&T retail stores.

Approximately 98% of our sales have been made to customers in the United States during each of the past three fiscal years, although we currently sell to customers in over 100 countries. Due to our diverse product offering and our wide customer base, our business is not significantly affected by seasonality in the aggregate. However, sales to our retailers generally peak in our second and third quarters in preparation for the winter holiday season. Also, our base station infrastructure sales are typically affected by weather conditions in the United States, especially in our fourth quarter.

For more detailed financial information regarding our business segments for each of the past three fiscal years, see Note 9 to the Consolidated Financial Statements included in Item 8 to this Annual Report on Form 10-K for the fiscal year ended March 31, 2013.

Table of Contents

Products and Services

We principally offer competitively priced, manufacturer brand-name products, ranging from simple hardware items to sophisticated test equipment, with per item prices ranging from less than \$1 to approximately \$91,000 and gross profit margins ranging from less than 5% to over 95%. We offer products classified into our four business categories: base station infrastructure; network systems; installation, test and maintenance products, and mobile devices and accessories, which accounted for approximately 30%, 11%, 6%, and 53% of fiscal year 2013 revenues, respectively. Base station infrastructure products are used to build, repair and upgrade wireless broadband systems. Products include base station antennas, cable and transmission lines, small towers, lightning protection devices, connectors, power systems, enclosures, grounding, jumpers, miscellaneous hardware, and mobile antennas. Our base station infrastructure product offering includes connector installation, custom jumper assembly, site kitting and logistics integration. Network systems products are used to build and upgrade public and private wireless broadband networks. Products include fixed and mobile broadband radio equipment, wireless networking filtering systems, two-way radios and security and surveillance products. This product category also includes training classes, technical support and engineering design services. Installation, test and maintenance products are used to install, tune, and maintain wireless communications equipment. Products include sophisticated analysis equipment and various frequency-, voltage- and power-measuring devices, as well as an assortment of tools, hardware, GPS, safety and replacement and component parts and supplies required by service technicians. Mobile devices and accessory products include cellular and smart phone and data device accessories such as replacement batteries, cases, speakers, mobile amplifiers, power supplies, bluetooth and corded headsets, mounts, car antennas, music accessories and data and memory cards.

While we principally provide manufacturer brand-name products, a variety of products are developed, manufactured and offered under TESSCO-owned brands including, Ventev®, Wireless Solutions®, and TerraWave®. The products we offer under these brands generally consist of device accessory products that fall into the mobile device and accessory product category as well as WLAN and network systems accessory products and remote monitoring and control solutions that fall into the network systems category. Also, our WLAN certification training is offered under our training unit GigaWave® trade name and is reported in the network systems category. We have not incurred significant research and development expenditures in any of the last three fiscal years.

Our products are sold as part of our integrated product and supply chain solutions. Our supply chain services for all product areas are grouped under Knowledge, Configuration, Delivery and Control. Knowledge solutions include the entire suite of TESSCO knowledge tools that focus on educating the industry, including product highlights, showcases and/or comparisons, with comprehensive specifications on the products, solutions and applications that are offered and reinforced by engineering, sales and technical support, as well as hands-on training programs. Configuration services are comprised of customized product solution kitting and assembly, logistics management and consumer and retail merchandising and marketing, allowing the products to be delivered ready for immediate use, installation or resale. Our delivery system allows the customer to select 1-, 3- or 5-day “just-in-time” delivery, to specific delivery locations, designed to eliminate the customer’s need for staging and warehousing. Our services that increase customer control include predetermined monthly pricing levels, the ability to monitor multi-site purchasing with pre-approved, customized parameters indicating who is able to order how much of which specific products, order delivery tracking, product usage tracking, history reporting and alternative financing options.

As part of our commitment to customer service, we typically allow most customers to return most products for any reason, for credit, within 30 days of the date of purchase. Total returns and credits have been less than 3% of revenues in each of the past three fiscal years.

On a consolidated basis, revenues from sales of products purchased from our top ten vendors accounted for 42% of total revenues, and sales of products purchased from our largest vendor, Otter Products, LLC (Otter) generated

approximately 9% of our total revenues. If sales to AT&T are excluded, vendor concentration is slightly lower: 40% of non-AT&T revenues were derived from sales of products purchased from our top ten vendors (excluding AT&T sales), and no vendor represented more than 11% of non-AT&T sales.

-6-

Table of Contents

The terms of our current business relationship with Otter had been set to expire in March 2013 and as such, we engaged in discussions with them regarding revised terms of our relationship. Effective January 2013, Otter and TESSCO agreed on new terms for our business relationship.

The amount of purchases we make from each of our approximately 375 vendors may significantly increase or decrease over time. As the level of business changes, we may request, or be requested by our vendors, to adjust the terms of our relationships. Therefore, our ability to purchase and re-sell products from each of our vendors depends on being able to reach agreements with these vendors on business terms. In addition, the agreements and arrangements on which most of our larger vendor relationships are based are typically of limited duration and terminable for any or no reason by either party upon notice of varying lengths, usually between several months and two years. Generally, we believe that alternative sources of supply are available for many of the product types we carry.

We are dedicated to superior performance, quality and consistency of service in an effort to maintain and expand vendor relationships but there can be no assurance that we will continue to be successful in this regard in the future, or that competitive pressures or other events beyond our control will not have a negative impact on our ability to maintain these relationships or to continue to derive revenues from these relationships.

Method of Operation

We believe that we have developed a highly integrated, technologically advanced and efficient method of operation based on the following key tenets:

- Understanding and anticipating customers' needs and building solutions by cultivating lasting relationships;
- Allowing customers to make the best decisions by delivering product knowledge, not just information, through our knowledge tools, including The Wireless Journal®, and TESSCO.com®, Solution and Transaction System;
- Responding to what we refer to as "the moments of truth" by providing customers with sales, service and technical support, 24 hours a day, 7 days a week, 365 days a year;
- Providing customers what they need, when and where they need it by delivering integrated product and supply chain solutions; and
- Helping customers enhance their operations by providing real-time order tracking and performance measurement.

We operate as a team of teams structured to enhance marketing innovation, customer focus and operational excellence. Both our Commercial and Retail segments include a Market Development and Sales team, a Solutions Development, Product Management and Marketing team and a Customer Support and Order Entry team. Expenses for our Procurement and Inventory Management team and Fulfillment and Distribution team are allocated to each segment based on a percentage of resources used. The Information and Technology team is not allocated to our segments.

Market Development and Sales: In order to meet the needs of a dynamic and diverse marketplace, sales and marketing activities are organized on an end-market basis. Sales teams are focused on our commercial customers: 1) public carriers, contractors, and program managers, 2) private system operators and governments, and 3) commercial dealers and resellers; our retail customers: 1) retailers, dealer agents and carriers, and 2) our Major 3PL relationship (our largest customer AT&T); as well as consumers which are also included in the retail segment (e.g. affinity programs, Web store programs and fulfillment and consumer services). This organization allows for the development of unique product and solution offerings to meet the needs of our diverse customer base.

Table of Contents

We attempt to understand and anticipate customers' needs and to build solutions by cultivating lasting relationships. Our commercial customer database contains detailed information on approximately 244,000 existing customers, including the names of key personnel, past contacts, inquiries, and buying and credit histories. Additionally, we have information on approximately 497,000 contacts that serve as potential new customers in our market. This extensive customer database enables us to identify and target potential customers and to market specific products to these targeted customers. Potential customers are identified through their responses to TESSCO.com®, direct-marketing materials, advertisements in trade journals and industry trade shows, as well as through referrals from other TESSCO customers and vendors. Customer relationship representatives pursue these customer inquiries through distribution of our Knowledge Tools and through phone contact, electronic communications, and field visits. The information technology system tracks potential customer identification from the initial marketing effort through the establishment and development of a purchasing relationship. Once a customer relationship is established, we carefully analyze purchasing patterns and identify opportunities to encourage customers to make more frequent purchases of a broader array of products. Scheduled contacts are made to each regularly purchasing customer for the purpose of information dissemination, order generation, database maintenance, and the overall enhancement of the business relationship. The process is aimed at attracting prospects to TESSCO, converting these prospects to buying customers, and ultimately migrating them to loyal, total-source monthly buyers.

Solutions Development, Product Management and Marketing: We actively monitor advances in technologies and industry trends, both through market research and continual customer and manufacturer interaction, and continue to enhance our product offering as new wireless communications products and technologies are developed. To complement our broad product portfolio, we provide technical expertise and consultation to assist our customers in understanding technology and choosing the right products for their specific application. Our Solutions Services Team offers applications engineering to market-specific applications such as Positive Train Control, Smart Grid and fiber networks, custom integrated solutions for power systems, and site kitting and flexible custom network design services for areas such as in-building coverage, tower design, and wireless video surveillance systems.

In addition to determining the product offering, our Product and Solutions Development Teams provide the technical foundation for both customers and our personnel. The Wireless Product Knowledge System (WPKS) is continually updated to add new products and additional technical information in response to manufacturer specification changes and customer inquiries. WPKS contains detailed information on each stock keeping unit (SKU) offered, including full product descriptions, category classifications, technical specifications, illustrations, product cost, pricing and delivery information, alternative and associated products, and purchase and sales histories. This information is available on a real-time basis to all of our personnel for product development, procurement, technical support, cataloging and marketing.

As a thought leader in the wireless industry, TESSCO's marketing materials are used for both educating the industry and for promoting TESSCO's value. We utilize our WPKS to develop both broad-based and customized product solution information materials. These materials are designed to encourage both existing and potential customers to realize the value we provide in their product solution and supply chain decisions. These Knowledge Tools are an integrated suite of informational print and electronic media. They include: The Wireless Guide®, our product catalogue which is readily available electronically on TESSCO.com and is periodically sent to qualified customers in hard copy form; The Wireless Journal®, a trade journal with a bimonthly circulation of approximately 78,000, which is designed to introduce the reader to our capabilities and product offerings, and contains information on significant industry trends and product reviews; The Wireless Update®, which is emailed on a regular basis to more than 150,000 different individuals and is uniquely produced for various portions of our customer base; The Wireless Bulletin® family, including The Wireless Bulletin for Accessories for Handsets, Tablets & Music Devices which has a bimonthly circulation of approximately 15,000, The Wireless Bulletin for Installation, Test & Maintenance Products, The Wireless Bulletin for Security & Surveillance, The Wireless Bulletin for Site Planning, The Wireless

Bulletin for Training, and The Wireless Bulletin for Wireless Networking Solutions, which are distributed on an as-needed basis in a given year; Technical Application Notes, interactive Systems Supported Reference Drawings, and White Papers, which provide in-depth planning and installation instructions and diagrams; Tech Tips, which offer suggestions and ideas from TESSCO customers; and TESSCO.com®. In addition, TESSCO publishes online, Web-browser-enabled, companion versions of its many printed publications, including The Wireless Bulletin Online, The Wireless Guide Online, and The Wireless Journal Online.

Table of Contents

TESSCO.com® is our e-commerce site and the gateway to Your Total Source® for the knowledge, products, and solutions for building, using, and maintaining wireless broadband systems. It offers online access to a real-time system of Knowledge, Configuration, Delivery and Control of product and supply chain solutions and is intended for our commercial customers; its feature-rich capabilities include:

- Customer-specific home page that offers a customized presentation of relevant, market-specific content, tailored to the logged-in users' role in wireless;
 - Powerful product search capabilities enabled by Google search engine logic;
 - Real-time pricing and product availability;
- Easy ordering capabilities, including a Worksheet ordering tool which is the foundation for building end-to-end solutions and requirements, and which allows for the construction and configuration of a total-source order; Worksheets can be immediately converted to an order, as well as saved, copied, shared, uploaded and emailed;
- Knowledge Center that unlocks all assets of TESSCO.com and enables the streamlined navigation of TESSCO's knowledge content (articles, advice, white papers, Systems Supported illustrations, videos, installation guides, product selection guides, or any other content featured on TESSCO.com);
- Variety of useful customer service, financial and technical support pages, including the Your Account Page which includes all of the tools necessary to manage or modify orders, update the account, find the right support, review Worksheets, handle warranty claims, and explore TESSCO's capabilities;
- Order confirmation – specifying the contents, order status, delivery date, tracking number and total cost of an order;
- Order Tracking Center provides online order status, at every step of the way, of all order items, available in the real-time Your Account Portal;
 - Order reservations, order status, back-order details and four-month order history;
- Ability to view invoices online and customer-specific pricing, based on our tiered pricing levels tied to a customer's aggregate purchase volume;
- Systems and Devices Supported pages feature interactive, how-to illustrations for a range of wireless applications that help with system design or device accessory support; the illustrations show the product required for a given application, allowing the user to configure an end-to-end solution and build a Worksheet;
 - RSS Feeds that allow customers to see TESSCO's newest products;
- Feedback Center that makes it easy for customers to provide input on our services, Knowledge Tools and Website; and
- Interactive versions of various Knowledge Tools, including: several customized versions of The Wireless Bulletin®, The Wireless Update®, The Wireless Guide®, and The Wireless Journal®.

Our Knowledge Tools empower our customers to make better decisions by delivering product knowledge, rather than just information. These tools also afford our manufacturers the opportunity to develop their brands and promote their products to a broad and diverse customer base.

Customer Support and Order Entry: Our customer support teams are responsible for responding to what we refer to as "the moments of truth" by delivering sales and customer support services through an effective and efficient transaction system. We also continually monitor our customer service performance through report cards sent for each product delivery, customer surveys and regular interaction with customers. By combining our broad product offering with a commitment to superior customer service, we seek to reduce a customer's overall procurement costs by enabling the customer to consolidate the number of suppliers from which it obtains products, while also reducing the customer's need to maintain high inventory levels.

Table of Contents

Our information technology system provides detailed information on every customer account, including recent inquiries, buying and credit histories, separate buying locations within a customer account and contact diaries for key personnel, as well as detailed product information, including technical, product availability and pricing information. The information technology system increases sales productivity by enabling any customer support representative to provide any customer with personalized service and also allows non-technical personnel to provide a high level of technical product information and order assistance.

We believe that our commitment to providing prompt, friendly and efficient customer service before, during and after the sale enables us to maximize sales, customer satisfaction and customer retention. The monthly average number of non-consumer customers remained steady at approximately 13,000 for fiscal years 2012 and 2013.

