

**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 28, 2010

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)

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

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

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

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

As of April 29, 2010, there were 126,533,883 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>	
Item 1.	
Financial Statements (Unaudited):	
Consolidated Balance Sheets as of March 28, 2010 and June 28, 2009	3
Condensed Consolidated Statements of Operations for the three and nine months ended March 28, 2010 and March 29, 2009	4
Condensed Consolidated Statements of Cash Flows for the nine months ended March 28, 2010 and March 29, 2009	5
Notes to Condensed Consolidated Financial Statements	6
Item 2.	25
Item 3.	39
Item 4.	39
<u>PART II. Other Information</u>	
Item 1.	40
Item 1A.	40
Item 2.	46
Item 3.	47
Item 4.	47
Item 5.	47
Item 6.	47
Signatures	48
Exhibit Index	49
EX-4.13	
EX-31.1	
EX-31.2	
EX-32.1	
EX-32.2	

PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

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

	March 28, 2010 <u>(unaudited)</u>	June 28, 2009 <u>(1)</u>
ASSETS		
Cash and cash equivalents	\$ 461,369	\$ 374,167
Short-term investments	217,178	205,221
Accounts receivable, less allowance for doubtful accounts of \$10,722 as of March 28, 2010 and \$10,719 as of June 28, 2009	521,810	253,585
Inventories	281,469	233,410
Deferred income taxes	49,363	69,043
Prepaid expenses and other current assets	73,546	101,714
Total current assets	1,604,735	1,237,140
Property and equipment, net	203,037	215,666
Restricted cash and investments	165,284	178,439
Deferred income taxes	14,380	17,007
Goodwill	169,182	169,182
Intangible assets, net	73,686	91,605
Other assets	94,055	84,145
Total assets	<u>\$ 2,324,359</u>	<u>\$ 1,993,184</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Trade accounts payable	\$ 126,922	\$ 49,606
Accrued expenses and other current liabilities	262,733	281,335
Deferred profit	138,194	45,787
Current portion of long-term debt and capital leases	5,512	5,348
Total current liabilities	533,361	382,076
Long-term debt and capital leases	20,314	40,886
Income taxes payable	113,364	102,999
Other long-term liabilities	12,872	14,134
Total liabilities	679,911	540,095
Commitments and contingencies		
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 - 126,037 shares at March 28, 2010 and 126,532 shares at June 28, 2009	126	127
Additional paid-in capital	1,421,608	1,377,231
Treasury stock, at cost, 36,274 shares at March 28, 2010 and 34,679 shares at June 28, 2009	(1,555,006)	(1,495,693)
Accumulated other comprehensive loss	(50,890)	(52,822)
Retained earnings	1,828,610	1,624,246
Total stockholders' equity	1,644,448	1,453,089
Total liabilities and stockholders' equity	<u>\$ 2,324,359</u>	<u>\$ 1,993,184</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 28, 2010</u>	<u>March 29, 2009</u>	<u>March 28, 2010</u>	<u>March 29, 2009</u>
Total revenue	\$632,763	\$ 174,412	\$1,438,487	\$ 898,182
Cost of goods sold	339,892	127,680	795,810	556,212
Cost of goods sold - restructuring and asset impairments	—	10,217	—	20,993
Cost of goods sold - 409A expense	—	—	(10,168)	—
Total costs of goods sold	<u>339,892</u>	<u>137,897</u>	<u>785,642</u>	<u>577,205</u>
Gross margin	292,871	36,515	652,845	320,977
Research and development	81,845	70,434	235,215	220,778
Selling, general and administrative	61,933	58,515	174,163	185,813
Goodwill impairment	—	89,076	—	89,076
Restructuring and asset impairments	—	13,028	8,012	39,117
409A expense	—	646	(34,238)	2,250
Total operating expenses	<u>143,778</u>	<u>231,699</u>	<u>383,152</u>	<u>537,034</u>
Operating income (loss)	149,093	(195,184)	269,693	(216,057)
Other income, net	1,616	13,497	1,190	15,281
Income (loss) before income taxes	150,709	(181,687)	270,883	(200,776)
Income tax expense	30,408	16,672	64,211	12,882
Net income (loss)	<u>\$120,301</u>	<u>\$(198,359)</u>	<u>\$ 206,672</u>	<u>\$(213,658)</u>
Net income (loss) per share:				
Basic net income (loss) per share	<u>\$ 0.94</u>	<u>\$ (1.58)</u>	<u>\$ 1.63</u>	<u>\$ (1.70)</u>
Diluted net income (loss) per share	<u>\$ 0.94</u>	<u>\$ (1.58)</u>	<u>\$ 1.61</u>	<u>\$ (1.70)</u>
Number of shares used in per share calculations:				
Basic	<u>127,307</u>	<u>125,566</u>	<u>127,127</u>	<u>125,368</u>
Diluted	<u>128,587</u>	<u>125,566</u>	<u>128,368</u>	<u>125,368</u>

See Notes to Condensed Consolidated Financial Statements

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

	Nine Months	
	March 28, 2010	March 29, 2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ 206,672	\$(213,658)
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:		
Depreciation and amortization	53,737	54,723
Deferred income taxes	22,351	10,632
Restructuring charges, net	8,012	60,110
Goodwill impairment	—	89,076
Equity-based compensation expense	38,134	39,684
Income tax benefit on equity-based compensation plans	691	(13,121)
Excess tax benefit on equity-based compensation plans	(973)	6,510
Other, net	2,542	6,818
Changes in operating asset and liabilities:	(145,886)	(60,783)
Net cash provided by (used for) operating activities	<u>185,280</u>	<u>(20,009)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures and intangible assets	(23,548)	(38,434)
Acquisitions of businesses, net of cash acquired	—	(19,457)
Purchases of available-for-sale securities	(92,868)	(198,311)
Sales and maturities of available-for-sale securities	78,839	279,019
Purchase of other investments	(961)	(3,439)
Transfer of restricted cash and investments	13,155	(47,748)
Other	—	(10,375)
Net cash used for investing activities	<u>(25,383)</u>	<u>(38,745)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal payments on long-term debt and capital lease obligations	(20,424)	(255,136)
Net proceeds from issuance of long-term debt	336	625
Excess tax benefit on equity-based compensation plans	973	(6,510)
Treasury stock purchases	(75,172)	(27,749)
Reissuances of treasury stock	11,279	13,526
Proceeds from issuance of common stock	7,823	5,727
Net cash used for financing activities	<u>(75,185)</u>	<u>(269,517)</u>
Effect of exchange rate changes on cash	2,490	(29,618)
Net increase (decrease) in cash and cash equivalents	87,202	(357,889)
Cash and cash equivalents at beginning of period	<u>374,167</u>	<u>732,537</u>
Cash and cash equivalents at end of period	<u>\$ 461,369</u>	<u>\$ 374,648</u>

See Notes to Condensed Consolidated Financial Statements

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 28, 2010
(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 28, 2009, which are included in the Annual Report on Form 10-K as of and for the year ended June 28, 2009 (the “2009 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 Company’s reporting period is a 52/53-week fiscal year. The Company’s current fiscal year will end June 27, 2010 and includes 52 weeks. The quarters ended March 28, 2010 (the “March 2010 quarter”) and March 29, 2009 (the “March 2009 quarter”) each included 13 weeks.

Certain amounts presented in the comparative financial statements for prior years have been reclassified to conform to the fiscal year 2010 presentation.

NOTE 2 — RECENT ACCOUNTING PRONOUNCEMENTS

In December 2007, the Financial Accounting Standards Board (“FASB”) revised the authoritative guidance for business combinations. The guidance establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquiree and the goodwill acquired. The revised guidance also establishes disclosure requirements to enable readers to evaluate the nature and financial effects of the business combination. The accounting treatment of tax benefits from acquired companies has changed under the revised guidance. Any changes to the tax benefits associated with valuation allowances related to business combinations will be recorded through income tax expense. The Company adopted the revised guidance on June 29, 2009 and the adoption did not have a significant impact on its results of operations or financial condition.

In December 2007, the FASB issued guidance that establishes accounting and reporting standards for the treatment of noncontrolling interests in a subsidiary. Noncontrolling interests in a subsidiary are reported as a component of equity in the consolidated financial statements and any retained noncontrolling equity investment when a subsidiary is deconsolidated is initially measured at fair value. The Company adopted the guidance on June 29, 2009 and the adoption did not have a significant impact on its results of operations or financial condition.

In April 2009, the FASB issued guidance that requires publicly-traded companies to provide disclosures on the fair value of financial instruments in interim financial statements. The Company adopted this guidance on June 29, 2009 and the adoption resulted in expanded disclosures but did not have a material impact on the Company’s consolidated results of operations or financial condition.

In June 2009, the FASB issued the FASB Accounting Standards Codification (“Codification”). The Codification is the single source for all authoritative GAAP recognized by the FASB to be applied for financial statements issued for periods ending after September 15, 2009. The Codification does not change GAAP and did not have a material impact on the Company’s financial statements.

In September 2009, the FASB ratified guidance from the Emerging Issues Task Force (“EITF”) regarding revenue arrangements with multiple deliverables. This guidance addresses criteria for separating the consideration in multiple-element arrangements and requires companies to allocate the overall consideration to each deliverable by using a best estimate of the selling price of individual deliverables in the arrangement in the absence of vendor-specific objective evidence or other third-party evidence of the selling price. This guidance will be effective for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010 and early adoption is permitted. The Company is currently evaluating the potential impact, if any, the adoption of this guidance will have on its consolidated results of operations or financial condition.

In September 2009, the FASB also ratified guidance from the EITF regarding certain revenue arrangements that include software elements. This guidance modifies the scope of the software revenue recognition rules to exclude (a) non-software components of tangible products and (b) software components of tangible products that are sold, licensed, or leased with tangible products when the software components and non-software components of the tangible product function together to deliver the tangible product’s essential functionality. This guidance will be effective for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010 and early adoption is permitted. The Company is currently evaluating the potential impact, if any, the adoption of this guidance will have on its consolidated results of operations or financial condition.

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

NOTE 3 — EQUITY-BASED COMPENSATION PLANS

The Company has adopted stock plans that provide for grants of equity-based awards to eligible participants, including stock options and restricted stock units, of Lam Research common stock (“Common Stock”). The Company also has an employee stock purchase plan (“ESPP”) 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 consolidated statements of operations:

	Three Months Ended		Nine Months Ended	
	March 28, 2010	March 29, 2009	March 28, 2010	March 29, 2009
	(in millions)			
Equity-based compensation expense	\$ 10.9	\$ 10.2	\$ 38.1	\$ 39.7
Income tax benefit related to equity-based compensation expense	\$ 1.7	\$ 1.7	\$ 6.1	\$ 6.9

The estimated fair value of the Company’s stock-based awards, less expected forfeitures, is amortized over the awards’ vesting periods on a straight-line basis.

Stock Options and Restricted Stock Units

The 2007 Stock Incentive Plan provides for grants of equity-based awards to eligible participants. Additional shares are reserved for issuance under the Company’s 1997 Stock Incentive Plan and its 1999 Stock Option Plan pursuant to awards previously granted under those plans (together with the 2007 Stock Incentive Plan, the “Plans”). As of March 28, 2010, there were a total of 4,157,350 shares reserved for issuance pursuant to outstanding equity-based awards under the Plans. As of March 28, 2010, there were an additional 9,549,498 shares reserved and available for future equity-based awards under the 2007 Stock Incentive Plan.

A summary of stock option activity under the Plans as of March 28, 2010 and changes during the nine months then ended is presented below:

Options	Shares (in thousands)	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (years)	Aggregate Intrinsic Value as of March 28, 2010 (in thousands)
Outstanding at June 28, 2009	1,590	\$ 22.10	2.50	
Exercised	(431)	\$ 18.22		
Forfeited or expired	(31)	\$ 37.50		
Outstanding at March 28, 2010	<u>1,128</u>	\$ 23.14	2.44	\$ 15,425
Exercisable at March 28, 2010	<u>650</u>	\$ 25.30	1.37	\$ 7,644

The total intrinsic value of options exercised was as follows:

	Three Months Ended		Nine Months Ended	
	March 28, 2010	March 29, 2009	March 28, 2010	March 29, 2009
	(in millions)			
Intrinsic value of options exercised	\$ 0.9	\$ 1.8	\$ 7.0	\$ 6.1

As of March 28, 2010, there was approximately \$1.7 million of total unrecognized compensation expense related to unvested stock options granted and outstanding; that expense is expected to be recognized over a remaining period of 0.9 years.

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

Cash received from stock option exercises was as follows:

	Three Months Ended		Nine Months Ended	
	March 28, 2010	March 29, 2009	March 28, 2010	March 29, 2009
	(in millions)			
Cash received from stock option exercises	\$ 1.4	\$ 1.3	\$ 7.8	\$ 5.7

A summary of the Company's restricted stock units as of March 28, 2010 and changes during the nine months then ended is presented below:

Unvested Restricted Stock Units	Shares (in thousands)	Average Grant- Date Fair Value
Unvested at June 28, 2009	2,520	\$ 30.32
Granted	1,325	\$ 34.53
Vested	(652)	\$ 39.03
Forfeited	(163)	\$ 34.29
Unvested at March 28, 2010	<u>3,030</u>	<u>\$ 30.02</u>

The fair value of the Company's restricted stock units was calculated based upon the fair market value of the Company's stock at the date of grant. As of March 28, 2010, there was \$67.6 million of total unrecognized compensation expense related to unvested restricted stock units granted; that expense is expected to be recognized over a weighted average remaining period of 1.89 years.

ESPP

The 1999 Employee Stock Purchase Plan (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 lasts up to 12 months and includes up to three interim purchase dates. As of March 28, 2010, there were a total of 8,681,166 shares available for issuance under the 1999 ESPP.

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 28, 2010:

	Three Months Ended March 28, 2010	Nine Months Ended March 28, 2010
Expected term:	0.70 years	0.78 years
Expected volatility:	40.66%	59.07%
Risk-free interest rate:	0.69%	0.61%

As of March 28, 2010, there was \$5.1 million of unrecognized compensation expense related to the 1999 ESPP which is expected to be recognized over the next 0.8 years.

NOTE 4 — FINANCIAL INSTRUMENTS

Fair Value

Pursuant to the accounting guidance for fair value measurement and its subsequent updates, we define 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.

The FASB has established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. An asset or liability's level 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.

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

The following table sets forth the Company's financial assets and liabilities measured at fair value on a recurring basis as of March 28, 2010:

	Fair Value Measurement at March 28, 2010			
	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				
Fixed income				
Money market funds	\$381,223	\$ 381,223	\$ —	\$ —
Municipal notes and bonds	102,905	—	102,905	—
US treasury & agencies	4,181	4,181	—	—
Government-sponsored enterprises	16,308	—	16,308	—
Bank and corporate notes	234,181	171,024	62,929	228
Mortgage backed securities - residential	6,987	—	6,987	—
Mortgage backed securities - commercial	23,640	—	23,640	—
Total fixed income	\$769,425	\$ 556,428	\$ 212,769	\$ 228
Equities	5,986	5,986	—	—
Mutual funds	16,507	16,507	—	—
Derivatives assets	452	—	452	—
Total	<u>\$792,370</u>	<u>\$ 578,921</u>	<u>\$ 213,221</u>	<u>\$ 228</u>
Liabilities				
Derivative liabilities	<u>\$ 1,449</u>	<u>\$ —</u>	<u>\$ 1,449</u>	<u>\$ —</u>

The amounts in the table above are reported in the consolidated balance sheet as of March 28, 2010 as follows:

<u>Reported as:</u>	<u>Total</u>	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>
	(In thousands)			
Cash equivalents	\$387,362	\$387,362	\$ —	\$ —
Short-term investments	217,178	4,181	212,769	228
Restricted cash and investments	164,885	164,885	—	—
Prepaid expenses and other current assets	452	—	452	—
Other assets	22,493	22,493	—	—
	<u>\$792,370</u>	<u>\$578,921</u>	<u>\$213,221</u>	<u>\$ 228</u>
Accrued expenses and other current liabilities	<u>\$ 1,449</u>	<u>\$ —</u>	<u>\$ 1,449</u>	<u>\$ —</u>

At March 28, 2010, the fair value of Level 3 assets measured on a recurring basis was \$0.2 million and consisted of a corporate note security. Fair values were based on non-binding, broker-provided price quotes and may not have been corroborated by observable market data.

