
**United States
Securities and Exchange Commission**
Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended March 31, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

Commission File Number 0-27517

GAIAM, INC.

(Exact name of registrant as specified in its charter)

COLORADO
(State or other jurisdiction of
incorporation or organization)

84-1113527
(I.R.S. Employer
Identification No.)

**833 WEST SOUTH BOULDER ROAD,
LOUISVILLE, COLORADO 80027**
(Address of principal executive offices)

(303) 222-3600
(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 and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. YES NO

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class	Outstanding at May 6, 2010
Class A Common Stock (\$.0001 par value)	17,836,681
Class B Common Stock (\$.0001 par value)	5,400,000

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This report may contain forward-looking statements that involve risks and uncertainties. The words “anticipate,” “believe,” “plan,” “estimate,” “expect,” “strive,” “future,” “intend” and similar expressions are intended to identify such forward-looking statements. Our actual results could differ materially from the results anticipated in these forward-looking statements as a result of certain factors set forth under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Quantitative and Qualitative Disclosures about Market Risk” and elsewhere in this report. Risks and uncertainties that could cause actual results to differ include, without limitation, general economic conditions, competition, loss of key personnel, pricing, brand reputation, consumer trends, acquisitions, new initiatives undertaken by us, security and information systems, legal liability for website content, merchandise supply problems, failure of third parties to provide adequate service, our reliance on centralized customer service, overstocks and merchandise returns, our reliance on a centralized fulfillment center, increases in postage and shipping costs, E-commerce trends, future Internet related taxes, our founder’s control of us, fluctuations in quarterly operating results, customer interest in our products, the effect of government regulation and other risks and uncertainties included in our filings with the Securities and Exchange Commission. We caution you that no forward-looking statement is a guarantee of future performance, and you should not place undue reliance on these forward-looking statements which reflect our view only as of the date of this report. We undertake no obligation to update any forward-looking information.

PART I. FINANCIAL INFORMATION**Item 1. Financial Statements (Unaudited)****Unaudited Interim Condensed Consolidated Financial Statements**

We have prepared our unaudited interim condensed consolidated financial statements included herein pursuant to the rules and regulations of the United States Securities and Exchange Commission. Certain information and note disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to these rules and regulations, although we believe that the disclosures made are adequate to make the information not misleading. In our opinion, the unaudited interim condensed financial statements contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly, in all material respects, our consolidated financial position as of March 31, 2010, the interim results of operations for the three months ended March 31, 2010 and 2009, and cash flows for the three months ended March 31, 2010 and 2009. These interim statements have not been audited. The balance sheet as of December 31, 2009 was derived from

our audited consolidated financial statements included in our annual report on Form 10-K. The interim condensed consolidated financial statements contained herein should be read in conjunction with our audited financial statements, including the notes thereto, for the year ended December 31, 2009.

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GAIAM, INC.

Condensed consolidated balance sheets

(in thousands, except share and per share data)	March 31, 2010 (Unaudited)	December 31, 2009
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 48,141	\$ 48,325
Accounts receivable, net	39,342	46,266
Inventory, less allowances	23,775	26,872
Deferred advertising costs	2,037	1,909
Receivable and deferred tax assets	8,952	10,179
Other current assets	4,184	5,681
Total current assets	<u>126,431</u>	<u>139,232</u>
Property and equipment, net	27,905	28,217
Media library, net	14,868	12,354
Deferred tax assets, net	5,729	4,414
Goodwill	24,166	24,166
Other intangibles, net	595	652
Notes receivable and other assets	3,155	3,178
Total assets	<u>\$ 202,849</u>	<u>\$ 212,213</u>
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 25,583	\$ 33,261
Accrued liabilities	12,458	11,061
Total current liabilities	<u>38,041</u>	<u>44,322</u>
Commitments and contingencies		
Equity:		
Gaiam, Inc. shareholders' equity:		
Class A common stock, \$.0001 par value, 150,000,000 shares authorized, 17,811,663 and 17,721,212 shares issued and outstanding at March 31, 2010 and December 31, 2009, respectively	2	2
Class B common stock, \$.0001 par value, 50,000,000 shares authorized, 5,400,000 issued and outstanding at March 31, 2010 and December 31, 2009	1	1
Additional paid-in capital	159,733	162,532
Accumulated other comprehensive income	85	85
Accumulated deficit	(10,229)	(9,979)
Total Gaiam, Inc. shareholders' equity	<u>149,592</u>	<u>152,641</u>
Noncontrolling interest	15,216	15,250
Total equity	<u>164,808</u>	<u>167,891</u>
Total liabilities and equity	<u>\$ 202,849</u>	<u>\$ 212,213</u>

See accompanying notes to the interim condensed consolidated financial statements.

