

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 1999; 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: 0-20728

RIMAGE CORPORATION

(Exact name of Registrant as specified in its charter)

Minnesota

41-1577970

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

7725 Washington Avenue South, Edina, MN 55439

(Address of principal executive offices)

612-944-8144

(Registrant's telephone number, including area code)

NA

(Former name, former address, and former fiscal year, if changed
since last report.)

Common Stock outstanding at November 11, 1999 -- 5,103,914 shares
of \$.01 par value Common Stock.

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

RIMAGE CORPORATION
FORM 10-Q
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FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 1999

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FINANCIAL INFORMATION

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Consolidated Balance Sheets as of
September 30, 1999 (unaudited) and
December 31, 1998

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RIMAGE CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

September 30, 1999 and December 31, 1998

<TABLE>
<CAPTION>

| Assets | September 30, 1999 | December 31, 1998 |
|---|-----------------------|----------------------|
| ----- | | |
| | (unaudited) | |
| Current assets: | | |
| <S> | <C> | <C> |
| Cash and cash equivalents | \$ 11,419,203 | \$ 7,349,521 |
| Trade accounts receivable, net of allowance for doubtful accounts and sales returns of \$230,000 and \$143,000, respectively | 6,868,902 | 4,772,337 |
| Inventories | 2,220,858 | 1,876,063 |
| Interest receivable | 87,960 | -- |
| Prepaid expenses and other current assets | 92,316 | 90,667 |
| Deferred income taxes | 593,000 | 593,000 |
| Net assets of discontinued operations | -- | 587,265 |
| ----- | | |
| Total current assets | 21,282,239 | 15,268,853 |
| ----- | | |
| Property and equipment, net | 706,551 | 566,114 |
| Goodwill, net of accumulated amortization of \$377,286 in 1998 | -- | 767,977 |
| Other noncurrent assets | 169,808 | 67,427 |
| ----- | | |
| Total assets | \$ 22,158,598 | \$ 16,670,371 |
| ===== | | |
| Liabilities and Stockholders' Equity | | |
| ----- | | |
| Current liabilities: | | |
| Trade accounts payable | \$ 2,083,844 | \$ 1,883,100 |
| Income taxes payable | 541,611 | 236,728 |
| Accrued compensation | 837,102 | 871,729 |
| Accrued other | 820,580 | 797,545 |
| Deferred income and customer deposits | 816,078 | 712,982 |
| ----- | | |
| Total current liabilities | 5,099,215 | 4,502,084 |
| ===== | | |
| Stockholders' equity: | | |
| Common stock, \$.01 par value, authorized 10,000,000 shares, issued and outstanding 5,103,914 and 4,936,088, respectively | 51,039 | 49,361 |
| Additional paid-in capital | 11,888,072 | 11,545,485 |

| | | |
|---|---------------|---------------|
| Retained earnings | 5,345,493 | 647,477 |
| Accumulated other comprehensive income - foreign currency translation adjustment | (225,221) | (74,036) |
| ----- | | |
| Total stockholders' equity | 17,059,383 | 12,168,287 |
| ----- | | |
| Total liabilities and stockholders' equity | \$ 22,158,598 | \$ 16,670,371 |
| ===== | | |

