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

FORM 10-K

(Mark One)

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 201 6

OR

☐ **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 0-20191

Intrusion Inc.
(Exact name of registrant as specified in its charter)

DELAWARE	**75-1911917**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1101 EAST ARAPAHO ROAD, SUITE 200 RICHARDSON, TEXAS	**75081**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(972) 234-6400**

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

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, $0.01 par value
(Title of class)

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange 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 Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 in response to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.
☒

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

Large Accelerated Filer ☐	Accelerated Filer ☐
Non-Accelerated Filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☒

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of June 30, 2016: $2,748,000.

As of March 15, 2017, 12,747,836 shares of the issuer's Common Stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive Proxy Statement filed in connection with the Registrant's 2017 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

INTRUSION INC.
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PART I

Item 1. Description of Business.

In addition to the historical information contained herein, the discussion in this Annual Report on Form 10-K contains certain forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, such as statements concerning:

- growth and anticipated operating results;
- developments in our markets and strategic focus;
- new products and product enhancements;
- potential acquisitions and the integration of acquired businesses, products and technologies;
- strategic relationships and future economic and business conditions.

The cautionary statements made in this Form 10-K should be read as being applicable to all related forward-looking statements whenever they appear in this Form 10-K. Our actual results could differ materially from the results discussed in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed under the section captioned "Risk Factors" in Item 1A of this Form 10-K as well as those cautionary statements and other factors set forth elsewhere herein.

General

We develop, market and support a family of entity identification, high speed data mining, cybercrime and advanced persistent threat detection products. Our product families include:

- TraceCop™ for identity discovery and disclosure,
- Savant™ for network data mining and advanced persistent threat detection .

We market and distribute our products through a direct sales force to:

- end-users,
- value-added resellers,
- system integrators,
- managed service providers, and
- distributors.

Our end-user customers include:

- U.S. federal government entities,
- local government entities,
- banks,
- airlines,
- credit unions,
- other financial institutions,
- hospitals and other healthcare providers, and
- other customers.

Essentially, our end-users can be defined as any end-users requiring network security solutions for protecting their mission critical data.

We were organized in Texas in September 1983 and reincorporated in Delaware in October 1995. Our principal executive offices are located at 1101 East Arapaho Road, Suite 200, Richardson, Texas 75081, and our telephone number is (972) 234-6400. Our website URL is www.intrusion.com. References to the "Company", "we", "us", "our", "Intrusion" or "Intrusion Inc." refer to Intrusion Inc. and its subsidiaries. TraceCop and Savant are trademarks of Intrusion Inc.

Government Sales

Sales to U.S. government customers accounted for 69.3% of our revenues for the year ended December 31, 2016, compared to 54 .7% of our revenue in 2015. We expect to continue to derive a substantial portion of our revenues from sales to governmental entities in the future as we continue to market our entity identification products and data mining products to the government. Sales to the government present risks in addition to those involved in sales to commercial customers that could adversely affect our revenues, including potential disruption due to irregularities in or interruptions to appropriation and spending patterns, delays in approving a federal budget and the government's reservation of the right to cancel contracts and purchase orders for its convenience.

Generally, we make our sales under purchase orders and contracts. Our customers, including government customers, may cancel their orders or contracts with little or no prior notice and without penalty. Although we transact business with various government entities, we believe that the cancellation of any particular order in itself could have a material adverse effect on our financial results. Because we derive and expect to continue to derive a substantial portion of our revenue from sales to government entities, a large number of cancelled or renegotiated government orders or contracts could have a material adverse effect on our financial results. Currently, we are not aware of any proposed cancellation or renegotiation of any of our existing arrangements with government entities.

Industry Background

We develop, market and support a family of entity identification products, data mining and advanced persistent threat detection products. Our product families include:

- TraceCop for entity identification and;
- Savant for data mining and advanced persistent threat detection.

Intrusion's products help protect critical information assets by quickly detecting, protecting, analyzing and reporting attacks or misuse of classified, private and regulated information for government and enterprise networks.

Products

TraceCop

Our TraceCop product family includes a database of worldwide IP addresses which are regularly updated. In addition, other information and analysis results, such as geo-location data, may also be included. Customers use the TraceCop data to aid in the identification and location of individuals involved in cybercrime. In addition to the IP database, the TraceCop family includes analysis software and a GUI interface to assist analysts in locating cybercriminals and other bad guys. We license TraceCop to our customers for a fee and offer updates for the TraceCop database. We either install and update the database at the Intrusion facility or install the TraceCop database on a customer server onsite.

Savant

Savant is a high-speed network data mining product which organizes the data into networks of relationships and associations. Savant operates on networks with data flows of up to 20 gigabits without dropping packets. Savant provides corporate CIOs and CISOs with the ability to assess and mitigate many of todays' cybersecurity threats and challenges. The Savant solution provides real-time access and insight into a company's own indisputable and quantifiable network data for more effective, unbiased decision making. Uses of the Savant product include data mining, data loss prevention, advanced persistent threat detection and identification of Internet habits of network users. Savant is a software product which we license to our customers and for which we sell data updates. We also re-sell the server required to implement Savant into the customer's network.

Third-Party Products

We currently resell standard commercially available computers and servers from various vendors which we integrate with our different software products for implementation into our customer networks. We do not consider any of these third party relationships to be material to the Company's business or results of operations.

Customer Services

Our product sales may include installation and threat data interpretation.

Product Development

The network security industry is characterized by rapidly changing technology, standards and customer demands all shaped by the current state of the economy. We believe that our future success depends in large part upon the timely enhancement of existing products as well as the development of new technologically advanced products that meet cybersecurity industry standards, perform successfully and efficiently. We are currently marketing TraceCop and Savant products to meet emerging market requirements and are continuously engaged in testing to ensure that our products interoperate with other manufacturers' products, which comply with industry standards.

During 2016 and 2015, our research and development expenditures were approximately $2.5 and $2.3 million, respectively. All of our expenditures for research and development have been expensed as incurred. At December 31, 2016, we had 21 employees engaged in research, product development and engineering.

Manufacturing and Supplies

Our internal manufacturing operations consist primarily of software, packaging, testing and quality control of finished units.
The hardware we sell are standard off-the-shelf products, which we sell directly to OEM customers or resell from our suppliers.

Intellectual Property and Licenses

Our success and our ability to compete are dependent, in part, upon our proprietary technology. We principally rely on a combination of contractual rights, trade secrets and copyright laws to establish and protect our proprietary rights in our products. In addition, we have received two patents. We have also entered into non-disclosure agreements with our suppliers, resellers and certain customers to limit access to and disclosure of proprietary information. There can be no assurance that the steps taken by us to protect our intellectual property will be adequate to prevent misappropriation of our technology or that our competitors will not independently develop technologies that are substantially equivalent or superior to our technology.

We have entered into software and product license agreements with various suppliers. These license agreements provide us with additional software and hardware components that add value to our security products. These license agreements do not provide proprietary rights that are unique or exclusive to us and are generally available to other parties on the same or similar terms and conditions, subject to payment of applicable license fees and royalties. We do not consider any of the product license, software or supplier agreements to be material to our business, but rather complementary to our business and product offerings.

Sales, Marketing and Customers

Field Sales Force. Our direct sales organization focuses on major account sales, channel partners including distributors, value added resellers (VARs) and integrators; promotes our products to current and potential customers; and monitors evolving customer requirements. The field sales and technical support force provides training and technical support to our resellers and end users and assists our customers in designing cyber secure data networking solutions. We currently conduct sales and marketing efforts from our principal office in Richardson (Dallas), Texas. In addition, we have sales personnel, sales engineers or sales representatives located in Virginia, California, Europe and Asia.

Distributors. We have signed distribution agreements with distributors in the United States, Europe and Asia. In general, these relationships are non-exclusive.

Resellers. Resellers such as domestic and international system integrators and VARs sell our products as stand-alone solutions to end users and integrate our products with products sold by other vendors into network security systems that are sold to end users. Our field sales force and technical support organization provide support to these resellers. Our agreements with resellers are non-exclusive, and our resellers generally sell other products that may compete with our products. Resellers may place higher priority on products of other suppliers who are larger and have more name recognition, and there can be no assurance that resellers will continue to sell and support our products.

Foreign Sales. We believe that rapidly evolving international markets are potential sources of future sales. Our export sales are currently planned to be made through an indirect sales force comprised of international resellers in Europe and Asia. Export sales did not account for any revenue in 2016 and 2015. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in this report for a geographic breakdown of our revenue in 2016 and 2015 .

Marketing. We have implemented several methods to market our products, including participation in trade shows and seminars, telemarketing, distribution of sales literature and product specifications and ongoing communication with our resellers and installed base of end-user customers.

Customers. Our end-user customers include U.S. federal government entities, banks, credit unions, other financial institutions, hospitals and healthcare providers. Sales to certain customers and groups of customers can be impacted by seasonal capital expenditure approval cycles, and sales to customers within certain geographic regions can be subject to seasonal fluctuations in demand.

In 2016, 69.3% of our revenue was derived from a variety of U.S. government entities through direct sales and indirectly through system integrators and resellers. These sales are attributable to six U.S. Government customers through direct and indirect channels, three exceeded 10% of total revenue individually in 2016. Comparatively, sales to the U.S. Government through direct and indirect channels totaled 54.7% of total revenues for 2015. These sales are attributable to three U.S. Government customers through direct and indirect channels, all exceeded 10% of total revenue individually in 2015. A reduction in our sales to U.S. government entities could have a material adverse effect on our business and operating results if not replaced.

Backlog. We believe that only a small portion of our order backlog is non-cancelable and that the dollar amount associated with the non-cancelable portion is immaterial. We purchase, or contract for the purchase of, our inventory based upon our forecast of customer demand and we maintain inventories in advance of receiving firm orders from customers. Commercial orders are generally fulfilled within two days to two weeks following receipt of an order. Certain orders may be scheduled over several months, generally not exceeding one year.

Customer Support, Service and Warranty. We service, repair and provide technical support for our products. Our field sales and technical support force works closely with resellers and end-user customers on-site and by telephone to assist with pre- and post-sales support services such as network security design, system installation and technical consulting. By working closely with our customers, our employees increase their understanding of end-user requirements and provide input to the product development process.

We warrant all of our products against defects in materials and workmanship for periods ranging from 90 days to 12 months. Before and after expiration of the product warranty period, we offer both on-site and factory-based support, parts replacement and repair services. Extended warranty services are separately invoiced on a time and materials basis or under an annual maintenance contract.

Competition

The market for network and data protection security solutions is intensely competitive and subject to frequent product introductions with new technologies, improved price and performance characteristics. Industry suppliers compete in areas such as conformity to existing and emerging industry standards, interoperability with networking and other security products, management and security capabilities, performance, price, ease of use, scalability, reliability, flexibility, product features and technical support. The market for identity identification and data mining is more fragmented and thus allows more opportunities for small companies to compete in.

There are numerous companies competing in various segments of the data security markets. At this time, we have limited competitors for TraceCop; however, we expect competitors to emerge in the future. These competitors perform only a portion of the functions that we currently perform with TraceCop. Also, we have been collecting the TraceCop data continuously for more than six years. We believe that none of our current or future competitors have the ability to provide this historical data. In our newest market segment, data mining and advanced persistent threat detection, we compete with several companies including Niksun, NetScout, Fireeye (Mandiant) and Palo Alto Networks.

Furthermore, some of our competitors have substantially greater financial, technical, sales and marketing resources, better name recognition and a larger customer base than we do. Even if we do introduce advanced products that meet evolving customer requirements in a timely manner, there can be no assurance that our new products will gain market acceptance.

Certain companies in the network security industry have expanded their product lines or technologies in recent years as a result of acquisitions. Further, more companies have developed products which conform to existing and emerging industry standards and have sought to compete on the basis of price. We anticipate increased competition from large networking equipment vendors, which are expanding their capabilities in the network security market. In addition, we anticipate increased competition from private “start-up” companies that have developed, or are developing, advanced security products. Increased competition in the security industry could result in significant price competition, reduced profit margins or loss of market share, any of which could have a material adverse effect on our business, operating results and financial condition. There can be no assurance that we will be able to compete successfully in the future with current or new competitors.

Employees

As of December 31, 2016, we employed a total of 32 full time persons, including 7 in sales, marketing and technical support, 21 in research, product development and engineering, and 4 in administration and finance.

None of our employees are represented by a labor organization, and we are not a party to any collective bargaining agreement. We have not experienced any work stoppages and consider our relations with our employees to be good.

Competition in the recruiting of personnel in the networking and data security industry is intense. We believe that our future success will depend in part on our continued ability to hire, motivate and retain qualified management, sales, marketing, and technical personnel. To date, we have not experienced significant difficulties in attracting or retaining qualified employees.

Item 1A. Risk Factors

In addition to the other information in this Form 10-K, the following factors should be considered in evaluating Intrusion Inc. and our business.

We may not have sufficient cash to operate our business and may not be able to maintain certain liquidity requirements under our existing debt instruments. Additional debt and equity offerings to fund future operations may not be available and, if available, may significantly dilute the value of our currently outstanding common stock.

As of December 31, 2016, we had cash and cash equivalents of approximately $64,000, down from approximately $102,000 as of December 31, 2015. We generated a net loss of $1,552,000 for the year ended December 31, 2016 compared to net loss of $1,249,000 for the year ended December 31, 2015. As of February 9, 2017, in addition to cash and cash equivalents , $515,000 of funding is available from a promissory note to borrow up to $3.4 million from G. Ward Paxton, the Company's Chief Executive Officer. We are obligated to make payments of accrued dividends on all our outstanding shares of preferred stock that will reduce our available cash resources. Based on projections of growth in revenue and net income in the coming quarters, and the borrowings available previously mentioned, we believe that we will have sufficient cash resources to finance our operations and expected capital expenditures through March 31, 2018. We expect to fund our operations through anticipated Company profits, borrowings from the Company's CEO, and possibly additional investments of private equity and debt, which, if we are able to obtain, will have the effect of diluting our existing common stockholders, perhaps significantly. Any equity or debt financings, if available at all, may be on terms which are not favorable to us and, in the case of equity financings, may result in dilution to our stockholders. If our operations do not generate positive cash flow in the upcoming year, or if we are not able to obtain additional debt or equity financing on terms and conditions acceptable to us, if at all, we may be unable to implement our business plan, fund our liquidity needs or even continue our operations.

We had a net loss of $1. 55 million for the year ended December 31, 201 6 and have an accumulated deficit of $ 61.5 million as of December 31, 201 6 . To achieve sustainable profitability, we must generate increased revenue.

For the year ended December 31, 2016, we had a net loss of $1.55 million and had an accumulated deficit of approximately $61.5 million as of December 31, 2016, compared to a net loss of $1.25 million and an accumulated deficit of approximately $59.9 million as of December 31, 2015. We need to generate greater revenue from the sales of our products and services if we are to achieve profitability. If we are unable to generate greater revenue, net losses may continue and we may never be able to sustain profitability or generate positive cash flow from operations in the future.

If our newer products do not achieve market acceptance, our revenue growth may suffer.

Our new network security products, advanced persistent threat and entity identification products have been in the market place for a limited period of time and may have longer sales cycles than our previous products. Accordingly, we may not achieve the meaningful revenue growth needed to sustain operations. We can provide no assurances that sales of our newer products will grow or generate sufficient revenues to sustain our business. If we are unable to recognize revenues due to longer sales cycles or other problems, our results of operations will be adversely affected, perhaps materially.

We have not yet received broad market acceptance for our newer products. We cannot assure you that our present or future products will achieve market acceptance on a sustained basis. In order to achieve market acceptance and achieve future revenue growth, we must introduce complementary security products, incorporate new technologies into our existing product lines and design, develop and successfully commercialize higher performance products in a timely manner. We cannot assure you that we will be able to offer new or complementary products that gain market acceptance quickly enough to avoid decreased revenues during current or future product introductions or transitions.

A large percentage of our revenues are received from U.S. government entities, and the loss of any one of these customers could reduce our revenues and materially harm our business and prospects.

A large percentage of our revenues result from sales to U.S. government entities. If we were to lose one or more of these key relationships, our revenues could decline and our business and prospects may be materially harmed. We expect that even if we are successful in developing relationships with non-governmental customers, our revenues will continue to be concentrated among government entities. For the years ended December 31, 2014, 2015 and 2016, sales to U.S. government entities collectively accounted for 51.4%, 54.7% and 69.3% of our total net revenues, respectively. The loss of any of these key relationships may send a negative message to other U.S. government entities or non-governmental customers concerning our product offering. We cannot assure you that U.S. government entities will be customers of ours in future periods or that we will be able to diversify our customer portfolio to adequately mitigate the risk of loss of any of these customers.

Government customers involve unique risks, which could adversely impact our revenues.

We expect to continue to derive a substantial portion of our revenues from U.S. government customers in the future. Sales to the government present risks in addition to those involved in sales to commercial customers, including potential disruption due to appropriation and spending patterns, delays in approving a federal budget and the government's right to cancel contracts and purchase orders for its convenience. General political and economic conditions, which we cannot accurately predict, directly and indirectly may affect the quantity and allocation of expenditures by federal departments. In addition, obtaining government contracts may involve long purchase and payment cycles, competitive bidding, qualification requirements, delays or changes in funding, budgetary constraints, political agendas, extensive specification development and price negotiations and milestone requirements. Each government entity also maintains its own rules and regulations with which we must comply and which can vary significantly among departments. As a result, cutbacks or re-allocations in the federal budget or losses of government sales due to other factors could have a material adverse effect on our revenues and operating results.

