StarTek, Inc.
Form 10-Q
August 08, 2018

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

Form 10-Q

(Mark One)
x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2018
or
o 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 1-12793

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

| | |
|---|---|
| Delaware | 84-1370538 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. employer Identification No.) |

| | |
|---|---|
| 8200 E. Maplewood Ave., Suite 100 | |
| Greenwood Village, Colorado | 80111 |
| (Address of principal executive offices) | (Zip code) |

(303) 262-4500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 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 x No o
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 x No o
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | |
|---|---|
| Large accelerated filer o | Accelerated filer x |
| Non-accelerated filer o | Smaller reporting company o |
| | (Do not check if a smaller reporting company) |

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

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

As of July 31, 2018, there were 36,993,059 shares of Common Stock outstanding.

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NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including the following:

- certain statements, including possible or assumed future results of operations, in “Management’s Discussion and Analysis of Financial Condition and Results of Operations”;
- any statements regarding the prospects for our business or any of our services;
- any statements preceded by, followed by or that include the words “may,” “will,” “should,” “seeks,” “believes,” “expects,” “anticipates,” “intends,” “continue,” “estimate,” “plans,” “future,” “targets,” “predicts,” “budgeted,” “projections,” “outlooks,” “scheduled,” or similar expressions; and
- other statements regarding matters that are not historical facts.

Our business and results of operations are subject to risks and uncertainties, many of which are beyond our ability to control or predict. Because of these risks and uncertainties, actual results may differ materially from those expressed or implied by forward-looking statements, and investors are cautioned not to place undue reliance on such statements, which speak only as of the date thereof. Important factors that could cause actual results to differ materially from our expectations and may adversely affect our business and results of operations, include, but are not limited to, those items described herein or set forth in Item 1A. “Risk Factors” appearing in our Annual Report on Form 10-K for the year ended December 31, 2017 and this Quarterly Report on Form 10-Q for the quarter ended June 30, 2018. Unless otherwise noted in this report, any description of "us," "we," or "our," refers to StarTek, Inc. ("STARTEK") and its subsidiaries.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

STARTEK, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands, except per share data)
(Unaudited)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2018 | 2017 | 2018 | 2017 |
| Revenue | $59,717 | $73,979 | $128,831 | $151,631 |
| Warrant contra revenue | — | — | (2,500) | — |
| Net revenue | 59,717 | 73,979 | 126,331 | 151,631 |
| Cost of services | 54,491 | 64,992 | 115,646 | 132,630 |
| Gross profit | 5,226 | 8,987 | 10,685 | 19,001 |
| Selling, general and administrative expenses | 6,990 | 8,171 | 15,549 | 16,053 |
| Transaction related fees | 1,020 | — | 2,907 | — |
| Impairment losses and restructuring charges, net | 512 | 412 | 4,965 | 412 |
| Operating income (loss) | (3,296) | 404 | (12,736) | 2,536 |
| Interest and other (expense), net | (392) | 84 | (830) | (283) |
| Income (loss) before income taxes | (3,688) | 488 | (13,566) | 2,253 |
| Income tax expense (benefit) | 17 | (66) | 165 | (94) |
| Net income (loss) | $(3,705) | $554 | $(13,731) | $2,347 |
| Other comprehensive income (loss), net of tax: | | | | |
| Foreign currency translation adjustments | 2 | 2 | 138 | (12) |
| Change in fair value of derivative instruments | (366) | 31 | (1,266) | 477 |
| Pension amortization | $(142) | — | $(142) | — |
| Comprehensive income (loss) | $(4,211) | $587 | $(15,001) | $2,812 |
| | | | | |
| Net income (loss) per common share - basic | $(0.23) | $0.03 | $(0.85) | $0.15 |
| Weighted average common shares outstanding - basic | 16,214 | 15,916 | 16,204 | 15,866 |
| | | | | |
| Net income (loss) per common share - diluted | $(0.23) | $0.03 | $(0.85) | $0.14 |
| Weighted average common shares outstanding - diluted | 16,214 | 17,247 | 16,204 | 17,127 |

See Notes to Consolidated Financial Statements.

STARTEK, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)
(Unaudited)

| | June 30, 2018 | December 31, 2017 |
|---|---|---|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | $1,336 | $1,456 |
| Trade accounts receivable, net | 51,812 | 53,052 |
| Prepaid expenses | 2,926 | 2,351 |
| Other current assets | 468 | 1,290 |
| Total current assets | $56,542 | $58,149 |
| Property, plant and equipment, net | 16,265 | 19,943 |
| Intangible assets, net | 2,818 | 5,557 |
| Goodwill | 9,077 | 9,077 |
| Other long-term assets | 3,378 | 3,272 |
| Total assets | $88,080 | $95,998 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | $6,387 | $7,019 |
| Accrued liabilities: | | |
| Accrued employee compensation and benefits | 10,138 | 12,850 |
| Other accrued liabilities | 2,258 | 2,105 |
| Other current debt | 2,395 | 2,725 |
| Other current liabilities | 1,444 | 1,249 |
| Total current liabilities | $22,622 | $25,948 |
| Line of credit | 27,671 | 19,078 |
| Other debt | 1,850 | 3,128 |
| Other liabilities | 688 | 905 |
| Total liabilities | $52,831 | $49,059 |
| Commitments and contingencies | — | — |
| Stockholders' equity: | | |
| Common stock, 32,000,000 non-convertible shares, $0.01 par value, authorized; 16,226,392 and 16,175,351 shares issued and outstanding at June 30, 2018 and December 31, 2017, respectively | $162 | $162 |
| Additional paid-in capital | 85,906 | 82,594 |
| Accumulated other comprehensive income | 114 | 1,384 |
| Accumulated deficit | (50,933) | (37,201) |
| Total stockholders' equity | $35,249 | $46,939 |
| Total liabilities and stockholders' equity | $88,080 | $95,998 |

See Notes to Consolidated Financial Statements.

STARTEK, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

| | Six Months Ended June 30, 2018 | 2017 |
|---|---|---|
| Operating Activities | | |
| Net income (loss) | $(13,731) | $2,347 |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | |
| Depreciation and amortization | 4,936 | 5,733 |
| Impairment losses | 3,388 | 53 |
| Gain on sale of assets | (29) | — |
| Share-based compensation expense | 487 | 530 |
| Warrant contra revenue | 2,500 | — |
| Deferred income taxes | (2) | 121 |
| Income tax benefit related to other comprehensive income | — | (286) |
| Changes in operating assets and liabilities: | | |
| Trade accounts receivable | 1,165 | 3,502 |
| Prepaid expenses and other assets | (569) | (756) |
| Accounts payable | 160 | 116 |
| Accrued and other liabilities | (3,187) | (176) |
| Net cash (used in) provided by operating activities | (4,882) | 11,184 |
| Investing Activities | | |
| Proceeds from sale of assets | 58 | 342 |
| Purchases of property, plant and equipment | (2,972) | (2,054) |
| Net cash used in investing activities | (2,914) | (1,712) |
| Financing Activities | | |
| Proceeds from the issuance of common stock | 325 | 112 |
| Proceeds from line of credit | 139,165 | 161,203 |
| Principal payments on line of credit | (130,572) | (168,352) |
| Principal payments on other debt | (1,469) | (1,587) |
| Net cash provided by (used in) financing activities | 7,449 | (8,624) |
| Effect of exchange rate changes on cash | 227 | 2 |
| Net (decrease) increase in cash and cash equivalents | (120) | 850 |
| Cash and cash equivalents at beginning of period | $1,456 | $1,039 |
| Cash and cash equivalents at end of period | $1,336 | $1,889 |

See Notes to Consolidated Financial Statements.

STARTEK, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2018
(In thousands, except per share data)
(Unaudited)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all information and footnotes required by GAAP for complete financial statements. These financial statements reflect all adjustments (consisting only of normal recurring entries, except as noted) which, in the opinion of management, are necessary for fair presentation. Operating results for the six months ended June 30, 2018 are not necessarily indicative of operating results that may be expected during any other interim period of 2018 or the year ending December 31, 2018.
The consolidated balance sheet as of December 31, 2017, included herein was derived from the audited financial statements as of that date, but does not include all disclosures including notes required by GAAP. As such, the information included in this quarterly report on Form 10-Q should be read in conjunction with the consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017.
Unless otherwise noted in this report, any description of "us," "we," or "our," refers to StarTek, Inc. and its subsidiaries. Financial information in this report is presented in U.S. dollars.

Use of Estimates

The preparation of our consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts included in the financial statements and accompanying notes. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected in the period they are determined to be necessary.

Revenue Recognition

On January 1, 2018, the Company adopted Accounting Standards Codification 606, Revenue from Contracts with Customers, (Topic 606). Topic 606 replaces numerous industry specific requirements and converges the accounting guidance on revenue recognition with International Financial Reporting Standards 15 (IFRS 15). Topic 606 utilizes a five-step process, for revenue recognition that focuses on transfer of control, rather than transfer of risks and rewards. It also provided additional guidance on accounting for contract acquisition and fulfillment costs.