</TABLE>

See accompanying condensed notes to consolidated financial statements

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RIMAGE CORPORATION AND SUBSIDIARIES
Consolidated Statements of Operations
(unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|--------------|------------------------------------|-----|
| | 1999 | 1998 | 1999 | |
| 1998 | | | | |
| ----- | | | | |
| <S> | <C> | <C> | <C> | <C> |
| Revenues | \$ 9,823,421 | \$ 7,289,461 | \$ 26,068,531 | \$ |
| 20,022,718 | | | | |
| Cost of revenues | 4,638,645 | 3,647,360 | 12,915,861 | |
| 9,676,557 | | | | |
| ----- | | | | |
| Gross profit | 5,184,776 | 3,642,101 | 13,152,670 | |
| 10,346,161 | | | | |
| ----- | | | | |
| Operating expenses: | | | | |
| Research and development | 704,293 | 550,764 | 1,886,962 | |
| 1,467,641 | | | | |
| Selling, general and administrative | 1,653,375 | 1,585,299 | 4,937,378 | |
| 4,704,134 | | | | |
| ----- | | | | |
| Total operating expenses | 2,357,668 | 2,136,063 | 6,824,340 | |
| 6,171,775 | | | | |
| ----- | | | | |
| Operating income from continuing operations | 2,827,108 | 1,506,038 | 6,328,330 | |
| 4,174,386 | | | | |
| ----- | | | | |
| Other income (expense): | | | | |
| Interest, net | 137,711 | 28,287 | 289,502 | |
| (10,239) | | | | |
| Gain (loss) on currency exchange | (17,205) | 50,728 | (35,701) | |
| 77,498 | | | | |
| Gain on lease restructure | - | 361,098 | - | |
| 361,098 | | | | |
| Other, net | 21,535 | (4,090) | 51,839 | |
| (8,284) | | | | |
| ----- | | | | |
| Total other income, net | 142,041 | 436,023 | 305,640 | |
| 420,073 | | | | |
| ----- | | | | |
| Income from continuing operations before income taxes | 2,969,149 | 1,942,061 | 6,633,970 | |
| 4,594,459 | | | | |
| Income tax expense (benefit) | 1,068,894 | (415,043) | 2,425,448 | |
| 121,537 | | | | |
| ----- | | | | |
| Income from continuing operations | 1,900,255 | 2,357,104 | 4,208,522 | |
| 4,472,922 | | | | |

| | | | | |
|---|--------------|--------------|--------------|----|
| Discontinued operations: | | | | |
| Income (loss) from operations of discontinued Services Division, net of applicable income taxes | - | (684,380) | 186,045 | |
| (749,189) | | | | |
| Gain on disposal of Services Division, net of applicable income tax expense | - | - | 303,449 | |
| ----- | | | | |
| Net income | \$ 1,900,255 | \$ 1,672,724 | \$ 4,698,016 | \$ |
| 3,723,733 | | | | |
| ===== | | | | |
| Income (loss) per basic share: | | | | |
| Continuing operations | \$ 0.37 | \$ 0.49 | \$ 0.83 | |
| \$ 0.95 | | | | |
| Discontinued operations | - | (0.14) | 0.10 | |
| (0.16) | | | | |
| ----- | | | | |
| Net income per basic share | \$ 0.37 | \$ 0.35 | \$ 0.93 | |
| \$ 0.79 | | | | |
| ===== | | | | |
| Income (loss) per diluted share: | | | | |
| Continuing operations | \$ 0.33 | \$ 0.42 | \$ 0.73 | |
| \$ 0.83 | | | | |
| Discontinued operations | - | (0.12) | 0.08 | |
| (0.14) | | | | |
| ----- | | | | |
| Net income per diluted share | \$ 0.33 | \$ 0.30 | \$ 0.81 | |
| \$ 0.69 | | | | |
| ===== | | | | |
| Basic weighted average shares outstanding | | | | |
| 5,080,947 | 4,827,948 | 5,042,481 | | |
| 4,727,882 | | | | |
| ===== | | | | |
| Diluted weighted average shares and assumed conversion shares | | | | |
| 5,838,376 | 5,596,913 | 5,812,875 | | |
| 5,421,212 | | | | |
| ===== | | | | |

See accompanying condensed notes to the consolidated financial statements

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RIMAGE CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows
(unaudited)

