

---

---

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

---

**FORM 8-K**

---

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 14, 2014**

---

**ModusLink Global Solutions, Inc.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35319**  
(Commission  
File No.)

**04-2921333**  
(IRS Employer  
Identification No.)

**1601 Trapelo Road, Suite 170**  
**Waltham, Massachusetts**  
(Address of principal executive offices)

**02451**  
(Zip Code)

**(781) 663-5000**  
(Registrant's telephone number, including area code)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

## Item 2.02 Results of Operations and Financial Condition.

On October 14, 2014, ModusLink Global Solutions, Inc. (the “Company”) reported its results of operations for its fourth fiscal quarter and fiscal year ended July 31, 2014. A copy of the press release issued by the Company concerning the foregoing results is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information contained herein and in the accompanying Exhibit 99.1 shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing. The information in this Item 2.02, including Exhibit 99.1 hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

## Item 3.03. Material Modification to Rights of Security Holders.

On October 17, 2011, the Company’s Board of Directors adopted the Tax Benefit Preservation Plan between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent (as amended, the “Tax Plan”), which was amended on March 21, 2012 by Amendment No. 1 to the Tax Plan. On October 14, 2014, the Company entered into Amendment No. 2 to the Tax Plan (the “Amendment”). The Tax Plan, which is designed to preserve the Company’s substantial tax assets, was originally scheduled to expire at the close of business on October 17, 2014. Amendment No. 2 to the Tax Plan, which was unanimously approved by the Company’s Board of Directors, extends the expiration date of the Tax Plan to October 17, 2017 (subject to other earlier termination events, including final adjournment of the Company’s 2015 annual meeting of stockholders if stockholder approval of the extension has not been received prior to that time). The Amendment and the description of the Amendment in the press release announcing the Amendment are incorporated herein by reference to Exhibits 4.1 and 99.1 to this current report. The foregoing description of the Amendment is qualified in its entirety by reference to such exhibits. A copy of the Tax Plan and a summary of its material terms were filed with the Securities and Exchange Commission on Form 8-K on October 18, 2011 (incorporated herein by reference to Exhibit 4.2) and the March 21, 2012 Amendment No. 1 to the Tax Plan and a summary of its material terms were filed with the Securities and Exchange Commission on Form 8-K on March 22, 2012 (incorporated herein by reference to Exhibit 4.3).

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amendment No. 2 to Tax Benefit Preservation Plan, dated as of October 14, 2014, between ModusLink Global Solutions, Inc. and American Stock Transfer & Trust Company, LLC.
4.2	Tax Benefit Preservation Plan, dated as of October 17, 2011, between ModusLink Global Solutions, Inc. and American Stock Transfer & Trust Company, LLC (incorporated herein by reference to Exhibit 4.1 of the registrant’s Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 18, 2011).
4.3	Amendment No. 1 to Tax Benefit Preservation Plan, dated as of March 21, 2012, between ModusLink Global Solutions, Inc. and American Stock Transfer & Trust Company, LLC (incorporated herein by reference to Exhibit 4.2 of the registrant’s Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 22, 2012).
99.1	Press Release.

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

ModusLink Global Solutions, Inc.

Date: October 14, 2014

By: /s/ Joseph B. Sherk

Name: Joseph B. Sherk

Title: Principal Financial and Accounting Officer

**AMENDMENT NO. 2  
TO  
TAX BENEFIT PRESERVATION PLAN**

AMENDMENT NO. 2 to TAX BENEFIT PRESERVATION PLAN (this “Amendment”) between ModusLink Global Solutions, Inc., a Delaware corporation (the “Company”), and American Stock Transfer & Trust Company, LLC, as rights agent (the “Rights Agent”) is effective prior to the close of business on this 17<sup>th</sup> day of October, 2014.

