
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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 March 31, 2013

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 0-12933

LAM RESEARCH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4650 Cushing Parkway
Fremont, California
(Address of principal executive offices)

94-2634797
(I.R.S. Employer
Identification No.)

94538
(Zip Code)

(510) 572-0200
(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 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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

As of May 3, 2013 there were 162,717,165 shares of registrant's common stock outstanding.

[Table of Contents](#)

LAM RESEARCH CORPORATION

TABLE OF CONTENTS

	<u>Page No.</u>
<u>PART I. Financial Information</u>	
<u>Item 1. Financial Statements (Unaudited):</u>	3
<u>Consolidated Balance Sheets as of March 31, 2013 and June 24, 2012</u>	3
<u>Condensed Consolidated Statements of Operations for the three and nine months ended March 31, 2013 and March 25, 2012</u>	4
<u>Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended March 31, 2013 and March 25, 2012</u>	5
<u>Condensed Consolidated Statements of Cash Flows for the nine months ended March 31, 2013 and March 25, 2012</u>	6
<u>Notes to Condensed Consolidated Financial Statements</u>	7
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	29
<u>Item 3. Quantitative and Qualitative Disclosures about Market Risk</u>	37
<u>Item 4. Controls and Procedures</u>	38
<u>PART II. Other Information</u>	
<u>Item 1. Legal Proceedings</u>	39
<u>Item 1A. Risk Factors</u>	39
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	46
<u>Item 3. Defaults Upon Senior Securities</u>	47
<u>Item 4. Mine Safety Disclosures</u>	47
<u>Item 5. Other Information</u>	47
<u>Item 6. Exhibits</u>	48
<u>Signatures</u>	49
<u>Exhibit Index</u>	50
EXHIBIT 10.175	
EX-31.1	
EX-31.2	
EX-32.1	
EX-32.2	
EX-101.INS	
EX-101.SCH	
EX-101.CAL	
EX-101.DEF	
EX-101.LAB	
EX-101.PRE	

PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

LAM RESEARCH CORPORATION
CONSOLIDATED BALANCE SHEETS
(in thousands, except per share data)

	March 31, 2013 (unaudited)	June 24, 2012 (1)
ASSETS		
Cash and cash equivalents	\$ 1,019,109	\$ 1,564,752
Short-term investments	1,337,819	1,297,931
Accounts receivable, less allowance for doubtful accounts of \$5,349 as of March 31, 2013 and \$5,248 as of June 24, 2012	544,070	765,818
Inventories	545,036	632,853
Deferred income taxes	137,729	47,782
Prepaid expenses and other current assets	86,156	105,973
Total current assets	3,669,919	4,415,109
Property and equipment, net	594,916	584,596
Restricted cash and investments	166,196	166,335
Goodwill	1,446,244	1,446,303
Intangible assets, net	1,116,742	1,240,427
Other assets	152,285	151,882
Total assets	<u>\$ 7,146,302</u>	<u>\$ 8,004,652</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Trade accounts payable	\$ 173,287	\$ 258,778
Accrued expenses and other current liabilities	432,856	492,178
Deferred profit	193,315	164,833
Current portion of long-term debt, convertible notes, and capital leases	1,555	511,139
Total current liabilities	801,013	1,426,928
Long-term debt, convertible notes, and capital leases	1,294,599	761,783
Income taxes payable	250,339	274,240
Other long-term liabilities	258,151	219,577
Total liabilities	2,604,102	2,682,528
Commitments and contingencies		
Senior convertible notes	—	190,343
Stockholders' equity:		
Preferred stock, at par value of \$0.001 per share; authorized- 5,000 shares; none outstanding	—	—
Common stock, at par value of \$0.001 per share; authorized - 400,000 shares; issued and outstanding- 161,802 shares as of March 31, 2013 and 186,656 shares as of June 24, 2012	162	187
Additional paid-in capital	5,229,530	4,943,539
Treasury stock, at cost; 89,496 shares as of March 31, 2013 and 62,068 shares as of June 24, 2012	(3,550,728)	(2,636,936)
Accumulated other comprehensive loss	(23,745)	(33,818)
Retained earnings	2,886,981	2,858,809
Total stockholders' equity	4,542,200	5,131,781
Total liabilities and stockholders' equity	<u>\$ 7,146,302</u>	<u>\$ 8,004,652</u>

(1) Derived from audited financial statements

See Notes to Condensed Consolidated Financial Statements

LAM RESEARCH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>March 31,</u> <u>2013</u>	<u>March 25,</u> <u>2012</u>	<u>March 31,</u> <u>2013</u>	<u>March 25,</u> <u>2012</u>
Revenue	\$844,928	\$658,961	\$2,612,702	\$1,923,378
Cost of goods sold	505,096	391,814	1,623,570	1,138,381
Cost of goods sold - restructuring	—	—	—	(859)
Total cost of goods sold	505,096	391,814	1,623,570	1,137,522
Gross margin	339,832	267,147	989,132	785,856
Research and development	174,206	113,448	503,468	320,031
Selling, general and administrative	154,807	95,581	453,070	259,037
Restructuring and impairments	—	—	1,021	1,725
Total operating expenses	329,013	209,029	957,559	580,793
Operating income	10,819	58,118	31,573	205,063
Other expense, net	(15,834)	(3,568)	(39,162)	(23,426)
Income (loss) before income taxes	(5,015)	54,550	(7,589)	181,637
Income tax expense (benefit)	(24,011)	8,946	(35,761)	30,983
Net income	<u>\$ 18,996</u>	<u>\$ 45,604</u>	<u>\$ 28,172</u>	<u>\$ 150,654</u>
Net income per share:				
Basic net income per share	<u>\$ 0.12</u>	<u>\$ 0.38</u>	<u>\$ 0.16</u>	<u>\$ 1.25</u>
Diluted net income per share	<u>\$ 0.11</u>	<u>\$ 0.38</u>	<u>\$ 0.16</u>	<u>\$ 1.24</u>
Number of shares used in per share calculations:				
Basic	<u>163,034</u>	<u>119,841</u>	<u>171,016</u>	<u>120,904</u>
Diluted	<u>168,504</u>	<u>120,956</u>	<u>174,306</u>	<u>121,830</u>

See Notes to Condensed Consolidated Financial Statements

LAM RESEARCH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>March 31,</u> <u>2013</u>	<u>March 25,</u> <u>2012</u>	<u>March 31,</u> <u>2013</u>	<u>March 25,</u> <u>2012</u>
Net income	<u>\$ 18,996</u>	<u>\$ 45,604</u>	<u>\$ 28,172</u>	<u>\$ 150,654</u>
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustment	(5,398)	7,118	(554)	(24,771)
Cash flow hedges:				
Net unrealized gains (losses) during the period	8,400	6,372	10,028	(5,420)
Net losses (gains) reclassified into earnings	(5,389)	3,140	(3,100)	8,652
	<u>3,011</u>	<u>9,512</u>	<u>6,928</u>	<u>3,232</u>
Available-for-sale investments:				
Net unrealized gains (losses) during the period	67	354	(105)	117
Net losses (gains) reclassified into earnings	2,899	(200)	3,321	(316)
	<u>2,966</u>	<u>154</u>	<u>3,216</u>	<u>(199)</u>
Defined benefit plan, net change in unrealized component	160	158	483	(4,211)
Other comprehensive income (loss), net of tax	<u>739</u>	<u>16,942</u>	<u>10,073</u>	<u>(25,949)</u>
Comprehensive income	<u>\$ 19,735</u>	<u>\$ 62,546</u>	<u>\$ 38,245</u>	<u>\$ 124,705</u>

See Notes to Condensed Consolidated Financial Statements

LAM RESEARCH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Nine Months Ended	
	March 31, 2013	March 25, 2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 28,172	\$ 150,654
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	228,065	66,249
Deferred income taxes	(47,271)	3,090
Restructuring and impairment charges	1,021	866
Impairment of investment	3,711	1,724
Equity-based compensation expense	74,089	52,385
Income tax impact on equity-based compensation plans	(847)	81
Excess tax impact on equity-based compensation plans	903	(2,292)
Amortization of convertible note discount	23,530	20,014
Other, net	30,838	3,671
Changes in operating assets and liabilities	202,734	105,871
Net cash provided by operating activities	<u>544,945</u>	<u>402,313</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures and intangible assets	(117,655)	(70,392)
Cash paid for business acquisition	(9,116)	—
Purchases of available-for-sale securities	(832,913)	(638,637)
Sales and maturities of available-for-sale securities	780,950	266,959
Purchase of equity method investment	—	(10,740)
Receipt of loan payment	—	8,375
Proceeds from sale of assets	660	2,677
Transfer of restricted cash and investments	147	23
Net cash used for investing activities	<u>(177,927)</u>	<u>(441,735)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal payments on long-term debt and capital lease obligations	(1,536)	(4,164)
Excess tax impact on equity-based compensation plans	(903)	2,292
Net cash paid in advance for stock repurchase contracts	—	55,194
Treasury stock purchases	(953,386)	(111,604)
Reissuances of treasury stock related to employee stock purchase plan	18,419	16,760
Proceeds from issuance of common stock	22,666	1,776
Net cash used for financing activities	<u>(914,740)</u>	<u>(39,746)</u>
Effect of exchange rate changes on cash	2,079	(2,697)
Net decrease in cash and cash equivalents	(545,643)	(81,865)
Cash and cash equivalents at beginning of period	1,564,752	1,492,132
Cash and cash equivalents at end of period	<u>\$1,019,109</u>	<u>\$1,410,267</u>

See Notes to Condensed Consolidated Financial Statements

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2013
(Unaudited)

NOTE 1 — BASIS OF PRESENTATION

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and the instructions to Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included. The accompanying unaudited Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements of Lam Research Corporation (“Lam Research” or the “Company”) for the fiscal year ended June 24, 2012, which are included in the Annual Report on Form 10-K as of and for the year ended June 24, 2012 (the “2012 Form 10-K”). The Company’s Forms 10-K, Forms 10-Q and Forms 8-K are available online at the Securities and Exchange Commission website on the Internet. The address of that site is www.sec.gov. The Company also posts its Forms 10-K, Forms 10-Q and Forms 8-K on its corporate website at <http://investor.lamresearch.com>.

The consolidated financial statements include the accounts of Lam Research Corporation and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. We use the equity method to account for equity investments in instances in which we own common stock or similar interests and have the ability to exercise significant influence, but not control, over the investee. The Company’s reporting period is a 52/53-week fiscal year. The Company’s current fiscal year (the “2013 fiscal year”) will end June 30, 2013 and includes 53 weeks. The quarter ended March 31, 2013 (the “March 2013 quarter”) included 14 weeks. The quarter ended March 25, 2012 (the “March 2012 quarter”) included 13 weeks.

NOTE 2 — RECENT ACCOUNTING PRONOUNCEMENTS

In June 2011, the Financial Accounting Standards Board (“FASB”) issued new authoritative guidance that increases the prominence of items reported in other comprehensive income (“OCI”) by eliminating the option to present components of OCI as part of the statement of changes in stockholders’ equity. The amendments in this standard require that all non-owner changes in stockholders’ equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The Company adopted this guidance in the September 2012 quarter. The implementation of this authoritative guidance did not have an impact on the Company’s financial position or results of operations, but did change the presentation of the Company’s financial statements.

In February 2013, the FASB issued an accounting standard update regarding the reporting of amounts reclassified out of accumulated other comprehensive income. The February 2013 update does not change the current requirements for reporting net income or other comprehensive income in financial statements. However, this update requires an entity to present on the face of the financial statements or in the notes amounts reclassified from each component of accumulated other comprehensive income and the income statement line items affected by the reclassification. As allowed in the update, the Company elected to early adopt these disclosure amendments in the quarter ended March 31, 2013. The implementation of this update did not impact the Company’s financial position, results of operations or cash flows as it was disclosure-only in nature.

NOTE 3 — EQUITY-BASED COMPENSATION PLANS

The Company has stock plans that provide for grants of equity-based awards to eligible participants, including stock options and restricted stock units (“RSUs”), of Lam Research common stock (“Common Stock”). An option is a right to purchase the Company’s stock at a set price. An RSU award is an agreement to issue shares of the Company’s stock at the time of vesting. The Company’s options and RSU awards typically vest over a period of three years or less, although awards assumed in connection with the Novellus acquisition have vesting terms up to four years. The Company also has an employee stock purchase plan that allows employees to purchase its Common Stock at a discount through payroll deductions.

The Company recognized the following equity-based compensation expense and related income tax benefit in the Condensed Consolidated Statements of Operations:

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>March 31,</u> <u>2013</u>	<u>March 25,</u> <u>2012</u>	<u>March 31,</u> <u>2013</u>	<u>March 25,</u> <u>2012</u>
	(in millions)			
Equity-based compensation expense	\$ 25.6	\$ 16.4	\$ 74.1	\$ 52.4
Income tax benefit related to equity-based compensation expense	\$ 4.3	\$ 2.2	\$ 13.3	\$ 7.1

The estimated fair value of the Company’s stock-based awards, less expected forfeitures, is amortized over the awards’ vesting term on a straight-line basis. The increase in stock compensation expense during the three and nine months ended March 31, 2013 as compared to the three and nine months ended March 25, 2012 was primarily due to the increased number of RSUs and stock options outstanding as a result of awards assumed in connection with the Novellus acquisition.

[Table of Contents](#)

Stock Options and RSUs

The 2007 Stock Incentive Plan provides for grants of equity-based awards to eligible participants. In June 2012, as part of the Novellus acquisition, Lam also assumed the Novellus Systems, Inc. 2011 Stock Incentive Plan (together with the 2007 Stock Incentive Plan, collectively the “Plans”), which provides for grants of equity-based awards to eligible participants. As of March 31, 2013, there were a total of 7,569,144 shares reserved to cover options and RSUs issued and outstanding under the Plans. As of March 31, 2013, there were an additional 13,891,610 shares reserved and available for future equity-based awards under the Plans.

A summary of stock option activity under the Plans as of March 31, 2013 and changes during the nine months then ended is presented below:

<u>Options</u>	<u>Shares (in thousands)</u>	<u>Weighted- Average Exercise Price</u>	<u>Weighted-Average Remaining Contractual Term (years)</u>	<u>Aggregate Intrinsic Value as of March 31, 2013 (in thousands)</u>
Outstanding at June 24, 2012	3,902	\$ 25.14	4.79	
Granted	289	\$ 42.59		
Exercised	(903)	\$ 25.16		
Forfeited or expired	(61)	\$ 26.09		
Outstanding at March 31, 2013	<u>3,227</u>	\$ 26.68	4.47	\$ 48,036
Exercisable at March 31, 2013	<u>2,481</u>	\$ 24.87	3.64	\$ 41,154

The total intrinsic value of options exercised during the three months ended March 31, 2013 and March 25, 2012 was \$8.0 million and \$0.1 million, respectively. The total intrinsic value of options exercised during the nine months ended March 31, 2013 and March 25, 2012 was \$12.7 million and \$1.3 million, respectively. As of March 31, 2013, there was \$9.2 million of total unrecognized compensation cost related to unvested stock options granted and outstanding; that cost is expected to be recognized over a weighted average remaining vesting period of 1.7 years.

A summary of the Company’s RSUs as of March 31, 2013 and changes during the nine months then ended is presented below:

<u>Unvested Restricted Stock Units</u>	<u>Shares (in thousands)</u>	<u>Average Grant- Date Fair Value</u>
Unvested at June 24, 2012	4,331	\$ 41.01
Granted	1,820	\$ 35.85
Vested	(1,619)	\$ 42.71
Forfeited	(190)	\$ 39.90
Unvested at March 31, 2013	<u>4,342</u>	\$ 38.21

The fair value of the Company’s RSUs was calculated based upon the fair market value of the Company’s stock at the date of grant. As of March 31, 2013, there was \$116.8 million of total unrecognized compensation expense related to unvested RSUs granted; that expense is expected to be recognized over a weighted average remaining period of 2.0 years.

ESPP

The 1999 Employee Stock Purchase Plan (as amended and restated, the “1999 ESPP”) allows employees to designate a portion of their base compensation to be withheld through payroll deductions and used to purchase the Company’s Common Stock at a purchase price per share equal to the lower of 85% of the fair market value of the Company’s Common Stock on the first or last day of the applicable purchase period. Each offering period generally lasts up to 12 months and includes up to three interim purchase dates. As of March 31, 2013, there were a total of 10,007,371 shares available for issuance under the 1999 ESPP.

[Table of Contents](#)

Purchase rights under the 1999 ESPP were valued using the Black-Scholes model assuming no expected dividends and the following weighted-average assumptions for the three and nine months ended March 31, 2013:

	Three Months Ended March 31, 2013	Nine Months Ended March 31, 2013
Expected term (years)	0.51	0.65
Expected stock price volatility	29.81%	32.54%
Risk-free interest rate	0.12%	0.15%

As of March 31, 2013, there was \$5.2 million of unrecognized compensation expense related to the 1999 ESPP, which is expected to be recognized over a remaining period of approximately 5 months.

NOTE 4 — FINANCIAL INSTRUMENTS

The Company maintains an investment portfolio of various holdings, types, and maturities. The Company's mutual funds, which are related to the Company's obligations under the deferred compensation plan, are classified as trading securities. Investments classified as trading securities are recorded at fair value based upon quoted market prices. Differences between the cost and fair value of trading securities are recognized as other income (expense) in the Condensed Consolidated Statements of Operations. All of the Company's other short-term investments are classified as available-for-sale and consequently are recorded in the Consolidated Balance Sheets at fair value with unrealized gains or losses reported as a separate component of accumulated other comprehensive income (loss), net of tax.

Fair Value

The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact, and it considers assumptions that market participants would use when pricing the asset or liability.

A fair value hierarchy has been established that prioritizes the inputs to valuation techniques used to measure fair value. The level of an asset or liability in the hierarchy is based on the lowest level of input that is significant to the fair value measurement. Assets and liabilities carried at fair value are classified and disclosed in one of the following three categories:

Level 1: Valuations based on quoted prices in active markets for identical assets or liabilities with sufficient volume and frequency of transactions.

Level 2: Valuations based on observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or model-derived valuations techniques for which all significant inputs are observable in the market or can be corroborated by, observable market data for substantially the full term of the assets or liabilities.

Level 3: Valuations based on unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities and based on non-binding, broker-provided price quotes and may not have been corroborated by observable market data.

[Table of Contents](#)

The following table sets forth the Company's financial assets and liabilities measured at fair value on a recurring basis:

	Fair Value Measurement at March 31, 2013			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(In thousands)				
Assets				
Short-Term Investments				
Money Market Funds	\$ 759,101	\$ 759,101	\$ —	\$ —
Municipal Notes and Bonds	268,614	—	268,614	—
US Treasury and Agencies	178,834	175,215	3,619	—
Government-Sponsored Enterprises	81,594	—	81,594	—
Foreign Government Bonds	16,689	—	16,689	—
Corporate Notes and Bonds	834,947	164,885	670,062	—
Mortgage Backed Securities - Residential	29,188	—	29,188	—
Mortgage Backed Securities - Commercial	92,838	—	92,838	—
Total Short-Term Investments	\$2,261,805	\$ 1,099,201	\$ 1,162,604	\$ —
Equities	5,610	5,610	—	—
Mutual Funds	24,016	24,016	—	—
Derivative Assets	8,065	—	8,065	—
Total Assets	\$2,299,496	\$ 1,128,827	\$ 1,170,669	\$ —
Liabilities				
Derivative Liabilities	\$ 4,313	\$ —	\$ 4,030	\$ 283

The amounts in the table above are reported in the Consolidated Balance Sheet as of March 31, 2013 as follows:

	Total	Level 1 (In thousands)	Level 2	Level 3
Reported Within:				
Cash Equivalents	\$ 759,101	\$ 759,101	\$ —	\$ —
Short-Term Investments	1,337,819	175,215	1,162,604	—
Restricted Cash and Investments	164,885	164,885	—	—
Prepaid Expenses and Other Current Assets	8,065	—	8,065	—
Other Assets	29,626	29,626	—	—
Total Assets	\$2,299,496	\$ 1,128,827	\$1,170,669	\$ —
Accrued Expenses and Other Current Liabilities	\$ 4,030	\$ —	\$ 4,030	\$ —
Other Non-current Liabilities	283	—	—	283
Total Liabilities	\$ 4,313	\$ —	\$ 4,030	\$ 283

[Table of Contents](#)

The following table sets forth the Company's financial assets and liabilities measured at fair value on a recurring basis:

	Fair Value Measurement at June 24, 2012			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(In thousands)			
Assets				
Short-Term Investments				
Money Market Funds	\$1,318,812	\$ 1,318,812	\$ —	\$ —
Municipal Notes and Bonds	322,567	—	322,567	—
US Treasury and Agencies	137,446	130,624	6,822	—
Government-Sponsored Enterprises	123,268	—	123,268	—
Foreign Government Bond	6,358	—	6,358	—
Corporate Notes and Bonds	768,901	164,885	604,016	—
Mortgage Backed Securities - Residential	25,972	—	25,972	—
Mortgage Backed Securities - Commercial	84,853	—	84,853	—
Total Short-Term Investments	\$2,788,177	\$ 1,614,321	\$ 1,173,856	\$ —
Equities	5,913	5,913	—	—
Mutual Funds	17,754	17,754	—	—
Derivative Assets	5,020	—	5,020	—
Total Assets	\$2,816,864	\$ 1,637,988	\$ 1,178,876	\$ —
Liabilities				
Derivative Liabilities	\$ 4,529	\$ —	\$ 4,328	\$ 201

The amounts in the table above are reported in the Consolidated Balance Sheet as of June 24, 2012 as follows:

	Total	Level 1	Level 2	Level 3
	(In thousands)			
Reported Within:				
Cash Equivalents	\$1,325,361	\$1,318,812	\$ 6,549	\$ —
Short-Term Investments	1,297,931	130,624	1,167,307	—
Restricted Cash and Investments	164,885	164,885	—	—
Prepaid Expenses and Other Current Assets	5,020	—	5,020	—
Other Assets	23,667	23,667	—	—
Total Assets	\$2,816,864	\$1,637,988	\$1,178,876	\$ —
Accrued Expenses and Other Current Liabilities	\$ 4,328	\$ —	\$ 4,328	\$ —
Other Non-current Liabilities	201	—	—	201
Total Liabilities	\$ 4,529	\$ —	\$ 4,328	\$ 201

The Company's primary financial instruments include its cash, cash equivalents, short-term investments, restricted cash and investments, long-term investments, accounts receivable, accounts payable, long-term debt and capital leases, and foreign currency related derivatives. The estimated fair value of cash, accounts receivable and accounts payable approximates their carrying value due to the short period of time to their maturities. The estimated fair values of capital lease obligations approximate their carrying value as the substantial majority of these obligations have interest rates that adjust to market rates on a periodic basis. Refer to Note 13 for additional information regarding the fair value of the Company's convertible notes.

