

LSI CORP  
Form 10-Q  
November 06, 2012  
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**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 September 30, 2012

**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: 1-10317

**LSI CORPORATION**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State of Incorporation)*

**94-2712976**  
*(I.R.S. Employer Identification Number)*

**1621 Barber Lane**

**Milpitas, California 95035**

*(Address of principal executive offices)*

*(Zip code)*

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(408) 433-8000

**(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. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a 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 November 1, 2012, there were 553,408,484 shares of the registrant's Common Stock, \$.01 par value, outstanding.

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**FORWARD-LOOKING STATEMENTS**

This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words estimate, plan, intend, expect, anticipate, believe and similar words are intended to identify forward-looking statements. Although we believe our expectations are based on reasonable assumptions, our actual results could differ materially from those projected in the forward-looking statements. We have described in Part II, Item 1A- Risk Factors a number of factors that could cause our actual results to differ materially from our projections or estimates. Except where otherwise indicated, the statements made in this report are made as of the date we filed this report with the Securities and Exchange Commission and should not be relied upon as of any subsequent date. We expressly disclaim any obligation to update the information in this report, except as may otherwise be required by law.

**Table of Contents****PART I FINANCIAL INFORMATION****Item 1. Financial Statements****LSI CORPORATION****CONDENSED CONSOLIDATED BALANCE SHEETS****(In thousands, except per share amounts)****(Unaudited)**

|  | <b>September 30,<br/>2012</b> | <b>December 31,<br/>2011</b> |
|--|-------------------------------|------------------------------|
| <b>ASSETS</b>  |                               |                              |
| Cash and cash equivalents  | \$ 440,507                    | \$ 779,811                   |
| Short-term investments   | 202,520                       | 155,644                      |
| Accounts receivable, less allowances of \$6,206 and \$6,950, respectively  | 256,492                       | 246,539                      |
| Inventories  | 209,104                       | 180,035                      |
| Prepaid expenses and other current assets  | 64,526                        | 60,659                       |
| <b>Total current assets</b>  | <b>1,173,149</b>              | <b>1,422,688</b>             |
| Property and equipment, net  | 250,206                       | 180,589                      |
| Identified intangible assets, net  | 516,104                       | 433,790                      |
| Goodwill   | 255,838                       | 72,377                       |
| Other assets   | 108,074                       | 122,604                      |
| <b>Total assets</b>  | <b>\$ 2,303,371</b>           | <b>\$ 2,232,048</b>          |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>   |                               |                              |
| Accounts payable   | \$ 184,358                    | \$ 175,093                   |
| Accrued salaries, wages and benefits   | 131,853                       | 106,948                      |
| Other accrued liabilities  | 160,622                       | 178,830                      |
| <b>Total current liabilities</b>   | <b>476,833</b>                | <b>460,871</b>               |
| Pension and post-retirement benefit obligations  | 512,545                       | 597,183                      |
| Income taxes payable non-current   | 100,104                       | 91,791                       |
| Other non-current liabilities  | 15,917                        | 23,263                       |
| <b>Total liabilities</b>   | <b>1,105,399</b>              | <b>1,173,108</b>             |
| Commitments and contingencies (Note 13)  |                               |                              |
| Stockholders' equity:  |                               |                              |
| Preferred stock, \$.01 par value: 2,000 shares authorized; none outstanding                                      | 0                             | 0                            |
| Common stock, \$.01 par value: 1,300,000 shares authorized; 553,083 and 561,767 shares outstanding, respectively | 5,531                         | 5,618                        |
| Additional paid-in capital   | 5,574,076                     | 5,623,581                    |
| Accumulated deficit  | (3,863,456)                   | (4,037,031)                  |
| Accumulated other comprehensive loss   | (518,179)                     | (533,228)                    |
| <b>Total stockholders' equity</b>  | <b>1,197,972</b>              | <b>1,058,940</b>             |
| <b>Total liabilities and stockholders' equity</b>  | <b>\$ 2,303,371</b>           | <b>\$ 2,232,048</b>          |

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The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**Table of Contents****LSI CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(In thousands, except per share amounts)****(Unaudited)**