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GAIAM, INC.

Condensed consolidated statements of operations

(in thousands, except per share data)	For the Three Months Ended March 31,	
	2010	2009
	(unaudited)	
Net revenue	\$ 62,183	\$ 55,923
Cost of goods sold	<u>29,971</u>	<u>24,937</u>

Gross profit	32,212	30,986
Expenses:		
Selling and operating	29,784	33,943
Corporate, general and administration	2,991	3,269
Total expenses	32,775	37,212
Loss from operations	(563)	(6,226)
Interest and other income	67	74
Loss before income taxes and noncontrolling interest	(496)	(6,152)
Income tax benefit	(177)	(2,249)
Net loss	(319)	(3,903)
Net loss attributable to noncontrolling interest	69	813
Net loss attributable to Gaiam, Inc.	\$ (250)	\$ (3,090)
Net loss per share attributable to Gaiam, Inc. common shareholders:		
Basic	\$ (0.01)	\$ (0.13)
Diluted	\$ (0.01)	\$ (0.13)
Weighted-average shares outstanding:		
Basic	23,140	23,957
Diluted	23,140	23,957

See accompanying notes to the interim condensed consolidated financial statements.

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GAIAM, INC.

Condensed consolidated statements of cash flows

(in thousands)	For the Three Months Ended March 31,	
	2010	2009
	(unaudited)	
Operating activities		
Net loss	\$ (319)	\$ (3,903)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	776	760
Amortization	1,222	857
Share-based compensation expense	380	556
Deferred and stock option income tax benefit	(329)	(2,635)
Changes in operating assets and liabilities:		
Accounts receivable, net	6,924	10,651
Inventory, net	3,447	8,201
Deferred advertising costs	(564)	(189)
Income taxes receivable	43	3,239
Other current assets	1,393	(111)
Accounts payable	(11,156)	(9,109)
Accrued liabilities	277	(308)
Net cash provided by operating activities	2,094	8,009
Investing activities		
Purchase of property, equipment and media rights	(2,816)	(1,776)
Net cash used in investing activities	(2,816)	(1,776)
Financing activities		
Net proceeds from issuance of common stock and tax benefits from option exercises	538	—
Net cash provided by financing activities	538	—
Net change in cash and cash equivalents	(184)	6,233
Cash and cash equivalents at beginning of period	48,325	31,965

Cash and cash equivalents at end of period	\$ 48,141	\$ 38,198
Supplemental cash flow information		
Income taxes paid	\$ 171	\$ 359
Common stock issued for acquisitions	\$ —	\$ 64

See accompanying notes to the interim condensed consolidated financial statements

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Notes to interim condensed consolidated financial statements

1. Organization, Nature of Operations, and Principles of Consolidation

References in this report to “we”, “us”, “our” or “Gaiam” refer to Gaiam, Inc. and its consolidated subsidiaries, unless we indicate otherwise. We are a lifestyle media company providing a broad selection of information, media, products and services to customers who value personal development, wellness, ecological lifestyles, responsible media and conscious community. We were incorporated under the laws of the State of Colorado on July 7, 1988.

We have prepared the accompanying unaudited interim condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States, or GAAP, and they include our accounts and those of our subsidiaries. Intercompany transactions and balances have been eliminated.

The unaudited condensed consolidated financial position, results of operations and cash flows for the interim periods disclosed in this report are not necessarily indicative of future financial results.

2. Significant Accounting Policies

No changes were made to our significant accounting policies during the three months ended March 31, 2010, except that we adopted self-insurance accounting effective January 1, 2010, which did not have a material impact on our condensed consolidated financial statements.

Use of Estimates and Reclassifications

The preparation of financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the amounts reported in the accompanying financial statements and disclosures. Although we base these estimates on our best knowledge of current events and actions that we may undertake in the future, actual results may be different from the estimates. We have made certain reclassifications to prior period amounts to conform to the current period presentations.

3. Equity

During the first three months of 2010, we issued under our 2009 Long-Term Incentive Plan a total of 2,109 of our Class A common shares to our independent directors, in lieu of cash compensation, for services rendered in 2010 and issued 88,342 of our Class A common shares upon exercise of options under our 1999 Long-Term Incentive Plan.