WHEREAS, the Company and the Rights Agent are parties to a Tax Benefit Preservation Plan, dated as of October 17, 2011, amended by Amendment No. 1 dated March 21, 2012 (the “Plan”);

WHEREAS, the Board of Directors of the Company deems it is advisable and in the best interests of the Company and its stockholders to amend certain provisions of the Plan;

WHEREAS, no Person (as defined in the Plan) has become an Acquiring Person (as defined in the Plan); and

WHEREAS, pursuant to and in accordance with Section 26 of the Plan, the Company desires to amend the Plan as set forth below.

NOW, THEREFORE, the Plan is hereby amended as follows:

1. Amendments.

(a) Clause (i) of Section 7.1 of the Plan is amended in its entirety to read as follows:

“(i) the Close of Business on October 17, 2017 (the “*Final Expiration Date*”).”

(b) Clause (v) of Section 7.1 of the Plan is amended in its entirety to read as follows:

“(v) the final adjournment of the 2015 Shareholder Meeting if Amendment No. 2 to Tax Preservation Plan is not approved on or before such time by the holders of a majority of the voting power of the outstanding shares of Common Stock (or other shares that vote together with the Common Stock as one class for purposes of such an approval) that are present in person or by proxy at the 2015 Shareholder Meeting and entitled to vote on the proposal to approve such amendment to this Plan”.

(c) Each of the Legend and Paragraph one of the Form of Right Certificate, attached as Exhibit B to the Plan, is amended so that the references to “October 17, 2014” are replaced with “October 17, 2017”.

(d) The fifth paragraph of the Summary of Rights to Purchase Preferred Stock, attached as Exhibit C to the Plan, is amended so that the reference to “October 17, 2014” is replaced with “October 17, 2017”.

2. Effect of this Amendment. It is the intent of the parties that this Amendment constitutes an amendment of the Plan as contemplated by Section 26 thereof. This Amendment shall be deemed effective as of the date hereof as if executed by both parties hereto on such date.

Except as expressly provided in this Amendment, the terms of the Plan remain in full force and effect.

3. Counterparts. This Amendment may be executed in any number of counterparts and each of such counterpart shall for all purposes be deemed to be an original, and all such counterparts shall together constitute one and the same instrument.

4. Governing Law. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made and performed entirely within such state.

5. Severability. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, illegal or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

6. Descriptive Headings. The captions herein are included for convenience of reference only, do not constitute a part of this Amendment and shall be ignored in the construction and interpretation hereof.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date set forth above.

MODUSLINK GLOBAL SOLUTIONS, INC.

By: Joseph B. Sherk  
Name: Joseph B. Sherk  
Title: Principal Financial and Accounting Officer

AMERICAN STOCK TRANSFER & TRUST COMPANY,  
LLC

By: Paul H. Kim  
Name: Paul H. Kim  
Title: Asst. General Counsel

## MODUSLINK REPORTS 2014 FOURTH QUARTER AND FISCAL YEAR FINANCIAL RESULTS

—Company extends tax benefit preservation plan—

**WALTHAM, Mass.—October 14, 2014**—ModusLink Global Solutions™, Inc. (NASDAQ: MLNK) today reported financial results for its 2014 fourth quarter and fiscal year ended July 31, 2014. Results for those periods are summarized in the following paragraphs. For a full discussion of the results, please see the Company's annual report on Form 10-K, which can be accessed through [www.moduslink.com](http://www.moduslink.com).

**Fourth Quarter Financial Summary**

- Net revenue of \$164.7 million compared to \$181.0 million in the fourth quarter of fiscal 2013
- Gross margin of 8.8% compared to 11.1% in the fourth quarter of fiscal 2013
- SG&A expenses of \$17.2 million, a 13.1% reduction compared to the fourth quarter of fiscal 2013
- Operating loss of \$4.2 million compared to operating loss of \$5.7 million in the fourth quarter of fiscal 2013
- Net loss of \$8.5 million, or \$0.16 per share, compared with net loss of \$8.8 million, or \$0.17 per share, in the fourth quarter of fiscal 2013
- Adjusted EBITDA of \$2.1 million compared to \$6.9 million in the fourth quarter of fiscal 2013

ModusLink reported net revenue of \$164.7 million for the fourth quarter of fiscal 2014, compared to \$181.0 million in the fourth quarter of fiscal 2013. The change in net revenue was primarily driven by lower revenue from a computing client that primarily affected results in Asia, and lower volumes from an aftermarket services program related to the repair and refurbishment of mobile devices that affected results in the Americas.