For more information, refer to Note 12, "Revenue Recognition."

Common Stock Warrant Accounting

We account for common stock warrants as equity instruments, based on the specific terms of our warrant agreement. For more information, refer to Note 13, "Amazon Transaction Agreement."

Recent Accounting Pronouncements

In February 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220) (“ASU 2018-02”), Reclassification of

Certain Tax Effects from Accumulated Other Comprehensive Income, which allows for stranded tax effects in accumulated other comprehensive income resulting from the U.S. Tax Cuts and Jobs Act to be reclassified to retained earnings. The guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption is permitted. We are currently evaluating the impact of adopting the new standard.

In August 2017, FASB issued ASU 2017-12, Derivatives and Hedging (Topic 815) ("ASU 2017-12"), Targeted Improvements to Accounting for Hedging Activities. The amendments in this ASU better align an entity’s risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. To meet that objective, the amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. The guidance is effective for annual reporting periods beginning after December 15, 2018, including interim reporting periods within those annual reporting periods. We do not expect the adoption of ASU 2017-12 will have a material impact on our consolidated financial statements.

In July 2017, FASB issued a two-part ASU, No. 2017-11, I. Accounting for Certain Financial Instruments with Down Round Features and II. Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests with a Scope Exception ("ASU 2017-11"). Part I of this ASU addresses the complexity of accounting for certain financial instruments with down round features. Down round features are features of certain equity-linked instruments (or embedded features) that result in the strike price being reduced on the basis of the pricing of future equity offerings. Current accounting guidance creates cost and complexity for entities that issue financial instruments (such as warrants and convertible instruments) with down round features that require fair value measurement of the entire instrument or conversion option. Part II of this ASU addresses the difficulty of navigating Topic 480, Distinguishing Liabilities from Equity, because of the existence of extensive pending content in the FASB Accounting Standards Codification®. This pending content is the result of the indefinite deferral of accounting requirements about mandatorily redeemable financial instruments of certain nonpublic entities and certain mandatorily redeemable noncontrolling interests. The ASU is effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. For all other organizations, the amendments are effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. In conjunction with the Amazon transaction agreement, we adopted this ASU for the first quarter of 2018. Adoption resulted in treatment of the warrants as equity in our consolidated financial statements.

In May 2017, FASB issued ASU 2017-09, Compensation - Stock Compensation (Topic 718) ("ASU 2017-09"), Scope of Modification Accounting. The amendments in this ASU provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. An entity should account for the effects of a modification unless all the following are met: 1. The fair value of the modified award is the same as the fair value of the original award immediately before the original award is modified. If the modification does not affect any of the inputs to the valuation technique that the entity uses to value the award, the entity is not required to estimate the value immediately before and after the modification; 2. The vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the original award is modified; and 3. The classification of the modified award as an equity instrument or a liability instrument is the same as the classification of the original award immediately before the original award is modified. The guidance is effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within those annual reporting periods. We adopted this ASU for the first quarter of 2018. A modification to the share-based payment award plan also occurred during the first quarter of 2018; modification accounting was not required because the the modification to the plan did not result in a material impact to our consolidated financial statements.

In January 2017, FASB issued ASU 2017-04, Intangibles - Goodwill and Other (Topic 350) ("ASU 2017-04"), Simplifying the Test for Goodwill Impairment. To simplify the subsequent measurement of goodwill, the amendments eliminate Step 2 from the goodwill impairment test. The annual, or interim, goodwill impairment test is performed by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. In addition, income tax effects from any tax-deductible goodwill on the carrying amount of the reporting unit should be considered when measuring the goodwill impairment loss, if applicable. The guidance is effective for annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019 and early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. We do not expect the adoption of ASU 2017-04 will have a material impact on our consolidated financial statements.

In October 2016, FASB issued ASU 2016-16, Income Taxes (Topic 740) ("ASU 2016-16"), Intra-Entity Transfers of Assets Other Than Inventory. The purpose of ASU 2016-16 is to simplify the income tax accounting of an intra-entity transfer of an asset other than inventory and to record its effect when the transfer occurs. The guidance is effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within those annual reporting periods and early adoption is permitted. We adopted this ASU for the first quarter of 2018; since there have been no intra-entity transfers of assets, there has been no impact on our consolidated financial statements.

In June 2016, FASB issued ASU 2016-13, Financial Instruments - Credit Losses (Topic 326) ("ASU 2016-13"), Measurement of Credit Losses on Financial Instruments. The standard significantly changes how entities will measure credit losses for most financial assets and certain other instruments that aren't measured at fair value through net income. The standard will replace today's "incurred loss" approach with an "expected loss" model for instruments measured at amortized cost. For available-for-sale debt securities, entities will be required to record allowances rather than reduce the carrying amount, as they do today under the other-than-temporary impairment model. It also simplifies the accounting model for purchased credit-impaired debt securities and loans. This ASU is effective for annual periods beginning after December 15, 2019, and interim periods therein. Early adoption is permitted for annual periods beginning after December 15, 2018, and interim periods therein. We do not expect the adoption of ASU 2016-13 will have a material impact on our consolidated financial statements.

In February 2016, FASB issued ASU 2016-02, Leases (Topic 842) (“ASU 2016-02”). These amendments require the recognition of lease assets and lease liabilities on the balance sheet by lessees for those leases currently classified as operating leases under ASC 840 “Leases”. These amendments also require qualitative disclosures along with specific quantitative disclosures. These amendments are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted. Entities are required to apply the amendments at the beginning of the earliest period presented using a modified retrospective approach. We are currently evaluating the impact that the adoption of ASU 2016-02 will have on our consolidated financial statements, and we anticipate that adoption of ASU 2016-02 will have an impact to the financial statement presentation of right of use asset, lease liability, amortization expense, and lease expense.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"). ASU 2014-09 amends the guidance for revenue recognition to replace numerous, industry-specific requirements and converges areas under this topic with those of the International Financial Reporting Standards. The ASU implements a five-step process for customer contract revenue recognition that focuses on transfer of control, as opposed to transfer of risk and rewards. The amendment also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenues and cash flows from contracts with customers. Other major provisions include the capitalization and amortization of certain contract costs, ensuring the time value of money is considered in the transaction price, and allowing estimates of variable consideration to be recognized before contingencies are resolved in certain circumstances. The amendments in this ASU are effective for reporting periods beginning after December 15, 2017. Entities can transition to the standard either retrospectively or as a cumulative-effect adjustment as of the date of adoption. We have completed our assessment of the impact of Topic 606 and have concluded that our historical revenue recognition practices are in compliance with the new standard. However, we have included additional qualitative and quantitative disclosures about our revenues as is required by Topic 606. We utilized the Modified Retrospective transition method. Please refer to Note 12 "Revenue Recognition" for additional information.

## 2. GOODWILL AND INTANGIBLE ASSETS

### Goodwill

Total goodwill of $9,077 is assigned to our Domestic segment. We perform a goodwill impairment analysis at least annually (in the fourth quarter of each year) unless indicators of impairment exist in interim periods. We performed a qualitative assessment to determine whether it was more likely than not that the fair value of the Domestic reporting unit exceeded its carrying value. In making this assessment, we evaluated overall business conditions as well as expectations of projected revenues and cash flows, and overall global industry and market conditions.

In 2017, we concluded that goodwill was not impaired. No indicators of impairment exist as of June 30, 2018.

### Intangible Assets

In February 2018, we notified our RN's on Call clients that we would no longer be providing service after March. As a result, we fully impaired the remaining customer relationship asset of $181.

In March 2018, Sprint indicated their intent to wind down their business with us by June 2018. Accordingly, we recorded an impairment charge of $2,098 related to the customer relationship asset.

The following table presents our intangible assets as of June 30, 2018.

| | Gross Intangibles | Accumulated Amortization | Impairment | Net Intangibles | Weighted Average Amortization Period (years) |
|---|---|---|---|---|---|
| Developed technology | $ 390 | $ 256 | $ — | $ 134 | 2.36 |
| Customer relationships | 7,550 | 3,069 | 2,279 | 2,202 | 3.31 |
| Trade names | 1,050 | 568 | — | 482 | 2.46 |
| | $ 8,990 | $ 3,893 | $ 2,279 | $ 2,818 | 3.12 |

Expected future amortization of intangible assets as of June 30, 2018 is as follows:

| Year Ending December 31, | Amount |
|---|---|
| Remainder of 2018 | $ 350 |
| 2019 | 691 |
| 2020 | 688 |
| 2021 | 564 |
| 2022 | 421 |
| Thereafter | 104 |

3. NET INCOME (LOSS) PER SHARE

Basic net income (loss) per common share is computed based on our weighted average number of common shares outstanding. Diluted earnings per share is computed based on our weighted average number of common shares outstanding plus the effect of dilutive stock options, non-vested restricted stock, and deferred stock units, using the treasury stock method.