<TABLE>
<CAPTION>

| | Nine months ended September 30, | |
|---|------------------------------------|--------------|
| | 1999 | 1998 |
| ----- | | |
| <S> | | |
| Cash flows from operating activities: | <C> | <C> |
| Net income | \$ 4,698,016 | \$ 3,723,733 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Minority interest in net income of dissolved subsidiary | - | (57,907) |
| Depreciation and amortization | 429,761 | 338,669 |
| Change in reserve for excess and obsolete inventories | 120,980 | 236,798 |
| Change in allowance for doubtful accounts | 87,674 | (173,614) |
| Gain on sale of property and equipment | (27,489) | - |
| Write-off of other assets | - | 15,000 |
| Deferred income tax benefit | - | - |
| (750,000) | | |
| Gain on lease restructure | - | - |
| (361,098) | | |
| Changes in operating assets and liabilities: | | |
| Trade accounts receivable | (2,184,239) | (1,958,584) |
| Inventories | (465,775) | |
| (484,004) | | |

| | | | |
|---------------------------------------|--|-----------|-----------|
| (429,271) | Income tax receivable | - | |
| | Interest receivable | (87,960) | - |
| | Prepaid expenses and other current assets | (9,712) | 79,349 |
| | Net assets of discontinued operations | 587,265 | 1,682,961 |
| | Trade accounts payable | 200,744 | 587,903 |
| | Income taxes payable | 304,883 | - |
| | Accrued expenses | (11,592) | 508,875 |
| | Deferred income and customer deposits | 103,096 | 64,497 |
| ----- | | | |
| | Net cash provided by operating activities | 3,745,652 | 3,023,307 |
| ----- | | | |
| Cash flows from investing activities: | | | |
| | Purchase of property and equipment | (394,197) | (333,651) |
| | Proceeds from the sale of property, plant, equipment and intangibles | 717,084 | - |
| | Other noncurrent assets | (289,393) | 157,018 |
| | Receipts from sales-type leases | 8,063 | 89,782 |
| ----- | | | |
| | Net cash provided by (used in) investing activities | 41,557 | |
| (86,851) | | | |

(Continued)

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RIMAGE CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows, Continued

<TABLE>
<CAPTION>

| | Nine months ended September 30, | |
|---|------------------------------------|--------------|
| | 1999 | 1998 |
| <S> | <C> | <C> |
| Cash flows from financing activities: | | |
| Proceeds from stock option exercise | 382,140 | 938,091 |
| Cash payments to purchase treasury stock | (37,875) | -- |
| Repayment of other notes payable | -- | (1,650,000) |
| Principal payments on capital lease obligation | -- | (21,135) |
| ----- | | |
| Net cash provided by (used in) financing activities | 344,265 | (733,044) |
| ----- | | |
| Effect of exchange rate changes on cash | (61,792) | 26,547 |
| ----- | | |
| Net increase in cash | 4,069,682 | 2,229,959 |
| Cash and cash equivalents, beginning of period | 7,349,521 | 762,394 |
| ----- | | |
| Cash and cash equivalents, end of period | \$ 11,419,203 | \$ 2,992,353 |
| ===== | | |
| Supplemental disclosures of net cash paid during the period for: | | |
| Interest | \$ -- | \$ (513,388) |
| Income taxes | \$ 2,629,604 | \$ (18,186) |
| Supplemental disclosures of non-cash investing and financing activities: | | |
| Reduction of obligations under capital leases as a result of conversions to operating leases | | \$ 1,021,831 |
| | | ===== |
| Reduction of net book value of facilities under capital leases as a result of conversions to operating leases | | \$ 660,733 |
| | | ===== |

</TABLE>

See accompanying condensed notes to the consolidated financial statements

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RIMAGE CORPORATION AND SUBSIDIARIES
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

(1) BASIS OF PRESENTATION AND NATURE OF BUSINESS

Rimage Corporation (the Company) develops, manufactures and distributes high performance CD-Recordable (CD-R) publishing and duplication systems, and continues to support its long-term involvement in diskette duplication and publishing equipment.