We are highly dependent on sales made through indirect channels, the loss of which would materially adversely affect our operations.

For the years ended December 31, 2014, 2015 and 2016, we derived 55.7%, 74.7% and 7 0.7% of our revenues from sales through indirect sales channels, such as distributors, value-added resellers, system integrators, original equipment manufacturers and managed service providers. We must expand our sales through these indirect channels in order to increase our revenues. We cannot assure you that our products will gain market acceptance in these indirect sales channels or that sales through these indirect sales channels will increase our revenues. Further, many of our competitors are also trying to sell their products through these indirect sales channels, which could result in lower prices and reduced profit margins for sales of our products.

The payment of dividends on our preferred stock may strain our cash resources.

On March 25, 2004, we completed a $5,000,000 private placement pursuant to which we issued 1,000,000 shares of our 5% Convertible Preferred Stock (the "Series 1 Preferred Stock") and warrants to acquire 556,619 shares of our common stock. The conversion price for the Series 1 Preferred Stock is $3.144 per share. As of February 28, 2017, there were 200,000 shares of the Series 1 Preferred Stock outstanding, representing approximately 318,065 shares of common stock upon conversion.

On March 28, 2005, we completed a $2,663,000 private placement pursuant to which we issued 1,065,200 shares of our Series 2 5% Convertible Preferred Stock (the "Series 2 Preferred Stock") and warrants to acquire 532,600 shares of our common stock. The conversion price for the Series 2 Preferred Stock is $2.50 per share. As of February 28, 2017, there were 460,000 shares of the Series 2 Preferred Stock outstanding, representing 460,000 shares of common stock upon conversion.

On December 2, 2005, we completed a $1,230,843 private placement pursuant to which we issued 564,607 shares of our Series 3 5% preferred stock (the "Series 3 Preferred Stock") and warrants to acquire 282,306 shares of our common stock. The conversion price for the Series 3 Preferred Stock is $2.18 per share. As of February 28, 2017, there were 289,377 shares of Series 3 Preferred Stock outstanding, representing 289,377 shares of common stock upon conversion.

If we are unable to pay scheduled dividends on shares of our preferred stock it could potentially result in additional consequences, some of them material.

Delaware law provides that we may only pay dividends out of our capital surplus or, if no surplus is available, out of our net profits for the fiscal year the dividend is declared and/or the preceding fiscal year. We currently have dividend payments that are past due because we do not currently have a capital surplus or fiscal year net profits. We cannot assure you that our net assets will exceed our stated capital or that we will have sufficient net profits in order to pay these dividends in the future. These dividends continue to accrue on all our outstanding shares of preferred stock, regardless of whether we are legally able to pay them. If we continue to be unable to pay dividends on our preferred stock, we will be required to accrue an additional late fee penalty of 18% per annum on the unpaid dividends for the Series 2 Preferred Stock and Series 3 Preferred Stock. Our CEO, CFO and one outside board member who are invested in Series 2 and Series 3 Preferred Stock have waived any possible late fee penalties. In addition to this late penalty, the holders of our Series 2 Preferred Stock and Series 3 Preferred Stock could elect to present us with written notice of our failure to pay dividends as scheduled, in which case we would have 45 days to cure such a breach. In the event that we failed to cure the breach, the holders of these shares of preferred stock would then have the right to require us to redeem their shares of preferred stock for a cash amount calculated in accordance with their respective certificates of designation. If we were required to redeem all shares of Series 2 Preferred Stock and Series 3 Preferred Stock as of February 28, 2017 the aggregate redemption price we would owe would be $2.0 million.

You will experience substantial dilution upon the conversion or redemption of the shares of preferred stock or in the event we raise additional funds through the issuance of new shares of our common stock or securities convertible or exercisable into shares of common stock.

On February 28, 2017, we had 12,747,836 shares of common stock outstanding. Upon conversion of all outstanding shares of preferred stock, we will have 13,815,279 shares of common stock outstanding, approximately an 8.4% increase in the number of shares of our common stock outstanding.

In addition, management may issue additional shares of common stock or securities exercisable or convertible into shares of common stock in order to finance our continuing operations. Any future issuances of such securities would have additional dilutive effects on the existing holders of our Common Stock.

Further, the occurrence of certain events could entitle holders of our Series 2 Preferred Stock and Series 3 Preferred Stock to require us to redeem their shares for a certain number of shares of our common stock. Assuming (i) we have paid all liquidated damages and other amounts to the holders, (ii) paid all outstanding dividends, (iii) a volume weighted average price of $0.33, which was the ten-day volume weighted average closing price of our common stock on February 24, 2017, and (iv) our 12,747,836 shares of common stock outstanding on February 24, 2017, upon exercise of their redemption right by the holders of the Series 3 Preferred Stock and the Series 2 Preferred Stock, we would be obligated to issue approximately 1,460,000 shares of our common stock. This would represent an increase of approximately 11.5% in the number of shares of our common stock as of February 28, 2017.

The conversion of preferred stock we issued in the private placements may cause the price of our common stock to decline.

The holders of the shares of our 5% Preferred Stock may freely convert their shares of preferred stock and sell the underlying shares of common stock pursuant to Rule 144 of the Securities and Exchange Commission. As of February 28, 2017, 800,000 shares of our 5% Preferred Stock had converted into 1,272,263 shares of common stock.

The holders of the shares of Series 2 5% Preferred Stock may freely convert their shares of preferred stock and sell the underlying shares of common stock pursuant to Rule 144 of the Securities and Exchange Commission. As of February 28, 2017, 605,200 shares of Series 2 Preferred Stock had converted into 605,200 shares of common stock.

The holders of the shares of Series 3 5% Preferred Stock may freely convert their shares of Series 3 Preferred Stock and sell the underlying shares of common stock pursuant to Rule 144 of the Securities and Exchange Commission. As of February 28, 2017, 275,230 shares of Series 3 Preferred Stock had converted into 275,230 shares of common stock.

For the four weeks ended on February 24, 2017, the average daily trading volume of our common stock on the OTCQB was 623 shares. Consequently, if holders of preferred stock elect to convert their remaining shares and sell a material amount of their underlying shares of common stock on the open market, the increase in selling activity could cause a decline in the market price of our common stock. Furthermore, these sales, or the potential for these sales, could encourage short sales, causing additional downward pressure on the market price of our common stock.

Certain rights of the holders of our preferred stock and the terms of our secured credit line may hinder our ability to raise additional financing.

Under the terms of our preferred stock instruments, we cannot issue shares of capital stock with rights senior to those of our existing 5% Preferred Stock, Series 2 5% Preferred Stock or Series 3 5% Preferred Stock without the approval of at least a majority of the holders of our 5% Preferred Stock, all of the holders of our Series 2 5% Preferred Stock, and holders of at least 75% of our Series 3 5% Preferred Stock voting or acting as separate classes. We also cannot incur certain indebtedness without the approval of at least a majority of the holders of each class of our Preferred Stock.

You will experience substantial dilution upon the exercise of certain stock options currently outstanding.

On February 28, 2017, we had 12,747,836 shares of common stock outstanding. Upon the exercising of current options issued at or below the exercise price of $0.50, we will have approximately 14,044,000 shares of common stock outstanding, a 10.2% increase in the number of shares of our common stock outstanding.

We resemble a developmental stage company and our business strategy may not be successful.

From our founding in 1983 until 2000, we derived substantially all of our revenue from the design, manufacture and sale of local area networking equipment. In order to permit us to focus our resources solely on developing and marketing our network security products, we sold our local area networking assets and related networking divisions. We now depend exclusively on revenues generated from the sale of our network security products, which have received limited market acceptance. We have recently introduced our entity identification, data mining and advanced persistent threat detection products, the market for these products has only begun to emerge. We can provide no assurances that our newly introduced products will ever achieve widespread market acceptance or that an adequate market for these products will ever emerge. Consequently, we resemble a developmental stage company and will face the following inherent risks and uncertainties:

- the need for our entity identification, data mining and advanced persistent threat detection products to achieve market acceptance and produce a sustainable revenue stream;

- our ability to manage costs and expenses;

- our dependence on key personnel;

- our ability to obtain financing on acceptable terms; and

- our ability to offer greater value than our competitors.

Our business strategy may not successfully address these risks. If we fail to recognize significant revenues from the sales of our entity identification, data mining and advanced persistent threat detection products, our business, financial condition and operating results would be materially adversely affected.

If we fail to respond to rapid technological changes in the network security industry, we may lose customers or our products may become obsolete.

The network security industry is characterized by frequent product introductions, rapidly changing technology and continued evolution of new industry standards. We must also introduce upgrades to our products rapidly in response to customer needs such as new computer viruses or other novel external attacks on computer networks. In addition, the nature of the network security industry requires our products to be compatible and interoperable with numerous security products, networking products, workstation and personal computer architectures and computer and network operating systems offered by various vendors, including our competitors. As a result, our success depends upon our ability to develop and introduce in a timely manner new products and enhancements to our existing products that meet changing customer requirements and evolving industry standards. The development of technologically advanced network security products is a complex and uncertain process requiring high levels of innovation, rapid response and accurate anticipation of technological and market trends. We cannot assure you that we will be able to identify, develop, manufacture, market or support new or enhanced products successfully in a timely manner. Further, we or our competitors may introduce new products or product enhancements that shorten the life cycle of our existing products or cause our existing products to become obsolete.

We face intense competition from both start-up and established companies that may have significant advantages over us and our products.

The market for our products is intensely competitive. There are numerous companies competing with us in various segments of the data security markets, and their products may have advantages over our products in areas such as conformity to existing and emerging industry standards, interoperability with networking and other security products, management and security capabilities, performance, price, ease of use, scalability, reliability, flexibility, product features and technical support.

Our principal competitors in the data mining and advanced persistent threat market include Niksun, NetScout, Fireeye (Mandiant) and Palo Alto Networks. Our current and potential competitors may have one or more of the following significant advantages over us:

- greater financial, technical and marketing resources;
- better name recognition;
- more comprehensive security solutions;
- better or more extensive cooperative relationships; and
- larger customer base.

We cannot assure you that we will be able to compete successfully with our existing or new competitors. Some of our competitors may have, in relation to us, one or more of the following: longer operating histories, longer-standing relationships with OEM and end-user customers and greater customer service, public relations and other resources. As a result, these competitors may be able to more quickly develop or adapt to new or emerging technologies and changes in customer requirements, or devote greater resources to the development, promotion and sale of their products. Additionally, it is likely that new competitors or alliances among existing competitors could emerge and rapidly acquire significant market share.

Our management and larger stockholders exercise significant control over our Company and have the ability to approve or take actions that may be in conflict to your interests.

As of February 28, 2017, our executive officers, directors and preferred stockholders beneficially own approximately 33% of our voting power. In addition, other related parties control approximately 28% of our voting power. As a result, these stockholders will be able to exercise significant control over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, which could delay or prevent someone from acquiring or merging with us. These stockholders may use their influence to approve or take actions that may be adverse to the interests of other holders of our Common Stock. Further, we contemplate the possible issuance of shares of our Common Stock or of securities exercisable or convertible into shares of our Common Stock in the future to our Chief Executive Officer and Chief Financial Officer. Any such issuance will increase the percentage of stock our Chief Executive Officer, Chief Financial Officer and our management group beneficially hold.

Our products are highly technical and if they contain undetected errors, our business could be adversely affected and we might have to defend lawsuits or pay damages in connection with any alleged or actual failure of our products and services.

Our products are highly technical and complex, are critical to the operation of many networks and, in the case of our security products, provide and monitor network security and may protect valuable information. Our products have contained and may contain one or more undetected errors, defects or security vulnerabilities. Some errors in our products may only be discovered after a product has been installed and used by end customers. Any errors or security vulnerabilities discovered in our products after commercial release could result in loss of revenues or delay in revenue recognition, loss of customers and increased service and warranty cost, any of which could adversely affect our business and results of operations. In addition, we could face claims for product liability, tort or breach of warranty. Defending a lawsuit, regardless of its merit, is costly and may divert management's attention. In addition, if our business liability insurance coverage is inadequate or future coverage is unavailable on acceptable terms or at all, our financial condition could be harmed.

A breach of network security could harm public perception of our security products, which could cause us to lose revenues.

If an actual or perceived breach of network security occurs in the network of a customer of our security products, regardless of whether the breach is attributable to our products, the market perception of the effectiveness of our products could be harmed. This could cause us to lose current and potential end customers or cause us to lose current and potential value-added resellers and distributors. Because the techniques used by computer hackers to access or sabotage networks change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques.

If our products do not interoperate with our customers' networks, installations will be delayed or cancelled and could harm our business.

Our products are designed to interface with our customers' existing networks, each of which have different specifications and utilize multiple protocol standards and products from other vendors. Many of our customers' networks contain multiple generations of products that have been added over time as these networks have grown and evolved. Our products will be required to interoperate with many or all of the products within these networks as well as future products in order to meet our customers' requirements. If we find errors in the existing software or defects in the hardware used in our customers' networks, we may have to modify our software or hardware to fix or overcome these errors so that our products will interoperate and scale with the existing software and hardware, which could be costly and negatively impact our operating results. In addition, if our products do not interoperate with those of our customers' networks, demand for our products could be adversely affected, orders for our products could be cancelled or our products could be returned. This could hurt our operating results, damage our reputation and seriously harm our business and prospects.

Our products can have long sales and implementation cycles, which may result in us incurring substantial expenses before realizing any associated revenues.

The sale and implementation of our products to large companies and government entities typically involves a lengthy education process and a significant technical evaluation and commitment of capital and other resources. This process is also subject to the risk of delays associated with customers' internal budgeting and other procedures for approving capital expenditures, deploying new technologies within their networks and testing and accepting new technologies that affect key operations. As a result, sales and implementation cycles for our products can be lengthy, and we may expend significant time and resources before we receive any revenues from a customer or potential customer. Our quarterly and annual operating results could be materially harmed if orders forecast for a specific customer and for a particular period are not realized.

Consolidation in the network security industry may limit market acceptance of our products.

Several of our competitors have acquired security companies with complementary technologies in the past. We expect consolidation in the network security industry to continue in the future. These acquisitions may permit our competitors to accelerate the development and commercialization of broader product lines and more comprehensive solutions than we currently offer. Acquisitions of vendors or other companies with which we have a strategic relationship by our competitors may limit our access to commercially significant technologies. Further, business combinations in the network security industry are creating companies with larger market shares, customer bases, sales forces, product offerings and technology and marketing expertise, which may make it more difficult for us to compete.

We must adequately protect our intellectual property in order to prevent loss of valuable proprietary information.

We rely primarily on a combination of patent, copyright, trademark and trade secret laws, confidentiality procedures and non-disclosure agreements to protect our proprietary technology. However, unauthorized parties may attempt to copy or reverse-engineer aspects of our products or to obtain and use information that we regard as proprietary. Policing unauthorized use of our products is difficult, and we cannot be certain that the steps we have taken will prevent misappropriation of our intellectual property. This is particularly true in foreign countries where the laws may not protect proprietary rights to the same extent as the laws of the United States and may not provide us with an effective remedy against unauthorized use. If our protection of our intellectual property proves to be inadequate or unenforceable, others may be able to use our proprietary developments without compensation to us, resulting in potential cost advantages to our competitors.

We may incur substantial expenses defending ourselves against claims of infringement.

There are numerous patents held by many companies relating to the design and manufacture of network security systems. Third parties may claim that our products infringe on their intellectual property rights. Any claim, with or without merit, could consume our management's time, result in costly litigation, cause delays in sales or implementations of our products or require us to enter into royalty or licensing agreements. Royalty and licensing agreements, if required and available, may be on terms unacceptable to us or detrimental to our business. Moreover, a successful claim of product infringement against us or our failure or inability to license the infringed or similar technology on commercially reasonable terms could seriously harm our business.

Fluctuations in our quarterly revenues may cause the price of our common stock to decline.

Our operating results have varied significantly from quarter to quarter in the past, and we expect our operating results to vary from quarter to quarter in the future due to a variety of factors, many of which are outside of our control. Significant portions of our expenses are not variable in the short term and we cannot reduce them quickly to respond to unexpected decreases in revenues. Therefore, if revenues are below our expectations, this shortfall is likely to adversely and disproportionately affect our operating results. Accordingly, we may not attain positive operating margins in future quarters. Any of these factors could cause our operating results to be below the expectations of securities analysts and investors, which likely would negatively affect the price of our common stock.

The price of our common stock has been volatile in the past and may continue to be volatile in the future due to factors outside of our control.

The market price of our common stock has been highly volatile in the past and may continue to be volatile in the future. For example, in fiscal year 2016, the market price of our common stock on the OTCQB Marketplace (“OTCQB”) fluctuated between $0.12 and $1.09 per share. The market price of our common stock may fluctuate significantly in the future in response to a number of factors, many of which are outside our control, including:

- variations in our quarterly operating results;
- changes in estimates of our financial performance by securities analysts;
- changes in market valuations of our competitors;
- thinly traded common stock;
- announcements by us or our competitors of new products, significant contracts, acquisitions, strategic relationships, joint ventures or capital commitments;
- product or design flaws, product recalls or similar occurrences;
- additions or departures of key personnel;
- sales of common stock in the future; and
- fluctuations in stock market prices and volume, which are relatively typical for high technology companies.