Procurement and Inventory Management: Our product management and purchasing system aims to provide customers with a total source of broad and deep product availability, while maximizing the return on our inventory investment.

We use our information technology system to monitor and manage our inventory. Historical sales results, sales projections and information regarding vendor lead times are all used to determine appropriate inventory levels. The information technology system also provides early warning reports regarding upcoming inventory requirements. As of March 31, 2013 and April 1, 2012, we had an immaterial level of backlog orders. Most backlog orders as of March 31, 2013, are expected to be filled within 90 days of fiscal year-end. For the fiscal years ended March 31, 2013 and April 1, 2012, inventory write-offs were 0.4% and 0.7% of total purchases, respectively. In many cases, we are able to return slow-moving inventory to our vendors pursuant to stock rotation agreements. Inventory turns for fiscal years 2013 and 2012 were 10.6 and 11.8, respectively. This decrease is largely due to a decrease in sales to our largest customer AT&T Mobility, which have a shorter inventory turnover than our typical sales.

Fulfillment and Distribution: Orders are received at our Hunt Valley, Maryland, Reno, Nevada and San Antonio, Texas customer sales support centers. As orders are received, customer representatives have access to technical information, alternative and complementary product selections, product availability and pricing information, as well as customer purchasing and credit histories and recent inquiry summaries. An automated warehouse management system, which is integrated with the product planning and procurement system, allows us to ensure inventory control, to minimize multiple product shipments to complete an order and to limit inventory duplication. Bar-coded labels are used on every product, allowing distribution center personnel to utilize radio frequency scanners to locate products, fill orders and update inventory records in real-time, thus reducing overhead associated with the distribution functions. We contract with a variety of freight line and parcel transportation carrier partners to deliver orders to customers.

Performance and Delivery Guarantee (PDG) charges are generally calculated on the basis of the weight of the products ordered and on the delivery service requested, rather than on distance to the customer. We believe that this approach emphasizes on-time delivery instead of shipment dates, enabling customers to minimize their inventories and reduce their overall procurement costs while guarantying date specific delivery, thereby encouraging them to make us their total source supplier.

Information Technology: Our information technology system is critical to the success of our operations. We have made substantial investments in the development of this system, which integrates cataloging, marketing, sales, fulfillment, inventory control and purchasing, financial control and internal and external communications. The information technology system includes highly developed customer and product databases and is integrated with our Configuration, Fulfillment and Delivery system. The information contained in the system is available on a real-time basis to all of our employees as needed and is utilized in every area of our operations.

We believe that we have been successful to date in pursuing a highly integrated, technologically advanced and efficient method of operations; however, disruption to our day-to-day operations, including failure of our information technology system, distribution system, or freight carrier interruption, could impair our ability to receive and process orders or to ship products in a timely and cost-efficient manner.

-10-

Table of Contents

Competition

The wireless communications distribution industry is competitive and fragmented, and is comprised of distributors, such as Superior Communications, Anixter and Genco ATC Logistics in our retail segment and Hutton Communications, KPG Logistics, Westcon, Comstor, Tech Data, Ingram Micro, Site Pro 1, Winncom, Talley Communications and Alliance Corporation in our commercial segment. In addition, many manufacturers sell and fulfill directly to customers. Barriers to entry for distributors are relatively low, particularly in the mobile devices and accessory market, and the risk of new competitors entering the market is high. In addition, the agreements or arrangements with our customers or vendors looking to us for product and supply chain solutions are typically of limited duration and are terminable by either party upon several months or otherwise short notice. Accordingly, our ability to maintain these relationships is subject to competitive pressures and challenges. Some of our current competitors have substantially greater capital resources and sales and distribution capabilities than we do. In response to competitive pressures from any of our current or future competitors, we may be required to lower selling prices in order to maintain or increase market share, and such measures could adversely affect our operating results. We believe, however, that our strength in service, the breadth and depth of our product offering, our information technology system, our knowledge and expertise in wireless technologies and the wireless marketplace, and our large customer base and purchasing relationships with approximately 375 manufacturers, provide us with a significant competitive advantage over new entrants to the market.

Continuing changes in the wireless communications industry, including risks associated with conflicting technology, changes in technology, inventory obsolescence, and consolidation among wireless carriers, could adversely affect future operating results.

We believe that the principal competitive factors in supplying products to the wireless communications industry are the quality and consistency of customer service, particularly timely delivery of complete orders, breadth and quality of products offered and total procurement costs to the customer. We believe that we compete favorably with respect to each of these factors. In particular, we believe we differentiate ourselves from our competitors based on the breadth of our product offering, our ability to quickly provide products and supply chain solutions in response to customer demand and technological advances, our knowledge and expertise in wireless technologies and the wireless marketplace, the level of our customer service and the reliability of our order fulfillment process.

Intellectual Property

We seek to protect our intellectual property through a combination of trademarks, service marks, confidentiality agreements, trade secret protection and, if and when appropriate, patent protection. Thus far, we have generally sought to protect our intellectual property, including our product data and information, customer information and information technology systems, through trademark filings and nondisclosure, confidentiality and trade secret agreements. We typically require our employees, consultants, and others having access to our technology, to sign confidentiality and nondisclosure agreements. There can be no assurance that these confidentiality and nondisclosure agreements will be honored, or whether they can be fully enforced, or that other entities may not independently develop systems, technologies or information similar to that on which we rely.

TESSCO Communications Incorporated, a wholly-owned subsidiary of TESSCO Technologies Incorporated, maintains a number of registered trademarks and service marks in connection with our business activities, including: A Simple Way of Doing Business Better®, Delivering Everything for Wireless®, Delivering What You Need...When and Where You Need It®, GigaWave Technologies®, Going Beyond the Ordinary®, LinkUPS®, ORDERflow®, Solutions That Make Wireless Work®, TerraWave Solutions®, TESSCO®, TESSCO Making Wireless Work®, TESSCO Technologies®, TESSCO.com®, Ventev®, Ventev Innovations®, The Vital Link to a Wireless World®,

The Wireless Bulletin®, The Wireless Guide®, The Wireless Journal®, Wireless Solutions®, The Wireless Update®, Your Total Source®, Your Virtual Inventory®, among many others. Our general policy is to file for trademark and service mark protection for each of our trademarks and trade names and to enforce our rights against any infringement.

Table of Contents

We currently hold one patent related to our online order entry system. We intend, if and when appropriate, to seek patent protection for any additional patentable technology. The ability to obtain patent protection involves complex legal and factual questions. Others may obtain patent protection for technologies that are important to our business, and as a result, our business may be adversely affected. In response to patents of others, we may need to license the right to use technology patented by others, or in the event that a license cannot be obtained, to design our systems around the patents of others.

Environmental Regulation

We are subject to various laws and governmental regulations concerning environmental matters and employee safety and health in the United States. We are also subject to regulation by the Occupational Safety and Health Administration concerning employee safety and health matters. Compliance with these federal, state and local laws and regulations related to protection of the environment and employee safety and health has had no material effect on our business. There were no material capital expenditures for environmental projects in fiscal year 2013 and there are no material expenditures planned for such purposes in fiscal year 2014.

Employees

As of March 31, 2013, we had 838 full-time equivalent employees. Of our full-time equivalent employees, 435 were engaged in customer and vendor service, marketing, sales and product management, 325 were engaged in fulfillment and distribution operations and 78 were engaged in administration and technology systems services. No employees are covered by collective bargaining agreements. We consider our employee relations to be excellent.

Executive Officers

Executive officers are appointed annually by the Board of Directors and, subject to the terms of any applicable employment agreement, serve at the discretion of the Board of Directors. Information regarding our executive officers is as follows:

Name	Age	Position	
Robert B. Barnhill, Jr.	69	Chairman, President and Chief Executive Officer	Robert B. Barnhill, Jr. has served as president and chief executive officer since founding the current business in 1982. Mr. Barnhill has been a director of the Company since 1982, and has served, and continues to serve, as Chairman of the Board since November 1993.
Gerald T. Garland	62	Senior Vice President of the Product Lines of Business	Gerald T. Garland rejoined the Company in April 2003 and has served as senior vice president since April 2006. Mr. Garland has served as senior vice president of the installation, test and maintenance line of business since May 2005, as senior vice president of the mobile devices and accessories line of business since April 2004 and as senior vice president of the network infrastructure line of business since April 2003. In July 2011, Mr. Garland began serving as Senior Vice President of the Commercial Segment. Since April 2013, Mr. Garland has served as Senior Vice President of the Product Lines of Business. Between September 1999 and April 2003, Mr. Garland served as director of business development with American Express Business Services and chief financial officer of Mentor Technologies, Inc. Mr.

Garland served as the Company's chief financial officer from September 1993 to September 1999.

Douglas A. Rein	53	Senior Vice President of Performance Systems and Operations	Douglas A. Rein joined the Company in July 1999 as senior vice president of performance systems and operations. Previously, he was director of operations for Compaq Computer Corporation and vice president, distribution and logistics operations for Intelligent Electronics.
Said Tofighi	58	Senior Vice President of Global Manufacturer Supply Chain and Ventev Innovations	Said Tofighi rejoined the Company in October 2000 as vice president of customer administration. In April 2005, Mr. Tofighi began serving as vice president of the customer supply chain unit and served in that capacity until May 2006, when he was appointed senior vice president, customer supply chain. In April 2007, Mr. Tofighi began serving as senior vice president of market development and sales. In July 2011, Mr. Tofighi began serving as Senior Vice President of the Retail Segment and Global Manufacturer Supply Chain. Since April 2013, Mr. Tofighi has served as Senior Vice President of Global Manufacturer Supply Chain and Ventev® Innovations. Mr. Tofighi originally joined the Company in March 1993 and served in various leadership roles through July 1999. From July 1999 through October 2000, Mr. Tofighi worked outside the Company.

Table of Contents

Item 1A. Risk Factors.

We are not able to identify or control all circumstances that could occur in the future that may adversely affect our business and operating results. The following are certain risk factors that could adversely affect our business, financial position and results of operations. These risk factors and others described in this Annual Report on Form 10-K should be considered in connection with evaluating the forward-looking statements contained in this Annual Report on Form 10-K because these factors could cause the actual results and conditions to differ materially from those projected in the forward-looking statements. Additional risks and uncertainties that management is not aware of or focused on, or that management currently deems immaterial may also adversely affect our business, financial position and results of operations. If our business, financial position and results of operations are adversely affected by any of these or other adverse events, our stock price would also likely be adversely affected.

RISKS RELATING TO OUR BUSINESS

We face significant competition in the wireless communications distribution industry.

The wireless communications distribution industry is competitive and fragmented, and is comprised of several national distributors, as well as numerous regional distributors. In addition, many manufacturers sell and fulfill directly to customers. Barriers to entry for distributors are relatively low, particularly in the mobile devices and accessory market, and the risk of new competitors entering the market is high. Some of our current competitors have substantially greater capital resources and sales and distribution capabilities than we do. In response to competitive pressures from any of our current or future competitors, we may be required to lower selling prices in order to maintain or increase market share, and such measures could adversely affect our operating results.

We typically purchase and sell our products and services on the basis of individual sales or purchase orders, and even in those cases where we have standing agreements or arrangements with our customers and vendors, those agreements and arrangements typically contain no purchase or sale obligations and are otherwise terminable by either party upon several months or otherwise short notice.

Our sales to customers and our purchases from vendors are largely governed by individual sales or purchase orders, so there is no guarantee of future business. In some cases, we have formal agreements or arrangements with significant customers or vendors, but they are largely administrative in nature and are terminable by either party upon several months or otherwise short notice, and they typically contain no purchase or sale obligations. If our vendors or suppliers refuse to, or for any reason are unable to supply products to us, and if we are not able to procure those products from alternative sources, we may not be able to maintain appropriate inventory levels to meet customer demand and our financial position and results of operations would be adversely affected. Similarly, if customers decide to make purchases from other sources, experience significant changes in demand internally or from their own customer bases, become financially unstable, or are acquired by another company, our ability to generate revenues from these customers may be significantly affected, resulting in an adverse affect on our financial position and results of operations.

Table of Contents

The loss or any change in the business habits of key customers or vendors, including the recent loss of our AT&T third party logistics retail supply chain relationship, may have a material adverse affect on our financial position and results of operations.

Because our standing arrangements and agreements with our customers and vendors typically contain no purchase or sale obligations and are terminable by either party upon several months or otherwise relatively short notice, we are subject to significant risks associated with the loss or change at any time in the business habits and financial condition of key customers or vendors. In fiscal year 2013, sales to our largest customer relationship, AT&T Mobility, accounted for approximately 30% of total revenues. The transition of our 3PL retail store supply chain business with AT&T was completed in the fourth quarter of our fiscal 2013, and revenues from this business have therefore terminated.

In January 2011, we reported that AT&T was assessing cost reduction business model changes that could affect our supply chain relationship with them. In July 2011, AT&T agreed to purchase a larger portion of its device accessory purchases from us in exchange for a lower per unit cost. Accordingly, beginning in the third quarter of fiscal 2012, we experienced significant increases in shipments and revenues, with an accompanying decrease in associated gross profit percentage. In April 2012, AT&T informed us that they intended to begin to transition their 3PL retail store supply chain business from us in the second quarter of our fiscal 2013. As of our fiscal 2013 year end, this business was fully transitioned. The transition and termination of this relationship and loss of the associated revenues will most likely result in a reduction in our overall revenues in fiscal 2014. However, this business carried a lower margin than does our continuing non-AT&T business, and as a result the impact on gross profit, while still significant, is not expected to be as significant on a relative basis. Separately, we see potential to increase gross profit in our non-AT&T business. If we are successful in increasing gross profit in our non-AT&T business, and in controlling expenses, we believe that we will be able to offset at least some of the loss in profits from transition of the AT&T relationship. There can be no assurances, however, that we will be successful in these efforts or that our financial position and results of operations will not suffer.

Sales of products purchased from our largest vendor, Otter Products, LLC (Otter) generated approximately 9% of our total revenues in fiscal 2013. Much of this concentration, however, is attributable to our 3PL retail store supply chain business for AT&T, which as described above fully transitioned from TESSCO to a third party logistics provider as of yearend fiscal 2013. The terms of our current business relationship with Otter had been set to expire in March 2013 and as such, we engaged in discussions with them regarding revised terms of our relationship. Effective January 2013, Otter and TESSCO agreed on new terms for our business relationship, which continues for sales outside of the AT&T retail store supply chain relationship.