The accompanying unaudited consolidated financial statements of the Company have been prepared pursuant to the rules of the Securities and Exchange Commission. These financial statements should be read in conjunction with the more detailed financial statements and notes thereto included in the Company's most recent annual report on Form 10-K.

The Company extends unsecured credit to its customers as well as credit to a limited number of authorized distributor wholesalers, who in turn provide warehousing, distribution, and credit to a network of authorized value added resellers. These distributors and value added resellers sell and service a variety of hardware and software products.

In the opinion of management, the accompanying consolidated financial statements reflect all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of the financial position and results of operations and cash flows of the Company for the periods presented. Certain previously reported amounts have been reclassified to conform with the current presentation.

The preparation of financial statements in conformity with generally accepted accounting principles 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

(Continued)

RIMAGE CORPORATION AND SUBSIDIARIES
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

(2) DISCONTINUED OPERATIONS

On June 30, 1999, the Company completed the sale of the inventory, fixed assets and intangible assets of its Boulder, Colorado based Services Division to a third party. Accordingly, the consolidated financial statements of the Company have been reclassified to report separately the operating results of this discontinued division. For 1998, the discontinued operations also reflects the sale of the Bloomington, Minnesota Services Division. Revenues of the Services Division were \$2,322,000 and \$7,693,000 for the nine months ended September 30, 1999 and 1998, respectively and \$1,936,000 during the three months ended September 30, 1998.

(3) INVENTORIES

Inventories consist of the following as of:

<TABLE>
<CAPTION>

| | September 30, 1999 (unaudited) | December 31, 1998 |
|--|--------------------------------------|----------------------|
| | | |
| Finished goods and demonstration equipment | \$1,147,436 | \$ 899,290 |
| Work-in-process | 147,821 | 162,943 |
| Purchased parts and subassemblies | 925,601 | 813,830 |
| | \$2,220,858 | \$1,876,063 |

</TABLE>

(4) COMPREHENSIVE INCOME

The Company's only item of other comprehensive income relates to foreign currency translation adjustments, and is presented separately on the balance sheet as required. If presented on the

statement of operations for the nine months ended September 30, 1999 and 1998, comprehensive income would be \$151,185 less than reported net income and \$129,565 more than reported net income, respectively, due to foreign currency translation adjustments.

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, selected items from the Company's consolidated statements of operations, shown in thousands.

<TABLE>
<CAPTION>

| | Three months ended September 30, ----- | | | Nine months ended September 30, ----- | | |
|--------------------|--|----------------|-------------|---|----------------|-------------|
| | 1999 | 1998 | % Change | 1999 | 1998 | % Change |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> |
| Revenues | \$9,823 | \$7,289 | 34.8% | \$26,069 | \$20,023 | 30.2% |
| Cost of Revenues | 4,638 | 3,647 | 27.2 | 12,916 | 9,677 | 33.5 |
| Operating Expenses | 2,358 ----- | 2,136 ----- | 10.4 | 6,825 ----- | 6,172 ----- | 10.6 |
| Operating Income | 2,827 | 1,506 | 87.7 | 6,328 | 4,174 | 51.6 |

</TABLE>

RESULTS OF OPERATIONS

This report contains forward-looking statements that involve risks and uncertainties. The Company's actual results could differ significantly from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, changes in media or method used for distribution of software, technological changes in products offered by the Company or its competitors and changes in general conditions in the computer market.

As discussed in Note 2 of the Condensed Notes of the Consolidated Financial Statements, the Company divested of its Services Division during the second quarter of 1999. The comments that follow pertain to the Company's continuing operations.

REVENUE. Revenue from continuing operations increased 34.8% from \$7.3 million during the third quarter of 1998 to \$9.8 million during the third quarter of 1999. The Company's introduction of new hardware and software products for publishing, duplication and network applications related to the CD-Recordable (CD-R) market and strong international sales have facilitated this increase. As a result of a maturing distribution network, 1999 third quarter revenue from the Company's German subsidiary increased 47% over 1998 third quarter revenues.