|  | <b>Three Months Ended</b> |                        | <b>Nine Months Ended</b>  |                        |
|--|---------------------------|------------------------|---------------------------|------------------------|
|  | <b>September 30, 2011</b> | <b>October 2, 2011</b> | <b>September 30, 2011</b> | <b>October 2, 2011</b> |
| Revenues   | \$ 623,962                | \$ 546,910             | \$ 1,905,959              | \$ 1,520,818           |
| Cost of revenues   | 311,311                   | 283,065                | 974,508                   | 795,179                |
| Gross profit   | 312,651                   | 263,845                | 931,451                   | 725,639                |
| Research and development   | 167,488                   | 143,347                | 512,923                   | 431,567                |
| Selling, general and administrative  | 92,032                    | 77,874                 | 271,046                   | 218,534                |
| Restructuring of operations and other items, net   | 4,221                     | 10,784                 | 26,174                    | 2,686                  |
| Income from operations   | 48,910                    | 31,840                 | 121,308                   | 72,852                 |
| Interest income and other, net   | 5,855                     | 7,610                  | 30,105                    | 18,348                 |
| Income from continuing operations before income taxes  | 54,765                    | 39,450                 | 151,413                   | 91,200                 |
| Provision for/(benefit from) income taxes  | 15,100                    | 7,800                  | (22,162)                  | 12,596                 |
| Income from continuing operations  | 39,665                    | 31,650                 | 173,575                   | 78,604                 |
| (Loss)/income from discontinued operations (including a gain on disposal of \$260,066 for the nine months ended October 2, 2011), net of taxes | 0                         | (2,311)                | 0                         | 254,673                |
| Net income   | \$ 39,665                 | \$ 29,339              | \$ 173,575                | \$ 333,277             |
| Basic income per share:  |                           |                        |                           |                        |
| Income from continuing operations  | \$ 0.07                   | \$ 0.05                | \$ 0.31                   | \$ 0.13                |
| (Loss)/income from discontinued operations   | \$ 0                      | \$ (0.00)              | \$ 0                      | \$ 0.43                |
| Net income   | \$ 0.07                   | \$ 0.05                | \$ 0.31                   | \$ 0.56                |
| Diluted income per share:  |                           |                        |                           |                        |
| Income from continuing operations  | \$ 0.07                   | \$ 0.05                | \$ 0.30                   | \$ 0.13                |
| (Loss)/income from discontinued operations   | \$ 0                      | \$ (0.00)              | \$ 0                      | \$ 0.42                |
| Net income   | \$ 0.07                   | \$ 0.05                | \$ 0.30                   | \$ 0.55                |
| Shares used in computing per share amounts:  |                           |                        |                           |                        |
| Basic  | 555,197                   | 567,790                | 561,708                   | 592,898                |
| Diluted  | 572,022                   | 581,483                | 582,296                   | 608,743                |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.



**Table of Contents****LSI CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****(In thousands)****(Unaudited)**

|  | <b>Three Months Ended</b> |                        | <b>Nine Months Ended</b>  |                        |
|--|---------------------------|------------------------|---------------------------|------------------------|
|  | <b>September 30, 2012</b> | <b>October 2, 2011</b> | <b>September 30, 2011</b> | <b>October 2, 2011</b> |
| Net income   | \$ 39,665                 | \$ 29,339              | \$ 173,575                | \$ 333,277             |
| Other comprehensive income/(loss) before tax:                                      |                           |                        |                           |                        |
| Foreign currency translation adjustments   | 3,575                     | (3,107)                | 178                       | (1,516)                |
| Unrealized gain/(loss) on investments for the period                               | 754                       | (143)                  | 1,998                     | 1,278                  |
| Reclassification adjustments for gain on investments included in net income        | (401)                     | (546)                  | (1,814)                   | (2,059)                |
| Unrealized gain/(loss) on investments  | 353                       | (689)                  | 184                       | (781)                  |
| Unrealized gain/(loss) on derivatives for the period                               | 991                       | (2,183)                | (358)                     | (1,162)                |
| Reclassification adjustments for loss/(gain) on derivatives included in net income | 770                       | (272)                  | 2,778                     | (1,244)                |
| Unrealized gain/(loss) on derivatives  | 1,761                     | (2,455)                | 2,420                     | (2,406)                |
| Net actuarial loss   | 0                         | (1,855)                | 0                         | (1,855)                |
| Amortization of transition asset, prior service cost and net actuarial loss        | 4,115                     | 1,932                  | 12,267                    | 5,494                  |
| Defined benefit pension plans  | 4,115                     | 77                     | 12,267                    | 3,639                  |
| Other comprehensive income/(loss) before tax                                       | 9,804                     | (6,174)                | 15,049                    | (1,064)                |
| Income tax expense related to items of other comprehensive income/(loss)           | 0                         | 0                      | 0                         | 0                      |
| Other comprehensive income/(loss), net of tax                                      | 9,804                     | (6,174)                | 15,049                    | (1,064)                |
| Comprehensive income   | \$ 49,469                 | \$ 23,165              | \$ 188,624                | \$ 332,213             |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.



**Table of Contents****LSI CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)****(Unaudited)**

|   | <b>Nine Months Ended</b>  |                        |
|---|---------------------------|------------------------|
|   | <b>September 30, 2010</b> | <b>October 2, 2011</b> |
| <b>Operating activities:</b>  |                           |                        |
| Net income  | \$ 173,575                | \$ 333,277             |
| <b>Adjustments:</b>   |                           |                        |
| Depreciation and amortization   | 136,318                   | 145,843                |
| Stock-based compensation expense  | 83,538                    | 38,480                 |
| Non-cash restructuring of operations and other items, net   | 5,739                     | 30,535                 |
| Gain on re-measurement of a pre-acquisition equity interest to fair value   | (5,765)                   | 0                      |
| Gain on sale of investments   | (2,550)                   | 0                      |
| Gain on sale of business  | 0                         | (260,066)              |
| Loss/(gain) on sale of property and equipment   | 2,574                     | (543)                  |
| Unrealized foreign exchange (gain)/loss   | (80)                      | 200                    |
| Deferred taxes  | (43,246)                  | (18,944)               |
| <b>Changes in assets and liabilities, net of assets acquired and liabilities assumed in business combination:</b> |                           |                        |
| Accounts receivable   | 931                       | 78,215                 |
| Inventories   | (4,864)                   | (60,203)               |
| Prepaid expenses, assets held for sale and other assets   | (720)                     | (10,256)               |
| Accounts payable  | 4,335                     | (1,700)                |
| Accrued and other liabilities   | (70,481)                  | (83,479)               |
| <b>Net cash provided by operating activities</b>  | <b>279,304</b>            | <b>191,359</b>         |
| <b>Investing activities:</b>  |                           |                        |
| Purchases of debt securities available-for-sale   | (94,456)                  | (38,683)               |
| Proceeds from maturities and sales of debt securities available-for-sale  | 29,523                    | 31,988                 |
| Purchases of other investments  | 0                         | (4,000)                |
| Proceeds from sale of other investments   | 2,550                     | 0                      |
| Purchases of property and equipment   | (103,285)                 | (46,841)               |
| Proceeds from sale of property and equipment  | 1,626                     | 939                    |
| Acquisition of business, net of cash acquired   | (319,231)                 | 0                      |
| Proceeds from sale of business, net of transaction costs  | 0                         | 475,150                |
| <b>Net cash (used in)/provided by investing activities</b>  | <b>(483,273)</b>          | <b>418,553</b>         |
| <b>Financing activities:</b>  |                           |                        |
| Issuances of common stock   | 90,643                    | 66,060                 |
| Purchases of common stock under repurchase programs   | (226,247)                 | (471,787)              |
| <b>Net cash used in financing activities</b>  | <b>(135,604)</b>          | <b>(405,727)</b>       |
| Effect of exchange rate changes on cash and cash equivalents  | 269                       | (821)                  |
| <b>Net change in cash and cash equivalents</b>  | <b>(339,304)</b>          | <b>203,364</b>         |