Our acquisition of complementary products or businesses may adversely affect our financial condition.

We have made acquisitions in the past and, in the future we may acquire or invest in additional companies, business units, product lines or technologies to accelerate the development of products and sales channels complementary to our existing products and sales channels. Negotiation of potential acquisitions and integration of acquired products, technologies or businesses could divert our management’s time and resources. Future acquisitions could cause us to issue equity securities that would dilute your ownership of us, incur debt or contingent liabilities, amortize intangible assets or write off in-process research and development, goodwill and other acquisition-related expenses that could seriously harm our financial condition and operating results. Further, if we are not able to properly integrate acquired products, technologies or businesses with our existing products and operations, train, retain and motivate personnel from the acquired business or combine potentially different corporate cultures, we may not receive the intended benefits of our acquisitions, which could adversely affect our business, operating results and financial condition.

Compliance with export regulations may hinder our sales to foreign customers.

Certain of our data security products incorporate encryption and other technology that may require clearance and export licenses from the U.S. Department of Commerce under United States export regulations. Any inability to obtain these clearances or licenses or any foreign regulatory approvals, if required, on a timely basis could delay sales and have a material adverse effect on our operating results.

Item 2. Properties.

Our headquarters are located in a two-story building in Richardson, Texas. We occupy approximately 23,000 square feet of floor space in this facility. This facility houses our corporate administration, operations, marketing, research and development, engineering, sales and technical support personnel. The lease for this facility extends through April 2021.

Approximately thirty percent of our security software research and development and engineering staff are located in two separate small facilities in San Diego, California. The leases for these facilities are currently set to expire in March 2018 .

We believe that the existing facilities at December 31, 2016, will be adequate to meet our operational requirements through 2017. We believe that all such facilities are adequately covered by appropriate property insurance. See Note 4 to our Consolidated Financial Statements for additional information regarding our obligations under leases.

Item 3. Legal Proceedings.

We are subject to legal proceedings and claims that arise in the ordinary course of business. We do not believe that any claims exist where the outcome of such matters would have a material adverse effect on our consolidated financial position, operating results or cash flows. However, there can be no assurance such legal proceedings will not have a material impact on future results.

PART II

Item 5. Market for Common Equity and Related Stockholder Matters and Business Issuer Purchases of Equity Securities.

Our common stock trades on the OTCQB, where it is currently listed under the symbol "INTZ." As of February 28, 2017, there were approximately 180 registered holders of record of our common stock. The following table sets forth, for the periods indicated, the high and low bid prices per share of our common stock, as reported by the OTCQB. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

	201 6 (high/low bid prices per share)		201 5 (high/low bid prices per share)	
	High	Low	High	Low
First Quarter	$ 1.09	$ 0.51	$ 2.86	$ 1.63
Second Quarter	0.60	0.25	2.04	1.61
Third Quarter	0.43	0.20	1.87	1.31
Fourth Quarter	1.00	0.12	1.58	0.90

We have not declared or paid cash dividends on our common stock in our two most recent fiscal years. We intend to retain any earnings for use in our business and do not anticipate paying any cash dividends on our common stock in the foreseeable future. Future dividends on common stock, if any, will be determined by our Board of Directors. However, shares of our 5% convertible preferred stock accrue cash dividends equal to $0.25 per share per annum, payable in arrears on March 31 and September 30 of each year, and shares of our Series 2 5% and Series 3 5% convertible preferred stock accrue cash dividends equal to $0.125 and $0.109 per share per annum, respectively, payable in arrears on the first business day of March, June, September and December of each year. During the fiscal year ended December 31, 2015, we accrued $51,000 in dividends to the holders of our 5% Preferred Stock, $57,000 in dividends to the holders of our Series 2 5% Preferred Stock and $33,000 in dividends to the holders of our Series 3 5% Preferred Stock. Delaware law provides that we may only pay dividends out of our capital surplus or, if no surplus is available, out of our net profits for the fiscal year the dividend is declared and/or the preceding fiscal year.

All stock option plans under which our common stock is reserved for issuance have previously been approved by our stockholders. The following table provides summary information as of December 31, 2016 for all of our equity compensation plans (in thousands, except per share data). See Note 9 to our consolidated financial statements for additional discussion.

	Number of shares of common stock to be issued upon exercise of outstanding options	Weighted average exerci se price of outstanding options	No. of shares of common stock remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	2,254.2(1)	$ 0.64	531.0
Equity compensation plans not approved by security holders	—	—	—
Total	2,254.2	$ 0.64	531.0

(1) Included in the outstanding options are 2,185 ,167 from the 2005 Stock Incentive Plan and 531,000 from the 2015 Stock Option Plan.

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

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995

This Annual Report on Form 10-K, including the sections entitled "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Description of Business," contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 . These statements relate to future events or to our future financial performance, and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by the use of words such as "may," "could," "expect," "intend," "plan," "seek," "anticipate," "believe," "estimate," "predict," "potential," "continue," or the negative of these terms or other comparable terminology. You should not place undue reliance on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond our control and which could materially affect actual results, levels of activity, performance or achievements. Factors that may cause actual results to differ materially from current expectations, which we describe in more detail elsewhere in this Annual Report on Form 10-K under the heading "Risk Factors," include, but are not limited to:

- failure to respond to rapid technological changes in the network security industry;
- failure of our regulated information compliance, and entity identification products to achieve market acceptance;
- our status as a developmental stage company;
- our need to generate substantially greater revenues from sales in order to achieve profitability;
- intense competition from both start-up and established companies that may have significant advantages over us and our products;
- disruption to our business due to military actions;
- long sales and implementation cycles of our products;
- insufficient cash to operate our business;
- the effect of consolidation in the network security industry;
- risks involved with Government customers;
- our inability to expand our sales;
- failure to adequately protect our intellectual property; or
- the rights of the holders of our preferred stock and the terms of our secured credit line.

If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary significantly from what we projected. Any forward-looking statement you read in this filing reflects our current views with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity. We assume no obligation to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

Overview

We develop, market and support a family of entity identification products, data mining and advanced persistent threat detection products. Our product families include:

- TraceCop for identity identification;
- Savant for data mining/advanced persistent threat detection .

Intrusion's products help protect critical information assets by quickly detecting, protecting, analyzing and reporting attacks or misuse of classified and private data for government and enterprise networks.

Our revenues have been fairly consistent over the past few years due primarily to our focus on our TraceCop and Savant product lines. To date, we have not encountered significant competition in the TraceCop and Savant markets that has caused us to decrease our sales prices when compared to sales prices in previous years. To help keep our operation expenses under control, we held our employee headcount at a reasonable level in 2016 compared to 2015. At December 31, 2015, we employed 36 full time persons and at December 31, 2016, we employed 32 full time persons. Our margins were fairly consistent at 62.9% in 2015, and 64.2% in 2016.

In order for us to operate and grow our business, we must generate and sustain sufficient operating profits and cash flow in future periods. This will require us to generate additional revenues from sales of our entity identification software, data mining and advanced persistent threat products. In order to obtain these sales, our products must gain acceptance in a competitive industry. We believe our ability to market and sell our TraceCop and Savant products into the marketplace in a timely manner and our efforts to effectively control spending levels will help us achieve these results.

Critical Accounting Policies and Estimates

Management's discussion and analysis of financial condition and results of operations are based upon 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 amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to product returns, bad debts, inventories, income taxes, warranty obligations, maintenance contracts and contingencies. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Revenue Recognition

We generally recognize product revenue upon shipment. These products include both hardware and perpetual software licenses, as we do not currently offer software on a subscription basis. We accrue for estimated warranty costs and sales returns at the time of shipment based on our experience. There is a risk that technical issues on new products could result in unexpected warranty costs and returns. To the extent that our warranty costs exceed our expectations, we will increase our warranty reserve to compensate for the additional expense expected to be incurred. We review these estimates periodically and determine the appropriate reserve percentage. However, to date, warranty costs and sales returns have not been material. The customer may return a product only under very limited circumstances during the first thirty days from delivery for a replacement if the product is damaged or for a full refund if the product does not perform as intended. Historically, most or our sales returns were related to hardware-based products. As we continue to migrate away from such hardware-based products, these returns have declined.

We recognize software revenue from the licensing of our software products in accordance with FASB ASC Topic 605 whereby revenue from the licensing of our products is not recognized until all four of the following have been met:

i) execution of a written agreement;
ii) delivery of the product has occurred;
iii) the fee is fixed and determinable; and
iv) collectability is probable.

Bundled hardware and software product revenue is recognized at time of delivery, as our licenses are not sold on a subscription basis. Data updates are typically done monthly and revenue will be matched accordingly. Product sales may include maintenance and customer support allocated revenue in an arrangement using estimated selling prices of the delivered goods and services based on a selling price hierarchy using the relative selling price method. All of our product offering and service offering market values are readily determined based on current and prior stand-alone sales. We may defer and recognize maintenance, updates and support revenue over the term of the contract period, which is generally one year.

Service revenue, primarily including maintenance, training and installation are recognized upon delivery of the service and typically are unrelated to product sales. To date, training and installation revenue has not been material. These revenues are included in net customer support and maintenance revenues in the statement of operations.

Our normal payment terms offered to customers, distributors and resellers are net 30 days domestically and net 45 days internationally. We do not offer payment terms that extend beyond one year and rarely do we extend payment terms beyond our normal terms. If certain customers do not meet our credit standards, we do require payment in advance to limit our credit exposure.

Shipping and handling costs are billed to the customer and included in product revenue. Our costs of shipping and handling are included in cost of product revenue.

Allowances for Doubtful Accounts

We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. Our receivables are uncollaterized, and we expect to continue this policy in the future. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. Historically, our estimates for sales returns and doubtful accounts have not differed materially from actual results.

Inventory

We write down our inventory for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required. Historically, our estimates for inventory obsolescence have not differed materially from actual results.

Fair Value of Financial Instruments

We calculate the fair value of our assets and liabilities which qualify as financial instruments and include additional information in the notes to consolidated financial statements when the fair value is different than the carrying value of these financial instruments. The estimated fair value of accounts receivable, accounts payable and accrued expenses, and dividends payable approximate their carrying amounts due to the relatively short maturity of these instruments. Loan payable to officer are with a related party and as a result do not bear market rates of interest . Capital leases approximate fair value as they bear market rates of interest. Management believes based on its current financial position that it could not obtain comparable amounts of third party financing, and as such cannot estimate the fair value of the loans payable to officer. None of these instruments are held for trading purposes.

Results of Operations

The following tables set forth, for the periods indicated, certain financial data as a percentage of net revenue.

	Year Ended December 31,	
	201 6	**201 5**
Net product revenue	100.0%	99.6%
Net customer support and maintenance revenue	—	0.4
Total revenue	100.0	100.0
Cost of product revenue	35.8	36.9
Cost of customer support and maintenance revenue	—	0.2
Total cost of revenue	35.8	37.1
Gross profit	64.2	62.9
Operating expenses:		
Sales and marketing	26.8	27.7
Research and development	41.0	33.9
General and administrative	19.5	18.0
Operating loss	(23.1)	(16.7)
Interest expense, net	(2.3)	(1.6)
Other income, net	—	—
Loss from operations before income taxes	(25.4)	(18.3)
Income tax provision	—	—
Net loss	(25.4)	(18.3)
Preferred stock dividends accrued	(2.3)	(2.0)
Net loss attributable to common stockholders	(27.7)%	(20.3)%

201 6 compared with 201 5

Net Revenue

Total revenue decreased 10.6% to $6.1 million in 2016 from $6.8 million in 2015. The decrease in revenue was related to slower than anticipated sales growth from our Savant and TraceCop product lines. Our product revenues decreased 10.2% from $6.8 million in 2015 to $6.1 million in 2016. We expect our product revenues to increase in the future as the market acceptance of our TraceCop and Savant product lines increase. Customer support and maintenance revenue decreased $3 thousand for the quarter ended December 31, 2016 and $29 thousand for the year-ended December 31, 2016. This decrease was due to the expiration of all existing maintenance contracts at year-end 2015.

There were no export sales in 2016 and 2015 primarily due to our focus on domestic revenue sales. Sales of our products internationally may be subject to currency exchange risk, which may cause our products to effectively increase in price, if the exchange rate moves significantly and the dollar gains value over the foreign currency.

Historically, due to the timing of our sales cycle, a significant portion of our monthly sales occurs in the second half of the month. Accordingly, our receivables increase at the end of each month, which causes a higher accounts receivable balance at month end. This monthly trend also causes an inflated comparative relationship between revenue and accounts receivable. We believe that this monthly trend will continue because monthly sales forecast and planning meetings are held in the first week of every month, the middle of the month is focused on sales calls to customers and the latter half of the month on closing sales.

Gross Profit

Gross profit decreased 8.7% to $3.9 million in 2016 from $4.3 million in 2015. As a percentage of net revenue, gross profit increased from 62.9% in 2015 to 64.2% in 2016. Gross profit on products increased from 63.5% in 2015 to 64.1% in 2016. Gross profit as a percentage of revenue, increased in 2016 compared to 2015 because of product mix. As noted previously, all maintenance contracts expired at year-end 2015.

Gross profit as a percentage of net revenue is impacted by several factors, including shifts in product mix, changes in channels of distribution, sales volume, fluctuations in manufacturing costs, pricing strategies, and fluctuations in sales of integrated third-party products.

Sales and Marketing

Sales and marketing expenses decreased to $1.6 million or 26.8% of net revenue in 2016, compared to $1.9 million or 27.8% of net revenue in 2015. The decrease in sales and marketing expense was due to a decrease in sales personnel. We expect sales and marketing expenses to increase as net revenue levels increase in 2017 .

Research and Development

Research and development expenses increased to $2.5 million or 41.0% of net revenue in 2016 compared to $2.3 million or 33.9% of net revenue in 2015. Our research and development costs are expensed in the period in which they are incurred. We expect research and development expenses to increase as net revenue levels increase in 2017 .

General and Administrative

General and administrative expenses remained constant at $1.2 million, or 19.5% of net revenue in 2016 compared to $1.2 million or 18.0% of net revenue in 2015 as a result of continuing efforts to keep spending under control. We expect general and administration expenses to increase as net revenue levels increase in 2017 .

Interest Expense

Interest expense increased to $145 thousand in 2016, compared to $107 thousand in 2015 . Interest expense increased due increased amount of Loan Payable to Officer. Interest expense will vary in the future based on our cash flow and borrowing needs.

Income Taxes

Our effective income tax rate was 0% in 2016 and 2015 as valuation allowances have been recorded for the entire amount of the net deferred tax assets due to uncertainty of realization.

Liquidity and Capital Resources

Our principal source of liquidity at December 31, 2016 was $0.1 million of cash and cash equivalents. As of December 31, 2016, we do not hold investments with a stated maturity beyond one year. Working capital at December 31, 2016 was a deficiency of $0.8 million, while at December 31, 2015, it was the same at $0.8 million.

Net cash used in operations for the twelve months ended December 31, 2016, was $1.243 million due to a net loss of $1.552 million and the following uses of cash: a $165 thousand increase in accounts receivable and a $6 thousand increase in prepaid expenses and other assets. This was partially offset by the following sources of cash and non-cash items: $9 thousand increase in deferred revenue, $60 thousand increase in accounts payable and accrued expenses, $93 thousand in depreciation expense, $201 thousand in amortization expense of capital leases and other assets, $96 thousand in stock-based compensation, and $20 thousand in waived penalties on dividends. Net cash used in operations in 2015 was $638 thousand, due to a net loss of $1.2 million and the following uses of cash: $56 thousand decrease in deferred revenue, a $33 thousand increase in inventory, and a $22 thousand decrease in accounts payable and accrued expenses. This was partially offset by the following sources of cash and non-cash items: a $157 thousand increase in accounts receivable, $48 thousand increase in prepaid expenses and other assets, $206 thousand in stock-based compensation, $211 thousand in amortization expense of capital leases, $86 thousand in depreciation expense, and $6 thousand in waived penalties on dividends . Future fluctuations in accounts receivable, inventory balances and accounts payable will be dependent upon several factors, including quarterly sales, timely collection of accounts receivable, and the accuracy of our forecasts of product demand and component requirements.

Net cash used in investing activities in 2016 was $47 thousand for purchases of property and equipment. Net cash used in investing activities in 2015 was $121 thousand for purchases of property and equipment.

Net cash provided by financing activities in 2016 was $1.252 million primarily due to proceeds from a loan by an officer of $1.355 million. Other provisions were proceeds from the line-of-credit of $364 thousand and $100 thousand from the exercise of stock options. This was directly offset by the following uses of cash: $364 thousand in payments to the line-of-credit and $202 thousand payment on principal on capital leases. Cash used in financing activities in 2015 was $145 thousand primarily due to $211 thousand payment on principal on capital leases. This was offset by a provision of cash of $66 thousand on the exercise of stock options.

At December 31, 2016, we had a commitment of $207 thousand for future capital lease expenditures. Operating lease commitments of $0.2 million are detailed in the Contractual Obligations section below. During 2016, we funded our operations through the use of available cash, cash equivalents and investments, our line of credit and loans from our Company's CEO.

As of December 31, 2016, we had cash, cash equivalents and investments in the amount of approximately $64 thousand, decreasing from $102 thousand as of December 31, 2015.