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

The following table sets forth the Company's financial assets and liabilities measured at fair value on a recurring basis as of June 28, 2009.

	Fair Value Measurement at June 28, 2009			
	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				
Fixed income				
Money market funds	\$273,439	\$ 273,439	\$ —	\$ —
Municipal notes and bonds	103,618	—	103,618	—
US treasury & agencies	24,184	24,184	—	—
Government-sponsored enterprises	6,323	—	6,323	—
Foreign governments	1,024	—	1,024	—
Bank and corporate notes	228,171	183,171	45,000	—
Mortgage backed securities - residential	11,630	—	11,630	—
Mortgage backed securities - commercial	13,442	—	13,442	—
Total fixed income	\$661,831	\$ 480,794	\$ 181,037	\$ —
Equities	4,961	4,961	—	—
Mutual funds	—	—	—	—
Derivatives assets	74	—	74	—
Total	\$666,866	\$ 485,755	\$ 181,111	\$ —
Liabilities				
Derivative liabilities	\$ 69	\$ —	\$ 69	\$ —

The amounts in the table above are reported in the consolidated balance sheet as of June 28, 2009 as follows:

Reported as:	Total	Level 1	Level 2	Level 3
	(In thousands)			
Cash equivalents	\$278,304	\$278,304	\$ —	\$ —
Short-term investments	205,221	24,184	181,037	—
Restricted cash and investments	178,306	178,306	—	—
Prepaid expenses and other current assets	74	—	74	—
Other assets	4,961	4,961	—	—
	\$666,866	\$485,755	\$181,111	\$ —
Accrued expenses and other current liabilities	\$ 69	\$ —	\$ 69	\$ —

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

Investments

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

	March 28, 2010				June 28, 2009			
	Cost	Unrealized Gain	Unrealized (Loss)	Fair Value	Cost	Unrealized Gain	Unrealized (Loss)	Fair Value
Cash	\$ 74,406	\$ —	\$ —	\$ 74,406	\$ 95,996	\$ —	\$ —	\$ 95,996
Fixed income money market funds	381,223	—	—	381,223	273,439	—	—	273,439
Municipal notes and bonds	101,105	1,832	(32)	102,905	101,587	2,069	(38)	103,618
US treasury & agencies	4,095	86	—	4,181	23,828	387	(31)	24,184
Government-sponsored enterprises	16,278	61	(31)	16,308	6,177	146	—	6,323
Foreign governments	—	—	—	—	1,024	—	—	1,024
Bank and corporate notes	232,844	1,415	(78)	234,181	227,244	1,025	(98)	228,171
Mortgage backed securities—residential	6,648	339	—	6,987	11,328	385	(83)	11,630
Mortgage backed securities—commercial	23,481	248	(89)	23,640	13,465	166	(189)	13,442
Total cash and short-term investments	<u>\$840,080</u>	<u>\$ 3,981</u>	<u>\$ (230)</u>	<u>\$843,831</u>	<u>\$754,088</u>	<u>\$ 4,178</u>	<u>\$ (439)</u>	<u>\$757,827</u>
Publicly traded equity securities	\$ 9,321	\$ —	\$ (3,335)	\$ 5,986	\$ 8,359	\$ —	\$ (3,398)	\$ 4,961
Mutual funds	16,277	230	—	16,507	—	—	—	—
Total financial instruments	<u>\$865,678</u>	<u>\$ 4,211</u>	<u>\$ (3,565)</u>	<u>\$866,324</u>	<u>\$762,447</u>	<u>\$ 4,178</u>	<u>\$ (3,837)</u>	<u>\$762,788</u>
As Reported								
Cash and cash equivalents	\$461,369	\$ —	\$ —	\$461,369	\$374,167	\$ —	\$ —	\$374,167
Short-term investments	213,427	3,981	(230)	217,178	201,482	4,178	(439)	205,221
Restricted cash and investments	165,284	—	—	165,284	178,439	—	—	178,439
Other assets	25,598	230	(3,335)	22,493	8,359	—	(3,398)	4,961
Total	<u>\$865,678</u>	<u>\$ 4,211</u>	<u>\$ (3,565)</u>	<u>\$866,324</u>	<u>\$762,447</u>	<u>\$ 4,178</u>	<u>\$ (3,837)</u>	<u>\$762,788</u>

The Company accounts for its investment portfolio at fair value. Realized gains (losses) for investments sold 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 no realized losses on investments due to other-than-temporary impairment charges during the three months ended March 28, 2010. During the nine months ended March 28, 2010 the Company recognized \$0.9 million of realized losses on investments due to other-than-temporary impairment. The Company recognized \$1.5 million of realized loss on investments due to other-than-temporary impairment charges during both the three and nine months ended March 29, 2009. Additionally, the Company realized gains (losses) from sales of investments of \$0.5 million and \$0.6 million in the three and nine months ended March 28, 2010, respectively, and \$(0.1) million and \$(0.6) million during the three and nine months ended March 29, 2009, respectively.

The following is an analysis of the Company's fixed income securities in unrealized loss positions as of March 28, 2010 (in thousands):

	March 28, 2010					
	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
Fixed Income Securities						
Municipal Notes and Bonds	\$ 9,625	\$ (32)	\$ —	\$ —	\$ 9,625	\$ (32)
Government-Sponsored Enterprises	4,644	(31)	—	—	4,644	(31)
Bank and Corporate Bonds	15,935	(73)	257	(5)	16,192	(78)
Mortgage Backed Securities - Commercial	4,495	(41)	423	(48)	4,918	(89)
Total Fixed Income	<u>\$ 34,699</u>	<u>\$ (177)</u>	<u>\$ 680</u>	<u>\$ (53)</u>	<u>\$35,379</u>	<u>\$ (230)</u>

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

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

	March 28, 2010		June 28, 2009	
	Cost	Estimated Fair Value	Cost	Estimated Fair Value
	(in thousands)			
Due in less than one year	\$608,853	\$ 609,610	\$504,359	\$ 504,597
Due in more than one year	156,821	159,815	153,732	157,233
	<u>\$765,674</u>	<u>\$ 769,425</u>	<u>\$658,091</u>	<u>\$ 661,830</u>

Management has the ability, if necessary, to liquidate any of its 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 exchange 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 exchange forward contracts are creditworthy multinational financial institutions; therefore, we do not consider the risk of counterparty nonperformance to be material.

Cash Flow Hedges

The Company's policy is to attempt to minimize short-term business exposure to foreign currency exchange rate fluctuations using an effective and efficient method to eliminate or reduce such exposures. In the normal course of business, the Company's financial position is routinely subjected to market risk associated with foreign currency exchange rate fluctuations. To protect against a reduction in value of forecasted Japanese yen-denominated revenues, the Company has instituted a foreign currency cash flow hedging program. The Company enters into foreign exchange forward contracts that generally expire within 12 months and no later than 24 months. These foreign exchange 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 revenue in the same period the hedged revenue is recognized.

At inception and at each quarter end, hedges are tested for effectiveness using regression testing. Changes in the fair value of foreign exchange forward contracts due to changes in time value are excluded from the assessment of effectiveness and are recognized in revenue in the current period. The change in forward time value was not material for all reported periods. There were no gains or losses during the three and nine months ended March 28, 2010 and the three months ended March 29, 2009 associated with ineffectiveness or forecasted transactions that failed to occur. There were \$4.0 million of deferred net losses, net of tax, associated with ineffectiveness related to forecasted transactions that were no longer considered probable of occurring and were recognized in "Other income (expense), net" in the Company's consolidated statements of operations during the nine months ended March 29, 2009. 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.

To receive hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedge and the hedges must be highly effective in offsetting changes to future cash flows on hedged transactions. When derivative instruments are designated and qualify as effective cash flow hedges, the Company is able to defer 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 without the benefits of offsets or deferrals of changes in fair value arising from hedge accounting treatment. At March 28, 2010, the Company expects to reclassify the entire amount associated with the \$0.2 million of gains accumulated in other comprehensive income to earnings during the next 12 months due to the recognition in earnings of the hedged forecasted transactions.

Balance Sheet Hedges

The Company also enters into foreign exchange forward contracts to hedge the effects of foreign currency fluctuations associated with foreign currency denominated assets and liabilities, primarily intercompany receivables and payables. These foreign exchange 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](#)

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

As of March 28, 2010, the Company had the following outstanding foreign currency forward contracts that were entered into to hedge forecasted revenues and purchases:

Foreign Currency Forward Contracts	Derivatives Designated as SFAS 133 Hedging Instruments:	Derivatives Not Designated as SFAS 133 Hedging Instruments:
	(in thousands)	
Sell JPY	\$ 33,249	\$ —
Sell JPY	—	35,457
Buy CHF	—	195,898
Buy EUR	—	56,340
Buy TWD	—	50,641
	<u>\$ 33,249</u>	<u>\$ 338,336</u>

The fair value of derivatives instruments in the Company's condensed consolidated balance sheets as of March 28, 2010 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 SFAS 133 hedging instruments:				
Foreign exchange forward contracts	Prepaid expense and other assets	\$ 215	Accrued liabilities	\$ —
Derivatives not designated as hedging instruments under SFAS 133:				
Foreign exchange forward contracts	Prepaid expense and other assets	237	Accrued liabilities	1,449
Total derivatives		\$ 452		\$1,449

The effect of derivative instruments designated as cash flow hedges on the Company's condensed consolidated statements of operations for the nine months ended March 28, 2010 and March 29, 2009 were as follows:

	Nine Months Ended March 28, 2010			
	Gain (Loss) Recognized (Effective Portion) (1)	Gain (Loss) Recognized (Effective Portion) (2)	Gain (Loss) Recognized (Ineffective Portion) (3)	Gain (Loss) Recognized (Excluded from Effectiveness Testing) (4)
	(in thousands)			
Derivatives Designated as SFAS 133 Hedging Instruments:				
Foreign exchange forward contracts	\$ (366)	\$ (561)	\$ —	\$ 60

	Nine Months Ended March 29, 2009			
	Gain (Loss) Recognized (Effective Portion) (1)	Gain (Loss) Recognized (Effective Portion) (2)	Gain (Loss) Recognized (Ineffective Portion) (3)	Gain (Loss) Recognized (Excluded from Effectiveness Testing) (4)
	(in thousands)			
Derivatives Designated as SFAS 133 Hedging Instruments:				
Foreign exchange forward contracts	\$(10,078)	\$ (4,363)	\$ (2,973)	\$ 1,449

- (1) Amount recognized in other comprehensive income (effective portion).
- (2) Amount of gain (loss) reclassified from accumulated other comprehensive income into income (effective portion) located in revenue.
- (3) Amount of gain (loss) recognized in income on derivative (ineffective portion) located in other income (expense), net.
- (4) Amount of gain (loss) recognized in income on derivative (amount excluded from effectiveness testing) located in other income (expense), net.

The effect of derivative instruments not designated as cash flow hedges on the Company's condensed consolidated statement of operations for the nine months ended March 28, 2010 and March 29, 2009 were as follows:

	Nine Months Ended	
	March 28, 2010	March 29, 2009
	Gain (Loss) Recognized (5)	Gain (Loss) Recognized (5)
	(in thousands)	
Derivatives Not Designated as SFAS 133 Hedging Instruments:		
Foreign exchange forward contracts	\$ (5,041)	\$ (7,027)

- (5) Amount of gain (loss) recognized in income located in other income (expense), net.

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of 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 major financial institutions in various countries throughout the world. Such deposits may be in excess of insured limits. Management believes that the financial institutions that hold the Company's cash are financially sound and, accordingly, minimal credit risk exists with respect to these balances.

The Company's available-for-sale securities, which are invested in taxable financial instruments, must have a minimum rating of A2 / A, as rated by two of the following three rating agencies: Moody's, Standard & Poor's (S&P), or Fitch. Available-for-sale securities that are invested in tax-exempt financial instruments must have a minimum rating of A2 / A, as rated by any one of the same three rating agencies. 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 changes. These counterparties are large international financial institutions and to date, no such counterparty has failed to meet its financial obligations to the Company. The Company does not anticipate nonperformance by these counterparties.

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.

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 inventory and carried at cost until title transfers. Inventories consist of the following:

	<u>March 28, 2010</u>	<u>June 28, 2009</u>
	(in thousands)	
Raw materials	\$148,848	\$145,421
Work-in-process	65,826	35,487
Finished goods	66,795	52,502
	<u>\$281,469</u>	<u>\$233,410</u>

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

NOTE 6 — PROPERTY AND EQUIPMENT, NET

Property and equipment, net, consists of the following:

	March 28, 2010	June 28, 2009
(in thousands)		
Manufacturing, engineering and office equipment	\$ 244,920	\$ 254,397
Computer equipment and software	75,283	69,567
Land	15,788	16,550
Buildings	63,215	64,488
Leasehold improvements	57,155	52,115
Furniture and fixtures	13,779	13,295
	<u>470,140</u>	<u>470,412</u>
Less: accumulated depreciation and amortization	<u>(267,103)</u>	<u>(254,746)</u>
	<u>\$ 203,037</u>	<u>\$ 215,666</u>

NOTE 7 — GOODWILL AND INTANGIBLE ASSETS

Goodwill

The balance of goodwill was \$169.2 million as of March 28, 2010 and June 28, 2009. Goodwill attributable to the SEZ acquisition of approximately \$104 million is not tax deductible due to applicable foreign law. The remaining goodwill balance of approximately \$65 million is tax deductible.

Intangible Assets

The following table provides details of the Company's intangible assets subject to amortization as of March 28, 2010 (in thousands, except years):

	Gross	Accumulated Amortization	Changes in Foreign Currency Exchange Rates	Net	Weighted- Average Useful Life (years)
Customer relationships	\$ 35,226	\$ (17,273)	\$ —	\$17,953	6.90
Existing technology	61,598	(17,868)	(7,204)	36,526	6.70
Other intangible assets	35,216	(24,595)	(1,298)	9,323	4.10
Patents	20,270	(10,386)	—	9,884	6.13
	<u>\$152,310</u>	<u>\$ (70,122)</u>	<u>\$ (8,502)</u>	<u>\$73,686</u>	6.07

The following table provides details of the Company's intangible assets subject to amortization as of June 28, 2009 (in thousands, except years):

	Gross	Accumulated Amortization	Changes in Foreign Currency Exchange Rates	Net	Weighted- Average Useful Life (years)
Customer relationships	\$ 35,226	\$ (13,557)	\$ —	\$21,669	6.90
Existing technology	61,598	(11,799)	(7,204)	42,595	6.70
Other intangible assets	35,216	(18,924)	(1,298)	14,994	4.10
Patents	20,270	(7,923)	—	12,347	6.13
	<u>\$152,310</u>	<u>\$ (52,203)</u>	<u>\$ (8,502)</u>	<u>\$91,605</u>	6.07

The Company recognized \$6.0 million and \$6.2 million in intangible asset amortization expense during the three months ended March 28, 2010 and March 29, 2009, respectively. The Company recognized \$17.9 million and \$18.2 million in intangible asset amortization expense during the nine months ended March 28, 2010 and March 29, 2009, respectively.

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

The estimated future amortization expense of purchased intangible assets as of March 28, 2010 is as follows (in thousands):

<u>Fiscal Year</u>	<u>Amount</u>
2010 (3 months)	\$ 6,193
2011	21,206
2012	17,956
2013	16,525
2014	9,956
Thereafter	1,850
	<u>\$73,686</u>

NOTE 8 — ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consist of the following:

	<u>March 28, 2010</u>	<u>June 28, 2009</u>
	(in thousands)	
Accrued compensation	\$134,339	\$171,609
Warranty reserves	27,605	21,185
Income and other taxes payable	50,559	31,970
Other	50,230	56,571
	<u>\$262,733</u>	<u>\$281,335</u>

Income and other taxes payable increased \$18.6 million as of March 28, 2010 as compared to June 28, 2009 primarily due to an increase in corporate income taxes consistent with the change in profit before tax.