Gross margin for the fourth quarter of fiscal 2014 was 8.8% compared to 11.1% in the fourth quarter of the previous year. The decline was primarily due to lower overall revenue, including revenue from the computing client noted above, partially offset by improved operating efficiencies. In the fourth quarter of the prior year, the Company recognized previously deferred revenue for a client program, which increased gross margin by 80 basis points for that period.

Operating loss for the fourth quarter of fiscal 2014 was \$4.2 million, compared to \$5.7 million in the fourth quarter of the previous year. Contributing to the reduced operating loss was an 80.3% decline in restructuring costs and a 13.1% decline in selling, general and administrative expenses (SG&A), which was primarily due to lower professional fees related to the financial restatement and employee related costs. Net loss for the fourth quarter of fiscal 2014 was \$8.5 million, or \$0.16 per share, compared with net loss of \$8.8 million, or \$0.17 per share.

For the fourth quarter of fiscal 2014, Adjusted EBITDA was \$2.1 million compared to \$6.9 million for the same period in fiscal 2013. EBITDA represents earnings before interest, income tax expense, depreciation and amortization, and Adjusted EBITDA represents EBITDA excluding certain items. Please refer to the non-GAAP information and table reconciling the Company's Adjusted EBITDA to its GAAP net income/(loss) below.

The Company reported cash and cash equivalents of \$183.5 million at July 31, 2014 compared to \$77.9 million at July 31, 2013. At July 31, 2014, the Company reported trading securities of \$22.8 million. The payment associated with the acquisition of the securities was not made by July 31, 2014 given that the majority of the related trades had not settled. Therefore, the liability associated with the payment is classified under other current liabilities on the Company's balance sheet.

#### **Fiscal Year 2014 Financial Summary**

- Net revenue of \$723.4 million compared to \$754.5 million in fiscal 2013
- Gross margin of 10.3%, an improvement of 40 basis points, compared to 9.9% in fiscal 2013
- SG&A expenses of \$72.0 million, a 17.2% reduction compared to fiscal 2013
- Operating loss of \$5.5 million compared to operating loss of \$28.2 million in fiscal 2013
- Net loss of \$16.3 million, or \$0.32 per share, compared with net loss of \$40.4 million, or \$0.86 per share, in fiscal 2013
- Adjusted EBITDA of \$23.0 million compared to \$17.2 million in fiscal 2013

The Company reported net revenue of \$723.4 million for 2014, compared to \$754.5 million in fiscal 2013. The change in net revenue was driven by lower revenue from a software client that reorganized its supply chain, primarily affecting results in Europe. Results for fiscal 2014 benefited from significant revenue growth from a consumer electronics client, which primarily affected results in the Americas and Europe, and from an aftermarket services program related to the repair and refurbishment of mobile devices that affected results in the Americas.

Gross margin for fiscal 2014 was 10.3% compared to 9.9% in the previous year. The improvement was primarily due to a favorable revenue mix and cost reduction actions.

ModusLink reported operating loss for fiscal 2014 of \$5.5 million, compared to operating loss of \$28.2 million in the previous year. Contributing to the reduced operating loss was a 54.8% decline in restructuring costs and a 17.2% decline in SG&A, which was primarily due to lower professional fees (including audit fees and cost related to the financial restatement) and employee related costs. Net loss for fiscal 2014 was \$16.3 million, or \$0.32 per share, compared with net loss of \$40.4 million, or \$0.86 per share. For fiscal 2014, Adjusted EBITDA was \$23.0 million compared to \$17.2 million for fiscal 2013.



### **ModusLink Extends Tax Benefit Preservation Plan**

ModusLink today announced that its Board of Directors approved a three-year extension of its current tax benefit preservation plan, which is designed to help preserve the value of its net operating losses and other deferred tax benefits.