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|  |            |            |
|--|------------|------------|
| Cash and cash equivalents at beginning of period | 779,811    | 521,786    |
| Cash and cash equivalents at end of period       | \$ 440,507 | \$ 725,150 |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

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**LSI CORPORATION**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1 Basis of Presentation**

For financial reporting purposes, LSI Corporation ( LSI or the Company ) reports on a 13- or 14-week quarter with the year ending December 31. The third quarters of 2012 and 2011 consisted of 13 weeks each and ended on September 30, 2012 and October 2, 2011, respectively. The results of operations for the quarter ended September 30, 2012 are not necessarily indicative of the results to be expected for the full year.

On January 3, 2012, the Company completed the acquisition of SandForce, Inc. ( SandForce ) for total consideration of approximately \$346.4 million, net of cash acquired. SandForce was a provider of flash storage processors for enterprise and client flash solutions and solid state drives. The acquisition was accounted for under the purchase method of accounting. Accordingly, the results of operations of SandForce and the estimated fair value of the assets acquired and liabilities assumed were included in the Company's condensed consolidated financial statements from January 3, 2012.

On May 6, 2011, the Company completed the sale of substantially all of its external storage systems business to NetApp, Inc. ( NetApp ). The results of the external storage systems business are presented as discontinued operations in the Company's condensed consolidated statements of operations and, as such, have been excluded from all line items other than (Loss)/income from discontinued operations for all periods presented.

The preparation of financial statements in conformity with generally accepted accounting principles ( GAAP ) in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ significantly from these estimates.

In management's opinion, the accompanying unaudited condensed consolidated financial statements contain all normal recurring adjustments necessary for a fair statement of the Company's financial position, results of operations, comprehensive income and cash flows for the interim periods presented. While the Company believes that the disclosures are adequate to make the information not misleading, these financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

**Recent Accounting Pronouncements**

In May 2011, the Financial Accounting Standards Board ( FASB ) issued additional guidance on fair value measurements and related disclosures. The new guidance clarifies the application of existing guidance on fair value measurement for non-financial assets and requires the disclosure of quantitative information about the unobservable inputs used in a fair value measurement. The Company adopted this guidance in the first quarter of 2012. The adoption did not impact the Company's results of operations or financial position.

In June 2011, the FASB issued amended guidance regarding the presentation of comprehensive income. The amended guidance gives an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The amended guidance eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The Company adopted this guidance in the first quarter of 2012. The adoption did not impact the Company's results of operations or financial position.

**Note 2 Stock-Based Compensation Expense**

In May 2012, the Company's 2003 Equity Incentive Plan was amended to increase the number of shares available for new awards to a total of 25 million, of which 15 million shares were available for restricted stock and/or restricted stock units ( RSUs ). In addition, the period during which incentive stock options can be granted was extended to February 9, 2022, and the maximum number of shares that may be issued upon exercise of incentive stock options was set at 25 million.

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Stock-based compensation expense included in continuing operations, net of estimated forfeitures, related to the Company's stock options, Employee Stock Purchase Plan ( ESPP ) and restricted stock unit awards by expense category was as follows:

|  | Three Months Ended |                 | Nine Months Ended  |                 |
|--|--------------------|-----------------|--------------------|-----------------|
|  | September 30, 2012 | October 2, 2011 | September 30, 2012 | October 2, 2011 |
|  | (In thousands)     |                 |                    |                 |
| Cost of revenues                       | \$ 2,573           | \$ 1,460        | \$ 9,088           | \$ 5,324        |
| Research and development               | 11,170             | 5,410           | 35,451             | 18,286          |
| Selling, general and administrative    | 13,643             | 4,883           | 38,999             | 15,462          |
| Total stock-based compensation expense | \$ 27,386          | \$ 11,753       | \$ 83,538          | \$ 39,072       |

In connection with the SandForce acquisition, the Company assumed stock options and RSUs originally granted by SandForce. Stock-based compensation expense for the nine months ended September 30, 2012 included \$4.5 million of expense related to the accelerated vesting of stock options and RSUs for certain SandForce employees in January 2012. Stock-based compensation expense for the three and nine months ended September 30, 2012 also includes \$3.1 million and \$8.8 million, respectively, related to assumed stock options and RSUs.