Table of Contents

Investments

The following tables summarize the Company's investments (in thousands):

	March 31, 2013				June 24, 2012			
	Cost	Unrealized Gain	Unrealized (Loss)	Fair Value	Cost	Unrealized Gain	Unrealized (Loss)	Fair Value
Cash	\$ 261,319	\$ —	\$ —	\$ 261,319	\$ 240,841	\$ —	\$ —	\$ 240,841
Fixed Income Money Market Funds	759,101	—	—	759,101	1,318,812	—	—	1,318,812
Municipal Notes and Bonds	267,308	1,308	(2)	268,614	321,001	1,574	(8)	322,567
US Treasury and Agencies	178,656	179	(1)	178,834	137,516	43	(113)	137,446
Government-Sponsored Enterprises	81,452	144	(2)	81,594	123,269	67	(68)	123,268
Foreign Government Bonds	16,620	91	(22)	16,689	6,315	43	—	6,358
Corporate Notes and Bonds	832,886	2,554	(493)	834,947	767,847	1,443	(389)	768,901
Mortgage Backed Securities - Residential	29,046	204	(62)	29,188	25,857	121	(6)	25,972
Mortgage Backed Securities - Commercial	92,663	563	(388)	92,838	84,682	555	(384)	84,853
Total Cash and Short -Term Investments	\$2,519,051	\$ 5,043	\$ (970)	\$2,523,124	\$3,026,140	\$ 3,846	\$ (968)	\$3,029,018
Publicly Traded Equity Security	\$ 5,610	\$ —	\$ —	\$ 5,610	\$ 9,320	\$ —	\$ (3,407)	\$ 5,913
Private Equity Security	5,000	—	—	5,000	5,000	—	—	5,000
Mutual Funds	22,384	1,632	—	24,016	17,459	366	(71)	17,754
Total Financial Instruments	\$2,552,045	\$ 6,675	\$ (970)	\$2,557,750	\$3,057,919	\$ 4,212	\$ (4,446)	\$3,057,685
Reported Within								
Cash and Cash Equivalents	\$1,019,109	\$ —	\$ —	\$1,019,109	\$1,564,752	\$ —	\$ —	\$1,564,752
Short-Term Investments	1,333,746	5,043	(970)	1,337,819	1,295,053	3,846	(968)	1,297,931
Restricted Cash and Investments	166,196	—	—	166,196	166,335	—	—	166,335
Other assets	32,994	1,632	—	34,626	31,779	366	(3,478)	28,667
Total	\$2,552,045	\$ 6,675	\$ (970)	\$2,557,750	\$3,057,919	\$ 4,212	\$ (4,446)	\$3,057,685

The Company accounts for its investment portfolio at fair value. Realized gains (losses) for investment sales and pay-downs are specifically identified. Management assesses the fair value of investments in debt securities that are not actively traded through consideration of interest rates and their impact on the present value of the cash flows to be received from the investments. The Company also considers whether changes in the credit ratings of the issuer could impact the assessment of fair value. The Company recognized a \$3.7 million other-than-temporary impairment of a public equity investment during the three and nine months ended March 31, 2013. The Company recognized a \$1.7 million other-than-temporary impairment of a private equity investment during the nine months ended March 25, 2012. The Company did not recognize any losses on investments due to other-than-temporary impairments during the three months ended March 25, 2012. Additionally, gross realized gains and gross realized (losses) from sales of investments were approximately \$0.2 million and \$(0.4) million, respectively, in the three months ended March 31, 2013 and \$0.3 million and \$(0.2) million, respectively, in the three months ended March 25, 2012. Gross realized gains and gross realized (losses) from sales of investments were approximately \$1.4 million and \$(1.1) million, respectively, in the nine months ended March 31, 2013 and \$0.5 million and \$(0.5) million, respectively, in the nine months ended March 25, 2012.

The following is an analysis of the Company's fixed income securities in unrealized loss positions (in thousands):

	March 31, 2013					
	Unrealized Losses Less Than 12 Months		Unrealized Losses 12 Months or Greater		Total	
	Fair Value	Gross Unrealized Loss	Fair Value	Gross Unrealized Loss	Fair Value	Gross Unrealized Loss
Short-Term Investments						
Municipal Notes and Bonds	\$ 1,691	\$ (2)	\$ —	\$ —	\$ 1,691	\$ (2)
US Treasury and Agencies	5,510	(1)	—	—	5,510	(1)
Government-Sponsored Enterprises	8,154	(1)	2,001	(1)	10,155	(2)
Foreign Government Bonds	7,670	(22)	—	—	7,670	(22)
Corporate Notes and Bonds	185,957	(472)	1,037	(21)	186,994	(493)
Mortgage Backed Securities - Residential	3,223	(62)	—	—	3,223	(62)
Mortgage Backed Securities - Commercial	49,234	(358)	1,574	(30)	50,808	(388)
Total Short-Term Investments	\$261,439	\$ (918)	\$ 4,612	\$ (52)	\$266,051	\$ (970)

[Table of Contents](#)

The amortized cost and fair value of cash equivalents, short-term investments, and restricted cash and investments with contractual maturities are as follows as of March 31, 2013:

	Cost	Estimated Fair Value
	(in thousands)	
Due in one year or less	\$1,207,570	\$ 1,208,070
Due after one year through five years	889,534	892,698
Due in more than five years	160,628	161,037
	<u>\$2,257,732</u>	<u>\$ 2,261,805</u>

Management has the ability, if necessary, to liquidate any of its cash equivalents and short-term investments in order to meet the Company's liquidity needs in the next 12 months. Accordingly, those investments with contractual maturities greater than one year from the date of purchase nonetheless are classified as short-term on the accompanying Consolidated Balance Sheets.

Derivative Instruments and Hedging

The Company carries derivative financial instruments ("derivatives") on its Consolidated Balance Sheets at their fair values. The Company enters into foreign currency forward contracts with financial institutions with the primary objective of reducing volatility of earnings and cash flows related to foreign currency exchange rate fluctuations. The counterparties to these foreign currency forward contracts are large global financial institutions that the Company believes are creditworthy, and therefore, we do not consider the risk of counterparty nonperformance to be material.

Cash Flow Hedges

In the normal course of business, the Company's financial position is routinely subjected to market risk associated with foreign currency exchange rate fluctuations on non-US dollar transactions or cash flows, primarily from Japanese yen-denominated revenues and Euro-denominated expenses. The Company's policy is to mitigate the foreign exchange risk arising from the fluctuations in the value of these non-US dollar denominated transactions or cash flows through a foreign currency cash flow hedging program, using foreign currency forward contracts that generally expire within 12 months and no later than 24 months. These foreign currency forward contracts are designated as cash flow hedges and are carried on the Company's balance sheet at fair value with the effective portion of the contracts' gains or losses included in accumulated other comprehensive income (loss) and subsequently recognized in earnings in the same period the hedged transaction is recognized.

At inception and at each quarter end, hedges are tested prospectively and retrospectively for effectiveness using regression analysis. Changes in the fair value of foreign currency forward contracts due to changes in time value are excluded from the assessment of effectiveness and are recognized in earnings in the current period. The change in time value related to these contracts was not material for all reported periods. To qualify for hedge accounting, the hedge relationship must meet criteria relating both to the derivative instrument and the hedged item. These criteria include identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value or cash flows will be measured. There were no gains or losses during the three or nine months ended March 31, 2013 or March 25, 2012 associated with ineffectiveness or forecasted transactions that failed to occur.

To receive hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedge and the hedges must be tested to demonstrate an expectation of providing highly effective offsetting changes to future cash flows on hedged transactions. When derivative instruments are designated and qualify as effective cash flow hedges, the Company recognizes effective changes in the fair value of the hedging instrument within accumulated other comprehensive income (loss) until the hedged exposure is realized. Consequently, with the exception of excluded time value and hedge ineffectiveness recognized, the Company's results of operations are not subject to fluctuation as a result of changes in the fair value of the derivative instruments. If hedges are not highly effective or if the Company does not believe that the underlying hedged forecasted transactions will occur, the Company may not be able to account for its derivative instruments as cash flow hedges. If this were to occur, future changes in the fair values of the Company's derivative instruments would be recognized in earnings. Additionally, related amounts previously recorded in other comprehensive income would be reclassified to income immediately. At March 31, 2013, the Company had gains of \$6.7 million accumulated in other comprehensive income, which it expects to reclassify from other comprehensive income into earnings over the next 12 months.

Balance Sheet Hedges

The Company also enters into foreign currency forward contracts to hedge fluctuations associated with foreign currency denominated monetary assets and liabilities, primarily intercompany receivables and payables. These foreign currency forward contracts are not designated for hedge accounting treatment. Therefore, the change in fair value of these derivatives is recorded as a component of other income (expense) and offsets the change in fair value of the foreign currency denominated assets and liabilities, recorded in other income (expense).

[Table of Contents](#)

As of March 31, 2013, the Company had the following outstanding foreign currency forward contracts that were entered into under its cash flow and balance sheet hedge program:

	Derivatives Designated as Hedging Instruments:		Derivatives Not Designated as Hedging Instruments:	
	Buy Contracts	Sell Contracts	Buy Contracts	Sell Contracts
(in thousands)				
Foreign Currency Forward Contracts				
Japanese Yen	\$ —	\$ 125,333	\$ —	\$ 71,511
Swiss Francs	—	—	20,527	4,321
British Pound Sterling	—	—	4,579	4,325
Euro	72,754	—	34,432	24,345
Korean Won	—	—	60,237	—
Taiwan Dollar	—	—	128,767	—
	<u>\$ 72,754</u>	<u>\$ 125,333</u>	<u>\$ 248,542</u>	<u>\$ 104,502</u>

The fair value of derivative instruments in the Company's Consolidated Balance Sheet as of March 31, 2013 was as follows:

	Fair Value of Derivative Instruments			
	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
(in thousands)				
Derivatives designated as hedging instruments:				
Foreign exchange forward contracts	Prepaid expense and other assets	\$ 8,034	Accrued liabilities	\$ 1,400
Derivatives not designated as hedging instruments:				
Foreign exchange forward contracts	Prepaid expense and other assets	\$ 31	Accrued liabilities	\$ 2,630
Total derivatives		<u>\$ 8,065</u>		<u>\$ 4,030</u>

The fair value of derivative instruments in the Company's Consolidated Balance Sheet as of June 24, 2012 was as follows:

	Fair Value of Derivative Instruments			
	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
(in thousands)				
Derivatives designated as hedging instruments:				
Foreign exchange forward contracts	Prepaid expense and other assets	\$ 3,358	Accrued liabilities	\$ 3,403
Derivatives not designated as hedging instruments:				
Foreign exchange forward contracts	Prepaid expense and other assets	\$ 1,662	Accrued liabilities	\$ 925
Total derivatives		<u>\$ 5,020</u>		<u>\$ 4,328</u>

Table of Contents

The effect of derivative instruments designated as cash flow hedges on the Company's Consolidated Statements of Operations was as follows:

	Location of Gain (Loss) Recognized in or Reclassified into Income	Three Months Ended March 31, 2013			Nine Months Ended March 31, 2013		
		Effective Portion		Ineffective Portion and Amount Excluded from Effectiveness Testing	Effective Portion		Ineffective Portion and Amount Excluded from Effectiveness Testing
		Gain (Loss) Recognized in AOCI	Gain Reclassified from AOCI into Income	Gain Recognized in Income	Gain Recognized in AOCI	Gain (Loss) Reclassified from AOCI into Income	Loss Recognized in Income
(in thousands)							
Derivatives Designated as Hedging Instruments							
Foreign Exchange Contracts	Revenue	9,454	3,850	—	8,159	4,574	—
Foreign Exchange Contracts	Cost of goods sold	(563)	1,194	—	1,332	(1,069)	—
Foreign Exchange Contracts	Selling, general, and administrative	(491)	345	—	537	(405)	—
Foreign Exchange Contracts	Other income (expense)	—	—	14	—	—	(42)
		<u>8,400</u>	<u>5,389</u>	<u>14</u>	<u>10,028</u>	<u>3,100</u>	<u>(42)</u>

	Location of Gain (Loss) Recognized in or Reclassified into Income	Three Months Ended March 25, 2012			Nine Months Ended March 25, 2012		
		Effective Portion		Ineffective Portion and Amount Excluded from Effectiveness Testing	Effective Portion		Ineffective Portion and Amount Excluded from Effectiveness Testing
		Gain Recognized in AOCI	Loss Reclassified from AOCI into Income	Gain Recognized in Income	Loss Recognized in AOCI	Loss Reclassified from AOCI into Income	Gain Recognized in Income
(in thousands)							
Derivatives Designated as Hedging Instruments							
Foreign Exchange Contracts	Revenue	5,184	(560)	—	(501)	(6,645)	—
Foreign Exchange Contracts	Cost of goods sold	991	(1,794)	—	(3,533)	(1,353)	—
Foreign Exchange Contracts	Selling, general, and administrative	197	(786)	—	(1,386)	(654)	—
Foreign Exchange Contracts	Other income (expense)	—	—	3	—	—	755
		<u>6,372</u>	<u>(3,140)</u>	<u>3</u>	<u>(5,420)</u>	<u>(8,652)</u>	<u>755</u>

The effect of derivative instruments not designated as cash flow hedges on the Company's Condensed Consolidated Statement of Operations was as follows:

Derivatives Not Designated as Hedging Instruments:	Location of Gain (Loss) Recognized in Income	Three Months Ended		Nine Months Ended	
		March 31, 2013	March 25, 2012	March 31, 2013	March 25, 2012
		Gain Recognized in Income	Loss Recognized in Income	Gain Recognized in Income	Loss Recognized in Income
(in thousands)					
Foreign Exchange Contracts	Other income (expense)	\$ 2,061	(\$ 4,476)	\$ 2,347	(\$ 47,299)

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, short term investments, restricted cash and investments, trade accounts receivable, and derivative financial instruments used in hedging activities. Cash is placed on deposit in large global financial institutions. Such deposits may be in excess of insured limits. Management believes that the financial institutions that hold the Company's cash are creditworthy and, accordingly, minimal credit risk exists with respect to these balances.

The Company's over-all portfolio of available-for-sale securities must maintain an average minimum rating of AA - or Aa3 as rated by Standard and Poor's or Moody's Investor Services, respectively. To ensure diversification and minimize concentration, the Company's policy limits the amount of credit exposure with any one financial institution or commercial issuer.

The Company is exposed to credit losses in the event of nonperformance by counterparties on the foreign currency forward contracts that are used to mitigate the effect of exchange rate fluctuations and on contracts related to structured share repurchase agreements. These counterparties are large global financial institutions and, to date, no such counterparty has failed to meet its financial obligations to the Company.

Credit risk evaluations, including trade references, bank references and Dun & Bradstreet ratings, are performed on all new customers and the Company monitors its customers' financial statements and payment performance. In general, the Company does not require collateral on sales.

[Table of Contents](#)**NOTE 5 — INVENTORIES**

Inventories are stated at the lower of cost (first-in, first-out method) or market. Shipments to Japanese customers, to whom title does not transfer until customer acceptance, are classified as finished goods inventory and carried at cost until title transfers. Inventories consist of the following:

	March 31, 2013	June 24, 2012
	(in thousands)	
Raw materials	\$312,848	\$342,283
Work-in-process	94,517	118,566
Finished goods	137,671	172,004
	<u>\$545,036</u>	<u>\$632,853</u>

During the nine months ended March 31, 2013, the Company incurred charges of \$18.7 million resulting from the write-off of inventory related to the decision to stop future development of certain product configurations and transition them to a sustaining mode with existing customers. These charges were included in cost of goods sold in the Condensed Consolidated Statements of Operations.

NOTE 6 — PROPERTY AND EQUIPMENT, NET

Property and equipment, net, consists of the following:

	March 31, 2013	June 24, 2012
	(in thousands)	
Manufacturing, engineering and office equipment	\$ 500,003	\$ 468,739
Computer equipment and software	114,166	104,919
Land	65,271	65,228
Buildings	243,137	231,536
Leasehold improvements	70,244	54,327
Furniture and fixtures	20,974	19,770
	<u>1,013,795</u>	<u>944,519</u>
Less: accumulated depreciation and amortization	(418,879)	(359,923)
	<u>\$ 594,916</u>	<u>\$ 584,596</u>

The Company's long lived assets held for use, including property, plant, and equipment and intangible assets, are measured at fair value when an impairment exists. Long lived assets held for use are assessed for impairment when events occur that indicate a potential impairment. The Company did not record an impairment of long lived assets held for use during the three or nine months ended March 31, 2013 or March 25, 2012.

NOTE 7 — GOODWILL AND INTANGIBLE ASSETS**Goodwill**

There was no significant change in the goodwill balance during the nine months ended March 31, 2013. Of the \$1,446 million goodwill balance as of March 31, 2013, \$61.1 million is tax deductible and the remaining balance is not tax deductible due to purchase accounting and applicable foreign law.

The Company's goodwill is measured at fair value when an impairment exists. Goodwill is assessed at least annually for impairment. The Company did not record impairments of goodwill during the three or nine months ended March 31, 2013 or March 25, 2012.

[Table of Contents](#)

Intangible Assets

The following table provides details of the Company's intangible assets, including the impact of foreign currency translation adjustments, as of March 31, 2013 (in thousands, except years):

	Gross	Accumulated Amortization	Net	Weighted- Average Useful Life (years)
Customer relationships	\$ 624,314	\$ (85,730)	\$ 538,584	9.01
Existing technology	642,884	(116,910)	525,974	6.97
Patents	32,053	(20,984)	11,069	6.09
Backlog	10,000	(8,048)	1,952	1.00
Other intangible assets	35,216	(35,153)	63	4.10
Intangible assets subject to amortization	1,344,467	(266,825)	1,077,642	
In process research and development	30,000		30,000	
Development rights	9,100		9,100	
Intangible assets not subject to amortization	39,100		39,100	
Total intangible assets	<u>\$1,383,567</u>	<u>\$ (266,825)</u>	<u>\$1,116,742</u>	

The following table provides details of the Company's intangible assets, including the impact of foreign currency translation adjustments, as of June 24, 2012 (in thousands, except years):

	Gross	Accumulated Amortization	Net	Weighted- Average Useful Life (years)
Customer relationships	\$ 615,411	\$ (32,041)	\$ 583,370	9.04
Existing technology	642,311	(48,378)	593,933	6.97
Patents	30,870	(17,525)	13,345	6.05
Backlog	10,000	(548)	9,452	1.00
Other intangible assets	35,216	(33,989)	1,227	4.10
Intangible assets subject to amortization	1,333,808	(132,481)	1,201,327	
In process research and development	30,000		30,000	
Development rights	9,100		9,100	
Intangible assets not subject to amortization	39,100		39,100	
Total intangible assets	<u>\$1,372,908</u>	<u>\$ (132,481)</u>	<u>\$1,240,427</u>	

The Company recognized \$45.0 million and \$4.5 million in intangible asset amortization expense during the three months ended March 31, 2013 and March 25, 2012, respectively. The Company recognized \$134.3 million and \$13.5 million in intangible asset amortization expense during the nine months ended March 31, 2013 and March 25, 2012, respectively.

The estimated future amortization expense of purchased intangible assets as of March 31, 2013 is as follows (in thousands):

Fiscal Year	Amount
2013 (3 months)	\$ 42,911
2014	162,367
2015	154,128
2016	152,305
2017	152,075
Thereafter	413,856
	<u>\$1,077,642</u>

NOTE 8 — ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consist of the following:

	March 31, 2013	June 24, 2012
	(in thousands)	
Accrued compensation	\$ 237,402	\$ 274,165
Warranty reserves	48,943	63,988
Income and other taxes payable	29,937	24,745
Other	116,574	129,280
	<u>\$ 432,856</u>	<u>\$ 492,178</u>

NOTE 9 — OTHER EXPENSE, NET

The significant components of other expense, net, are as follows:

	Three Months Ended		Nine Months Ended	
	March 31, 2013	March 25, 2012	March 31, 2013	March 25, 2012
	(in thousands)			
Interest income	\$ 3,235	\$ 2,959	\$ 11,411	\$ 8,020
Interest expense	(15,175)	(9,422)	(45,294)	(28,028)
Gains (losses) on deferred compensation plan related assets	3,112	2,717	7,087	504
Foreign exchange losses	(1,294)	(126)	(4,936)	(1,358)
Other, net	(5,712)	304	(7,430)	(2,564)
	<u>\$ (15,834)</u>	<u>\$ (3,568)</u>	<u>\$ (39,162)</u>	<u>\$ (23,426)</u>

NOTE 10 — INCOME TAX EXPENSE

The Company recorded an income tax benefit of \$(24.0) million and \$(35.8) million for the three and nine months ended March 31, 2013, respectively. The income tax benefit recorded yielded an effective tax rate of 478.9% and 471.2% for the three and nine months ended March 31, 2013, respectively.