The current plan, adopted in October 2011, had been scheduled to expire on October 17, 2014. As approved by the Board of Directors, the expiration date of the tax benefit preservation plan has been extended to October 17, 2017.

Additional information regarding the tax benefit preservation plan will be contained in a Form 8-K and in a Registration Statement on Form 8-A/A that ModusLink is filing with the Securities and Exchange Commission.

### **About ModusLink**

ModusLink Corporation, a wholly owned subsidiary of ModusLink Global Solutions, Inc. (NASDAQ: MLNK), executes comprehensive supply chain and logistics services that are designed to improve clients' revenue, cost, sustainability and customer experience objectives. ModusLink is a trusted and integrated provider to the world's leading companies in consumer electronics, communications, computing, medical devices, software and retail. The Company's operations are supported by more than 25 sites across North America, Europe, and the Asia/Pacific region. For details on ModusLink's flexible and scalable solutions visit [www.moduslink.com](http://www.moduslink.com) and [www.valueunchained.com](http://www.valueunchained.com), the blog for supply chain professionals.

### **Non-GAAP Information**

In addition to the financial measures prepared in accordance with generally accepted accounting principles, the Company uses Adjusted EBITDA, a non-GAAP financial measure, to assess its performance. EBITDA represents earnings before interest, income tax expense, depreciation and amortization. We define Adjusted EBITDA as EBITDA excluding the effects of professional fees associated with our SEC inquiry and financial restatement, strategic alternatives and other professional fees, executive severance and employee retention, restructuring, share-based compensation, impairments of goodwill and long-lived assets, unrealized foreign exchange gains or losses, net, other non-operating gains or losses, net, equity in losses of affiliates and impairments, and discontinued operations.

We believe that providing Adjusted EBITDA to investors is useful as this measure provides important supplemental information of our performance to investors and permits investors and management to evaluate the operating performance of our core supply chain business. We use Adjusted EBITDA in internal forecasts and models when establishing internal operating budgets, supplementing the financial results and forecasts reported to our Board of Directors, determining a component of incentive compensation for executive officers and other key employees based on operating performance and evaluating short-term and long-term operating trends in our core supply chain business. We believe that the

Adjusted EBITDA financial measure assists in providing an enhanced understanding of our underlying operational measures to manage the core supply chain business, to evaluate performance compared to prior periods and the marketplace, and to establish operational goals. We believe that these non-GAAP financial adjustments are useful to investors because they allow investors to evaluate the effectiveness of the methodology and information used by management in our financial and operational decision making.

Adjusted EBITDA is a non-GAAP financial measure and should not be considered in isolation or as a substitute for financial information provided in accordance with U.S. GAAP. This non-GAAP financial measure may not be computed in the same manner as similarly titled measures used by other companies.

A table reconciling the Company's EBITDA and Adjusted EBITDA to its GAAP net income/(loss) is included in this release.

ModusLink Global Solutions is a registered trademark of ModusLink Global Solutions, Inc. All other company names and products are trademarks or registered trademarks of their respective companies.

*This release contains forward-looking statements, which address a variety of subjects. All statements other than statements of historical fact, including without limitation, those with respect to the Company's goals, plans, expectations and strategies set forth herein are forward-looking statements. The following important factors and uncertainties, among others, could cause actual results to differ materially from those described in these forward-looking statements: the Company's ability to execute on its business strategy, including any cost reduction plans and the continued and increased demand for and market acceptance of its services, which could negatively affect the Company's ability to meet its revenue, operating income and cost savings targets, maintain and improve its cash position, expand its operations and revenue, lower its costs, improve its gross margins, reach and sustain profitability, reach its long-term objectives and operate optimally; failure to realize expected benefits of restructuring and cost-cutting actions; the Company's ability to preserve and monetize its net operating losses; difficulties integrating technologies, operations and personnel in accordance with the Company's business strategy; client or program losses; demand variability in supply chain management clients to which the Company sells on a purchase order basis rather than pursuant to contracts with minimum purchase requirements; risks inherent with conducting international operations; and increased competition and technological changes in the markets in which the Company competes. For a detailed discussion of cautionary statements that may affect the Company's future results of operations and financial results, please refer to the Company's filings with the Securities and Exchange Commission, including the Company's most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Forward-looking statements represent management's current expectations and are inherently uncertain. The Company does not undertake any obligations to update forward-looking statements made by it.*