Following a voluntary independent review of the Company's historical employee stock option grant process, the Company considered whether Section 409A ("Section 409A") of the Internal Revenue Code of 1986, as amended ("IRC") and similar provisions of state law would apply to certain stock option grants that were found to have intrinsic value at the time of their respective measurement dates. If a stock option is not considered as issued with an exercise price of at least the fair market value of the underlying stock on the date of grant, it may be subject to penalty taxes under Section 409A and similar provisions of state law. In such a case, such taxes may be assessed not only on the intrinsic value increase, but on the entire stock option gain as measured at various times. On March 30, 2008, the Board of Directors of the Company authorized the Company to assume potential tax liabilities of certain employees, including the Company's Chief Executive Officer and certain other executive officers, relating to options that might be subject to Section 409A and similar provisions of state law. The assumed Section 409A liability was \$53.7 million as of June 28, 2009 and is included in accrued compensation in the table above.

During the six months ended December 27, 2009, the Company reached a final settlement with respect to its Section 409A liabilities, which resulted in a reduction of the liability and net credits recognized in the statements of operations of \$(10.2) million recorded in cost of goods sold and \$(34.2) million recorded in operating expenses. The determinations from the 2007 voluntary independent stock option review are more fully described in Note 3, "Restatement of Consolidated Financial Statements" to Consolidated Financial Statements in Item 8 of the Company's 2007 Form 10-K and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 of the Company's 2007 Form 10-K.

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

NOTE 9 — OTHER INCOME (EXPENSE), NET

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

	Three Months Ended		Nine Months Ended	
	March 28, 2010	March 29, 2009	March 28, 2010	March 29, 2009
	(in thousands)			
Interest income	\$ 2,863	\$ 5,360	\$ 6,919	\$21,287
Interest expense	(434)	(1,146)	(868)	(6,182)
Foreign exchange gains (losses)	650	10,911	(1,339)	612
Other, net	(1,463)	(1,628)	(3,522)	(436)
	<u>\$ 1,616</u>	<u>\$13,497</u>	<u>\$ 1,190</u>	<u>\$15,281</u>

Interest income decreased in the three and nine months ended March 28, 2010 compared with the three and nine months ended March 29, 2009. Decreases in interest income during these comparative periods were primarily attributable to decreases in the Company's average cash and investment balances used to fund operating needs and decreases in interest rate yields.

Included in foreign exchange gains during the three months ended March 29, 2009 was \$6.7 million of gains associated with the Company's accelerated tax planning strategy and \$4.2 million of gains primarily due to changes in the value of our foreign currency denominated assets and liabilities with non-U.S. dollar functional subsidiaries due to the U.S. dollar's weakening against the Euro and strengthening against the Japanese yen.

NOTE 10 — INCOME TAX EXPENSE

The Company's estimated annual effective tax rate for the year ending June 27, 2010, is approximately 21.6%. The difference between the U.S. federal statutory tax rate of 35% and the Company's effective tax rate is primarily due to the geographical mix of income in higher and lower tax jurisdictions and research and development tax credits offset by the tax effect of non-deductible stock-based compensation. The Company's effective tax rate for the three and nine months ended March 28, 2010, was approximately 20.2% and 23.7% respectively.

The difference between the actual effective tax rate during the quarter and the estimated annual effective tax rate is due to the tax impact of the following material discrete events during the March 2010 quarter: (1) a tax expense of \$1.1 million due to the unrecognized tax benefits related to research and development tax credits, (2) a tax expense of \$0.9 million related to interest on uncertain tax positions, (3) a tax benefit of \$2.6 million related to the filing of prior year federal and foreign tax returns, and (4) a tax benefit of \$0.4 million due to the recognition of previously unrecognized tax benefits and the reversal of the related interest accruals due to the finalization of certain foreign tax positions.

The difference between the actual effective tax rate during the nine months ended March 28, 2010, and the estimated annual effective tax rate is due to the tax impact of the following material discrete events: (1) a tax expense of \$17.7 million related to the 409A settlements from the Internal Revenue Service ("IRS") and California Franchise Tax Board ("FTB") audits, (2) a tax expense of \$2.7 million related to interest on uncertain tax positions, (3) a tax expense of approximately \$2.2 million related to a change in valuation allowance on California R&D credits, (4) a tax expense of \$1.1 million due to the unrecognized tax benefits related to research and development tax credits, (5) a tax benefit of \$3.5 million related to the accrual of restructuring expenses, (6) a tax benefit of \$3.0 million due to the recognition of previously unrecognized tax benefits and the reversal of the related interest accruals due to the finalization of certain foreign tax positions, and (7) a tax benefit of \$2.8 million related to the filing of prior year federal and foreign tax returns.

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

	June 28, 2009	September 27, 2009	December 27, 2009	March 28, 2010
	(in millions)			
Total gross unrecognized tax benefits	\$178.4	\$ 179.6	\$ 182.9	\$ 193.6

As of March 28, 2010, the total gross unrecognized tax benefits were \$193.6 million compared to \$178.4 million as of June 28, 2009, representing an increase of approximately \$15.2 million for the nine month period. If the remaining balance of \$193.6 million of gross unrecognized tax benefits were recognized in a future period, it would result in a net tax benefit of \$154.4 million and a reduction of the effective tax rate. The Company does not anticipate that the total unrecognized tax benefits will significantly change due to the settlement of audits and the expiration of statute of limitations in the next 12 months.

The Company recognizes interest expense and penalties related to the above unrecognized tax benefits within income tax expense. As of March 28, 2010, the Company had accrued approximately \$20.6 million for the payment of gross interest and penalties, relating to unrecognized tax benefits, compared to \$19.1 million as of June 28, 2009.

The Company files U.S. federal, U.S. state, and foreign income tax returns. As of March 28, 2010, tax years 2002-2009 remain subject to examination in the jurisdictions where the Company operates.

The IRS is examining the Company's U.S. income tax return for fiscal year 2007. The FTB is examining the Company's tax returns for fiscal years 2005 and 2006. It is anticipated that the IRS audit will be completed in fiscal year 2011. As of March 28, 2010, no significant adjustments have been proposed by the IRS or FTB. The Company is unable to make a reasonable estimate as to when cash settlements, if any, with the relevant taxing authorities will occur.

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

The French tax authorities have examined the Company's tax returns for the fiscal years 2004 through 2006 and have proposed certain adjustments to its transfer pricing. The Company has appealed the proposed adjustments and the appeal is currently in review. The Company believes it has made adequate tax payments and accrued adequate amounts such that the outcome of these audits will have no material adverse effects on its results of operations or financial condition.

Realization of the Company's net deferred tax assets is based upon the weight of available evidence, including such factors as the 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 \$38.9 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 28, 2010, approximately \$38.9 million would be credited to the statement of operations.

NOTE 11 — NET INCOME (LOSS) PER SHARE

Basic net income (loss) per share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the period. Diluted net income (loss) per share is computed, using the treasury stock method, as though all potentially dilutive common shares were outstanding during the period. The following table reconciles the numerators and denominators of the basic and diluted computations for net income (loss) per share.

	Three Months Ended		Nine Months Ended	
	March 28, 2010	March 29, 2009	March 28, 2010	March 29, 2009
	(in thousands, except per share data)			
Numerator:				
Net income	\$120,301	\$(198,359)	\$206,672	\$(213,658)
Denominator:				
Basic average shares outstanding	127,307	125,566	127,127	125,368
Effect of potential dilutive securities:				
Employee stock plans	1,280	—	1,241	—
Diluted average shares outstanding	128,587	125,566	128,368	125,368
Net income per share - basic	\$ 0.94	\$ (1.58)	\$ 1.63	\$ (1.70)
Net income per share - diluted	\$ 0.94	\$ (1.58)	\$ 1.61	\$ (1.70)

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

	Three Months Ended		Nine Months Ended	
	March 28, 2010	March 29, 2009	March 28, 2010	March 29, 2009
	(in thousands)			
Number of potential dilutive securities excluded	676	3,012	311	2,394

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

NOTE 12 — COMPREHENSIVE INCOME (LOSS)

The components of comprehensive income (loss) are as follows:

	Three Months Ended		Nine Months Ended	
	March 28, 2010	March 29, 2009	March 28, 2010	March 29, 2009
	(in thousands)			
Net income (loss)	\$120,301	\$(198,359)	\$206,672	\$(213,658)
Foreign currency translation adjustment	(6,192)	(33,820)	1,656	(76,389)
Unrealized gain (loss) on fair value of derivative financial instruments, net	16	9,827	761	(6,706)
Unrealized gain (loss) on financial instruments, net	(371)	1,884	600	1,879
Reclassification adjustment for loss (gain) included in earnings	(253)	(3,758)	(1,121)	899
Postretirement benefit plan adjustment	51	34	36	102
Comprehensive income (loss)	<u>\$113,552</u>	<u>\$(224,192)</u>	<u>\$208,604</u>	<u>\$(293,873)</u>

The balance of accumulated other comprehensive loss is as follows:

	March 28, 2010	June 28, 2009
	(in thousands)	
Accumulated foreign currency translation adjustment	\$(50,319)	\$(51,975)
Accumulated unrealized gain on derivative financial instruments	210	15
Accumulated unrealized gain on financial instruments	251	206
Postretirement benefit plan adjustment	(1,032)	(1,068)
Accumulated other comprehensive loss	<u>\$(50,890)</u>	<u>\$(52,822)</u>

NOTE 13 — LONG-TERM DEBT AND GUARANTEES

The Company's contractual cash obligations relating to its existing capital leases and debt as of March 28, 2010 are as follows:

	Capital Leases	Long-term Debt	Total
	(in thousands)		
Payments due by period:			
One year	\$ 1,837	\$ 4,018	\$ 5,855
Two years	1,838	2,739	4,577
Three years	1,837	1,020	2,857
Four years	1,580	—	1,580
Five years	1,528	—	1,528
Over 5 years	10,980	—	10,980
Total	19,600	7,777	27,377
Interest on capital leases	1,551	—	1,551
Current portion of long-term debt and capital leases	1,494	4,018	5,512
Long-term debt and capital leases	<u>\$16,555</u>	<u>\$ 3,759</u>	<u>\$20,314</u>

Capital Leases

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

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

Long-Term Debt

The Company's total long-term debt of \$7.8 million as of March 28, 2010 consists of various bank loans and government subsidized technology loans supporting operating needs.

Operating Leases and Related Guarantees

The Company leases most of its administrative, R&D and manufacturing facilities, regional sales/service offices and certain equipment under non-cancelable operating leases, which expire at various dates through fiscal year 2016. 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. Each of the Operating Leases is an off-balance sheet arrangement. The Operating Leases (and associated documents for each Operating Lease) were entered into by the Company and BNP Paribas Leasing Corporation ("BNPPLC").

Each Operating Lease facility has a term of approximately seven years ending on the first business day in January 2015. Under each Operating Lease, the Company may, at its discretion and with 30 days' notice, elect to purchase the property that is the subject of the Operating Lease for an amount approximating the sum required to prepay the amount of BNPPLC's investment in the property and any accrued but unpaid rent. Any such amount may also include an additional make-whole amount for early redemption of the outstanding investment, which will vary depending on prevailing interest rates at the time of prepayment.

The Company is required, pursuant to the terms of the Operating Leases and associated documents, 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. As of March 28, 2010, the Company had \$164.9 million recorded as restricted cash in its consolidated balance sheet as collateral required under the Operating Leases related to the amounts currently outstanding on the facilities.

When the term of an Operating Lease expires, the property subject to that Operating Lease may be remarketed. The Company has guaranteed to BNPPLC that each property will have a certain minimum residual value, as set forth in the applicable Operating Lease. 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 BNPPLC's aggregate investment in the applicable property. The amounts payable under such guarantees will be no more than \$164.9 million plus related indemnification or other obligations.

The lessor under the Operating Leases is a substantive independent leasing company that does not have the characteristics of a variable interest entity (VIE) and is therefore not consolidated by the Company.

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 which may limit its exposure to such indemnifications. As of March 28, 2010, the Company has 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 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 statement 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 28, 2010, the unamortized portion of the fair value of the residual value guarantees remaining in other long-term liabilities and prepaid rent was \$0.3 million.

Warranties

The Company offers standard warranties on its systems that generally run for a period of 12 months from system acceptance. The liability amount is based on actual historical warranty spending by type of system, customer, and geographic region, modified for any known differences such as the impact of system reliability improvements.

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

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

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>March 28, 2010</u>	<u>March 29, 2009</u>	<u>March 28, 2010</u>	<u>March 29, 2009</u>
	(in thousands)			
Balance at beginning of period	\$22,759	\$34,570	\$ 21,185	\$ 61,308
Warranties assumed from acquisitions	—	878	—	878
Warranties issued during the period	11,167	2,282	25,199	10,294
Settlements made during the period	(4,653)	(7,507)	(12,717)	(27,033)
Expirations and change in liability for pre-existing warranties during the period	(1,668)	(3,985)	(6,487)	(17,674)
Changes in foreign currency exchange rates	—	(293)	425	(1,828)
Balance at end of period	<u>\$27,605</u>	<u>\$25,945</u>	<u>\$ 27,605</u>	<u>\$ 25,945</u>

NOTE 14 — RESTRUCTURING AND ASSET IMPAIRMENTS

Prior to the end of each of the three quarters noted below, the Company initiated the announced restructuring activities and management, with the proper level of authority, approved specific actions under the June 2008 Plan, December 2008 Plan, and March 2009 Plan. Severance packages to affected employees were communicated in enough detail such 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.

The following table summarizes restructuring and asset impairment charges during the three and nine months ended March 28, 2010 and March 29, 2009 for each restructuring Plan (as defined below in this Note 14):

	<u>Three Months Ended</u>		<u>Nine Months</u>	
	<u>March 28, 2010</u>	<u>March 29, 2009</u>	<u>March 28, 2010</u>	<u>March 29, 2009</u>
	(in thousands)			
June 2008 Plan	\$ —	\$ —	\$ —	\$19,016
December 2008 Plan	—	—	105	17,849
March 2009 Plan	—	23,245	7,907	23,245
Total restructuring and asset impairment charges	<u>\$ —</u>	<u>\$23,245</u>	<u>\$ 8,012</u>	<u>\$60,110</u>

The amounts in the table above are reported in the Company's consolidated statement of operations for the three and nine months ended March 29, 2009 and March 28, 2010 as follows:

	<u>Three Months Ended</u>		<u>Nine Months</u>	
	<u>March 28, 2010</u>	<u>March 29, 2009</u>	<u>March 28, 2010</u>	<u>March 29, 2009</u>
Cost of goods sold	\$ —	\$10,217	\$ —	\$20,993
Operating expense	—	13,028	8,012	39,117
Total restructuring and asset impairment charges	<u>\$ —</u>	<u>\$23,245</u>	<u>\$ 8,012</u>	<u>\$60,110</u>

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

June 2008 Plan

During the June 2008 quarter, the Company incurred restructuring expenses and asset impairment charges related to the integration of SEZ and overall streamlining of the Company's combined Clean Product Group ("June 2008 Plan"). There were no restructuring and asset impairment charges under the June 2008 Plan during the three and nine months ended March 28, 2010 or during the three months ended March 29, 2009. Restructuring and asset impairment charges during the nine months ended March 29, 2009 were as follows:

	Nine Months Ended March 29, 2009
	(in thousands)
Severance and benefits	\$ 12,554
Facilities	—
Abandoned assets	3,395
Inventory	3,067
Total restructuring and asset impairment charges	\$ 19,016

Below is a table summarizing activity relating to the June 2008 Plan during the nine months ended March 28, 2010:

	Severance and Benefits	Facilities	Total
	(in thousands)		
Balance at June 28, 2009	\$ 567	\$ 26	\$ 593
Cash payments	(525)	(26)	(551)
Balance at March 28, 2010	\$ 42	\$ —	\$ 42

Total charges incurred as of March 28, 2010 under the June 2008 Plan were \$38.0 million.