We have experienced the loss and changes in the business habits of significant customer and vendor relationships in the past and expect to do so in the future. It is the nature of the business. Over the past decade, however, we have generally been successful in replacing significant customer and vendor relationships when lost. However, the loss of customer relationships like AT&T, and the corresponding reduction in the volume of product sales identified to those relationships, can affect our negotiating ability with vendors supplying those products. This can affect our margins in sales of those products to other customers. If we are unable to replace those products at favorable pricing and terms, or if we are unable to offer those products to our customers at all, our competitiveness may suffer and result in reduced revenues and profits. There can be no assurance that we will be successful in replacing any of our current or future relationships if and when lost, or in the event of a substantial reduction in revenues from any such relationship.

Table of Contents

Our business depends on the continued tendency of wireless equipment manufacturers and network operators to outsource aspects of their business to us in the future.

We provide functions such as distribution, inventory management, fulfillment, customized packaging, e-commerce solutions, and other outsourced services for many wireless manufacturers and network operators. Certain wireless equipment manufacturers and network operators have elected, and others may elect, to undertake these services internally. Additionally, our customer service levels, industry consolidation, competition, deregulation, technological changes or other developments could reduce the degree to which members of the global wireless industry rely on outsourced logistic services such as the services we provide. Any significant change in the market for our outsourced services could have a material adverse effect on our business. Our outsourced services are generally provided under short-term contractual arrangements. The failure to obtain renewals or otherwise maintain these agreements on terms, including price, consistent with our current terms could have a material adverse effect on our business.

We require substantial capital to operate, and the inability to obtain financing on favorable terms will adversely impact our business, financial position and results of operations.

Our business requires substantial capital to operate and to finance accounts receivable and product inventory that are not financed by trade creditors. We have historically relied upon cash generated from operations, revolving credit facilities and trade credit from our vendors to satisfy our capital needs and finance growth. As the financial markets change and new regulations come into effect, the cost of acquiring financing and the methods of financing may change. Changes in our credit rating or other market factors may increase our interest expense or other costs of capital, or capital may not be available to us on competitive terms to fund our working capital needs. Our credit facilities and long-term debt arrangements are of specified terms and contain various financial and other covenants that may limit our ability to borrow or limit our flexibility in responding to business conditions. While we generally expect to either extend or replace our credit facilities at term expirations, there can be no assurances that we will be able to do so on favorable terms, or at all. The inability to maintain or when necessary obtain adequate sources of financing could have an adverse affect on our business. Our current revolving credit facility expires in May 2014. Some of our existing financing instruments involve variable rate debt, thus exposing us to risk of fluctuations in interest rates. Such fluctuations in interest rates could have an adverse affect on our business, financial position and results of operations. We may in the future use interest rate swaps in an effort to achieve a desired proportion of fixed and variable rate debt. We would utilize these derivative financial instruments to enhance our ability to manage risk, including interest rate exposures that exist as part of our ongoing business operations. However, our use of these instruments may not effectively limit or eliminate our exposure to a decline in operating results due to changes in interest rates.

Our ability to borrow funds under our credit agreement could be constrained by the level of eligible receivables and inventory.

Our borrowing availability under our existing revolving credit facility is limited to certain amounts of eligible accounts receivable and inventory. If the value of eligible accounts receivable and inventory were to decrease significantly, the amount available for borrowing under the facility could decrease. The fiscal year 2013 transition of our AT&T business has not had a significant impact on our overall inventory and accounts receivable balances, which are currently used in the calculation of the borrowing base under our existing revolving credit facility. As of the end of fiscal 2013, our asset balance continues to support the full amount available under our current facility and our earnings have kept us in compliance with all current debt covenants.

Table of Contents

The ongoing weakness in the global economic environment may have significant effects on our customers and suppliers that could result in material adverse effects on our business, operating results, and stock price.

Notwithstanding the slow economic recovery in the U.S., the ongoing weakness in the global economic environment – which has included, among other things, significant reductions in available capital and liquidity from banks and other providers of credit, substantial reductions and/or fluctuations in equity and currency values worldwide, significant decreases in consumer confidence and consumer and business spending, high rates of unemployment and concerns that the worldwide economy may continue to experience significant challenges – may materially adversely affect our customers' access to capital or willingness to spend capital on our products, and/or their levels of cash liquidity with which to pay for our products. In addition, our suppliers' access to capital and liquidity may continue to be affected, which may in turn adversely impact their ability to maintain inventories, production levels, and/or product quality, or cause them to raise prices or lower production levels, or result in their ceasing operation.

The potential effects of the weakness in the global economic environment are difficult to forecast and mitigate. As a consequence, our operating results for a particular period may be more difficult to predict. Any of the foregoing effects could have a material adverse effect on our results of operations and financial condition, and could adversely affect our stock price.

We may be unable to successfully execute our merchandising and marketing strategic initiatives.

We are focusing our sales and marketing efforts and initiatives to maximize sales. If we fail to successfully execute these initiatives, our business, financial position and results of operations could be adversely affected.

The telecommunications products marketplace is dynamic and challenging because of the continued introduction of new products and services.

We must constantly introduce new products, services and product features to meet competitive pressures. We may be unable to timely change our existing merchandise sales mix in order to meet these competitive pressures, which may result in increased inventory costs, inventory write-offs or loss of market share.

Additionally, our inventory may also lose value due to price changes made by our significant vendors, in cases where our arrangements with these vendors do not provide for inventory price protection, or in cases that the vendor is unable or unwilling to provide these protections.

Consolidation among wireless service carriers could result in the loss of significant customers.

The wireless service carrier industry has experienced significant consolidation in recent years. If any of our significant customers or partners are acquired or consolidate with other carriers, or are otherwise involved in any significant transaction that results in them ceasing to do business with us, or significantly reducing the level of business that they do with us, our revenues from those customers could be significantly affected, possibly resulting in an adverse affect on our financial position and results of operations.

The failure of our information systems or inability to upgrade them could have a material adverse effect on our business, financial position and results of operations.

We are highly dependent upon our internal computer and telecommunication systems to operate our business. There can be no assurance that our information systems will not fail or experience disruptions, that we will be able to attract and retain qualified personnel necessary for the operation of such systems, that we will be able to expand and improve our information systems, that we will be able to convert to new systems efficiently as necessary, or that we will be able to integrate new programs effectively with our existing programs. Any of such problems, or any significant damage or destruction of these systems, could have an adverse effect on our business, financial position and results of operations.

We depend heavily on e-commerce, and website security breaches or Internet disruptions could have a material adverse effect on our business, financial position and results of operations.

We rely on the Internet (including TESSCO.com®) for a significant percentage of our orders and information exchanges with our customers. The Internet and individual websites have experienced a number of disruptions and slowdowns, some of which were caused by organized attacks. In addition, some websites have experienced security breakdowns. There can be no assurances that our website will not experience any material breakdowns, disruptions or breaches in security. If we were to experience a security breakdown, disruption or breach that compromised sensitive information, this could harm our relationship with our customers or suppliers. Disruption of our website or the Internet in general could impair our order processing or more generally prevent our customers and suppliers from accessing information or placing orders. This could have an adverse effect on our business, financial position and results of operations.

The inability to hire or retain certain key professionals, management and staff could adversely affect our business, financial condition and results of operations.

The nature of our business includes (but is not limited to) a high volume of transactions, business complexity, wide geographical coverage, and broad scope of products, suppliers, and customers. In order to compete, we must attract, retain and motivate executives and other key employees, including those in managerial, technical, sales, marketing and support positions. Hiring and retaining qualified executives, information technology and business generation personnel are critical to our business. We rely heavily upon our senior management team. The loss of any of these individuals, particularly our President and the Chairman of our Board of Directors, Robert B. Barnhill, Jr., could have a material adverse effect on our business, financial position and results of operations. In the fall of 2012, our then Chief Financial Officer left the company. He has not yet been replaced and in the meantime his duties have been assumed by other officers. For example, Mr. Barnhill now performs the function of or similar to that of Principal Financial Officer, and Aric Spitulnik, our Controller, has assumed the role of Principal Accounting Officer. These additional responsibilities place additional demands on these individuals and as a result, they may be less effective in their overall performance.

To attract, retain and motivate qualified employees, we rely heavily on stock-based incentive awards such as Performance Stock Units (PSUs). If performance targets associated with these PSUs are not met, or the value of such stock awards does not appreciate as measured by the performance of the price of our common stock and/or if our other stock-based compensation otherwise ceases to be viewed as a valuable benefit, our ability to attract, retain and motivate our employees could be adversely impacted, which could negatively affect our business, financial position and results of operations and/or require us to increase the amount we spend on cash and other forms of compensation. Our ability to issue PSUs is also limited by the provisions of and our available shares under our current and/or future stock incentive plans, which may be subject to shareholder approval. As of the end of the year, there were 536,303 shares available for future awards under our incentive plans and we have no immediate plans to get shareholder

approval for an increase in such number.

-17-

Table of Contents

Also, in fiscal year 2012, in order to address possible concern regarding the number of equity awards that may be granted in a given year, the Board of Directors determined that it will not, absent stockholder approval indicating or permitting otherwise, make awards under the 1994 Plan over the following three fiscal year period (fiscal 2012, 2013 and 2014) for a number of shares in excess of an average annual rate over the three year period equal to 5.84% of the weighted average number of shares of our common stock projected to be outstanding during each fiscal year.

These items may limit our ability to grant certain performance based equity instruments and therefore may have an adverse effect on our continued ability to attract and retain, and motivate, our employees.

The damage or destruction of any of our principal distribution or administrative facilities could materially adversely impact our business, financial position and results of operations.

If any of our distribution centers in Hunt Valley, Maryland or Reno, Nevada, were to be significantly damaged or destroyed, we could suffer a loss of product inventory and our ability to conduct our business in the ordinary course could be materially and adversely affected. Similarly, if our office locations in Maryland, Nevada or Texas were to be significantly damaged or destroyed, our ability to conduct marketing, sales and other corporate activities in the ordinary course could be adversely affected.

We depend on third parties to manufacture products that we distribute and, accordingly, rely on their quality control procedures.

Product manufacturers typically provide limited warranties directly to the end consumer or to us, which we generally pass through to our customers. If a product we distribute for a manufacturer has quality or performance problems, our ability to provide products to our customers could be disrupted, which could adversely affect our operations.

We are subject to potential declines in inventory value.

We are subject to the risk that the value of our inventory will decline as a result of price reductions by vendors or technological obsolescence. It is the policy of many of our vendors to protect distributors from the loss in value of inventory due to technological change or the vendors' price reductions. Some vendors (including those who manufacture our proprietary products), however, may be unwilling or unable to pay us for price protection claims or products returned to them under purchase agreements. No assurance can be given that such practices to protect distributors will continue, that unforeseen new product developments will not adversely affect us, or that we will be able to successfully manage our existing and future inventories.

Our future operating results depend on our ability to purchase a sufficient amount of finished goods and bulk inventory to meet the demands of our customers.

Our ability to meet customers' demands depends, in part, on our ability to obtain timely and adequate delivery of inventory from our suppliers. We have experienced shortages in the past that have negatively impacted our operations. Although we work closely with our suppliers to avoid these types of shortages, there can be no assurances that we will not encounter these problems in the future. Furthermore, certain of our components are available only from a single source or limited sources. We may not be able to diversify sources in a timely manner. A reduction or interruption in supplies or a significant increase in the price of supplies could have a negative impact on our results of operations or financial condition.

Table of Contents

If our business does not perform well, or if we otherwise experience a decline in the fair values of a portion or all of our business, we may be required to recognize impairments of our intangible or other long-lived assets, which could adversely affect our results of operations or financial condition.

Goodwill and indefinite lived intangible assets are initially recorded at fair value and are not amortized, but are reviewed for impairment at least annually or more frequently if impairment indicators are present. In assessing the recoverability of goodwill and indefinite lived intangible assets, we make estimates and assumptions about sales, operating margin, growth rates and discount rates based on our budgets, business plans, economic projections, anticipated future cash flows and marketplace data. There are inherent uncertainties related to these factors and management's judgment in applying these factors. Goodwill and indefinite lived asset valuations have been calculated using an income approach based on the present value of future cash flows of each reporting unit. We could be required to evaluate the recoverability of goodwill and indefinite lived assets prior to the annual assessment if we experience disruptions to the business, unexpected significant declines in operating results, divestiture of a significant component of our business or sustained market capitalization declines. These types of events and the resulting analyses could result in goodwill and indefinite lived asset impairment charges in the future. Impairment charges could substantially affect our financial results in the periods of such charges. In addition, impairment charges would negatively impact our financial ratios and could limit our ability to obtain financing in the future. As of March 31, 2013, we had \$12.5 million of goodwill and indefinite lived intangible assets, which represented approximately 6.5% of total assets. All goodwill and intangible assets have been allocated to the Commercial segment.

Deferred income tax represents the tax effect of the differences between the book and tax bases of assets and liabilities. Deferred tax assets are assessed periodically by management to determine if they are realizable. Factors in management's determination include the performance of the business, projections of future taxable income, and the feasibility of ongoing tax planning strategies. If based on available information, it is more likely than not that the deferred income tax asset will not be realized then a valuation allowance must be established with a corresponding charge to net income. Such charges could have a material adverse effect on our results of operations or financial condition.

Our future results of operations may be impacted by the prolonged weakness in the current economic environment which may result in an impairment of any goodwill recorded and/or other long lived assets or the recording of a valuation allowance on our deferred tax assets, which could adversely affect our results of operations or financial condition.

We primarily rely on trademark filings and confidentiality agreements to protect our intellectual property rights.

In an effort to protect our intellectual property, including our product data, customer information and information technology systems, through trademark filings and nondisclosure, confidentiality and trade secret agreements, we typically require our employees, consultants and others having access to this information or our technology to execute confidentiality and non-disclosure agreements. These agreements, however, may not provide us with adequate protection against improper use or disclosure of confidential information, and these agreements may be breached. A breach of confidentiality could adversely affect our business. In addition, in some situations, these agreements may conflict with, or be subject to, the rights of third parties with whom our employees, consultants and others have previous employment or consulting relationships. Also, others may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets. Adequate remedies may not exist in the event of unauthorized use or disclosure of our confidential information. The disclosure of our proprietary information or trade secrets could impair our competitive position and could have a material adverse affect on our business, financial condition and results of operations. Others may obtain patent protection for technologies that are important to our business, and as a result, our business, financial position and results of operations may be adversely

affected. In response to patents of others, we may need to license the rights to use the technology patented by others, or in the event that a license cannot be obtained, design our systems around the patents of others. There can be no assurances as to our ability to obtain any such licenses or to design around the patents of others, and our inability to do so could have an adverse affect on our business, financial position and results of operations.