On February 4, 2016, the Company entered into an unsecured revolving promissory note to borrow up to $2,200,000 from G. Ward Paxton, the Company's Chief Executive Officer (the "CEO Note"). Under the terms of the CEO Note, the Company may borrow, repay and reborrow on the loan as needed up to an outstanding principal balance due of $2,200,000 at any given time through March 2018.

On September 30, 2016, the Company renewed the CEO Note on the same terms, with the Company being able to borrow, repay and reborrow on the CEO Note as needed up to an outstanding principal balance due of $2,700,000 at any given time through March 2018.

On February 9, 2017, the Company renewed the CEO Note on the same terms, with the Company being able to borrow, repay and reborrow on the CEO Note as needed up to an outstanding principal balance due of $3,400,000 at any given time through March 2019.

Amounts borrowed under the CEO Note officer accrue interest at a floating rate per annum equal to Silicon Valley Bank's ("SVB") prime rate plus 1% (5% at September 30, 2016). All outstanding borrowings and accrued but unpaid interest is due on March 31, 2019. As of December 31, 2016, the borrowings outstanding totaled $2,885,000 and accrued interest totaled $184,000.

On March 29, 2006, we entered into a Loan and Security Agreement with Silicon Valley Bank ("SVB") to establish a $1.0 million line of credit (the "2006 Credit Line"). On June 30, 2008, we entered into an Amended and Restated Loan and Security Agreement with SVB to, among other things, replace the 2006 Credit Line with a $2.5 million line of credit (the "2008 Credit Line"). On June 23, 2015, we entered into the Seventh Amendment to the Amended and Restated Loan and Security Agreement (as amended, the "Loan Agreement") with SVB to replace our expiring line with a $0.625 million line of credit (the "Line of Credit"). Our obligations under the Loan Agreement were secured by substantially all of our assets, including all of our intellectual property. In addition, G. Ward Paxton, the Company's Chairman, President and Chief Executive Officer, established a Guaranty Agreement with SVB securing all outstanding balances under the Line of Credit. On June 21, 2016, the Loan Agreement terminated. Due to increasing fees associated with the Line of Credit, we chose not to renew the loan agreement on the termination date. We replaced the line with an increased commitment under the CEO Note.

As of December 31, 2016, we had cash and cash equivalents of approximately $64,000, down from approximately $102,000 as of December 31, 2015. We generated a net loss of $1,552,000 for the year ended December 31, 2016 compared to net loss of $1,249,000 for the year ended December 31, 2015. As of February 9, 2017, in addition to cash and cash equivalents , $515,000 of funding is available from a promissory note to borrow up to $3.4 million from G. Ward Paxton, the Company's Chief Executive Officer. We are obligated to make payments of accrued dividends on all our outstanding shares of preferred stock that will reduce our available cash resources. Based on projections of growth in revenue and net income in the coming quarters, and the borrowings available previously mentioned, we believe that we will have sufficient cash resources to finance our operations and expected capital expenditures through March 31, 2018. We expect to fund our operations through anticipated Company profits, borrowings from the Company's CEO, and possibly additional investments of private equity and debt, which, if we are able to obtain, will have the effect of diluting our existing common stockholders, perhaps significantly. Any equity or debt financings, if available at all, may be on terms which are not favorable to us and, in the case of equity financings, may result in dilution to our stockholders. If our operations do not generate positive cash flow in the upcoming year, or if we are not able to obtain additional debt or equity financing on terms and conditions acceptable to us, if at all, we may be unable to implement our business plan, fund our liquidity needs or even continue our operations.

We may explore the possible acquisitions of businesses, products and technologies that are complementary to our existing business. We are continuing to identify and prioritize additional security technologies, which we may wish to develop, either internally or through the licensing, or acquisition of products from third parties. While we may engage from time to time in discussions with respect to potential acquisitions, there can be no assurances that any such acquisitions will be made or that we will be able to successfully integrate any acquired business. In order to finance such acquisitions and working capital it may be necessary for us to raise additional funds through public or private financings. Any equity or debt financings, if available at all, may be on terms, which are not favorable to us and, in the case of equity financings, may result in dilution to our stockholders.

Contractual Obligations

The following table sets forth certain information concerning the future contractual obligations under our leases at December 31, 2016. We had no other significant contractual obligations at December 31, 2016 .

Future minimum lease obligations consisted of the following at December 31, 201 6 (in thousands):

Year ending December 31,	Operating Leases	Capital Lease Obligations	Total
2017	$ 158	$ 145	$ 303
2018	6	45	51
2019 and thereafter	—	17	17
	$ 164	$ 207	$ 371

Off-Balance Sheet Arrangements

As of December 31, 2016, we did not have any significant off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K.

Recent Accounting Pronouncements

Revenue Recognition

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (ASU 2014-09), which supersedes most current revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP. The standard is effective for us beginning 2018, and requires using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). We are currently evaluating the impact of our pending adoption of ASU 2014-09 on our consolidated financial statements and have not yet determined the method by which we will adopt the standard in 2018. We do not believe the adoption of this guidance will have a material impact on our financial statements.

In November 2015, the Financial Accounting Standards Board ("FASB") issued ASU 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes, which eliminates the current requirement to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. Instead, all deferred tax assets and liabilities will be required to be classified as noncurrent. The new standard will be effective for us beginning with the first quarter of 2017. Early adoption is permitted. We do not believe the adoption of this new standard will have a material impact on our Consolidated Financial Statements.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, *Leases (Topic 842)* (ASU 2016-02), which generally requires companies to recognize operating and financing lease liabilities and corresponding right-of-use assets on the balance sheet. This guidance will be effective for us in the first quarter of 2019 on a modified retrospective basis and early adoption is permitted. We do not believe the adoption of this guidance will have a material impact on our consolidated financial statements and related disclosures.

In March 2016, the FASB issued new guidance simplifying the accounting for stock-based compensation transactions, including income tax consequences, classification of awards as equity or liabilities, forfeitures, and classification on the statement of cash flows ("ASU 2016-09"). This update is effective for annual reporting periods beginning after December 15, 2016, and early adoption is permitted. We do not believe the adoption of this guidance will have a material impact on our results of operations, financial position, and disclosures.

In August 2014, the FASB issued authoritative guidance that requires an entity's management to evaluate, for each reporting period, whether there are conditions and events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the financial statements are issued. Additional disclosures are required if management concludes that conditions or events raise substantial doubt about the entity's ability to continue asa going concern. This guidance is effective for annual reporting periods ending after December 15, 2016, and for annual periods and interim periods thereafter, with earlier adoption permitted. The adoption of this guidance did not have an impact on the consolidated financial position, results of operations or cash flows and we have updated our disclosures as necessary based on this guidance.

Item 9A. Controls and Procedures

Evaluation of Effectiveness of Disclosure Controls and Procedures

The Company's management, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and is accumulated and communicated to management, including the Company's principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Management Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of consolidated financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

The Company's management, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on criteria established in *2013 Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's evaluation included an assessment of elements such as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies, and the Company's overall control environment. Based on its evaluation, management concluded that the Company's internal control over financial reporting was effective as of the year ended December 31, 2016 to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of consolidated financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles. The Company reviewed the results of management's assessment with the Audit Committee of the Board of Directors.

This Annual Report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this Annual Report. This report shall not be deemed to be filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, and is not 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.

Inherent Limitations on Effectiveness of Controls

The Company's management, including the Chief Executive Officer and Chief Financial Officer, does not expect that the Company's disclosure controls or internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of the effectiveness of controls to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

Changes in Internal Control over Financial Reporting

During the quarter ended December 31, 2016, there were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART III

Certain information required by Part III is omitted from this Form 10-K because we will file a definitive Proxy Statement for our 2017 annual meeting of stockholders pursuant to Regulation 14A (the "Proxy Statement") no later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, and certain information to be included therein is incorporated herein by reference.

Item 10. Directors, Executive Officers and Corporate Governance.

The information called for by this item is incorporated herein by reference to the Proxy Statement.

Item 11. Executive Compensation.

The information called for by this item is incorporated herein by reference to the Proxy Statement.

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

The information called for by this item is incorporated herein by reference to the Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information called for by this item is incorporated herein by reference to the Proxy Statement.

Item 14. Principal Accounting Fees and Services.

The information called for by this item is incorporated herein by reference to the Proxy Statement.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) 1. **Consolidated Financial Statements.**

The following consolidated financial statements of Intrusion Inc. and subsidiaries, are submitted as a separate section of this report (See F-pages):

(b) **Exhibits**

The following Exhibits are filed herewith pursuant to Item 601 of Regulation S-K or incorporated herein by reference to previous filings as noted:

Exhibit Number	Description of Exhibit
3.1(3)	Restated Certificate of Incorporation of the Registrant
3.2(5)	Certificate of Amendment to Certificate of Incorporation of Registrant
3.3(6)	Certificate of Designations for the Registrant's 5% Convertible Preferred Stock
3.4(8)	Certificate of Designations of the Registrant's Series 2 5% Convertible Preferred Stock
3.5(9)	Certificate of Designations for the Registrant's Series 3 5% Convertible Preferred Stock
3.6(3)	Bylaws of the Registrant
4.1(7)	Specimen Common Stock Certificate
4.2(6)	Specimen 5% Convertible Preferred Stock Certificate

Exhibit Number	Description of Exhibit
4.3(8)	Specimen Series 2 5% Convertible Preferred Stock Certificate
4.4(9)	Specimen Series 3 5% Convertible Preferred Stock Certificate
10.3(1)	Form of Indemnification Agreement
10.5(7)	Lease Agreement between CalWest Industrial Holdings Texas, L.P. and Intrusion Inc.
10.7(2)	Amended and Restated 401(k) Savings Plan of the Registrant
10.9(4)	Intrusion Inc. 401(k) Savings Plan Summary of Material Modifications
10.10(10)	Filed as an Exhibit to the Registrant's Definitive Proxy Statement on Schedule 14A in connection with the its Annual Meeting of Stockholders held May 19, 2011, which Exhibit is incorporated herein by reference.
10.10(10)	Amended 2005 Stock Incentive Plan of the Registrant
10.11(1 0)	Form of Notice of Grant of Stock Option
10.12(1 0)	Form of Stock Option Agreement
10.13(1 0)	Form of Stock Issuance Agreement
10.14(1 0)	Form of Notice of Grant of Non-Employee Director Automatic Stock Option (Initial Grant)
10.15(1 0)	Form of Notice of Grant of Non-Employee Director Automatic Stock Option (Annual Grant)
10.16(1 0)	Form of Automatic Stock Option Agreement
10.17(7)	Securities Purchase Agreement dated as of March 28, 2005, by and among the Registrant and the investors listed on Exhibit A thereto
10.18(8)	Securities Purchase Agreement dated as of December 2, 2005, by and among the Registrant and the investors listed on Exhibit A thereto
10.24(11)	Third Amendment to Lease, executed in March 2017, by and between Intrusion Inc. and ICON 1101 E ARAPAHO RD OWNER POOL 2, LLC.
10.25(11)	Promissory Note dated as of February 9, 2017, by and between the Registrant and G. Ward Paxton
21(5)	List of Subsidiaries of Registrant
23.1(11)	Consent of Whitley Penn LLP, Independent Registered Public Accounting Firm
31.1(11)	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act
31.2(11)	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act
32.1(11)	Certification of Chief Executive Officer Pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2(11)	Certification of Chief Financial Officer Pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS(11)	XBRL Instance Document.
101.SCH(11)	XBRL Taxonomy Extension Schema Document.
101.CAL(11)	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF(11)	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB(11)	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE(11)	XBRL Taxonomy Extension Presentation Linkbase Document.

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(1) Filed as an Exhibit in the Registrant's Registration Statement on Form S-1, as amended (File No. 33-6899), which was declared effective on May 21, 1992, by the Securities and Exchange Commission, which Exhibit is incorporated herein by reference.

(2) Filed as an Exhibit to the Registrant's Annual Report on Form 10-K, for the fiscal year ended December 31, 2000, which Exhibit is incorporated herein by reference.

(3) Filed as an Exhibit to the Registrant's Current Report on Form 8-K dated June 15, 2010, which Exhibit is incorporated herein by reference.

(4) Filed as an Exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, which Exhibit is incorporated herein by reference.

(5) Filed as an Exhibit to the Registrant's Definitive Proxy Statement on Schedule 14A in connection with the solicitation of proxies for its Special Meeting of Stockholders held March 18, 2004, which Exhibit is incorporated herein by reference.

(6) Filed as an Exhibit to the Registrant's Current Report on Form 8-K dated March 26, 2004 (as amended), which Exhibit is incorporated by reference.

(7) Filed as an Exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003 (as amended), which Exhibit is incorporated herein by reference.

(8) Filed as an Exhibit to the Registrant's Current Report on Form 8-K dated March 29, 2005, which Exhibit is incorporated herein by reference

(9) Filed as an Exhibit to the Registrant's Current Report on Form 8-K dated December 6, 2005, which Exhibit is incorporated herein by reference.

(10) Filed as an Exhibit to the Registrant's Definitive Proxy Statement on Schedule 14A in connection with the solicitation of proxies for its Annual Meeting of Stockholders held May 19, 2011, which Exhibit is incorporated herein by reference.

(11) Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: March 29, 2017

INTRUSION INC.
(Registrant)

By: /s/ G. WARD PAXTON
G. Ward Paxton
Chairman, President, and Chief Executive Officer
(Principal Executive Officer)

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

Signature	Title	Date
/s/ G. WARD PAXTON G. Ward Paxton	Chairman, President, Chief Executive Officer, and Director (Principal Executive Officer)	March 29, 2017
/s/ T. JOE HEAD T. Joe Head	Vice Chairman, Vice President and Director	March 29, 2017
/s/ MICHAEL L. PAXTON Michael L. Paxton	Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)	March 29, 2017
/s/ JAMES F. GERO James F. Gero	Director	March 29, 2017
/s/ DALE BOOTH Dale Booth	Director	March 29, 2017
/s/ DONALD M. JOHNSTON Donald M. Johnston	Director	March 29, 2017

ANNUAL REPORT ON FORM 10-K
ITEM 8

FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 201 6 and 201 5
INTRUSION INC.
RICHARDSON, TEXAS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Intrusion Inc.

We have audited the accompanying consolidated balance sheets of Intrusion Inc. and subsidiaries (the "Company"), as of December 31, 2016 and 2015, and the related consolidated statements of operations, changes in stockholders' deficit, and cash flows for the years then ended. The Company's management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Intrusion Inc. and subsidiaries, as of December 31, 2016 and 2015, and the consolidated results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ Whitley Penn LLP
Dallas, Texas
March 29, 2017

INTRUSION INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except par value amounts)

	December 31, 201 6	December 31, 201 5
Assets		
Current Assets:		
Cash and cash equivalents	$ 64	$ 102
Accounts receivable	745	580
Inventories, net	45	45
Prepaid expenses	75	69
Total current assets	929	796
Property and Equipment:		
Equipment	1,708	1,602
Furniture and fixtures	43	43
Leasehold improvements	48	42
	1,799	1,687
Accumulated depreciation and amortization	(1,491)	(1,201)
	308	486
Other assets	40	43
TOTAL ASSETS	$ 1,277	$ 1,325
Liabilities and Stockholders' Deficit		
Current Liabilities:		
Accounts payable, trade	$ 205	$ 220
Accrued expenses	691	620
Dividends payable	303	160
Obligations under capital lease, current portion	139	197
Deferred revenue	395	386
Total current liabilities	1,733	1,583
Loan payable to officer	2,885	1,530
Obligations under capital lease, noncurrent portion	61	139
Commitments and contingencies		
Stockholders' Deficit:		
Preferred stock, $0.01 par value:		
Authorized shares — 5,000		
Series 1 shares issued and outstanding — 200 Liquidation preference of $1,113 in 2016 and $1,063 in 2015	707	707
Series 2 shares issued and outstanding — 460 Liquidation preference of $1,270 in 2016 and $1,212 in 2015	724	724
Series 3 shares issued and outstanding — 289 Liquidation preference of $697 in 2016 and $665 in 2015	412	412
Common stock, $0.01 par value:		
Authorized shares — 80,000		
Issued shares — 12,758 in 2016 and 12,622 in 2015		
Outstanding shares — 12,748 in 2016 and 12,612 in 2015	128	126
Common stock held in treasury, at cost—10 shares	(362)	(362)
Additional paid-in-capital	56,595	56,520
Accumulated deficit	(61,499)	(59,947)
Accumulated other comprehensive loss	(107)	(107)
Total stockholders' deficit	(3,402)	(1,927)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 1,277	$ 1,325

See accompanying notes.

INTRUSION INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)

	Year Ended December 31,	
	201 6	201 5
Net product revenue	$ 6,102	$ 6,795
Net customer support and maintenance revenue	—	29
Total revenue	6,102	6,824
Cost of product revenue	2,183	2,517
Cost of customer support and maintenance revenue	—	13
Total cost of revenue	2,183	2,530
Gross profit	3,919	4,294
Operating expenses:		
Sales and marketing	1,637	1,894
Research and development	2,499	2,315
General and administrative	1,190	1,227
Operating loss	(1,407)	(1,142)
Interest expense, net	(145)	(107)
Loss from operations before income taxes	(1,552)	(1,249)
Income tax provision	—	—
Net loss	(1,552)	(1,249)
Preferred stock dividends accrued	(139)	(139)
Net loss attributable to common stockholders	$ (1,691)	$ (1,388)
Net loss per share attributable to common stockholders, basic	$ (0.13)	$ (0.11)
Net loss per share attributable to common stockholders, diluted	$ (0.13)	$ (0.11)
Weighted average common shares outstanding:		
Basic	12,737	12,598
Diluted	12,737	12,598

See accompanying notes.