The differences between the U.S. federal statutory tax rate of 35% and the Company's effective tax rates for the three and nine months ended March 31, 2013 were primarily due to the treatment of discrete items in determining the effective tax rate, recognition of previously unrecognized tax benefits due to lapse of statute of limitations and successful resolution of certain tax matters, discrete tax benefit related to the retroactive reinstatement of the federal research and development tax credit in January 2013, and the geographic mix of income, partially offset by the tax effect of non-deductible stock-based compensation. The effective tax rates recorded during the three and nine months ended March 31, 2013 included the tax impact of discrete items, which were recorded during the quarter in which they occurred. During the three and nine months ended March 31, 2013, the tax impact of discrete items primarily consisted of: (1) a tax benefit of \$4.3 million and \$35.1 million for the three months and nine months ended March 31, 2013, respectively, due to the recognition of previously unrecognized tax benefits due to lapse of statute of limitations and successful resolution of certain tax matters, (2) a tax benefit of \$11.5 million for the three and nine months ended March 31, 2013, due to the retroactive extension of the U.S. federal research and development tax credit for part of fiscal year 2012, (3) a tax expense of \$3.2 million for the three and nine months ended March 31, 2013, due to the tax impacts of changes in the Company's legal entity structure, (4) a tax expense of \$3.2 million for the three and nine months ended March 31, 2013, due to an increase in estimates of an uncertain tax position related to foreign tax returns, and (5) the effective tax rate impact of integration and impairment expenses of \$19.9 million and \$65.2 million for the three months and nine months, respectively, for which little tax benefit is derived.

The total gross unrecognized tax benefits as of each date noted below were as follows:

	March 31, 2013	June 24, 2012
	(in millions)	
Total gross unrecognized tax benefits	\$ 343.3	\$ 343.8

[Table of Contents](#)

If the gross unrecognized tax benefits as of March 31, 2013 were recognized in a future period, it would result in a net tax benefit of \$273.7 million and a reduction of the effective tax rate for that future period.

The Company recognizes interest expense and penalties related to unrecognized tax benefits within income tax expense. As of March 31, 2013, the Company had accrued approximately \$25.8 million for the payment of gross interest and penalties, relating to unrecognized tax benefits, compared to \$25.2 million as of June 24, 2012.

The Internal Revenue Service (“IRS”) is examining the Company’s U.S. income tax returns for fiscal years 2008 and 2009. As of March 31, 2013, no significant adjustments have been proposed by the IRS. The IRS has completed its audit of Novellus’ calendar year 2006 through calendar year 2008 tax returns. No significant adjustments were proposed by the IRS. The Company is also subject to audits by foreign tax authorities. The Company is unable to make a reasonable estimate as to when cash settlements, if any, with the relevant taxing authorities will occur.

The Company files U.S. federal, U.S. state, and foreign income tax returns. As of March 31, 2013, tax years 2003-2012 remain subject to examination in the jurisdictions where the Company operates.

The Company is in various stages of the examinations in connection with all of its tax audits worldwide, and it is difficult to determine when these examinations will be settled. It is reasonably possible that over the next twelve-month period the Company may experience a significant increase or decrease in its unrecognized tax benefits. It is not possible to determine either the magnitude or the range of any increase or decrease at this time.

Realization of the Company’s net deferred tax assets is based upon the weight of available evidence, including such factors as the Company’s recent earnings history and expected future taxable income. The Company believes it is more likely than not that such assets will be realized with the exception of \$55.2 million related to certain California and foreign deferred tax assets. However, ultimate realization could be negatively impacted by market conditions and other variables not known or anticipated at this time. If the valuation allowance related to deferred tax assets were released as of March 31, 2013, approximately \$55.2 million would be credited to the statement of operations.

NOTE 11 — NET INCOME PER SHARE

Basic net income per share is computed by dividing net income by the weighted-average number of common shares outstanding during the period. Diluted net income per share is computed using the treasury stock method, for dilutive stock options, RSUs, and convertible notes. The following table reconciles the numerators and denominators of the basic and diluted computations for net income per share.

	Three Months Ended		Nine Months Ended	
	March 31, 2013	March 25, 2012	March 31, 2013	March 25, 2012
	(in thousands, except per share data)			
Numerator:				
Net income	\$ 18,996	\$ 45,604	\$ 28,172	\$ 150,654
Denominator:				
Basic average shares outstanding	163,034	119,841	171,016	120,904
Effect of potential dilutive securities:				
Employee stock plans	2,729	1,115	2,390	926
Convertible notes	2,741	—	900	—
Diluted average shares outstanding	168,504	120,956	174,306	121,830
Net income per share - basic	\$ 0.12	\$ 0.38	\$ 0.16	\$ 1.25
Net income per share - diluted	\$ 0.11	\$ 0.38	\$ 0.16	\$ 1.24

[Table of Contents](#)

For purposes of computing diluted net income per share, weighted-average common shares do not include potentially dilutive securities that are anti-dilutive under the treasury stock method. The following potentially dilutive securities were excluded:

	Three Months Ended		Nine Months Ended	
	March 31, 2013	March 25, 2012	March 31, 2013	March 25, 2012
	(in thousands)			
Number of potential dilutive securities excluded	298	148	567	264

Dilutive shares outstanding include only the effect of the 2041 Notes. Diluted shares outstanding do not include any effect resulting from warrants, assumed conversion of the notes, or note hedges associated with the Company's 2016 or 2018 Notes (as described in Note 13) as their impact would have been anti-dilutive.

NOTE 12 — ACCUMULATED OTHER COMPREHENSIVE LOSS

The components of accumulated other comprehensive income (loss), net of tax at the end of the period, as well as the activity during the period, were as follows:

	Accumulated foreign currency translation adjustment	Accumulated unrealized holding gain (loss) on cash flow hedges	Accumulated unrealized holding gain (loss) on available-for-sale investments (in thousands)	Accumulated unrealized components of defined benefit plans	Total
Balance as of June 24, 2012	\$ (22,481)	\$ (212)	\$ (308)	\$ (10,817)	\$(33,818)
Other comprehensive income (loss) before reclassifications	(554)	10,028	(105)	483	9,852
Losses (gains) reclassified from accumulated other comprehensive income to net income	—	(3,100) ⁽¹⁾	3,321 ⁽²⁾	—	221
Net current-period other comprehensive income (loss)	\$ (554)	\$ 6,928	\$ 3,216	\$ 483	\$ 10,073
Balance as of March 31, 2013	\$ (23,035)	\$ 6,716	\$ 2,908	\$ (10,334)	\$(23,745)

(1) Amount of gain reclassified from accumulated other comprehensive income into net income. Reclassification located in revenue: \$4,574 gain, cost of goods sold: \$708 loss and selling, general and administrative expenses: \$766 loss.

(2) Amount of loss reclassified from accumulated other comprehensive income into net income located in other expense, net

NOTE 13 — LONG TERM DEBT

The following table reflects the carrying value of the Company’s convertible notes and other long-term debt as of March 31, 2013 and June 24, 2012:

	March 31, 2013	June 24, 2012
	<i>(in millions)</i>	
0.50% Notes due 2016	\$ 450.0	\$ 450.0
Less: Unamortized interest discount	(49.4)	(60.3)
Net carrying amount of 0.50% Notes due 2016	400.6	389.7
1.25% Notes due 2018	450.0	450.0
Less: Unamortized interest discount	(80.3)	(90.4)
Net carrying amount of 1.25% Notes due 2018	369.7	359.6
2.625% Notes due 2041	699.9	699.9
Less: Unamortized interest discount	(187.8)	(190.3)
Net carrying amount of 2.625% Notes due 2041	512.1	509.6
Total debt	1,282.4	1,258.9
Less: current portion of debt	—	(509.6)
Long-term debt	<u>\$1,282.4</u>	<u>\$ 749.3</u>

Convertible Senior Notes

In May 2011, the Company issued and sold \$450.0 million in aggregate principal amount of 0.50% Convertible Senior Notes due May 2016 (the “2016 Notes”) at par. At the same time, the Company issued and sold \$450.0 million in aggregate principal amount of 1.25% Convertible Senior Notes due May 2018 (the “2018 Notes”) at par. The 2016 Notes and the 2018 Notes may be converted, under certain circumstances, based on an initial conversion rate of 15.8687 shares of common stock per \$1,000 principal amount of notes (which represents an initial conversion price of approximately \$63.02 per share of common stock). The net proceeds to the Company from the sale of the 2016 Notes and the 2018 Notes were \$835.5 million. The Company pays cash interest at an annual rate of 0.5% and 1.25%, respectively, on the 2016 Notes and the 2018 Notes, payable semi-annually on May 15 and November 15 of each year.

In June 2012, with the acquisition of Novellus Systems, Inc. (see Note 16), the Company assumed \$700.0 million in aggregate principal amount of 2.625% Convertible Senior Notes due May 2041 (the “2041 Notes,” and collectively with the 2016 Notes and the 2018 Notes, the “Notes”). The 2041 Notes may be converted, under certain circumstances, based on an initial conversion rate of 28.4781 shares of common stock per \$1,000 principal amount of notes (which represents an initial conversion price of approximately \$35.11 per share of common stock). The Company pays cash interest at an annual rate of 2.625%, payable semi-annually on May 15 and November 15 of each year. The 2041 Notes also have a contingent interest payment provision that may require us to pay additional interest based on certain thresholds, beginning with the semi-annual interest payment commencing on May 15, 2021, and upon the occurrence of certain events, as outlined in the indenture governing the 2041 Notes. The maximum amount of the contingent interest will accrue at a rate of 2.1% per annum, excluding any potential impact from dividends deemed payable to holders of the 2041 Notes. The contingent interest payment provision has been identified as an embedded derivative, to be accounted for separately, and is recorded at fair value at the end of each reporting period in other non-current liabilities, with any gains and losses recorded in interest expense, within the Condensed Consolidated Statements of Operations.

In connection with the acquisition of Novellus in June 2012, the 2041 Notes could have been converted into the Company’s common stock at any time from and after the later of (1) the date that was 30 scheduled trading days immediately prior to the anticipated closing date of the merger and (2) the date on which we delivered to the note holders notice of the merger, until 35 business days after the actual closing date of the merger, or July 24, 2012. Accordingly, the carrying amount of the 2041 Notes was classified in current liabilities in our Consolidated Balance Sheet as of June 24, 2012. The excess of the amount of cash payable, if converted, over the carrying amount of the 2041 Notes was classified as temporary equity as of June 24, 2012. When the conversion period closed, on July 24, 2012, all 2041 Notes not converted were reclassified back to noncurrent liabilities and the temporary equity was reclassified to permanent equity. During the period ending June 24, 2012, 65 of the 2041 Notes, with a total par value of \$65,000, were converted at the note holders’ option. In conjunction with the conversion, 137 shares of common stock were issued.

The Company separately accounts for the liability and equity components of the Notes. The initial debt components of the 2016 Notes, the 2018 Notes, and the 2041 Notes were valued at \$373.8 million, \$345.1 million, and \$509.5 million, respectively, based on the present value of the future cash flows using discount rates of 4.29%, 5.27%, and 4.28%, respectively, the Company’s borrowing rate at the date of the issuance or assumption for similar debt instruments without the conversion feature. The carrying values of the equity components of the 2016 Notes, the 2018 Notes, and the 2041 Notes were \$76.2 million, \$104.9 million, and \$328.1 million, respectively as of March 31, 2013. The effective interest rates on the liability components of the 2016 Notes, the 2018 Notes, and the 2041 Notes for the three months ended March 31, 2013 were 4.29%,

[Table of Contents](#)

5.27%, and 4.28% respectively. The following table presents the amount of interest cost recognized relating to both the contractual interest coupon and amortization of the discount on the liability component of the Notes during the three and nine months ended March 31, 2013 and March 25, 2012.

	Three Months Ended		Nine Months Ended	
	March 31, 2013	March 25, 2012	March 31, 2013	March 25, 2012
	<i>(in millions)</i>			
Contractual interest coupon	\$ 6.6	\$ 2.0	\$ 19.7	\$ 5.9
Amortization of interest discount	7.9	6.7	23.5	20.0
Amortization of issuance costs	0.6	0.6	1.8	1.8
Total interest cost recognized	<u>\$ 15.1</u>	<u>\$ 9.3</u>	<u>\$ 45.0</u>	<u>\$ 27.7</u>

The remaining bond discount of the 2016 Notes of \$49.4 million as of March 31, 2013 will be amortized over their remaining life, which is approximately 3.1 years. The remaining bond discount of the 2018 Notes of \$80.3 million as of March 31, 2013 will be amortized over their remaining life, which is approximately 5.1 years. The remaining bond discount of the 2041 Notes of \$187.8 million as of March 31, 2013 will be amortized over their remaining life, which is approximately 28.1 years. As of March 31, 2013, the if-converted value of the 2016 Notes and the 2018 Notes did not exceed the aggregate principal amount. As of March 31, 2013, the if-converted value of the 2041 Notes exceeded the aggregate principal amount by \$126.6 million.

Convertible Note Hedges and Warrants

Concurrently with the issuance of the 2016 Notes and the 2018 Notes, the Company purchased convertible note hedges and sold warrants. The separate convertible note hedge and warrant transactions are collectively structured to reduce the potential future economic dilution associated with the conversion of the 2016 Notes and the 2018 Notes and to increase the effective initial conversion price to \$71.34 and \$76.10 per share, respectively. Each of these components is discussed separately below:

Concurrent with the issuance of the 2016 Notes, the Company sold warrants to purchase up to approximately 7.1 million shares of the Company's common stock at an exercise price of \$71.34 per share. The warrants expire on a series of dates between August 15, 2016 and October 21, 2016. At expiration, the Company may, at its option, elect to settle the warrants on a net share basis. As of March 31, 2013, the warrants had not been exercised and remained outstanding. In addition, counterparties agreed to sell to the Company up to approximately 7.1 million shares of the Company's common stock, which is the number of shares initially issuable upon conversion of the 2016 Notes in full, at a price of \$63.02 per share. The convertible note hedge transaction will be settled in net shares and will terminate upon the earlier of the maturity date of the 2016 Notes or the first day none of the 2016 Notes remains outstanding due to conversion or otherwise. Settlement of the convertible note hedge in net shares, based on the number of shares issued upon conversion of the 2016 Notes, on the expiration date would result in the Company receiving net shares equivalent to the number of shares issuable by the Company upon conversion of the 2016 Notes.

Concurrent with the issuance of the 2018 Notes, the Company sold warrants to purchase up to approximately 7.1 million shares of the Company's common stock at an exercise price of \$76.10 per share. The warrants expire on a series of dates between August 15, 2018 and October 23, 2018. At expiration, the Company may, at its option, elect to settle the warrants on a net share basis. As of March 31, 2013, the warrants had not been exercised and remained outstanding. In addition, counterparties agreed to sell to the Company up to approximately 7.1 million shares of the Company's common stock, which is the number of shares initially issuable upon conversion of the 2018 Notes in full, at a price of \$63.02 per share. The convertible note hedge transaction will be settled in net shares and will terminate upon the earlier of the maturity date of the 2018 Notes or the first day none of the 2018 Notes remains outstanding due to conversion or otherwise. Settlement of the convertible note hedge in net shares, based on the number of shares issued upon conversion of the 2018 Notes, on the expiration date would result in the Company receiving net shares equivalent to the number of shares issuable by the Company upon conversion of the 2018 Notes.

Fair Value of Notes

As of March 31, 2013, the face values of the 2016 Notes, the 2018 Notes, and the 2041 Notes were \$450.0 million, \$450.0 million, and \$699.9 million, respectively. As of March 31, 2013, the fair values of the 2016 Notes, the 2018 Notes, and the 2041 Notes, which includes the debt and equity components, were approximately \$457.9 million, \$486.0 million, and \$946.7 million respectively, based on quoted market prices (Level 1 inputs within the fair value hierarchy).

NOTE 14 — COMMITMENTS*Capital Leases*

Capital leases reflect building and office equipment leases. The amounts in the table below include the interest portion of payment obligations.

The Company's contractual cash obligations relating to its existing capital leases, including interest, as of March 31, 2013 were as follows:

	<u>Capital Leases</u> (in thousands)
Payments due by period:	
One year	\$ 1,770
Two years	1,793
Three years	1,676
Four years	9,055
Five years	—
Over 5 years	—
Total	<u>14,294</u>
Less: Interest on capital leases	534
Less: Current portion of capital leases	1,556
Long-term portion of capital leases	<u>\$ 12,204</u>

Operating Leases and Related Guarantees

The Company leases certain of its administrative, R&D and manufacturing facilities, regional sales/service offices and certain equipment under non-cancelable operating leases. Certain of the Company's facility leases for buildings located at its Fremont, California headquarters and certain other facility leases provide the Company with options to extend the leases for additional periods or to purchase the facilities. Certain of the Company's facility leases provide for periodic rent increases based on the general rate of inflation.

On December 18, 2007, the Company entered into two operating leases regarding certain improved properties in Livermore, California. These leases were amended on April 3, 2008 and July 9, 2008 (as so amended, the "Livermore Leases"). On December 21, 2007, the Company entered into a series of four amended and restated operating leases (the "New Fremont Leases," and collectively with the Livermore Leases, the "Operating Leases") with regard to certain improved properties at the Company's headquarters in Fremont, California.

The Operating Leases have a term of approximately seven years ending on the first business day in January 2015. The Company may, at its discretion and with 30 days' notice, elect to purchase the property that is the subject of the Operating Leases for an amount approximating the sum required to pay the amount of the lessor's investment in the property and any accrued but unpaid rent.

The Company is required, pursuant to the terms of the Operating Leases, to maintain collateral in an aggregate of approximately \$164.9 million in separate interest-bearing accounts as security for the Company's obligations under the Operating Leases. This amount is recorded as restricted cash in the Company's Consolidated Balance Sheet as of as of March 31, 2013.

When the terms of the Operating Leases expire, the property subject to that Operating Leases may be remarketed. The Company has guaranteed to the lessor that each property will have a certain minimum residual value. The aggregate guarantee made by the Company under the Operating Leases is generally no more than approximately \$141.7 million; however, under certain default circumstances, the guarantee with regard to an Operating Lease may be 100% of the lessor's aggregate investment in the applicable property, which in no case will exceed \$164.9 million, in the aggregate.

The Company recognized at lease inception \$0.6 million in estimated liabilities related to the Operating Leases, which represents the fair value guarantee premium that would be required had the guarantee been issued in a standalone transaction. These liabilities are recorded in other long-term liabilities with the offsetting entry recorded as prepaid rent in other assets. The balances in prepaid rent and the guarantee liability are amortized to the Condensed Consolidated Statements of Operations on a straight line basis over the life of the leases. If it becomes probable that the Company will be required to make a payment under the residual guarantee, the Company will increase its liability with a corresponding increase to prepaid rent and amortize the increased prepaid rent over the remaining lease term with no corresponding reduction in the liability. As of March 31, 2013, the unamortized portion of the fair value of the residual value guarantees remaining in other long-term liabilities and prepaid rent was \$0.1 million.

[Table of Contents](#)

Other Guarantees

The Company has issued certain indemnifications to its lessors for taxes and general liability under some of its agreements. The Company has entered into certain insurance contracts that may limit its exposure to such indemnifications. As of March 31, 2013, the Company had not recorded any liability on its Consolidated Financial Statements in connection with these indemnifications, as it does not believe, based on information available, that it is probable that any amounts will be paid under these guarantees.

Generally, the Company indemnifies, under pre-determined conditions and limitations, its customers for infringement of third-party intellectual property rights by the Company's products or services. The Company seeks to limit its liability for such indemnity to an amount not to exceed the sales price of the products or services subject to its indemnification obligations. The Company does not believe, based on information available, that it is probable that any material amounts will be paid under these guarantees.

The Company provides guarantees and standby letters of credit to certain parties as required for certain transactions initiated during the ordinary course of business. As of March 31, 2013, the maximum potential amount of future payments that we could be required to make under these arrangements and letters of credit was \$17.2 million. We do not believe, based on historical experience and information currently available, that it is probable that any amounts will be required to be paid.

Warranties

The Company provides standard warranties on its systems. The liability amount is based on actual historical warranty spending activity by type of system, customer, and geographic region, modified for any known differences such as the impact of system reliability improvements.

Changes in the Company's product warranty reserves were as follows:

	Three Months Ended		Nine Months Ended	
	March 31, 2013	March 25, 2012	March 31, 2013	March 25, 2012
	(in thousands)			
Balance at beginning of period	\$ 62,922	\$ 32,734	\$ 70,161	\$ 40,951
Warranties issued during the period	18,829	11,555	53,377	27,908
Settlements made during the period	(27,101)	(14,692)	(72,960)	(37,838)
Changes in liability for pre-existing warranties	90	2,669	4,162	1,245
Balance at end of period	\$ 54,740	\$ 32,266	\$ 54,740	\$ 32,266
Less: Long-term portion	(5,797)	—	(5,797)	—
Accrued warranty, current	\$ 48,943	\$ 32,266	\$ 48,943	\$ 32,266

NOTE 15 — RESTRUCTURING AND IMPAIRMENTS

Prior to incurring charges under the restructuring plans discussed below, management approved and announced the specific actions to be taken under each plan. Severance packages were communicated to affected employees in sufficient detail that the employees could determine their type and amount of benefit. The termination of the affected employees occurred as soon as practical after the restructuring plans were announced. The amount of remaining future lease payments for facilities the Company ceased to use and included in the restructuring charges is based on management's estimates using known prevailing real estate market conditions at that time based, in part, on the opinions of independent real estate experts. Leasehold improvements relating to the vacated buildings were written off, as these items will have no future economic benefit to the Company and have been abandoned.

Accounting for restructuring activities, as compared to regular operating cost management activities, requires an evaluation of formally committed and approved plans. Restructuring activities have comparatively greater strategic significance and materiality and may involve exit activities, whereas regular cost containment activities are more tactical in nature and are rarely characterized by formal and integrated action plans or exiting a particular product, facility, or service.