-19-

Table of Contents

We offer credit to our customers and, therefore, are subject to significant credit risk.

We sell our products to a large and diverse customer base. We finance a significant portion of such sales through trade credit, typically by providing 30-day payment terms. As a result, our business could be adversely affected in the event of a deterioration of the financial condition of our customers, resulting in the customers' inability to repay us. This risk may increase if there is a general economic downturn affecting a large number of our customers and in the event our customers do not adequately manage their business or properly disclose their financial condition.

We intend to explore additional growth through acquisitions.

As part of our growth strategy, we may continue to pursue the acquisition of companies that either complement or expand our existing business. As a result, we regularly evaluate potential acquisition opportunities, which may be material in size and scope. In addition to those risks to which our business and the acquired businesses are generally subject to, the acquisition of these businesses gives rise to transactional and transitional risks, and the risk that the anticipated benefits will not be realized.

Risks associated with the foreign suppliers from whom our products are sourced could adversely affect our financial performance.

The products we sell are sourced from a wide variety of domestic and international suppliers. Global sourcing of many of the products we sell is an important factor in our financial performance. Since the onset of the weakness in the global economic environment in 2008, certain of our suppliers, particularly those in the far east, have experienced financial difficulties and we believe it is possible that a limited number of suppliers may either cease operations or require increased prices in order to fulfill their obligations. Changes in our relationships with suppliers or increases in the costs of purchased raw materials, component parts or finished goods could result in delays, inefficiencies or our inability to market products. In addition, our profit margins would decrease if prices of purchased raw materials, component parts, or finished goods increase and we are unable to pass on those increases to our customers.

We rely on independent shipping companies to deliver inventory to us and to ship products to customers.

We rely on arrangements with independent shipping companies, for the delivery of our products from vendors and to customers. The failure or inability of these shipping companies to deliver products, or the unavailability of their shipping services, even temporarily, could have a material adverse affect on our business. We may also be adversely affected by an increase in freight surcharges due to rising fuel costs and added security. This could adversely impact our selling, general and administrative expenses or lead to price increases to our customers which could decrease customer demand for our products.

Table of Contents

Changes in accounting rules could have a material adverse impact on our results of operations.

We prepare our financial statements in conformity with accounting principles generally accepted in the United States. These accounting principles are subject to interpretation by the Financial Accounting Standards Board, the Public Company Accounting Oversight Board, the United States Securities and Exchange Commission (SEC), the American Institute of Certified Public Accountants and various other bodies formed to interpret and create appropriate accounting policies. A change in these policies or a new interpretation of an existing policy could have a significant effect on our reported results and may affect our reporting of transactions.

Changes in income tax and other regulatory legislation.

We operate in compliance with applicable laws and regulations and make plans for our structure and operations based upon existing laws and anticipated future changes in the law. When new legislation is enacted with minimal advance notice, or when new interpretations or applications of existing laws are made, we may need to implement changes in our policies or structure. We are susceptible to unanticipated changes in legislation, especially relating to income and other taxes, import/export laws, hazardous materials and other laws related to trade, accounting and business activities. Such changes in legislation may have a significant adverse effect on our business.

We may be subject to litigation.

We may be subject to legal claims or regulatory matters involving stockholder, consumer, antitrust, intellectual property and other issues. Litigation is subject to inherent uncertainties, and unfavorable rulings could occur. An unfavorable ruling could include monetary damages or other adverse affects. Were an unfavorable ruling to occur, there exists the possibility of a material adverse impact on our business, financial position and results of operations for the period in which the ruling occurred or future periods.

We may incur product liability claims which could be costly and could harm our reputation.

The sale of our products involves risk of product liability claims against us. We have also been increasing the sales of TESSCO private labeled products and providing an increased level of support services, including product and network designs. We currently maintain product liability insurance, but our product liability insurance coverage is subject to various coverage exclusions and limits and may not be obtainable in the future on terms acceptable to us, or at all. We do not know whether claims against us with respect to our products and services, if any, would be successfully defended or whether our insurance would be sufficient to cover liabilities resulting from such claims. Any claims successfully brought against us could adversely affect our financial condition, and if substantial and relating to our products or industry generally, could affect our business as a whole.

Table of Contents

Our expanding offering of private labeled products may have a negative impact on our relationship with our manufacturer partners.

Our product offering includes a growing number of our own proprietary products, which represented approximately 8% of our sales in fiscal 2013. Our proprietary products often compete with other manufacturers' branded items that we offer. A manufacturer may choose to not sell its products to us, or may substantially increase the price of products to us, in response to the competition created by the sales of our proprietary branded products. Either could have a material adverse effect on our business and financial performance.

Claims that our products infringe the proprietary rights of others could harm our business and cause us to incur significant costs.

Our industry has increasingly been subject to patent and other intellectual property rights litigation, particularly from special purpose entities that seek to monetize their intellectual property rights by asserting claims against others. We expect this trend to continue and accelerate and expect that we may be required to defend against this type of litigation, not only asserted against our own intellectual property rights, but also against the intellectual property of products which we have purchased for resale.

RISKS RELATED TO OWNERSHIP OF OUR COMMON STOCK

A significant portion of our voting stock is controlled by our executive officers, directors and beneficial owners of 5% or more of our common stock.

Our executive officers, directors and beneficial owners of 5% or more of our common stock and their affiliates, in the aggregate, beneficially owned approximately 47% of our outstanding common stock as of March 31, 2013. Robert B. Barnhill, Jr., our chairman, president and chief executive officer beneficially owned approximately 23% of our outstanding common stock as of March 31, 2013. Should these shareholders decide to act together, they would have the ability to significantly influence all matters requiring shareholder approval, including the election of directors and any significant corporate transaction requiring shareholder approval.

Without approval of our Board of Directors, it may be difficult for a third party to acquire control of the Company. This could affect the price of our common stock.

Certain provisions of our certificate of incorporation and bylaws, certain arrangements to which we are party, and applicable provisions of the Delaware General Corporation Law (DGCL) may each make it more difficult for or may prevent a third party from acquiring control of us or changing our Board of Directors and management. These provisions include advance notice bylaws and limitations on the removal of directors other than for cause, and then only upon the affirmative vote of 75% of our outstanding common stock. We are also afforded the protections of Section 203 of the DGCL, which will prevent us from engaging in a business combination with a person who acquires at least 15% of our common stock for a period of three years from the date such person acquired such common stock, unless Board of Director or shareholder approval were obtained. Some believe that the provisions described above, as well as any resulting delay or prevention of a change of control transaction or changes in our Board of Directors or management, could deter potential acquirers or prevent the completion of a transaction in which our shareholders could receive a substantial premium over the then current market price for their shares. We, on the other hand, believe that these provisions serve to protect our shareholders against abusive takeover tactics, to preserve and maximize the value of the Company for all shareholders, and to better ensure that each shareholder will be treated fairly in the event of an unsolicited offer to acquire the Company.

Table of Contents

Potential uncertainty resulting from unsolicited acquisition proposals and related matters may adversely affect our business.

In the past we have received, and in the future we may receive, unsolicited proposals to acquire our company or our assets. For example, in September 2010, the Board of Directors received an unsolicited non-binding proposal from Discovery Group for the acquisition of all of our stock not then owned by Discovery Group. At the time, Discovery owned approximately 14% of the Company's then outstanding common stock. The review and consideration of acquisition proposals and related matters could require the expenditure of significant management time and personnel resources. Such proposals may also create uncertainty for our employees, customers and vendors. Any such uncertainty could make it more difficult for us to retain key employees and hire new talent, and could cause our customers and vendors to not enter into new arrangements with us or to terminate existing arrangements. Additionally, we and members of our board of directors could be subject to future lawsuits related to unsolicited proposals to acquire us. Any such future lawsuits could become time consuming and expensive.

Our quarterly operating results are subject to significant fluctuation.

Our operating results have fluctuated from quarter to quarter in the past, and we expect that they will continue to do so in the future. Our earnings may not continue to grow at rates similar to the growth rates achieved in recent years and may fall short of either a prior fiscal period or investors' expectations. Most of our operating expenses, such as compensation expenses, do not vary directly with the amount of sales and are difficult to adjust in the short term. As a result, if sales in a particular quarter are below expectations for that quarter, we may not proportionately reduce operating expenses for that quarter, and therefore such a sales shortfall would have a disproportionate effect on our net income for the quarter.

Table of Contents

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Our corporate headquarters and primary distribution center, known as the Global Logistics Center (GLC), is located in a Company-owned 184,000 square-foot facility north of Baltimore, in Hunt Valley, Maryland. Our sales, marketing and administrative offices are located in leased office space near the GLC. On February 15, 2011, this lease was amended and now expires on December 31, 2017. Monthly rent payments range from \$153,300 to \$177,700 throughout the remaining lease term. In addition, we lease 66,000 square feet of office and warehouse space adjacent to the GLC in Hunt Valley, Maryland. On February 23, 2011, this lease was amended and now expires on July 31, 2014 and provides us with an ongoing annual option to terminate the lease. Monthly rent for the facility ranges from \$27,500 to \$33,000 throughout the lease term. Additional sales and marketing offices are located in leased office space in San Antonio, Texas. Our San Antonio office moved to a new location in January 2013. Monthly rent payments range from \$14,700 to \$16,900 and the lease expires October 31, 2018. West coast sales and fulfillment are facilitated by our Company-owned 115,000 square-foot Americas Sales & Logistics Center (ALC) located in Reno, Nevada. The ALC is used to configure and fulfill product and supply chain solutions, provide disaster backup for the GLC, and allow for future growth of staffing and increased fulfillment capabilities. While we anticipate the need for additional space, we believe our existing facilities are generally adequate for our current requirements and that suitable additional space will be available as needed to accommodate future expansion of our operations. The GLC is encumbered by a deed of trust as security for a term loan. See Note 7 to our Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K. Both of our business segments use all of our properties for either sales or fulfillment purposes.

Item 3. Legal Proceedings.

Lawsuits and claims are filed against us from time to time in the ordinary course of business. We do not believe that any lawsuits or claims currently pending against the Company, individually or in the aggregate, are material, or will have a material adverse affect on our financial condition or results of operations. In addition, from time to time, we are also subject to review from federal and state taxing authorities in order to validate the amounts of income, sales and/or use taxes which have been claimed and remitted. No federal, state and local income tax returns are currently under examination, except for a Texas income tax audit for the 2008 and 2009 tax years.

Item 4. Mine Safety Disclosures

Not applicable.

Table of Contents

Part II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Our common stock has been publicly traded on the NASDAQ Global Select Market, since September 28, 1994, under the symbol "TESS." The quarterly range of prices per share during fiscal years 2012 and 2013 are as follows:

	High	Low	Dividends Declared
Fiscal Year 2012			
First Quarter	\$ 13.48	\$ 10.31	\$ 0.10
Second Quarter	16.35	10.79	0.15
Third Quarter	14.92	12.00	0.15
Fourth Quarter	26.53	13.55	0.15
Fiscal Year 2013			
First Quarter	\$ 26.46	\$ 17.80	\$ 0.18
Second Quarter	23.51	17.08	0.18
Third Quarter	23.25	18.53	0.93
Fourth Quarter	26.00	21.00	0.18

As of May 21, 2013, the number of shareholders of record of the Company was 116. We estimate that the number of beneficial owners as of that date was approximately 3,479.

On July 28, 2009, we announced that our Board of Directors determined to commence a dividend program and we have since declared dividends on a quarterly basis. Any future declaration of dividends and the establishment of any corresponding record and payment dates remains subject to further determination from time to time by the Board of Directors. Additional information with respect to the quarterly dividends declared in fiscal years 2013 and 2012 is contained in our Selected Financial Data. The declaration and payment of future dividends will depend on many factors, including, but not limited to, our earnings, financial condition, business development needs and regulatory considerations, and is at the discretion of our Board of Directors. Until December 30, 2011, our revolving credit facility limited the amount of cash dividends that we may pay to \$5.0 million annually. As of December 30, 2011, this amount was increased to \$6.25 million in any twelve month period. Additionally, on November 30, 2012 this agreement was further amended to allow for a special onetime dividend of \$0.75 per share of common stock, or \$6.04 million, paid on December 27, 2012.

During the first quarter of fiscal year 2004, our Board of Directors approved a stock buyback program. As of March 31, 2013, the Board of Directors has authorized the purchase of up to 3,593,350 shares of outstanding common stock under the stock buyback program. Shares may be purchased from time to time in the open market, by block purchase, or through negotiated transactions, or possibly other transactions managed by broker-dealers. No time limit has been set for completion or expiration of the program. Through the end of the fiscal year 2013, we had repurchased 3,505,187 shares through the program for approximately \$30.7 million, or an average price of \$8.76 per share. Of the total shares repurchased, 2,300 were repurchased in fiscal year 2011 at an average price of \$13.96 per share and no shares were repurchased in fiscal 2012 and 2013. An aggregate of 88,163 shares remain available for repurchase under this program. We also withhold shares from our employees and directors from time to time to facilitate employees'

minimum federal and state tax withholdings related to vested performance stock units, restricted stock and exercised stock options. For fiscal years 2013 and 2012 the total value of shares withheld for taxes were \$2,161,900 and \$1,197,900, respectively.

Our revolving credit facility and term loan with Wells Fargo Bank, National Association (formerly Wachovia Bank, National Association) and SunTrust Bank limit to \$30.0 million the aggregate dollar value of shares that may be repurchased from May 31, 2007 forward. At March 31, 2013, we had the ability to repurchase approximately \$16.3 million in additional shares of our common stock without violating this covenant.

The information required by Item 201(d) of Regulation S-K, pursuant to paragraph (a) of Item 5 of Form 10-K, is incorporated by reference to the information set forth under the caption "Equity Compensation Plan Information" in the Company's Proxy Statement for the 2013 Annual Meeting of Shareholders, which is anticipated to be filed pursuant to Regulation 14A no later than one hundred twenty (120) days following the end of the fiscal year reported on.