When a net loss is reported, potentially issuable common shares are excluded from the computation of diluted earnings per share as their effect would be anti-dilutive.

The following table sets forth the computation of basic and diluted shares for the periods indicated (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2018 | 2017 | 2018 | 2017 |
| Shares used in basic earnings per share calculation: | 16,214 | 15,916 | 16,204 | 15,866 |
| Effect of dilutive securities: | | | | |
| Stock options | — | 1,290 | — | 1,196 |
| Restricted stock/Deferred stock units | — | 41 | — | 65 |
| Total effects of dilutive securities | — | 1,331 | — | 1,261 |
| Shares used in dilutive earnings per share calculation: | 16,214 | 17,247 | 16,204 | 17,127 |

The following shares were not included in the computation of diluted earnings per share because the exercise price exceeded the value of the shares, or we reported a net loss, and the effect would have been anti-dilutive (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2018 | 2017 | 2018 | 2017 |
| Anti-dilutive securities: | | | | |
| Stock options | 2,289 | 35 | 2,289 | 58 |
| Restricted stock/Deferred stock units | 57 | — | 57 | — |
| Total anti-dilutive securities | 2,346 | 35 | 2,346 | 58 |

4. IMPAIRMENT LOSSES AND RESTRUCTURING CHARGES

Impairment Losses

In February 2018, we notified our RN's on Call clients that we would no longer be providing service after March. As a result, we fully impaired the remaining customer relationship asset of $181.

During March 2018, we closed our facility in Colorado Springs, Colorado. The closure resulted in an impairment loss of $1.1 million related to the disposal of certain assets, primarily leasehold improvements.

In March 2018, Sprint indicated their intent to wind down their business with us by June 2018. Accordingly, we recorded an impairment charge of $2,098 related to the customer relationship asset.

Restructuring Charges

The table below summarizes the balance of accrued restructuring costs, which is included in other accrued liabilities in our consolidated balance sheets, and the changes during the six months ended June 30, 2018:

| Facility-Related and Employee-Related Costs | | | | |
|---|---|---|---|---|
| | Domestic | Nearshore | Offshore | Total |
| Balance as of January 1, 2018 | $ 9 | $ — | $ — | $ 9 |
| Expense (Reversal) | $ 859 | $ 31 | $ 177 | $ 1,067 |
| Payments | $ (151 ) | $ (31 ) | $ (11 ) | $ (193 ) |
| Balance as of March 31, 2018 | $ 717 | $ — | $ 166 | $ 883 |
| Expense (Reversal) | $ 414 | $ 72 | $ 24 | $ 510 |
| Payments | $ (602 ) | $ (72 ) | $ (128 ) | $ (802 ) |
| Balance as of June 30, 2018 | $ 529 | $ — | $ 62 | $ 591 |

Domestic Segment

In conjunction with the Colorado Springs closure, we established restructuring reserves for employee related costs of $43 when employees were notified and facility related costs of $346 at the time the facilities were vacated. We expect to pay these expenses over the remainder of the lease term, through third quarter 2019.

In the first half of 2018 we eliminated a number of positions under a company-wide restructuring plan. We established reserves for employee related costs of $625 for our Domestic segment during the first two quarters of 2018. We expect to pay the remaining costs by the end of third quarter 2018.

Nearshore Segment

In the first half of 2018, we eliminated a number of positions under a company-wide restructuring plan. We recognized employee related expenses as incurred of $31 and $72 in the first and second quarters of 2018, respectively, for our Nearshore segment. All payments were complete by end of the second quarter 2018.

Offshore Segment

In the first half of 2018, we eliminated a number of positions under a company-wide restructuring plan. We recognized employee related expenses as incurred of $29 and $24 for the first and second quarters of 2018, respectively, for our Offshore segment. All first quarter expense payments were complete by end of the first quarter 2018, and we expect to pay the remaining costs by the end of third quarter 2018.

In the first half of 2018, we vacated a portion of the space under lease at our Angeles location in the Philippines, and established reserves for facilities related costs of $177. We expect to pay the remainder by the end of third quarter 2018.

5. PRINCIPAL CLIENTS

The following table represents revenue concentration of our principal clients:

| | Three Months Ended June 30, | | | | | | Six Months Ended June 30, | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | 2018 | | | 2017 | | | 2018 | | | 2017 | | |
| | Revenue | Percentage | | Revenue | Percentage | | Revenue | Percentage | | Revenue | Percentage | |
| T-Mobile | $14,440 | 24.2 | % | $23,999 | 32.4 | % | $32,628 | 25.8 | % | $46,053 | 30.4 | % |
| Comcast | $8,721 | 14.6 | % | $3,655 | 4.9 | % | $17,349 | 13.7 | % | $7,457 | 4.9 | % |
| AT&T | $4,303 | 7.2 | % | $7,619 | 10.3 | % | $9,373 | 7.4 | % | $16,266 | 10.7 | % |
| Sprint | $876 | 1.5 | % | $9,516 | 12.9 | % | $3,683 | 2.9 | % | $19,771 | 13.0 | % |

We enter into master service agreements (MSAs) that cover all of our work for each client. These MSAs are typically multi-year contracts that include auto-renewal provisions. They typically do not include contractual minimum volumes and are generally terminable by the customer or us with prior written notice.

To limit credit risk, management performs periodic credit analyses and maintains allowances for uncollectible accounts as deemed necessary. Under certain circumstances, management may require clients to pre-pay for services. As of June 30, 2018, management believes reserves are appropriate and does not believe that any significant credit risk exists.

We have entered into factoring agreements with financial institutions to sell certain of our accounts receivable under non-recourse agreements. These transactions are accounted for as a reduction in accounts receivable because the agreements transfer effective control over and risk related to the receivables to the buyers. We do not service any factored accounts after the factoring has occurred. We utilize factoring arrangements as part of our financing for working capital. The aggregate gross amount factored under these agreements was $4,680 and $13,429 for the three and six months ended June 30, 2018, and $20,106 and $48,848 for the three and six months ended June 30, 2017, respectively.

6. DERIVATIVE INSTRUMENTS

We use derivatives to partially offset our business exposure to foreign currency exchange risk. We enter into foreign currency forward and option contracts to hedge our anticipated operating commitments that are denominated in foreign currencies, including forward contracts and range forward contracts (a transaction where both a call option is purchased and a put option is sold). The contracts cover periods commensurate with expected exposure, generally three to twelve months. The market risk exposure is essentially limited to risk related to currency rate movements. We operate in Canada, Jamaica, and the Philippines, where the functional currencies are the Canadian dollar, the Jamaican dollar, and the Philippine peso, respectively, which are used to pay labor and other operating costs in those countries. We provide funds for these operating costs as our client contracts generate revenues, which are paid in U.S. dollars. In Honduras, our functional currency is the U.S. dollar and the majority of our costs are denominated in U.S. dollars. We have elected to designate our derivatives as cash flow hedges in order to associate the results of the hedges with forecasted expenses.

Unrealized gains and losses are recorded in accumulated other comprehensive income ("AOCI") and will be re-classified to operations as the forecasted expenses are incurred, typically within one year. During the six months ended June 30, 2018 and 2017, our cash flow hedges were highly effective and hedge ineffectiveness was not material.

The following table shows the notional amount of our foreign exchange cash flow hedging instruments as of June 30, 2018:

| | Local Currency Notional Amount | U.S. Dollar Notional Amount |
|---|---|---|
| Canadian Dollar | 8,700 | $ 6,800 |
| Philippine Peso | 1,504,000 | 28,254 |
| | | $ 35,054 |

Derivative assets and liabilities associated with our hedging activities are measured at gross fair value as described in Note 7, "Fair Value Measurements," and are included in the Other current assets and Other current liabilities in our consolidated balance sheets, respectively.

7. FAIR VALUE MEASUREMENTS

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy requires that the Company maximize the use of observable inputs and minimize the use of unobservable inputs. The levels of the fair value hierarchy are described below:
Level 1 - Quoted prices for identical instruments traded in active markets.
Level 2 - Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.
Level 3 - Unobservable inputs that cannot be supported by market activity and that are significant to the fair value of the asset, liability, or equity such as the use of certain pricing models, discounted cash flow models and similar techniques that use significant assumptions. These unobservable inputs reflect our own estimates of assumptions that market participants would use in pricing the asset or liability.

Derivative Instruments

The values of our derivative instruments are derived from pricing models using inputs based upon market information, including contractual terms, market prices and yield curves. The inputs to the valuation pricing models are observable in the market, and as such the derivatives are classified as Level 2 in the fair value hierarchy.