INTRUSION INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
(In thousands)

	Year Ended December 31,	
	201 6	**201 5**
NUMBER OF PREFERRED SHARES—ISSUED AND OUTSTANDING		
Balance, beginning of year	949	949
Conversion of preferred stock to common	—	—
Balance, end of year	949	949
PREFERRED STOCK		
Balance, beginning of year and end of year	$ 1,843	$ 1,843
Conversion of preferred stock to common	—	—
Balance, end of year	$ 1,843	$ 1,843
NUMBER OF COMMON SHARES—ISSUED		
Balance, beginning of year	12,622	12,471
Exercise of stock options	136	151
Conversion of preferred stock to common	—	—
Balance, end of year	12,758	12,622
COMMON STOCK		
Balance, beginning of year	$ 126	$ 125
Exercise of stock options	2	1
Conversion of preferred stock to common	—	—
Balance, end of year	$ 128	$ 126
TREASURY SHARES		
Balance, beginning of year and end of year	$ (362)	$ (362)
ADDITIONAL PAID-IN-CAPITAL		
Balance, beginning of year	$ 56,520	$ 56,382
Stock-based compensation	96	206
Exercise of stock options	98	66
Conversion of preferred stock to common	—	—
Preferred stock dividends declared, net of waived penalties by shareholders	(119)	(134)
Balance, end of year	$ 56,595	$ 56,520
ACCUMULATED DEFICIT		
Balance, beginning of year	$ (59,947)	$ (58,698)
Net loss	(1,552)	(1,249)
Balance, end of year	$ (61,499)	$ (59,947)
ACCUMULATED OTHER COMPREHENSIVE LOSS		
Balance, beginning of year and end of year	$ (107)	$ (107)
TOTAL STOCKHOLDERS' DEFICIT	$ (3,402)	$ (1,927)

See accompanying notes.

INTRUSION INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,	
	201 6	**201 5**
Operating Activities:		
Net loss	$ (1,552)	$ (1,249)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	294	305
Stock-based compensation	96	206
Penalties and waived penalties on dividends	20	6
Changes in operating assets and liabilities:		
Accounts receivable	(165)	157
Inventories	—	(33)
Prepaid expenses and other assets	(6)	48
Accounts payable and accrued expenses	60	(22)
Deferred revenue	9	(56)
Net cash used in operating activities	(1,244)	(638)
Investing Activities:		
Purchases of property and equipment	(47)	(121)
Financing Activities:		
Proceeds from line of credit	364	—
Payments on line of credit	(364)	—
Borrowings on loan from officer	1,355	—
Principal payments on capital lease equipment	(202)	(211)
Proceeds from stock options exercised	100	66
Net cash provided by (used in) financing activities	1,253	(145)
Net decrease in cash and cash equivalents	(38)	(904)
Cash and cash equivalents at beginning of year	102	1,006
Cash and cash equivalents at end of year	$ 64	$ 102
SUPPLEMENTAL CASH FLOW INFORMATION:		
Interest paid on leased assets	$ 14	$ 24
Income taxes paid	$ —	$ —
SUPPLEMENTAL DISCLOSURE OF NON CASH FINANCING ACTIVITIES:		
Preferred stock dividends accrued	$ 139	$ 160
Purchase of equipment through capital lease	$ 66	$ 273

See accompanying notes.

INTRUSION INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Description of Business

We develop, market, and support a family of entity identification, data mining, regulated information compliance and data privacy protection. Our product families include: TraceCop for identity identification, Savant for data mining and advanced persistent threat detection and Compliance Commander for regulated information and data privacy protection. Intrusion's products help protect critical information assets by quickly detecting, protecting, analyzing and reporting attacks or misuse of classified, private and regulated information for government and enterprise networks.

We market and distribute our products through a direct sales force to end-users, distributors and numerous system integrators, managed service providers and value-added resellers. Our end-user customers include banks, credit unions, other financial institutions, U.S. federal government entities, foreign government entities, hospitals and other healthcare providers. Essentially, our end-users can be defined as end-users requiring network security solutions for protecting their mission critical data.

We were organized in Texas in September 1983 and reincorporated in Delaware in October 1995. For more than 15 years, we provided local area networking equipment and were known as Optical Data Systems or ODS Networks. On April 17, 2000, we sold, or otherwise disposed of, our networking divisions, which included our Essential Communications division and our local area networking assets. On June 1, 2000, we changed our name from ODS Networks, Inc. to Intrusion.com, Inc., and our ticker symbol from ODSI to INTZ to reflect our focus on intrusion prevention and detection solutions, along with information compliance and data privacy protection products. On November 1, 2001, we changed our name from Intrusion.com, Inc. to Intrusion Inc.

Our principal executive offices are located at 1101 East Arapaho Road, Suite 200, Richardson, Texas 75081, and our telephone number is (972) 234-6400. Our website URL is www.intrusion.com.

References to the "Company", "we", "us", "our", "Intrusion" or "Intrusion Inc." refer to Intrusion Inc. and its subsidiaries. Compliance Commander™ and TraceCop™ are registered trademarks of Intrusion Inc.

As of December 31, 2016, we had cash and cash equivalents of approximately $64,000, down from approximately $102,000 as of December 31, 2015. We generated a net loss of $1,552,000 for the year ended December 31, 2016 compared to net loss of $1,249,000 for the year ended December 31, 2015. As of February 9, 2017, in addition to cash and cash equivalents , $515,000 of funding is available from a promissory note to borrow up to $3.4 million from G. Ward Paxton, the Company's Chief Executive Officer. We are obligated to make payments of accrued dividends on all our outstanding shares of preferred stock that will reduce our available cash resources. Based on projections of growth in revenue and net income in the coming quarters, and the borrowings available previously mentioned, we believe that we will have sufficient cash resources to finance our operations and expected capital expenditures through March 31, 2018. We expect to fund our operations through anticipated Company profits, borrowings from the Company's CEO, and possibly additional investments of private equity and debt, which, if we are able to obtain, will have the effect of diluting our existing common stockholders, perhaps significantly. Any equity or debt financings, if available at all, may be on terms which are not favorable to us and, in the case of equity financings, may result in dilution to our stockholders. If our operations do not generate positive cash flow in the upcoming year, or if we are not able to obtain additional debt or equity financing on terms and conditions acceptable to us, if at all, we may be unable to implement our business plan, fund our liquidity needs or even continue our operations.

2. Summary of Significant Accounting Policies

Principles of Consolidation

Our consolidated financial statements include our accounts and those of our wholly owned subsidiaries. Intercompany balances and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

Cash and all highly liquid investments purchased with an original maturity of less than three months are considered to be cash and cash equivalents.

Risk Concentration

Financial instruments, which potentially subject us to concentrations of credit risk, are primarily cash and cash equivalents, investments and accounts receivable. Cash and cash equivalent deposits are at risk to the extent that they exceed Federal Deposit Insurance Corporation insured amounts. To minimize risk, we place our investments in U.S. government obligations, corporate securities and money market funds. Substantially all of our cash, cash equivalents and investments are maintained with two major U.S. financial institutions. We do not believe that we are subject to any unusual financial risk with our banking arrangements. We have not experienced any significant losses on our cash and cash equivalents.

We sell our products to customers in diversified industries worldwide and periodically have receivables from customers, primarily in North America, Europe and Asia. Fluctuations in currency exchange rates and adverse economic developments in foreign countries could adversely affect the Company’s operating results. We perform ongoing credit evaluations of our customers’ financial condition and generally require no collateral. We maintain reserves for potential credit losses, and such losses, in the aggregate, have historically been minimal.

Accounts Receivable and Allowance for Doubtful Accounts

Trade accounts receivable are stated at the amount we expect to collect. We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. Management considers the following factors when determining the collectability of specific customer accounts: customer credit-worthiness, past transaction history with the customer, current economic industry trends, and changes in customer payment terms. If the financial condition of our customers were to deteriorate, adversely affecting their ability to make payments, additional allowances would be required. Based on management’s assessment, we provide for estimated uncollectible amounts through a charge to earnings and an increase to a valuation allowance. Balances that remain outstanding after we have used reasonable collection efforts are written off through a charge to the valuation allowance. There was no allowance at December 31, 2016 and 2015 .

Inventories

Inventories are stated at the lower of cost or market. We value our inventories using average cost, which approximates actual cost on a first-in, first-out basis. Our management estimates the allowance required to state inventory at the lower of cost or market. There is a risk that we will forecast demand for our products and market conditions incorrectly and maintain excess inventories. Therefore, there can be no assurance that we will not maintain excess inventory and incur inventory lower of cost or market charges in the future. All inventory on hand at December 31, 2016 and 2015 is finished goods inventory.

Property and Equipment

Equipment and furniture and fixtures are stated at cost less accumulated depreciation and depreciated on a straight-line basis over the estimated useful lives of the assets. Such lives vary from 1 to 5 years. Leasehold improvements are stated at cost less accumulated amortization and are amortized on a straight-line basis over the shorter of estimated useful lives of the assets or the remaining terms of the leases. Such lives vary from 2 to 5 years. Expenditures for major renewals and betterments that extend the useful lives of property and equipment are capitalized. Repair and maintenance costs are expensed as incurred. Depreciation and amortization expense totaled approximately $291,000 and $299,000 for the years ended December 31, 2016 and 2015, respectively.

Long-Lived Assets

We review long-lived assets, including property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted cash flows to be generated by the asset. If the carrying value exceeds the future undiscounted cash flows, the assets are written down to fair value. During the years ended December 31, 2016 and 2015, there was no impairment of long-lived assets.

Foreign Currency

All assets and liabilities in the balance sheets of foreign subsidiaries whose functional currency is other than the U.S. dollar are translated at year-end exchange rates. All revenues and expenses in the statement of operations of these foreign subsidiaries are translated at average exchange rates for the year. Translation gains and losses are not included in determining net income but are shown in accumulated other comprehensive loss in the stockholders’ deficit section of the consolidated balance sheet. Foreign currency transaction gains and losses are included in determining net loss and were not significant.

Accounting for Stock Options

We account for stock options using the guidance in Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") Topic 718. FASB ASC Topic 718 requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values.

Stock-based compensation expense recognized in the statements of operations for the years ended 2016 and 2015 is based on awards ultimately expected to vest, reduced by estimated forfeitures. FASB ASC Topic 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

Valuation Assumptions

The fair values of option awards were estimated at the date of grant using a Black-Scholes option-pricing model with the following assumptions for fiscal years ended December 31, 2016 and 2015, respectively:

	201 6	2015
Weighted average grant date fair value	$ 0.28	$ 1.94
Weighted average assumptions used:		
Expected dividend yield	0.00%	0.00%
Risk-free interest rate	1.64%	1.51%
Expected volatility	110.24%	229.24%
Expected life (in years)	5.00	5.00

Expected volatility is based on historical volatility and in part on implied volatility. The expected term considers the contractual term of the option as well as historical exercise and forfeiture behavior. The risk-free interest rate is based on the rates in effect on the grant date for U.S. Treasury instruments with maturities matching the relevant expected term of the award.

Net Loss Per Share

We report two separate net loss per share numbers, basic and diluted. Basic net loss attributable to common stockholders per share is computed by dividing net loss attributable to common stockholders for the year by the weighted average number of common shares outstanding for the year. Diluted net loss attributable to common stockholders per share is computed by dividing the net loss attributable to common stockholders for the year by the weighted average number of common shares and dilutive common stock equivalents outstanding for the year. Our common stock equivalents include all common stock issuable upon conversion of convertible preferred stock and the exercise of outstanding options. Common stock equivalents are included in the diluted loss per share for the years ended December 31, 2016 and 2015 except in cases where the issuance would be anti-dilutive. The aggregate number of common stock equivalents excluded from the diluted loss per share calculation at December 31, 2016 and 2015 totaled 3,509,241 and 3,765,959, respectively.

Revenue Recognition

We generally recognize product revenue upon shipment. These products include both hardware and perpetual software licenses, as we do not currently offer software on a subscription basis. We accrue for estimated warranty costs and sales returns at the time of shipment based on our experience. There is a risk that technical issues on new products could result in unexpected warranty costs and returns. To the extent that our warranty costs exceed our expectations, we will increase our warranty reserve to compensate for the additional expense expected to be incurred. We review these estimates periodically and determine the appropriate reserve percentage. However, to date, warranty costs and sales returns have not been material. The customer may return a product only under very limited circumstances during the first thirty days from delivery for a replacement if the product is damaged or for a full refund if the product does not perform as intended. Historically, most or our sales returns were related to hardware-based products. As we continue to migrate away from such hardware-based products, these returns have declined.

We recognize software revenue from the licensing of our software products in accordance with FASB ASC Topic 605 whereby revenue from the licensing of our products is not recognized until all four of the following have been met: i) execution of a written agreement; ii) delivery of the product has occurred; iii) the fee is fixed and determinable; and iv) collectability is probable. Bundled hardware and software product revenue is recognized at time of delivery, as our licenses are not sold on a subscription basis. Data updates are typically done monthly and revenue will be matched accordingly. Product sales may include maintenance and customer support allocated revenue in an arrangement using estimated selling prices of the delivered goods and services based on a selling price hierarchy using the relative selling price method. All of our product offering and service offering market values are readily determined based on current and prior stand-alone sales. We may defer and recognize maintenance, updates and support revenue over the term of the contract period, which is generally one year. Deferred revenue represents deposits on licensing for software products.

Service revenue, primarily including maintenance, training and installation are recognized upon delivery of the service and typically are unrelated to product sales. To date, training and installation revenue has not been material. These revenues are included in net customer support and maintenance revenues in the statement of operations.

Our normal payment terms offered to customers, distributors and resellers are net 30 days domestically and net 45 days internationally. We do not offer payment terms that extend beyond one year and rarely do we extend payment terms beyond our normal terms. If certain customers do not meet our credit standards, we do require payment in advance to limit our credit exposure.

Shipping and handling costs are billed to the customer and included in product revenue. Our costs of shipping and handling are included in cost of product revenue.

Research and Development Costs

We incur research and development costs that relate primarily to the development of new security software, appliances and integrated solutions, and major enhancements to existing services and products. Research and development costs are comprised primarily of salaries and related benefits expenses, contract labor and prototype and other related expenses.

Software development costs are included in research and development and are expensed as incurred. FASB ASC Topic 350 *Intangibles—Goodwill and Other* requires that software development costs incurred subsequent to reaching technological feasibility be capitalized, if material. If the process of developing a new product or major enhancement does not include a detailed program design, technological feasibility is determined only after completion of a working model. To date, the period between achieving technological feasibility and the general availability of such software has been short, and the software development costs qualifying for capitalization have been insignificant.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Estimates are used for, but not limited to, the accounting for doubtful accounts, sales discounts, sales returns, revenue recognition, warranty costs, inventory obsolescence, depreciation and income taxes. Actual results could differ from these estimates.

Fair Value of Financial Instruments

We calculate the fair value of our assets and liabilities which qualify as financial instruments and include additional information in the notes to consolidated financial statements when the fair value is different than the carrying value of these financial instruments. The estimated fair value of accounts receivable, accounts payable and accrued expenses, and dividends payable approximate their carrying amounts due to the relatively short maturity of these instruments. Loans payable to officer are with a related party and as a result do not bear market rates of interest. Capital leases approximate fair value as they bear market rates of interest. Management believes based on its current financial position that it could not obtain comparable amounts of third party financing, and as such cannot estimate the fair value of the loans payable to officer. None of these instruments are held for trading purposes.

Income Taxes

Deferred income taxes are determined using the liability method in accordance with FASB ASC 740, *Accounting for Income Taxes* . Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. In addition, a valuation allowance is established to reduce any deferred tax asset for which it is determined that it is more likely than not that some portion of the deferred tax asset will not be realized.

FASB ASC 740 creates a single model to address accounting for uncertainty in tax positions by prescribing a minimum recognition threshold that a tax position is required to meet before being recognized in the financial statements. FASB ASC 740 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. There are no unrecognized tax benefits to disclose in the notes to the consolidated financial statements.

We file income tax returns in the United States federal jurisdiction. At December 31, 2016, tax returns related to fiscal years ended December 31, 2013 through December 31, 2015 remain open to possible examination by the tax authorities. No tax returns are currently under examination by any tax authorities. We did not incur any penalties or interest during the years ended December 31, 2016 and 2015 .

Recent Accounting Pronouncements

Revenue Recognition

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (ASU 2014-09), which supersedes most current revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP. The standard is effective for us beginning 2018, and requires using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). We are currently evaluating the impact of our pending adoption of ASU 2014-09 on our consolidated financial statements and have not yet determined the method by which we will adopt the standard in 2018. We do not believe the adoption of this guidance will have a material impact on our financial statements.

In November 2015, the Financial Accounting Standards Board (“FASB”) issued ASU 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes, which eliminates the current requirement to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. Instead, all deferred tax assets and liabilities will be required to be classified as noncurrent. The new standard will be effective for us beginning with the first quarter of 2017. Early adoption is permitted. We do not believe the adoption of this new standard will have a material impact on our Consolidated Financial Statements.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, *Leases (Topic 842)* (ASU 2016-02), which generally requires companies to recognize operating and financing lease liabilities and corresponding right-of-use assets on the balance sheet. This guidance will be effective for us in the first quarter of 2019 on a modified retrospective basis and early adoption is permitted. We do not believe the adoption of this guidance will have a material impact on our consolidated financial statements and related disclosures.