For the nine months ended September 30, 1999, revenues from continuing operations of \$26.1 million represented a 30.2% increase as compared to revenues from continuing operations of \$20.0 million during the same period in 1998. This increase is primarily a result of continued increasing demand of CD-R related products. The Company is also continually adding to its worldwide distribution network.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

As of and for the nine months ended September 30, 1999, foreign revenues from unaffiliated customers, operating earnings, and net identifiable assets were \$7,901,000, \$527,000 and \$3,651,000, respectively. As of and for the nine months ended September 30, 1998, foreign revenues from unaffiliated customers, operating income, and net identifiable assets were \$5,731,000, \$531,000 and \$3,127,000, respectively. The revenue growth is due to increasing penetration of CD-R products in the European markets.

GROSS PROFIT. Gross profit as a percent of revenues during the third quarter of

1999 was 52.8% compared to 50.0% of revenues from continuing operations during the same period of 1998. The increase was due to a larger percentage of sales of higher margin CD-R equipment by the Company's German subsidiary during the third quarter of 1999. This increase was partially offset by a shift in the U.S. product mix including stronger sales of lower margin consumables such as media.

Gross profit as a percent of revenues from continuing operations during the nine-month period ended September 30, 1999 was 50.5% compared to 51.7% during the same period of 1998. This decrease is a result of product mix changes.

OPERATING EXPENSE. Operating expense during the third quarter of 1999 was \$2.4 million, or 24.0% of revenues, compared to \$2.1 million, or 29.3% of revenues from continuing operations, during the third quarter of 1998. The decrease in percentage was primarily a result of increased sales. Research and development expense as a percent of revenues remained relatively consistent at 7.2% during the third quarter of 1999 compared to 7.6% of revenues from continuing operations during the same period of 1998.

Operating expense from continuing operations during the nine-month period ended September 30, 1999 was \$6.8 million, or 26.2% of revenues from continuing operations compared to \$6.2 million, or 30.8% of revenues from continuing operations, during the same period of 1998. The decrease in percentage was primarily a result of increased sales during the nine-month period ended September 30, 1999. Research and development expense during the nine-month period ended September 30, 1999 increased to \$1.9 million compared to \$1.5 million during the same period of 1998. This increase is the result of an increase in personnel and development materials needed to manage the increase in the number of projects the Company has undertaken.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

OTHER INCOME/(EXPENSE). During the third quarter of 1998, the Company eliminated debt associated with a capital lease on certain CD-ROM equipment and renegotiated capital leases which resulted in their reclassification as operating leases and the elimination of future interest expense. As a result of these transactions, the Company recognized net interest income of \$138,000 during the third quarter of 1999 and \$290,000 during the nine month period ended September 30, 1999 on cash investments from continuing operations. Net interest income (expense) from continuing operations totaled \$28,000 and \$(10,000) during the third quarter of 1998 and the nine month period ended September 30, 1998, respectively.

INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES. The significant increase in revenue derived from CD-R related product sales combined with only marginal increases in operating expense to support those revenues, caused income from continuing operations before income taxes to increase from \$1.9 million during the third quarter of 1998 to \$3.0 million during the third quarter of 1999 and from \$4.6 million for the nine month period ended September 30, 1998 to \$6.6 million for the nine month period ended September 30, 1999.

INCOME TAXES. The provision for income taxes represents federal, state, and foreign income taxes on earnings before income taxes. Income tax expense for the third quarter of 1999 amounted to \$1,069,000. During the third quarter of 1998, the Company recognized an income tax benefit of \$594,000 consisting of a \$179,000 benefit related to the operations of the discontinued Services Division, a \$750,000 benefit related to the elimination of the Company's valuation allowance against its deferred tax asset and a \$335,000 expense from continuing operations.