On March 8, 2010, our board of directors declared out of additional paid-in capital a cash dividend of \$0.15 per share for our common shareholders of record on April 1, 2010, and, as a result, additional paid-in capital on our condensed consolidated balance sheet at March 31, 2010 was decreased by \$3.5 million.

Our subsidiary, Real Goods Solar, Inc. (“Real Goods Solar”), issued 4,693 of its Class A common shares valued at \$16,000 to compensate nonemployee board members for services rendered during the first quarter of 2010.

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The following is a reconciliation at the beginning and the end of the first quarter of the carrying amount of total equity, equity attributable to Gaiam, Inc., and equity attributable to the noncontrolling interest.

(in thousands)	Total	Comprehensive Loss	Gaiam, Inc. Shareholders				Noncontrolling Interest
			Accumulated Deficit	Accumulated Other Comprehensive Income	Class A and Class B Common Stock	Paid-in Capital	
Balance at December 31, 2009	\$ 167,891	\$ —	\$ (9,979)	\$ 85	\$ 3	\$ 162,532	\$ 15,250
Issuance of Gaiam, Inc. common stock in conjunction with							

compensation	646	—	—	—	—	646	—
Issuance of subsidiary stock and share-based compensation	68	—	—	—	—	33	35
Declaration of dividend	(3,478)	—	—	—	—	(3,478)	—
Comprehensive loss:							
Net loss	(319)	(319)	(250)	—	—	—	(69)
Comprehensive loss	(319)	\$ (319)	—	—	—	—	—
Balance at March 31, 2010	\$ 164,808		\$ (10,229)	\$ 85	\$ 3	\$ 159,733	\$ 15,216

The following schedule reflects the effect of changes in Gaiam, Inc.'s ownership interest in Real Goods Solar on Gaiam, Inc.'s equity.

(in thousands, except share data)	Three Months Ended March 31,	
	2010	2009
Net loss attributable to Gaiam, Inc.	\$ (250)	\$ (3,090)
Increase in Gaiam, Inc.'s paid-in capital for the issuance of 4,693 and 15,424 Real Goods Solar Class A common shares and for share-based compensation for the three months ended March 31, 2010 and 2009, respectively	33	26
Change from net loss attributable to Gaiam, Inc. and transfers from the noncontrolling interest	\$ (217)	\$ (3,064)

4. Comprehensive Loss

Our comprehensive loss, net of related tax effects, was as follows:

(in thousands)	Three Months Ended March 31,	
	2010	2009
Net loss	\$ (319)	\$ (3,903)
Comprehensive loss attributable to the noncontrolling interest	69	813
Comprehensive loss attributable to Gaiam, Inc.	\$ (250)	\$ (3,090)

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5. Share-Based Payments

During the first quarter of 2010, we granted 64,000 stock options to employees under our 2009 Long-Term Incentive Plan and cancelled 51,100 stock options previously issued under our 1999 Long-Term Incentive Plan. Total share-based compensation expense recognized was \$0.4 million and \$0.6 million for the three months ended March 31, 2010 and 2009, respectively, and is shown in corporate, general and administration expenses on our condensed consolidated statements of operations.

Also during the first quarter of 2010, Real Goods Solar granted 519,000 new stock options under the Real Goods Solar 2009 Long-Term Incentive Plan. The new stock options commence vesting 2% over 50 months only upon the attainment of a certain amount of pre-tax income for the year ending December 31, 2010. For these performance based stock options, the attainment of the performance condition was not probable as of March 31, 2010 and, therefore, no compensation expense for these grants has been recorded.

6. Net Loss Per Share Attributable To Gaiam, Inc. Common Shareholders

Basic net loss per share attributable to Gaiam, Inc. common shareholders excludes any dilutive effects of options. We compute basic net loss per share attributable to Gaiam, Inc. common shareholders using the weighted average number of common shares outstanding during the period. We compute diluted net loss per share attributable to Gaiam, Inc. common shareholders using the weighted average number of common shares and common stock equivalents outstanding during the period. We excluded common stock equivalents of 596,000 and 1,242,000 from the computation of diluted net loss per share attributable to Gaiam, Inc. common shareholders for the three months ended March 31, 2010 and 2009, respectively, because their effect was antidilutive.