Table of Contents

Stock Performance Graph

The graph set forth below shows the value of an investment of \$100 on March 30, 2008 in each of the Company's Common Stock, the Russell 2000 Index and a peer group for the period of March 30, 2008 to March 31, 2013. The graph assumes that all dividends, if any, were reinvested.

	3/30/2008	3/29/2009	3/28/2010	3/27/2011	4/1/2012	3/31/13
TESSCO Technologies Incorporated	\$100.00	\$52.60	\$158.44	\$122.09	\$274.79	\$249.84
Russell 2000	100.00	63.86	102.44	125.80	128.62	149.59
Old Peer Group 1	100.00	80.02	122.08	155.02	202.54	207.54
New Peer Group 2	100.00	81.88	121.25	155.61	208.98	218.39

1 – The old peer group consists of the following: Ingram Micro Inc., W.W. Grainger, Inc., Anixter International Inc., ScanSource, Inc., Brightpoint, Inc., Tech Data Corp and InfoSonics Corporation.

2 – The new peer group consists of the following: Ingram Micro Inc., W.W. Grainger, Inc., Anixter International Inc., ScanSource, Inc., and InfoSonics Corporation.

The peer group was selected based on a review of publicly available information about these companies and the Company's determination that they are engaged in business similar to that of the Company. Note two companies have been removed from our peer group: Brightpoint, Inc, as they have been acquired; and Tech Data Corp, as they are currently going through a restatement.

Table of Contents

Item 6. Selected Financial Data.

	Fiscal Years Ended				
	March 31, 2013	April 1, 2012	March 27, 2011	March 28, 2010	March 29, 2009
STATEMENT OF INCOME DATA					
Revenues	\$752,565,000	\$733,389,900	\$605,219,200	\$522,031,500	\$483,007,200
Cost of goods sold	605,525,800	584,733,700	471,938,600	398,706,300	361,155,000
Gross profit	147,039,200	148,656,200	133,280,600	123,325,200	121,852,200
Selling, general and administrative expenses	117,820,600	121,652,400	117,305,100	108,269,000	110,656,400
Income from operations	29,218,600	27,003,800	15,975,500	15,056,200	11,195,800
Interest, net	224,200	292,900	420,600	318,300	664,300
Income before provision for income taxes	28,994,400	26,710,900	15,554,900	14,737,900	10,531,500
Provision for income taxes	11,200,500	10,274,000	5,536,700	5,599,100	4,203,500
Net income	\$17,793,900	\$16,436,900	\$10,018,200	\$9,138,800	\$6,328,000
Diluted earnings per share (1)(2)	\$2.15	\$2.03	\$1.27	\$1.19	\$0.82
Cash dividends declared per common share (1)	\$1.47	\$0.55	\$0.40	\$0.20	\$--
Percentage of Revenues					
Revenues	100.0	% 100.0	% 100.0	% 100.0	% 100.0
Cost of goods sold	80.5	79.7	78.0	76.4	74.8
Gross profit	19.5	20.3	22.0	23.6	25.2
Selling, general and administrative expenses	15.7	16.6	19.4	20.7	22.9
Income from operations	3.9	3.7	2.6	2.9	2.3
Interest, net	0.0	0.1	0.1	0.1	0.1
Income before provision for income taxes	3.9	3.6	2.6	2.8	2.2
Provision for income taxes	1.5	1.4	0.9	1.1	0.9
Net income	2.4	% 2.2	% 1.7	% 1.8	% 1.3
SELECTED OPERATING DATA					
Average non-consumer buyers per month	13,000	13,000	12,700	12,400	12,200
Average consumer buyers per month	120	500	700	800	1,500
Return on assets (3)	9.0	% 9.1	% 6.4	% 6.8	% 4.8
Return on equity (4)	18.1	% 19.1	% 13.5	% 14.1	% 10.5
BALANCE SHEET DATA					
Working capital	\$76,551,700	\$65,779,800	\$49,379,000	\$46,793,200	\$36,625,000
Total assets	194,300,000	202,497,700	158,701,800	151,346,700	118,652,600
Short-term debt	249,700	249,200	359,100	380,000	361,400
Long-term debt	2,458,300	2,708,000	2,959,100	3,328,000	3,481,700
Shareholders' equity	102,802,600	93,651,900	78,880,100	69,645,200	60,166,200

- (1) All per share numbers prior to March 27, 2011 have been retroactively restated for all periods presented to reflect the May 26, 2010 stock dividend in order to effect a 3-for-2 stock split.
- (2) Diluted earnings per share prior to March 28, 2010 have been adjusted to show the effects of adoption of the FASB standard addressing accounting for participating securities under the two-class method. See Note 13 to the Consolidated Financial Statements included in Item 8 to this Annual Report on Form 10-K for the fiscal year ended March 31, 2013 for further discussion.
- (3) Net income divided by the average total assets.
- (4) Net income divided by the average total equity.

Table of Contents

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This Management's Discussion and Analysis of Results of Operations and Financial Condition (MD&A) should be read in conjunction with the other sections of this Annual Report on Form 10-K, including Part I, "Item 1: Business," Part II, "Item 6: Selected Financial Data," and Part II, "Item 8: Financial Statements and Supplementary Data." The various sections of this MD&A contain a number of forward-looking statements, all of which are based on our current expectations and could be affected by the uncertainties and risk factors described throughout this filing, including Part I, "Item 1A: Risk Factors." Our actual results may differ materially from those described in any such forward-looking statement.

Business Overview and Environment

TESSCO Technologies Incorporated (TESSCO, we, or the Company) architects and delivers innovative product and value chain solutions to support wireless systems. Although we sell products to customers in over 100 countries, approximately 98% of our sales are to customers in the United States. We have operations and office facilities in Hunt Valley, Maryland, Reno, Nevada and San Antonio, Texas.

The Company evaluates its business and customer base in two segments – commercial and retail. The commercial segment includes: (1) public carriers, contractors, and program managers that are generally responsible for building and maintaining the infrastructure system and provide airtime service to individual subscribers; (2) private system operators and governments including commercial entities such as major utilities and transportation companies, federal agencies and state and local governments that run wireless networks for their own use; and (3) commercial dealers and resellers that sell, install and/or service cellular telephone, wireless networking, broadband and two-way radio communications equipment primarily for the enterprise market. The retail segment includes: (1) retailers, dealer agents and carriers; and (2) our Major 3PL Relationship (our largest customer, AT&T).

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

Our largest customer relationship, AT&T, a Tier 1 cellular carrier purchasing phone accessories, accounted for approximately 30% of our total revenues during fiscal year 2013. In April 2012, we were notified by AT&T of their intention to transition their 3PL retail store supply chain business, which makes up the vast majority of the Company's AT&T revenues, away from TESSCO beginning in the second quarter of our fiscal 2013. As this transition continued toward completion, revenues from this relationship for the fourth quarter declined significantly, although resulting in a lesser relative impact on overall profits. This reduction in revenue for the second half of fiscal 2013 was more than fully offset by an increase in the Company's non-AT&T revenues during the fiscal year. While we expect no revenue

in 2014 for the transitioned 3PL business, we do expect to continue to supply product to this customer's other programs and supply proprietary Ventev® products to AT&T retail stores. Due to the loss of this 3PL relationship, which generated \$213.5 million in revenues during fiscal 2013, we do expect to have a significant decline in overall revenues in fiscal 2014.

The wireless communications distribution industry is competitive and fragmented, and is comprised of several national distributors. In addition, many manufacturers sell direct. Barriers to entry for distributors are relatively low, particularly in the mobile devices and accessory market, and the risk of new competitors entering the market is high. Consolidation of larger wireless carriers has and will most likely continue to impact our current and potential customer base. In addition, the agreements or arrangements with our customers or vendors looking to us for product and supply chain solutions are typically of limited duration and are terminable by either party upon several months or otherwise short notice. Our ability to maintain these relationships is subject to competitive pressures and challenges. We believe, however, that our strength in service, the breadth and depth of our product offering, our information technology system, our large customer base and our purchasing relationships with approximately 375 manufacturers provide us with a significant competitive advantage over new entrants to the market. Results of Operations

Table of Contents

Results of Operations

The following tables summarize the results of our operations for fiscal years 2013, 2012 and 2011:

(Dollars in thousands, except per share data)

	2013	2012	2012 to 2013		2011	2011 to 2012	
			\$ Change	% Change		\$ Change	% Change
Segment Revenues							
Commercial Segment:							
Public Carriers, Contractors & Program Managers	\$ 111,146	\$ 73,824	\$ 37,322	50.6 %	\$ 87,010	\$ (13,186)	(15.2 %)
Private & Government System Operators	121,313	129,129	(7,816)	(6.1 %)	108,520	20,609	19.0 %
Commercial Dealers & Resellers	138,737	125,431	13,306	10.6 %	117,213	8,218	7.0 %
Total Commercial Revenues	371,196	328,384	42,812	13.0 %	312,743	15,641	5.0 %
Retail Segment:							
Retailers, Independent Dealer Agents & Carriers	167,895	153,803	14,092	9.2 %	137,676	16,127	11.7 %
Major 3PL relationship	213,474	251,203	(37,729)	(15.0 %)	154,800	96,403	62.3 %
Total Retail Revenues	381,369	405,006	(23,637)	(5.8 %)	292,476	112,530	38.5 %
Total Revenues	\$ 752,565	\$ 733,390	\$ 19,175	2.6 %	\$ 605,219	\$ 128,171	21.2 %

(Dollars in thousands, except per share data)

	2013	2012	2012 to 2013		2011	2011 to 2012	
			\$ Change	% Change		\$ Change	% Change
Segment Gross Profit							
Commercial Segment:							
Public Carriers, Contractors & Program Managers	\$ 24,183	\$ 17,101	\$ 7,082	41.4 %	\$ 20,139	\$ (3,038)	(15.1 %)

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Private & Government System Operators	33,596	35,860	(2,264)	(6.3 %)	28,978	6,882	23.7 %
Commercial Dealers & Resellers	38,345	35,393	2,952	8.3 %	31,717	3,676	11.6 %
Total Commercial Gross Profit	96,124	88,354	7,770	8.8 %	80,834	7,520	9.3 %
Retail Segment:							
Retailers, Independent Dealer Agents & Carriers	35,903	33,421	2,482	7.4 %	29,947	3,474	11.6 %
Major 3PL relationship	15,012	26,881	(11,869)	(44.2 %)	22,500	4,381	19.5 %
Total Retail Gross Profit	50,915	60,302	(9,387)	(15.6 %)	52,447	7,855	15.0 %
Total Gross Profit	\$ 147,039	\$ 148,656	\$ (1,617)	(1.1 %)	\$ 133,281	\$ 15,375	11.5 %
Selling, general and administrative expenses	117,821	121,652	(3,831)	(3.1 %)	117,305	4,347	3.7 %
Income from operations	29,218	27,004	2,214	8.2 %	15,976	11,028	69.0 %
Interest, net	224	293	(69)	(23.5 %)	421	(128)	(30.4 %)
Income before provision for income taxes	28,994	26,711	2,283	8.5 %	15,555	11,156	71.7 %
Provision for income taxes	11,200	10,274	926	9.0 %	5,537	4,737	85.6 %
Net income	\$ 17,794	\$ 16,437	\$ 1,357	8.3 %	\$ 10,018	\$ 6,419	64.1 %
Diluted earnings per share	\$ 2.15	\$ 2.03	\$ 0.12	5.9 %	\$ 1.27	\$ 0.76	59.8 %

Table of Contents

Fiscal Year 2013 Compared to Fiscal Year 2012

Revenues. Revenues for fiscal year 2013 increased 2.6% as compared to fiscal year 2012, due to a 13.0% increase in commercial segment revenues partially offset by a 5.8% decrease in retail segment revenues. The increase in commercial segment revenues was due to a significant increase in our public carrier, contractor and program manager market, a smaller increase in our commercial dealers and resellers market, and was partially offset by a decline in sales to our private and government system operators market. The retail reduction in sales was a result of a 15.0% decrease in sales to our Major 3PL relationship, AT&T, partially offset by 9.2% sales growth in our retailers, independent dealer agents and carriers market. As noted above, in April 2012, we were notified by AT&T of their intention to transition their 3PL retail store supply chain business, which made up the vast majority of the Company's historical AT&T revenues, away from TESSCO beginning in the second quarter of our fiscal 2013. This transition was completed by the close of our fiscal 2013.

Gross Profit. Gross profit decreased 1.1% in fiscal year 2013 compared to fiscal year 2012, due to a 15.6% decrease in our retail segment partially offset by an 8.8% increase in our commercial segment. Within the retail segment, our Major 3PL relationship market showed a decrease in sales, with a larger decrease of 44.2% in gross profit due to the transition of the AT&T third party logistics retail supply chain business. This decrease in gross profit was partially offset by a 7.4% increase in the retailers, independent dealer agents and carriers market. The increase in our commercial segment was driven by increases in our public carrier, contractor and program manager market and our commercial dealers and resellers, and was partially offset by a decline from our private and government system operators market. Overall gross profit margin decreased to 19.5%, compared to 20.3% in fiscal year 2012, primarily driven by the continued decline in AT&T gross margin. Excluding our Major 3PL relationship, gross profit margin decreased from 25.4% in fiscal year 2012 to 24.5% in fiscal year 2013, due in part to higher dollar, lower margin public carrier, contractor and program manager market sales. We account for inventory at the lower of cost or market, and as a result, write-offs/write-downs occur due to damage, deterioration, obsolescence, changes in prices and other causes.

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

Selling, General and Administrative Expenses. Total selling, general and administrative expenses decreased by 3.1% during fiscal year 2013 as compared to fiscal year 2012. Total selling, general and administrative expenses as a percentage of revenues decreased from 16.6% in fiscal year 2012 to 15.7% in fiscal year 2013, due to a decrease in selling, general and administrative expenses, partially offset by the slight increase of revenues as discussed above.

The largest factors contributing to the overall decrease in total selling, general and administrative expenses were decreased AT&T market development expenses and decreased pay for performance bonus expense, partially offset by increased corporate support expenses.

Marketing expenses decreased by \$2.7 million, or 32.7%, in fiscal year 2013 as compared to fiscal year 2012, primarily related to a decrease in AT&T market development expenses, which are completely variable to sales units.