**Stock Options**

The fair value of each option grant is estimated as of the date of grant using a reduced-form calibrated binomial lattice model ( lattice model ). The following table summarizes the weighted-average assumptions that the Company applied in the lattice model:

|   | Three Months Ended |                 | Nine Months Ended  |                 |
|---|--------------------|-----------------|--------------------|-----------------|
|   | September 30, 2012 | October 2, 2011 | September 30, 2012 | October 2, 2011 |
| Estimated grant date fair value per share | \$ 2.50            | \$ 2.37         | \$ 2.84            | \$ 2.14         |
| Expected life (years)                     | 4.46               | 4.48            | 4.46               | 4.51            |
| Risk-free interest rate                   | 1%                 | 1%              | 1%                 | 2%              |
| Volatility                                | 52%                | 50%             | 47%                | 47%             |

The following table summarizes changes in stock options outstanding:

|   | Number of Shares<br>(In thousands) | Weighted-Average<br>Exercise<br>Price Per Share | Weighted-Average                               |   |
|---|------------------------------------|---|--|---|
|   |                                    |   | Remaining<br>Contractual<br>Term<br>(In years) | Aggregate<br>Intrinsic<br>Value<br>(In thousands) |
| Options outstanding at December 31, 2011  | 64,245                             | \$ 6.19   |  |   |
| Assumed in SandForce acquisition          | 7,542                              | \$ 0.75   |  |   |
| Granted                                   | 5,389                              | \$ 8.40   |  |   |
| Exercised                                 | (14,385)                           | \$ 5.32   |  |   |
| Canceled                                  | (4,758)                            | \$ 8.69   |  |   |
| Options outstanding at September 30, 2012 | 58,033                             | \$ 5.70   | 3.91   | \$ 102,654  |
| Options exercisable at September 30, 2012 | 35,670                             | \$ 6.13   | 2.71   | \$ 52,025   |

As of September 30, 2012, the total unrecognized compensation expense related to unvested stock options, net of estimated forfeitures, was \$40.9 million and is expected to be recognized over the next 2.2 years on a weighted-average basis. The options assumed in the SandForce acquisition vest over four years from the date of the grant and have ten year terms.

**Restricted Stock Units**

The cost of service-based and performance-based RSUs is determined using the fair value of the Company's common stock on the date of grant. For performance-based RSU expense, the Company also considers the probability that those RSUs will vest.

*Service-based:*

The vesting of service-based RSUs requires that the employees remain employed by the Company for a specified period of time.

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The following table summarizes changes in service-based RSUs outstanding:

|   | Number of Units<br>(In thousands) | Weighted-Average<br>Grant Date Fair<br>Value per Share |
|---|-----------------------------------|--|
| Unvested service-based RSUs outstanding at December 31, 2011  | 12,085                            | \$ 5.94  |
| Assumed in SandForce acquisition                              | 1,576                             | \$ 6.17  |
| Granted   | 7,921                             | \$ 8.23  |
| Vested  | (3,315)                           | \$ 5.87  |
| Forfeited   | (782)                             | \$ 6.53  |
| Unvested service-based RSUs outstanding at September 30, 2012 | 17,485                            | \$ 6.98  |

As of September 30, 2012, the total unrecognized compensation expense related to service-based RSUs, net of estimated forfeitures, was \$94.6 million and will be recognized over the next 2.8 years on a weighted-average basis.

**Performance-based:**

The vesting of performance-based RSUs is contingent upon the Company meeting specified performance criteria and requires that the employees remain employed by the Company for a specified period of time.

The following table summarizes changes in performance-based RSUs outstanding:

|   | Number of Units<br>(In thousands) | Weighted-Average<br>Grant Date Fair<br>Value per Share |
|---|-----------------------------------|--|
| Unvested performance-based RSUs outstanding at December 31, 2011  | 4,729                             | \$ 5.98  |
| Granted   | 2,986                             | \$ 8.52  |
| Vested  | (1,446)                           | \$ 5.85  |
| Forfeited   | (593)                             | \$ 6.53  |
| Unvested performance-based RSUs outstanding at September 30, 2012 | 5,676                             | \$ 7.29  |

As of September 30, 2012, the total unrecognized compensation expense related to performance-based RSUs, net of estimated forfeitures, was \$19.8 million and, if the performance conditions are fully met, will be recognized over the next 3 years.

**Employee Stock Purchase Plan**

Compensation expense for the ESPP is calculated using the fair value of the employees' purchase rights under the Black-Scholes model. Under the ESPP, rights to purchase shares are granted during the second and fourth quarters of each year. The Company issued 2.8 million and 2.9 million shares under the ESPP during the three months ended July 1, 2012 and July 3, 2011, respectively. No shares related to the ESPP were issued during the three months ended September 30, 2012 or October 2, 2011. The following table summarizes the weighted-average assumptions that the Company applied in the calculation of the fair value for the May 2012 and May 2011 grants:

|   | 2012    | 2011    |
|---|---------|---------|
| Estimated grant date fair value per share | \$ 2.19 | \$ 2.10 |
| Expected life (years)                     | 0.8     | 0.8     |

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|                         |       |       |
|-------------------------|-------|-------|
| Risk-free interest rate | 0.17% | 0.02% |
| Volatility              | 41%   | 37%   |

### **Note 3 Common Stock Repurchases**

The Company's board of directors authorized stock repurchases of up to \$750.0 million on March 9, 2011 and an additional \$500.0 million on August 1, 2012. As of September 30, 2012, \$525.0 million remained available for stock repurchases. The Company repurchased 6.6 million shares for \$50.1 million during the three months ended September 30, 2012 and 29.1 million shares for \$226.2 million during the nine months ended September 30, 2012. The Company repurchased 11.2 million shares for \$75.0 million during the three months ended October 2, 2011 and 67.5 million shares for \$471.8 million during the nine months ended October 2, 2011. Repurchased shares are retired immediately after the repurchases are completed. Retirement of repurchased shares is recorded as a reduction of common stock and additional paid-in capital.