The following tables set forth our assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy. These balances are included in Other current assets and Other current liabilities, respectively, on our balance sheet.

| | As of June 30, 2018 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Assets: | | | | |
| Foreign exchange contracts | $— | $ 90 | $ — | $90 |
| Total fair value of assets measured on a recurring basis | $— | $ 90 | $ — | $90 |
| | | | | |
| Liabilities: | | | | |
| Foreign exchange contracts | $— | $ 923 | $ — | $923 |
| Total fair value of liabilities measured on a recurring basis | $— | $ 923 | $ — | $923 |

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| | As of December 31, 2017 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Assets: | | | | |
| Foreign exchange contracts | $ — | $ 566 | $ — | $ 566 |
| Total fair value of assets measured on a recurring basis | $ — | $ 566 | $ — | $ 566 |
| | | | | |
| Liabilities: | | | | |
| Foreign exchange contracts | $ — | $ 175 | $ — | $ 175 |
| Total fair value of liabilities measured on a recurring basis | $ — | $ 175 | $ — | $ 175 |

## 8. DEBT

### Secured Revolving Credit Facility

On April 29, 2015, we entered into a secured revolving credit facility with BMO Harris Bank N.A. ("Administrative Agent" or "Lender"); subsequently we entered into amendments one through four (collectively, the "Credit Agreement"). The Credit Agreement is effective through March 2022 and we may borrow the lesser of the borrowing base calculation and $50,000. As long as no default has occurred and with the Administrative Agent's consent, we may increase the maximum availability to $70,000 in $5,000 increments. We may request letters of credit under the Credit Agreement in an aggregate amount equal to the lesser of the borrowing base calculation (minus outstanding advances) and $5,000. The borrowing base is generally defined as 85% of our eligible accounts receivable less certain reserves as defined in the Credit Agreement.

Our borrowings bear interest at one-month LIBOR plus 1.50% to 1.75%, depending on current availability. We will pay letter of credit fees equal to the applicable margin times the daily maximum amount available to be drawn under all letters of credit outstanding and a monthly unused fee at a rate per annum of 0.25% on the aggregate unused commitment. As of June 30, 2018, outstanding letters of credit totaled $893.

The Credit Agreement contains standard affirmative and negative covenants that may limit or restrict our ability to sell assets, incur additional indebtedness and engage in mergers and acquisitions. We are required to maintain a minimum consolidated fixed charge coverage ratio of 1.00:1.00, if a reporting trigger period commences. We were in compliance with applicable covenants as of June 30, 2018.

As of June 30, 2018, we had $27,671 of outstanding borrowings and our remaining borrowing capacity was $9,954.

### Other Debt

From time to time and when management believes it to be advantageous, we may enter into other arrangements to finance the purchase or construction of capital assets. These obligations are included on our consolidated balance sheets in other current debt and other debt, as applicable.

## 9. SHARE-BASED COMPENSATION

Our share-based compensation arrangements include grants of stock options, restricted stock units and deferred stock units under the StarTek, Inc. 2008 Equity Incentive Plan and our Employee Stock Purchase Plan. The compensation expense that has been charged against income for such awards was $224 and $487 for the three and six months ended June 30, 2018, respectively, and $301 and $530 for the three and six months ended June 30, 2017, respectively, and is included in selling, general and administrative expenses. As of June 30, 2018, there was $536 of total unrecognized compensation expense related to nonvested awards, which is expected to be recognized over a weighted-average period of 1.61 years.

10. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) (AOCI)

Accumulated other comprehensive income consisted of the following items:

| | Foreign Currency Translation Adjustment | Derivatives Accounted for as Cash Flow Hedges | Defined Benefit Plan | Total |
|---|---|---|---|---|
| Balance at December 31, 2017 | $ 1,971 | $ (1,441 ) | $ 854 | $1,384 |
| Foreign currency translation | 138 | — | — | 138 |
| Reclassification to operations | — | 66 | — | 66 |
| Unrealized gains (losses) | — | (1,332 ) | — | (1,332 ) |
| Pension amortization | — | — | (142 ) | (142 ) |
| Balance at June 30, 2018 | $ 2,109 | $ (2,707 ) | $ 712 | $114 |

Reclassifications out of accumulated other comprehensive income for the three and six months ended June 30, 2018 and 2017 were as follows:

| Details about AOCI components | Amount reclassified from AOCI | | | | Affected line item in the Consolidated Statements of Comprehensive Income |
|---|---|---|---|---|---|
| | Three Months Ended June 30, | | Six Months Ended June 30, | | |
| | 2018 | 2017 | 2018 | 2017 | |
| Gains (losses) on cash flow hedges | | | | | |
| Foreign exchange contracts | $95 | $134 | $61 | $245 | Cost of services |
| Foreign exchange contracts | 6 | 10 | 5 | 6 | Selling, general and administrative expenses |
| Pension amortization | (136 ) | — | (136 ) | — | Cost of services |
| Pension amortization | (6 ) | — | (6 ) | — | Selling, general and administrative expenses |
| Total reclassifications for the period | $(41 ) | $144 | $(76 ) | $251 | |

11. SEGMENT INFORMATION

We operate our business within three reportable segments based on the geographic regions in which our services are rendered. As of June 30, 2018, our Domestic segment included the operations of twelve facilities in the U.S. and one facility in Canada. Our Offshore segment included the operations of four facilities in the Philippines and our Nearshore segment included two facilities in Honduras and one facility in Jamaica.

We primarily evaluate segment operating performance in each reporting segment based on revenue and gross profit. Certain operating expenses are not allocated to each reporting segment; therefore, we do not present income statement information by reporting segment below the gross profit level.

Information about our reportable segments for the three and six months ended June 30, 2018 and 2017 is as follows:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2018 | 2017 | 2018 | 2017 |
| Revenue: | | | | |
| Domestic | $34,004 | $42,557 | $75,591 | $86,920 |
| Offshore | 16,981 | 19,364 | 35,147 | 40,487 |
| Nearshore | 8,732 | 12,058 | 18,093 | 24,224 |
| Total | $59,717 | $73,979 | $128,831 | $151,631 |
| | | | | |
| Gross profit: | | | | |
| Domestic | $698 | $2,552 | $3,225 | $4,062 |
| Offshore | 4,493 | 4,297 | 9,789 | 10,472 |
| Nearshore | 35 | 2,138 | 171 | 4,467 |
| Total | $5,226 | $8,987 | $13,185 | $19,001 |
| | | | | |
| Warrant Contra Revenue* | — | — | (2,500) | — |
| Total | $5,226 | $8,987 | $10,685 | $19,001 |

* We do not allocate warrant contra revenue to segments as doing so would distort gross profit.

12. REVENUE RECOGNITION

On January 1, 2018, the Company adopted Accounting Standards Codification 606, Revenue from Contracts with Customers, (Topic 606). Topic 606 replaces numerous industry specific requirements and converges the accounting guidance on revenue recognition with International Financial Reporting Standards 15 (IFRS 15). Topic 606 utilizes a five-step process, for revenue recognition that focuses on transfer of control, rather than transfer of risks and rewards. It also provided additional guidance on accounting for contract acquisition and fulfillment costs.

We have completed our assessment of the impact of Topic 606 and have concluded that our historical revenue recognition, contract acquisition cost, and fulfillment cost practices are in compliance with the new standard. However, we have included additional qualitative and quantitative disclosures about our revenues as is required by Topic 606.

Contracts with Customers

All of the Company's revenues are derived from written contracts with our customers. Generally speaking, our contracts document our customers' intent to utilize our services and the relevant terms and conditions under which our services will be provided. Our contracts do not contain minimum purchase requirements nor do they include termination penalties. Our customers may generally cancel our contract, without cause, upon written notice (generally ninety days). While our contracts do have stated terms, because of the facts stated above, they are accounted for on a month-to-month basis.

Our contracts give us the right to bill for services rendered during the period, which for the majority of our customers is a calendar month, with a few customers specifying a fiscal month.

Performance Obligations

We have identified one main performance obligation for which we invoice our customers, which is to stand ready to provide care services for our customers’ clients. A stand-ready obligation is a promise that a customer will have access to services as and when the customer decides to use them. Ours is considered a stand-ready obligations because the delivery of the underlying service (that is, receiving customer contact and performing the associated care services) is outside of our control or the control of our customer.

Our stand-ready obligation involves outsourcing of the entire customer care life cycle, including:

- The identification, operation, management and maintenance of facilities, IT equipment, and IT and telecommunications infrastructure

- Management of the entire human resources function, including recruiting, hiring, training, supervising, evaluating, coaching, retaining, compensating, providing employee benefits programs, and disciplinary activities

These activities are all considered an integral part of the production activities required in the service of standing ready to accept calls as they are directed to us by our clients.

Revenue Recognition Methods

Because our customers receive and consume the benefit of our services as they are performed and we have the contractual right to invoice for services performed to date, we have concluded that our performance obligation is satisfied over time. Accordingly, we recognize revenue for our services in the month they are performed. This is consistent with our prior revenue recognition model.

According to our contracts, we are entitled to invoice for our services on a monthly basis. We invoice according to the hourly and/or per transaction rates stated in the contract for the various activities we perform. Some contracts include opportunities to earn bonuses or include parameters under which we will incur penalties related to performance in any given month. Bonus or penalty amounts are based on the current month's performance. Formulas are included in the contracts for calculation of any bonus or penalty. There is no other performance in future periods that will impact the bonus or penalty calculation in the current period. We estimate the amount of the bonus or penalty using the "most likely amount" method and we apply this method consistently. The bonus or penalty calculated is generally approved by the client prior to billing (and revenue being recognized).