Contact:

Cathy Venable  
781-663-5012  
ir@moduslink.com

ModusLink Global Solutions, Inc. and Subsidiaries  
Condensed Consolidated Balance Sheets  
(in thousands)

	July 31, 2014	July 31, 2013
<b>Assets:</b>		
Cash and cash equivalents	\$183,515	\$ 77,916
Trading securities	22,793	—
Accounts receivable, net	123,948	142,098
Inventories	65,269	61,322
Prepaid and other current assets	10,243	9,750
<b>Total current assets</b>	<b>405,768</b>	<b>291,086</b>
Property and equipment, net	25,126	34,290
Investments in affiliates	7,172	7,970
Goodwill	3,058	3,058
Other intangible assets, net	667	1,764
Other assets	9,855	5,528
<b>Total assets</b>	<b>\$451,646</b>	<b>\$343,696</b>
<b>Liabilities:</b>		
Accounts payable	\$105,045	\$110,148
Accrued restructuring	2,246	4,670
Accrued expenses	39,544	34,748
Other current liabilities	51,759	26,865
<b>Total current liabilities</b>	<b>198,594</b>	<b>176,431</b>
Long-term portion of accrued restructuring	39	494
Notes payable	73,391	—
Other long-term liabilities	8,004	9,866
<b>Total liabilities</b>	<b>280,028</b>	<b>186,791</b>
Stockholders' equity:	171,618	156,905
<b>Total liabilities and stockholders' equity</b>	<b>\$451,646</b>	<b>\$343,696</b>

ModusLink Global Solutions, Inc. and Subsidiaries  
Condensed Consolidated Statements of Operations  
(in thousands, except per share data)

	(unaudited) Three Months Ended July 31,			Years Ended July 31,		
	2014	2013	Fav (Unfav)	2014	2013	Fav (Unfav)
Net revenue	\$164,700	\$181,001	(9.0%)	\$723,400	\$754,504	(4.1%)
Cost of revenue	150,249	160,908	6.6%	648,675	680,134	4.6%
Gross profit	14,451	20,093	(28.1%)	74,725	74,370	0.5%
	8.8%	11.1%	(2.3%)	10.3%	9.9%	0.5%
<b>Operating expenses:</b>						
Selling, general and administrative	17,233	19,823	13.1%	72,020	86,972	17.2%
Amortization of intangible assets	268	281	4.6%	1,097	1,133	3.2%
Impairment of long-lived assets	—	—		500	—	
Restructuring, net	1,117	5,664	80.3%	6,557	14,497	54.8%
Total operating expenses	18,618	25,768	27.7%	80,174	102,602	21.9%
Operating income (loss)	(4,167)	(5,675)	26.6%	(5,449)	(28,232)	80.7%
Other income (expense), net	(2,226)	(1,195)	(86.3%)	(6,097)	(5,704)	(6.9%)
Income (loss) from continuing operations before taxes	(6,393)	(6,870)	6.9%	(11,546)	(33,936)	66.0%
Income tax expense	2,092	1,804	(16.0%)	4,682	3,779	(23.9%)
Equity in losses of affiliates, net of tax	—	161		134	1,615	
Income (loss) from continuing operations	(8,485)	(8,835)	4.0%	(16,362)	(39,330)	58.4%
<b>Discontinued operations, net of income taxes:</b>						
Income (loss) from discontinued operations	—	(6)	0.0%	80	(1,025)	107.8%
Net income (loss)	<u>\$ (8,485)</u>	<u>\$ (8,841)</u>	<u>4.0%</u>	<u>\$ (16,282)</u>	<u>\$ (40,355)</u>	<u>59.7%</u>
<b>Basic and diluted net income (loss) per share:</b>						
Income (loss) from continuing operations	\$ (0.16)	\$ (0.17)	4.7%	\$ (0.32)	\$ (0.84)	62.4%
Income (loss) from discontinued operations	(0.00)	(0.00)	99.9%	0.00	(0.02)	107.1%
Net income (loss)	<u>\$ (0.16)</u>	<u>\$ (0.17)</u>	<u>4.8%</u>	<u>\$ (0.32)</u>	<u>\$ (0.86)</u>	<u>63.5%</u>
<b>Weighted average number of common shares used in:</b>						
Basic and diluted earnings per share	51,830	51,421		51,582	46,654	