The following table sets forth the computation of basic and diluted net loss per share attributable to Gaiam, Inc. common shareholders:

(in thousands, except per share data)	Three Months Ended March 31,	
	2010	2009
Numerator for basic and diluted net loss per share	\$ (250)	\$ (3,090)
Denominator:		
Weighted average share for basic net loss per share	23,140	23,957
Effect of dilutive securities:		
Weighted average of common stock and stock options	—	—

Denominator for diluted net loss per share	23,140	23,957
Net loss per share attributable to Gaiam, Inc. common shareholders — basic	\$ (0.01)	\$ (0.13)
Net loss per share attributable to Gaiam, Inc. common shareholders — diluted	\$ (0.01)	\$ (0.13)

7. Segment Information

We manage our business and aggregate our operational and financial information in accordance with three reportable segments. The direct to consumer segment contains direct response marketing programs, catalogs, Internet, and subscription community sales channels; the business segment comprises retailers, media and corporate account channels; and the solar segment reflects solar energy businesses.

Although we are able to track revenues by sales channel, the management, allocation of resources and analysis and reporting of expenses is presented on a combined basis, at the reportable segment level. Contribution margin is defined as net revenue less cost of goods sold and total operating expenses.

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Financial information for our segments is as follows:

(in thousands)	Three Months Ended March 31,	
	2010	2009
Net revenue:		
Direct to consumer	\$ 24,610	\$ 27,689
Business	22,568	18,703
Solar	15,005	9,531
Consolidated net revenue	<u>62,183</u>	<u>55,923</u>
Contribution margin (loss):		
Direct to consumer	(2,157)	(3,580)
Business	1,566	(394)
Solar	28	(2,252)
Consolidated contribution loss	<u>(563)</u>	<u>(6,226)</u>
Reconciliation of contribution loss to net loss attributable to Gaiam, Inc.:		
Interest and other income	67	74
Income tax benefit	(177)	(2,249)
Net loss attributable to noncontrolling interest	69	813
Net loss attributable to Gaiam, Inc.	<u>\$ (250)</u>	<u>\$ (3,090)</u>

Item 2. Management's discussion and analysis of financial condition and results of operations

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with the condensed consolidated financial statements and related notes included elsewhere in this document. This section is designed to provide information that will assist in understanding our condensed consolidated financial statements, changes in certain items in those statements from period to period, the primary factors that caused those changes and how certain accounting principles, policies and estimates affect the condensed consolidated financial statements.

Overview and Outlook

We are a lifestyle media company providing a broad selection of information, media, products and services to customers who value personal development, wellness, ecological lifestyles, and responsible media. Our media brand is built around our ability to develop and offer media content, products, and lifestyle solutions to consumers in the LOHAS market.

We offer our customers the ability to make purchasing decisions and find responsible content based on these values while providing quality offerings at a price comparable to mainstream alternatives. We market our media and products through a multi-channel approach including traditional media channels, direct to consumers via the Internet, direct response marketing, subscriptions, catalogs, and through national retailers and corporate accounts.

Our content forms the basis of our proprietary offerings, which then drive demand for parallel product and service offerings. Our operations are vertically integrated from content creation, through product development and sourcing, to customer service and distribution. We market our products and services across three segments: business, direct to consumer, and solar. We distribute the majority of our products in our business and direct to consumer segments from our fulfillment center or drop-ship products directly to customers. We also utilize a third party replication and fulfillment center for media distribution in our business segment.

Our business segment sells directly to retailers, with our products available in approximately 67,000 retail doors in the United States. During the first quarter of 2010, this segment generated revenue of \$22.6 million, up from \$18.7 million during the first quarter of 2009, an increase of 20.7%. During the first quarter of 2010, we expanded our store within store presentations, which include custom fixtures that we design, to over 12,000 locations. In 2008, we launched a media category management role that is part of our long term strategy and a key step in securing shelf space for media. We have now expanded this strategy to approximately 4,500 doors, up from 4,000 at the end of the first quarter of 2009.

Through its diverse media reach, the direct to consumer segment provides an opportunity to launch and support new media releases, a sounding board for new product testing, promotional opportunities, a growing subscription base, and customer feedback on us and the LOHAS industry's focus and future. During the first quarter of 2010, this segment generated revenues of \$24.6 million, down from \$27.7 million during the first quarter of 2009. This decrease reflects a planned reduction to our catalog circulation of 21% and the closure of an unprofitable business.