[Table of Contents](#)

There were no restructuring charges incurred during three months ended March 31, 2013 or March 25, 2012. The following table summarizes restructuring and impairment charges and adjustments during the nine months ended March 31, 2013 and March 25, 2012. In addition to charges incurred under specific restructuring plans, the Company incurred asset impairment charges of \$1.7 million related to a decline in the market value of certain facilities.

	Nine Months Ended	
	March 31, 2013	March 25, 2012
	(in thousands)	
June 2008 Plan	\$ —	\$ (859)
March 2009 Plan	(1,440)	—
Adjustment to restructuring liability assumed in acquisition	2,461	—
Asset impairments outside of specific restructuring plans	—	1,725
Total restructuring and impairment charges (adjustments)	<u>\$ 1,021</u>	<u>\$ 866</u>

The amounts in the table above were recorded in the Consolidated Statements of Operations for the respective periods as follows:

	Nine Months Ended	
	March 31, 2013	March 25, 2012
	(in thousands)	
Cost of goods sold	\$ —	\$ (859)
Operating expense	1,021	1,725
Total restructuring and impairment charges (adjustments)	<u>\$ 1,021</u>	<u>\$ 866</u>

June 2008 Plan

During the June 2008 quarter, the Company incurred restructuring expenses related to the integration of SEZ and overall streamlining of the Company's combined Clean Product Group ("June 2008 Plan"). During the three months ended December 25, 2011 the Company released \$0.9 million related to a recorded obligation not realized for a previously restructured product line. There were no remaining liabilities related to the June 2008 Plan as of either March 31, 2013 or June 24, 2012.

March 2009 Plan

Beginning in the March 2009 quarter, the Company incurred restructuring expenses designed to align the Company's cost structure with its outlook for the then-current economic environment and future business opportunities ("March 2009 Plan"). During the three months ended December 23, 2012, the Company released charges of \$1.4 million primarily as the result of changes in sublease assumptions for a previously restructured building. Total charges incurred through March 31, 2013 under the March 2009 Plan were \$59.9 million.

Below is a table summarizing activity relating to the March 2009 Plan during the nine months ended March 31, 2013:

	Facilities
	(in thousands)
Balance at June 24, 2012	\$ 27,749
Fiscal year 2013 release	(1,440)
Balance at March 31, 2013	<u>\$ 26,309</u>

This balance is expected to be paid by the end of fiscal year 2015.

Acquired Restructuring Liabilities

In addition to restructuring plans initiated by the Company, a restructuring liability of \$11.2 million was assumed in the Novellus acquisition, related to future rent obligations on unoccupied facilities. During the nine months ended March 31, 2013, the Company incurred charges of \$2.5 million as the result of changes in sublease assumptions for a previously restructured building. No restructuring expenses were recognized related to this obligation during the three months ended March 31, 2013. No other restructuring expenses have been recognized related to this obligation subsequent to the Novellus acquisition. The liability balance as of March 31, 2013 was \$11.4 million.

NOTE 16 – BUSINESS COMBINATIONS

On June 4, 2012 (“the acquisition date”), the Company acquired all of the outstanding common shares of Novellus in an all-stock transaction valued at approximately \$3.0 billion. The results of Novellus’ operations have been included in the consolidated financial statements from the date of acquisition. Lam’s primary reasons for this acquisition were to complement existing product offerings and to provide opportunities for revenue and cost synergies. Novellus’ primary business focus is to develop, manufacture, sell and support equipment used in the fabrication of integrated circuits, commonly called semiconductors. Customers for this equipment manufacture semiconductors for sale or for incorporation in their own products, or provide semiconductor-manufacturing services to third parties. Novellus also develops, manufactures, sells and supports grinding, lapping and polishing equipment for a broad spectrum of industrial applications.

Consideration Transferred

The table below details the consideration transferred to acquire Novellus:

<u>(in thousands, except per share amounts)</u>	<u>Conversion Calculation</u>	<u>Estimated Fair Value</u>
Lam common stock issued at merger	82,689	
Per share price of Lam common stock as of June 4, 2012	\$ 35.99	\$2,975,977
Estimated fair value of vested Lam equivalent restricted stock ⁽¹⁾		\$ 9,599
Estimated fair value of vested Lam equivalent stock options ⁽²⁾		41,412
Estimated purchase price consideration		<u>\$3,026,988</u>

- (1) The fair value of Lam Research equivalent restricted stock as of the acquisition date was estimated based upon the per share price of Lam Research common stock as of June 4, 2012, and giving effect to the exchange ratio of 1.125.
- (2) The fair value of the Lam Research equivalent stock options as of the acquisition date was estimated using the Black-Scholes valuation model. Assumptions used are the same as those for acquired awards as disclosed in Note 11 of Notes to Condensed Consolidated Financial Statements.

Net Assets Acquired

The transaction has been accounted for using the acquisition method of accounting which requires that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. The following table summarizes the assets acquired and liabilities assumed as of the acquisition date:

	<u>June 4, 2012 (in thousands)</u>
Cash and investments	\$ 1,059,859
Accounts receivable	241,924
Inventory	309,213
Other current assets	56,314
Property and equipment	289,126
Intangible assets	1,219,100
Goodwill	1,277,121
Other long-term assets	35,826
Total assets acquired	4,488,483
Accounts payable	(83,028)
Accrued expenses and other current liabilities	(196,677)
Deferred revenue	(20,388)
Debt	(509,805)
Other long-term liabilities	(323,471)
Convertible notes - equity component	(328,126)
Net assets acquired	<u>\$ 3,026,988</u>

[Table of Contents](#)

The goodwill recognized is attributable primarily to expected synergies and other benefits that the Company believes will result from combining the operations of Novellus with the operations of Lam. The \$1.3 billion goodwill that was acquired is not expected to be deductible for income tax purposes. As of March 31, 2013, there were no changes in the recognized amounts of goodwill resulting from the acquisition of Novellus.

Preliminary Pre-Acquisition Contingencies Assumed

The Company evaluated and continues to evaluate pre-acquisition contingencies relating to Novellus that existed as of the acquisition date. The Company determined that certain of these pre-acquisition contingencies are probable in nature and estimable as of the acquisition date and, accordingly, has preliminarily recorded the best estimates for these contingencies as a part of the purchase price allocation for Novellus. The Company continues to gather information for and evaluate these pre-acquisition contingencies, primarily related to tax positions that were assumed from Novellus. If changes are made to the amounts recorded or additional pre-acquisition contingencies are identified during the remainder of the measurement period, such amounts will be included in the purchase price allocation during the measurement period and, subsequently, in the Company's results of operations.

NOTE 17 — STOCK REPURCHASE PROGRAM

On December 14, 2011, the Board of Directors authorized the repurchase of up to \$1.6 billion of Company common stock, which replaced the previous repurchase authorizations. The Company concluded the repurchase of all amounts available under this share repurchase authorization during the quarter ended March 31, 2013.

Repurchases under the repurchase program were as follows during the periods indicated:

<u>Period</u>	<u>Total Number of Shares Repurchased</u>	<u>Total Cost of Repurchase</u>	<u>Average Price Paid Per Share*</u>	<u>Amount Available Under Repurchase Program</u>
		<u>(in thousands, except per share data)</u>		
Available balance as of June 24, 2012				\$ 911,933
Quarter ended September 23, 2012	11,970	\$ 344,001	\$ 34.79	\$ 567,932
Quarter ended December 23, 2012	10,190	354,029	\$ 34.74	213,903
Quarter ended March 31, 2013	5,312	213,903	\$ 37.73	—

* Average price paid per share excludes accelerated share repurchases for which cost was incurred in fiscal year 2012, but shares were received in fiscal year 2013 or for which costs were incurred in the three months ended March 31, 2013, but which had not settled as of quarter end and for which final price per share is not yet known. See *Collared Accelerated Share Repurchases* section below for details regarding average price associated with these transactions.

On April 22, 2013, the Board of Directors authorized the repurchase of up to \$250 million of Company common stock. These repurchases can be conducted on the open market or as private purchases and may include the use of derivative contracts with large financial institutions, in all cases subject to compliance with applicable law. Repurchases will be funded using the Company's on-shore cash and on-shore cash generation. This repurchase program has no termination date and may be suspended or discontinued at any time.

In addition to shares repurchased under Board authorized repurchase program shown above, during the nine months ended March 31, 2013, the Company acquired 544,000 shares at a total cost of \$20.6 million which the Company withheld through net share settlements to cover minimum tax withholding obligations upon the vesting of restricted stock unit awards granted under the Company's equity compensation plans. The shares retained by the Company through these net share settlements are not a part of the Board-authorized repurchase program but instead are authorized under the Company's equity compensation plans.

As part of its share repurchase program, the Company may from time-to-time enter into structured share repurchase arrangements with financial institutions using general corporate funds. Such arrangements entered into or settled during the nine months ended March 31, 2013 included the following:

Collared Accelerated Share Repurchases – Settled During Current Fiscal Year

During the year ended June 24, 2012, the Company entered into two share repurchase transactions under one master repurchase arrangement. Under these collared accelerated share repurchase transactions ("ASRs"), the Company made up-front cash payments of \$375 million and \$200 million, respectively, three days after the respective trade date in exchange for an initial delivery of 6.6 million and 3.9 million shares of its common stock, respectively. The number of shares to ultimately be repurchased by the Company is based generally on the volume-weighted average price ("VWAP") of the Company's common stock during the term of the ASR minus a pre-determined discount set at inception of the ASR, subject to collar provisions that provide a minimum and maximum number of shares that the Company could repurchase under the agreements.

[Table of Contents](#)

The minimum and maximum thresholds for each transaction are established based on the average of the VWAP prices for the Company's common stock during an initial hedge period. The Company received incremental shares on top of the initial shares delivered such that the total number of shares received after the initial hedge period equaled 8.8 million and 4.8 million shares, equivalent to the minimum number of shares to be delivered under the terms of the ASRs, respectively. The ASRs were scheduled to end on or before September 18, 2012 and October 9, 2012, respectively. However, each ASR was subject to acceleration at the option of the counterparty at any time after June 27, 2012 and July 19, 2012, respectively. At the conclusion of the ASRs, the Company could receive additional shares based on the VWAP of the Company's common stock during the term of the agreement minus the pre-determined fixed discount. The total number of shares received under the ASRs would not exceed the maximum of 10.8 million and 6.6 million shares, respectively.

The Company accounted for each ASR as two separate transactions: (a) as shares of common stock acquired in a treasury stock transaction recorded on the acquisition date and (b) as a forward contract indexed to the Company's own common stock and classified in stockholders' equity. As such, the Company accounted for the shares that it received under the ASRs as a repurchase of its common stock for the purpose of calculating earnings per common share. The Company has determined that the forward contract indexed to the Company's common stock met all of the applicable criteria for equity classification in accordance with the Derivatives and Hedging topic of the FASB ASC, and, therefore, the ASRs were not accounted for as derivative instruments. As of June 24, 2012, the aggregate repurchase price of \$575.0 million was reflected as Treasury stock, at cost, in the Consolidated Balance Sheet.

The counterparty designated July 6, 2012 as the accelerated termination date, at which time the Company settled the \$375 million ASR and received an additional 1.3 million shares of common stock in addition to the minimum shares already received, which represented a weighted average share price of approximately \$36.80 for the transaction period. The counterparty designated July 25, 2012 as the accelerated termination date, at which time the Company settled the \$200 million ASR and received an additional 0.7 million shares of common stock in addition to the minimum shares already received, which represented a weighted average share price of approximately \$36.12 for the transaction period.

Collared Accelerated Share Repurchases – Executed During Current Fiscal Year

During the quarter ended March 31, 2013, the Company entered into a share repurchase transaction under the existing master repurchase arrangement. Under this ASR, the Company made an up-front cash payment of \$86.4 million, in exchange for an initial delivery of 1.5 million shares of its common stock and a subsequent delivery of 0.4 million shares following the initial hedge period.

As with the prior ASRs, the minimum and maximum thresholds for each transaction are established based on the average of the VWAP prices for the Company's common stock during an initial hedge period. The ASR is scheduled to end at any time after March 21, 2013 and on or before May 21, 2013. At the conclusion of the ASR, the Company may receive additional shares based on the VWAP of the Company's common stock during the term of the agreement minus the pre-determined fixed discount. The total number of shares received under this ASR will not exceed the maximum of 2.2 million shares.

As of March 31, 2013, the aggregate repurchase price of \$86.4 million is reflected as Treasury stock, at cost, in the Consolidated Balance Sheet.

NOTE 18 — LEGAL PROCEEDINGS

The Company is either a defendant or plaintiff in various actions that have arisen from time to time in the normal course of business, including intellectual property claims. The Company accrues for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Significant judgment is required in both the determination of probability and the determination as to whether a loss is reasonably estimable. To the extent there is a reasonable possibility that the losses could exceed the amounts already accrued, the Company believes that the amount of any such additional loss would be immaterial to the Company's business, financial condition, and results of operations.

ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS

With the exception of historical facts, the statements contained in this discussion are forward-looking statements, which are subject to the safe harbor provisions created by the Private Securities Litigation Reform Act of 1995. Certain, but not all, of the forward-looking statements in this report are specifically identified as forward-looking, by use of phrases and words such as “we believe,” “we anticipate,” “we expect,” “may,” “should,” “could” and other future-oriented terms. The identification of certain statements as “forward-looking” is not intended to mean that other statements not specifically identified are not forward-looking. Forward-looking statements include, but are not limited to, statements that relate to: trends in the global economic environment and the semiconductor industry; the anticipated levels of, and rates of change in, future shipments, margins, market share, capital expenditures, revenue and operating expenses generally; volatility in our quarterly results; customer requirements and our ability to satisfy those requirements; customer capital spending and their demand for our products; our ability to defend our market share and to gain new market share; factors that affect our tax rates; anticipated growth in the industry and the total market for wafer-fabrication equipment and our growth relative to such growth; levels of research and development (“R&D”) expenditures; the estimates we make, and the accruals we record, in order to implement our critical accounting policies (including but not limited to the adequacy of prior tax payments, future tax liabilities and the adequacy of our accruals relating to them); our access to capital markets; our ability to manage and grow our cash position; and the sufficiency of our financial resources to support future business activities (including but not limited to operations, investments, debt service requirements and capital expenditures). Such statements are based on current expectations and are subject to risks, uncertainties, and changes in condition, significance, value, and effect, including without limitation those discussed below under the heading “Risk Factors” within Part II Item 1A and elsewhere in this report and other documents we file from time to time with the Securities and Exchange Commission (“SEC”), such as our annual report on Form 10-K for the year ended June 24, 2012 (our “2012 Form 10-K”), our quarterly reports on Form 10-Q for the quarters ended September 23, 2012 and December 23, 2012, and our current reports on Form 8-K. Such risks, uncertainties and changes in condition, significance, value, and effect could cause our actual results to differ materially from those expressed in this report and in ways not readily foreseeable. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof and are based on information currently and reasonably known to us. We undertake no obligation to release the results of any revisions to these forward-looking statements, which may be made to reflect events or circumstances that occur after the date hereof or to reflect the occurrence or effect of anticipated or unanticipated events.

Documents To Review In Connection With Management’s Discussion and Analysis Of Financial Condition and Results Of Operations

For a full understanding of our financial position and results of operations for the three months ended March 31, 2013, and the related Management’s Discussion and Analysis of Financial Condition and Results of Operations below, you should also read the Condensed Consolidated Financial Statements and notes presented in this Form 10-Q and the financial statements and notes in our 2012 Form 10-K.

Overview

Management’s Discussion and Analysis of Financial Condition and Results of Operations consist of the following sections:

Executive Summary provides an overview of the Company’s operations and a summary of certain highlights of our results of operations

Results of Operations provides an analysis of operating results

Critical Accounting Policies and Estimates discusses accounting policies that reflect the more significant judgments and estimates we use to prepare our Condensed Consolidated Financial Statements

Liquidity and Capital Resources provides an analysis of cash flows and financial position.

EXECUTIVE SUMMARY

We design, manufacture, market, refurbish, and service semiconductor processing equipment used in the fabrication of integrated circuits and are recognized as a major provider of such equipment to the worldwide semiconductor industry. Our customers include semiconductor manufacturers that make DRAM, flash memory, microprocessors, and other logic integrated circuits for a wide range of consumer and industrial electronics. Semiconductor wafers are subjected to a complex series of process and preparation steps that result in the simultaneous creation of many individual integrated circuits. We leverage our expertise in semiconductor processing to develop technology and productivity solutions that typically benefit our customers through lower defect rates, enhanced yields, faster processing time, and reduced cost as well as by facilitating their ability to meet more stringent performance and design standards.

The semiconductor capital equipment industry is cyclical in nature and has historically experienced periodic and pronounced changes in customer demand resulting in industry downturns and upturns. Today’s leading indicators of change in customer investment patterns, such as electronics demand, memory pricing, and foundry utilization rates, may not be any more reliable than in prior years. Demand for our equipment can vary significantly from period to period as a result of various factors, including, but not limited to, economic conditions (both general and in the semiconductor and electronics industries), industry supply and demand, prices for semiconductors, customer capacity requirements, and our ability to develop, acquire, and market competitive products. For these and other reasons, our results of operations during any particular fiscal period are not necessarily indicative of future operating results.

Demand for our products began to increase in the March 2013 quarter compared to the December 2012 quarter as memory manufacturers increased investments in next generation technologies and foundry customers continued to invest in leading edge capacity. This demand trend

[Table of Contents](#)

manifested as higher shipments in the March 2013 quarter, and we believe demand for our products will strengthen over the next quarter.

The following table summarizes certain key financial information for the periods indicated below (in thousands, except percentage and per share data):

	Three Months Ended		
	March 31, 2013	December 23, 2012	March 25, 2012
Revenue	\$844,928	\$ 860,886	\$658,961
Gross margin	\$339,832	\$ 315,414	\$267,147
Gross margin as a percent of revenue	40.2%	36.6%	40.5%
Total operating expenses	\$329,013	\$ 311,372	\$209,029
Net income	\$ 18,996	\$ 6,408	\$ 45,604
Diluted net income per share	\$ 0.11	\$ 0.04	\$ 0.38

In the March 2013 quarter, revenue was relatively flat compared to the December 2012 quarter. Gross margin as a percent of revenues increased as compared to the December 2012 quarter due primarily to decreased costs related to rationalization of certain product configurations and decreased costs associated with Novellus acquisition-related inventory fair value adjustments. Operating expenses in the March 2013 quarter increased as compared to the December 2012 quarter primarily due to higher salaries and benefit costs associated with additional calendar days in our fiscal March quarter, increased seasonal employer payroll tax expenses, and integration-related payments incurred.

Our cash and cash equivalents, short-term investments, and restricted cash and investments balances totaled approximately \$2.5 billion as of March 31, 2013 compared to \$2.7 billion as of December 23, 2012. Cash generated by operations was approximately \$102 million during the March 2013 quarter. We used cash during the March 2013 quarter to repurchase \$243 million of our shares and purchase \$35 million of property and equipment. As of March 31, 2013, employee headcount decreased slightly from the December 2012 quarter to approximately 6,500 people.

RESULTS OF OPERATIONS

Shipments

	Three Months Ended		
	March 31, 2013	December 23, 2012	March 25, 2012
Shipments (in millions)	\$ 896	\$ 803	\$ 713
Taiwan	33%	22%	14%
North America	21%	29%	12%
Asia Pacific	14%	14%	11%
Korea	12%	12%	48%
Japan	11%	14%	7%
Europe	9%	9%	8%

Shipments for the March 2013 quarter increased 12% compared to the December 2012 quarter and increased 26% year over year. The year over year increase reflects operations post-acquisition of Novellus, which occurred on June 4, 2012. During the March 2013 quarter, applications below the 40 nanometer technology node were 87% of total systems shipments. The system shipments in the memory, foundry, and logic/integrated device manufacturing markets were approximately 31%, 56% and 13%, respectively. During the December 2012 quarter, applications below the 40 nanometer technology node were 78% of total systems shipments. The system shipments in the memory, foundry, and logic/integrated device manufacturing markets were approximately 20%, 51% and 29%, respectively.

[Table of Contents](#)

Revenue

	Three Months Ended			Nine Months Ended	
	March 31, 2013	December 23, 2012	March 25, 2012	March 31, 2013	March 25, 2012
Revenue (in millions)	\$ 845	\$ 861	\$ 659	\$ 2,613	\$ 1,923
Taiwan	26%	26%	16%	27%	15%
North America	26%	24%	20%	23%	19%
Korea	14%	12%	37%	16%	32%
Asia Pacific	13%	20%	11%	16%	11%
Japan	11%	10%	7%	10%	13%
Europe	10%	8%	9%	8%	10%

Revenue for the March 2013 quarter was relatively flat compared to the December 2012 quarter. Revenue for the three and nine months ended March 31, 2013 increased 28% and 36%, respectively, as compared to the same periods last year, reflecting operations post-acquisition of Novellus. Our deferred revenue balance increased to \$327 million as of March 31, 2013 compared to \$282 million as of December 23, 2012. Our deferred revenue balance does not include shipments to Japanese customers, to whom title does not transfer until customer acceptance. Shipments to Japanese customers are classified as inventory at cost until the time of acceptance. The anticipated future revenue value from shipments to Japanese customers was approximately \$50 million as of March 31, 2013 compared to \$46 million as of December 23, 2012.

Gross Margin

	Three Months Ended			Nine Months Ended	
	March 31, 2013	December 23, 2012	March 25, 2012	March 31, 2013	March 25, 2012
	(in thousands, except percentages)				
Gross margin	\$ 339,832	\$ 315,414	\$ 267,147	\$ 989,132	\$ 785,856
Percent of revenue	40.2%	36.6%	40.5%	37.9%	40.9%

The increase in gross margin as a percentage of revenue during the March 2013 quarter as compared to the December 2012 quarter is primarily due to a \$17.2 million reduction in costs related to rationalization of certain product configurations and a \$19.4 million reduction in costs associated with Novellus acquisition-related inventory fair value adjustments.