Disaggregated Revenue

In the following table, revenue is disaggregated by segment and vertical for the three and six months June 30, 2018 and 2017, respectively:

| | Three Months Ended June 30, 2018 | | | | Three Months Ended June 30, 2017 | | | |
|---|---|---|---|---|---|---|---|---|
| | Domestic | Offshore | Nearshore | Total | Domestic | Offshore | Nearshore | Total |
| Vertical: | | | | | | | | |
| Communications | 20,168 | 13,849 | 4,163 | 38,180 | 29,888 | 17,297 | 9,428 | 56,613 |
| Retail | 6,900 | 1,989 | 2,856 | 11,745 | 6,480 | 1,534 | 753 | 8,767 |
| Healthcare | 3,535 | 597 | — | 4,132 | 3,147 | 259 | 139 | 3,545 |
| Financial | 1,861 | — | — | 1,861 | 1,556 | — | — | 1,556 |
| Other | 877 | 290 | 537 | 1,704 | 1,100 | 254 | 467 | 1,821 |
| Technology | 223 | 256 | 1,176 | 1,655 | 386 | 20 | 1,271 | 1,677 |
| Gov't Services | 440 | — | — | 440 | — | — | — | — |
| Total | 34,004 | 16,981 | 8,732 | 59,717 | 42,557 | 19,364 | 12,058 | 73,979 |

| | Six Months Ended June 30, 2018 | | | | Six Months Ended June 30, 2017 | | | |
|---|---|---|---|---|---|---|---|---|
| | Domestic | Offshore | Nearshore | Total | Domestic | Offshore | Nearshore | Total |
| Vertical: | | | | | | | | |
| Communications | 45,016 | 28,462 | 9,554 | 83,032 | 61,250 | 36,194 | 18,477 | 115,921 |
| Retail | 12,882 | 4,644 | 4,977 | 22,503 | 13,714 | 3,272 | 1,808 | 18,794 |
| Healthcare | 8,912 | 1,054 | 48 | 10,014 | 6,061 | 483 | 302 | 6,846 |
| Gov't Services | 3,726 | — | — | 3,726 | — | — | — | — |
| Technology | 474 | 529 | 2,445 | 3,448 | 1,000 | 20 | 2,840 | 3,860 |
| Financial | 3,424 | — | — | 3,424 | 2,917 | — | — | 2,917 |
| Other | 1,157 | 458 | 1,069 | 2,684 | 1,978 | 518 | 797 | 3,293 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Total | 75,591 | 35,147 | 18,093 | 128,831 | 86,920 | 40,487 | 24,224 | 151,631 |

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13. AMAZON TRANSACTION AGREEMENT

On January 23, 2018, we entered into a Transaction Agreement (the “Amazon Transaction Agreement”) with Amazon.com, Inc. (“Amazon”), pursuant to which we agreed to issue to Amazon.com NV Investment Holdings LLC, a wholly owned subsidiary of Amazon (“NV Investment”), a warrant (the “Warrant”) to acquire up to 4,000,000 shares (the “Warrant Shares”) of our common stock, par value $0.01 per share (“Common Stock”), subject to certain vesting events. We entered into the Amazon Transaction Agreement in connection with commercial arrangements between us and any of our affiliates and Amazon and/or any of its affiliates pursuant to which we and any of our affiliates provide and will continue to provide commercial services to Amazon and/or any of its affiliates. The vesting of the Warrant shares, described below, is linked to payments made by Amazon or its affiliates (directly or indirectly through third parties) pursuant to the commercial arrangements.

The first tranche of 425,532 Warrant Shares vested upon the execution of the Amazon Transaction Agreement. The remainder of the Warrant Shares will vest based on Amazon’s payment of up to $600 million to us or any of our affiliates in connection with the receipt by Amazon or any of its affiliates of commercial services from us or any of our affiliates. The exercise price for all Warrant Shares will be $9.96 per share. The Warrant Shares are exercisable through January 23, 2026.

The Warrant provides for net share settlement that, if elected by the holders, will reduce the number of shares issued upon exercise to reflect net settlement of the exercise price. The Warrant provides for certain adjustments that may be made to the exercise price and the number of shares of common stock issuable upon exercise due to customary anti-dilution provisions based on future events. Vested Warrant Shares are classified as equity instruments.

Because the Warrant contains performance criteria (i.e. aggregate purchase levels) which Amazon and/or any of its affiliates must achieve for the Warrant Shares to vest, as detailed above, the final measurement date for each tranche of the Warrant Shares is the date on which performance is completed. Prior to the final measurement date, when achievement of the performance criteria has been deemed probable, a reduction in revenue equal to the percentage of completion to date will be recognized. The fair value of the Warrant Shares will be adjusted at each reporting period until they are earned.

The initial tranche of 425,532 Warrant Shares vested in the first quarter 2018. The amount of contra revenue attributed to these Warrant Shares is $2.5 million.

14. AEGIS TRANSACTION AGREEMENT

On March 14, 2018 we entered into a Transaction Agreement, which was subsequently amended by the parties on July 3, 2018 (as so amended, the “Aegis Transaction Agreement”), with CSP Alpha Midco Pte Ltd, a Singapore private limited company (“Aegis”), and CSP Alpha Holdings Parent Pte Ltd, a Singapore private limited company (the “Aegis Stockholder”). Pursuant to the Aegis Transaction Agreement, we, Aegis and the Aegis Stockholder agreed to, among other things: (1) the sale of all of the issued and outstanding shares of the common stock of Aegis by the Aegis Stockholder to us; (2) the issuance of 20,600,000 shares, as may be adjusted for stock splits, consolidation and other similar corporate events, of our common stock in consideration of such sale; (3) the amendment of our Restated Certificate of Incorporation, as amended from time to time, in order to effect such issuance; and (4) in addition to the transactions set forth above, the purchase at the closing of 166,667 additional shares of our common stock by the Aegis Stockholder, for $2 million at a price of $12 per share, subject to adjustment as set forth in the Aegis Transaction Agreement.

The closing of the transactions contemplated by the Aegis Transaction Agreement occurred on July 20, 2018. As a result, Aegis became a wholly-owned subsidiary of us and the Aegis Stockholder holds approximately 55% of our outstanding common stock.

15. SUBSEQUENT EVENTS

On July 20, 2018, we closed the transactions contemplated by the Aegis Transaction Agreement.

In July 2018, we received correspondence from the Canada Revenue Agency regarding our notice of objection on the reassessment of income taxes related to 2012 and 2013. The letter indicated that the file is under preliminary review and concluded in our favor on a number of items. We have until September 17, 2018 to respond and are currently attempting to gain clarification on some of the conclusions. At this time we are not able to accurately assess the impact to tax expense or whether we will pursue further action. Therefore, we have not accrued any tax expense in the second quarter.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our unaudited consolidated financial statements and the related notes included elsewhere in this report, as well as the financial and other information included in our 2017 Annual Report on Form 10-K.

BUSINESS DESCRIPTION AND OVERVIEW

STARTEK is a customer engagement business process outsourcing (BPO) services provider, delivering customer care solutions in a different and more meaningful way. We use “engagement” design principles vs. traditional contact center methods, resulting in added value services that create deeper customer relationships through better customer insights and interactions for our clients. Our unique approach to Omni Channel design and service, training innovation, and analytics, allows STARTEK to deliver full life-cycle care solutions through our engagement centers around the world. Our employees, whom we call Brand Warriors, are at the forefront of our customer engagement services and represent our greatest asset. For over 30 years, STARTEK Brand Warriors have been committed to enhancing the customer experience, providing higher value and making a positive impact for our clients’ business results.

Our vision is to be the most trusted global service provider to customer-centric companies who are looking for more effective ways to engage their customers on their terms and preferred channels with solutions that are not always available via traditional “contact center” companies.

The STARTEK Advantage System, the sum total of our customer engagement culture, customized solutions and processes, allows us to always remain focused on enhancing our clients’ customer experience, increasing customer lifetime value and reducing total cost of ownership. STARTEK has proven results for the multiple services we provide, including sales, order management and provisioning, customer care, technical support, receivables management and retention programs. We service client programs using a variety of multi-channel customer interaction capabilities, including voice, chat, email, social media, interactive voice response and back-office support.

We operate our business within three reportable segments based on the geographic regions in which our services are rendered. As of June 30, 2018, our Domestic segment included the operations of twelve facilities in the U.S. and one facility in Canada. Our Offshore segment included the operations of four facilities in the Philippines, and our Nearshore segment included two facilities in Honduras and one facility in Jamaica.