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Our solar segment offers residential and small commercial solar energy integration services. On May 13, 2008, our solar energy integration business consummated an initial public offering and has since been managed as a separate segment. This business has grown its sales and expanded its market territories. During the first quarter of 2010, this segment generated revenues of \$15.0 million, up from \$9.5 million during the first quarter of 2009. We have and will continue to use the IPO proceeds to fund this segment's working capital needs and general corporate purposes, which may include future acquisitions of businesses.

We believe our growth will be driven by media content, products, and services delivered to the consumer via Internet, retailers, licensing, electronic downloads and subscriptions. We have increased our focus on media content creation and distribution, and media category management at retailers. Our recent licensing agreements will expand our distribution within the non-theatrical media category.

We believe a number of factors are important to our long-term success, including increasing our branded store within a store presence, expanding category management into new retailers and genres, increasing international growth by expanding into new markets primarily through license arrangements, extending our product lines and enhancing our multimedia platform community through new media opportunities, new membership programs, initiatives and acquisitions.

Results of Operations

The following table sets forth certain financial data as a percentage of revenue for the periods indicated:

	Three Months Ended March 31,	
	2010	2009
Net revenue	100.0%	100.0%
Cost of goods sold	48.2%	44.6%
Gross profit	51.8%	55.4%
Expenses:		
Selling and operating	47.9%	60.7%
Corporate, general and administration	4.8%	5.8%
Total expenses	52.7%	66.5%
Loss from operations	-0.9%	-11.1%
Interest and other income	0.1%	0.1%
Income tax benefit	-0.3%	-4.0%
Net loss attributable to noncontrolling interest	0.1%	1.5%
Net loss attributable to Gaiam, Inc.	-0.4%	-5.5%

Three Months Ended March 31, 2010 Compared to Three Months Ended March 31, 2009

Net revenue. Net revenue increased \$6.3 million, or 11.2%, to \$62.2 million during the first quarter of 2010 from \$55.9 million during the first quarter of 2009. Net revenue in our business segment increased \$3.9 million, or 20.7%, to \$22.6 million during the first quarter of 2010 from \$18.7 million during the first quarter of 2009, primarily reflecting improvement in our domestic business, including increased store within store presentations, our continued success as media category manager and the addition of several new media and accessory brands. Net revenue in our direct to consumer segment decreased \$3.1 million to \$24.6 million during the first quarter of 2010 from \$27.7 million during the first quarter of 2009. This 11.1% decrease in the direct to consumer segment net revenue primarily reflects our decision to further reduce catalog circulation by 21% and the closure of an unprofitable business. Net revenue in our solar segment increased \$5.5 million to \$15.0 million during the first quarter of 2010 from \$9.5 million during the first quarter of 2009, primarily due to organic growth.

Gross profit. Gross profit increased \$1.2 million, or 4.0%, to \$32.2 million during the first quarter of 2010 from \$31.0 million during the first quarter of 2009. As a percentage of net revenue, gross profit decreased to 51.8% during the first quarter of 2010 from 55.4% during the first quarter of 2009. The decrease in gross profit percentage primarily reflects increased revenue from our lower margin solar segment and a higher mix of media category management sales.

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Selling and operating expenses. Selling and operating expenses decreased \$4.2 million, or 12.3%, to \$29.8 million during the first quarter of 2010 from \$33.9 million during the first quarter of 2009. As a percentage of net revenue, selling and operating expenses decreased to 47.9% during the first quarter of 2010 from 60.7% during the first quarter of 2009. This decrease is primarily a result of leveraging sales growth, reducing payroll costs and optimizing catalog prospecting.

Corporate, general and administration expenses. Corporate, general and administration expenses decreased \$0.3 million, or 8.5%, to \$3.0 million during the first quarter of 2010 from \$3.3 million during the first quarter of 2009. As of percentage of net revenue, corporate, general and administration expenses decreased to 4.8% during the first quarter of 2010 from 5.8% during the first quarter of 2009 as a result of reductions in payroll and related expenses.

Net loss attributable to noncontrolling interest. Net loss attributable to noncontrolling interest decreased to \$0.1 million during the first quarter of 2010 from \$0.8 million during the first quarter of 2009 primarily as a result of the improved earnings in our solar segment.