Table of Contents

Pay for performance bonus expense (including both cash and equity plans) decreased by \$5.1 million in fiscal year 2013 as compared to fiscal year 2012. Our bonus programs are all based on annual performance targets. The relationship between expected performance and actual performance led to lower bonus accruals in fiscal 2013 than in fiscal 2012.

As previously reported, effective November 27, 2012, David M. Young ceased to serve as TESSCO's Chief Financial Officer. In connection with his departure, Mr. Young was paid 1.65 times his base salary, or \$499,125, and the sum of \$102,424, as the prorated amount of any Value Share incentive compensation due for the current fiscal year. Additionally, in accordance with the terms of the applicable agreements, all of Mr. Young's earned but not yet vested PSU shares (30,563 shares) vested and were issued. The impact of these payouts and accelerated vesting, net of previously accrued bonus and PSU amortization that was reversed, was approximately \$550,000.

Corporate support expense increased approximately \$1.4 million, or 21.5%, in fiscal year 2013 as compared to the fiscal year 2012. This increase was primarily related to slightly higher bad debt expense in addition to higher new product development costs related to our proprietary power product line.

We continually evaluate the credit worthiness of our existing customer receivable portfolio and provide an appropriate reserve based on this evaluation. We also evaluate the credit worthiness of prospective and current customers and make decisions regarding extension of credit terms to such customers based on this evaluation. Accordingly, we recorded a provision for bad debts of \$1,197,300 and \$458,700 for fiscal year 2013 and fiscal year 2012, respectively. Bad debt expense during fiscal year 2012 was unusually low due to significant bad debt recoveries, with fiscal year 2013 being much more representative of our historical bad debt expense levels.

Interest, Net. Net interest expense decreased from \$292,900 in fiscal year 2012 to \$224,200 in fiscal year 2013, primarily due to decreased average borrowings on our revolving credit facility as well as the repayment in full of a loan from the Maryland Economic Development Corporation.

Income Taxes, Net Income and Diluted Earnings Per Share. The effective tax rates in fiscal year 2013 and 2012 were 38.6% and 38.5%, respectively. As a result of the factors discussed above, net income and diluted earnings per share for fiscal year 2013 increased 8.3% and 5.9%, respectively, compared with fiscal year 2012.

Commercial Segment. Revenues in our commercial segment totaled \$371.2 million in fiscal year 2013, compared to \$328.4 million in the prior year, a 13.0% increase. Gross profit totaled \$96.1 million, an 8.8% increase as compared to last year. Within this segment, the public carrier, contractor and program manager market grew revenues by 50.6% and gross profits by 41.4%. This growth was primarily driven by a need by our customers to increase bandwidth and upgrade their infrastructure to accommodate increasing wireless traffic. The need for increased bandwidth was echoed in our commercial dealers and resellers market, with revenue growth of 10.6% and gross profit growth of 8.3%. We continue to see strong opportunities for our proprietary and customized solutions in this market, as these customers continue to build and enhance their own private wireless applications. The private and government system operators market revenue declined 6.1% and gross profit declined by 6.3%, due to economic uncertainties as well as government spending cuts.

Our direct expenses in this segment totaled \$42.8 million, a 3.2% increase compared to the fiscal year 2012. Therefore, total segment net profit contribution (see Note 9 to the Consolidated Financial Statements) was \$53.3 million, a 13.7% increase over the prior year.

Retail Segment. Revenues in our retail segment totaled \$381.4 million in fiscal year 2013, representing a 5.8% decrease from the prior year. Gross profit totaled \$50.9 million, a 15.6% decrease. These decreases are due to the

transition of our Major 3PL relationship, AT&T, which showed a 15.0% revenue decrease and a 44.2% gross profit decrease. Revenues in our retailer, dealer agent and carrier market increased as compared to last year, up 9.2%, with a 7.4% increase in gross profit as a result of increased sales from independent agents and dealers.

Our direct expenses in this segment totaled \$27.7 million in fiscal year 2013, a 7.5% decrease over the prior year period, primarily due to decreased market development expenses for AT&T, which are completely variable to sales. Therefore, total segment net profit contribution was \$23.2 million for fiscal year 2013, a 23.5% decrease over the prior year period.

Table of Contents

Fiscal Year 2012 Compared to Fiscal Year 2011

Revenues. Revenues for fiscal year 2012 increased 21.2% as compared to fiscal year 2011, due to a 38.5% increase in retail segment revenues and a 5.0% increase in commercial segment revenues. The retail sales growth was largely a result of a 62.3% increase in sales to our Major 3PL relationship, AT&T, which had expanded their relationship with us during the third quarter of fiscal 2012, but also due to an 11.7% increase in sales to our retailers, independent dealer agents and carriers market. As noted above, in April 2012, we were notified by AT&T of their intention to transition their third party logistics retail store supply chain business, which makes up the vast majority of the Company's AT&T revenues, away from TESSCO beginning in the second quarter of our fiscal 2013. The increase in commercial segment revenues was due to a significant increase in our private and government system operators market, a smaller increase in our commercial dealers and resellers market, and was partially offset by a decline in sales to our public carrier, contractor and program manager market. During fiscal year 2012, sales of our proprietary products increased 4.2%, as compared to the prior year. However, due to the significant increase in overall sales, and the fact that proprietary product sales represented only a small percentage of the increased AT&T sales on a dollar basis, proprietary product sales decreased to 8.6% of total sales compared to 10.0% of total sales in the prior year. Because our proprietary products generally carry higher gross margins than our other non-proprietary third party products, the increased sales of proprietary products on a dollar basis contributed to the margin growth we experienced during the year in sales to other than our Major 3PL relationship customer (see detailed explanation below).

Gross Profit. Gross profit increased 11.5% in fiscal year 2012 compared to fiscal year 2011, due to a 15.0% increase in our retail segment and 9.3% increase in our commercial segment. Within the retail segment, our Major 3PL relationship market showed a considerable increase in sales, but the impact on overall gross profit was lessened by the lower margins we experienced in sales to AT&T resulting from the business relationship expansion. The increase in our commercial segment gross profit was driven by increases in our private and government market and our commercial dealers and resellers, and was partially offset by a decline from our public carrier, contractor and program manager market. Overall gross profit margin decreased to 20.3%, compared to 22.0% in fiscal year 2011, driven by the expanded lower margin AT&T business. However, excluding our Major 3PL relationship market, gross profit margin increased from 24.6% in fiscal year 2011 to 25.3% in fiscal year 2012, due in part to pricing adjustments, product mix and lower excess and obsolete inventory writeoffs.

Selling, General and Administrative Expenses. Total selling, general and administrative expenses increased by 3.7% during fiscal year 2012 as compared to fiscal year 2011. Total selling, general and administrative expenses as a percentage of revenues decreased from 19.4% in fiscal year 2011 to 16.6% in fiscal year 2012, due to the increase of revenues as discussed above, offset by a less significant increase in selling, general and administrative expenses.

The largest factors contributing to the overall increase in total selling, general and administrative expenses were increased AT&T market development expenses and increased pay for performance bonus expense, partially offset by decreased compensation and benefits, freight out, and sales promotion expenses.

Marketing expenses increased by \$1.8 million, or 27.4%, in fiscal year 2012 as compared to fiscal year 2011, primarily related to an increase in AT&T market development expenses, which are completely variable to sales.

Pay for performance bonus expense (including both cash and equity plans) increased by \$8.9 million in fiscal year 2012 as compared to fiscal year 2011. Because our reward programs are performance based, our strong results during fiscal year 2012 resulted in increased bonus expense.

Compensation and benefits expense decreased approximately \$3.8 million in fiscal year 2012 compared to fiscal year 2011. This decrease was primarily related to position consolidations made during the fourth quarter of fiscal year

2011.

Freight expense decreased by approximately \$1.7 million, or 11.4%, in fiscal year 2012. This was a result of more efficient operational flow and fewer pounds shipped as compared to fiscal year 2011.

-32-

Table of Contents

Sales promotions declined by \$1.1 million, or 35.8%. This was primarily a result of decreased travel and trade shows expense.

We recorded a provision for bad debts of \$458,700 and \$1,050,500 for fiscal year 2012 and fiscal year 2011, respectively. During fiscal year 2012, we experienced lower bad debt expense in part due to recoveries of amounts previously reserved or written off as well as better collection experience.

Interest, Net. Net interest expense decreased from \$420,600 in fiscal year 2011 to \$292,900 in fiscal year 2012, primarily due to decreased average borrowings on our revolving credit facility as well as a lower variable rate on our term loan.

Income Taxes, Net Income and Diluted Earnings Per Share. The effective tax rates in fiscal year 2012 and 2011 were 38.5% and 35.6%, respectively. The lower than normal tax rate in fiscal year 2011 was primarily attributable to a one-time reduction in our uncertain tax position reserve as a result of a lapse in the applicable statute of limitations. Absent this one-time adjustment, the tax rate for fiscal year 2011 would have been 38.2%. As a result of the factors discussed above, net income and diluted earnings per share for fiscal year 2011 increased 64.1% and 59.8%, respectively, compared with fiscal year 2011.

Commercial Segment. Revenues in our commercial segment totaled \$328.4 million in fiscal year 2012, compared to \$312.7 million in the prior year, a 5.0% increase. Gross profit totaled \$88.4 million, a 9.3% increase as compared to last year. Within this segment, the commercial dealers and resellers market grew revenues by 7.0% and gross profits by 11.6%. The private system operator and government market grew revenues by 19.0% and gross profits by 23.7%. We continue to see strong opportunities for our proprietary and customized solutions in this market, as these customers continue to build and enhance their own private wireless applications. The public carrier, contractor and program manager market revenue declined 15.2% and gross profit declined by 15.1%, as carriers continued to delay significant network builds.

Our direct expenses in this segment totaled \$41.5 million, an 11.9% decline compared to the fiscal year 2011, due to a decrease in compensation and marketing expenses. Therefore, total segment net profit contribution (segment gross profit less segment direct expenses) was \$46.9 million, a 38.9% increase over the prior year.

Retail Segment. Revenues in our retail segment totaled \$405.0 million in fiscal year 2012, representing a 38.5% increase from the prior year. Gross profit totaled \$60.3 million, a 15.0% increase. These increases are primarily due to significantly higher sales to our Major 3PL relationship market (AT&T), which showed a 62.3% revenue increase and a 19.5% gross profit increase, both resulting from the previously discussed expansion of this relationship. Revenues in our retailer, dealer agent and carrier market also increased as compared to last year, up 11.7%, with a 11.6% increase in gross profit, a result of changes in product and customer mix, pricing adjustments and lower inventory write-offs.

Our direct expenses in this segment totaled \$30.0 million in fiscal year 2012, a 4.8% decrease over the prior year period, a result of lower compensation and freight costs, partially offset by increased market development expenses for AT&T, which are completely variable to sales. Therefore, total segment net profit contribution was \$30.3 million for fiscal year 2012, a 44.7% increase over the prior year period.

Liquidity and Capital Resources

In summary, our cash flows were as follows:

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	2013	2012	2011
Cash flow provided by operating activities	\$ 3,352,400	\$ 21,745,500	\$ 12,038,100
Cash flow used in investing activities	(5,354,000)	(6,513,700)	(7,694,200)
Cash flow used in financing activities	(11,742,000)	(5,198,400)	(3,824,400)
Net (decrease) increase in cash and cash equivalents	\$ (13,743,600)	\$ 10,033,400	\$ 519,500

-33-

Table of Contents

We generated \$3.4 million of net cash from operating activities in fiscal year 2013. Our cash inflow from operating activities was driven by net income (net of depreciation and amortization and non-cash stock compensation expense) and a decrease in accounts receivable, partially offset by an increase in product inventory and decreases in trade accounts payable and accrued payroll, benefits and taxes. The decrease in accounts receivable is related to the AT&T transition. The increase in inventory is intended to improve service levels to support increased customer demand and improve availability. The decrease in trade accounts payable is related to the AT&T transition, causing lower AT&T inventory purchases and lower accruals related to AT&T market development funds, partially offset by higher non-AT&T inventory purchases. The decrease in accrued payroll, benefits and taxes was driven by higher bonus accruals in fiscal 2012 (and their subsequent payouts in fiscal 2013) compared to bonus accruals in fiscal 2013.

In fiscal year 2012, our cash inflow from operating activities was driven by net income (net of depreciation and amortization and non-cash stock compensation expense), as well as an increase in trade accounts payable, partially offset by an increase in trade accounts receivables and product inventory. The increase in trade accounts payable was largely due to the timing and credit terms of inventory receipts, including those related to an expansion of our AT&T relationship during the third and fourth quarters of fiscal year 2012. The increase in trade accounts receivable was primarily due to the timing of sales and collections, as well as the fact that we have granted extended payment terms to certain large customers. The increased inventory levels were to support growing sales, including the significant increase in sales to AT&T during the third and fourth quarters of fiscal year 2012, and to improve our inventory availability for our other customers.

In fiscal year 2011, our cash inflow from operating activities was driven by net income (net of depreciation and amortization and non-cash stock compensation expense), as well as an increase in trade accounts payable, partially offset by an increase in trade accounts receivables and a decrease in accrued payroll, benefits and taxes. The increase in trade accounts payable was largely due to the timing and credit terms of inventory receipts. The increase in trade accounts receivable was primarily due to the timing of sales and collections, as well as the fact that we have granted extended payment terms to certain large customers. The decrease in accrued payroll, benefits and taxes was primarily due to the decline in bonuses accrued for fiscal year 2011 as compared to 2010.