December 2008 Plan

During the December 2008 quarter the Company incurred restructuring expenses and asset impairment charges designed to better align the Company's cost structure with its business opportunities in consideration of market and economic uncertainties ("December 2008 Plan"). There were no restructuring and asset impairment charges incurred under the December 2008 Plan during the three months ended March 28, 2010 or March 29, 2009. Restructuring and asset impairment charges during the nine months ended March 28, 2010 and March 29, 2009 were as follows:

	Nine Months	
	March 28, 2010	March 29, 2009
	(in thousands)	
Severance and benefits	\$ 105	\$16,412
Facilities	\$ —	\$ 618
Inventory	\$ —	\$ 819
Total restructuring and asset impairment charges	\$ 105	\$17,849

Below is a table summarizing activity relating to the December 2008 Plan during the nine months ended March 28, 2010:

	Severance and Benefits
	(in thousands)
Balance at June 28, 2009	\$ 684
Fiscal year 2010 expense	105
Cash payments	(474)
Balance at March 28, 2010	\$ 315

Total charges incurred as of March 28, 2010 under the December 2008 Plan were \$18.0 million.

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

March 2009 Plan

During the March 2009 quarter the Company incurred restructuring expenses and asset impairment charges designed to align the Company's cost structure with its outlook for the current economic environment and future business opportunities ("March 2009 Plan"). Restructuring and asset impairment charges were as follows:

	Three Months Ended		Nine Months	
	March 28, 2010	March 29, 2009	March 28, 2010	March 29, 2009
	(in thousands)			
Severance and benefits	\$ —	\$20,954	\$ 472	\$20,954
Facilities	—	822	6,848	822
Abandoned assets	—	1,139	587	1,139
Inventory	—	330	—	330
Total restructuring and asset impairment charges	\$ —	\$23,245	\$ 7,907	\$23,245

Below is a table summarizing activity relating to the March 2009 Plan during the nine months ended March 28, 2010:

	Severance and Benefits	Facilities	Asset Impairments	Total
	(in thousands)			
Balance at June 28, 2009	\$ 3,925	\$ 437	\$ —	\$ 4,362
Fiscal year 2010 expense	472	6,848	587	7,907
Cash payments	(3,917)	(2,545)	—	(6,462)
Non-cash charges	—	—	(587)	(587)
Balance at March 28, 2010	\$ 480	\$ 4,740	\$ —	\$ 5,220

Total charges incurred as of March 28, 2010 under the March 2009 Plan were \$36.5 million.

The severance and benefits-related balances are anticipated to be paid by the end of fiscal year 2010. The facilities balance consists primarily of lease payments, net of sublease income, on vacated buildings and is expected to be paid by the end of fiscal year 2015.

NOTE 15 — STOCK REPURCHASE PROGRAM

On September 8, 2008, the Company announced that its Board of Directors had authorized the repurchase of up to \$250 million of Company common stock from the public market or in private purchases, using the Company's available cash. While the repurchase program does not have a defined termination date, it may be suspended or discontinued at any time. The Company temporarily suspended repurchases under the program during the December 2008 quarter.

On February 2, 2010, the Board of Directors authorized the resumption of the repurchase program. Repurchases were expected to be made only in the amounts necessary to offset dilution resulting from the Company's equity compensation plans.

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

Period	Total Number of Shares Repurchased	Total Cost of Repurchase	Average Price Paid Per Share	Amount Available Under Repurchase Program
	(in thousands, except per share data)			
Quarter ended September 27, 2009	—	\$ —	\$ —	\$ 226,942
Quarter ended December 27, 2009	—	\$ —	\$ —	\$ 226,942
Quarter ended March 28, 2010	2,000	\$ 68,674	\$ 34.34	\$ 158,268

During the nine months ended March 28, 2010, the Company withheld 189,043 shares through net share settlements to cover 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.

LAM RESEARCH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
March 28, 2010
(Unaudited)

NOTE 16: LEGAL PROCEEDINGS

From time to time, the Company has received notices from third parties alleging infringement of such parties' patent or other intellectual property rights by the Company's products. In such cases it is the Company's policy to defend the claims, or if considered appropriate, negotiate licenses on commercially reasonable terms. However, no assurance can be given that the Company will be able in the future to negotiate necessary licenses on commercially reasonable terms, or at all, or that any litigation resulting from such claims would not have a materially- adverse effect on the Company's consolidated financial position or operating results.

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 and 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; 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 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 reports on Form 10-K 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 and nine months ended March 28, 2010, 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 2009 Form 10-K.

Overview

Management's Discussion and Analysis of Financial Condition and Results of Operations consists 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, contractual obligations and financial position

EXECUTIVE SUMMARY

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

The demand for semiconductor manufacturing equipment is cyclical in nature and has historically experienced significant periodic upturns and downturns. Demand is dependent in part on overall world economic conditions. Other factors that influence demand for our products include, but are not limited to, general supply and demand (including demand for the products that our customers manufacture), prices for semiconductors, customer capacity requirements and our ability to develop 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.

[Table of Contents](#)

Adverse conditions in the global economy during 2008 and 2009 severely reduced customer demand for our products, resulting in reduced revenue and profits throughout fiscal 2009. After three quarters of net losses, we returned to profitability in the September 2009 quarter as worldwide demand for wafer fabrication equipment began to recover. Our shipments, revenue and net income increased significantly in the March 2010 quarter compared to the December 2009 quarter, as both industry and global economic conditions continued to improve. We expect the same to be true for calendar year 2010 versus calendar year 2009 given our current view of wafer fab equipment spending.

We believe that, over the long term, demand for our products will continue to increase as customers' capital expenditures increase to meet growing demand for semiconductor devices. However, historically the improvement in demand for semiconductor manufacturing equipment occurs at an uneven pace following a major downturn. Accordingly, any forecasts about demand for wafer fab equipment in the near term are subject to uncertainty and we could experience significant volatility in our quarterly results of operations over the next several quarters. The following table summarizes certain key financial information for the periods indicated below:

	Three Months Ended		
	March 28, 2010	December 27, 2009	March 29, 2009
Revenue	\$632,763	\$ 487,176	\$ 174,412
Gross margin	\$292,871	\$ 223,204	\$ 36,515
Gross margin as a percent of total revenue	46.3%	45.8%	20.9%
Total operating expenses	\$143,778	\$ 131,856	\$ 231,699
Net income (loss)	\$120,301	\$ 69,574	\$(198,359)
Diluted net income (loss) per share	\$ 0.94	\$ 0.54	\$ (1.58)

Our results for the March 2010 quarter reflect continued improvement in the global business environment and in the semiconductor industry, improved foundry fabrication utilization and an increase in the rate of next-generation DRAM and NAND wafer starts by leading memory companies. Throughout calendar year 2009 and the first quarter of calendar year 2010, we maintained our investments in new product research and development ("R&D") and our focus on improving customer productivity in our installed base, including defending our market share and winning new application share by focusing on delivering continuously improved high-performance, and lower cost of product ownership. We also focused on developing the flexibility and rapid response capabilities of our business operations and supply chain organizations, which enable us to fulfill short lead-time customer orders. Our results during the quarter ended March 28, 2010 also reflected growth in customer requirements for technology conversion, after-market products, and higher customer utilization levels.

We believe that the total market for wafer-fabrication equipment will increase substantially in calendar year 2010 as compared to 2009 and currently anticipate growth in customer shipments.

While conditions in our industry have clearly improved and we currently anticipate industry and market share growth in calendar year 2010, we cannot predict the robustness or pace of any macroeconomic recovery. The electronics and semiconductor industries remain significantly linked to worldwide GDP and consumer spending. While we will continue to use our operational flexibility and rapid response capabilities to meet the shipment needs of our customers, we also plan to continue our strong focus on managing and growing our cash position.

In the quarter ended March 28, 2010, revenue increased by 30%, as compared to the quarter ended December 27, 2009, reflecting increased system shipments and customer acceptances in all product lines as well as strong performance in our installed base business. Gross margin as a percent of revenues for the March 2010 quarter increased to 46.3% compared to 45.8% in the quarter ended December 27, 2009. The sequential increase in gross margin is a result of higher revenue, improved product mix, and more favorable absorption from the factories. The December 2009 quarter also included a credit of approximately \$5 million related to a reversal of accrued liabilities due to final settlement of matters associated with our Internal Revenue Code Section 409A ("409A") expenses from the 2007 voluntary independent stock option review.

Operating expenses in the March 2010 quarter increased \$12 million as compared to the quarter ended December 27, 2009. Operating expenses during the December 2009 quarter included a reversal of accrued liabilities in operating expenses associated with final settlement of 409A matters from the 2007 voluntary independent stock option review of \$16 million and restructuring and asset impairments of \$6 million. No 409A adjustments or restructuring charges were recorded in the March 2010 quarter. The remaining increase of approximately \$2 million during the March 2010 quarter was primarily due to higher variable compensation expense associated with our improved revenue and profitability.

Our cash and cash equivalents, short-term investments, and restricted cash and investments balances totaled approximately \$844 million as of March 28, 2010 compared to \$831 million as of December 27, 2009. We generated approximately \$109 million in net cash provided by operating activities during the March 2010 quarter. We used that cash to repurchase shares for approximately \$69 million, to repay \$18 million of outstanding loan amounts, and to purchase \$11 million of capital. Employee headcount increased to approximately 3,100 as of March 28, 2010, from approximately 3,000 in the December 2009 quarter.

[Table of Contents](#)**RESULTS OF OPERATIONS***Shipments*

	Three Months Ended		
	March 28, 2010	December 27, 2009	March 29, 2009
Shipments (in millions)	\$ 735	\$ 519	\$ 159
North America	8%	7%	16%
Europe	5%	6%	17%
Japan	11%	12%	27%
Korea	27%	26%	17%
Taiwan	37%	37%	15%
Asia Pacific	12%	12%	8%

Shipments for the March 2010 quarter increased approximately 362% compared to the March 2009 quarter, and approximately 41% compared to the December 2009 quarter. Our continued focus on flexibility and rapid responsiveness to customer demands in our business operations and supply chain organization enabled us to respond to customer demand. During the March 2010 quarter, 300 millimeter applications represented approximately 98% of total systems shipments, and applications at less than the 60 nanometer technology node accounted for 89% of total systems shipments. The memory market segment accounted for approximately 65% of shipments, with foundry at 27%, and integrated device manufacturers and logic at 8%. We believe it is likely that shipments for calendar year 2010 will exceed those of 2009.

Revenue

	Three Months Ended			Nine Months Ended	
	March 28, 2010	December 27, 2009	March 29, 2009	March 28, 2010	March 29, 2009
Revenue (in thousands)	\$632,763	\$ 487,176	\$174,412	\$1,438,487	\$898,182
North America	10%	8%	15%	9%	15%
Europe	6%	6%	14%	6%	11%
Japan	11%	15%	24%	14%	22%
Korea	24%	25%	19%	24%	23%
Taiwan	33%	35%	20%	33%	16%
Asia Pacific	16%	11%	8%	14%	13%

Revenue for the March 2010 quarter exceeded our expectations and increased 30% compared to the December 2009 quarter. This increase reflects increased system shipments and customer acceptances in all product lines as well as strong performance in our installed base business. Revenue for the three and nine months ended March 2010 increased 263% and 60%, respectively, year over year reflecting the significant increase in shipment volumes. Our revenue levels are correlated to our shipment, installation and acceptance timelines. Versus the March 2009 quarter, Korea, Taiwan, and Asia Pacific accounted for an increasingly significant portion of our business in the March 2010 quarter. Our deferred revenue balance increased to \$238.4 million as of March 28, 2010 compared to \$43.7 million as of March 29, 2009 and \$134.4 million as of December 27, 2009. 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 \$23 million as of March 28, 2010 compared to \$11 million as of December 27, 2009.

[Table of Contents](#)**Gross Margin**

	Three Months Ended			Nine Months Ended	
	March 28, 2010	December 27, 2009	March 29, 2009	March 28, 2010	March 29, 2009
	(in thousands, except percentages)				
Gross margin	\$292,871	\$ 223,204	\$36,515	\$652,845	\$320,977
Percent of total revenue	46.3%	45.8%	20.9%	45.4%	35.7%

Gross margin as a percent of revenue for the March 2010 quarter was 46.3%. The gross margin during the March 2010 quarter increased compared to the March 2009 and December 2009 quarters as a result of higher revenue, more favorable product mix, and improved absorption from our factories. The December 2009 quarter also included a credit of \$5 million in cost of goods sold related to a final settlement of 409A accruals from the 2007 voluntary independent employee stock options review. The increase in gross margin dollars in the three and nine months ended March 28, 2010 compared with the same period in the prior year was primarily due to increased revenue along with improved factory utilization and a more favorable product mix. Additionally, the gross margin for the March 2009 quarter and for the nine months ended March 28, 2010 included restructuring and asset impairment charges of \$10.2 million and \$21.0 million, respectively. The nine months ended March 28, 2010 also included a credit of \$10.2 million in cost of goods sold related to a final settlement of 409A liabilities from the 2007 voluntary independent employee stock options review.

Research and Development

	Three Months Ended			Nine Months Ended	
	March 28, 2010	December 27, 2009	March 29, 2009	March 28, 2010	March 29, 2009
	(in thousands, except percentages)				
Research & development ("R&D")	\$81,845	\$ 82,171	\$70,434	\$235,215	\$220,778
Percent of total revenue	12.9%	16.9%	40.4%	16.4%	24.6%

We continue to make significant R&D investments focused on plasma etch, single wafer clean and other semiconductor manufacturing products. The increase in R&D expenses during the March 2010 quarter compared to the March 2009 quarter is primarily due to higher salaries and benefits and variable compensation of \$9 million. The increase in R&D expenses for the nine months ended March 28, 2010 compared to the same period in 2009 was due to higher variable compensation of \$13 million. The decrease in R&D expenses during the March 2010 quarter compared to the December 2009 quarter is mainly due to nonrecurring benefits for material and supplies of \$4 million, partially offset by an increase of \$2 million in compensation items as a result of improved profitability and a \$1 million increase in outside service expenses.

Selling, General and Administrative

	Three Months Ended			Nine Months Ended	
	March 28, 2010	December 27, 2009	March 29, 2009	March 28, 2010	March 29, 2009
	(in thousands, except percentages)				
Selling, general & administrative ("SG&A")	\$61,933	\$ 60,111	\$58,515	\$174,163	\$185,813
Percent of total revenue	9.8%	12.3%	33.5%	12.1%	20.7%

The sequential increase in SG&A expenses in the March 2010 quarter compared to the December 2009 quarter was primarily due to increased compensation-related expenses as a result of improved profitability.

The increase in SG&A expenses for the March 2010 quarter compared to the March 2009 quarter was driven by an increase of approximately \$12 million in variable and other compensation items, which was partially offset by a \$7 million accounts receivable reserve recorded in the March 2009 quarter related to specific distressed customers. The decrease in SG&A expenses for the nine months ended March 28, 2010 compared to the same period in the prior year was driven by reductions of approximately \$4 million in salaries and benefits due to lower headcount levels, \$9 million related to lower depreciation, rent and utilities, \$7 million due to an accounts receivable reserve recorded for specific distressed customers in the March 2009 quarter, and a \$3 million decrease in outside service expenses. These decreases were partially offset by an increase of approximately \$16 million in variable compensation.

Restructuring and Asset Impairments

Prior to the end of each of the three quarters noted below, we initiated the announced restructuring activities and our management, with the proper level of authority, approved specific actions under the June 2008 Plan, December 2008 Plan, and March 2009 Plan. Severance packages to affected employees were communicated in enough detail such 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 we 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 us and have been abandoned.