Net loss attributable to Gaiam, Inc. As a result of the above factors, net loss attributable to Gaiam, Inc. was \$0.3 million during the first quarter of 2010 compared to \$3.1 million during the first quarter of 2009. Net loss per share attributable to Gaiam, Inc. common shareholders was \$0.01 per share during the first quarter of 2010 compared to \$0.13 per share during the first quarter of 2009.

Seasonality

Our sales are affected by seasonal influences. On an aggregate basis, we generate our strongest revenues and net income in the fourth quarter due to increased holiday spending and retailer fitness purchases.

Liquidity and Capital Resources

Our capital needs arise from working capital required to fund operations, capital expenditures related to acquisition and development of media content, development of our Internet and community platforms and new products, acquisitions of new businesses, replacements, expansions and improvements to our infrastructure, and future growth. These capital requirements depend on numerous factors, including the rate of market acceptance of our product offerings, our ability to expand our customer base, the cost of ongoing upgrades to our product offerings, the level of expenditures for sales and marketing, the level of investment in distribution systems and facilities and other factors. The timing and amount of these capital requirements are variable and we cannot accurately predict them. Additionally, we will continue to pursue opportunities to expand our media libraries, evaluate possible investments in businesses, products and technologies, and increase our sales and marketing programs and brand promotions as needed.

We have a revolving line of credit agreement with a financial institution with a current expiration date of June 19, 2010. We are currently in negotiations to renew the line of credit agreement, which was recently extended pending the renewal negotiations. The credit agreement permits borrowings up to the lesser of \$15 million or our borrowing base which is calculated based upon the collateral value of our accounts receivable, inventory, and certain property and equipment. Borrowings under this agreement bear interest at the lower of prime rate less 75 basis points or LIBOR plus 275 basis points. Borrowings are secured by a pledge of certain of our assets, and the agreement contains various financial covenants, including covenants requiring compliance with certain financial ratios. At March 31, 2010, we had no amounts outstanding under this agreement; however, \$0.5 million was reserved for outstanding letters of credit. We believe we are in compliance with all of the financial covenants under this credit agreement.

Cash Flows

The following table summarizes our primary sources (uses) of cash during the periods presented:

(in thousands)	Three Months Ended March 31,	
	2010	2009
Net cash provided by (used in):		
Operating activities	\$ 2,094	\$ 8,009
Investing activities	(2,816)	(1,776)
Financing activities	538	—
Net change in cash and cash equivalents	\$ (184)	\$ 6,233

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Operating activities. Our operating activities provided net cash of \$2.1 million and \$8.0 million during the first quarters of 2010 and 2009, respectively. Our net cash provided by operating activities during the first quarter of 2010 was primarily attributable to decreased accounts receivable, inventory and other current assets of \$11.8 million and noncash adjustments of \$2.1 million to our net loss, partially offset by decreased accounts payable of \$11.2 million and increased deferred advertising costs of \$0.6 million. Accounts receivable did not decline as much as in the comparable quarter of last year because a higher percentage of our sales during the first quarter of 2010 were to large retailer accounts which are on longer pay cycles. The reduction in accounts payable reflects payments for inventory purchases of holiday and fitness season shipments. Our net cash provided by operating activities during the first quarter of 2009 was primarily attributable to decreased accounts receivable and inventory of \$18.9 million and refunded income taxes of \$3.2 million, partially offset by decreased accounts payable and accrued liabilities of \$9.4 million, net loss of \$3.9 million and noncash adjustments of \$0.5 million to our net loss.

Investing activities. Our investing activities used net cash of \$2.8 million and \$1.8 million during the first quarters of 2010 and 2009, respectively. The net cash used in investing activities during the first quarter of 2010 was used primarily to acquire licensing rights for the Discovery Channel's media catalog for \$1.7 million, other media content for \$0.7 million and property and equipment to maintain normal operations for \$0.4 million. The net cash used in investing activities during the first quarter of 2009 was used primarily to acquire property and equipment for \$1.3 million, of which \$0.4 million was acquired to maintain normal operations, and media content for \$0.5 million.

Financing activities. Our financing activities provided net cash of \$0.5 million during the first quarter of 2010 as a result of stock option exercise issuances and related tax benefits.

On March 8, 2010, we declared an annual cash dividend of \$0.15 per share that, for 2010, totaled \$3.5 million. This dividend, which is intended to cover the cost of capital to our shareholders, was paid for the first time to our shareholders of record on April 1, 2010.