The decrease in gross margin as a percentage of revenue during the March 2013 quarter as compared to the March 2012 quarter is primarily due to \$7 million in costs associated with Novellus acquisition-related inventory fair value adjustments and \$21 million of amortization of acquired Novellus intangible assets, offset by increased business volume and favorable product mix.

The decrease in gross margin as a percentage of revenue during the nine months ended March 31, 2013 as compared to the same period in the prior year is primarily due to acquisition-related inventory fair value adjustments of approximately \$78 million, amortization of acquired intangible assets of approximately \$62 million, and \$21 million of costs associated with rationalization of certain product configurations.

Research and Development

	Three Months Ended			Nine Months Ended	
	March 31, 2013	December 23, 2012	March 25, 2012	March 31, 2013	March 25, 2012
	(in thousands, except percentages)				
Research and development ("R&D")	\$ 174,206	\$ 165,951	\$ 113,448	\$ 503,468	\$ 320,031
Percent of revenue	20.6%	19.3%	17.2%	19.3%	16.6%

We continue to make significant R&D investments focused on leading-edge plasma etch, single-wafer clean, deposition, and other semiconductor manufacturing requirements. The increase in R&D expenses during the March 2013 quarter compared to the December 2012 quarter was primarily due to an increase of \$11 million in employee compensation and benefits, driven by the additional days in the fiscal quarter and increased seasonal employer payroll tax expenses, offset by a reduction of \$2 million in outside services.

While March 2012 reflects Lam standalone results, March 2013 reflects combined operations with Novellus. The increase in R&D expenses during the March 2013 quarter compared to the same period in the prior year was primarily due to a \$33 million increase in employee compensation and benefits, mainly as a result of higher headcount, a \$14 million increase in supplies and facilities costs, a \$6 million increase in depreciation and amortization, and a \$2 million increase in outside services.

The increase in R&D expenses in the nine months ended March 31, 2013 compared to the same period in the prior year was primarily due to the impact of combined operations with Novellus. Increased expenses included \$91 million in employee compensation and benefits, \$38 million increase in supplies and facilities costs, \$20 million increase in depreciation and amortization, and a \$12 million increase in outside services.

[Table of Contents](#)

Selling, General and Administrative

	Three Months Ended			Nine Months Ended	
	March 31, 2013	December 23, 2012	March 25, 2012	March 31, 2013	March 25, 2012
	(in thousands, except percentages)				
Selling, general and administrative ("SG&A")	\$ 154,807	\$ 144,400	\$ 95,581	\$ 453,070	\$ 259,037
Percent of revenue	18.3%	16.8%	14.5%	17.3%	13.5%

The increase in SG&A expenses during the March 2013 quarter compared to the December 2012 quarter was primarily due to a \$13 million increase in employee compensation and benefits, driven by the additional days in the fiscal quarter and increased seasonal employer payroll tax expenses, higher integration-related expenses, with an offset of a \$2 million reduction in supplies and facilities costs.

The increase in SG&A expenses during the March 2013 quarter compared to the same period in the prior year was primarily due to the impact of combined operations with Novellus. Increased expenses included \$36 million in employee compensation and benefits and \$19 million in intangible asset amortization.

The increase in SG&A expenses in the nine months ended March 31, 2013 compared to the same period in the prior year was primarily due to the impact of combined operations with Novellus. Increased expenses included \$99 million in employee compensation and benefits, \$58 million in intangible asset amortization, \$17 million in integration and acquisition-related expenses, and \$26 million in supplies and facilities costs.

Restructuring and Asset Impairments

We did not incur any restructuring charges during the three months ended March 31, 2013 or March 25, 2012. During the nine months ended March 31, 2013 we incurred net restructuring charges of \$1.0 million primarily related to changes in sublease assumptions for previously restructured buildings. During the nine months ended March 25, 2012, the Company incurred asset impairment charges of \$1.7 million related to a decline in the market value of certain facilities and released \$0.9 million related to a recorded obligation not realized for a previously restructured product line.

Other Expense, Net

Other expense, net consisted of the following:

	Three Months Ended			Nine Months Ended	
	March 31, 2013	December 23, 2012	March 25, 2012	March 31, 2013	March 25, 2012
	(in thousands)				
Interest income	\$ 3,235	\$ 4,376	\$ 2,959	\$ 11,411	\$ 8,020
Interest expense	(15,175)	(14,975)	(9,422)	(45,294)	(28,028)
Gains (losses) on deferred compensation plan related assets	3,112	1,234	2,717	7,087	504
Foreign exchange losses	(1,294)	(3,274)	(126)	(4,936)	(1,358)
Other, net	(5,712)	(751)	304	(7,430)	(2,564)
	<u>\$ (15,834)</u>	<u>\$ (13,390)</u>	<u>\$ (3,568)</u>	<u>\$ (39,162)</u>	<u>\$ (23,426)</u>

Interest expense increased in the three and nine months ended March 31, 2013 as compared to the same periods in the prior year due to the 2041 Notes assumed in June 2012 in connection with the Novellus acquisition.

Foreign exchange losses in March 2013 were related to un-hedged portions of the balance sheet exposures, primarily in the Korean won.

In the three and nine months ended March 31, 2013, we recognized increased gains on assets which are related to obligations under our deferred compensation plan, as compared to the three and nine months ended March 25, 2012 due to changes in the market value of securities in this portfolio.

Other expense, net was higher during the three and nine months ended March 31, 2013 due to a \$3.7 million other-than-temporary impairment of a public equity investment. Other expenses, net during the nine months ended March 25, 2012 included a \$1.7 million other-than-temporary impairment of a private equity investment recognized during the September 2011 quarter.

Income Tax Expense

Our tax benefit for the three and nine months ended March 31, 2013 were \$(24.0) million and \$(35.8) million, respectively, which yielded effective income tax rates of 478.9% and 471.2%, respectively. Our tax expenses for the three and nine months ended March 25, 2012 were \$8.9 million and \$31.0 million, respectively, which yielded effective income tax rates of 16.4% and 17.1%, respectively. The increase in the effective tax rate for the three and nine months ended March 31, 2013 compared to the three and nine months ended March 25, 2012 was primarily due to the level of income, an increase in the percentage of profits in jurisdictions with lower tax rates combined with a projected pre-tax loss in higher tax jurisdictions, the treatment of integration and impairment expenses as a discrete event in determining the annual effective tax rate, recognition

[Table of Contents](#)

of previously unrecognized tax benefits due to lapse of statute of limitations and the successful resolution of certain tax matters, and income tax benefit related to the retroactive extension of the U.S. federal research and development tax credit for part of fiscal year 2012, offset by an increase in the non-deductible stock based compensation and the tax impacts of business integration of Lam and Novellus.

The effective tax rate of 478.9% and 471.2% for the three and nine months ended March 31, 2013 includes the tax impact of the following discrete items which are recorded in the period in which they occur: (1) a tax benefit of \$4.3 million and \$35.1 million for the three months and nine months ended March 31, 2013, respectively, due to the recognition of previously unrecognized tax benefits due to lapse of statute of limitations and successful resolution of certain tax matters, (2) a tax benefit of \$11.5 million for the three and nine months ended March 31, 2013, due to the retroactive extension of the U.S. federal research and development tax credit for part of fiscal year 2012, (3) a tax expense of \$3.2 million for the three and nine months ended March 31, 2013, due to the tax impacts of changes in our legal entity structure, (4) a tax expense of \$3.2 million for the three and nine months ended March 31, 2013, due to increase in estimate of an uncertain tax position related to foreign tax returns, and (5) the effective tax rate impact of integration and impairment expenses of \$19.9 million and \$65.2 million for the three months and nine months, respectively, for which little tax benefit is derived.

The effective tax rate of 16.4% and 17.1% for the three and nine months ended March 25, 2012 includes the tax impact of the following discrete items which are recorded in the period in which they occur: (1) a tax benefit of \$1.0 million and a tax expense of \$2.8 million, respectively, related to the filing of prior year U.S. federal and foreign tax returns and the associated provision to return adjustments, (2) a tax benefit of \$0.2 million and \$7.4 million, respectively, due to the recognition of previously unrecognized tax benefits and the reversal of the related interest accruals due to resolution of certain foreign uncertain tax positions, (3) a tax benefit of \$4.2 million and \$7.9 million, respectively, related to acquisition, integration, restructuring and asset impairment related expenses, and (4) a tax expense of \$0.9 million and \$2.6 million, respectively, of interest related to uncertain tax positions.

Deferred Income Taxes

We had gross deferred tax assets, related primarily to reserves and accruals that are not currently deductible and tax credit carryforwards, of \$343.7 million and \$253.7 million as of March 31, 2013 and June 24, 2012, respectively. The gross deferred tax assets were offset by deferred tax liabilities of \$329.5 million and a valuation allowance of \$55.2 million as of March 31, 2013. The gross deferred tax assets were offset by deferred tax liabilities of \$285.6 million and a valuation allowance of \$55.2 million as of June 24, 2012.

We record a valuation allowance to reduce our deferred tax assets to the amount that is more-likely-than-not to be realized. Realization of our net deferred tax assets is dependent on future taxable income. We believe it is more likely than not that such assets will be realized; however, ultimate realization could be negatively impacted by market conditions and other variables not known or anticipated at this time. In the event that we determine that we would not be able to realize all or part of our net deferred tax assets, an adjustment would be charged to earnings in the period such determination is made. Likewise, if we later determine that it is more-likely-than-not that the deferred tax assets would be realized, then the previously provided valuation allowance would be reversed.

We evaluate the realizability of the deferred tax assets quarterly and will continue to assess the need for changes in valuation allowances, if any.

Uncertain Tax Positions

We reevaluate uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

A critical accounting policy is defined as one that has both a material impact on our financial condition and results of operations and requires us to make difficult, complex and/or subjective judgments, often as a result of the need to make estimates about matters that are inherently uncertain. The preparation of financial statements in conformity with U.S. Generally Accepted Accounting Principles ("GAAP") requires management to make certain judgments, estimates and assumptions that could affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. We based our estimates and assumptions on historical experience and on various other assumptions we believed to be applicable and evaluate them on an ongoing basis to ensure they remain reasonable under current conditions. Actual results could differ significantly from those estimates, which could have a material impact on our business, results of operations, and financial condition.

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

Revenue Recognition: We recognize all revenue when persuasive evidence of an arrangement exists, delivery has occurred and title has passed or services have been rendered, the selling price is fixed or determinable, collection of the receivable is reasonably assured, and we have received customer acceptance, completed our system installation obligations, or are otherwise released from our installation or customer acceptance obligations. If terms of the sale provide for a lapsing customer acceptance period, we recognize revenue upon the expiration of the lapsing acceptance period or customer acceptance, whichever occurs first. If the practices of a customer do not provide for a written acceptance or the terms of sale do not include a lapsing acceptance provision, we recognize revenue when it can be reliably demonstrated that the delivered system meets all of the agreed-to customer specifications. In situations with multiple deliverables, we recognize revenue upon the delivery of the

[Table of Contents](#)

separate elements to the customer and when we receive customer acceptance or are otherwise released from our customer acceptance obligations. We allocate revenue from multiple-element arrangements among the separate elements based on their relative selling prices, provided the elements have value on a stand-alone basis. Our sales arrangements do not include a general right of return. The maximum revenue we recognize on a delivered element is limited to the amount that is not contingent upon the delivery of additional items. We generally recognize revenue related to sales of spare parts and system upgrade kits upon shipment. We generally recognize revenue related to services upon completion of the services requested by a customer order. We recognize revenue for extended maintenance service contracts with a fixed payment amount on a straight-line basis over the term of the contract. When goods or services have been delivered to the customer but all conditions for revenue recognition have not been met, we record deferred revenue and/or deferred costs of sales in deferred profit on our Consolidated Balance Sheet.

Inventory Valuation: Inventories are stated at the lower of cost or market using standard costs that generally approximate actual costs on a first-in, first-out basis. We maintain a perpetual inventory system and continuously record the quantity on-hand and standard cost for each product, including purchased components, subassemblies, and finished goods. We maintain the integrity of perpetual inventory records through periodic physical counts of quantities on hand. Finished goods are reported as inventories until the point of title transfer to the customer. Generally, title transfer is documented in the terms of sale. Unless specified in the terms of sale, title generally transfers when we complete physical transfer of the products to the freight carrier. Transfer of title for shipments to Japanese customers generally occurs at the time of customer acceptance. We eliminate all intercompany profits related to the sales and purchases of inventory between our legal entities from our Consolidated Financial Statements.

Management evaluates the need to record adjustments for impairment of inventory at least quarterly. Our policy is to assess the valuation of all inventories including manufacturing raw materials, work-in-process, finished goods, and spare parts in each reporting period. Obsolete inventory or inventory in excess of management's estimated usage requirements over the next 12 to 36 months is written down to its estimated market value if less than cost. Estimates of market value include, but are not limited to, management's forecasts related to our future manufacturing schedules, customer demand, technological and/or market obsolescence, general semiconductor market conditions, and possible alternative uses. If future customer demand or market conditions are less favorable than our projections, additional inventory write-downs may be required and would be reflected in cost of goods sold in the period in which we make the revision.

Warranty: Typically, the sale of semiconductor capital equipment includes providing parts and service warranty to customers as part of the overall price of the system. We provide standard warranties for our systems. When appropriate, we record a provision for estimated warranty expenses to cost of sales for each system when we recognize revenue. We do not maintain general or unspecified reserves; all warranty reserves are related to specific systems. The amount recorded is based on an analysis of historical activity that uses factors such as type of system, customer, geographic region, and any known factors such as tool reliability trends. All actual or estimated parts and labor costs incurred in subsequent periods are charged to those established reserves on a system-by-system basis.

Actual warranty expenses are accounted for on a system-by-system basis and may differ from our original estimates. While we periodically monitor the performance and cost of warranty activities, if actual costs incurred are different than our estimates, we may recognize adjustments to provisions in the period in which those differences arise or are identified. In addition to the provision of standard warranties, we offer customer-paid extended warranty services. Revenues for extended maintenance and warranty services with a fixed payment amount are recognized on a straight-line basis over the term of the contract. Related costs are recorded as incurred.

Equity-based Compensation — Employee Stock Purchase Plan (“ESPP”) and Employee Stock Plans: GAAP requires us to recognize the fair value of equity-based compensation in net income. We determine the fair value of our restricted stock units (“RSUs”) based upon the fair market value of Company stock at the date of grant. We estimate the fair value of our stock options and ESPP awards using the Black-Scholes option valuation model. This model requires us to input highly subjective assumptions, including expected stock price volatility and the estimated life of each award. We amortize the fair value of equity-based awards over the vesting periods of the awards, and we have elected to use the straight-line method of amortization.

We make quarterly assessments of the adequacy of our tax credit pool related to equity-based compensation to determine if there are any deficiencies that we are required to recognize in our Consolidated Statements of Operations. We will only recognize a benefit from stock-based compensation in paid-in-capital if we realize an incremental tax benefit after all other tax attributes currently available to us have been utilized. In addition, we have elected to account for the indirect benefits of stock-based compensation on the research tax credit through the income statement (continuing operations) rather than through paid-in-capital. We have also elected to net deferred tax assets and the associated valuation allowance related to net operating loss and tax credit carryforwards for the accumulated stock award tax benefits for income tax footnote disclosure purposes. We will track these stock award attributes separately and will only recognize these attributes through paid-in-capital.

Income Taxes : Deferred income taxes reflect the net tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, as well as the tax effect of carryforwards. We record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. Realization of our net deferred tax assets is dependent on future taxable income. We believe it is more-likely-than-not that such assets will be realized; however, ultimate realization could be negatively impacted by market conditions and other variables not known or anticipated at the time. In the event that we determine that we would not be able to realize all or part of our net deferred tax assets, an adjustment would be charged to earnings in the period such determination is made. Likewise, if we later determine that it is more-likely-than-not that the deferred tax assets would be realized, then the previously provided valuation allowance would be reversed.

We calculate our current and deferred tax provision based on estimates and assumptions that can differ from the actual results reflected in income tax returns filed during the subsequent year. Adjustments based on filed returns are recorded when identified.

[Table of Contents](#)

We recognize the benefit from a tax position only if it is more-likely-than-not that the position would be sustained upon audit based solely on the technical merits of the tax position. Our policy is to include interest and penalties related to unrecognized tax benefits as a component of income tax expense. Please refer to Note 10 of the Notes to the Consolidated Financial Statements for additional information.

In addition, the calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations. We recognize liabilities for uncertain tax positions based on the two-step process prescribed within FASB ASC 740-10. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more-likely-than-not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step requires us to estimate and measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. It is inherently difficult and subjective to estimate such amounts, as this requires us to determine the probability of various possible outcomes. We reevaluate these uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision in the period such determination is made.

Goodwill and Intangible Assets: The valuation of intangible assets acquired in a business combination requires the use of management estimates including but not limited to estimating future expected cash flows from assets acquired and determining discount rates. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. Estimates associated with the accounting for acquisitions may change as additional information becomes available.

Goodwill represents the amount by which the purchase price in each business combination exceeds the fair value of the net tangible and identifiable intangible assets acquired. Each component of the Company for which discrete financial information is available and for which segment management regularly reviews the results of operations is considered a reporting unit. All goodwill acquired in a business combination is assigned to one or more reporting units as of the acquisition date. Goodwill is assigned to the Company's reporting units that are expected to benefit from the synergies of the combination. The goodwill assigned to a reporting unit is the difference between the acquisition consideration assigned to the reporting unit on a relative fair value basis and the fair value of acquired assets and liabilities that can be specifically attributed to the reporting unit. We test goodwill and identifiable intangible assets with indefinite useful lives for impairment at least annually. We amortize intangible assets with estimable useful lives over their respective estimated useful lives, and we review for impairment whenever events or changes in circumstances indicate that the carrying amount of the intangible asset may not be recoverable and the carrying amount exceeds its fair value.

We review goodwill at least annually for impairment. If certain events or indicators of impairment occur between annual impairment tests, we would perform an impairment test of goodwill at that date. In testing for a potential impairment of goodwill, we: (1) allocate goodwill to our reporting units to which the acquired goodwill relates; (2) estimate the fair value of our reporting units; and (3) determine the carrying value (book value) of those reporting units, as some of the assets and liabilities related to those reporting units are not held by those reporting units but by a corporate function. Prior to this allocation of the assets to the reporting units, we are required to assess long-lived assets for impairment. Furthermore, if the estimated fair value of a reporting unit is less than the carrying value, we must estimate the fair value of all identifiable assets and liabilities of that reporting unit, in a manner similar to a purchase price allocation for an acquired business. This can require independent valuations of certain internally generated and unrecognized intangible assets such as in-process R&D and developed technology. Only after this process is completed can the amount of goodwill impairment, if any, be determined. Beginning with our fiscal year 2012 goodwill impairment analysis, we adopted new accounting guidance that allowed us to first assess qualitative factors to determine whether it was necessary to perform a quantitative analysis. Under the revised guidance, an entity is no longer required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more-likely-than-not that its fair value is less than its carrying amount.

The process of evaluating the potential impairment of goodwill is subjective and requires significant judgment at many points during the analysis. We determine the fair value of our reporting units by using a weighted combination of both a market and an income approach, as this combination is deemed to be the most indicative of fair value in an orderly transaction between market participants.

Under the market approach, we use information regarding the reporting unit as well as publicly available industry information to determine various financial multiples to value our reporting units. Under the income approach, we determine fair value based on estimated future cash flows of each reporting unit, discounted by an estimated weighted-average cost of capital, which reflects the overall level of inherent risk of a reporting unit and the rate of return an outside investor would expect to earn.

In estimating the fair value of a reporting unit for the purposes of our annual or periodic analyses, we make estimates and judgments about the future cash flows of our reporting units, including estimated growth rates and assumptions about the economic environment. Although our cash flow forecasts are based on assumptions that are consistent with the plans and estimates we are using to manage the underlying businesses, there is significant judgment involved in determining the cash flows attributable to a reporting unit. In addition, we make certain judgments about allocating shared assets to the estimated balance sheets of our reporting units. We also consider our market capitalization and that of our competitors on the date we perform the analysis. Changes in judgment on these assumptions and estimates could result in a goodwill impairment charge.

As a result, several factors could result in impairment of a material amount of our goodwill balance in future periods, including, but not limited to: (1) weakening of the global economy, weakness in the semiconductor equipment industry, or our failure to reach our internal forecasts, which could impact our ability to achieve our forecasted levels of cash flows and reduce the estimated discounted cash flow value of our reporting

[Table of Contents](#)

units; and (2) a decline in our stock price and resulting market capitalization, if we determine that the decline is sustained and indicates a reduction in the fair value of our reporting units below their carrying value. In addition, the value we assign to intangible assets, other than goodwill, is based on our estimates and judgments regarding expectations such as the success and life cycle of products and technology acquired. If actual product acceptance differs significantly from our estimates, we may be required to record an impairment charge to write down the asset to its realizable value.

Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board (“FASB”) issued new authoritative guidance that increases the prominence of items reported in other comprehensive income (“OCI”) by eliminating the option to present components of OCI as part of the statement of changes in stockholders’ equity. The amendments in this standard require that all non-owner changes in stockholders’ equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. We adopted this guidance in the September 2012 quarter. The implementation of this authoritative guidance did not have an impact on our financial position or results of operations, but did change the presentation of our financial statements.

In February 2013, the FASB issued an accounting standard update regarding the reporting of amounts reclassified out of accumulated other comprehensive income. The February 2013 update does not change the current requirements for reporting net income or other comprehensive income in financial statements. However, this update requires an entity to present on the face of the financial statements or in the notes amounts reclassified from each component of accumulated other comprehensive income and the income statement line items affected by the reclassification. As allowed in the update, the Company elected to early adopt these disclosure amendments in the quarter ended March 31, 2013. The implementation of this update did not impact the Company’s financial position, results of operations or cash flows as it was disclosure-only in nature.

LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2013, we had \$2.5 billion in gross cash and cash equivalents, short-term investments, and restricted cash and investments (total cash and investments) compared to \$3.0 billion as of June 24, 2012. Approximately \$1.7 billion of our total cash and investments as of March 31, 2013 is held outside the U.S. in our foreign subsidiaries.

Cash Flows from Operating Activities

Net cash provided by operating activities of \$545 million during the nine months ended March 31, 2013 consisted of (in millions):

Net income	\$ 28.2
Non-cash charges:	
Depreciation and amortization	228.1
Equity-based compensation	74.1
Amortization of convertible note discount	23.5
Restructuring charges	1.0
Impairment of investment	3.7
Deferred income taxes	(47.3)
Changes in operating asset and liability accounts	202.7
Other	30.9
	<u>\$544.9</u>

Changes in operating asset and liability accounts, net of foreign exchange impact, included the following sources of cash: decreases in accounts receivable of \$216.9 million, inventories of \$91.6 million, and prepaid and other assets of \$20.5 million and increases in deferred profit of \$28.5 million, partially offset by a use of cash resulting from decreases in trade accounts payable of \$85.1 million and accrued liabilities of \$71.0 million.

Cash Flows from Investing Activities

Net cash used for investing activities during the nine months ended March 31, 2013 was \$177.9 million, primarily consisting of capital expenditures of \$117.7 million, net purchases of available-for-sale securities of \$52.0 million, and cash paid for a business acquisition of \$9.1 million.

Cash Flows from Financing Activities

Net cash used for financing activities during the nine months ended March 31, 2013 was \$914.7 million, primarily consisting of \$953.4 million in treasury stock repurchases partially offset by net proceeds from issuance of common stock related to employee equity-based plans of \$41.1 million.

Liquidity

Given the cyclical nature of the semiconductor equipment industry, we believe that maintaining sufficient liquidity reserves is important to support sustaining levels of investment in R&D and capital infrastructure. Based upon our current business outlook, we expect that our levels of cash, cash equivalents, and short-term investments at March 31, 2013 will be sufficient to support our anticipated levels of operations, investments, debt service requirements, and capital expenditures, through at least the next 12 months.

In the longer term, liquidity will depend to a great extent on our future revenues and our ability to appropriately manage our costs based on demand for our products and services. While we have substantial cash balances in the United States and offshore, we may require additional funding and need to raise the required funds through borrowings or public or private sales of debt or equity securities. We believe that, if necessary, we will be able to access the capital markets on terms and in amounts adequate to meet our objectives. However, given the possibility of changes in market conditions or other occurrences, there can be no certainty that such funding will be available in needed quantities or on terms favorable to us.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

For financial market risks related to changes in interest rates, marketable equity security prices, and foreign currency exchange rates, refer to Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk", in our 2012 Form 10-K. Other than noted below, our exposure related to market risk has not changed materially since June 24, 2012. All of the potential changes noted below are based on sensitivity analyses performed on our financial position as of March 31, 2013. Actual results may differ materially.

Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio, long-term debt, and operating leases. We maintain a conservative investment policy, which focuses on the safety and preservation of our invested funds by limiting default risk, market risk, and reinvestment risk. We mitigate default risk by investing in high credit quality securities and by positioning our portfolio to respond appropriately to a significant reduction in a credit rating of any investment issuer or guarantor. The portfolio includes only marketable securities with active secondary or resale markets to achieve portfolio liquidity and maintain a prudent amount of diversification.

We conduct business on a global basis in several major international currencies. As such, we are potentially exposed to adverse as well as beneficial movements in foreign currency exchange rates. The majority of our revenues and expenses are denominated in U.S. dollars except for certain revenues denominated in Japanese yen, certain revenues and expenses denominated in the Euro, certain spares and service contracts denominated in various currencies, and expenses related to our non-U.S. sales and support offices denominated in the related countries' local currency. We currently enter into foreign currency forward contracts to minimize the short-term impact of foreign currency exchange rate fluctuations on Japanese yen-denominated revenue and monetary asset and liability exposure, Euro-denominated expenses and monetary assets and liabilities, as well as monetary assets and liabilities denominated in Swiss francs, Taiwanese dollars, Korean won, and Great British pounds. We currently believe these are our primary exposures to currency rate fluctuation.

We enter into foreign currency forward contracts to hedge the gains and losses generated by the remeasurement of Japanese yen, Euros, Swiss franc, Taiwanese dollar, Korean won, and Great British pound -denominated monetary assets and liabilities against the U.S. dollar. The change in fair value of these balance sheet hedge contracts is recorded into earnings as a component of other income (expense), net and offsets the change in fair value of the foreign currency denominated monetary assets and liabilities also recorded in other income (expense), net, assuming the hedge contract fully covers the intercompany and trade receivable balances.

The notional amount and unrealized loss of our outstanding foreign currency forward contracts that are designated as balance sheet hedges, as of March 31, 2013 are shown in the table below. This table also shows the change in fair value of these balance sheet hedges, assuming a hypothetical foreign currency exchange rate movement of plus-or-minus 10 percent and plus-or-minus 15 percent. These changes in fair values would be offset in other income (expense), net, by corresponding change in fair values of the foreign currency denominated monetary assets and liabilities, assuming the hedge contract fully covers the intercompany and trade receivable balances.

		Notional Amount	Unrealized FX Gain /(Loss) March 31, 2013	Valuation of Fx Contracts Given an X% Increase (+)/Decrease(-) in Each Fx Rate	
				+ / - (10%)	+ / - (15%)
(in \$ Millions)					
Balance Sheet Hedge					
Sell	Japanese Yen	\$ 71.5	\$ 0.0	\$ 7.1	\$ 10.7
Buy	Korean Won	\$ 60.2	\$ 0.7	\$ 5.9	\$ 8.9
Buy	Taiwan Dollar	\$128.8	(\$ 0.7)	\$ 12.8	\$ 19.2
Buy	Euro	\$ 10.1	\$ 0.0	\$ 1.0	\$ 1.5
Buy	Swiss Francs	\$ 16.2	\$ 0.0	\$ 1.6	\$ 2.4
Buy	Great British Pounds	\$ 0.3	(\$ 0.8)	\$ 0.0	\$ 0.0
			(\$ 0.8)	\$ 28.4	\$ 42.7

We believe that maintaining sufficient liquidity reserves is important to support sustaining levels of investment in our business activities. Anticipated cash flows from operations based on our current business outlook, combined with our current levels of cash, cash equivalents, and

[Table of Contents](#)

short-term investments at March 31, 2013 are expected to be sufficient to support our anticipated levels of operations, investments, debt service requirements, and capital expenditures, through at least the next 12 months. However, uncertainty in the global economy and the semiconductor industry, as well as disruptions in credit markets have in the past, and could in the future, impact customer demand for our products, as well as our ability to manage normal commercial relationships with our customers, suppliers, and creditors.

ITEM 4. Controls and Procedures

Disclosure Controls and Procedures

As required by Exchange Act Rule 13a-15(b), as of March 31, 2013, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rule 13a-15(e). Based upon that evaluation, our Chief Executive Officer, along with our Chief Financial Officer, concluded that our disclosure controls and procedures are effective at the reasonable assurance level.

We intend to review and evaluate the design and effectiveness of our disclosure controls and procedures on an ongoing basis and to correct any material deficiencies that we may discover. Our goal is to ensure that our senior management has timely access to material information that could affect our business.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Effectiveness of Controls

While we believe the present design of our disclosure controls and procedures and internal control over financial reporting is effective, future events affecting our business may cause us to modify our disclosure controls and procedures or internal control over financial reporting. The effectiveness of controls cannot be absolute because the cost to design and implement a control to identify errors or mitigate the risk of errors occurring should not outweigh the potential loss caused by the errors that would likely be detected by the control. Moreover, we believe that a control system cannot be guaranteed to be 100% effective all of the time. Accordingly, a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

The Company is either a defendant or plaintiff in various actions that have arisen from time to time in the normal course of business, including intellectual property claims. The Company accrues for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Significant judgment is required in both the determination of probability and the determination as to whether a loss is reasonably estimable. To the extent there is a reasonable possibility that the losses could exceed the amounts already accrued, the Company believes that the amount of any such additional loss would be immaterial to the Company's business, financial condition, and results of operations.

ITEM 1A. Risk Factors

In addition to the other information in this Form 10-Q, the following risk factors should be carefully considered in evaluating the Company and its business because such factors may significantly impact our business, operating results, and financial condition. As a result of these risk factors, as well as other risks discussed in our other SEC filings, our actual results could differ materially from those projected in any forward-looking statements. No priority or significance is intended, nor should be attached, to the order in which the risk factors appear.

The Semiconductor Equipment Industry is Subject to Major Fluctuations and, as a Result, We Face Risks Related to Our Strategic Resource Allocation Decisions

The business cycle in the semiconductor equipment industry has historically been characterized by frequent periods of rapid change in demand that challenge our management to adjust spending and other resources allocated to operating activities. During periods of rapid growth or decline in demand for our products and services, we face significant challenges in maintaining adequate financial and business controls, management processes, information systems, procedures for training and managing our work force, and in appropriately sizing our supply chain infrastructure, work force, and other components of our business on a timely basis. If we do not adequately meet these challenges during periods of demand decline, our gross margins and earnings may be negatively impacted.

We continuously reassess our strategic resource allocation choices in response to the changing business environment. If we do not adequately adapt to the changing business environment, we may lack the infrastructure and resources to scale up our business to meet customer expectations and compete successfully during a period of growth, or we may expand our capacity too rapidly and/or beyond what is appropriate for the actual demand environment.

Especially during transitional periods, resource allocation decisions can have a significant impact on our future performance, particularly if we have not accurately anticipated industry changes. Our success will depend, to a significant extent, on the ability of our executive officers and other members of our senior management to identify and respond to these challenges effectively.

Future Declines in the Semiconductor Industry, and the Overall World Economic Conditions on Which it is Significantly Dependent, Could Have a Material Adverse Impact on Our Results of Operations and Financial Condition

Our business depends on the capital equipment expenditures of semiconductor manufacturers, which in turn depend on the current and anticipated market demand for integrated circuits. The semiconductor industry is cyclical in nature and experiences periodic downturns. Global economic and business conditions, which are often unpredictable, have historically impacted customer demand for our products and normal commercial relationships with our customers, suppliers, and creditors. Additionally, in times of economic uncertainty our customers' budgets for our products, or their ability to access credit to purchase them, could be adversely affected. This would limit their ability to purchase our products and services. As a result, economic downturns can cause material adverse changes to our results of operations and financial condition including, but not limited to:

- a decline in demand for our products or services;
- an increase in reserves on accounts receivable due to our customers' inability to pay us;
- an increase in reserves on inventory balances due to excess or obsolete inventory as a result of our inability to sell such inventory;
- valuation allowances on deferred tax assets;
- restructuring charges;
- asset impairments including the potential impairment of goodwill and other intangible assets;
- a decline in the value of our investments;
- exposure to claims from our suppliers for payment on inventory that is ordered in anticipation of customer purchases that do not come to fruition;
- a decline in the value of certain facilities we lease to less than our residual value guarantee with the lessor; and
- challenges maintaining reliable and uninterrupted sources of supply.

[Table of Contents](#)

Fluctuating levels of investment by semiconductor manufacturers may materially affect our aggregate shipments, revenues and operating results. Where appropriate, we will attempt to respond to these fluctuations with cost management programs aimed at aligning our expenditures with anticipated revenue streams, which sometimes result in restructuring charges. Even during periods of reduced revenues, we must continue to invest in research and development (“R&D”) and maintain extensive ongoing worldwide customer service and support capabilities to remain competitive, which may temporarily harm our profitability and other financial results.

Our Long-term Success, Results of Operations and the Value of Our Common Stock Depend on Our Ability to Successfully Combine the Novellus Business With Our Pre-existing Business, Which May Be More Difficult, Costly or Time-consuming Than Expected

On June 4, 2012, we acquired Novellus, and we are currently combining Novellus’ business with our pre-existing business. Our future success, results of operations and the value of our common stock depend, in part, on our ability to realize the anticipated benefits of the acquisition. To realize these anticipated benefits, we must successfully combine our businesses in an efficient and effective manner and communicate the impact that a business combination will have on our financial statements. If we are not able to achieve and clearly communicate these objectives within the anticipated time frame, or at all, the anticipated benefits and cost savings of the acquisition may not be realized fully, or at all, or may take longer than expected to realize, and our results of operations and the value of our common stock may be adversely affected.

Specific issues that must be addressed in integrating the operations of Novellus into our pre-existing operations in order to realize the anticipated benefits of the acquisition include, among other things:

- integrating and optimizing the utilization of the properties, equipment, suppliers, distribution channels, manufacturing, service, marketing, promotion and sales activities and information technologies of the combined company;
- consolidating corporate and administrative infrastructures of the combined company;
- coordinating geographically dispersed organizations of the combined company;
- retaining and growing business at existing customers and attracting new customers to the combined company;
- managing our contractual and business relationships with common suppliers and customers to reduce inconsistent or inefficient effects;
- retaining key employees and utilizing their technical knowledge and business expertise;
- communicating the inherently complex factors that a business combination will have on our financial position and results of operations; and
- conforming standards, controls, procedures, policies, business cultures and compensation structures throughout the combined company.

In addition, integration efforts will also divert management attention and resources, the actual integration may result in additional and unforeseen expenses, and the anticipated benefits of the integration plan may not be realized. Actual synergies, if achieved at all, may be lower than what we expect and may take longer to achieve than anticipated. If we are not able to adequately address these challenges, we may be unable to successfully integrate the combined company’s operations or to realize the anticipated benefits of the acquisition.

Our Quarterly Revenues and Operating Results Are Unpredictable

Our revenues and operating results may fluctuate significantly from quarter to quarter due to a number of factors, not all of which are in our control. We manage our expense levels based in part on our expectations of future revenues. Because our operating expenses are based in part on anticipated future revenues, and a certain amount of those expenses are relatively fixed, a change in the timing of recognition of revenue and/or the level of gross profit from a small number of transactions can unfavorably affect operating results in a particular quarter. Factors that may cause our financial results to fluctuate unpredictably include, but are not limited to:

- economic conditions in the electronics and semiconductor industries in general and specifically the semiconductor equipment industry;
- the size and timing of orders from customers;
- procurement shortages;
- the failure of our suppliers or outsource providers to perform their obligations in a manner consistent with our expectations;
- manufacturing difficulties;
- customer cancellations or delays in shipments, installations, and/or customer acceptances;
- the extent that customers continue to purchase and use our products and services in their business;
- changes in average selling prices, customer mix, and product mix;
- our ability in a timely manner to develop, introduce and market new, enhanced, and competitive products;
- our competitors’ introduction of new products;
- legal or technical challenges to our products and technology;

[Table of Contents](#)

- transportation, communication, demand, information technology or supply disruptions based on factors outside our control such as strikes, acts of God, wars, terrorist activities, and natural disasters;
- legal, tax, accounting, or regulatory changes (including but not limited to change in import/export regulations) or changes in the interpretation or enforcement of existing requirements;
- changes in our estimated effective tax rate;
- foreign currency exchange rate fluctuations; and
- the dilutive impact of our convertible notes and related warrants on our earnings per share.

Our Leverage and Debt Service Obligations and Potential Note Conversion or Related Hedging Activities May Adversely Affect Our Financial Condition, Results of Operations and Earnings Per Share

As a result of the sale of our 2016 and 2018 convertible notes and the assumption of the 2041 convertible notes in connection with the Novellus acquisition (collectively the “Notes”), we have a greater amount of debt than we have maintained in the past. Our maintenance of higher levels of indebtedness could have adverse consequences including:

- impacting our ability to satisfy our obligations;
- increasing the portion of our cash flows that may have to be dedicated to interest and principal payments and may not be available for operations, working capital, capital expenditures, expansion, acquisitions or general corporate or other purposes; and
- impairing our ability to obtain additional financing in the future.

Our ability to meet our expenses and debt obligations will depend on our future performance, which will be affected by financial, business, economic, regulatory and other factors. Furthermore, our operations may not generate sufficient cash flows to enable us to meet our expenses and service our debt. As a result, we may need to enter into new financing arrangements to obtain the necessary funds. If we determine it is necessary to seek additional funding for any reason, we may not be able to obtain such funding or, if funding is available, obtain it on acceptable terms. If we fail to make a payment on our debt, we could be in default on such debt, and this default could cause us to be in default on our other outstanding indebtedness.

Conversion of our Notes may cause dilution to our shareholders and to our earnings per share. Upon conversion of any Notes, we will deliver cash in the amount of the principal amount of the Notes and, with respect to any excess conversion value greater than the principal amount of the Notes, shares of our common stock, which would result in dilution to our shareholders. This dilution may be mitigated to some extent by the hedging transactions we entered into in connection with the sale of the 2016 and 2018 Notes. Prior to the maturity of the Notes, if the price of our common stock exceeds the conversion price, U.S. GAAP requires that we report an increase in diluted share count, which would result in lower reported earnings per share. The price of our common stock could also be affected by sales of our common stock by investors who view the Notes as a more attractive means of equity participation in our company and by hedging activity that may develop involving our common stock by holders of the Notes.

We Derive Our Revenues Primarily from a Relatively Small Number of High-Priced Systems

System sales constitute a significant portion of our total revenue. Our systems are priced up to approximately \$6 million per unit, and our revenues in any given quarter are dependent upon the acceptance of a limited number of systems. As a result, the inability to recognize revenue on even a few systems can cause a significantly adverse impact on our revenues for a given quarter.

We Have a Limited Number of Key Customers

Sales to a limited number of large customers constitute a significant portion of our overall revenue, shipments and profitability. As a result, the actions of even one customer may subject us to variability in those areas that are difficult to predict. In addition, large customers may be able to negotiate requirements that result in decreased pricing, increased costs and/or lower margins for us. Similarly, significant portions of our credit risk may, at any given time, be concentrated among a limited number of customers, so that the failure of even one of these key customers to pay its obligations to us could significantly impact our financial results.

Variations in the Amount of Time it Takes for Our Customers to Accept Our Systems May Cause Fluctuation in Our Operating Results

We generally recognize revenue for new system sales on the date of customer acceptance or the date the contractual customer acceptance provisions lapse. As a result, the fiscal period in which we are able to recognize new systems revenues is typically subject to the length of time that our customers require to evaluate the performance of our equipment after shipment and installation, which may vary from customer to customer and tool to tool. Such variations could cause our quarterly operating results to fluctuate.

We Depend on New Products and Processes for Our Success. Consequently, We are Subject to Risks Associated with Rapid Technological Change

Rapid technological changes in semiconductor manufacturing processes subject us to increased pressure to develop technological advances that enable those processes. We believe that our future success depends in part upon our ability to develop and offer new products with improved capabilities and to continue to enhance our existing products. If new products have reliability, quality, or design problems, our performance may

[Table of Contents](#)

be impacted by reduced orders, higher manufacturing costs, delays in acceptance of and payment for new products, and additional service and warranty expenses. We may be unable to develop and manufacture new products successfully, or new products that we introduce may fail in the marketplace. The expected industry transition to a 450mm platform represents an emerging challenge for our business, and our failure to address that transition in a timely manner with productive and cost-effective products could adversely affect our business in a material way. Our failure to commercialize new products in a timely manner could result in loss of market share, unanticipated costs, and inventory obsolescence, which would adversely affect our financial results.

In order to develop new products and processes, we expect to continue to make significant investments in R&D and to pursue joint development relationships with customers, suppliers or other members of the industry. We must manage product transitions and joint development relationships successfully, as the introduction of new products could adversely affect our sales of existing products. Future technologies, processes or product developments may render our current product offerings obsolete, leaving us with non-competitive products, or obsolete inventory, or both. Moreover, customers may adopt new technologies or processes to address the complex challenges associated with next generation devices. This shift may result in a reduction in the size of our addressable markets. For example, the timing of the adoption of extreme ultraviolet lithography may adversely impact our served available market.

We are Subject to Risks Relating to Product Concentration and Lack of Product Revenue Diversification

We derive a substantial percentage of our revenues from a limited number of products, which we expect will continue to account for a large percentage of our revenues in the near term. Continued market acceptance of these products is, therefore, critical to our future success. Our business, operating results, financial condition, and cash flows could therefore be adversely affected by:

- a decline in demand for even a limited number of our products;
- a failure to achieve continued market acceptance of our key products;
- export restrictions or other regulatory or legislative actions that could limit our ability to sell those products to key customer or market segments;
- an improved version of products being offered by a competitor in the market in which we participate;
- increased pressure from competitors that offer broader product lines;
- technological changes that we are unable to address with our products; or
- a failure to release new or enhanced versions of our products on a timely basis.

In addition, the fact that we offer limited product lines creates the risk that our customers may view us as less important to their business than our competitors that offer additional products as well. This may impact our ability to maintain or expand our business with certain customers. Such product concentration may also subject us to additional risks associated with technology changes. Our business is affected by our customers' use of our products in certain steps in their wafer fabrication processes. Should technologies change so that the manufacture of semiconductor chips requires fewer steps using our products, this could have a larger impact on our business than it would on the business of our less concentrated competitors.

Strategic Alliances and Potential Customer Consolidation May Have Negative Effects on Our Business

Increasingly, semiconductor manufacturing companies are entering into strategic alliances or consolidating with one another to expedite the development of processes and other manufacturing technologies and/or achieve economies of scale. The outcomes of such an alliance can be the definition of a particular tool set for a certain function and/or the standardization of a series of process steps that use a specific set of manufacturing equipment; while the outcomes of consolidation can lead to an overall reduction in the market for semiconductor manufacturing equipment as customers' operations achieve economies of scale and/or increased purchasing power based on their higher volumes. While in certain instances this could work to our advantage, if our equipment becomes the basis for the function or process as the tool of choice for the larger consolidated customer or alliance, it could also work to our disadvantage if a competitor's tools or equipment become the standard equipment for such functions or processes.