**Table of Contents****Note 4 Restructuring and Other Items**

The following table summarizes items included in restructuring of operations and other items, net:

|  | Three Months Ended |                 | Nine Months Ended  |                 |
|--|--------------------|-----------------|--------------------|-----------------|
|  | September 30, 2012 | October 2, 2011 | September 30, 2012 | October 2, 2011 |
|  | (In thousands)     |                 |                    |                 |
| Lease terminations (a)                                 | \$ 901             | \$ 311          | \$ 3,716           | \$ 3,864        |
| Employee severance and benefits (b)                    | 1,239              | 482             | 2,698              | 2,414           |
| Asset impairment and other exit charges                | 3,515(c)           | 6,019(d)        | 3,515(c)           | 6,019(d)        |
| Total restructuring expense                            | 5,655              | 6,812           | 9,929              | 12,297          |
| Other items, net                                       | (1,434)(e)         | 3,972(f)        | 16,245(g)          | (9,611)(h)      |
| Total restructuring of operations and other items, net | \$ 4,221           | \$ 10,784       | \$ 26,174          | \$ 2,686        |

- (a) Includes changes in estimates, changes in time value and on-going expenditures related to previously vacated facilities.
- (b) Relates to restructuring actions taken as the Company continued to streamline operations.
- (c) Consists of a \$2.7 million loss on the sale of a property in the U.S. and \$0.8 million of other asset impairment and exit costs.
- (d) Primarily relates to write-offs of intellectual property and software which are no longer in use.
- (e) Primarily consists of a \$1.7 million reversal of a sales and use tax liability as a result of concluding a state tax audit.
- (f) Primarily consists of costs related to the transition service agreement associated with the sale of the external storage systems business.
- (g) Primarily consists of \$8.4 million of SandForce acquisition-related costs and \$6.7 million of costs related to the transition service agreement associated with the sale of the external storage systems business, offset in part by a \$1.7 million reversal of a sales and use tax liability as a result of concluding a state tax audit.
- (h) Primarily consists of the reversal of a \$14.5 million sales and use tax related liability as a result of concluding various audits, partially offset by \$5.3 million of costs related to the transition service agreement associated with the sale of the external storage systems business.
- The following table summarizes the significant activity within, and components of, the Company's restructuring obligations:

| Asset Impairment<br>and<br>Other Exit Charges | Lease<br>Terminations | Employee<br>Severance<br>and<br>Benefits | Total |
|---|-----------------------|--|-------|
|---|-----------------------|--|-------|



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|                                   | (In thousands) |            |             |           |
|-----------------------------------|----------------|------------|-------------|-----------|
| Balance at December 31, 2011      | \$ 0           | \$ 11,752  | \$ 10,444   | \$ 22,196 |
| Expense                           | 3,515          | 3,716      | 2,698       | 9,929     |
| Utilized                          | (3,515)        | (7,199)(a) | (11,794)(a) | (22,508)  |
| Balance at September 30, 2012 (b) | \$ 0           | \$ 8,269   | \$ 1,348    | \$ 9,617  |

(a) Represents cash payments.

(b) The balance remaining for lease terminations is expected to be paid during the remaining terms of the leases, which extend through 2013. The balance remaining for employee severance and benefits is expected to be paid by the end of 2013.

**Note 5 Business Combination**

**Acquisition of SandForce**

On January 3, 2012, the Company completed the acquisition of SandForce. SandForce was a provider of flash storage processors for enterprise and client flash solutions and solid state drives. The Company acquired SandForce to enhance its position in storage technology solutions.

Total consideration consisted of the following (in thousands):

|  |            |
|--|------------|
| Cash paid, net of cash acquired                      | \$ 319,231 |
| Fair value of partially vested equity awards         | 19,089     |
| Fair value of LSI's previous investment in SandForce | 8,120      |
| Total  | \$ 346,440 |

In connection with the SandForce acquisition, the Company assumed stock options and RSUs originally granted by SandForce and converted them into LSI stock options and RSUs. The portion of the fair value of partially vested equity awards associated with prior service of SandForce employees represents a component of the total consideration for the SandForce acquisition, as presented above. Stock options assumed were valued using a binomial lattice model calibrated to the exercise behavior of LSI's employees. RSUs were valued based on LSI's stock price as of the acquisition date.

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Prior to the acquisition, the Company held an equity interest in SandForce. The Company determined the fair value of this equity interest by applying the per share value of the contractual cash consideration to the SandForce shares held by the Company immediately prior to the acquisition. The fair value of the Company's pre-acquisition investment in SandForce represents a component of the total consideration, as presented above. As a result of re-measuring the pre-acquisition equity interest in SandForce to fair value, the Company recognized a gain of \$5.8 million, which was included in interest income and other, net, for the nine month period ended September 30, 2012.

The allocation of the purchase price to SandForce's tangible and identified intangible assets acquired and liabilities assumed was based on their estimated fair values.