[Table of Contents](#)

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.

The following table summarizes restructuring and asset impairment charges for each restructuring Plan (as defined below):

	Three Months Ended		Nine Months	
	March 28, 2010	March 29, 2009	March 28, 2010	March 29, 2009
	(in thousands)			
June 2008 Plan	\$ —	\$ —	\$ —	\$19,016
December 2008 Plan	—	—	105	17,849
March 2009 Plan	—	23,245	7,907	23,245
Total restructuring and asset impairment charges	<u>\$ —</u>	<u>\$23,245</u>	<u>\$ 8,012</u>	<u>\$60,110</u>

The amounts in the table above are reported in our consolidated statement of operations for the three and nine months ended March 29, 2009 and March 28, 2010 as follows:

	Three Months Ended		Nine Months	
	March 28, 2010	March 29, 2009	March 28, 2010	March 29, 2009
Cost of goods sold	\$ —	\$10,217	\$ —	\$20,993
Operating expense	—	13,028	8,012	39,117
Total restructuring and asset impairment charges	<u>\$ —</u>	<u>\$23,245</u>	<u>\$ 8,012</u>	<u>\$60,110</u>

June 2008 Plan

During the June 2008 quarter, we incurred restructuring expenses and asset impairment charges related to the integration of SEZ and overall streamlining of our combined Clean Product Group (“June 2008 Plan”). There were no restructuring and asset impairment charges under the June 2008 Plan during the three and nine months March 28, 2010 or during the three months ended March 29, 2009. Restructuring and asset impairment charges during the nine months March 29, 2009 were as follows:

	Nine Months Ended March 29, 2009
	(in thousands)
Severance and benefits	\$ 12,554
Facilities	—
Abandoned assets	3,395
Inventory	3,067
Total restructuring and asset impairment charges	<u>\$ 19,016</u>

Below is a table summarizing activity relating to the June 2008 Plan during the nine months ended March 28, 2010:

	Severance and Benefits	Facilities (in thousands)	Total
Balance at June 28, 2009	\$ 567	\$ 26	\$ 593
Cash payments	(525)	(26)	(551)
Balance at March 28, 2010	<u>\$ 42</u>	<u>\$ —</u>	<u>\$ 42</u>

Total charges incurred as of March 28, 2010 under the June 2008 Plan were \$38.0 million.

[Table of Contents](#)

December 2008 Plan

During the December 2008 quarter we incurred restructuring expenses and asset impairment charges designed to better align our cost structure with our business opportunities in consideration of market and economic uncertainties (“December 2008 Plan”). There were no restructuring and asset impairment charges incurred under the December 2008 Plan during the three months ended March 28, 2010 or March 29, 2009. Restructuring and asset impairment charges during the nine months ended March 28, 2010 and March 29, 2009 were as follows:

	Nine Months	
	March 28, 2010	March 29, 2009
	(in thousands)	
Severance and benefits	\$ 105	\$16,412
Facilities	\$ —	\$ 618
Inventory	\$ —	\$ 819
Total restructuring and asset impairment charges	<u>\$ 105</u>	<u>\$17,849</u>

Below is a table summarizing activity relating to the December 2008 Plan during the nine months ended March 28, 2010:

	Severance and Benefits (in thousands)
Balance at June 28, 2009	\$ 684
Fiscal year 2010 expense	105
Cash payments	(474)
Balance at March 28, 2010	<u>\$ 315</u>

Total charges incurred as of March 28, 2010 under the December 2008 Plan were \$18.0 million.

March 2009 Plan

During the March 2009 quarter we incurred restructuring expenses and asset impairment charges designed to align our cost structure with our outlook for the then-current economic environment and future business opportunities (“March 2009 Plan”). Restructuring and asset impairment charges were as follows:

	Three Months Ended		Nine Months	
	March 28, 2010	March 29, 2009	March 28, 2010	March 29, 2009
	(in thousands)			
Severance and benefits	\$ —	\$20,954	\$ 472	\$20,954
Facilities	—	822	6,848	822
Abandoned assets	—	1,139	587	1,139
Inventory	—	330	—	330
Total restructuring and asset impairment charges	<u>\$ —</u>	<u>\$23,245</u>	<u>\$ 7,907</u>	<u>\$23,245</u>

Table of Contents

Below is a table summarizing activity relating to the March 2009 Plan during the nine months ended March 28, 2010:

	<u>Severance and Benefits</u>	<u>Facilities</u> (in thousands)	<u>Asset Impairments</u>	<u>Total</u>
Balance at June 28, 2009	\$ 3,925	\$ 437	\$ —	\$ 4,362
Fiscal year 2010 expense	472	6,848	587	7,907
Cash payments	(3,917)	(2,545)	—	(6,462)
Non-cash charges	—	—	(587)	(587)
Balance at March 28, 2010	<u>\$ 480</u>	<u>\$ 4,740</u>	<u>\$ —</u>	<u>\$ 5,220</u>

Total charges incurred as of March 28, 2010 under the March 2009 Plan were \$36.5million.

The severance and benefits-related balances are anticipated to be paid by the end of fiscal year 2010. The facilities balance consists primarily of lease payments, net of sublease income, on vacated buildings and is expected to be paid by the end of fiscal year 2015.

409A Expense

Following the voluntary independent review of our historical employee stock option grant process, we considered whether Section 409A (“Section 409A”) of the Internal Revenue Code of 1986, as amended (“IRC”) and similar provisions of state law would apply to certain stock option grants that were found to have intrinsic value at the time of their respective measurement dates. If a stock option is not considered as issued with an exercise price of at least the fair market value of the underlying stock on the date of grant, it may be subject to penalty taxes under Section 409A and similar provisions of state law. In such a case, such taxes may be assessed not only on the intrinsic value increase, but on the entire stock option gain as measured at various times. On March 30, 2008, our Board of Directors authorized us to assume potential tax liabilities of certain employees, including our Chief Executive Officer and certain other executive officers, relating to options that might be subject to Section 409A and similar provisions of state law. The assumed Section 409A liability, inclusive of estimated legal and accounting fees, were \$53.7 million as of June 28, 2009.

During the six months ended December 27, 2009, we reached a final settlement with respect to our Section 409A liabilities which resulted in a reduction of the liability and net credits recognized in the statements of operations of \$10.2 million recorded in cost of goods sold and \$34.2 million recorded in operating expenses. The determinations from the 2007 voluntary independent stock option review are more fully described in Note 3, “Restatement of Consolidated Financial Statements” to Consolidated Financial Statements in Item 8 of our 2007 Form 10-K and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 of our 2007 Form 10-K.

Table of Contents

Other Income (Expense), Net

Other income (expense), net consisted of the following:

	Three Months Ended			Nine Months Ended	
	March 28, 2010	December 27, 2009	March 29, 2009 (in thousands)	March 28, 2010	March 29, 2009
Interest income	\$ 2,863	\$ 2,008	\$ 5,360	\$ 6,919	\$21,287
Interest expense	(434)	(245)	(1,146)	(868)	(6,182)
Foreign exchange gain (loss)	650	(195)	10,911	(1,339)	612
Other, net	(1,463)	(1,626)	(1,628)	(3,522)	(436)
	<u>\$ 1,616</u>	<u>\$ (58)</u>	<u>\$13,497</u>	<u>\$ 1,190</u>	<u>\$15,281</u>

Interest income increased in the three months ended March 28, 2010 compared with the three months ending December 27, 2009 primarily due to realized gains on investment assets. Interest income decreased in the three and nine months ended March 28, 2010 compared with the three and nine months ended March 29, 2009. Decreases in interest income during these comparative periods were primarily attributable to decreases in our average cash and investment balances used to fund operating needs and decreases in interest rate yields.

During the three and nine months ended March 28, 2010, our interest expense decreased compared with the corresponding three and nine month periods ended March 29, 2009 primarily as a result of our \$250.0 million loan payment to ABN AMRO during the 2009 fiscal year and to a lesser extent decreases in interest rates.

Included in foreign exchange gains during the three months ended March 29, 2009 was \$6.7 million of gains associated with our accelerated tax planning strategy. This line item also includes \$4.2 million of gains primarily due to changes in the value of our foreign currency denominated assets and liabilities with non-U.S. dollar functional subsidiaries, which reflected the U.S. dollar's weakening against the Euro and strengthening against the Japanese yen.

Included in the foreign exchange gains during the nine months ended March 29, 2009 was \$4.0 million of deferred net losses associated with ineffectiveness of our cash flow hedges related to forecasted transactions that were no longer considered probable of occurring due to a significant decline in the market. This line item also includes \$5.5 million of gains primarily due to changes in the value of our foreign currency denominated assets and liabilities with non-U.S. dollar functional subsidiaries, which reflected the U.S. dollar's weakening against the Euro and Taiwanese dollar and strengthening against the Japanese yen.

We recognized a \$0.9 million realized loss on investments due to an other-than-temporary impairment charge during the three and nine months ended March 28, 2010. We recognized a \$1.5 million realized loss on investments due to an other-than-temporary impairment charge during the three and nine months ended March 29, 2009. Also included in other expense during the three and nine months ended March 28, 2010 is interest expenses related to our foreign exchange hedging programs.

Income Tax Expense

Our effective tax rates for the three and nine months ended March 28, 2010, were 20.2% and 23.7%, respectively. Our effective tax rate for the three and nine months ended March 29, 2009, was approximately (9.2)% and (6.4)%, respectively. The change in the effective tax rate for the three months ended March 28, 2010, compared to the three months ended March 29, 2009, was primarily due to the geographical mix of income in higher and lower tax jurisdictions. The effective tax rate of 20.2% for the three months ended March 28, 2010, is impacted by the following material discrete events: (1) a tax expense of \$1.1 million due to the unrecognized tax benefits related to research and development tax credits, (2) a tax expense of \$0.9 million related to interest on uncertain tax positions, (3) a tax benefit of \$2.6 million related to the filing of prior year federal and foreign tax returns, and (4) a tax benefit of \$0.4 million due to the recognition of previously unrecognized tax benefits and the reversal of the related interest accruals due to the finalization of certain foreign tax positions. The effective tax rate of (9.2)% for the three months ended March 29, 2009, is impacted by the following material discrete events: (1) a tax expense of \$4.2 million for California valuation allowance, (2) a tax expense of \$1.0 million for revaluation of California deferred tax assets, (3) a tax expense for a Singapore tax holiday clawback of \$1.0 million, (4) a tax expense of \$0.9 million related interest on uncertain tax positions, (5) a tax benefit of \$4.6 million related to one-time restructuring costs, and (6) a tax benefit of \$0.7 million for filing prior year federal and foreign tax returns.

The change in the effective tax rate for the nine months ended March 28, 2010, compared to the nine months ended March 29, 2009, was primarily due to the geographical mix of income in higher and lower tax jurisdictions. The effective tax rate of 23.7% for the nine months ended March 28, 2010, is impacted by the following material discrete events: (1) a tax expense of \$17.7 million related to the 409A settlements from the Internal Revenue Service ("IRS") and FTB audits, (2) a tax expense of \$2.7 million related to interest on uncertain tax positions, (3) a tax expense of approximately \$2.2 million related to a change in valuation allowance on California R&D credits, (4) a tax expense of \$1.1 million due to the unrecognized tax benefits related to research and development tax credits, (5) a tax benefit of \$3.5 million related to the accrual of restructuring expenses, (6) a tax benefit of \$3.0 million due to the recognition of previously unrecognized tax benefits and the reversal of the related interest accruals due to the finalization of certain foreign tax positions, and (7) a tax benefit of \$2.8 million filing of prior year federal and foreign tax returns. The effective tax rate of (6.4)% for the nine months ended March 29, 2009, is impacted by the following material discrete events: (1) a tax expense of \$5.4 million related to the application of certain foreign tax rulings, (2) a tax expense of \$4.2 million for California valuation allowance, (3) a tax expense of \$3.5 million of interest related to uncertain tax positions, (4) a tax expense of \$1.3 million related to deferred taxes for leases, (5) tax expense of \$1.0 million for revaluation of California deferred tax assets, (6) a tax expense of \$1.0 million for a Singapore tax holiday claw back, (7) a tax benefit of \$16.2 million for restructuring cost, (8) a tax benefit of \$5.8 million related to the extension of the federal research credit as it pertains to our fiscal year 2008, and (9) a tax benefit of \$2.1 million for filing prior year federal and foreign tax returns. Our effective tax rate is based on our current profitability outlook and our expectations of earnings from operations in various tax jurisdictions throughout the world. We have implemented strategies intended to minimize our tax liability on the sale of our products worldwide. These tax strategies are intended to align the asset ownership and functions of our various legal entities around the world with our forecasts of the level, timing and sources of future revenues and profits.

[Table of Contents](#)

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 \$134.7 million and \$157.0 million as of March 28, 2010, and June 28, 2009, respectively. The gross deferred tax assets were offset by deferred tax liabilities of \$42.1 million and a valuation allowance of \$38.9 million as of March 28, 2010. The gross deferred tax assets were offset by deferred tax liabilities of \$39.3 million and a valuation allowance of \$7.5 million as of March 29, 2009 and by deferred tax liabilities of \$41.9 million and a valuation allowance of \$35.5 million as of June 28, 2009.

Deferred tax assets decreased from June 28, 2009 to March 28, 2010 by approximately \$22.3 million primarily related to release in 409A accrual.

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, 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. Our current valuation allowance of \$38.9 million relates to certain California and foreign deferred tax assets.

As part of the valuation allowance recorded in fiscal year 2009, we recorded a valuation allowance on certain California deferred tax assets reflecting the potential impacts of the new California law related to the repeal of the cost of performance sales factor sourcing rule and the single sales factor apportionment election (both passed February 20, 2009, effective for years beginning on or after January 1, 2011). In addition, we recorded a valuation allowance against certain foreign deferred tax assets.

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 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 base our estimates and assumptions on historical experience and on various other assumptions we believe 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 we use in preparing 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 completed our system installation obligations, received customer acceptance or are otherwise released from our installation or customer acceptance obligations. In the event that 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. In circumstances where 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 where it can be reliably demonstrated that the delivered system meets all of the agreed-to customer specifications. In situations with multiple deliverables, revenue is recognized upon the delivery of the separate elements to the customer and when we receive customer acceptance or are otherwise released from our customer acceptance obligations. Revenue from multiple-element arrangements is allocated among the separate elements based on their relative fair values, provided the elements have value on a stand-alone basis, there is objective and reliable evidence of fair value, the arrangement does not include a general right of return relative to the delivered item and delivery, or performance of the undelivered item(s) is considered probable and substantially in our control. The maximum revenue recognized on a delivered element is limited to the amount that is not contingent upon the delivery of additional items. Revenue related to sales of spare parts and system upgrade kits is generally recognized upon shipment. Revenue related to services is generally recognized upon completion of the services requested by a customer order. Revenue for extended maintenance service contracts with a fixed payment amount is recognized on a straight-line basis over the term of the contract.

[Table of Contents](#)

Inventory Valuation: Inventories are stated at the lower of cost on a first-in, first-out basis or market using standard costs which generally approximate actual costs. 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. When the terms of sale do not specify title transfer, we assume title transfers when we complete physical transfer of the products to the freight carrier unless other customer practices prevail. Transfer of title for shipments to Japanese customers generally occurs at the time of customer acceptance.

Standard costs are reassessed as needed but annually at a minimum, and reflect achievable acquisition costs. Acquisition costs are generally based on the most recent vendor contract prices for purchased parts, normalized assembly and test labor utilization levels, methods of manufacturing, and normalized overhead. Manufacturing labor and overhead costs are attributed to individual product standard costs at a level planned to absorb spending at average utilization volumes. All intercompany profits related to the sales and purchases of inventory between our legal entities are eliminated 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 the revision is made.