In March 2016, the FASB issued new guidance simplifying the accounting for stock-based compensation transactions, including income tax consequences, classification of awards as equity or liabilities, forfeitures, and classification on the statement of cash flows (“ASU 2016-09”). This update is effective for annual reporting periods beginning after December 15, 2016, and early adoption is permitted. We do not believe the adoption of this guidance will have a material impact on our results of operations, financial position, and disclosures.

In August 2014, the FASB issued authoritative guidance that requires an entity’s management to evaluate, for each reporting period, whether there are conditions and events that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the financial statements are issued. Additional disclosures are required if management concludes that conditions or events raise substantial doubt about the entity’s ability to continue asa going concern. This guidance is effective for annual reporting periods ending after December 15, 2016, and for annual periods and interim periods thereafter, with earlier adoption permitted. The adoption of this guidance did not have an impact on the consolidated financial position, results of operations or cash flows and we have updated our disclosures as necessary based on this guidance.

3. Balance Sheet Detail (in thousands)

Accrued Expenses

	December 31, 201 6	December 31, 201 5
Accrued payroll	$ 134	$ 132
Accrued vacation	279	281
Rent payable	13	51
Accrued interest, related party	184	76
Other	81	80
	$ 691	$ 620

4. Commitments and Contingencies

Leases

We lease office space for our corporate headquarters in Richardson, Texas under an operating lease, the base term of which expires in April 2021. We lease office space in San Diego and San Marcos, California for a portion of our security software research and development staff under two separate operating leases. The California leases normally renew for one to two year terms.

The Company’s lease for the headquarters facility contains escalation provisions. The Company records rent expense on facility leases on a straight-line basis. Rent expense totaled approximately $415,000 and $384,000 for the years ended December 31, 2016 and 2015, respectively.

Future minimum rental payments under these leases as of December 31, 2016 are as follows (in thousands):

Year ending December 31,	Minimum Lease Payments
2017	$ 295
2018	2,736
2019 and thereafter	622
	$ 1,190

We have other capital lease obligations that consist primarily of computer equipment.

Future minimum payments under these leases as of December 31, 2016 are as follows (in thousands):

Year ending December 31,	Capital Lease Obligations
2017	$ 145
2018	45
2019	17
2020 and thereafter	—
	207
Less amounts representing interest	(7)
	$ 200

Legal Proceedings

We are subject to legal proceedings and claims that arise in the ordinary course of business. We do not believe that the outcome of those matters will have a material adverse effect on our consolidated financial position, operating results or cash flows. However, there can be no assurance such legal proceedings will not have a material impact.

We are not aware of any material claims outstanding or pending against Intrusion Inc. at December 31, 2016 .

5. Employee Benefit Plan

Employee 401(k) Plan

We have a plan known as the Intrusion Inc. 401(k) Savings Plan (the “Plan”) to provide retirement and incidental benefits for our employees. The Plan covers substantially all employees who meet minimum age and service requirements. As allowed under Section 401(k) of the Internal Revenue Code, the Plan provides tax deferred salary deductions for eligible employees.

Employees may contribute from 1% to 25% of their annual compensation to the Plan, limited to a maximum amount as set by the Internal Revenue Service. Participants who are over the age of 50 may contribute an additional amount of their salary per year, as defined annually by the Internal Revenue Service. We match employee contributions at the rate of $0.25 per each $1.00 of contribution on the first 4% of compensation. Matching contributions to the Plan were approximately $32,000 and $31,000, respectively, for the years ended December 31, 2016 and 2015 .

6. Line of Credit

On March 29, 2006, we entered into a Loan and Security Agreement with Silicon Valley Bank ("SVB") to establish a $1.0 million line of credit (the "2006 Credit Line"). On June 30, 2008, we entered into an Amended and Restated Loan and Security Agreement with SVB to, among other things, replace the 2006 Credit Line with a $2.5 million line of credit (the "2008 Credit Line"). On June 23, 2015, we entered into the Seventh Amendment to the Amended and Restated Loan and Security Agreement (as amended, the "Loan Agreement") with SVB to replace our expiring line with a $0.625 million line of credit (the "Line of Credit"). Our obligations under the Loan Agreement were secured by substantially all of our assets, including all of our intellectual property. In addition, G. Ward Paxton, the Company's Chairman, President and Chief Executive Officer, established a Guaranty Agreement with SVB securing all outstanding balances under the Line of Credit. On June 21, 2016, the Loan Agreement terminated. Due to increasing fees associated with the Line of Credit, we chose not to renew the loan agreement on the termination date. We replaced the line with an increased commitment under the CEO Note (Note 7 below) as needed.

7. Borrowings from Officer

On February 4, 2016, the Company entered into an unsecured revolving promissory note to borrow up to $2,200,000 from G. Ward Paxton, the Company's Chief Executive Officer (the "CEO Note"). Under the terms of the CEO Note, the Company may borrow, repay and reborrow on the loan as needed up to an outstanding principal balance due of $2,200,000 at any given time through March 2018.

On September 30, 2016, the Company renewed the CEO Note on the same terms, with the Company being able to borrow, repay and reborrow on the CEO Note as needed up to an outstanding principal balance due of $2,700,000 at any given time through March 2018.

On February 9, 2017, the Company renewed the CEO Note on the same terms, with the Company being able to borrow, repay and reborrow on the CEO Note as needed up to an outstanding principal balance due of $3,400,000 at any given time through March 2019.

Amounts borrowed under the CEO Note officer accrue interest at a floating rate per annum equal to Silicon Valley Bank's ("SVB") prime rate plus 1% (5% at September 30, 2016). All outstanding borrowings and accrued but unpaid interest is due on March 31, 2019. As of December 31, 2016, the borrowings outstanding totaled $2,885,000 and accrued interest totaled $184,000.

8. Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of our deferred tax assets (liabilities) as of December 31, 2016 and 2015 are as follows (in thousands):

	December 31	
	201 6	201 5
Net operating loss carryforwards	$ 32,644	$ 31,777
Net operating loss carryforwards of foreign subsidiaries	374	374
Book over tax depreciation	(48)	(62)
Stock-based compensation expense	38	25
Other	124	128
Deferred tax assets	33,132	32,242
Valuation allowance for deferred tax assets	(33,132)	(32,242)
Deferred tax assets, net of allowance	$ —	$ —

Deferred tax assets are required to be reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax assets will not be realized. Realization of the future benefits related to the deferred tax assets is dependent on many factors, including the Company's ability to generate taxable income within the near to medium term. Management has considered these factors in determining the valuation allowance for 2016 and 2015.

The differences between the provision for income taxes and income taxes computed using the federal statutory rate for the years ended December 31, 2016 and 2015 are as follows (in thousands):

	2016	2015
Reconciliation of income tax benefit to statutory rate:		
Income benefit at statutory rate	$ (528)	$ (425)
State income taxes (benefit), net of federal income tax benefit	(40)	(28)
RTP (ISO expense)	38	116
Permanent differences	28	65
Change in valuation allowance	890	(316)
Change in state tax rate	(345)	577
Other	(43)	11
	$ —	$ —

At December 31, 2016, we had federal net operating loss carryforwards of approximately $88.0 million for income tax purposes that begin to expire in 2022 and are subject to the ownership change limitations under Internal Revenue Code Section 382. We also have approximately $6 million of state net operating loss carryforwards that begin to expire in 2017.

9. Stock Options

At December 31, 2016, we had two stock-based compensation plans, which are described below. These plans were developed to retain and attract key employees and directors.

On March 17, 2005, the Board approved the 2005 Stock Incentive Plan (the "2005 Plan"), which was approved by the stockholders on June 14, 2005. The 2005 Plan provided for the issuance of up to 750,000 shares of common stock upon exercise of options granted pursuant to the 2005 Plan. On May 30, 2007, the stockholders approved an Amendment to the 2005 Plan that increased this amount by 750,000 for a total of 1,500,000 shares of common stock that may be issued upon the exercise of options granted pursuant to the 2005 Plan. On May 29, 2008 and May 21, 2009, the stockholders approved an increase of 500,000 shares, respectively, of common stock that may be issued pursuant to the 2005 Plan for a total of 2,500,000 shares. On May 20, 2010, the stockholders approved an additional increase of 500,000 shares of common stock that may be issued pursuant to the 2005 Plan for a total of 3,000,000 shares. On May 19, 2011, the stockholders approved an additional increase of 400,000 shares of common stock that may be issued pursuant to the 2005 Plan for a total of 3,400,000 shares. Finally, on May 17, 2012, the stockholders approved an additional increase of 300,000 shares of common stock that may be issued pursuant to the 2005 Plan for a total of 3,700,000 shares. At December 31, 2015, 768,835 had been exercised and options to purchase a total of 2,185,167 shares of common stock were outstanding. A total of 3,892,000 options had been granted under the 2005 Plan, of which 937,998 have been cancelled. The 2005 Plan expired on December 31, 2015 and no shares remain for grant.

On March 19, 2015, the Board approved the 2015 Stock Incentive Plan (the "2015 Plan"), which was approved by the stockholders on May 14, 2015. The 2015 Plan serves as a replacement for the 2005 Plan which expired by its terms on June 14, 2015. The approval of the 2015 Plan had no effect on the 2005 Plan or any options granted pursuant to the plan. All options will continue with their existing terms and will be subject to the 2005 Plan. Further, the Company will not be able to re-issue any option which is cancelled or terminated under the 2005 Plan. The 2015 Plan provided for the issuance of up to 600,000 shares of common stock upon exercise of options granted pursuant to the 2015 Plan.

The 2015 Plan consists of three separate equity incentive programs: the Discretionary Option Grant Program; the Stock Issuance Program; and the Automatic Option Grant Program for non-employee Board members. Officers and employees, non-employee Board members and independent contractors are eligible to participate in the Discretionary Option Grant and Stock Issuance Programs. Participation in the Automatic Option Grant Program is limited to non-employee members of the Board. Each non-employee Board member will receive an option grant for 10,000 shares of common stock upon initial election or appointment to the Board, provided that such individual has not previously been employed by the Company in the preceding three (3) months. In addition, on the date of each annual stockholders meeting, each Board member will automatically be granted an option to purchase 8,000 shares of common stock, provided he or she has served as a non-employee Board member for at least three months. At December 31, 2016, no options had been exercised and options to purchase a total of 69,000 shares of common stock were outstanding. A total of 72,000 options had been granted under the 2015 Plan, 3,000 shares have been cancelled , and options for 531 ,000 shares remained available for future grant. No shares have been issued pursuant to the Stock Issuance Program.

Common shares reserved for future issuance, including conversions of preferred stock, outstanding options and options available for future grant under all of the stock option plans totaled 3,852,609 shares at December 31, 2016 as follows, in thousands:

(In thousands)	Common Shares Reserved for Future Issuance
Preferred Stock	1,067
2015 Plan	600
2005 Plan	2,185
Total	3,852

The Compensation Committee of our Board of Directors determines for all employee options, the term of each option, option exercise price within limits set forth in the plans, number of shares for which each option is granted and the rate at which each option is exercisable (generally ratably over one, three or five years from grant date). However, the exercise price of any incentive stock option may not be less than the fair market value of the shares on the date granted (or less than 110% of the fair market value in the case of optionees holding more than 10% of our voting stock of the Company), and the term cannot exceed ten years (five years for incentive stock options granted to holders of more than 10% of our voting stock).

Stock Incentive Plan Summary

A summary of our stock option activity and related information for the years ended December 31, 2016 and 2015 is as follows:

	2016		2015	
	Number of Options (in thousands)	Weighted Average Exercise Price	Number of Options (in thousands)	Weighted Average Exercise Price
Outstanding at beginning of year	2,598	$ 0.63	3,076	$ 0.86
Granted at price = market value	69	0.36	43	2.13
Granted at price > market value	—	—	—	—
Exercised	(136)	0.73	(150)	0.44
Forfeited	(18)	1.80	(10)	1.36
Expired	(259)	0.35	(361)	2.77
Outstanding at end of year	2,254	$ 0.64	2,598	$ 0.63
Options exercisable at end of year	2,079	$ 0.59	2,287	$ 0.51

Stock Options Outstanding and Exercisable

Information related to stock options outstanding at December 31, 2016, is summarized below:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Outstanding at 12/31/16 (in thousands)	Weighted Average Remaining Contractual Life (in years)	Weighted Average Exercise Price	Exercisable at 12/31/1 6 (in thousands)	Weighted Average Exercise Price
$0.20 - $0.50	1,296	2.56	$ 0.34	1,228	$ 0.34
$0.51 - $1.00	661	2.95	$ 0.67	661	$ 0.67
$1.01 - $2.73	297	5.62	$ 1.91	190	$ 1.89
	2,254	3.07	$ 0.64	2,079	$ 0.59

Summarized information about outstanding stock options as of December 31, 2016, that are fully vested and those that are expected to vest in the future as well as stock options that are fully vested and currently exercisable, are as follows:

		Outstanding Stock Options (Fully Vested and Expected to Vest)*		Options that are Exercisable
As of December 31, 201 6				
Number of outstanding options (in thousands)		2,254		2,079
Weighted average remaining contractual life		3.07		2.69
Weighted average exercise price per share	$	0.64	$	0.59
Intrinsic value (in thousands)	$	121	$	116

* Includes effects of expected forfeitures

As of December 31, 2016, the total unrecognized compensation cost related to non-vested options not yet recognized in the statement of operations totaled approximately $37 thousand (including expected forfeitures) and the weighted average period over which these awards are expected to vest was .84 years.

10. Preferred Stock

5% Preferred Stock

On March 25, 2004, we completed a $5.0 million private placement of our 5% convertible preferred stock and warrants. In the private placement, we sold 1,000,000 shares of our 5% preferred stock at a price of $5.00 per share for gross proceeds of $5.0 million, less $275,000 of issuance costs. The 5% preferred shares were initially convertible into 1,590,331 shares of common stock at a conversion price of $3.144 per share. Holders of the 5% convertible preferred stock include 140,000 shares purchased by our CEO and 60,000 shares purchased by a director of the Company.

The 5% dividends related to the 5% preferred stock are paid semi-annually on the last business day in March and September of each year, beginning with September 2004. Preferred stockholders vote together with common stockholders on an as converted to common stock basis. Based on the conversion rate of the preferred stock, holders of our 5% preferred stock will receive 1.5903 votes per share rounded to the nearest whole number. The liquidation preference for the 5% preferred stock is an amount equal to $5.00 per share plus any accrued and unpaid dividends. Holders of our 5% preferred stock have liquidation preference rights over common stockholders.

All warrants previously issued to 5% convertible preferred stock holders have expired.

We have the right to redeem any or all of the outstanding 5% preferred stock at a price of $5.00 per share plus accrued dividends at any time if certain conditions are met.

At December 31, 2016, there were 200,000 shares of the Series 1 Preferred Stock outstanding, representing approximately 318,065 shares of common stock upon conversion.

Series 2 5% Preferred Stock

On March 28, 2005, we completed a $2.7 million private placement of Series 2 5% convertible preferred stock and warrants. In the private placement, we sold 1,065,200 shares of preferred stock at a price of $2.50 per share for gross proceeds of $2.7 million, less $173,000 of issuance costs. The shares of Series 2 5% preferred stock are convertible into 1,065,200 shares of common stock at an initial conversion price of $2.50 per share. Holders of the Series 2 5% preferred stock include 260,000 shares by our CEO, 100,000 shares by our CFO and 60,000 shares by a director of the Company.

The 5% dividends accruing on the Series 2 5% preferred stock are required to be paid quarterly on the first business day in March, June, September and December of each year, beginning with June 2005. The liquidation preference for the preferred stock is an amount equal to $2.50 per share plus any accrued and unpaid dividends. Holders of our Series 2 5% preferred stock have liquidation preference rights over our 5% preferred stock holders as well as our common stockholders. The holders of the Series 2 5% preferred stock are not entitled to vote on any matter, except as otherwise required by law or with respect to certain limited matters specified in the certificate of designations.

All warrants previously issued to Series 2 5% convertible preferred stock holders have expired.

Holders of Series 2 5% preferred stock have the right to require us to redeem any or all of the their shares upon the occurrence of certain events within the Company's control that are defined in Certificate of Designation at a price equal the sum of (1) the greater of $3.25 and the product of the volume weighted average price of our common stock on the trading day immediately preceding the event multiplied by $2.50 divided by the conversion price then in effect plus (2) any accrued but unpaid dividends on the Series 2 5% preferred stock plus (3) all liquidated damages or other amounts payable to the holders of Series 2 5% preferred stock.

At December 31, 2016 there were 460,000 shares of the Series 2 Preferred Stock outstanding, representing 460,000 shares of common stock upon conversion.

Series 3 5% Preferred Stock

On December 2, 2005, we completed a $1.2 million private placement of Series 3 5% convertible preferred stock and warrants. In the private placement, we sold 564,607 shares of preferred stock at a price of $2.18 per share for gross proceeds of $1.2 million, less $100,000 of issuance costs. The shares of Series 3 5% preferred stock are convertible into 564,607 shares of common stock at an initial conversion price of $2.18 per share. Holders of the Series 3 5% preferred stock include 123,853 shares by our CEO, 68,808 shares by our CFO and 27,523 shares purchased by a director of the Company.