We seek to become the trusted partner to our clients and provide meaningful, impactful customer engagement BPO services. Our approach is to develop relationships with our clients that are truly collaborative in nature where we are focused, flexible and proactive to their business needs. The end result is the delivery of the highest quality customer experience to our clients’ customers. To achieve sustainable, predictable, profitable growth, our strategy is to:

- grow our existing client base by deepening and broadening our relationships;
- diversify our client base by adding new clients and verticals;
- improve our market position by becoming the leader in customer engagement services;
- improve profitability through operational improvements, increased utilization and higher margin accounts;
- expand our global delivery platform to meet our clients' needs;
- broaden our service offerings through more innovative, technology-enabled and added-value solutions; and
- develop talent and plan for succession.

SIGNIFICANT DEVELOPMENTS

Amazon Transaction Agreement

On January 23, 2018, we entered into a Transaction Agreement (the “Amazon Transaction Agreement”) with Amazon.com, Inc. (“Amazon”), pursuant to which we agreed to issue to Amazon.com NV Investment Holdings LLC, a wholly owned subsidiary of Amazon (“NV Investment”), a warrant (the “Warrant”) to acquire up to 4,000,000 shares (the “Warrant Shares”) of our common stock, par value $0.01 per share (“Common Stock”), subject to certain vesting events. We entered into the Amazon Transaction Agreement in connection with commercial arrangements between us and any of our affiliates and Amazon and/or any of its affiliates pursuant to which we and any of our affiliates provide and will continue to provide commercial services to Amazon and/or any of its affiliates. The vesting of the Warrant shares is linked to payments made by Amazon or its affiliates (directly or indirectly through third parties) pursuant to the commercial arrangements.

The first tranche of 425,532 Warrant Shares vested upon the execution of the Amazon Transaction Agreement. The remainder of the Warrant Shares will vest based on the payment by Amazon or any of its affiliates of up to $600 million to us in connection with the receipt by Amazon or any of its affiliates of commercial services from us or any of our affiliates. The exercise price for all Warrant Shares will be $9.96 per share. The Warrant Shares are exercisable through January 23, 2026.

The Warrant provides for net share settlement that, if elected by the holders, will reduce the number of shares issued upon exercise to reflect net settlement of the exercise price. The Warrant provides for certain adjustments that may be made to the exercise price and the number of shares of common stock issuable upon exercise due to customary anti-dilution provisions based on future events.

Aegis Transaction Agreement

On March 14, 2018 we entered into a Transaction Agreement, which was subsequently amended by the parties on July 3, 2018 (as so amended, the “Aegis Transaction Agreement”), with CSP Alpha Midco Pte Ltd, a Singapore private limited company (“Aegis”), and CSP Alpha Holdings Parent Pte Ltd, a Singapore private limited company (the “Aegis Stockholder”). Pursuant to the Aegis Transaction Agreement, we, Aegis and the Aegis Stockholder agreed to, among other things: (1) the sale of all of the issued and outstanding shares of the common stock of Aegis by the Aegis Stockholder to us; (2) the issuance of 20,600,000 shares, as may be adjusted for stock splits, consolidation and other similar corporate events, of our common stock in consideration of such sale; (3) the amendment of our Restated Certificate of Incorporation, as amended from time to time, in order to effect such issuance; and (4) in addition to the transactions set forth above, the purchase at the closing of 166,667 additional shares of our common stock by the Aegis Stockholder, for $2 million at a price of $12 per share, subject to adjustment as set forth in the Aegis Transaction Agreement.

The closing of the transactions contemplated by the Aegis Transaction Agreement occurred on July 20, 2018. As a result, Aegis became a wholly-owned subsidiary of us and the Aegis Stockholder holds approximately 55% of our outstanding common stock.

RESULTS OF OPERATIONS — THREE MONTHS ENDED JUNE 30, 2018 AND 2017

The following table summarizes our revenues and gross profit for the periods indicated by reporting segment:

| | For the Three Months Ended June 30, | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 2018 | | | | 2017 | | | |
| | (in 000s) | | (% of Total) | | (in 000s) | | (% of Total) | |
| Domestic: | | | | | | | | |
| Revenue | $34,004 | | 57.0 | % | $42,557 | | 57.5 | % |
| Gross profit | $698 | | 13.4 | % | $2,552 | | 28.4 | % |
| Gross profit % | 2.1 | % | | | 6.0 | % | | |
| Offshore: | | | | | | | | |
| Revenue | $16,981 | | 28.4 | % | $19,364 | | 26.2 | % |
| Gross profit | $4,493 | | 86.0 | % | $4,297 | | 47.8 | % |
| Gross profit % | 26.5 | % | | | 22.2 | % | | |
| Nearshore: | | | | | | | | |
| Revenue | $8,732 | | 14.6 | % | $12,058 | | 16.3 | % |
| Gross profit | $35 | | 0.7 | % | $2,138 | | 23.8 | % |
| Gross profit % | 0.4 | % | | | 17.7 | % | | |
| Company Total: | | | | | | | | |
| Revenue | $59,717 | | 100.0 | % | $73,979 | | 100.0 | % |
| Gross profit | $5,226 | | 100.0 | % | $8,987 | | 100.0 | % |
| Gross profit % | 8.8 | % | | | 12.1 | % | | |

Revenue

Gross revenue decreased $14.3 million from $74.0 million to $59.7 million in the second quarter of 2018. The decrease was primarily due to $17.2 million of volume reductions and $9.3 million related to the Company's margin initiative, offset by $12.3 million of net new growth. The Domestic segment decrease of $8.6 million was due to $6.8 million of volume reductions and $10.1 million from the Company's margin initiative, partially offset by $8.3 million of net growth from new and existing clients. The Offshore decrease of $2.4 million was due to $4.7 million of volume reductions offset by $2.3 million of net growth from new and existing clients. The decrease in the Nearshore segment of $3.3 million was due to $5.8 million of volume reductions, offset by $2.5 million in net new growth and margin initiatives.

Gross profit

Gross profit as a percentage of net revenue decreased by 3.3% primarily due to volume declines. Domestic gross profit as a percentage of revenue decreased 3.9% in 2018 from 6.0% in 2017 primarily due to Sprint volume reductions in accordance with the notice of termination received in the first quarter. The Offshore gross margin increased 4.3% due to new growth from existing clients. The Nearshore decrease to 0.4% in 2018 from 17.7% in 2017 was primarily due to volume reductions from existing customers primarily in the wireless communications vertical, as well as discounted training related to on-boarding significant new business, and delays related to ramping additional new programs.

RESULTS OF OPERATIONS — SIX MONTHS ENDED JUNE 30, 2018 AND 2017

The following table summarizes our revenues and gross profit for the periods indicated by reporting segment:

| | For the Six Months Ended June 30, | | | |
|---|---|---|---|---|
| | 2018 | | 2017 | |
| | (in 000s) | (% of Total) | (in 000s) | (% of Total) |
| Domestic: | | | | |
| Revenue | $75,591 | 59.9 % | $86,920 | 57.3 % |
| Gross profit | $3,225 | 24.5 % | $4,062 | 21.4 % |
| Gross profit %* | 4.3 % | | 4.7 % | |
| Offshore: | | | | |
| Revenue | $35,147 | 27.8 % | $40,487 | 26.7 % |
| Gross profit | $9,789 | 74.2 % | $10,472 | 55.1 % |
| Gross profit %* | 27.9 % | | 25.9 % | |
| Nearshore: | | | | |
| Revenue | $18,093 | 14.3 % | $24,224 | 16.0 % |
| Gross profit | $171 | 1.3 % | $4,467 | 23.5 % |
| Gross profit %* | 0.9 % | | 18.4 % | |
| Company total: | | | | |
| Gross revenue | $128,831 | 102.0 % | $151,631 | 100.0 % |
| Warrant contra revenue* | $(2,500 ) | (2.0 )% | $— | — % |
| Gross profit %* | (2.0 )% | | — % | |
| Company total: | | | | |
| Net revenue | $126,331 | 100.0 % | $151,631 | 100.0 % |
| Gross profit | $10,685 | 100.0 % | $19,001 | 100.0 % |
| Gross profit %* | 8.5 % | | 12.5 % | |

* We do not allocate warrant contra revenue to segments as doing so would distort gross profit. Gross profit percentages for the segments are calculated using gross revenue, while total company gross profit percentages are calculated using net revenue.

Gross revenue

Gross revenue decreased by $22.8 million, from $151.6 million to $128.8 million in the first half of 2018. The decrease was due to $29.4 million in volume declines and $20.6 million of year over year reductions in revenue volume related to the company's margin initiative offset by $27.2 million of net new growth. Domestic segment decrease of $11.3 million was due to $20.8 million reduction of revenues related to the company's margin initiative, $10.0 million decline from existing volumes, offset by $19.5 million of net new growth. Offshore revenues decreased by $5.3 million due to $10.0 million in volume declines, offset by $4.7 million net new growth. The decrease in the Nearshore segment of $6.1 million was due to $9.4 million of volume declines offset by $3.3 million of net new growth.