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 offer standard warranties for our systems that generally run for a period of 12 months from system acceptance. When appropriate, we record a provision for estimated warranty expenses to cost of sales for each system upon revenue recognition. The amount recorded is based on an analysis of historical activity which 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. We do not maintain general or unspecified reserves; all warranty reserves are related to specific systems. 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 either as incurred or when related liabilities are determined to be probable and estimable.

Equity-based Compensation — Employee Stock Purchase Plan and Employee Stock Plans: GAAP requires the recognition of the fair value of equity-based compensation in net income. The fair value of our restricted stock units was calculated based upon the fair market value of Company stock at the date of grant. The fair value of our stock options and ESPP awards was estimated using a Black-Scholes option valuation model. This model requires the input of highly subjective assumptions, including expected stock price volatility and the estimated life of each award. The fair value of equity-based awards is amortized over the vesting period of the award 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 require recognition in our consolidated statements of operations. We will only recognize a benefit from stock-based compensation in paid-in-capital if an incremental tax benefit is realized 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 effect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. 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.

[Table of Contents](#)

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.

We provide for income taxes on the basis of annual estimated effective income tax rates. Our estimated effective income tax rate reflects our underlying profitability, the level of R&D spending, the regions where profits are recorded and the respective tax rates imposed. We carefully monitor these factors and adjust the effective income tax rate, if necessary. If actual results differ from estimates, we could be required to record an additional valuation allowance on deferred tax assets or adjust our effective income tax rate.

In July 2006, the FASB issued guidance which defines the threshold for recognizing the benefits of tax return positions in the financial statements as “more-likely-than-not” to be sustained by the taxing authority. It provides guidance on the de-recognition, measurement and classification of income tax uncertainties, along with any related interest and penalties. This guidance also includes information concerning accounting for income tax uncertainties in interim periods and increases the level of disclosures associated with any recorded income tax uncertainties. We must make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments occur in the calculation of tax credits, benefits, and deductions, and in the calculation of certain tax assets and liabilities, which arise from differences in the timing of recognition of revenue and expense for tax and financial statement purposes, as well as the interest and penalties relating to these uncertain tax positions. Significant changes to these estimates may result in an increase or decrease to our tax provision in a subsequent period.

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 the interpretation. 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: Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in each business combination. The carrying value of goodwill is allocated to our reporting units. Goodwill and identifiable intangible assets with indefinite useful lives are tested for impairment at least annually. Intangible assets with estimable useful lives are amortized over their respective estimated useful lives to their estimated residual values and reviewed 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. Should 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 research and development and developed technology. Only after this process is completed can the amount of goodwill impairment, if any, be determined.

As of March 28, 2010, the carrying value of goodwill on our consolidated balance sheets was \$169.2 million. 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 was deemed to be the most indicative of our fair value in an orderly transaction between market participants.

Under the Market approach, we utilize information regarding the reporting unit as well as publicly available industry information to determine various financial multiples that are used 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.

[Table of Contents](#)

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 failure of the Company to reach its internal forecasts. This could impact our ability to achieve our forecasted levels of cash flows and reduce the estimated discounted cash flow value of our reporting units; (2) a decline in our stock price and resulting market capitalization, if we determine that the decline is sustained and is indicative of a reduction in the fair value of our reporting units below their carrying value. Further, the value assigned to intangible assets, other than goodwill, is based on estimates and judgments regarding expectations such as the success and life cycle of products and technology acquired. If actual product acceptance differs significantly from the estimates, we may be required to record an impairment charge to write down the asset to its realizable value.

Recent Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board (“FASB”) revised the authoritative guidance for business combinations, which establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquiree and the goodwill acquired. The revised guidance also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. The accounting treatment of tax benefits from acquired companies has changed under the revised guidance. Any changes to the tax benefits associated with the valuation allowances related to business combinations will be recorded through income tax expense. We adopted the revised guidance on June 29, 2009 and the adoption did not have a significant impact on our results of operations or financial condition.

In December 2007, the FASB issued guidance which establishes accounting and reporting standards for the treatment of noncontrolling interests in a subsidiary. Noncontrolling interests in a subsidiary are to be reported as a component of equity in the consolidated financial statements and any retained noncontrolling equity investment upon deconsolidation of a subsidiary is initially measured at fair value. We adopted the guidance on June 29, 2009 and the adoption did not have a significant impact on our results of operations or financial condition.

In April 2009, the FASB issued guidance to require publicly-traded companies, to provide disclosures on the fair value of financial instruments in interim financial statements. We adopted this guidance on June 29, 2009 and the adoption resulted in expanded disclosures but did not have a material impact on our consolidated results of operations or financial condition.

In June 2009, the FASB issued the FASB Accounting Standards Codification (“Codification”). The Codification is the single source for all authoritative Generally Accepted Accounting Principles (“GAAP”) recognized by the FASB to be applied for financial statements issued for periods ending after September 15, 2009. The Codification does not change GAAP and did not have a material impact on our financial statements.

In September 2009, the FASB ratified guidance from the Emerging Issues Task Force (“EITF”) regarding revenue arrangements with multiple deliverables. This guidance addresses criteria for separating the consideration in multiple-element arrangements and will require companies to allocate the overall consideration to each deliverable by using a best estimate of the selling price of individual deliverables in the arrangement in the absence of vendor-specific objective evidence or other third-party evidence of the selling price. This guidance will be effective for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010 and early adoption is permitted. We are currently evaluating the potential impact, if any, the adoption of this guidance will have on our consolidated results of operations or financial condition.

In September 2009, the FASB also ratified guidance from the EITF regarding certain revenue arrangements that include software elements. This guidance modifies the scope of the software revenue recognition rules to exclude (a) non-software components of tangible products and (b) software components of tangible products that are sold, licensed, or leased with tangible products when the software components and non-software components of the tangible product function together to deliver the tangible product’s essential functionality. This guidance will be effective for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010 and early adoption is permitted. We are currently evaluating the potential impact, if any, the adoption of this guidance will have on our consolidated results of operations or financial condition.

LIQUIDITY AND CAPITAL RESOURCES

As of March 28, 2010, we had \$843.8 million in gross cash and cash equivalents, short-term investments, and restricted cash and investments (total cash and investments) compared to \$757.8 million as of June 28, 2009.

Table of Contents

Cash Flows from Operating Activities

Net cash provided by operating activities of \$185.3 million during the nine months ended March 28, 2010 consisted of (in millions):

Net income	\$ 206.7
Non-cash charges:	
Depreciation and amortization	53.7
Equity-based compensation	38.1
Restructuring charges, net	8.0
Net tax benefit on equity-based compensation plans	(0.3)
Deferred income taxes	22.4
Changes in operating asset and liability accounts	(145.9)
Other	2.6
	<u>\$ 185.3</u>

Changes in operating asset and liability accounts of \$(145.9) million included the following uses of cash: increases in accounts receivable of \$268.0 million, inventory of \$44.3 million, and prepaid expenses and other assets of \$20.9 million. These uses of cash were partially offset by the following sources of cash: increases in accounts payable of \$77.3 million, deferred profit of \$92.4 million, and accrued expenses and other liabilities of \$20.1 million. These changes in overall cash were all consistent with increased business volumes.

Cash Flows from Investing Activities

Net cash used for investing activities during the nine months ended March 28, 2010 was \$25.4 million, primarily consisting of capital expenditures of \$23.5 million, net purchases of available-for-sale securities of \$14.0 million, and purchase of other investments of \$1.0 million, partially offset by the transfer of restricted cash and investments of approximately \$13.2 million.

Cash Flows from Financing Activities

Net cash used for financing activities during the nine months ended March 28, 2010 was \$75.2 million. It included \$75.2 million in treasury stock purchases and \$20.4 million in principal payments on long-term debt and capital leases, partially offset by net proceeds from issuance of common stock related to employee equity-based plans of \$19.1 million.

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 28, 2010 will be sufficient to support our presently 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. If we require additional funding, we may 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.

Off-Balance Sheet Arrangements and Contractual Obligations

We have certain obligations to make future payments under various contracts, some of which are recorded on our balance sheet and some of which are not. Obligations are recorded on our balance sheet in accordance with GAAP and include our long-term debt which is outlined in the following table and noted below. Our off-balance sheet arrangements include contractual relationships and are presented as operating leases and purchase obligations in the table below. Our contractual cash obligations and commitments as of March 28, 2010, relating to these agreements and our guarantees are included in the following table. The amounts in the table below exclude \$113.4 million of liabilities related to uncertain tax benefits as we are unable to reasonably estimate the ultimate amount or time of settlement.

	Operating Leases	Capital Leases	Purchase Obligations (in thousands)	Long-term Debt and Interest Expense	Total
Payments due by period:					
Less than 1 year	\$ 7,289	\$ 1,837	\$124,852	\$ 4,122	\$138,100
1-3 years	7,296	\$ 3,675	61,118	3,809	75,898
3-5 years	145,157	\$ 3,108	31,895	—	180,160
Over 5 years	—	\$10,980	11,882	—	22,862
Total	<u>\$159,742</u>	<u>\$19,600</u>	<u>\$229,747</u>	<u>\$ 7,931</u>	<u>\$417,020</u>

[Table of Contents](#)

Operating Leases and Related Guarantees

We lease most of our administrative, R&D and manufacturing facilities, regional sales/service offices and certain equipment under non-cancelable operating leases, which expire at various dates through fiscal year 2016. Certain of our facility leases for buildings located at our Fremont, California headquarters and certain other facility leases provide us with options to extend the leases for additional periods or to purchase the facilities. Certain of our facility leases provide for periodic rent increases based on the general rate of inflation.

Included in the Operating Leases Over 5 years section of the table above is \$141.7 million in guaranteed residual values for lease agreements relating to certain properties at our Fremont, California campus and properties in Livermore, California.

On December 18, 2007, we 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, we 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 our headquarters in Fremont, California. Each of the Operating Leases is an off-balance sheet arrangement. The Operating Leases (and associated documents for each Operating Lease) were entered into by us and BNP Paribas Leasing Corporation ("BNPPLC").

Each Operating Lease facility has an approximately seven-year term ending on the first business day in January 2015. Under each Operating Lease, the Company may, at its discretion and with 30 days' notice, elect to purchase the property that is the subject of the Operating Lease for an amount approximating the sum required to prepay the amount of BNPPLC's investment in the property and any accrued but unpaid rent. Any such amount may also include an additional make-whole amount for early redemption of the outstanding investment, which will vary depending on prevailing interest rates at the time of prepayment.

We are required, pursuant to the terms of the Operating Leases and associated documents, to maintain collateral in an aggregate of approximately \$164.9 million in separate interest-bearing accounts as security for our obligations under the Operating Leases. As of March 28, 2010 we had \$164.9 million recorded as restricted cash in our consolidated balance sheet as collateral required under the lease agreements related to the amounts currently outstanding on the facility.

Upon expiration of the term of an Operating Lease, the property subject to that Operating Lease may be remarketed. We have guaranteed to BNPPLC that each property will have a certain minimum residual value, as set forth in the applicable Operating Lease. The aggregate guarantee made by us under the Operating Leases is no more than approximately \$141.7 million (although, under certain default circumstances, the guarantee with regard to an Operating Lease may be 100% of BNPPLC's investment in the applicable property; in the aggregate, the amounts payable under such guarantees will be no more than \$164.9 million plus related indemnification or other obligations).

The lessor under the lease agreements is a substantive independent leasing company that does not have the characteristics of a variable interest entity (VIE) and is therefore not consolidated by us.

The remaining operating lease balances primarily relate to non-cancelable facility-related operating leases.

Capital Leases

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

Purchase Obligations

Purchase obligations consist of significant contractual obligations either on an annual basis or over multi-year periods related to our outsourcing activities or other material commitments, including vendor-consigned inventories. We continue to enter into new agreements and maintain existing agreements to outsource certain activities, including elements of our manufacturing, warehousing, logistics, facilities maintenance, certain information technology functions, and certain transactional general and administrative functions. The contractual cash obligations and commitments table presented above contains our obligations at March 28, 2010 under these arrangements and others. Actual expenditures will vary based on the volume of transactions and length of contractual service provided. In addition to these obligations, certain of these agreements include early termination provisions and/or cancellation penalties which could increase or decrease amounts actually paid.

Consignment inventories, which are owned by vendors but located in our storage locations and warehouses, are not reported as our inventory until title is transferred to us or our purchase obligation is determined. At March 28, 2010, vendor-owned inventories held at our locations and not reported as our inventory were \$25.8 million.

Long-Term Debt

Our total long-term debt of \$7.8 million as of March 28, 2010 consisted of various bank loans and government subsidized technology loans supporting operating needs.

[Table of Contents](#)

Other Guarantees

We have issued certain indemnifications to our lessors for taxes and general liability under some of our agreements. We have entered into certain insurance contracts which may limit our exposure to such indemnifications. As of March 28, 2010, we had not recorded any liability on our consolidated financial statements in connection with these indemnifications, as we do not believe, based on information available, that it is probable that any amounts will be paid under these guarantees.

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

We recognized at lease inception \$0.6 million in 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 statement of operations on a straight line basis over the life of the leases. If it becomes probable that we will be required to make a payment under the residual guarantee, we will increase our 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 28, 2010, the unamortized portion of the fair value of the residual value guarantees remaining in other long-term liabilities and prepaid rent was \$0.3 million.

Warranties

We offer standard warranties on its systems that run generally for a period of 12 months from system acceptance. 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.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

For financial market risks related to changes in interest rates and foreign currency exchange rates, refer to Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk", in our 2009 Form 10-K.

Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio, long-term debt, and synthetic 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 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 short-term investments at March 28, 2010 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 28, 2010, 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

From time to time, we have received notices from third parties alleging infringement of such parties' patent or other intellectual property rights by our products. In such cases it is our policy to defend the claims, or if considered appropriate, negotiate licenses on commercially reasonable terms. However, no assurance can be given that we will be able in the future to negotiate necessary licenses on commercially reasonable terms, or at all, or that any litigation resulting from such claims would not have a material adverse effect on our consolidated financial position or operating results.

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 Industry is Undergoing Rapid Change 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, managing, and appropriately sizing our supply chain, our 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 impaired. In late 2008 and 2009, the semiconductor industry experienced a general decline in demand, leading to a steep decline in demand for our products and services. In response to that industry demand decline, we made difficult resource allocation decisions, including layoffs and restructurings, in an effort to minimize the disruptive effects of the deteriorating economic conditions on our business operating results.

We are now transitioning into what we believe to be a period of demand growth. This is fueled in large part by increased investment by customers who, during the downturn, reduced or eliminated their spending on our products. 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 this 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.

Because the Semiconductor Equipment Industry is Highly Volatile and Significantly Dependent on Overall World Economic Conditions, We Face Risks Related to Downturns in the Semiconductor Industry and in the Global Economy.

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 historically 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, some of 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 could cause material adverse changes to our results of operations and financial condition including, but not limited to:

- a decline in demand for our products;
- an increase in reserves on accounts receivable due to our customers' inability to pay us;

[Table of Contents](#)

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

Fluctuating levels of investment by semiconductor manufacturers could continue to 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 and maintain extensive ongoing worldwide customer service and support capabilities to remain competitive, which may temporarily harm our financial results.

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. If revenue levels in a particular quarter do not meet our expectations, our operating results may be adversely affected. 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 generally and the equipment industry specifically;
- the extent that customers continue to purchase and use our products and services in their business;
- timing of customer acceptances of equipment;
- the size and timing of orders from customers;
- customer cancellations or delays in our shipments, installations, and/or acceptances;
- 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;
- transportation, communication, demand, information technology or supply disruptions based on factors outside our control such as 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;
- procurement shortages;
- manufacturing difficulties;
- the failure of our suppliers or outsource providers to perform their obligations in a manner consistent with our expectations;
- changes in our estimated effective tax rate; and
- foreign currency exchange rate fluctuations.

Further, because a significant amount of our R&D and administrative operations and capacity is located at our Fremont, California campus, natural, physical, logistical or other events or disruptions affecting these facilities (including labor disruptions, earthquakes, and power failures) could adversely impact our financial performance.