Similarly, our customers may team with, or follow the lead of, educational or research institutions that establish processes for accomplishing various tasks or manufacturing steps. If those institutions utilize a competitor's equipment when they establish those processes, it is likely that customers will tend to use the same equipment in setting up their own manufacturing lines. These actions could adversely impact our market share and financial results.

We Depend On a Limited Number of Key Suppliers

We obtain certain components and sub-assemblies included in our products from a single supplier or a limited group of suppliers. We have established long-term contracts with many of these suppliers. These long-term contracts can take a variety of forms. We may renew these contracts periodically. In some cases, these suppliers have sold us products for a substantial period of time, and we expect that we and they will continue to renew these contracts in the future or that we will otherwise replace them with competent alternative suppliers. However, certain of our suppliers are relatively new providers to us so that our experience with them and their performance is limited. Where practical, we intend to establish alternative sources to mitigate the risk that the failure of any single supplier will adversely affect our business. Nevertheless, a prolonged inability to obtain certain components could impair our ability to ship products and generate revenues, which could adversely affect our operating results and damage our customer relationships.

Our Outsource Providers May Fail to Perform as We Expect

Outsource providers have played and will continue to play a key role in our manufacturing operations and in many of our transactional and administrative functions, such as information technology, facilities management, and certain elements of our finance organization. Although we attempt to select reputable providers and secure their performance on terms documented in written contracts, it is possible that one or more of these providers could fail to perform as we expect and such failure could have an adverse impact on our business.

In addition, the expansive role of our outsource providers has required and may continue to require us to implement changes to our existing operations and to adopt new procedures to deal with and manage the performance of these outsource providers. Any delay or failure in the implementation of our operational changes and new procedures could adversely affect our customer and/or employee relationships, which could have a negative effect on our operating results.

Once a Semiconductor Manufacturer Commits to Purchase a Competitor's Semiconductor Manufacturing Equipment, the Manufacturer Typically Continues to Purchase that Competitor's Equipment, Making it More Difficult for Us to Sell Our Equipment to that Customer

Semiconductor manufacturers must make a substantial investment to qualify and integrate wafer processing equipment into a semiconductor production line. We believe that once a semiconductor manufacturer selects a particular supplier's processing equipment, the manufacturer generally relies upon that equipment for that specific production line application for an extended period of time. Accordingly, we expect it to be more difficult to sell our products to a given customer if that customer initially selects a competitor's equipment for the same product line application.

We Face a Challenging and Complex Competitive Environment

We face significant competition from multiple competitors. Other companies continue to develop systems and products that are competitive to ours and may introduce new products, which may affect our ability to sell our existing products. We face a greater risk if our competitors enter into strategic relationships with leading semiconductor manufacturers covering products similar to those we sell or may develop, as this could adversely affect our ability to sell products to those manufacturers.

We believe that to remain competitive we must devote significant financial resources to offer a broad range of products, to maintain customer service and support centers worldwide, and to invest in product and process R&D. Certain of our competitors, especially those that are created and financially backed by foreign governments, have substantially greater financial resources and more extensive engineering, manufacturing, marketing, and customer service and support resources than we do and therefore have the potential to increasingly dominate the semiconductor equipment industry. These competitors may deeply discount or give away products similar to those that we sell, challenging or even exceeding our ability to make similar accommodations and threatening our ability to sell those products. We also face competition from our own customers, who in some instances have established affiliated entities that manufacture equipment similar to ours. For these reasons, we may fail to continue to compete successfully worldwide.

In addition, our competitors may be able to develop products comparable or superior to those we offer or may adapt more quickly to new technologies or evolving customer requirements. In particular, while we continue to develop product enhancements that we believe will address future customer requirements, we may fail in a timely manner to complete the development or introduction of these additional product enhancements successfully, or these product enhancements may not achieve market acceptance or be competitive. Accordingly, competition may intensify, and we may be unable to continue to compete successfully in our markets, which could have a material adverse effect on our revenues, operating results, financial condition, and/or cash flows.

Our Future Success Depends Heavily on International Sales and the Management of Global Operations

Non-U.S. sales accounted for approximately 77% of total revenue during the nine months ended March 31, 2013, 83% of total revenue in fiscal year 2012, 88% of total revenue in fiscal year 2011, and 91% of total revenue in fiscal year 2010. We expect that international sales will continue to account for a substantial majority of our total revenue in future years.

We are subject to various challenges related to international sales and the management of global operations including, but not limited to:

- trade balance issues;
- global economic and political conditions, including the ongoing macroeconomic challenges associated with sovereign debt levels in certain Euro-zone countries and the financial contagion to global markets;
- changes in currency controls;
- differences in the enforcement of intellectual property and contract rights in varying jurisdictions;
- our ability to respond to customer and foreign government demands for locally sourced systems, spare parts and services and develop the necessary relationships with local suppliers;
- compliance with U.S. and international laws and regulations affecting foreign operations, including U.S. export restrictions;
- fluctuations in interest and foreign currency exchange rates;
- the need for technical support resources in different locations; and
- our ability to secure and retain qualified people in all necessary locations for the successful operation of our business.

[Table of Contents](#)

Certain international sales depend on our ability to obtain export licenses from the U.S. government. Our failure or inability to obtain such licenses would substantially limit our markets and severely restrict our revenues. Many of the challenges noted above are applicable in China, which is a fast developing market for the semiconductor equipment industry and therefore an area of potential significant growth for our business. As the business volume between China and the rest of the world grows, there is inherent risk, based on the complex relationships among China, Taiwan, Japan, South Korea, and the United States, that political and diplomatic influences might lead to trade disruptions. This would adversely affect our business with China, Taiwan, Japan, and/or South Korea and perhaps the entire Asia Pacific region. A significant trade disruption in these areas could have a materially adverse impact on our future revenue and profits.

We are potentially exposed to adverse as well as beneficial movements in foreign currency exchange rates. The majority of our sales and expenses are denominated in U.S. dollars. However, we are exposed to foreign currency exchange rate fluctuations related to certain of our revenues denominated in Japanese yen and Euros, as well as certain of our spares and service contracts, Euro denominated expenses, and expenses related to our non-U.S. sales and support offices that are denominated in the related countries' local currency.

We currently enter into foreign currency forward contracts to minimize the short-term impact of the foreign currency exchange rate fluctuations on Japanese yen-denominated ("JPY") revenue and monetary assets and liabilities, Euro-denominated ("EUR") expenses and monetary assets and liabilities, as well as monetary assets and liabilities denominated in Swiss francs ("CHF"), Taiwanese dollars ("TWD"), Korean won ("KRW"), and Great British pounds ("GBP"). We believe these are our primary exposures to currency rate fluctuation. We expect to continue to enter into hedging transactions, for the purposes outlined, for the foreseeable future. However, these hedging transactions may not achieve their desired effect because differences between the actual timing of the underlying exposures and our forecasts of those exposures may leave us either over-or under-hedged on any given transaction. Moreover, by hedging these foreign currency denominated revenues, expenses, monetary assets and liabilities with foreign currency forward contracts, we may miss favorable currency trends that would have been advantageous to us but for the hedges. Additionally, we are exposed to short-term foreign currency exchange rate fluctuations on non-U.S. dollar-denominated ("USD") assets and liabilities (other than those currency exposures previously discussed) and currently we do not enter into foreign currency hedge contracts against these exposures. Therefore, we are subject to both favorable and unfavorable foreign currency exchange rate fluctuations to the extent that we transact business (including intercompany transactions) for these currencies.

Our Ability To Attract, Retain and Motivate Key Employees Is Critical To Our Success

Our ability to compete successfully depends in large part on our ability to attract, retain and motivate key employees. This is an ongoing challenge due to intense competition for top talent, as well as fluctuations in industry economic conditions that may require cycles of hiring activity and workforce reductions. Our success in hiring depends on a variety of factors, including the attractiveness of our compensation and benefit programs and our ability to offer a challenging and rewarding work environment. We periodically evaluate our overall compensation programs and make adjustments, as appropriate, to maintain or enhance their competitiveness. If we are not able to successfully attract, retain and motivate key employees, we may be unable to capitalize on market opportunities and our operating results may be materially and adversely affected.

We Rely Upon Certain Critical Information Systems for the Operation of Our Business

We maintain and rely upon certain critical information systems for the effective operation of our business. These information systems include telecommunications, the internet, our corporate intranet, various computer hardware and software applications, network communications, and e-mail. These information systems may be owned and maintained by us, our outsource providers or third parties such as vendors and contractors. These information systems are subject to attacks, failures, and access denials from a number of potential sources including viruses, destructive or inadequate code, power failures, and physical damage to computers, hard drives, communication lines, and networking equipment. Confidential information stored on these information systems could be compromised. To the extent that these information systems are under our control, we have implemented security procedures, such as virus protection software and emergency recovery processes, to mitigate the outlined risks. However, security procedures for information systems cannot be guaranteed to be failsafe and our inability to use or access these information systems at critical points in time, or unauthorized releases of confidential information, could unfavorably impact the timely and efficient operation of our business.

Our Financial Results May be Adversely Impacted by Higher than Expected Tax Rates or Exposure to Additional Tax Liabilities

As a global company, our effective tax rate is highly dependent upon the geographic composition of worldwide earnings and tax regulations governing each region. We are subject to income taxes in the United States and various foreign jurisdictions, and significant judgment is required to determine worldwide tax liabilities. Our effective tax rate could be adversely affected by changes in the split of earnings between countries with differing statutory tax rates, in the valuation of deferred tax assets, in tax laws, by material audit assessments, or changes in or expirations of agreements with tax authorities. These factors could affect our profitability. In particular, the carrying value of deferred tax assets, which are predominantly in the United States, is dependent on our ability to generate future taxable income in the United States. In addition, the amount of income taxes we pay is subject to ongoing audits in various jurisdictions, and a material assessment by a governing tax authority could affect our profitability.

A Failure to Comply with Environmental Regulations May Adversely Affect Our Operating Results

We are subject to a variety of governmental regulations related to the handling, discharge, and disposal of toxic, volatile or otherwise hazardous chemicals. We believe that we are generally in compliance with these regulations and that we have obtained (or will obtain or are otherwise addressing the need for) all environmental permits necessary to conduct our business. These permits generally relate to the handling

[Table of Contents](#)

and disposal of hazardous wastes. Nevertheless, the failure to comply with present or future regulations could result in fines being imposed on us, require us to suspend production, or cease operations or cause our customers to not accept our products. These regulations could require us to alter our current operations, to acquire significant additional equipment or to incur substantial other expenses to comply with environmental regulations. Any failure to comply with regulations governing the use, handling, sale, transport or disposal of hazardous substances could subject us to future liabilities.

If We Choose to Acquire or Dispose of Product Lines and Technologies, We May Encounter Unforeseen Costs and Difficulties That Could Impair Our Financial Performance

An important element of our management strategy is to review acquisition prospects that would complement our existing products, augment our market coverage and distribution ability, or enhance our technological capabilities. As a result, we may make acquisitions of complementary companies, products or technologies, or we may reduce or dispose of certain product lines or technologies that no longer fit our long-term strategies. Managing an acquired business, disposing of product technologies or reducing personnel entail numerous operational and financial risks, including difficulties in assimilating acquired operations and new personnel or separating existing business or product groups, diversion of management's attention away from other business concerns, amortization of acquired intangible assets, adverse customer reaction to our decision to cease support for a product, and potential loss of key employees or customers of acquired or disposed operations. There can be no assurance that we will be able to achieve and manage successfully any such integration of potential acquisitions, disposition of product lines or technologies, or reduction in personnel or that our management, personnel, or systems will be adequate to support continued operations. Any such inability or inadequacy could have a material adverse effect on our business, operating results, financial condition, and cash flows.

In addition, any acquisition could result in changes such as potentially dilutive issuances of equity securities, the incurrence of debt and contingent liabilities, the amortization of related intangible assets, and goodwill impairment charges, any of which could materially adversely affect our business, financial condition, and results of operations and/or the price of our Common Stock.

The Market for Our Common Stock is Volatile, Which May Affect Our Ability to Raise Capital, Make Acquisitions, or Subject Our Business to Additional Costs

The market price for our Common Stock is volatile and has fluctuated significantly over the past years. The trading price of our Common Stock could continue to be highly volatile and fluctuate widely in response to a variety of factors, many of which are not within our control or influence. These factors include but are not limited to the following:

- general market, semiconductor, or semiconductor equipment industry conditions;
- economic or political events and trends occurring globally or in any of our key sales regions;
- variations in our quarterly operating results and financial condition, including our liquidity;
- variations in our revenues, earnings or other business and financial metrics from forecasts by us or securities analysts, or from those experienced by other companies in our industry;
- announcements of restructurings, reductions in force, departure of key employees, and/or consolidations of operations;
- government regulations;
- developments in, or claims relating to, patent or other proprietary rights;
- technological innovations and the introduction of new products by us or our competitors;
- commercial success or failure of our new and existing products;
- disruptions of relationships with key customers or suppliers; or
- dilutive impacts of our Notes and related warrants.

In addition, the stock market experiences significant price and volume fluctuations. Historically, we have witnessed significant volatility in the price of our Common Stock due in part to the actual or anticipated movement in interest rates and the price of and markets for semiconductors. These broad market and industry factors have and may again adversely affect the price of our Common Stock, regardless of our actual operating performance. In the past, following volatile periods in the price of their stock, many companies became the object of securities class action litigation. If we are sued in a securities class action, we could incur substantial costs, and it could divert management's attention and resources and have an unfavorable impact on our financial performance and the price for our Common Stock.

Intellectual Property, Indemnity and Other Claims Against Us Can be Costly and We Could Lose Significant Rights That are Necessary to Our Continued Business and Profitability

Third parties may assert infringement, unfair competition, product liability, breach of contract, or other claims against us. From time to time, other parties send us notices alleging that our products infringe their patent or other intellectual property rights. In addition, law enforcement authorities may seek criminal charges relating to intellectual property or other issues. We also face risks of claims arising from commercial and other relationships. In addition, our Bylaws and indemnity obligations provide that we will indemnify officers and directors against losses that they may incur in legal proceedings resulting from their service to Lam Research. From time to time, in the normal course of business, we indemnify third parties with whom we enter into contractual relationships, including customers and suppliers, with respect to certain matters. We

have agreed, under certain conditions, to hold these third parties harmless against specified losses, such as those arising from a breach of representations or covenants, other third party claims that our products when used for their intended purposes infringe the intellectual property rights of such other third parties, or other claims made against certain parties. In such cases, it is our policy either to defend the claims or to negotiate licenses or other settlements on commercially reasonable terms. However, we may be unable in the future to negotiate necessary licenses or reach agreement on other settlements on commercially reasonable terms, or at all, and any litigation resulting from these claims by other parties may materially adversely affect our business and financial results, and we may be subject to substantial damage awards and penalties. Moreover, although we have insurance to protect us from certain claims and cover certain losses to our property, such insurance may not cover us for the full amount of any losses, or at all, and may be subject to substantial exclusions and deductibles.

We May Fail to Protect Our Critical Proprietary Technology Rights, Which Could Affect Our Business

Our success depends in part on our proprietary technology and our ability to protect key components of that technology through patents, copyrights and trade secret protection. Protecting our key proprietary technology helps us to achieve our goals of developing technological expertise and new products and systems that give us a competitive advantage; increasing market penetration and growth of our installed base; and providing comprehensive support and service to our customers. As part of our strategy to protect our technology we currently hold a number of United States and foreign patents and pending patent applications. However, other parties may challenge or attempt to invalidate or circumvent any patents the United States or foreign governments issue to us or these governments may fail to issue patents for pending applications. Additionally, even when patents are issued, the legal systems in certain of the countries in which we do business do not enforce patents and other intellectual property rights as rigorously as the United States. The rights granted or anticipated under any of our patents or pending patent applications may be narrower than we expect or, in fact, provide no competitive advantages. Any of these circumstances could have a material adverse impact on our business.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

Repurchases of Company Shares

On December 14, 2011, the Board of Directors authorized the repurchase of up to \$1.6 billion of our common stock in conjunction with the acquisition of Novellus, which replaced the previous repurchase authorizations. We concluded the repurchase of all amounts available under this share repurchase authorization during the quarter ended March 31, 2013.

On April 22, 2013, the Board of Directors authorized the repurchase of up to \$250 million of our common stock. These repurchases can be conducted on the open market or as private purchases and may include the use of derivative contracts with large financial institutions, in all cases subject to compliance with applicable law. Repurchases will be funded using our on-shore cash and on-shore cash generation. This repurchase program has no termination date and may be suspended or discontinued at any time.

As part of our share repurchase program, we may from time-to-time enter into structured share repurchase arrangements with financial institutions using general corporate funds. Such arrangements entered into or settled during the nine months ended March 31, 2013 included the following:

Collared Accelerated Share Repurchases – Settled During Current Fiscal Year

During the year ended June 24, 2012, the Company entered into two share repurchase transactions under one master repurchase arrangement. Under these collared accelerated share repurchase transactions (“ASRs”), the Company made up-front cash payments of \$375 million and \$200 million, respectively, three days after the respective trade date in exchange for an initial delivery of 6.6 million and 3.9 million shares of its common stock, respectively. The number of shares to ultimately be repurchased by the Company is based generally on the volume-weighted average price (“VWAP”) of the Company’s common stock during the term of the ASR minus a pre-determined discount set at inception of the ASR, subject to collar provisions that provide a minimum and maximum number of shares that the Company could repurchase under the agreements.

The minimum and maximum thresholds for each transaction are established based on the average of the VWAP prices for the Company’s common stock during an initial hedge period. The Company received incremental shares on top of the initial shares delivered such that the total number of shares received after the initial hedge period equaled 8.8 million and 4.8 million shares, equivalent to the minimum number of shares to be delivered under the terms of the ASRs, respectively. The ASRs were scheduled to end on or before September 18, 2012 and October 9, 2012, respectively. However, each ASR was subject to acceleration at the option of the counterparty at any time after June 27, 2012 and July 19, 2012, respectively. At the conclusion of the ASRs, the Company could receive additional shares based on the VWAP of the Company’s common stock during the term of the agreement minus the pre-determined fixed discount. The total number of shares received under the ASRs would not exceed the maximum of 10.8 million and 6.6 million shares, respectively.

The Company accounted for each ASR as two separate transactions: (a) as shares of common stock acquired in a treasury stock transaction recorded on the acquisition date and (b) as a forward contract indexed to the Company’s own common stock and classified in stockholders’ equity. As such, the Company accounted for the shares that it received under the ASRs as a repurchase of its common stock for the purpose of calculating earnings per common share. The Company has determined that the forward contract indexed to the Company’s common stock met all of the applicable criteria for equity classification in accordance with the Derivatives and Hedging topic of the FASB ASC, and, therefore, the ASRs were not accounted for as derivative instruments. As of June 24, 2012, the aggregate repurchase price of \$575.0 million is reflected as Treasury stock, at cost, in the Consolidated Balance Sheet.

[Table of Contents](#)

The counterparty designated July 6, 2012 as the accelerated termination date, at which time the Company settled the \$375 million ASR and received an additional 1.3 million shares of common stock in addition to the minimum shares already received, which represented a weighted average share price of approximately \$36.80 for the transaction period. The counterparty designated July 25, 2012 as the accelerated termination date, at which time the Company settled the \$200 million ASR and received an additional 0.7 million shares of common stock in addition to the minimum shares already received, which represented a weighted average share price of approximately \$36.12 for the transaction period.

Collared Accelerated Share Repurchases – Executed During Current Fiscal Year

During the quarter ended March 31, 2013, the Company entered into a share repurchase transaction under the existing master repurchase arrangement. Under this ASR, the Company made an up-front cash payment of \$86.4 million, in exchange for an initial delivery of 1.5 million shares of its common stock and a subsequent delivery of 0.4 million shares following the initial hedge period.

As with the prior ASRs, the minimum and maximum thresholds for each transaction are established based on the average of the VWAP prices for the Company's common stock during an initial hedge period. The ASR is scheduled to end at any time after March 21, 2013 and on or before May 21, 2013. At the conclusion of the ASR, the Company may receive additional shares based on the VWAP of the Company's common stock during the term of the agreement minus the pre-determined fixed discount. The total number of shares received under this ASR will not exceed the maximum of 2.2 million shares.

As of March 31, 2013, the aggregate repurchase price of \$86.4 million is reflected as Treasury stock, at cost, in the Consolidated Balance Sheet.

Share repurchases, including those under the repurchase program, were as follows:

<u>Period</u>	<u>Total Number of Shares Repurchased (1)</u>	<u>Average Price Paid Per Share*</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plan or Program</u>	<u>Amount Available Under Repurchase Program</u>
		(in thousands, except per share data)		
Amount available at June 24, 2012				\$ 911,933
Quarter ending September 23, 2012	12,098	\$ 34.79	11,970	\$ 567,932
Quarter ending December 23, 2012	10,384	\$ 34.76	10,190	\$ 213,903
December 24, 2012 - January 23, 2013	3,248	\$ 37.64	3,229	\$ 92,342
January 24, 2013 - February 23, 2013	2,096	\$ 39.78	2,082	\$ —
February 24, 2013 - March 31, 2013	189	\$ 41.91	—	\$ —
Total	<u>28,015</u>	<u>\$ 35.26</u>	<u>27,471</u>	

* Average price paid per share excludes accelerated share repurchases for which cost was incurred in fiscal year 2012, but shares were received in fiscal year 2013 or for which costs were incurred in the three months ended March 31, 2013, but which had not settled as of quarter end and for which final price per share is not yet known. See *Collared Accelerated Share Repurchases* section below for details regarding average price associated with these transactions.