The 5% dividends accruing on the Series 3 5% preferred stock are required to be paid quarterly on the first business day in March, June, September and December of each year, beginning with March 1, 2006. The liquidation preference for the preferred stock is an amount equal to $2.18 per share plus any accrued and unpaid dividends. Holders of our Series 3 5% preferred stock have liquidation preference rights over holders of our 5% preferred, Series 2 5% preferred stock and common stock. The holders of the Series 3 5% preferred stock are not entitled to vote on any matter, except as otherwise required by law or with respect to certain limited matters specified in the certificate of designations.

All warrants previously issued to Series 3 5% convertible preferred stock holders have expired.

Holders of Series 3 5% preferred stock have the right to require us to redeem any or all of their shares upon the occurrence of certain events within the Company's control that are defined in the certificate of designation at a price equal the sum of (1) the greater of $2.834 and the product of the volume weighted average price of our common stock on the trading day immediately preceding the event multiplied by $2.18 divided by the conversion price then in effect plus (2) any accrued but unpaid dividends on the Series 3 5% preferred stock plus (3) all liquidated damages or other amounts payable to the holders of Series 3 5% preferred stock.

At December 31, 2016 there were 289,377 shares of Series 3 Preferred Stock outstanding, representing 289,377 shares of common stock upon conversion.

Dividends Payable

During the fiscal year ended December 31, 2016, we accrued $50,000 in dividends to the holders of our 5% Preferred Stock, $58,000 in dividends to the holders of our Series 2 5% Preferred Stock and $31,000 in dividends to the holders of our Series 3 5% Preferred Stock. As of December 31, 2016 and 2015, we had $303,000 and $160,000 in accrued and unpaid dividends included in other current liabilities. Delaware law provides that we may only pay dividends out of our capital surplus or, if no surplus is available, out of our net profits for the fiscal year the dividend is declared and/or the preceding fiscal year. This has been in effect since December 31, 2014.

11. Concentrations

Our operations are concentrated in one area—security software/entity identification. Sales to the U.S. Government through direct and indirect channels totaled 69.3% of total revenues for 2016 and 54.7% of total revenues for 2015. During 2016 approximately 49.7% of total revenues were attributable to three government customers. During 2015 approximately 43.9% of total revenues are attributable to three government customers. No individual commercial customer in 2016 or 2015 exceeded 30% of total revenues for the year. Our similar product and service offerings are not viewed as individual segments, as our management analyzes the business as a whole and expenses are not allocated to each product offering.

12. Subsequent Events

On February 9, 2017, the Company amended the unsecured revolving promissory note to borrow up to $3,400,000 from G. Ward Paxton, the Company's Chief Executive Officer. Under the terms of the note, the Company may borrow, repay and reborrow on the loan as needed up to an outstanding principal balance due of $3,400,000 at any given time through March 2019 .

EXHIBIT 10.24

THIRD AMENDMENT TO LEASE

THIS THIRD AMENDMENT TO LEASE (hereinafter referred to as the "Amendment") is made this day of March 16, 2017, by and between ICON 1101 E ARAPAHO OWNER POOL 2, LLC, a Delaware limited liability company ("Landlord"), and INTRUSION INC., a Delaware corporation ("Tenant").

WITNESSETH:

WHEREAS, Landlord and Tenant are party to that certain Lease, dated as of January 12, 2004 (the "Original Lease"), as amended by that certain First Amendment to Lease, dated as of September 1, 2009 (the "First Amendment"), as further amended by that certain Second Amendment to Lease, dated as of September 21, 2012 (the "Second Amendment", and collectively with the Original Lease and the First Amendment, the "Lease", as may be further amended or modified from time to time), pursuant to which Landlord leases to Tenant certain premises consisting of approximately 27,777 rentable square feet with a common address of 1101 East Arapaho Road, Suite 200, Richardson, Texas 75081, as more particularly described in the Lease (the "Original Premises"), and located in the Building commonly known as Corporate Place. Capitalized terms used herein but not otherwise defined shall have the meanings ascribed thereto in the Lease.

WHEREAS, a scrivener's error occurred in the drafting of the Lease whereby Intrusion, Inc. was identified as the "Tenant" under the Lease when the correct entity name for the "Tenant" should have been Tenant (the "Scrivener's Error").

WHEREAS, Tenant desires to reduce the Original Premises by approximately 5,187 rentable square feet, as more particularly shown on Exhibit A attached hereto (the "Reduction Premises") such that the Premises for purposes of the Lease from and after the Extended Term Commencement Date (as hereinafter defined) shall consist of approximately 22,590 rentable square feet, as more particularly shown on Exhibit A attached hereto (the "Remaining Premises").

WHEREAS, the Term for the Original Premises has a scheduled expiration date of April 30, 2017 (the "Original Premises Termination Date") and Tenant also desires to extend the Term for an additional forty-eight (48) full calendar months from such expiration date.

WHEREAS, Landlord has agreed to correct the Scriver's Error and to the requested changes set forth in the preceding recitals, subject to the entry into this Amendment and the modification of the Lease terms and conditions as set forth herein.

AGREEMENT:

NOW, THEREFORE, in consideration of ten dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties, and the mutual covenants set forth herein, the parties hereto agree as follows:

1. **Acknowledgment**. Tenant hereby acknowledges and agrees that, despite the Scrivener's Error, Tenant was intended to be the "Tenant" for any and all purposes under the Lease and is responsible to perform and observe all of the covenants, conditions, duties, obligations, and liabilities of the tenant under the Lease, whether accruing prior to, on, or subsequent to the effective date of this Amendment.

2. **Remaining Premises and Surrender of the Reduction Premises.**

(a) **Remaining Premises.**

(i) Effective solely for the period from and after the Extended Term Commencement Date, the "Premises" as defined in the Lease shall be deemed to be only the Remaining Premises, and all of the terms and conditions of the Lease with respect to the Premises shall be deemed to apply solely to the Remaining Premises in all respects, except as otherwise set forth herein.

(ii) Notwithstanding Section 11.2 of the Original Lease, on or prior to the Extended Term Commencement Date, Tenant shall deliver revised insurance certificates as required pursuant to such section.

(iii) From and after the Extended Term Commencement Date, solely for purposes of the Lease, Tenant's Proportionate Share shall be 24.41%.

(b) **Surrender of Reduction Premises.**

(i) From and after April 30, 2017 (the "Reduction Premises Termination Date"), any and all rights and obligations of Tenant, and obligations of Landlord, with respect to the Reduction Premises, including, without limitation, Tenant's right to possession of the Reduction Premises, shall be terminated; provided, however, that such termination shall under no circumstances or in any way constitute a waiver or termination of the obligations of Tenant which exist or have accrued up to and including the Reduction Premises Termination Date and which may accrue or continue to accrue after the Reduction Premises Termination Date to the extent Tenant has failed to satisfy all of its obligations with respect to the Reduction Premises. In the event Tenant fails to surrender the Reduction Premises to Landlord on or prior to the Reduction Premises Termination Date in accordance with the terms hereof, then the terms and conditions of Section 14 of the Original Lease shall apply in all respects with respect to the Reduction Premises without in any way affecting the obligations of Tenant with respect to the Remaining Premises, including the obligation to pay rent in accordance with the terms herein.

(ii) Tenant acknowledges and agrees that, on or prior to the Reduction Premises Termination Date, Tenant shall surrender the Reduction Premises to Landlord in accordance with the terms of Section 26 of the Original Lease.

(iii) In furtherance of the foregoing, Landlord and Tenant shall, on or prior to the Reduction Premises Termination Date, perform a walkthrough of the Reduction Premises for purposes of inspecting the Reduction Premises for any damages which are Tenant's responsibility to repair, at Tenant's sole cost and expense, in accordance with the terms of the Lease and this Amendment. Landlord requires that such damage shall be cured by Tenant prior to the Reduction Premises Termination Date and any such failure to cure such damage or surrender the Reduction Premises in accordance with the terms of the Lease shall be an Event of Default under the Lease not subject to cure and Landlord shall be entitled to exercise any and all rights thereunder or at law.

3. **Extension of Term.** The Term is hereby extended for a period of forty-eight (48) full calendar months, commencing as of May 1, 2017 (the "Extended Term Commencement Date") and expiring on April 30, 2021 (the "Extended Term"). From and after the date hereof, the "Term" shall be deemed to include the Extended Term.

4. **Annual Rent and Monthly Installment of Rent.**

(a) **Annual Rent and Monthly Installment of Rent Schedule.** Effective as of, and solely with respect to the period after the Extended Term Commencement Date, the Annual Rent and Monthly Installment of Rent for the Premises payable by Tenant to Landlord during the Extended Term shall be as follows:

From:	To:	Annual Rent	Monthly Installment of Rent
May 1, 2017	October 31, 2019	$299,995.20	$24,999.60
November 1, 2019	April 30, 2021	$309,999.96	$25,833.33

Except as otherwise set forth in this Amendment, all other terms and conditions with respect to the payment of Annual Rent, Monthly Installment of Rent, Taxes, Expenses or any other sums due and payable by Tenant under the Lease shall remain as set forth thereunder.

(b) **Gross Rent Abatement.** Notwithstanding the foregoing subsection (a), Tenant's obligation to pay the Monthly Installment of Rent, Taxes and Expenses (collectively, "Gross Rent") shall be conditionally abated in full for the period from May 1, 2017 through October 31, 2017 (the "Gross Rent Abatement Period"); provided, however, Tenant's obligation to pay any utilities for the Premises that are not included in Expenses and Tenant's obligation to pay any and all other charges pursuant to the terms of the Lease shall continue in full force and effect without abatement of any kind. The abatement of Gross Rent described above is expressly conditioned on Tenant's performance of its obligations under the Lease throughout the Term, and the amount of the abated Gross Rent is based in part on the amount of Gross Rent due under the Lease for the Extended Term. If Tenant defaults under the Lease, then Tenant shall immediately, on demand, pay to Landlord, in addition to all other amounts and damages to which Landlord is entitled, the amount of Gross Rent which would otherwise have been due and payable during the Gross Rent Abatement Period. For the avoidance of doubt, Tenant shall not be entitled to any abatement of Gross Rent during the Gross Rent Abatement Period if Tenant defaults under the Lease at any time prior to the Gross Rent Abatement Period.

(c) **Monthly Installment of Rent Abatement Period.** Notwithstanding the foregoing subsection (a), Tenant's obligation to pay Monthly Installment of Rent shall be abated as follows (the "Monthly Installment of Rent Abatement Period"):

From:	To:	Monthly Installment of Rent	Monthly Installment of Rent Abated	Monthly Installment of Rent Due and Payable
November 1, 2017	November 30, 2017	$24,999.60	$14,000.00	$10,999.60

During the Monthly Installment of Rent Abatement Period, Tenant's obligation to pay Expenses, Taxes, and any and all other charges pursuant to the terms of the Lease shall continue in full force and effect without abatement of any kind.

5. **Base Year.** As of the Extended Term Commencement Date, the Base Year (Expenses) and the Base Year (Taxes) shall both be deemed to be the calendar year 2017.

6. **Cap on Electricity Expense.** During the Extended Term and notwithstanding anything herein or in the Lease to the contrary, to the extent the Electricity Expense (as hereinafter defined) in any year has increased over the Electricity Expense for the calendar year 2017 (the "Capped Amount"), then Tenant shall only be responsible for the Electricity Expense for such year up to the Capped Amount. "Electricity Expense" shall mean the actual cost of electricity for the Building for any calendar year determined by Landlord in accordance with the terms of the Lease. The Capped Amount shall be determined and may be adjusted for vacancy or usage pursuant to the terms of the Lease.

7. **AS-IS Condition; Landlord's Work.**

(a) **AS-IS Condition**. Tenant hereby acknowledges and agrees that it has accepted the Premises as of the date hereof, and will accept the Premises as of the Extended Term Commencement Date, in AS-IS, WHERE-IS condition without any representation or warranty of any kind made by Landlord in favor of Tenant.

(b) **Landlord's Work**. Notwithstanding the foregoing subsection (a), Landlord shall complete the work set forth on Exhibit B attached hereto in accordance with the terms and conditions set forth on such exhibit.

8. **Notice.** Landlord's Address and Tenant's Notice Address set forth in the Reference Pages of the Original Lease, Section 27 of the Original Lease and Section 4 of the Second Amendment are hereby deleted in their entirety and Section 27 of the Original Lease is replaced with the following:

"27. **NOTICES.** All notices required or permitted to be given under this Lease shall be in writing and shall be sent by registered or certified mail, return receipt requested, or by a reputable national overnight courier service, postage prepaid, or by hand delivery addressed to the parties at their addresses set forth below. Except where otherwise expressly provided to the contrary, notice shall be deemed given upon delivery.

Tenant:	Landlord:
1101 East Arapaho Road, Suite 200 Richardson, Texas 75081	c/o GLP US Management LLC Two North Riverside Plaza, Suite 2350 Chicago, IL 60606 Attention: Lease Administration
	With a copy to:
	c/o GLP US Management LLC 100 West Liberty Street, Suite 765 Reno, NV 89501 Attention: Regional Director

Either party may by notice given aforesaid change its address for all subsequent notices."

9. **Renewal Option.** The second sentence of Section 6 and Exhibit B of the Second Amendment are hereby deemed null and void and of no further force and effect. Tenant shall have a one-time renewal option on the terms and conditions as set forth on Exhibit C attached hereto.

10. **Additional Change.** Section 9 of the First Amendment is hereby deemed null and void and of no further force and effect.

11. **OFAC.** Tenant hereby represents and warrants that, to the best of its knowledge, neither Tenant, nor any persons or entities holding any legal or beneficial interest whatsoever in Tenant, are (i) the target of any sanctions program that is established by Executive Order of the President or published by the Office of Foreign Assets Control, U.S. Department of the Treasury ("OFAC"); (ii) designated by the President or OFAC pursuant to the Trading with the Enemy Act, 50 U.S.C. App. § 5, the International Emergency Economic Powers Act, 50 U.S.C. §§ 1701-06, the Patriot Act, Public Law 107-56, Executive Order 13224 (September 23, 2001) or any Executive Order of the President issued pursuant to such statutes; or (iii) named on the following list that is published by OFAC: "List of Specially Designated Nationals and Blocked Persons." If the foregoing representation is untrue at any time during the Term, an Event of Default will be deemed to have occurred, without the necessity of notice to the defaulting party.

12. **Tenant's Broker.** Tenant represents and warrants that it has dealt with no broker, agent or other person in connection with this transaction and that no broker, agent or other person brought about this transaction other than NAI Robert Lynn. Tenant agrees to indemnify and hold Landlord harmless from and against any claims by any other broker, agent or other person claiming a commission or other form of compensation by virtue of having dealt with Tenant with regard to this leasing transaction.

13. **No Offer.** Submission of this Amendment by Landlord is not an offer to enter into this Amendment, but rather is a solicitation for such an offer by Tenant. Landlord shall not be bound by this Amendment until Landlord and Tenant have fully executed and delivered this Amendment.

14. **Authority.** Tenant represents and warrants to Landlord that Tenant has been and is qualified to do business in the state in which the Premises is located, that the entity has the full right and authority to enter into this Amendment, and that all persons signing on behalf of the entity were authorized to do so by appropriate actions.

15. **Severability.** If any clause or provision of this Amendment is illegal, invalid or unenforceable under present or future laws, then and in that event, it is the intention of the parties hereto that the remainder of this

Amendment shall not be affected thereby. It is also the intention of the parties to this Amendment that in lieu of each clause or provision of this Amendment that is illegal, invalid or unenforceable, there be added, as a part of this Amendment, a clause or provision as similar in terms to such illegal, invalid or unenforceable clause or provision as may be possible and be legal, valid and enforceable.

16. **Counterparts and Delivery**. This Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of such counterparts shall constitute one Amendment. Execution copies of this Amendment may be delivered by facsimile or email, and the parties hereto agree to accept and be bound by facsimile signatures or scanned signatures transmitted via email hereto, which signatures shall be considered as original signatures with the transmitted Amendment having the binding effect as an original signature on an original document. Notwithstanding the foregoing, Tenant shall, upon Landlord's request, deliver original copies of this Amendment to Landlord at the address set forth in such request. Neither party may raise the use of a facsimile machine or scanned document or the fact that any signature was transmitted through the use of a facsimile machine or email as a defense to the enforcement of this Amendment.

17. **Conflict; Ratification**. Insofar as the specific terms and provisions of this Amendment purport to amend or modify or are in conflict with the specific terms, provisions and exhibits of the Lease, the terms and provisions of this Amendment shall govern and control. Landlord and Tenant hereby agree that (a) this Amendment is incorporated into and made a part of the Lease, (b) any and all references to the Lease hereinafter shall include this Amendment, and (c) the Lease, and all terms, conditions and provisions of the Lease, are in full force and effect as of the date hereof, except as expressly modified and amended hereinabove.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK;
SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly authorized, executed and delivered as of the day and year first set forth above.