Capital expenditures of \$5.4 million in fiscal year 2013 were down from expenditures of \$6.5 million in fiscal year 2012. In fiscal year 2013, capital expenditures were largely comprised of \$1.6 million for leasehold improvement and \$1.0 million for furniture and fixtures expenditures, related to a build-out and reorganization of our administrative offices and \$2.2 million for investments in information technology. Fiscal year 2012 capital expenditures primarily consisted of \$2.3 million for leasehold improvement and \$1.4 million for furniture and fixtures expenditures, related to a build-out and reorganization of our administrative offices, and \$2.0 million for investments in information technology. Fiscal year 2011 capital expenditures of \$4.8 million primarily consisted of investments in information technology. A portion of the leasehold improvement expenditures for both 2012 and 2013 were reimbursed to us by our landlord during the respective fiscal year, pursuant to the applicable terms of our lease. We received payments of \$0.6 million, \$1.2 million, and \$0.9 million in fiscal 2013, fiscal 2012 and fiscal 2011, respectively, for tenant improvement. In addition to investments in capital expenditures, cash flows used in investing activities in fiscal year 2011 was also impacted by cash earn-out payments of \$2.9 million under our acquisition agreement with TerraWave Solutions, Ltd. and GigaWave Technologies, Ltd. These earn-out payments were based on the achievement of certain earnings thresholds during the four-year earn-out period under the acquisition agreement. On April 21, 2006, we acquired substantially all the non-cash net assets of TerraWave Solutions, Ltd. and its commonly owned affiliate, GigaWave Technologies, Ltd. for an initial cash payment of approximately \$3.9 million, and potential additional cash earn-out payment obligations accruing over a four-year period, contingent on the achievement by the TerraWave/GigaWave business unit post-acquisition of certain minimum earnings thresholds. The total purchase price of the acquisition, including all earn-out payments, was approximately \$13.1 million.

Cash flows used in financing activities were primarily related to cash dividends paid to shareholders and purchases of stock from employees and directors for minimum tax withholdings related to equity compensation, partially offset by the excess tax benefit from stock-based compensation and proceeds from issuance of stock. The significant increase in cash used in financing activities during fiscal 2013 was caused primarily by the payment of a special dividend of \$0.75 per share of common stock on December 27, 2012. During fiscal year 2011, we purchased 2,300 shares of our outstanding common stock pursuant to our stock buyback program, while none were purchased during fiscal year 2012 or 2013. From the beginning of our stock buyback program (the first quarter of fiscal year 2004), through the end of fiscal year 2011, a total of 3,505,187 shares have been purchased under this program for approximately \$30.7 million, or an average price of \$8.76 per share. The Board of Directors has authorized the purchase of up to 3,593,350 shares in the aggregate, and therefore, 88,163 shares remained available to be purchased as of the end of fiscal year 2013. We expect to fund future purchases, if any, from working capital and/or our revolving credit facility. No timetable has been set for the completion or expiration of this program. We also withhold shares from our employees and directors, at their request, equal to the minimum federal and state tax withholdings related to vested equity grants. For fiscal years 2013 and 2012 this totaled \$2,161,900 and \$1,197,900, respectively.

Table of Contents

We have a term loan in the original principal amount of \$4.5 million from Wells Fargo Bank, National Association (formerly Wachovia Bank, National Association) and SunTrust Bank, that is payable in monthly installments of principal and interest with the balance due at maturity, which was modified as described below. The note bore interest at a floating rate of LIBOR plus 1.75% until June 30, 2011 whereupon the modified terms as described below took effect. The note is secured by a first position deed of trust encumbering the Company-owned real property in Hunt Valley, Maryland. The loan is subject to generally the same financial covenants as are applicable to our revolving credit facility, and had a balance of \$2.6 million as of March 31, 2013.

On May 20, 2011, but effective July 1, 2011, we entered into a loan modification agreement with Wells Fargo Bank, National Association, and SunTrust Bank to extend the maturity date of the term loan to July 1, 2016. The key provisions of the loan otherwise remained the same, except that commencing July 1, 2011, the interest rate changed to a floating rate of LIBOR plus 2.00%.

We are party to an unsecured revolving credit facility with SunTrust Bank and Wells Fargo Bank, National Association (formerly Wachovia Bank, National Association), with interest payable monthly at the LIBOR rate plus an applicable margin. Borrowing availability under this facility is determined in accordance with a borrowing base, and the applicable credit agreement includes financial covenants, including a minimum tangible net worth, minimum cash flow coverage of debt service, and a maximum funded debt to EBITDA ratio. These financial covenants also apply to the separate but related term loan secured by our Hunt Valley, Maryland facility discussed below. The terms applicable to our revolving credit facility and term loan also limit our ability to engage in certain transactions or activities, including (but not limited to) investments and acquisitions, sales of assets, payment of dividends, issuance of additional debt and other matters. As of March 31, 2013 we had a zero balance outstanding on our \$35.0 million revolving credit facility; therefore, we had \$35.0 million available on our revolving line of credit facility, subject to the limitations imposed by the borrowing base and our continued compliance with the other applicable terms, including the covenants discussed above. On December 30, 2011, we entered into a Sixth Modification Agreement with SunTrust Bank and Wachovia Bank, National Association which provided for certain modifications to the provisions applicable to the credit facility, including extending the term from May 30, 2012 to May 31, 2013. This term was further extended to May 31, 2014 by the Eighth Modification Agreement dated December 21, 2012. On November 30, 2012, we entered in to a Seventh Modification Agreement to allow for the special dividend discussed above.

The terms of this revolving credit facility, as amended, allow us to repurchase up to \$30.0 million of our common stock (measured forward to the present date from the date of inception of the Credit Agreement, May 31, 2007) and allow for the payment of up to \$6.25 million of dividends in any 12 month period, not including the special one-time dividend of \$6.04 million paid in December 2012. As of March 31, 2013, we had repurchased an aggregate of \$13.7 million of common stock since May 31, 2007, leaving \$16.3 million available for future repurchases, without the consent of our lenders or a further amendment to the terms of the facility.

Pursuant to the relevant documents, the financial covenants included in the Credit Agreement for the unsecured revolving credit facility are also applicable to our existing Term Loan with the same lenders. Accordingly, the amendments to the Credit Agreement also have the effect of amending the financial covenants applicable to the Term Loan.

On March 31, 2009, we entered into a term loan with the Baltimore County Economic Development Revolving Loan Fund for an aggregate principal amount of \$250,000. The term loan is payable in equal monthly installments of principal and interest of \$2,300, with the balance due at maturity on April 1, 2019. The term loan bears interest at 2.00% per annum and is secured by a subordinate position on our Hunt Valley, Maryland facility. At March 31, 2013, the principal balance of this term loan was approximately \$158,000.

Working capital (current assets less current liabilities) increased to \$76.6 million as of March 31, 2013, from \$65.8 million as of April 1, 2012, primarily due to a decrease in accounts payable partially offset by a decrease in accounts receivable, which is primarily due to the AT&T transition. Additionally, inventory increased to improve service levels and support increased demand. Shareholders' equity increased to \$102.8 million as of March 31, 2013, from \$93.7 million as of April 1, 2012, primarily due to increased retained earnings due to fiscal year 2013 net income, partially offset by cash dividends paid and net increases in additional paid-in-capital.

Table of Contents

We believe that our existing cash, payments from customers, and availability under our revolving line of credit facility will be sufficient to support our operations for at least the next twelve months. To minimize interest expense, our policy is to use excess available cash to pay down any balance on our revolving line of credit facility. We expect to meet short-term and long-term liquidity needs through operating cash flow, supplemented by our revolving credit facility. In doing so, the balance on our revolving credit facility could increase depending on our working capital and other cash needs. If we were to undertake an acquisition or other major capital purchases that require funds in excess of its existing sources of liquidity, we would look to sources of funding from additional credit facilities, debt and/or equity issuances. There can be no assurances that such additional future sources of funding would be available on terms acceptable to us, if at all. As of March 31, 2013, we do not have any material capital expenditure commitments.

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

Contractual Obligations

The following tables reflect a summary of our contractual cash obligations and other commercial commitments as of March 31, 2013:

	Total	Payment Due by Fiscal Year			More Than 5 Years
		Less Than 1 Year	Years 1-3	Years 4-5	
Long-Term Debt Obligations	\$2,708,000	\$249,700	\$500,800	\$1,927,900	\$29,600
Revolving credit facility	--	--	--	--	--
Lease Obligations	11,502,500	2,811,900	4,529,300	4,042,800	118,500
Interest payments (1)	179,800	60,000	102,800	16,700	300
Other Long-Term Liabilities (2)	1,237,500	--	150,000	150,000	937,500
Tax contingency reserves (3)	723,700	--	--	--	--
Total contractual cash obligations	\$16,351,500	\$3,121,600	\$5,282,900	\$6,137,400	\$1,085,900

(1) Interest payments include amounts owed on notes payable at their stated contractual rate, as well as interest payments on our note with a bank at a variable rate of LIBOR plus 2.00%.

(2) Other Long-Term Liabilities reflected on the Consolidated Balance Sheet include amounts owed under a Supplemental Executive Retirement Plan.

(3) We are unable to make a reasonably reliable estimate of the period of the cash settlement with the respective taxing authorities for the \$0.7 million balance of our tax contingency reserves, net of federal tax benefits. See further discussion in Note 11—"Income Taxes" to the consolidated financial statements set forth elsewhere herein.

Table of Contents

Critical Accounting Policies and Estimates

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

We have identified the policies below as critical to our business operations and the understanding of our results of operations:

Revenue Recognition. We record revenues when 1) persuasive evidence of an arrangement exists, 2) delivery has occurred or services have been rendered, 3) our price to the buyer is fixed and determinable, and 4) collectibility is reasonably assured. Our revenue recognition policy includes evidence of arrangements for significant revenue transactions through either receipt of a customer purchase order or a web-based order. We record revenues when risk of loss has passed to the customer. In most cases, shipments are made using FOB shipping terms. For a portion of our sales, we use FOB destination terms and record the revenue when the product is received by the customer. Our prices are always fixed at the time of sale. Historically, there have not been any material concessions provided to or by customers, future discounts, or other incentives subsequent to a sale. We sell under normal commercial terms and, therefore, we only record revenues on transactions where collectibility is reasonably assured.

Because a large portion of our sales transactions meet the conditions set forth in the Financial Accounting Standards Board (“FASB”) standard on revenue recognition, we recognize revenues from sales transactions containing sales returns provisions at the time of the sale. These conditions require that 1) our price be substantially fixed and determinable at the date of sale, 2) the buyer is obligated to pay us, and such obligation is not contingent on their resale of the product, 3) the buyer’s obligation to us does not change in the event of theft or physical destruction or damage of the product, 4) the buyer has economic substance apart from us, 5) we do not have significant obligations for future performance to directly bring about resale of the product by the buyer, and 6) the amount of future returns can be reasonably estimated. Because our normal terms and conditions of sale are consistent with conditions 1-5 above, and we are able to perform condition 6, we make a reasonable estimate of product returns in sales transactions and accrue a sales return reserve based on this estimate.

Our current and potential customers are continuing to look for ways to reduce their inventories and lower their total costs, including distribution, order taking and fulfillment costs, while still providing their customers excellent service. Some of these companies have turned to us to implement supply chain solutions, including purchasing inventory, assisting in demand forecasting, configuring, packaging, kitting and delivering products and managing customer and vendor relations, from order taking through cash collections. In performing these solutions, we assume varying levels of involvement in the transactions and varying levels of credit and inventory risk. As our offerings continually evolve to meet the needs of our customers, we constantly evaluate our revenue accounting based on the guidance set forth in accounting standards generally accepted in the United States. When applying this guidance in accordance with the FASB standard regarding revenue recognition for principal-agent considerations, we look at the following indicators: whether we are the primary obligor in the transaction; whether we have general inventory risk; whether we have latitude in establishing price; the extent to which we change the product or perform part of the service; whether we have responsibility for supplier selection; whether we are involved in the determination of product and service specifications; whether we have physical inventory risk; whether we have credit risk; and whether the amount we earn is fixed. Each of our customer relationships is independently evaluated based on the above guidance and revenues are recorded on the appropriate basis. Based on a review of the factors above, in the majority of our sales relationships, we have concluded that we are the principal in the transaction and we record revenues based upon the gross amounts

earned and booked. However, we do have certain relationships where we are not the principal and we record revenues on a net fee basis, regardless of amounts billed (less than 2% of our total revenues).

-37-

Table of Contents

Allowance for Doubtful Accounts. We use estimates to determine the amount of the allowance for doubtful accounts necessary to reduce accounts receivable and unbilled receivables to their expected net realizable value. We estimate the amount of the required allowance by reviewing the status of past-due receivables and analyzing historical bad debt trends. Actual collection experience has not varied significantly from estimates, due primarily to credit policies, collection experience and our stability as it relates to our current customer base. Typical payments from commercial customers are due 30 days from the date of the invoice. We charge-off receivables deemed to be uncollectible to the allowance for doubtful accounts. Accounts receivable balances are not collateralized.

Inventory Reserves. We establish inventory reserves for excess and obsolete inventory. We regularly review inventory to evaluate continued demand and identify any obsolete or excess quantities of inventory. We record a provision for the difference between excess and obsolete inventory and its estimated realizable value. Estimated realizable value is based on anticipated future product demand, market conditions and liquidation values. Actual results differing from these projections could have a material effect on our results of operations.

Impairment of Long-Lived and Indefinite-Lived Assets. Our Consolidated Balance Sheet includes goodwill of approximately \$11.7 million (all related to our commercial segment) and other indefinite lived intangible assets of \$850,000. We perform annual impairment tests for goodwill and other indefinite lived assets on the first day of our fourth quarter. We also periodically evaluate our long-lived assets for potential impairment indicators. The goodwill and intangible assets impairment test involves an initial qualitative analysis to determine if it is more likely than not that an intangible asset's fair value is less than its carrying amount. If qualitative factors suggest a possible impairment the company then performs an additional two-step approach. Our judgments regarding the existence of impairment indicators are based on estimated future cash flows, market conditions, operational performance and legal factors. The key assumptions used to determine the fair value of our goodwill reporting units include (a) a cash flow period; (b) a terminal value based on a growth rate; and (c) a discount rate, which is based on our weighted average cost of capital adjusted for risks associated with our operations. Based on the Company's qualitative assessment for fiscal 2013, we have concluded that it is not more likely than not that the carrying value of any of our reporting units with goodwill is above the fair value of the related reporting unit. As a result, no quantitative testing was deemed necessary for fiscal 2013. Future events, such as significant changes in cash flow assumptions, could cause us to conclude that impairment indicators exist and that the net book value of goodwill, long-lived assets or intangible assets are impaired. We will continue to monitor our market capitalization as a potential impairment indicator considering overall market conditions and specific industry events. Had the determination been made that the goodwill and other indefinite lived intangible assets were impaired, the value of these assets would have been reduced by an amount up to \$12.5 million, resulting in a corresponding charge to operations.