The purchase price has been allocated as follows (in thousands):

|                              |                   |
|------------------------------|-------------------|
| Accounts receivable          | \$ 10,711         |
| Inventory                    | 24,268            |
| Identified intangible assets | 172,400           |
| Goodwill                     | 183,461           |
| Net deferred tax liabilities | (43,198)          |
| Other, net                   | (1,202)           |
| <b>Total</b>                 | <b>\$ 346,440</b> |

The goodwill is primarily attributable to the assembled workforce of SandForce and synergies and economies of scale expected from combining the operations of LSI and SandForce. The goodwill recognized is not deductible for tax purposes.

Identified intangible assets consisted of the following:

|   | <b>Fair Value<br/>(In thousands)</b> | <b>Weighted-<br/>Average Life<br/>(In years)</b> |
|---|--------------------------------------|--|
| Current technology  | \$ 73,400                            | 4.0  |
| Customer relationships  | 41,700                               | 7.0  |
| Order backlog   | 4,500                                | 0.5  |
| Trade names   | 1,500                                | 3.0  |
| <b>Total identified intangible assets subject to amortization</b> | <b>121,100</b>                       | <b>4.9</b>                                       |
| In-process research and development                               | 51,300                               |  |
| <b>Total identified intangible assets</b>                         | <b>\$ 172,400</b>                    |  |

The allocation of the purchase price to identified intangible assets acquired was based on the Company's best estimate of the fair value of those assets. The fair value of acquired identified intangible assets is determined based on inputs that are unobservable and significant to the overall fair value measurement. As such, acquired intangible assets are classified as Level 3 assets.

The fair value of each of the acquired identified intangible assets was determined using a discounted cash flow methodology. The cash flows for each category of identified intangible assets represent the estimated incremental effect on the Company's cash flows directly attributable to that intangible asset over its estimated remaining life. Estimated cash flows represent expected incremental revenues, net of returns on contributory assets and after considering estimated incremental operating costs and income taxes. Discount rates ranging from 12.9% to 17.9% were used based on the cost of capital, adjusted to reflect the specific risk associated with each of the cash flows.

Current technology represents the fair value of SandForce products that had reached technological feasibility and were a part of its product offering. Customer relationships represents the fair values of SandForce's relationships with its customers.

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In-process research and development ( IPR&D ) represents the fair value of incomplete research and development projects that had not reached technological feasibility as of the date of the acquisition. At the time of acquisition, SandForce had IPR&D related to its next generation flash storage processor (the Griffin project ). At September 30, 2012, expected costs to complete the Griffin project are approximately \$20.3 million through its anticipated completion date in 2013. Total revenues for the Griffin project are expected to extend through 2018. The acquisition date fair value of the Griffin project will be either amortized or impaired depending on whether the project is completed or abandoned.

From January 3, 2012 through September 30, 2012, the Company recognized approximately \$124.1 million of revenues related to the SandForce business. In addition, during the nine months ended September 30, 2012, the Company recognized \$8.4 million of acquisition-related costs included in restructuring of operations and other items, net related to SandForce. It is impracticable to

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determine the effect on net income resulting from the SandForce acquisition for the nine months ended September 30, 2012, as the Company immediately integrated SandForce into its ongoing operations. Historical pro forma results giving effect to the acquisition have not been presented because such effect is not material to the prior period financial results.

**Note 6 Benefit Obligations**

In 2007, the Company acquired Agere Systems Inc. ( Agere ). The Company has pension plans covering substantially all former Agere U.S. employees, excluding management employees hired after June 30, 2003. Retirement benefits are provided under defined benefit pension plans, which include a management plan and a represented plan. The payments under the management plan are based on an adjusted career-average-pay formula or a cash-balance program. The payments under the represented plan are based on a dollar-per-month formula. Since February 2009, there have been no active participants under the represented plan. The Company also has a non-qualified supplemental pension plan in the U.S. that principally provides benefits based on compensation in excess of amounts that can be considered under a tax qualified plan. The Company also provides post-retirement life insurance coverage under a group life insurance plan for former Agere employees excluding participants in the cash-balance program and management employees hired after June 30, 2003. The Company also has pension plans covering certain international employees.

Effective April 6, 2009, the Company froze the U.S. management defined benefit pension plan. Participants in the adjusted career-average-pay program will not earn any future service accruals after that date. Participants in the cash-balance program will not earn any future service accruals, but will continue to earn 4% interest per year on their cash-balance accounts.

The following table summarizes the components of the net periodic benefit cost or credit:

|   | Three Months Ended  |                             |                     |                             |
|---|---------------------|-----------------------------|---------------------|-----------------------------|
|   | September 30, 2012  |                             | October 2, 2011     |                             |
|   | Pension<br>Benefits | Post-retirement<br>Benefits | Pension<br>Benefits | Post-retirement<br>Benefits |
|   | (In thousands)      |                             |                     |                             |
| Service cost  | \$ 96               | \$ 22                       | \$ 141              | \$ 19                       |
| Interest cost   | 15,355              | 657                         | 16,891              | 702                         |
| Expected return on plan assets  | (17,024)            | (953)                       | (17,000)            | (1,032)                     |
| Amortization of net actuarial loss, prior service cost and transition asset | 3,592               | 523                         | 1,695               | 237                         |
| <b>Total benefit cost/(credit)</b>  | <b>\$ 2,019</b>     | <b>\$ 249</b>               | <b>\$ 1,727</b>     | <b>\$ (74)</b>              |