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 rather limited number of such systems. As a result, the inability to recognize revenue on even a few systems can cause a significant adverse impact on our revenues for that quarter.

[Table of Contents](#)

We Have a Limited Number of Key Customers

Sales to a limited number of large customers constitute a significant portion of our overall revenue, new orders and profitability. As a result, the actions of even one customer may subject us to revenue swings that are difficult to predict. 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 enabling such 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 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. Our failure to complete commercialization of these new products in a timely manner could result in 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 introduction of new products could adversely affect our sales of existing products. Moreover, future technologies, processes or product developments may render our current product offerings obsolete, leaving us with non-competitive products, or obsolete inventory, or both.

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, and we expect these products to 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 which 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 change 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 a more limited product line 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. Since we are a provider of etch and clean equipment, our business is affected by our customers' use of etching and clean steps in their processes. Should technologies change so that the manufacture of semiconductor chips requires fewer etching or clean steps, this could have a larger impact on our business than it would on the business of our less concentrated competitors.

Strategic Alliances May Have Negative Effects on Our Business

Increasingly, semiconductor companies are entering into strategic alliances with one another to expedite the development of processes and other manufacturing technologies. Often, one of the outcomes of such an alliance is the definition of a particular tool set for a certain function or a series of process steps that use a specific set of manufacturing equipment. While this could work to our advantage if our equipment becomes the basis for the function or process, it could work to our disadvantage if a competitor's tools or equipment become the standard equipment for such function or process. In the latter case, even if our equipment was previously used by a customer, that equipment may be displaced in current and future applications by the tools standardized by the alliance.

[Table of Contents](#)

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 are Dependent Upon 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 sold us products during at least the last five years, and we expect that we 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, our intent is 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, lower our revenues and thus adversely affect our operating results and result in damage to 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 aim at selecting 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 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 relationships and/or 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 to a given customer if that customer initially selects a competitor's equipment.

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 will require 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 on International Sales and the Management of Global Operations

Non-U.S. sales accounted for approximately 85% of total revenue in fiscal year 2009, 83% in fiscal year 2008 and 84% in fiscal year 2007. We expect that international sales will continue to account for a significant portion 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;

[Table of Contents](#)

- global economic and political conditions;
- changes in currency controls;
- differences in the enforcement of intellectual property and contract rights in varying jurisdictions;
- our ability to respond to customer 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.

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 between China, Taiwan, Japan, and the United States, that political and diplomatic influences might lead to trade disruptions; this would adversely affect our business with China and/or Taiwan 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, and expenses related to our non-U.S. sales and support offices which are denominated in the related countries' local currency.

We currently enter into foreign exchange forward contracts to minimize the short-term impact of the foreign currency exchange rate fluctuations on Japanese yen-denominated assets and forecasted Japanese yen-denominated revenue and on net intercompany liability exposures denominated in Swiss francs, Euros and Taiwanese dollars. We currently believe these are our primary exposures to currency rate fluctuation. We expect to continue to enter into hedging transactions, for the purposes outlined, in the foreseeable future. However, these hedging transactions may not achieve their desired effect because differences between the actual timing of customer acceptances and our forecasts of those acceptances may leave us either over- or under-hedged on any given transaction. Moreover, by hedging these foreign currency denominated revenues, assets and liabilities with foreign exchange 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 assets and liabilities (other than those currency exposures previously discussed) and currently we do not enter into such foreign exchange forward contracts to hedge these other foreign currency 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) in other 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, our ability to offer a challenging and rewarding work environment, and changes in our leadership and management teams. 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.

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 or by material audit assessments, which 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.

[Table of Contents](#)

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 discharge or disposal of toxic, volatile or otherwise hazardous chemicals. We believe that we are in general 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 disposal of hazardous wastes. Nevertheless, the failure to comply with present or future regulations could result in fines being imposed on us, suspension of production, cessation of our operations or reduction in our customers' acceptance of our products. These regulations could require us to alter our current operations, to acquire significant equipment or to incur substantial other expenses to comply with environmental regulations. Our failure to control the use, 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, such as our March 2008 acquisition of SEZ, 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 entails 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 and potential loss of key employees or customers of acquired or disposed operations among others. 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 inadequacies 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 or Make Acquisitions

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 our liquidity;
- variations in our revenues, earnings or other business and financial metrics from those experienced by other companies in our industry or from forecasts by securities analysts;
- 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; or
- disruptions of relationships with key customers or suppliers.

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.

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. 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 fail-safe and our inability to use or access these information systems at critical points in time could unfavorably impact the timely and efficient operation of our business.

[Table of Contents](#)

Intellectual Property, Indemnity and Other Claims Against Us Can be Costly and Could Result in the Loss of Significant Rights That are Necessary to Our Continued Business and Profitability

Third parties may assert infringement, unfair competition 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 issues. We also face risks of claims 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. 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. Moreover, although we seek to obtain insurance to protect us from claims and cover losses to our property, there is no guarantee that such insurance will fully compensate us for any losses that we may incur if they relate to critical technologies.

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 if they relate to critical technologies.

Compliance with Federal Securities Laws, Rules and Regulations, as well As NASDAQ Requirements, has Become Increasingly Complex, and the Significant Attention and Expense We Must Devote to those Areas May Have an Adverse Impact on Our Business

Federal securities laws, rules and regulations, as well as NASDAQ rules and regulations, require companies to maintain extensive corporate governance measures, impose comprehensive reporting and disclosure requirements, set strict independence and financial expertise standards for audit and other committee members and impose civil and criminal penalties for companies and their chief executive officers, chief financial officers and directors for securities law violations. These laws, rules and regulations have increased, and in the future are expected to continue to increase, the scope, complexity and cost of our corporate governance, reporting and disclosure practices, which could harm our results of operations and divert management's attention from business operations. A failure to comply with these regulations could also have a material adverse effect on our business.

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

(c) On September 8, 2008, the Company announced that its Board of Directors had authorized the repurchase of up to \$250 million of Company common stock from the public market or in private purchases. While the repurchase program does not have a defined termination date, it may be suspended or discontinued at any time, and will be funded using the Company's available cash. The Company temporarily suspended repurchases under the Board authorized program prior to the end of the March 2009 quarter.

[Table of Contents](#)

On February 2, 2010, the Board of Directors authorized the resumption of the repurchase program. Repurchases were expected to be made only in the amounts necessary to offset dilution resulting from the Company's equity compensation plans. Repurchases under the repurchase program were as follows during the periods indicated:

<u>Period</u>	<u>Total Number of Shares Repurchased (1)</u>	<u>Average Price Paid Per Share</u> <small>(in thousands, except per share data)</small>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Amount Available Under Repurchase Program</u>
December 28, 2009 - January 24, 2010	87	\$ 37.39	—	\$226,942
January 25, 2010 - February 21, 2010	643	\$ 34.25	640	\$205,016
February 22, 2010 - March 28, 2010	<u>1,366</u>	\$ 34.37	<u>1,360</u>	\$158,268
Total	<u>2,096</u>	\$ 34.46	<u>2,000</u>	\$158,268

- (1) In addition to shares repurchased under Board authorized repurchase programs and included in this column are 96,276 shares which the Company withheld through net share settlements during the three months ended March 28, 2010 to cover 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. (Removed and Reserved)

ITEM 5. Other Information

None

ITEM 6. Exhibits

(a) Exhibits

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.13	Amended and Restated Lam Research Corporation 1999 Employee Stock Purchase 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)

LAM RESEARCH CORPORATION
1999 EMPLOYEE STOCK PURCHASE PLAN
Amended and Restated Effective as of December 18, 2009

1. Purpose.

This Amended and Restated Lam Research Corporation 1999 Employee Stock Purchase Plan ("Plan") is amended and restated as of December 18, 2009. The Plan is intended to provide employees of the Company and its Designated Subsidiaries with an opportunity to purchase Common Stock of the Company through accumulated payroll deductions.

2. Definitions.

(a) "**Administrator**" means the Board, the Compensation Committee of the Board or any committee the Board may subsequently appoint to administer the Plan pursuant to Section 14 hereof, if one is appointed. If at any time or to any extent the Board shall not administer the Plan, then the functions of the Board specified in the Plan shall be exercised by the Administrator.

(b) "**Annual Increase**" means the number of shares of Common Stock that, pursuant to Section 13, may annually be added to the number of shares issuable under the Plan.

(c) "**Board**" means the Board of Directors of the Company.

(d) "**Code**" means the Internal Revenue Code of 1986, as amended.

(e) "**Common Stock**" means the Common Stock of the Company.

(f) "**Company**" means Lam Research Corporation, a Delaware corporation.

(g) "**Compensation**" means all regular, straight-time gross earnings, exclusive of payments for overtime, shift premium, incentive compensation, incentive payments, bonuses, commissions, or other compensation.

(h) "**Continuous Status as an Employee**" means the absence of any interruption or termination of service as an Employee. Continuous Status as an Employee shall not be considered interrupted in the case of a leave of absence agreed to in writing by the Company, provided that such leave is for a period of not more than 90 days or re-employment upon the expiration of such leave is guaranteed by contract or statute.

(i) "**Designated Subsidiaries**" means the Subsidiaries that have been designated by the Board or Administrator from time to time in its sole discretion as eligible to participate in this Plan.

(j) “Employee” means any person, including an officer or an employee member of the Board of Directors, who is customarily employed for at least 20 hours per week by the Company or one of its Designated Subsidiaries. Whether an individual qualifies as an Employee shall be determined by the Administrator, in its sole discretion, by reference to Section 3401(c) of the Code and the regulations promulgated thereunder; unless the Administrator makes, or applicable laws require, a contrary determination, the Employees of the Company shall, for all purposes of this Plan, be those individuals who satisfy the customary employment criteria set forth above and are carried as employees by the Company or a Designated Subsidiary for regular payroll purposes.

(k) “Exercise *Date*” means such business days during each Offering Period of this Plan as may be identified by the Administrator pursuant to Section 8 of this Plan.

(l) “Interim *Offering Date*” means the first business day following an Exercise Date other than the last Exercise Date of an Offering Period.

(m) “*Maximum Share Amount*” means the maximum number of shares of Common Stock that a Participant can purchase during any single Offering Period as set forth in Section 3(d)(ii) of this Plan.

(n) “*Offering Date*” means the first business day of an Offering Period.

(o) “*Offering Period*” means a period established by the Administrator pursuant to Section 4 of this Plan during which payroll deductions are accumulated from Participants and applied to the purchase of Common Stock.

(p) “*Participant*” means an Employee who has elected to participate in this Plan pursuant to Section 5 hereof.

(q) “*Plan*” means this Amended and Restated Lam Research Corporation 1999 Employee Stock Purchase Plan.

(r) “*Purchase Right*” means a right to purchase Common Stock granted pursuant to Section 7 of this Plan.

(s) “*Subsidiary*” means a corporation, domestic or foreign, of which not less than 50% of the voting shares are held by the Company or a Subsidiary, whether or not such corporation now exists or is hereafter organized or acquired by the Company or a Subsidiary.

3. Eligibility; Accrual and Purchase Limits.

(a) **Regular Participation.** Any person who is, or will be, an Employee on the Offering Date of a given Offering Period shall be eligible to participate in this Plan during such Offering Period, subject to the requirements of Section 5(a) of this Plan.

(b) **Interim Participation.** Any person who becomes an Employee after the Offering Date of an Offering Period and before an Interim Offering Date shall be eligible to participate in this Plan during such Offering Period, but only on and beginning with the first Interim Offering Date on or before which such person becomes an Employee, and subject to the requirements of Section 5(a) of this Plan.

(c) **Exclusion of Five Percent Stockholders.** Notwithstanding paragraphs (a) and (b) of this Section 3, an Employee shall not be eligible to participate in this Plan during an Offering Period to the extent that immediately after the grant of a Purchase Right on an Offering Date or Interim Offering Date, the Employee (or any other person whose stock would be attributed to the Employee under Section 424(d) of the Code) would own stock and/or hold outstanding purchase rights to purchase stock possessing five percent or more of the total combined voting power or value of all classes of stock of the Company or of any Subsidiary.

(d) **Accrual and Purchase Limits.** Notwithstanding any other provisions of this Plan or any subscription agreement or other offering documents, no Participant may (i) accrue rights to purchase stock under all employee stock purchase plans of the Company and its Subsidiaries at a rate that exceeds \$25,000 of fair market value of such stock (determined at the date of grant of those purchase rights) for each calendar year in which the purchase rights would be outstanding at any time; or (ii) purchase more than 10,000 shares of the Company's Common Stock during any Offering Period. Notwithstanding the share limit described in clause 3(d)(ii), the Administrator may designate an alternative shares limit (other than zero) in its sole discretion, prior to the commencement of any Offering Period to which the alternative limit applies. If the Administrator establishes an alternative limit, all participants shall be notified of the alternative limit prior to the commencement of the Offering Period to which the limit first applies. Any alternative limit set by the Administrator shall continue to apply with respect to all succeeding Exercise Dates and Offering Periods unless revised by the Administrator as provided in this clause 3(d)(ii).

4. Offering Periods.

The duration of each Offering Period shall be determined by the Administrator, provided that an Offering Period shall be no shorter than 3 months and no longer than 24 months (measured from the first business day of the first month to the last business day of the last month) and succeeding Offering Periods shall be the same duration unless otherwise determined by the Administrator pursuant to this Section. Unless otherwise determined by the Administrator:

(a) a new Offering Period shall begin on the first business day after the last Exercise Date of an Offering Period;

(b) a new Offering Period shall begin, and the old Offering Period shall terminate, on the first business day after an Exercise Date (other than the last Exercise Date of an Offering Period) if the fair market value (as defined in Section 7(b)(i) of this Plan) of a share of Common Stock is less than the fair market value of a share of Common Stock on the Offering Date of the Offering Period; and

(c) an Offering Period shall terminate on the date that there are no Participants enrolled in it.

5. Participation.

(a) An Employee may become a Participant in this Plan by completing a subscription agreement, in such form or forms as the Administrator may approve from time to time, and filing it with the Company's payroll office within 15 days before the applicable Offering Date or Interim Offering Date, unless another time for filing the subscription agreement is set by the Administrator for all Employees with respect to a given Offering Period. The subscription agreement shall authorize payroll deductions pursuant to this Plan and shall have such other terms as the Administrator may specify from time to time.

(b) At the end of an Offering Period, each Participant in the Offering Period who remains an Employee shall be automatically enrolled in the next succeeding Offering Period (a "Re-enrollment") unless, in a manner and at a time specified by the Administrator, but in no event later than the day before the Offering Date of such succeeding Offering Period, the Participant notifies the Administrator in writing that the Participant does not wish to be re-enrolled. Re-enrollment shall be at the withholding percentage specified in the Participant's most recent subscription agreement unless the Participant changes that percentage by timely written notice. No Participant shall be automatically re-enrolled whose participation has terminated by operation of Section 10 of this Plan.

(c) If an Offering Period commences pursuant to Section 4(b) of this Plan, each Employee on the Offering Date of that Offering Period shall automatically become a Participant in the commencing Offering Period. Participation shall be at the withholding percentage specified in the Participant's most recent subscription agreement, unless the Participant notice changes that percentage by timely written notice. If the Participant has no subscription agreement on file, Participation shall be at a 0% withholding rate until changed by the Participant. No Participant shall be automatically re-enrolled whose participation has terminated by operation of Section 11 of this Plan.

6. Payroll Deductions.

(a) Each Participant shall have withheld a percentage of his or her Compensation received during an Offering Period. Withholding shall be in whole percentages, up to a maximum (not to exceed 15%) established by the Administrator from time to time, as specified by the Participant in his or her subscription agreement. Payroll deductions for a Participant during an Offering Period shall begin with the first payroll following the Offering Date or Interim Offering Date and shall end on the last Exercise Date of the Offering Period, unless sooner terminated by the Participant as provided in Section 11 of this Plan.

(b) All payroll deductions made by a Participant shall be credited to the Participant's account under this Plan. A Participant may not make any additional payments into such account.