We believe our available cash, cash expected to be generated from operations, cash generated by the sale of our stock, and borrowing capabilities should be sufficient to fund our operations on both a short-term and long-term basis. However, our projected cash needs may change as a result of acquisitions, product development, unforeseen operational difficulties or other factors.

In the normal course of our business, we investigate, evaluate and discuss acquisition, joint venture, minority investment, strategic relationship and other business combination opportunities in the LOHAS market. For any future investment, acquisition or joint venture opportunities, we may consider using then-available liquidity, issuing equity securities or incurring additional indebtedness.

Contractual Obligations

We have commitments pursuant to lease agreements, but have no outstanding commitments pursuant to purchase obligations. The following table shows our commitments to make future payments under operating leases:

(in thousands)	Total	< 1 year	1-3 years	3-5 years	> 5 years
Operating lease obligations	\$ 8,316	\$ 2,234	\$ 3,765	\$ 2,317	\$ —

Risk Factors

We wish to caution you that there are risks and uncertainties that could cause our actual results to be materially different from those indicated by forward looking statements that we make from time to time in filings with the Securities and Exchange Commission, news releases, reports, proxy statements, registration statements and other written communications as well as oral forward looking statements made from time to time by our representatives. These risks and uncertainties include, but are not limited to, those risks listed in our Annual Report on Form 10-K for the year ended December 31, 2009. Additional risks and uncertainties that we currently deem immaterial may also impair our business operations, and historical results are not necessarily an indication of the future results. Except for the historical information contained herein, the matters discussed in this analysis are forward-looking statements that involve risk and uncertainties, including, but not limited to, general economic and business conditions, competition, pricing, brand reputation, consumer trends, and other factors which are often beyond our control. We do not undertake any obligation to update forward-looking statements except as required by law.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks, which include changes in U.S. interest rates and foreign exchange rates. We do not engage in financial transactions for trading or speculative purposes, but do have forward contracts for foreign currency transactions, the gains and losses from which historically have been immaterial.

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Any borrowings we might make under our bank credit facility would bear interest at the lower of prime rate less 75 basis points or LIBOR plus 275 basis points. We do not have any amounts outstanding under our credit line, so any unfavorable change in interest rates would not have a material impact on our results from operations or cash flows unless we make borrowings in the future.

We purchase a significant amount of inventory from vendors outside of the U.S. in transactions that are primarily U.S. dollar denominated transactions. A decline in the relative value of the U.S. dollar to other foreign currencies has and may continue to lead to increased purchasing costs.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our chief executive officer and chief accounting officer conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act. Based upon their evaluation as of March 31, 2010, they have concluded that those disclosure controls and procedures are effective.

Changes in Internal Control over Financial Reporting

No changes in our internal control over financial reporting occurred during the quarter ended March 31, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we are involved in legal proceedings that we consider to be in the normal course of business. We do not believe that any of these proceedings will have a material adverse effect on our business.

Item 1A. Risk Factors

No material changes.

Item 2. Sales of Unregistered Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Reserved

None.

Item 5. Other Information

None.

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Item 6. Exhibits

a) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 (filed herewith).
31.2	Certification of the Chief Accounting Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 (filed herewith).
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
32.2	Certification of the Chief Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).

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Signatures

In accordance with the requirements of the Securities and Exchange Act, the registrant caused this report to be signed on its behalf, by the undersigned, thereunto duly authorized.

Gaiam, Inc.
(Registrant)
May 10, 2010

By: /s/ Lynn Powers
Lynn Powers
Chief Executive Officer and President
(principal executive officer)

By: /s/ Stephen J. Thomas
Stephen J. Thomas
Chief Accounting Officer

(principal financial and accounting officer)

CERTIFICATION

I, Lynn Powers, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Gaiam, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2010

/s/ Lynn Powers

Lynn Powers
Chief Executive Officer and President
(principal executive officer)

CERTIFICATION

I, Stephen J. Thomas, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Gaiam, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2010

/s/ Stephen J. Thomas

Stephen J. Thomas
Chief Accounting Officer
(principal financial officer)

CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Gaiam, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2010, as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), I, Lynn Powers, Chief Executive Officer and President of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 10, 2010

/s/ Lynn Powers
Lynn Powers
Chief Executive Officer and President
(principal executive officer)

CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Gaiam, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2010, as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen J. Thomas, Chief Accounting Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 10, 2010

/s/ Stephen J. Thomas
Stephen J. Thomas
Chief Accounting Officer
(principal financial officer)