|   | Nine Months Ended   |                             |                     |                             |
|---|---------------------|-----------------------------|---------------------|-----------------------------|
|   | September 30, 2012  |                             | October 2, 2011     |                             |
|   | Pension<br>Benefits | Post-retirement<br>Benefits | Pension<br>Benefits | Post-retirement<br>Benefits |
|   | (In thousands)      |                             |                     |                             |
| Service cost  | \$ 321              | \$ 67                       | \$ 416              | \$ 57                       |
| Interest cost   | 46,090              | 1,950                       | 50,670              | 1,948                       |
| Expected return on plan assets  | (51,077)            | (2,859)                     | (50,998)            | (3,097)                     |
| Amortization of net actuarial loss, prior service cost and transition asset | 10,754              | 1,513                       | 5,080               | 414                         |
| <b>Total benefit cost/(credit)</b>  | <b>\$ 6,088</b>     | <b>\$ 671</b>               | <b>\$ 5,168</b>     | <b>\$ (678)</b>             |

During the nine months ended September 30, 2012, the Company contributed \$80.2 million to its pension plans. The Company expects to contribute an additional \$15.2 million to its pension plans during the remainder of 2012. The Company does not expect to contribute to its post-retirement benefit plan in 2012.



**Table of Contents****Note 7 Cash Equivalents and Investments**

The following tables summarize the Company's cash equivalents and investments measured at fair value:

|   | Fair Value Measurements as of September 30, 2012 |                           |                   |
|---|--|---------------------------|-------------------|
|   | Level 1  | Level 2<br>(In thousands) | Total             |
| <b>Cash equivalents:</b>                            |  |                           |                   |
| Money-market funds                                  | \$ 338,690(a)                                    | \$ 0                      | \$ 338,690        |
| U.S. government and agency securities               | 0  | 1,000(b)                  | 1,000             |
| <b>Total cash equivalents</b>                       | <b>\$ 338,690</b>                                | <b>\$ 1,000</b>           | <b>\$ 339,690</b> |
| <b>Available-for-sale debt securities:</b>          |  |                           |                   |
| <b>Asset-backed and mortgage-backed securities:</b> |  |                           |                   |
| Agency securities                                   | \$ 0   | \$ 124,247(b)             | \$ 124,247        |
| Non-agency securities                               | 0  | 2,336(b)                  | 2,336             |
| U.S. government and agency securities               | 13,276(a)  | 45,968(b)                 | 59,244            |
| Corporate debt securities                           | 0  | 16,693(b)                 | 16,693            |
| <b>Total short-term investments</b>                 | <b>\$ 13,276</b>                                 | <b>\$ 189,244</b>         | <b>\$ 202,520</b> |
| <b>Long-term investments in equity securities:</b>  |  |                           |                   |
| Marketable available-for-sale equity securities     | \$ 2,209(c)                                      | \$ 0                      | \$ 2,209          |

|   | Fair Value Measurements as of December 31, 2011 |                           |                   |
|---|---|---------------------------|-------------------|
|   | Level 1   | Level 2<br>(In thousands) | Total             |
| <b>Cash equivalents:</b>                            |   |                           |                   |
| Money-market funds                                  | \$ 674,219(a)                                   | \$ 0                      | \$ 674,219        |
| <b>Available-for-sale debt securities:</b>          |   |                           |                   |
| <b>Asset-backed and mortgage-backed securities:</b> |   |                           |                   |
| Agency securities                                   | \$ 0  | \$ 97,408(b)              | \$ 97,408         |
| Non-agency securities                               | 0   | 9,989(b)                  | 9,989             |
| U.S. government and agency securities               | 5,403(a)  | 30,572(b)                 | 35,975            |
| Corporate debt securities                           | 0   | 12,272(b)                 | 12,272            |
| <b>Total short-term investments</b>                 | <b>\$ 5,403</b>                                 | <b>\$ 150,241</b>         | <b>\$ 155,644</b> |
| <b>Long-term investments in equity securities:</b>  |   |                           |                   |
| Marketable available-for-sale equity securities     | \$ 1,514(c)                                     | \$ 0                      | \$ 1,514          |

- (a) The fair value of money-market funds is determined using unadjusted prices in active markets. The fair value of Level 1 U.S. government and agency securities is determined using quoted prices in active markets.
- (b) These investments are traded less frequently than Level 1 securities and are valued using inputs that include quoted prices for similar assets in active markets and inputs other than quoted prices that are observable for the asset, such as interest rates, yield curves, prepayment speeds, collateral performance, broker/dealer quotes and indices that are observable at commonly quoted intervals.
- (c) The fair value of marketable equity securities is determined using quoted market prices in active markets. These amounts are included within other assets in the condensed consolidated balance sheets.

As of September 30, 2012 and December 31, 2011, the aggregate carrying value of the Company's non-marketable securities was \$41.6 million and \$43.9 million, respectively.

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Upon the acquisition of SandForce in January 2012, the Company recognized a gain of \$5.8 million as a result of re-measuring its pre-acquisition equity interest in SandForce to estimated fair value. There were no other non-marketable securities fair-valued during the three and nine months ended September 30, 2012 or October 2, 2011.