(1) In addition to shares repurchased under Board authorized repurchase program (as described above), included in this column are 544,000 shares acquired at a total cost of \$20.6 million which the Company withheld through net share settlements to cover minimum tax withholding obligations upon the vesting of restricted stock unit awards granted under the Company's equity compensation plans. The shares retained by the Company through these net share settlements are not a part of the Board-authorized repurchase program but instead are authorized under the Company's equity compensation plans.

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

None.

[Table of Contents](#)

ITEM 6. Exhibits

See the Exhibit Index following the signature page to this Quarterly Report on Form 10-Q for a list of exhibits filed or furnished with this report, which Exhibit Index is incorporated herein by reference.

LAM RESEARCH CORPORATION

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 9, 2013

LAM RESEARCH CORPORATION
(Registrant)

/s/ Douglas R. Bettinger

Douglas R. Bettinger
Executive Vice President, Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
10.175*	Forms of nonstatutory stock option agreement under the Lam 2007 Stock Incentive Plan
31.1	Rule 13a-14(a)/15d-14(a) Certification (Principal Executive Officer)
31.2	Rule 13a-14(a)/15d-14(a) Certification (Principal Financial Officer)
32.1	Section 1350 Certification (Principal Executive Officer)
32.2	Section 1350 Certification (Principal Financial Officer)
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Indicates management contract or compensatory plan or arrangement in which executive officers of the Company are eligible to participate.

LAM RESEARCH CORPORATION
2007 Stock Incentive Plan
Nonstatutory Stock Option Agreement

Pursuant to the terms of the 2007 Stock Incentive Plan (the "Plan") Lam Research Corporation, a Delaware corporation (the "Company"), hereby grants Options to **[Insert]** (the "Optionee") on the terms and conditions as set forth in this Nonstatutory Stock Option Agreement (the "Agreement") and the Plan. Capitalized terms used but not defined in this Agreement shall have the meaning specified in the Plan. The Options are granted on **[Insert]** (the "Grant Date").

NOW, THEREFORE, it is hereby agreed as follows:

1. Award of Options. Subject to the terms and conditions of this Agreement and the Plan (the terms of which are incorporated herein by reference) and effective as of the date set forth above, the Company hereby grants to the Optionee **[Insert]** Options to purchase a total of **[Insert]** Shares at the exercise price of **[Insert]** (the "Exercise Price") for each Share granted under this Option.

2. Nature of the Option. This Option is intended by the Company and the Optionee to be a nonstatutory stock option, and does not qualify for any special tax benefits to the Optionee. This Option is not an Incentive Stock Option.

3. Vesting/Exercise of Option.

(a) Subject to the terms and conditions of this Agreement and provided that the Optionee continues to provide Service (as defined in Section 6 below) to the Company (or any Affiliate) through the applicable date. This Option shall vest and become exercisable during its term as follows:

(i) **100%** of the Shares shall vest and become exercisable on the second anniversary of the grant date.

(ii) This Option may not be exercised for a fraction of a Share.

(iii) In the event of Optionee's death, disability or other termination of employment or consulting relationship, the vesting and exercisability of the Shares is governed by Sections 6, 7 and 8 below. Notwithstanding anything to the contrary, if the Optionee has an employment or change of control agreement with the Company that provides for more favorable exercise periods under the circumstances set forth in Sections 6, 7 and 8 below, such provisions shall apply.

(b) This Option is exercisable by delivery of an exercise notice or in such other form as permitted generally by the Company and designated by the Company (the "Exercise Notice"), which shall state the election to exercise the Option, the number of Shares in respect of which the Option is being exercised (the "Exercised Shares"), and such other representations and agreements as may be required by the Company pursuant to the provisions of the Plan. The Exercise Notice shall be completed by the Optionee and delivered to the Administrator of the Company. The Exercise Notice shall be accompanied by payment of the aggregate Exercise Price as to all Exercised Shares. This Option shall be deemed to be exercised upon receipt by the Company of such fully executed Exercise Notice accompanied by such aggregate Exercise Price.

(c) This Option may not be exercised more than seven (7) years from the date of grant, and may be exercised during such term only in accordance with the Plan and the terms of this Agreement.

(d) In the event of a Change of Control of the Company, the Options are governed by Section 10 of the Plan.

4. Method of Payment. Unless otherwise determined by the Administrator in accordance with Section 6 or otherwise of the Plan, payment of the exercise price shall be made by cash, cash equivalent, through a cashless exercise program, or pursuant to a net exercise program (which may be required by the Administrator).

5. Restrictions on Exercise. This Option may not be exercised if the issuance of Shares upon exercise or the method of payment of consideration for such Shares would constitute a violation of any applicable federal or state securities or other law or regulation, or the requirement of any stock exchange on which the Company's shares may be listed for trading at the time of issuance. The inability of the Company to obtain approval from any regulatory body having authority deemed by the Company to be necessary to the lawful issuance of any Company Share hereby shall relieve the Company of any liability with respect to the non-issuance of the Company Share as to which such approval shall not have been obtained. The Company, however, shall use its reasonable efforts to obtain all such approvals.

6. Termination of Status as an Employee or Consultant and Leave of Absence.

(a) For purposes of this Agreement, "Service" shall mean the performance of services for the Company (or any Affiliate) in the capacity of an Employee or Company Director and shall be considered terminated on the last day the Optionee is on payroll.

(b) If Optionee's Service to the Company (or any Affiliate) terminates for any reason (whether voluntary or involuntary, with or without cause) other than as a result of disability or death, Optionee may, but only within ninety (90) days after the date such Service terminates and in no event beyond the Expiration Date, exercise this Option to the extent that the Options had vested and Optionee was entitled to exercise the Options at the date such Service terminated; provided that if such termination is not for cause and at the date of such termination the Optionee is at least 55 years old and has completed at least five (5) years of Service (a "retirement"), the 90-day post termination exercise period shall be extended by an additional 21

months and in no event beyond the Expiration Date (such extended period being called the “Retirement Extended Period”). Notwithstanding anything above to the contrary, if at any time during the Retirement Extension Period, the Optionee directly or indirectly, either as an employee, employer, consultant, agent, principal, partner, shareholder (other than of a mutual fund owning an interest in a company that engages or assists any third party in engaging in any business competitive with the Company (or any Affiliate)), corporate officer, director or in any other capacity, engages or assists any third party in engaging in any business competitive with the Company (or any Affiliate); then all outstanding unvested portions of the Option shall immediately terminate and all outstanding vested unexercised portions of the Option shall immediately terminate. To the extent that certain Options had not vested or Optionee was not entitled to exercise this Option at the date such Service ceased, or if Optionee does not exercise this Option within the time specified herein, the Option shall be cancelled by the Company.

(c) As of the 31st (or 91st if reemployment is guaranteed by statute or contract) day of a leave of absence, vesting of the Options will be suspended and vesting credit will no longer accrue, unless otherwise determined by the Administrator or required by contract or statute. If the Optionee returns to Service immediately after the end of an approved leave of absence, vesting credit shall continue to accrue from that date of continued Service.

7. Disability of Optionee. If Optionee’s Service with the Company (or an Affiliate) terminates as a result of a disability (as determined by the Administrator), Optionee may, but only within twelve (12) months from the date of termination of Service, exercise the Option to the extent Optionee was entitled to exercise it at the date of such termination of Service and in no event beyond the Expiration Date. To the extent that the Shares had not vested or Optionee was not entitled to exercise the Option at the date of termination of Service, or if Optionee does not exercise this Option within the time specified herein, the Option shall be cancelled by the Company.

8. Death of Optionee. In the event of the death of Optionee, if, at the time of death, the Optionee was an Employee or Company Director and had been in continuous status since the Grant Date, the Option may be exercised at any time within twelve (12) months following the date of death by the personal representative of the Optionee’s estate or by a person to whom the Option was transferred pursuant to the Optionee’s will or in accordance with the laws of descent and distribution, but only to the extent the Option had vested and was exercisable as of the date of Optionee’s death and in no event beyond the Expiration Date.

9. Restriction on Transferability. Prior to exercise and delivery of the Shares, neither the Options, nor the Shares or any beneficial interest therein, may be sold, transferred, pledged, assigned, or otherwise alienated at any time. Any attempt to do so contrary to the provisions hereof shall be null and void. Notwithstanding the above, distribution can be made pursuant to will, the laws of descent and distribution, and if provided by the Administrator, intra-family transfer instruments, or to an inter vivos trust, or as otherwise provided by the Administrator. The terms of this Agreement shall be binding upon the executives, administrators, heirs, successors and assigns of the Optionee.

10. Tax Requirements. Regardless of any action the Company or the Optionee’s employer (the “Employer”) takes with respect to any or all income tax, social insurance, payroll

tax, or other tax-related items related to the Optionee's participation in the Plan and legally applicable to the Optionee ("Tax-Related Items"), the Optionee acknowledges that the ultimate liability for all Tax-Related Items is and remains the Optionee's responsibility and may exceed the amount actually withheld by the Company or the Employer. The Optionee further acknowledges that the Company and/or the Employer (1) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Option, including, but not limited to, the grant, vesting, exercise/settlement of the Option, the issuance of Shares upon settlement of the Option, the subsequent sale of Shares acquired pursuant to such issuance and the receipt of any dividends and/or any dividend equivalents; and (2) do not commit to and are under no obligation to structure the terms of the grant or any aspect of the Option to reduce or eliminate the Optionee's liability for Tax-Related Items or achieve any particular tax result.

Prior to any relevant taxable or tax withholding event, the Optionee will pay or make adequate arrangements satisfactory to the Company (in the Company's sole discretion) to satisfy all withholding obligations. In this regard, in those cases where no such prior arrangement has been made (or where the amount of money provided is insufficient to satisfy the applicable obligations) the Optionee authorizes the Company and/or the Employer, in their discretion, to satisfy the obligations with regard to all Tax-Related Items by one or a combination of the following: (i) withholding from the Optionee's wages or other cash compensation paid to the Optionee; (ii) withholding from proceeds of the sale of Shares acquired upon exercise of the Option through a sale arranged by the Company (on the Optionee's behalf pursuant to this authorization); or (iii) withholding in Shares to be issued upon exercise of the Option.

If the Optionee's obligation is satisfied as described in (ii) of this Section, the Company will endeavor to only sell only the number of Shares required to satisfy the Optionee's obligations for Tax-Related Items; however the Optionee agrees that the Company may sell more Shares than necessary to cover the Tax-Related Item, and that in such event, the Company will reimburse the Optionee for the excess amount withheld, in cash and without interest. If the Optionee's obligations are satisfied as described in (iii) of this Section, the Company shall withhold a number of Shares otherwise deliverable at exercise having a Fair Market Value sufficient to satisfy the statutory minimum (or such higher amount as is acceptable without adverse accounting consequences) of the Optionee's estimated tax obligations. The Optionee is deemed to have been issued the full number of Shares subject to the exercise, notwithstanding that a number of the Shares are held back solely for the purpose of paying the Tax-Related Items due as a result of any aspect of the Optionee's participation in the Plan.

The Optionee shall pay to the Employer any amount of Tax-Related Items that the Employer may be required to withhold as a result of the Optionee's participation in the Plan that cannot be satisfied by the means previously described. The Company may refuse to issue or deliver the Shares or the proceeds of the sale of Shares, if the Optionee fails to comply with the Optionee's obligations in connection with the Tax-Related Items.

Further, in consideration of the grant of Options, no claim or entitlement to compensation or damages arises if, in satisfying the Optionee's (and/or the Employer's) obligation for Tax-Related Items, the Company and/or the Employer withholds an amount in excess of the amount legally required to be withheld, the Optionee irrevocably releases the Company and the

Employer from any such claim that may arise; if, notwithstanding the foregoing, any such claim is found by a court of competent jurisdiction to have arisen, then, by signing this Agreement, the Optionee shall be deemed irrevocably to have waived his or her entitlement to pursue such claim or damages.

11. No Employment Rights. The award of the Options pursuant to this Agreement shall not give the Optionee any right to continued service with the Company or an Affiliate and shall not interfere with the ability of the Employee to terminate the Optionee's Service with the Company at any time with or without cause.

12. Severability. The provisions of this Agreement are severable and if all or any part of this Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity shall not invalidate any portion of this Agreement or the Plan not declared to be unlawful or invalid. Any Section of this Agreement (or part of such a Section) so declared to be unlawful or invalid shall, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid.

13. Rights as Shareholder. The Optionee shall not have voting, dividend or any other rights as a shareholder of the Company with respect to the Options. Upon exercise of the Optionee's Options into Shares (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company), the Optionee will obtain full voting, dividend and other rights as a shareholder of the Company.

14. Administration. The Administrator shall have the power to interpret the Plan and this Agreement and to adopt such rules for the administration, interpretation, and application of the Plan as are consistent therewith and to interpret or revoke any such rules. All actions taken and all interpretations and determinations made by the Administrator shall be final and binding upon the Optionee, the Company, and all other interested persons. No Administrator shall be personally liable for any action, determination, or interpretation made in good faith with respect to the Plan or this Agreement.

15. Effect on Other Employee Benefit Plans. The value of the Options granted pursuant to this Agreement shall not be included as compensation, earnings, salaries, or other similar terms used when calculating the Optionees's benefits under any employee benefit plan sponsored by the Company or any Affiliate, except as such plan otherwise expressly provides. The Company expressly reserves its rights to amend, modify, or terminate any of the Company's or any Affiliate's employee benefit plans.

16. Nature of the Grant. In accepting the Options, the Optionee acknowledges that:

(a) the Plan is established voluntarily by the Company, it is discretionary in nature and may be modified, amended, suspended or terminated by the Company at any time, unless otherwise provided in the Plan and this Agreement;

(b) the grant of Options is voluntary and occasional and does not create any contractual or other right to receive future awards of Options, or benefits in lieu of Options even if Options have been awarded repeatedly in the past;

(c) all decisions with respect to future grants of Options, if any, will be at the sole discretion of the Company;

(d) the Optionee's participation in the Plan is voluntary;

(e) Options that do not constitute compensation of any kind for services rendered to the Company or to the Employer, and Options are outside the scope of the Optionee's employment contract, if any;

(f) Options are not part of normal or expected compensation or salary for any purpose, including, but not limited to, calculation of any overtime, severance, resignation, termination, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments and in no event should be considered as compensation for, or relating in any way to, past services for the Company or the Employer;

(g) in the event that the Optionee is not an Employee, the grant of Options will not be interpreted to form an employment contract or relationship with the Company; and furthermore, the grant of Options will not be interpreted to form an employment contract with the Employer or any Affiliate;

(h) the future value of the underlying Shares is unknown and cannot be predicted with certainty;

(i) if the Optionee receives Shares upon exercise of the Options, the value of such Shares may increase or decrease in value;

(j) in consideration of the grant of Options, no claim or entitlement to compensation or damages arises from termination of the Options or diminution in value of the Options or Shares received upon vesting of Options resulting from termination of the Optionee's Service to the Company or the Employer (for any reason whatsoever and whether or not in breach of local labor laws) and the Optionee irrevocably releases the Company and the Employer from any such claim that may arise; if, notwithstanding the foregoing, any such claim is found by a court of competent jurisdiction to have arisen, then, by signing this Agreement, the Optionee shall be deemed irrevocably to have waived his or her entitlement to pursue such claim.

17. **Data Privacy Notice and Consent.** The Optionee hereby explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of his or her personal data as described in this Agreement by and among, as applicable, the Employer, the Company and its Affiliates for the exclusive purpose of implementing, administering and managing the Optionee's participation in the Plan.

The Optionee understands that the Company and the Employer may hold certain personal information about the Optionee, including, but not limited to, the Optionee's name, home address and telephone number, date of birth, social insurance number or other identification number, salary, nationality, job title, any Shares or directorships held in the Company, details of all Options or any other entitlement to Shares awarded, canceled, vested, unvested or outstanding in the Optionee's favor, for the purpose of implementing, administering and managing the Plan ("Data").

The Optionee understands that Data may be transferred to any third parties assisting in the implementation, administration and management of the Plan, that these recipients may be located in the Optionee's country, or elsewhere, and that the recipient's country may have different data privacy laws and protections than the Optionee's country. The Optionee understands that the Optionee may request a list with the names and addresses of any potential recipients of the Data by contacting his or her local human resources representative. The Optionee authorizes the recipients to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes of implementing, administering and managing his or her participation in the Plan, including any requisite transfer of such Data as may be required to a broker, escrow agent or other third party with whom the Shares received upon exercise of the Options may be deposited. The Optionee understands that Data will be held only as long as is necessary to implement, administer and manage his or her participation in the Plan. The Optionee understands that he or she may, at any time, view Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting in writing his or her local human resources representative. The Optionee understands, however, that refusal or withdrawal of consent may affect his or her ability to participate in the Plan. For more information on the consequences of his or her refusal to consent or withdrawal of consent, the Optionee understands that he or she may contact his or her local human resources representative.

18. Amendment of Agreement. This Agreement may be amended only by a writing which specifically states that it amends this Agreement. Notwithstanding the foregoing, this Agreement may be amended unilaterally by the Committee by a writing which specifically states that it is amending this Agreement, so long as a copy of such amendment is delivered to the Optionee, and provided that no such amendment adversely affects the rights of the Optionee. Limiting the foregoing, the Committee reserves the right to change, by written notice to the Optionee, the provisions of the Options or this Agreement in any way it may deem necessary or advisable to carry out the purpose of the grant as a result of any change in applicable laws or regulations or any future law, regulation, ruling, or judicial decision, or, to the extent permissible under the Plan (including, but not limited to, Sections 10 and 14 of the Plan).

19. Notices. Any notice to be given under the terms of this Agreement to the Company shall be addressed to the Company in care of its Stock Administrator. Any notice to be given to the Optionee shall be addressed to the Optionee at the address listed in the Employer's records. By a notice given pursuant to this Section, either party may designate a different address for notices. Any notice shall have been deemed given when actually delivered.

20. Construction. The Options are being issued pursuant to the Plan and are subject to the terms of the Plan. A copy of the Plan is available upon request during normal business hours at the principal executive offices of the Company. To the extent that any provision of this Agreement violates or is inconsistent with a provision of the Plan, the Plan provision shall govern and any inconsistent provision in this Agreement shall be of no force or effect.

21. Entire Agreement. The Plan is incorporated herein by reference. The Plan and this Agreement constitute the entire agreement of the Company and the Optionee with respect to

the subject matter hereof and, unless indicated otherwise herein, supersede in their entirety all prior undertakings and agreements of the Company and the Optionee with respect to the subject matter hereof.

22. Language. If the Optionee has received this Agreement or any other document related to the Plan translated into a language other than English and if the translated version is different than the English version, the English version will control.

23. Electronic Delivery. The Company may, in its sole discretion, decide to deliver any documents related to the Options granted under the Plan and participation in the Plan or future Options that may be granted under the Plan by electronic means or to request the Optionee's consent to participate in the Plan by electronic means. The Optionee hereby consents to receive such documents by electronic delivery and, if requested, to agree to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

24. Miscellaneous.

(a) The Company has established the Plan voluntarily, it is discretionary in nature and the Board may terminate, amend, or modify the Plan at any time; provided, however, that no such termination, amendment, or modification of the Plan may in any way adversely affect the Optionee's rights under this Agreement, without the Optionee's written approval unless such termination, amendment, or modification of the Plan is necessary in order to comply with any change in applicable laws or regulations or any future law, regulation, ruling, or judicial decision or as otherwise permissible under the Plan (including, but not limited to, Sections 10 and 14 of the Plan).

(b) All obligations of the Company under the Plan and this Agreement in a Change of Control shall be governed by the Plan.

(c) To the extent not preempted by federal law, this Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, without regard to its principles of conflict of laws.

25. Acceptance of Terms and Conditions. By accepting the terms and conditions applicable to the Option, the Optionee agrees to abide by all of the governing terms and provisions of the Plan and this Agreement. Additionally, the Optionee acknowledges having read and understood the terms and conditions of the Plan and this Agreement and has had an opportunity to obtain the advice of counsel prior to accepting this Agreement. **The Optionee must accept his or her agreement to abide by the terms and conditions of the Plan and Agreement by executing this Agreement electronically or, if otherwise instructed by the Company, by printing and signing a paper copy of this Agreement and returning it to the appropriate Company representative. In addition, the exercise of this Option shall be considered an additional acknowledgment of the terms and conditions contained in the Plan and Agreement.**

* * * * *

OPTIONEE SIGNATURE

PRINTED NAME

DATE

RULE 13a-14(a)/15d-14(a) CERTIFICATION (PRINCIPAL EXECUTIVE OFFICER)

I, Martin B. Anstice, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Lam Research Corporation;
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)) 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 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.

May 9, 2013

/s/ Martin B. Anstice

Martin B. Anstice

President and Chief Executive Officer

RULE 13a-14(a)/15d-14(a) CERTIFICATION (PRINCIPAL FINANCIAL OFFICER)

I, Douglas R. Bettinger, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Lam Research Corporation;
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)) 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 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.

May 9, 2013

/s/ Douglas R. Bettinger

Douglas R. Bettinger

Executive Vice President, Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

SECTION 1350 CERTIFICATION (PRINCIPAL EXECUTIVE OFFICER)

In connection with the Quarterly Report of Lam Research Corporation (the "Company") on Form 10-Q for the fiscal period ending March 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Martin B. Anstice, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

May 9, 2013

/s/ Martin B. Anstice

Martin B. Anstice

President and Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liability of that section. Such certification will not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

SECTION 1350 CERTIFICATION (PRINCIPAL FINANCIAL OFFICER)

In connection with the Quarterly Report of Lam Research Corporation (the "Company") on Form 10-Q for the fiscal period ending March 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Douglas R. Bettinger, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

May 9, 2013

/s/ Douglas R. Bettinger

Douglas R. Bettinger

Executive Vice President, Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liability of that section. Such certification will not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.