(c) A Participant may change the rate of his or her payroll deductions during an Offering Period by filing with the Administrator a new subscription agreement authorizing the change. The change shall take effect 15 days after the Administrator's receipt of the new subscription agreement, except that increases in rate shall take effect on the day after the first Exercise Date on or after the 15th day.

7. Purchase Rights.

(a) **Grant of Purchase Rights.** On the Offering Date, or (if applicable) Interim Offering Date of each Offering Period, the Participant shall be granted a Purchase Right to purchase (at the per-share price) during the Offering Period up to the lesser of (a) the number of shares of Common Stock determined by dividing (i) \$25,000 multiplied by the number of (whole or part) calendar years in the Offering Period by (ii) the fair market value of a share of Common Stock on the Offering Date or Interim Offering Date; or (b) the Maximum Share Amount.

(b) **Terms of Purchase Rights.** Except as otherwise determined by the Administrator, each Purchase Right shall have the following terms:

- (i) The per-share price of the shares subject to a Purchase Right shall be 85% of the lower of the fair market values of a share of Common Stock on (a) the Offering Date, or Interim Offering Date, on which the Purchase Right was granted and (b) the Exercise Date. The fair market value of the Common Stock on a given date shall be the closing price as reported in the Wall Street Journal; provided, however, that if there is no public trading of the Common Stock on that date, then fair market value shall be determined by the Administrator in its discretion.
- (ii) Payment for shares purchased by exercise of Purchase Rights shall be made only through payroll deductions in accordance with Section 6 of this Plan.

-
- (iii) Upon purchase or disposition of shares acquired by exercise of a Purchase Right, the Participant shall pay, or make provision adequate to the Administrator for payment of, all tax (and similar) withholdings that the Administrator determines, in its discretion, are required due to the acquisition or disposition, including without limitation any such withholding that the Administrator determines in its discretion is necessary to allow the Company and its Subsidiaries to claim tax deductions or other benefits in connection with the acquisition or disposition.
 - (iv) During his or her lifetime, a Participant's Purchase Right is exercisable only by the Participant.
 - (v) The Purchase Rights will in all respects be subject to the terms and conditions of this Plan, as interpreted by the Administrator from time to time.

8. Exercise Dates; Purchase of Shares; Refund of Excess Cash.

- (a) The Administrator shall establish one or more Exercise Dates for each Offering Period.
- (b) Each Participant's Purchase Right shall be exercised automatically on each Exercise Date during the Offering Period to purchase the maximum number of full shares up to the Maximum Share Amount at the applicable price using the Participant's accumulated payroll deductions.
- (c) The shares purchased upon exercise of a Purchase Right shall be deemed to be transferred to the Participant on the Exercise Date. A Participant will have no interest or voting right in shares covered by a Purchase Right until the Purchase Right has been exercised.
- (d) Any cash remaining in a Participant's payroll deduction account after the purchase of shares on an Exercise Date shall be carried forward in that account for application on the next Exercise Date; provided that at the termination of an Offering Period, any such cash shall be promptly refunded returned to the Participant.

9. Limitations on Aggregate Shares to be Purchased.

If the number of shares to be purchased on an Exercise Date by all Participants in this Plan exceeds the number of shares then available for issuance under this Plan, then the Company shall make a pro rata allocation of the remaining shares in as uniform a manner as shall be reasonably practicable and as the Administrator shall determine to be equitable. In such event, the Company shall give written notice of such reduction of the number of shares to be purchased under a participant's option to each participant affected.

10. Registration and Delivery of Share Certificates.

- (a) Shares purchased by a Participant under this Plan will be registered in the name of the Participant, or in the name of the Participant and his or her spouse, or in the name of the Participant and joint tenant(s) (with right of survivorship), as designated by the Participant.
- (b) As soon as administratively feasible after each Exercise Date, the Company shall deliver to the Participant a certificate representing the shares purchased upon exercise of a Purchase Right. If approved by the Administrator in its discretion, the Company may instead (i) deliver a certificate (or equivalent) to a broker for crediting to the Participant's account or (ii) make a notation in the Participant's favor of non-certificated shares on the Company's stock records.

11. *Withdrawal; Termination of Employment.*

(a) A Participant may withdraw all, but not less than all, of the payroll deductions credited to his account under this Plan at any time before an Exercise Date by giving written notice to the Administrator in a form the Administrator prescribes from time to time. The Participant's Purchase Right will automatically terminate on the date of receipt of the notice, all payroll deductions credited to the Participant's account will be refunded promptly thereafter, and no further payroll deductions will be made during the Offering Period.

(b) Upon termination of a Participant's Continuous Status as an Employee for any reason, including retirement or death, the payroll deductions credited to the Participant's account will be promptly refunded to the Participant or, in the case of death, to the person or persons entitled thereto under Section 15 of this Plan, and the Participant's Purchase Right will automatically terminate.

(c) If a Participant fails to remain in Continuous Status as an Employee during an Offering Period, the Participant will be deemed to have withdrawn from this Plan, the payroll deductions credited to the Participant's account will be promptly refunded, and the Participant's Purchase Right shall terminate.

(d) A Participant's withdrawal from an offering will not affect the Participant's eligibility to participate in a succeeding Offering Period or in any similar plan that may be adopted by the Company.

12. *Use of Funds; No Interest.*

Amounts withheld from Participants' Compensation under this Plan shall constitute general funds of the Company and may be used for any corporate purpose, and the Company shall not be obligated to segregate such payroll deductions. No interest shall accrue on the payroll deductions of a Participant in this Plan.

13. *Number of Shares Reserved.*

(a) Subject to adjustment as provided in Section 18, the maximum aggregate number of shares of Common Stock which shall be made available for sale under the Plan shall be 9,000,000¹ shares herein, consisting of the following:

- (i) 3,000,000¹ shares may be issued at any time before termination of this Plan from the number of authorized and previously unissued shares of Common Stock of the Company; and
- (ii) an additional share (up to a total of 6,000,000¹ additional shares) may be issued for each share of Common Stock that the Company redeems, in public-market or private purchases, and designates for this purpose after the date of Board approval of this Plan.

(b) Subject to adjustment as provided in Section 18, the number of shares that may be issued, on a one-for-one basis, for each share of Common Stock that the Company redeems, in public-market or private purchases, and designates for this purpose shall be increased on the first business day of each calendar year commencing with 2004 by a number of shares equal to the lesser of

¹ Number has been adjusted to account for Lam's March 2000 three-for-one stock split.

(i) 2,000,000², (ii) one and one-half percent (1.5%) of the number of shares of all classes of common stock of the Company outstanding on the first business day of such calendar year, or (iii) a lesser number determined by the Administrator, (the "Annual Increase"). The Administrator may, in its discretion, transfer shares reserved for issuance under this Plan into a plan of similar terms, as approved by the Board, providing for the purchase of shares of Common Stock by employees of Subsidiaries designated by the Board that do not (or do not thereafter) participate in this plan. Such plan may, without limitation, provide for variances from the terms of this Plan to take into account special circumstances (such as foreign legal restrictions) affecting the employees of such designated Subsidiaries.

14. Administration.

This Plan shall be administered by the Administrator. The administration, interpretation, and application of this Plan by the Administrator shall be final, conclusive, and binding upon all persons. Neither Members of the Board nor the Administrator shall be liable for any action or determination taken or made in good faith with respect to the Plan, or any shares purchased or issued or Purchase Right exercised thereunder.

15. Designation of Beneficiary.

(a) A Participant may file a written designation of a beneficiary who is to receive any shares and cash, if any, from the Participant's account under this Plan in the event of the Participant's death.

(b) A designation of beneficiary may be changed by the Participant at any time by written notice. In the event of the death of a Participant, and in the absence of a beneficiary validly designated under this Plan who is living at the time of the Participant's death, the Administrator shall deliver such shares and/or cash to the executor or administrator of the Participant's estate, or if no such executor or administrator has been appointed (to the Administrator's knowledge), the Administrator, in its discretion, may deliver such shares and/or cash to the spouse or to any one or more dependents or relatives of the Participant or, if no spouse, dependent, or relative is known to the Administrator, then to such other person as the Administrator may designate.

16. Transferability.

Neither payroll deductions credited to a Participant's account nor any rights with regard to the exercise of a Purchase Right or to receive shares under this Plan may be assigned, transferred, pledged, or otherwise disposed of in any way (other than by will, the laws of descent and distribution, or as provided in Section 15 hereof) by the Participant. Any such attempt at assignment, transfer, pledge, or other disposition shall be without effect, except that the Administrator may treat such act as an election to withdraw funds in accordance with Section 11 hereof.

17. Reports.

Individual accounts will be maintained for each Participant in this Plan. Statements of account will be given to participating Employees promptly following each Exercise Date, which statements will set forth the amounts of payroll deductions, the per share purchase price, the number of shares purchased and the remaining cash balance, if any.

² Provision added to Plan pursuant to November 2003 amendment and restatement. Therefore, no adjustment for March 2000 stock split required. This number is, however, subject to adjustment upon future changes to capitalization pursuant to Section 18.

18. Adjustments upon Changes in Capitalization.

(a) Subject to any required action by the stockholders of the Company, the number of shares of Common Stock covered by each Purchase Right under this Plan that has not yet been exercised and the number of shares of Common Stock that have been authorized for issuance under this Plan but have not yet been placed under a Purchase Right, including, but not limited to, the Annual Increase (collectively, the “Reserves”), as well as the price per share of Common Stock covered by each Purchase Right under this Plan that has not yet been exercised, shall be proportionately adjusted for any increase or decrease in the number of issued shares of Common Stock resulting from a stock split, reverse stock split, stock dividend, combination or reclassification of the Common Stock, or any other increase or decrease in the number of shares of Common Stock effected without receipt of consideration by the Company; provided, however, that conversion of any convertible securities of the Company and any repurchase of shares of Common Stock pursuant to Section 13 herein shall not be deemed to have been “effected without receipt of consideration.” Such adjustment shall be made by the Administrator, whose determination shall be final, binding, and conclusive. Except as expressly provided herein, no issue by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of shares of Common Stock subject to a Purchase Right.

(b) In the event of the proposed dissolution or liquidation of the Company, the then-current Offering Period will terminate immediately before the consummation of such proposed action, unless otherwise provided by the Board or the Administrator (if the Administrator is not the Board). In the event of a proposed sale of all or substantially all of the assets of the Company, or the merger of the Company with or into another corporation (if stockholders of the Company own less than 50% of the total outstanding voting power in the surviving entity or a parent of the surviving entity after the merger), each Purchase Right under this Plan shall be assumed or an equivalent purchase right shall be substituted by the successor corporation or a parent or subsidiary of the successor corporation, unless the successor corporation does not agree to assume the Purchase Right or to substitute an equivalent purchase right, in which case the Administrator may, in lieu of such assumption or substitution, accelerate the exercisability of Purchase Rights, and allow Purchase Rights to be exercisable (if the Board approves) as to shares as to which the Purchase Right would not otherwise be exercisable, on terms and for a period that the Administrator determines in its discretion. To the extent that the Administrator accelerates exercisability of Purchase Rights as described above, it shall promptly so notify all Participants in writing.

(c) The Administrator may, in its discretion, also make provision for adjusting the Reserves, as well as the price per share of Common Stock covered by each outstanding Purchase Right, if the Company effects one or more reorganizations, recapitalizations, rights offerings, or other increases or reductions of shares of its outstanding Common Stock, or if the Company consolidates with or merges into any other corporation.

19. Amendment or Termination.

(a) The Board may at any time terminate or amend in any manner this Plan; except, however, that no amendment may be made without prior approval of the stockholders of the Company (obtained in the manner described in paragraph 21) if it would:

- (i) Increase the number of shares that may be issued under this Plan;
- (ii) Change the designation of the employees (or class of employees) eligible for participation in this Plan; or
- (iii) If the Company has a class of equity securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), at the time of such amendment, materially increase the benefits that may accrue to Participants under this Plan.

If any amendment requiring stockholder approval under this paragraph 19 of this Plan is made after the first registration of any class of equity securities by the Company under Section 12 of the Exchange Act, such stockholder approval shall be solicited as described in paragraph 21 of this Plan.

(b) The Board may elect to terminate any or all outstanding Purchase Rights at any time, except to the extent that exercisability of such Purchase Rights has been accelerated pursuant to Section 18(b) hereof. If this Plan is terminated, the Board may also elect to terminate Purchase Rights upon completion of the next purchase of shares on the next Exercise Date or to permit Purchase Rights to expire in accordance with their terms (with participation to continue through such expiration dates). If Purchase Rights are terminated before expiration, any funds contributed to this Plan that have not been used to purchase shares shall be refunded to Participants as soon as administratively feasible.

20. Notices.

All notices or other communications by a Participant to the Company or the Administrator under or in connection with this Plan shall be deemed to have been duly given when received in the form specified by the Administrator at the location, or by the person, designated by the Administrator for the receipt thereof.

21. Stockholder Approval.

(a) Any required approval of the stockholders of the Company pursuant to paragraph 19(a) of this Plan shall be solicited substantially in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder.

(b) If any required approval by the stockholders of this Plan itself or of any amendment thereto is solicited at any time otherwise than in the manner described in Section 21(a) hereof, then the Company shall, at or before the first annual meeting of stockholders held after the later of (i) the first registration of any class of equity securities of the Company under Section 12 of the Exchange Act or (ii) the granting of a Purchase Right hereunder to an Officer and Director after such registration, do the following:

- (i) furnish in writing to the holders entitled to vote for this Plan substantially the same information that would be required (if proxies to be voted with respect to approval or disapproval of this Plan or amendment were then being solicited) by the rules and regulations in effect under Section 14(a) of the Exchange Act at the time such information is furnished; and
- (ii) file with, or mail for filing to, the Securities and Exchange Commission four copies of the written information referred to in subsection (i) hereof not later than the date on which such information is first sent or given to stockholders.

22. Conditions upon Issuance of Shares.

(a) Shares shall not be issued with respect to a Purchase Right unless the exercise of such Purchase Right and the issuance and delivery of such shares pursuant thereto shall comply with all applicable provisions of law, domestic or foreign, including, without limitation, the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, the rules and regulations promulgated thereunder, and the requirements of any stock exchange upon which the shares may then be listed, and shall be further subject to the approval of counsel for the Company with respect to such compliance.

(b) As a condition to the exercise of a Purchase Right, the Company may require the person exercising such Purchase Right to represent and warrant at the time of any such exercise that the shares are being purchased only for investment and without any present intention to sell or distribute such shares if, in the opinion of counsel for the Company, such a representation is required by any of the aforementioned applicable provisions of law.

23. Term of Plan.

This Plan shall become effective upon the earlier to occur of its adoption by the Board of Directors or its approval by the stockholders of the Company as described in Section 21 hereof. It shall continue in effect for a term of 20 years unless sooner terminated under Section 19 hereof.

24. *Additional Restrictions of Rule 16b-3.*

The terms and conditions of Purchase Rights granted hereunder to, and the purchase of shares by, persons subject to Section 16 of the Securities Exchange Act of 1934 shall comply with the applicable provisions of Rule 16b-3 of such Act. This Plan shall be deemed to contain, and such Purchase Rights shall contain, and the shares issued upon exercise thereof shall be subject to, such additional conditions and restrictions as may be required by Rule 16b-3 to qualify for the maximum exemption from Section 16 of the Securities Exchange Act of 1934 with respect to Plan transactions.

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

I, Stephen G. Newberry, 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 5, 2010

/s/ Stephen G. Newberry

Stephen G. Newberry

President and Chief Executive Officer

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

I, Ernest E. Maddock, 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 5, 2010

/s/ Ernest E. Maddock

Ernest E. Maddock

Senior 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 28, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen G. Newberry, 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 5, 2010

/s/ Stephen G. Newberry
Stephen G. Newberry
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 28, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ernest E. Maddock, 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 5, 2010

/s/ Ernest E. Maddock

Ernest E. Maddock

Senior 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.