Income tax expense for the nine month period ended September 30, 1999 amounted to \$3,139,000 which included tax expense of \$105,000 related to the operations of the discontinued Services Division, tax expense of \$609,000 related to the gain on the disposal of the Services Division and tax expense of \$2,425,000 related to the Company's continuing operations. Income tax benefit for the nine month period ended September 30, 1998 amounted to \$74,000 which included an income tax benefit of \$196,000 related to the operations of the discontinued Services Division netted with tax expense of \$122,000 related to the Company's continuing operations.

LIQUIDITY AND CAPITAL RESOURCES

The Company expects to fund its anticipated cash requirements (including the anticipated cash requirements of its capital expenditures) with internally generated funds and, if required, from the Company's existing credit agreement.

Current assets are \$21,282,000 as of September 30, 1999 as compared to \$15,269,000 as of December 31, 1998. The allowance for doubtful accounts as a percentage of receivables was 3% as of September 30, 1999 and December 31, 1998. Current liabilities increased approximately 13% to \$5,099,000 as of September

30, 1999 from \$4,502,000 as of December 31, 1998, reflecting the increase in income taxes payable and accounts payable.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Net cash provided by operating activities increased to \$3,746,000 for the nine months ended September 30, 1999 from \$3,140,000 for the nine months ended September 30, 1998. This increase is primarily the result of increased earnings during the nine-month period ended September 30, 1999. Net cash provided by (used in) investing activities was \$42,000 for the nine months ended September 30, 1999 compared to \$(224,000) for the nine months ended September 30, 1998. At September 30, 1999, the Company had no significant commitments to purchase additional capital equipment. Net cash provided by financing activities of \$344,000 during the nine months ended September 30, 1999 primarily reflected stock option proceeds. Net cash used in financing activities of \$712,000 during the nine months ended September 30, 1998 reflects repayments of debt under the credit agreement netted with stock option proceeds.

The Company believes that inflation has not had a material impact on its operations or liquidity to date.

YEAR 2000 READINESS

The Company believes the approach of the Year 2000 could have a material effect on the Company's business, results of operations, and financial condition if it were not able to avoid the related consequences. To mitigate these potential consequences, the Company has identified the following areas as requiring significant analysis: 1) manufactured products, 2) information technology applications, 3) information technology end user supported applications, 4) information technology infrastructure, 5) business partners - both vendors and customers, 6) manufacturing equipment, 7) facility operations (non-information technology systems). The Company has also identified five phases associated with each area described above as follows: 1) awareness - educating all levels of the Company about the importance of Year 2000 readiness; 2) assessment - identify all electronic systems which are date-sensitive and assess which systems are not Year 2000 ready; 3) renovation - develop a strategy to repair, replace or retire the system; 4) validation - testing of changed programs and date files to ensure they are Year 2000 ready; and 5) implementation - placing the renovated and validated systems into everyday use. Currently, the Company is in the implementation phase of its plan to prepare itself for the Year 2000. The Company anticipates completion of this final phase by the end of November 1999.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

Through September 30, 1999, the Company has incurred costs of approximately \$105,000 directly attributable to addressing Year 2000 issues. The following are some of its most reasonably likely worst case Year 2000 scenarios the Company has identified: 1) The Company's manufacturing operations consist primarily of the assembly of products from components purchased from third parties. While some parts are stock "off the shelf" components, others are manufactured to the Company's specifications. Although the Company believes it has identified alternative assembly contractors for most of its subassemblies, an actual change in such contractors, as a result of an inability to work with such contractor due to Year 2000 consequences they face, would likely require a period of training and testing. Accordingly, an interruption in a supply relationship or the production capacity of one or more of such contractors could result in the Company's inability to deliver one or more products for a period of several months. 2) The Company sells most of its manufactured systems through a limited number of authorized distributor wholesalers, who in turn provide warehousing, distribution, and credit to a network of authorized value added resellers. The interruption of product flow to one or more of these distributors due to their inability to process date sensitive information could result in lower than normal sales revenues. To alleviate this decrease, the Company would redirect these sales to the remaining distributors and/or sell directly to its value added resellers.