ModusLink Global Solutions, Inc. and Subsidiaries  
Condensed Consolidated Statements of Operations Information by Operating Segment  
(in thousands)

	(unaudited)		Years Ended July 31,	
	Three Months Ended July 31,		2014	2013
	2014	2013	2014	2013
<b>Net revenue:</b>				
Americas	\$ 69,235	\$ 72,354	\$299,026	\$268,490
Asia	42,285	48,099	176,592	212,963
Europe	43,760	48,522	209,550	237,222
All other	9,420	12,026	38,232	35,829
Total net revenue	<u>\$ 164,700</u>	<u>\$ 181,001</u>	<u>\$723,400</u>	<u>\$754,504</u>
<b>Operating income (loss):</b>				
Americas	\$ 1,152	\$ 1,590	\$ 9,456	\$ (230)
Asia	3,334	6,462	17,335	22,841
Europe	(3,385)	(8,512)	(12,319)	(22,091)
All other	(347)	605	(249)	349
Total segment operating income (loss)	754	145	14,223	869
Corporate-level activity	(4,921)	(5,820)	(19,672)	(29,101)
Total operating income (loss)	<u>\$ (4,167)</u>	<u>\$ (5,675)</u>	<u>\$ (5,449)</u>	<u>\$ (28,232)</u>

ModusLink Global Solutions, Inc. and Subsidiaries  
Reconciliation of Selected Non-GAAP Measures to GAAP Measures  
(in thousands)

Net Income (Loss) to Adjusted EBITDA<sup>1</sup>

	(unaudited)		Years Ended July 31,	
	Three Months Ended July 31, 2014	2013	2014	2013
Net income (loss)	\$ (8,485)	\$ (8,841)	\$ (16,282)	\$ (40,355)
Interest income	(56)	(71)	(382)	(300)
Interest expense	2,548	88	5,009	612
Income tax expense	2,092	1,804	4,682	3,779
Depreciation	2,981	3,907	13,179	14,118
Amortization of intangible assets	268	281	1,097	1,133
EBITDA	(652)	(2,832)	7,303	(21,013)
SEC inquiry and financial restatement costs	589	2,522	3,909	10,761
Strategic alternatives and other professional fees	878	35	963	1,270
Executive severance and employee retention	—	154	1,080	1,417
Restructuring	1,117	5,664	6,557	14,497
Share-based compensation	591	467	2,254	2,308
Impairment of goodwill and long-lived assets	—	—	500	—
Unrealized foreign exchange (gains) losses, net	(337)	(786)	(660)	1,964
Other non-operating (gains) losses, net	(39)	208	(430)	592
Equity in losses of affiliates and impairments	—	1,430	1,554	4,365
Discontinued operations	—	6	(80)	1,025
Adjusted EBITDA	\$ 2,147	\$ 6,868	\$ 22,950	\$ 17,186

- <sup>1</sup> The Company defines Adjusted EBITDA as net income (loss) excluding net charges related to interest income, interest expense, income tax expense, depreciation, amortization of intangible assets, SEC inquiry and financial restatement costs, strategic alternatives and other professional fees, executive severance and employee retention, restructuring, share-based compensation, impairment of goodwill and long-lived assets, unrealized foreign exchange (gains) losses, net, other non-operating (gains) losses, net, equity in losses of affiliates and impairments and discontinued operations.