The methods of assessing fair value for reporting units with goodwill as well as for indefinite lived assets require significant judgments to be made by management, including future revenues, expenses, cash flows and discount rates. Changes in such estimates or the application of alternative assumptions could produce significantly different results.

Classification of Expenses. Our cost of goods sold includes cost of products and freight from vendors to our distribution centers. Product management, distribution, purchasing, receiving/inspection, warehousing, freight from our distribution centers to our customers' sites, and corporate overhead costs are included in selling, general and administrative expenses. Accordingly, our gross margins may not be comparable to other entities that may include these costs in cost of goods sold.

Income Taxes. We recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax bases of assets and liabilities. We regularly review our deferred tax assets for recoverability. This review is based on historical taxable income, projected future taxable income and the expected timing of the reversals of existing temporary differences. Based on this review, we have not established a valuation

allowance because our deferred tax assets are more likely than not realizable. If we are unable to generate sufficient taxable income, or if there is a material change in the actual effective tax rates or time period within which the underlying temporary differences become taxable or deductible, we could be required to establish a valuation allowance against all or a significant portion of our deferred tax assets that are not more likely than not realizable, resulting in a substantial increase in our effective tax rate and a material adverse impact on our operating results.

-38-

Table of Contents

We account for income taxes under the FASB standard on accounting for uncertainty in income taxes recognized in an enterprise's financial statements. This standard prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. As of March 31, 2013, we had total net unrecognized tax benefits of approximately \$723,700, all of which, if recognized, would favorably affect the effective income tax rate in future periods.

Stock-Based Compensation. We record stock-based compensation in accordance with the FASB standard regarding stock compensation and share-based payments, which requires us to include in our calculation of periodic stock compensation expense an estimate of future forfeitures. The standard also requires stock awards granted or modified after the adoption of the standard that include both performance conditions and graded vesting to be amortized by an accelerated method rather than the straight-line method.

Off-Balance Sheet Arrangements

We have no material off-balance sheet arrangements.

Recent Accounting Pronouncements

In May 2011, the FASB issued accounting guidance, which among other requirements, prohibits the use of the block discount factor for all fair value level hierarchies; permits an entity to measure the fair value of its financial instruments on a net basis when the related market risks are managed on a net basis; states the highest and best use concept is no longer relevant in the measurement of financial assets and liabilities; clarifies that a reporting entity should disclose quantitative information about the unobservable inputs used in Level 3 measurements and that the application of premiums and discounts is related to the unit of account for the asset or liability being measured at fair value; and requires expanded disclosures to describe the valuation process used for Level 3 measurements and the sensitivity of Level 3 measurements to changes in unobservable inputs. In addition, entities are required to disclose the hierarchy level for items which are not measured at fair value in the statement of financial position, but for which fair value is required to be disclosed. The adoption of this guidance did not have an impact on the Company's results of operations or financial condition.

In September 2011, the FASB issued an accounting standard which simplifies how entities test goodwill for impairment. Similar guidance was issued in relation to other indefinite lived intangible assets in July 2012. The accounting standard permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step impairment test. The accounting standard was effective for the Company beginning April 2, 2012 for goodwill and September 15, 2012 for other indefinite lived intangible assets. The adoption of this guidance did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

Table of Contents

In June 2011, the FASB issued accounting guidance related to the presentation of comprehensive income which requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements and eliminates the option to present the components of other comprehensive income as part of the statement of equity. This guidance was amended in December 2011 to defer the requirements that companies present reclassification adjustments out of accumulated other comprehensive income on the face of the financial statements. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2011. In February 2013, the FASB finalized the requirement that the Company must disclose information about the amounts reclassified out of accumulated and other comprehensive income by component. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2012. While the adoption of this guidance impacted the Company's disclosures, it did not have an impact on the Company's results of operations or financial condition.

In October 2012, the FASB issued a Technical Corrections and Improvements update which relates to various topics throughout the FASB Codification and provides technical corrections, clarification, and limited-scope improvements. This guidance was effective upon issuance of the update, with the exception of sections that include transition guidance, which become effective for fiscal periods beginning after December 15, 2012. The adoption of this guidance did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

Forward-Looking Statements

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

We are not able to identify or control all circumstances that could occur in the future that may adversely affect our business and operating results. Without limiting the risks that we describe in our periodic reports and elsewhere, among the risks that could lead to a materially adverse impact on our business or operating results are the following: termination or non-renewal of limited duration agreements or arrangements with our vendors and affinity partners which are typically terminable by either party upon several months or otherwise relatively short notice; loss of significant customers or relationships, including affinity relationships; loss of customers either directly or indirectly as a result of consolidation among large wireless service carriers and others within the wireless communications industry; the strength of our customers', vendors' and affinity partners' businesses; increasingly negative or prolonged adverse economic conditions, including those adversely affecting consumer confidence or consumer or business spending, or otherwise adversely affecting our vendors or customers, including their access to capital or liquidity or our customers' demand for our ability to fund or pay for the purchase of our products and services; our dependence on a relatively small number of suppliers and vendors, which could hamper our ability to maintain appropriate inventory levels and meet customer demand; failure of our information technology system or distribution system; technology changes in the wireless communications industry, which could lead to significant inventory obsolescence and/or our inability to offer key products that our customers demand; third-party freight carrier interruption; increased competition from competitors, including manufacturers or national and regional distributors of the products we sell and the absence of significant barriers to entry which could result in pricing and other pressures on profitability and

market share; our inability to access capital and obtain or retain financing as and when needed; transitional and other risks associated with acquisitions of companies that we may undertake in an effort to expand our business; the possibility that, for unforeseen reasons, we may be delayed in entering into or performing, or may fail to enter into or perform, anticipated contracts or may otherwise be delayed in realizing or fail to realize anticipated revenues or anticipated savings; our inability to protect certain intellectual property, including systems and technologies on which we rely; and our inability to hire or retain for any reason our key professionals, management and staff.

-40-

Table of Contents

Available Information

Our Internet Web site address is: www.tessco.com. We make available free of charge through our Website, our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13 or 15(d) of the Exchange Act as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the Securities and Exchange Commission. Also available on our Website is our Code of Business Conduct and Ethics. We have not incorporated herein by reference the information on our Website, and it should not be considered a part of this filing.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Interest Rate Risk:

We are exposed to an immaterial level of market risk from changes in interest rates. We have from time to time previously used interest rate swap agreements to modify variable rate obligations to fixed rate obligations, thereby reducing our exposure to interest rate fluctuations. We do not have a current interest rate swap relating to our bank term loan. Our variable rate debt obligations of approximately \$2.6 million at March 31, 2013, expose us to the risk of rising interest rates, but management does not believe that the potential exposure is material to our overall financial position or results of operations. Based on March 13, 2013 borrowing levels, a 1.0% increase or decrease in current market interest rates would have an immaterial effect on our statement of income.

Foreign Currency Exchange Rate Risk:

We are exposed to an immaterial level of market risk from changes in foreign currency rates. Over 99% of our sales are made in U.S. Dollars so we have an immaterial amount of foreign currency risk. Those sales not made in U.S. Dollars are made in Canadian Dollars.

Table of Contents

Item 8. Financial Statements and Supplementary Data.

TESSCO TECHNOLOGIES INCORPORATED AND SUBSIDIARIES
Consolidated Balance Sheets

	March 31, 2013	April 1, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 4,468,000	\$ 18,211,600
Trade accounts receivable, net of allowance for doubtful accounts of \$1,274,700 and \$998,800, respectively	82,177,600	88,748,200
Product inventory	60,913,600	53,360,300
Deferred tax assets, net	6,227,300	3,135,100
Prepaid expenses and other current assets	3,482,300	2,308,200
Total current assets	157,268,800	165,763,400
Property and equipment, net	23,202,000	22,905,700
Goodwill, net	11,684,700	11,684,700
Other long-term assets	2,144,500	2,143,900
Total assets	\$ 194,300,000	\$ 202,497,700
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Trade accounts payable	\$ 65,209,300	\$ 78,344,700
Payroll, benefits and taxes	11,678,500	17,211,600
Income and sales tax liabilities	2,530,700	3,137,000
Accrued expenses and other current liabilities	1,048,900	1,041,100
Revolving line of credit	--	--
Current portion of long-term debt	249,700	249,200
Total current liabilities	80,717,100	99,983,600
Deferred tax liabilities, net	3,951,800	2,243,500
Long-term debt, net of current portion	2,458,300	2,708,000
Other long-term liabilities	4,370,200	3,910,700
Total liabilities	91,497,400	108,845,800
Commitment and Contingencies		
Shareholders' equity:		
Preferred stock, \$0.01 par value, 500,000 shares authorized and no shares issued and outstanding	--	--
Common stock, \$0.01 par value, 15,000,000 shares authorized, 13,362,398 shares issued and 7,987,900 shares outstanding as of March 31, 2013, and 13,017,172 shares issued and 7,744,528 shares outstanding as of April 1, 2012	91,500	88,000
Additional paid-in capital	50,481,600	45,135,900
Treasury stock, at cost, 5,374,498 shares outstanding as of March 31, 2013 and 5,272,644 shares outstanding as of April 1, 2012	(48,438,300)	(46,276,400)

Retained earnings	100,667,800	94,704,400
Total shareholders' equity	102,802,600	93,651,900
Total liabilities and shareholders' equity	\$ 194,300,000	\$ 202,497,700

The accompanying Notes to the Consolidated Financial Statements are an integral part of these consolidated statements.

Table of ContentsTESSCO TECHNOLOGIES INCORPORATED AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income

	March 31, 2013	Fiscal Years Ended April 1, 2012	March 27, 2011
Revenues	\$ 752,565,000	\$ 733,389,900	\$ 605,219,200
Cost of goods sold	605,525,800	584,733,700	471,938,600
Gross profit	147,039,200	148,656,200	133,280,600
Selling, general and administrative expenses	117,820,600	121,652,400	117,305,100
Income from operations	29,218,600	27,003,800	15,975,500
Interest, net	224,200	292,900	420,600
Income before provision for income taxes	28,994,400	26,710,900	15,554,900
Provision for income taxes	11,200,500	10,274,000	5,536,700
Net income	\$ 17,793,900	\$ 16,436,900	\$ 10,018,200
Basic earnings per share	\$ 2.22	\$ 2.12	\$ 1.33
Diluted earnings per share	\$ 2.15	\$ 2.03	\$ 1.27
Cash dividends declared per common share	\$ 1.47	\$ 0.55	\$ 0.40
Comprehensive income:			
Net income	\$ 17,793,900	\$ 16,436,900	\$ 10,018,200
Change in value of interest rate swap, net of tax	--	24,600	73,000
Total comprehensive income	\$ 17,793,900	\$ 16,461,500	\$ 10,091,200

The accompanying Notes to these Consolidated Financial Statements are an integral part of these consolidated statements.

Table of Contents

TESSCO TECHNOLOGIES INCORPORATED AND SUBSIDIARIES

Consolidated Statements of Changes in Shareholders' Equity

	Common Stock		Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss		Comprehensive Income	Total Shareholders' Equity
	Shares	Amount							
Balance at March 28, 2010	7,231,878	81,500	36,937,700	(42,819,400)	75,543,000	(97,600)			69,645,200
Proceeds from issuance of stock	80,436	800	706,600	--	--	--	--	--	707,400
Treasury stock purchases	(108,032)	--	--	(1,569,000)	--	--	--	--	(1,569,000)
Non-cash stock compensation expense	260,663	1,800	2,272,200	--	--	--	--	--	2,274,000
Excess tax loss from stock-based compensation	--	--	751,600	--	--	--	--	--	751,600
Cash dividends paid	--	--	--	--	(3,020,300)	--	--	--	(3,020,300)
Comprehensive Income:									
Net income	--	--	--	--	10,018,200	--	10,018,200		
Other comprehensive loss, net of tax	--	--	--	--	--	73,000	73,000		
Total comprehensive income								10,091,200	10,091,200
Balance at March 27, 2011	7,464,945	84,100	40,668,100	(44,388,400)	82,540,900	(24,600)			78,880,100
Proceeds from issuance of stock	169,978	1,700	1,114,100	--	--	--	--	--	1,115,800
Treasury stock purchases	(114,445)	--	--	(1,888,000)	--	--	--	--	(1,888,000)
Non-cash stock compensation expense	224,050	2,200	2,926,000	--	--	--	--	--	2,928,200
Excess tax benefit from stock-based compensation	--	--	427,700	--	--	--	--	--	427,700
Cash dividends paid	--	--	--	--	(4,273,400)	--	--	--	(4,273,400)

Comprehensive Income:								
Net income	--	--	--	--	16,436,900	--	16,436,900	
Other comprehensive income, net of tax								
	--	--	--	--	--	24,600	24,600	
Total comprehensive income								
							16,461,500	16,461,500
Balance at April 1, 2012								
	7,744,528	88,000	45,135,900	(46,276,400)	94,704,400	--		93,651,900
Proceeds from issuance of stock								
	24,908	300	486,500	--	--	--	--	486,800
Treasury stock purchases								
	(101,854)	--	--	(2,161,900)	--	--	--	(2,161,900)
Non-cash stock compensation expense								
	320,318	3,200	2,533,600	--	--	--	--	2,536,800
Excess tax benefit from stock-based compensation								
	--	--	2,325,600	--	--	--	--	2,325,600
Cash dividends paid								
	--	--	--	--	(11,830,500)	--	--	(11,830,500)
Comprehensive Income:								
Net income	--	--	--	--	17,793,900	--	17,793,900	
Other comprehensive income, net of tax								
	--	--	--	--	--	--	--	
Total comprehensive income								
							17,793,900	17,793,900
Balance at March 31, 2013								
	7,987,900	\$91,500	\$50,481,600	\$(48,438,300)	\$100,667,800	\$--		\$ 102,802,600

The accompanying Notes to these Consolidated Financial Statements are an integral part of these consolidated statements.

Table of ContentsTESSCO TECHNOLOGIES INCORPORATED AND SUBSIDIARIES
Consolidated Statements of Cash Flows

	March 31, 2013	Fiscal Years Ended April 1, 2012	March 27, 2011
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	\$ 17,793,900	\$ 16,436,900	\$ 10,018,200
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	4,979,400	4,844,900	4,445,200
Gain on sale of property and equipment	(3,000)	--	--
Non-cash stock compensation expense	2,536,800	2,928,200	