NEW EUROPEAN CURRENCY

On January 1, 1999, eleven of the fifteen member countries of the European Union established fixed conversion rates between their existing currencies and the euro, a new European currency, and adopted the euro as their common legal currency (the "Euro Conversion"). Either the euro or a participating country's present currency will be accepted as legal tender from January 1, 1999 to

January 1, 2002, from which date forward only the euro will be accepted.

The Company has customers located in European Union countries participating in the Euro Conversion. Such customers will likely have to upgrade or modify their computer systems and software to comply with the euro requirements. The amount of money the Company anticipates spending in connection with product development related to the Euro Conversion is not expected to have a material adverse effect on the Company's results of operations or financial condition. The Euro Conversion may also have competitive implications for the Company's pricing and marketing strategies, which could be material in nature; however, any such impact is not known at this time.

The Company has also modified its internal systems (such as payroll, accounting and financial reporting) to deal with the Euro Conversion. There is no assurance, however, that all problems related to the Euro Conversion will be foreseen and corrected, or that no material disruptions of the Company's business will occur.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

NEW ACCOUNTING PRONOUNCEMENTS

Statement of Financial Accounting Standard No. 133, "Accounting for Derivative Instruments and Hedging Activities" (SFAS No. 133), effective in 2001, established new standards for recognizing all derivatives as either assets or liabilities, and measuring those instruments at fair value. At the present time, the Company does not anticipate that SFAS No. 133 will have a material impact on its financial position or results of operations.

MARKET RISK DISCLOSURE

The Company does not invest in any derivative financial instruments. See the Company's most recent annual report filed on form 10K (Item 7A.). There has been no material change in this information.

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PART II -- OTHER INFORMATION

- Item 1. Legal Proceedings

Not Applicable.
- Item 2. Changes in Securities

Not Applicable.
- Item 3. Defaults Upon Senior Securities

Not Applicable.
- Item 4. Submission of Matters to a Vote of Security Holders

None.
- Item 5. Other Information

Not Applicable.
- Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:
 Exhibit No. 11.1 Calculation of Earnings Per Share.
 Exhibit No. 27.1 Financial Data Schedule

(b) Reports on Form 8-K:
 Not Applicable.

SIGNATURES

In accordance with the Exchange Act, this report has been signed below by following persons on behalf of the registrant and on the dates indicated.

RIMAGE CORPORATION

Registrant

Date: November 11, 1999

By: /s/ Bernard P. Aldrich

Bernard P. Aldrich
Director, Chief Executive Officer,
and President
(Principal Executive Officer)
(Principal Financial Officer)

Date: November 11, 1999

By: /s/ Robert M. Wolf

Robert M. Wolf
Controller
(Principal Accounting Officer)

EXHIBIT 11.1

RIMAGE CORPORATION AND SUBSIDIARIES
COMPUTATION OF NET EARNINGS PER SHARE OF COMMON STOCK

Basic net earnings per common share is determined by dividing net earnings by the weighted average number of shares of common stock outstanding, unless the result is anti-dilutive. Diluted net earnings per common share is determined by dividing net earnings by the weighted average number of shares of common stock and assumed conversion shares outstanding, unless the result is anti-dilutive. The following is a summary of the weighted average common shares outstanding and assumed conversion shares:

<TABLE>
<CAPTION>

| | Three months ended September 30, | | Nine months ended September 30, | |
|--|-------------------------------------|--------------|------------------------------------|--------------|
| | 1999 ---- | 1998 ---- | 1999 ---- | 1998 ---- |
| <S> | <C> | <C> | <C> | <C> |
| Shares outstanding at beginning of period 4,636,953 | 5,050,084 | 4,739,807 | 4,936,088 | |
| Common stock issued in stock option exercise 218,546 | 53,830 | 115,692 | 167,826 | |
| --- | ----- | ----- | ----- | ----- |
| Shares outstanding at end of period 4,855,499 | 5,103,914 | 4,855,499 | 5,103,914 | |
| ===== | ===== | ===== | ===== | |
| Weighted average shares of common stock outstanding 4,727,882 | 5,080,947 | 4,827,948 | 5,042,481 | |
| ===== | ===== | ===== | ===== | |
| Common stock equivalents 889,797 | 985,371 | 889,797 | 985,371 | |
| Weighted average shares of assumed conversion shares 693,330 | 757,429 | 768,965 | 770,394 | |
| ===== | ===== | ===== | ===== | |
| Weighted average shares of common stock and assumed conversion shares 5,421,212 | 5,838,376 | 5,596,913 | 5,812,875 | |
| ===== | ===== | ===== | ===== | |
| Income from continuing operations 4,472,923 | \$ 1,900,255 | \$ 2,357,104 | \$ 4,208,522 | \$ |
| ===== | ===== | ===== | ===== | |
| Income (loss) from discontinued operations (749,189) | \$ - | \$ (684,380) | \$ 489,494 | \$ |
| ===== | ===== | ===== | ===== | |
| Income (loss) per basic share: | | | | |
| Continuing operations 0.95 | \$ 0.37 | \$ 0.49 | \$ 0.83 | \$ |
| Discontinued operations (0.16) | - | (0.14) | 0.10 | |
| --- | ----- | ----- | ----- | ----- |
| Net income per basic share 0.79 | \$ 0.37 | \$ 0.35 | \$ 0.93 | \$ |
| ===== | ===== | ===== | ===== | |

| | | | | |
|----------------------------------|-------|------|-------|-------|
| Income (loss) per diluted share: | | | | |
| Continuing operations | \$ | 0.33 | \$ | 0.42 |
| 0.83 | | | \$ | 0.72 |
| Discontinued operations | | - | | 0.08 |
| (0.14) | | | | |
| | ----- | | ----- | ----- |
| --- | | | | |
| Net income per diluted share | \$ | 0.33 | \$ | 0.30 |
| 0.69 | | | \$ | 0.81 |
| | ===== | | ===== | ===== |
| ===== | | | | |

</TABLE>

<TABLE> <S> <C>

<ARTICLE> 5
<MULTIPLIER> 1,000

| <S> | <C> |
|------------------------------|-------------|
| <PERIOD-TYPE> | 9-MOS |
| <FISCAL-YEAR-END> | DEC-31-1999 |
| <PERIOD-START> | JAN-01-1999 |
| <PERIOD-END> | SEP-30-1999 |
| <CASH> | 11,419 |
| <SECURITIES> | 0 |
| <RECEIVABLES> | 7,099 |
| <ALLOWANCES> | 230 |
| <INVENTORY> | 2,221 |
| <CURRENT-ASSETS> | 21,282 |
| <PP&E> | 2,552 |
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| <TOTAL-ASSETS> | 22,159 |
| <CURRENT-LIABILITIES> | 5,099 |
| <BONDS> | 0 |
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| <COMMON> | 51 |
| <OTHER-SE> | 17,008 |
| <TOTAL-LIABILITY-AND-EQUITY> | 22,159 |
| <SALES> | 26,069 |
| <TOTAL-REVENUES> | 26,069 |
| <CGS> | 12,916 |
| <TOTAL-COSTS> | 12,916 |
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| <INTEREST-EXPENSE> | 0 |
| <INCOME-PRETAX> | 6,634 |
| <INCOME-TAX> | 2,425 |
| <INCOME-CONTINUING> | 4,209 |
| <DISCONTINUED> | 489 |
| <EXTRAORDINARY> | 0 |
| <CHANGES> | 0 |
| <NET-INCOME> | 4,698 |
| <EPS-BASIC> | .93 |
| <EPS-DILUTED> | .81 |

</TABLE>