TENANT:

INTRUSION INC.,
a Delaware corporation

By:
Name: Michael L Paxton
Title: VP & CFO

LANDLORD:

ICON 1101 E ARAPAHO OWNER POOL 2, LLC,
a Delaware limited liability company

By: GLP US Management LLC,
a Delaware limited liability company,
as agent for Landlord

By:
Name: Brandon J. Page
Title: SVP-Regional Director

EXHIBIT A

REDUCTION PREMISES & REMAINING PREMISES

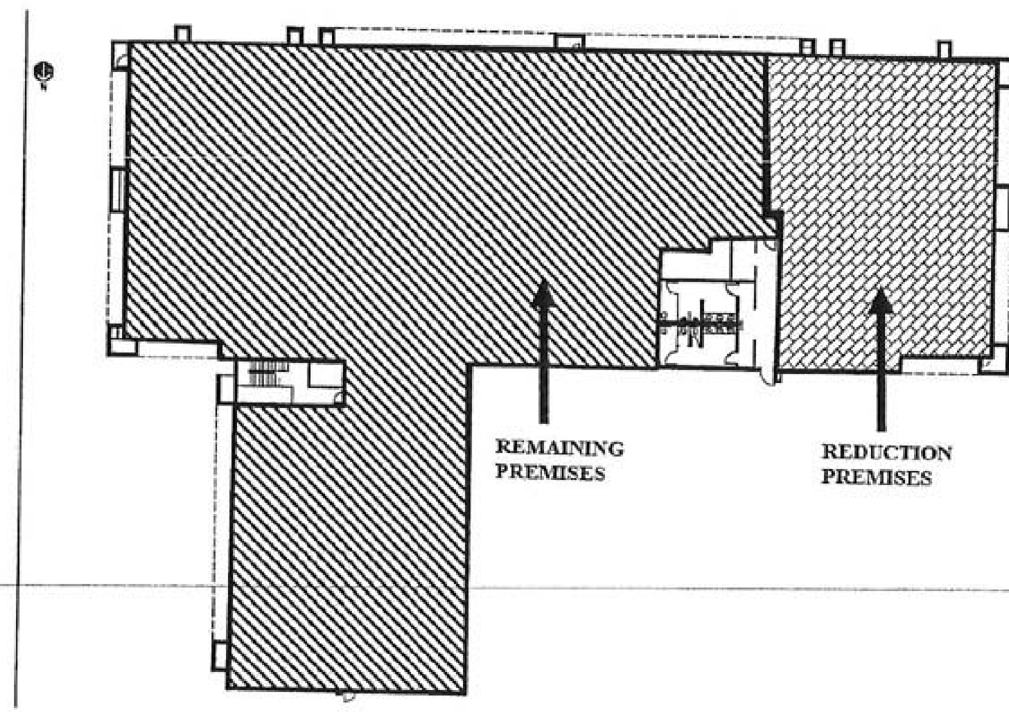

EXHIBIT B

LANDLORD'S WORK

(a) **Landlord's Work.** Landlord agrees to perform or cause to be performed that certain construction, repair, maintenance, or those certain improvements to the Remaining Premises as specified below (the "Landlord's Work"), without warranty and using Landlord's standard building materials and finishes:

1. Construct a demising wall between the Remaining Premises and the Reduction Premises.

(b) **Substantial Completion.** The Landlord's Work shall be deemed substantially completed ("Substantially Completed" or "Substantial Completion") when, in the opinion of the construction manager (whether an employee or agent of Landlord or a third party construction manager, the "Construction Manager"), the Landlord's Work is substantially completed except for punch list items which do not prevent in any material way the use of the Remaining Premises for the purposes for which they were intended. In the event Tenant, its employees, agents, or contractors cause, directly or indirectly, the construction or completion of the Landlord's Work to be delayed, then the date of Substantial Completion shall be deemed to be the date that, in the opinion of the Construction Manager, Substantial Completion would have occurred if such delays or impairments had not taken place. Without limiting the foregoing, Tenant shall be solely responsible for delays caused by Tenant's request for any changes in the plans, Tenant's request for long lead items, Tenant's failure to provide Landlord with reasonable access to the Remaining Premises or the Reduction Premises to undertake the Landlord's Work, and/or Tenant's interference with the construction of the Landlord's Work, and such delays shall not entitle Tenant to any abatement of rent or other rights of any kind. Substantial Completion is only material for purposes of determining the completion of the Landlord's Work and has no impact whatsoever on the Extended Term Commencement Date and/or Tenant's other obligations under the Lease, including, without limitation, the obligation to pay rent. In no event shall Landlord have any obligation for any defects in the Remaining Premises or any limitation on its use.

(c) **Access.** From and after the date of execution of this Amendment, Tenant shall provide Landlord with all necessary access to the Remaining Premises and the Reduction Premises, and shall cooperate with Landlord in all respects, to undertake and complete the Landlord's Work, it being understood that Tenant shall not be entitled to any abatement of rent or claims of any kind against Landlord in connection with any inconvenience or accommodations which are required by Landlord, or in connection with any interference with Tenant's business operations or damage to any of Tenant's property, as part of the completion of the Landlord's Work. Tenant, at its sole cost and expense and prior to the commencement of the Landlord's Work, shall promptly remove all personal property, trade fixtures, equipment, office furniture and/or other similar items, if any, as may be required by Landlord for Landlord to undertake and complete the Landlord's Work.

EXHIBIT C

RENEWAL OPTION

Notwithstanding anything to the contrary in the Lease, Tenant shall have one (1) option to renew the Term (the "Renewal Option") on the following terms and conditions:

(a) Provided that as of the date of the receipt of the Renewal Notice (as hereinafter defined) by Landlord and the Renewal Commencement Date (as hereinafter defined), (i) Tenant is the tenant named on the Lease as of the Extended Term Commencement Date, (ii) Tenant actually occupies all of the Remaining Premises, and (iii) no default exists, or would exist but for the passage of time or the giving of notice, or both, then Tenant shall have the right to extend the Term for an additional term of thirty-six (36) months (the "Renewal Term") commencing on the day following the expiration of the Extended Term (the "Renewal Commencement Date"). Tenant shall give Landlord written notice (the "Renewal Notice") of its election to renew the Term in accordance with the terms hereof at least nine (9) months, but not more than twelve (12) months, prior to the scheduled expiration date of the Extended Term.

(b) The Annual Rent payable by Tenant to Landlord during the Renewal Term shall be the greater of the then-prevailing market rate for comparable space in comparable buildings in the vicinity of the Building taking into account the size of the Lease, the length of the renewal term, market escalations, and the credit of Tenant. The Annual Rent shall not be reduced by reason of any costs or expenses saved by Landlord by reason of Landlord's not having to find a new tenant for such premises (including, without limitation, brokerage commissions, costs of improvements, rent concessions or lost rental income during any vacancy period).

(c) Landlord shall notify Tenant of its determination of the Annual Rent (which shall be made in Landlord's sole discretion) for the Renewal Term, and Tenant shall advise Landlord in writing of any objection within ten (10) days of receipt of Landlord's notice. Failure to respond within the ten (10) day period shall constitute Tenant's acceptance of such Annual Rent. If Tenant objects, Landlord and Tenant shall commence negotiations to attempt to agree upon the Annual Rent for a period of up to fifteen (15) days after Landlord's receipt of Tenant's objection notice. If the parties cannot agree, each acting in good faith but without any obligation to agree, on the Annual Rent on or before the end of such fifteen (15) day period, then Tenant's exercise of the Renewal Option shall be deemed withdrawn and the Lease shall expire or terminate in accordance with its terms.

(d) The determination of the Annual Rent does not reduce Tenant's obligation to pay or reimburse Landlord for Expenses, Taxes and any other reimbursable or chargeable items as set forth in the Lease, and Tenant shall reimburse and pay Landlord as set forth in the Lease with respect to such items with respect to the Premises during the Renewal Term.

(e) Except for the Annual Rent for the Renewal Term as determined above, Tenant's occupancy of the Premises during the Renewal Term shall be on the same terms and conditions as are in effect immediately prior to the expiration of the Extended Term; provided, however, Tenant shall have no further right to any allowances, credits or abatements or any options to expand, contract, renew, terminate or extend the Lease.

(f) If Tenant does not give the Renewal Notice within the period set forth above, the Renewal Option shall automatically terminate. Time is of the essence as to the giving of the Renewal Notice.

(g) Landlord shall have no obligation to refurbish or otherwise improve the Premises for the Renewal Term. The Premises shall be tendered on the Renewal Commencement Date in "as-is" condition.

(h) If the Lease is extended for the Renewal Term, then, promptly after the determination of Annual Rent in accordance with the terms of this exhibit, Landlord shall prepare and Tenant shall execute an amendment to the Lease confirming the extension of the Term and the other provisions applicable thereto.

(i) If Tenant exercises its right to renew the term of the Lease for the Renewal Term pursuant to this exhibit and the parties execute the amendment, the term "Term" as used in the Lease shall be construed to include, when practicable, the Renewal Term except as provided in subparagraph (e) above.

EXHIBIT 10.25

AMENDED AND RESTATED PROMISSORY NOTE
(Revolving Loan)

$3,400,000.00 Effective February 9, 2017

FOR VALUE RECEIVED, on or before March 31, 2019 (" Maturity Date "), INTRUSION INC., a Delaware corporation (" Borrower "), promises to pay to the order of G. WARD PAXTON, of Richardson, TX (" Payee "), at 1101 E. Arapaho Road, Suite 200, the principal amount of THREE MILLION AND NO/100 DOLLARS ($3,400,000.00), or such lesser amount as may have been advanced by Payee to Borrower pursuant to this Amended and Restated Promissory Note (" Note "), together with interest on the unpaid principal balance of this Note from time to time outstanding at a floating rate per annum equal to one percent (1%) above the Prime Rate (as hereinafter defined), calculated on the basis of actual days elapsed but computed as if each year consisted of 360 days. This Note amends, restates and replaces in full that certain Promissory Note dated January 30, 2008, in the original principal amount of $3,400,000.00, executed by Borrower and originally payable to the order of Payee on or before December 31, 2008. As used herein, the term " Prime Rate " shall mean the most recently announced "prime rate" of Silicon Valley Bank, even if it is not such bank's lowest rate. Changes to the interest rate on this Note based upon changes in the Prime Rate shall be effective on the effective date of any changes to the Prime Rate and to the extent of any such change.

The outstanding principal balance of this Note, together with all accrued but unpaid interest, shall be due and payable in full on the Maturity Date.

Subject to the terms and conditions of this Note, Payee has agreed to make advances during the period beginning on the date of this Note and ending on the Maturity Date in an aggregate principal amount of up to $3,400,000 outstanding at any date upon three (3) Business Days prior written notice. Payee is authorized to endorse on the schedule annexed hereto and made a part hereof amounts advanced to Borrower through the Maturity Date. Borrower and Payee have agreed that Payee shall be obligated to make such advances to Borrower only so long as of the date of each such advance, no Event of Default (as hereinafter defined) exists or would occur by reason of the making of such advance. Subject to the foregoing, amounts repaid may be reborrowed by Borrower.

Borrower may from time to time prepay all or any portion of the principal of this Note without premium or penalty. Unless otherwise agreed to in writing, or otherwise required by applicable law, payments will be applied first to unpaid accrued interest, then to principal, and any remaining amount to any unpaid collection costs; provided, however, upon delinquency or other Event of Default, Payee reserves the right to apply payments among principal, interest and collection cost, at its discretion. All prepayments shall be applied to the indebtedness owing hereunder in such order and manner as Payee may from time to time determine in its sole discretion. All payments and prepayments of principal of or interest on this Note shall be made in lawful money of the United States of America in immediately available funds, at the address of Payee indicated above, or such other place as the holder of this Note shall designate in writing to Borrower. If any payment of principal of or interest on this Note shall become due on a day which is not a Business Day (as hereinafter defined), such payment shall be made on the next succeeding Business Day and any such extension of time shall be included in computing interest in connection with such payment. As used herein, the term " Business Day " shall mean any day other than a Saturday, Sunday or any other day on which national banking associations are authorized to be closed.

Borrower represents and warrants to Payee as follows:

(a) This Note is the legal, valid and binding obligation of Borrower, enforceable against it in accordance with its terms.

(b) The approval, execution, delivery and performance of, and compliance by Borrower with the terms of this Note, will not cause Borrower to be in violation of any applicable law or regulation, or of any order or regulation applicable to it. The approval, execution, delivery and performance of, and compliance by Borrower with the terms of, this Note will not conflict with or result in a breach of any of the terms of any material agreement or instrument to which Borrower is a party or by which it is bound, or constitute a default thereunder.

Borrower agrees that upon the occurrence of any one or more of the following events of default (" Event of Default "):

(a) failure of Borrower to pay any installment of principal of or interest on this Note or on any other indebtedness of Borrower to Payee when due; or

(b) any representation or warranty made by Borrower in this Note shall be untrue in any material respect when made; or

(c) the bankruptcy or insolvency of, the assignment for the benefit of creditors by, or the appointment of a receiver for any of the property of, or the liquidation, termination, dissolution or death or legal incapacity of, any party liable for the payment of this Note, whether as maker, endorser, guarantor, surety or otherwise;

the holder of this Note may, at its option, without further notice or demand, (i) declare the outstanding principal balance of and accrued but unpaid interest on this Note at once due and payable, (ii) refuse to advance any additional amounts under this Note, (iii) pursue any and all other rights, remedies and recourses available to the holder hereof, including but not limited to any such rights, remedies or recourses at law or in equity, or (iv) pursue any combination of the foregoing.

The failure to exercise the option to accelerate the maturity of this Note or any other right, remedy or recourse available to the holder hereof upon the occurrence of an Event of Default hereunder shall not constitute a waiver of the right of the holder of this Note to exercise the same at that time or at any subsequent time with respect to such Event of Default or any other Event of Default. The rights, remedies and recourses of the holder hereof, as provided in this Note, shall be cumulative and concurrent and may be pursued separately, successively or together as often as occasion therefore shall arise, at the sole discretion of the holder hereof. The acceptance by the holder hereof of any payment under this Note which is less than the payment in full of all amounts due and payable at the time of such payment shall not (i) constitute a waiver of or impair, reduce, release or extinguish any right, remedy or recourse of the holder hereof, or nullify any prior exercise of any such right, remedy or recourse, or (ii) impair, reduce, release or extinguish the obligations of any party liable under this Note as originally provided herein.

Notwithstanding anything herein to the contrary, if at any time the interest rate set forth above, together with all fees, charges and other amounts which are treated as interest on the indebtedness evidenced by this Note under applicable law (collectively the " Charges "), shall exceed the maximum lawful rate (the " Maximum Rate ") which may be contracted for, charged, taken, received or reserved by Payee in accordance with applicable law, the rate of interest payable hereunder in respect of such indebtedness, together with all Charges payable in respect thereof, shall be limited to the Maximum Rate.

If this Note is placed in the hands of an attorney for collection, or is collected in whole or in part by suit or through probate, bankruptcy or other legal proceedings of any kind, Borrower agrees to pay, in addition to all other sums payable hereunder, all costs and expenses of collection, including but not limited to reasonable attorneys' fees.

Borrower and any and all endorsers and guarantors of this Note severally waive presentment for payment, notice of nonpayment, protest, demand, notice of protest, notice of intent to accelerate, notice of acceleration and dishonor, diligence in enforcement and indulgences of every kind and without further notice hereby agree to renewals, extensions, exchanges or releases of collateral, taking of additional collateral, indulgences or partial payments, either before or after maturity.

THIS NOTE HAS BEEN EXECUTED UNDER, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF TEXAS.

[Signature Page Follows]

BORROWER:

INTRUSION INC.

By: /s/ Michael L. Paxton
Name: Michael L. Paxton
Title: Vice President and Chief Financial Officer

ACKNOWLEDGED AND AGREED:

/s/ G. Ward Paxton
G. WARD PAXTON

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement No. 333-125816 and No. 333-167577 on Form S-8 pertaining to the Intrusion Inc. 2005 Stock Incentive Plan of our report dated March 29, 2017, with respect to the consolidated financial statements of Intrusion Inc. included in this Annual Report on Form 10-K for the year ended December 31, 2016.

/s/ Whitley Penn LLP

Dallas, Texas
March 29, 2017

EXHIBIT 31.1

I, G. Ward Paxton, Chief Executive Officer of Intrusion Inc., certify that:

(1) I have reviewed this annual report on Form 10-K of Intrusion Inc.:

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

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

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

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

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

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

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

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

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

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

Date: March 29, 2017

/s/ G. Ward Paxton
G. Ward Paxton
Chief Executive Officer

EXHIBIT 31.2

I, Michael L. Paxton, Chief Financial Officer of Intrusion Inc., certify that:

(1) I have reviewed this annual report on Form 10-K of Intrusion Inc.:

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

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

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

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

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

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

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

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

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

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

Date: March 29, 2017

/s/ Michael L. Paxton
Michael L. Paxton
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO RULE 13a-14(b) OF THE EXCHANGE ACT AND 18 U.S.C. SECTION 1350, AS ENACTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Intrusion Inc. (the “Company”) on Form 10-K for the fiscal year ending December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, G. Ward Paxton, Chief Executive Officer of the Company certify, pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

March 29, 2017

/s/ G. Ward Paxton
G. Ward Paxton
Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO RULE 13a-14(b) OF THE EXCHANGE ACT AND 18 U.S.C. SECTION 1350, AS ENACTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Intrusion Inc. (the "Company") on Form 10-K for the fiscal year ending December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael L. Paxton, Chief Financial Officer of the Company certify, pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

March 29, 2017

/s/ Michael L. Paxton
Michael L. Paxton
Chief Financial Officer