Gross profit

Gross profit as a percentage of revenue decreased by 4.0% primarily due to significant volume declines offset by the impact of the company's margin initiative and information technology cost savings. Domestic gross profit as a percentage of revenue decreased to 4.3% in 2018 from 4.7% in 2017 primarily due to declining volumes partially offset by net new growth. The Offshore increase of 2.0% was primarily due to increased growth offset by volume declines. The Nearshore decrease of 17.5% was due to volume declines and the significant impact of ramping new programs.

Selling, general and administrative expenses

Selling, general and administrative expenses decreased by $0.5 million during the first half of 2018 compared to the prior year. On a year-to-date basis, such expenses increased as a percentage of revenue rose to 12.1% compared to 10.6% in 2017.

Impairment Losses and Restructuring Charges

During the first half of 2018, we recognized impairment losses of $3.4 million. We closed our facility in Colorado Springs, Colorado, resulting in an impairment loss of $1.1 million related to the disposal of certain assets. Additionally, we notified our RN's on Call clients that we would no longer be providing service after March 2018, resulting in an impairment loss of $0.2 million for write-off of the customer relationship intangible asset related to this line of business. We also received notice from a large client in the first quarter of 2018 that they intended to terminate their business with us as of the end of second quarter 2018. This resulted in an impairment loss of $2.1 million for the write-off of the customer relationship intangible asset related to the client. In second quarter 2017, we made the decision to close our Tell City, Indiana facility, resulting in the recognition of an impairment loss of $53 thousand related to the disposal of certain assets.

Restructuring charges totaled $1.6 million for the six months ended June 30, 2018. This is comprised of $0.3 million for the closure of the Colorado Springs, Colorado facility; a total of $1.1 million related to the elimination of certain positions at various locations under a company wide restructuring plan; and charges of $0.2 million resulting from early termination of a portion of the lease on one of our Offshore locations. Restructuring charges totaled $359 thousand for the three and six months ended June 30, 2017, as a result of our decision to close the Tell City, Indiana facility.

Interest and other income (expense), net

Interest and other income (expense), net for the three and six months ended June 30, 2018 of approximately ($0.4) million and ($0.8) million, respectively, primarily consists of interest expense associated with our line of credit, capital leases, and notes payable.

Interest and other income (expense), net for the three and six months ended June 30, 2017 of approximately $0.1 million and ($0.3) million, respectively, primarily consists of interest expense of ($0.4) million per quarter associated with our line of credit, capital leases, and notes payable, offset by a recovery of $0.5 million received in the second quarter.

Income tax expense (benefit)

Income tax benefit (expense) during the first half of 2018 was $0.2 million, and ($0.1) million during the first half of 2017. Income tax expense is primarily related to our Canadian operations, and in the second quarter of 2017 was offset by a benefit related to our US operations. We have tax holidays in Honduras and Jamaica, and for certain facilities in the Philippines.

## LIQUIDITY AND CAPITAL RESOURCES

Our primary sources of liquidity are cash flows generated by operating activities, available borrowings under our revolving credit facility, and factoring agreements for certain accounts receivable. We have historically utilized these resources to finance our operations and make capital expenditures associated with capacity expansion, upgrades of information technologies and service offerings, and business acquisitions. Due to the timing of our collections of receivables due from our major customers, we have historically needed to draw on the line of credit periodically for ongoing working capital needs. We believe our cash and cash equivalents, cash from operations and available credit will be sufficient to operate our business for the next twelve months.

As of June 30, 2018, working capital totaled $33.9 million and the current ratio was 2.50:1, compared to working capital of $32.2 million and a current ratio of 2.24:1 as of December 31, 2017. The increase in 2018 was primarily driven by the reduction in accrued liabilities.

Net cash (used in) provided by operating activities for the six months ended June 30, 2018 was ($4.8) million, compared to $11.2 million for the six months ended June 30, 2017, primarily due to a net loss in first two quarters of 2018 compared to net income in first two quarters of 2017. Cash flows from operating activities can vary significantly from quarter to quarter depending upon the timing of operating cash receipts and payments, especially accounts receivable and accounts payable.

Net cash used in investing activities for the six months ended June 30, 2018 of $3.0 million consisted primarily of capital expenditures. This compares to net cash used in investing activities for the six months ended June 30, 2017 of $1.7 million, which primarily consisted of capital expenditures of $2.1 million, offset by $0.4 million related to proceeds from asset sales.

Net cash provided by financing activities for the six months ended June 30, 2018 of $7.5 million consisted primarily of $8.6 million drawn from our line of credit offset by $1.5 million of principal payments on debt. Net cash used in financing activities for the six months ended June 30, 2017 of $8.6 million consisted of $7.1 million used to pay down our line of credit and $1.6 million of principal payments on debt.

### Secured Revolving Credit Facility

For more information, refer to Note 8, "Debt," to our unaudited consolidated financial statements included in Item 1, "Financial Statements."

## CONTRACTUAL OBLIGATIONS

There were no material changes in our contractual obligations during the second quarter 2018.

## OFF-BALANCE SHEET ARRANGEMENTS

We have no material off-balance sheet transactions, unconditional purchase obligations or similar instruments and we are not a guarantor of any other entities' debt or other financial obligations.

## VARIABILITY OF OPERATING RESULTS

We have experienced and expect to continue to experience some quarterly variations in revenue and operating results due to a variety of factors, many of which are outside our control, including: (i) timing and amount of costs incurred to expand capacity in order to provide for volume growth from existing and future clients; (ii) changes in the volume of services provided to principal clients; (iii) expiration or termination of client projects or contracts; (iv) timing of existing and future client product launches or service offerings; (v) seasonal nature of certain clients' businesses; and (vi) variability in demand for our services by our clients depending on demand for their products or services and/or depending on our performance.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

In preparing our consolidated financial statements in conformity with GAAP, management must undertake decisions that impact the reported amounts and related disclosures. Such decisions include the selection of the appropriate accounting principles to be applied and assumptions upon which accounting estimates are based. Management applies its best judgment based on its understanding and analysis of the relevant circumstances to reach these decisions. By their nature, these judgments are subject to an inherent degree of uncertainty. Accordingly, actual results may vary significantly from the estimates we have applied.

Our critical accounting policies and estimates are consistent with those disclosed in our 2017 Annual Report on Form 10-K, except for Common Stock Warrant Accounting, outlined below. Please refer to Note 1 of the Notes to the Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2017 for a complete description of our critical accounting policies and estimates.

### Common Stock Warrant Accounting

In conjunction with execution of the Amazon warrant agreement, we considered a number of factors to determine the appropriate income statement impacts resulting from issuance of the first tranche of warrants at the time of execution. These factors included:

- Whether the warrants are freestanding or embedded in another financial instrument;
  Conclusion: They are freestanding
- Whether the warrants are indexed to the Company's stock;
  Conclusion: The warrants are indexed to the Company's stock
- Evaluate Settlements: whether the contract includes a provision that could require net cash settlement, and/or the type and quantity of the Company's stock available and required for settlement;
  Conclusion: Either physical or net share settlement is required, allowing equity treatment
- Other conditions required for equity classification
  Conclusion: No circumstances exist that would require us to account classify the instrument as anything other than equity
- Determination of basis of recognition of costs associated with the transaction

Conclusion: Since fair value is readily determinable based on Company stock price, measurement of expense is based on fair value of the equity instruments issued

- Determination of basis of recognition of equity instruments associated with the transaction

Conclusion: Equity in the amount of estimated probable performance completion to date (based on quarterly forecasts) will be recorded for the fair value of the warrants earned to date, based on Monte Carlo pricing; adjustments will be made at each reporting period until performance is complete

After evaluating these factors, we concluded that:

- The warrants issued to Amazon will be classified as equity on the Company's balance sheet;

- The offset will be recognized as contra-revenue on the statement of income;
- Contra-revenue and equity will be estimated and recorded, using the Monte Carlo pricing model, when performance completion is probable, with adjustments in each reporting period until performance is complete; and
- We will prepare disclosures in conformance with the disclosure requirements in ASC 505 and ASC 718

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Foreign Currency Exchange Risks

Market risk relating to our international operations results primarily from changes in foreign exchange rates. To address this risk, we enter into foreign currency forward and options contracts. The contracts cover periods commensurate with expected exposure, generally three to twelve months, and are secured through a reserve on our availability calculation with our Lender. The cumulative translation effects for subsidiaries using functional currencies other than the USD are included in accumulated other comprehensive loss in stockholders' equity. Movements in non-USD currency exchange rates may negatively or positively affect our competitive position, as exchange rate changes may affect business practices and/or pricing strategies of non-U.S. based competitors.

We serve many of our U.S.-based clients in non-U.S. locations, such as Canada and the Philippines. Our client contracts are primarily priced and invoiced in USD; however, the functional currencies of our Canadian and Philippine operations are the Canadian dollar ("CAD") and the Philippine peso ("PHP"), respectively, which creates foreign currency exchange exposure.

In order to hedge our exposure to foreign currency transactions in the CAD and PHP, we had outstanding foreign currency forward and option contracts as of June 30, 2018 with notional amounts totaling $35.1 million. If the USD were to weaken against the CAD and PHP by 10% from current period-end levels, we would incur a loss of approximately $3.4 million on the underlying exposures of the derivative instruments. As of June 30, 2018, we have not entered into any arrangements to hedge our exposure to fluctuations in the Honduran lempira or the Jamaican dollar relative to the USD.

If we increase our operations in international markets, our exposure to potentially volatile movements in foreign currency exchange rates would also increase. The economic impact of foreign currency exchange rate movements is linked to variability in real growth, inflation, governmental actions and other factors. These changes, if significant, could cause us to adjust our foreign currency risk strategies.

### Interest Rate Risk

At June 30, 2018, we had a $50.0 million secured credit facility with BMO Harris Bank. The interest rate on our credit facility is variable based upon the LIBOR index, and, therefore, is affected by changes in market interest rates. If the LIBOR increased 100 basis points, there would not be a material impact to our unaudited consolidated financial statements.

During the six months ended June 30, 2018, there were no material changes in our market risk exposure.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures. As of June 30, 2018, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2018, our disclosure controls and procedures were effective and were designed to ensure that all information required to be disclosed by us in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

Changes in internal controls over financial reporting. There was no change in our internal control over financial reporting that occurred during the quarter ended June 30, 2018, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1A. RISK FACTORS

There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017, except for risks related to the Warrant and Aegis Transactions, outlined below.

If Amazon and/or any of its affiliates exercise their right to acquire shares of our common stock pursuant to the Warrant, it will dilute the ownership interests of our then-existing stockholders and could adversely affect the market price of our stock.

If Amazon exercises its right to acquire shares of our common stock pursuant to the Warrant, it will dilute the ownership interests of our then-existing stockholders and reduce our earnings per share. In addition, any sales in the public market of any common stock issuable upon the exercise of the Warrant by Amazon could adversely affect prevailing market prices of our common stock.

Amazon is not obligated to purchase services from us, and in the event Amazon chooses not to purchase services from us we will not achieve the benefits associated with the Warrant.

We issued the Warrant to Amazon and its affiliates in the expectation that it would provide an incentive to Amazon and/or any of its affiliates to increase the amount of business that Amazon and/or any of its affiliates conducts with us. However, Amazon and/or any of its affiliates are not obligated to purchase services from us. In the event Amazon or its affiliates choose not to purchase services from us and any of our affiliates, we will not achieve the associated benefits of such increased business.

The issuance of the shares in the Aegis Transactions could have a negative effect on our stock price.

In connection with the Aegis Transactions, we issued 20,766,667 shares of our common stock, representing approximately 55% of our outstanding common stock following issuance, in exchange for all of the outstanding shares of common stock of Aegis. We can offer no assurance that th combined company will generate the expected revenues or net income following the consummation of the Aegis Transactions. The issuance of common stock could have a depressive effect on the market price of our common stock by increasing the number of shares of common stock outstanding. Such downward pressure could encourage short sales by certain investors, which could place further downward pressure on the price of the common stock.

We granted registration rights to the Aegis Stockholder with respect to its shares, requiring us to file a registration statement with the SEC covering the resale of such shares, which means that such shares would become eligible for resale in the public markets. Any sales of those shares, or the anticipation of the possibility of such sales, could create downward pressure on the market price of our common stock.

As a result of the issuance of common stock in connection with the Aegis Transactions, the Aegis Stockholder owns a majority of our common stock and has the ability to control us.

As a result of the issuance of our common stock pursuant to the Aegis Transactions, the Aegis Stockholder owns approximately

55% of our common stock. Thus, the Aegis Stockholder is able to exercise significant influence over our business and affairs if it chooses to do so. The Aegis Stockholder is able to determine the outcome of all matters brought before the shareholders, including the approval of mergers and other business combination transactions and is able to designate and elect a majority of our directors. As a result of the Aegis Stockholder's ownership of a majority of the voting power of our common stock, we are a "controlled company" as defined in NYSE listing rules and therefore are not subject to certain NYSE requirements that would otherwise require us to have (i) a majority of independent directors, (ii) a nominating committee composed solely of independent directors, (iii) the compensation of its executive officers determined by a majority of the independent directors or a compensation committee composed solely of independent directors, and (iv) director nominees selected, or recommended for the Board's selection, either by a majority of the independent directors or a nominating committee composed solely of independent directors. The Aegis Stockholder has designated a majority of our directors as of the closing.

The integration of our business with Aegis following the closing will present challenges that may result in a decline in the anticipated benefits of the Aegis Transactions.

The Aegis Transactions involve the combination of two businesses that currently operate as independent businesses. We will be required to devote management attention and resources to integrating our business practices and operations. There is a significant degree of difficulty and management distraction inherent in the process of integrating the two companies, which could cause an interruption of, or loss of momentum in, the activities of each company's existing businesses. Management will be required to devote considerable amounts of time to this integration process, which will decrease the time they will have to manage existing business, service existing customers, attract new customers and develop new products, services or strategies. One potential consequence of such distractions could be the failure of management to realize other opportunities that could be beneficial to us. If senior management is not able to effectively manage the process following closing of the Aegis Transactions, or if any significant business activities are interrupted as a result of the integration process, our business could suffer. Potential difficulties the combined company may encounter in the integration process include the following:

- the inability to successfully integrate the two businesses, including operations, technologies, products and services, in a manner that permits us to achieve the cost savings and operating synergies anticipated to result from the Aegis Transactions, which could result in the anticipated benefits of the Aegis Transactions not being realized partly or wholly in the time frame currently anticipated or at all;
- lost sales and customers as a result of certain customers of either or both of the two businesses deciding not to do business with us;
- the necessity of coordinating geographically separated organizations, systems and facilities;
- potential unknown liabilities and unforeseen increased expenses, delays or regulatory conditions associated with the Aegis Transactions;
- integrating personnel with diverse business backgrounds and business cultures, while maintaining focus on providing consistent, high-quality products and services;
- consolidating and rationalizing information technology platforms and administrative infrastructures as well as accounting systems and related financial reporting and control activities; and
- preserving important relationships of both us and Aegis and resolving potential conflicts that may arise.

Furthermore, it is possible that the integration process could result in the loss of key employees. In addition, the combined company could be adversely affected by the diversion of management's attention and any delays or difficulties encountered in connection with the integration of the companies. If we are not able to successfully complete the combination of the business and fully realize the anticipated savings and synergies in a timely manner, or the cost to achieve these synergies is greater than expected, we may not fully realize the anticipated benefits of the Aegis Transactions, or it may take longer than expected to realize the benefits. The failure to fully realize the anticipated benefits could have a depressive effect on the market price of our common stock.

We have incurred significant transaction costs in connection with the Aegis Transactions, including all costs incurred by Aegis and the Aegis Stockholder in connection with the Aegis Transactions.

We have incurred and expect to incur significant, non-recurring costs in connection with consummating the Aegis Transactions. We may incur additional costs to retain key employees. Pursuant to the Aegis Transaction Agreement, we have, or after the closing of the Aegis Transactions will, pay, or reimburse Aegis or the Aegis Stockholder for, all transaction expenses incurred in connection with the Aegis Transaction Agreement and the Aegis Transactions by us, Aegis or the Aegis Stockholder, including all legal, accounting, consulting, investment banking and other fees, expenses and costs.

The total transaction expenses that we expect to incur as a result of the Aegis Transactions, which include the transaction expenses that we have paid or expect to pay, or reimburse Aegis or the Aegis Stockholder for, are currently estimated at approximately $12.5 million.

ITEM 6. EXHIBITS

INDEX OF EXHIBITS

| Exhibit No. | Exhibit Description | Incorporated Herein by Reference Form | Exhibit | Filing Date |
|---|---|---|---|---|
| 2.1 | First Amendment to Transaction Agreement, dated as of July 3, 2018, by and among StarTek, Inc., CSP Alpha Midco Pte Ltd, and CSP Alpha Holdings Parent Pte Ltd | 8-K | 2.1 | 7/5/2018 |
| 31.1* | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | | | |
| 31.2* | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | | | |
| 32.1* | Written Statement of the Chief Executive Officer and Chief Financial Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | | | |
| 101* | The following materials are formatted in Extensible Business Reporting Language (XBRL): (i) Consolidated Statements of Operations and Comprehensive Income (Loss) for the Three and Six Months Ended June 30, 2018 and 2017 (Unaudited), (ii) Consolidated Balance Sheets as of June 30, 2018 (Unaudited) and December 31, 2017, (iii) Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2018 and 2017 (Unaudited) and (iv) Notes to Consolidated Financial Statements (Unaudited) | | | |

* Filed with this Form 10-Q.

SIGNATURES

Pursuant to the requirements of Securities Exchange Act of 1934, the registrant has duly caused this Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

STARTEK, INC.

By: /s/ DON NORSWORTHY — Date: August 8, 2018

Don Norsworthy
Senior Vice President, Chief Financial Officer and Treasurer
(duly authorized officer and principal financial officer)