The following tables summarize the Company's available-for-sale securities:

|   | Amortized<br>Cost | September 30, 2012       |                          | Fair<br>Value     |
|---|-------------------|--------------------------|--------------------------|-------------------|
|   |                   | Gross Unrealized<br>Gain | Gross Unrealized<br>Loss |                   |
| (In thousands)                              |                   |                          |                          |                   |
| <b>Short-term debt securities:</b>          |                   |                          |                          |                   |
| Asset-backed and mortgage-backed securities | \$ 120,326        | \$ 6,730                 | \$ (473)                 | \$ 126,583        |
| U.S. government and agency securities       | 58,350            | 895                      | (1)                      | 59,244            |
| Corporate debt securities                   | 16,523            | 170                      | 0                        | 16,693            |
| <b>Total short-term debt securities</b>     | <b>\$ 195,199</b> | <b>\$ 7,795</b>          | <b>\$ (474)</b>          | <b>\$ 202,520</b> |
| Long-term marketable equity securities      | \$ 669            | \$ 1,541                 | \$ (1)                   | \$ 2,209          |

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|   | Amortized<br>Cost | December 31, 2011        |                          | Fair<br>Value     |
|---|-------------------|--------------------------|--------------------------|-------------------|
|   |                   | Gross Unrealized<br>Gain | Gross Unrealized<br>Loss |                   |
| (In thousands)                              |                   |                          |                          |                   |
| Short-term debt securities:                 |                   |                          |                          |                   |
| Asset-backed and mortgage-backed securities | \$ 99,884         | \$ 7,891                 | \$ (378)                 | \$ 107,397        |
| U.S. government and agency securities       | 35,179            | 799                      | (3)                      | 35,975            |
| Corporate debt securities                   | 12,146            | 153                      | (27)                     | 12,272            |
| <b>Total short-term debt securities</b>     | <b>\$ 147,209</b> | <b>\$ 8,843</b>          | <b>\$ (408)</b>          | <b>\$ 155,644</b> |

Long-term marketable equity securities \$ 669 \$ 846 \$ (1) \$ 1,514  
As of September 30, 2012, there were 89 investments in an unrealized loss position. The following tables summarize the gross unrealized losses and fair values of the Company's short-term investments that have been in a continuous unrealized loss position for less than and greater than 12 months, aggregated by investment category:

|   | September 30, 2012  |                   |                        |                   |
|---|---------------------|-------------------|------------------------|-------------------|
|   | Less than 12 Months |                   | Greater than 12 Months |                   |
|   | Fair Value          | Unrealized Losses | Fair Value             | Unrealized Losses |
| (In thousands)                              |                     |                   |                        |                   |
| Asset-backed and mortgage-backed securities | \$ 29,041           | \$ (424)          | \$ 2,165               | \$ (49)           |
| U.S. government and agency securities       | 7,099               | (1)               | 0                      | 0                 |
| <b>Total</b>                                | <b>\$ 36,140</b>    | <b>\$ (425)</b>   | <b>\$ 2,165</b>        | <b>\$ (49)</b>    |

|   | December 31, 2011   |                   |                        |                   |
|---|---------------------|-------------------|------------------------|-------------------|
|   | Less than 12 Months |                   | Greater than 12 Months |                   |
|   | Fair Value          | Unrealized Losses | Fair Value             | Unrealized Losses |
| (In thousands)                              |                     |                   |                        |                   |
| Asset-backed and mortgage-backed securities | \$ 10,645           | \$ (286)          | \$ 1,301               | \$ (92)           |
| U.S. government and agency securities       | 3,872               | (3)               | 0                      | 0                 |
| Corporate debt securities                   | 2,375               | (27)              | 505                    | 0                 |
| <b>Total</b>                                | <b>\$ 16,892</b>    | <b>\$ (316)</b>   | <b>\$ 1,806</b>        | <b>\$ (92)</b>    |

Net realized gains on sales of available-for-sale securities were not material for the three and nine months ended September 30, 2012 or October 2, 2011.

Contractual maturities of available-for-sale debt securities as of September 30, 2012 were as follows:

|                     | Available-For-Sale<br>Debt Securities<br>(In thousands) |
|---------------------|---|
| Due within one year | \$ 30,135   |
| Due in 1-5 years    | 47,892  |
| Due in 5-10 years   | 10,671  |
| Due after 10 years  | 113,822   |
| <b>Total</b>        | <b>\$ 202,520</b>                                       |



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The maturities of asset-backed and mortgage-backed securities were allocated based on contractual principal maturities assuming no prepayments.

### Note 8 Supplemental Financial Information

#### Inventories

|                   | September 30,<br>2012 | December 31,<br>2011 |
|-------------------|-----------------------|----------------------|
|                   | (In thousands)        |                      |
| Raw materials     | \$ 176                | \$ 236               |
| Work-in-process   | 52,809                | 78,886               |
| Finished goods    | 156,119               | 100,913              |
| Total inventories | \$ 209,104            | \$ 180,035           |

**Table of Contents****Goodwill**

The following table summarizes goodwill activity for the nine months ended September 30, 2012:

|   | <b>Goodwill<br/>(In thousands)</b> |
|---|------------------------------------|
| Balance as of December 31, 2011         | \$ 72,377                          |
| Addition due to SandForce acquisition   | 183,461                            |
| <b>Balance as of September 30, 2012</b> | <b>\$ 255,838</b>                  |

There was no impairment charge for goodwill during the nine months ended September 30, 2012 or October 2, 2011. The accumulated impairment loss as of September 30, 2012 was \$2.4 billion.

**Accumulated Other Comprehensive Loss**

The following table presents the components of, and changes in, accumulated other comprehensive loss, net of taxes:

|   | <b>Balance at<br/>December 31, 2011</b> | <b>Other<br/>Comprehensive<br/>Income<br/>(In thousands)</b> | <b>Balance at<br/>September 30, 2012</b> |
|---|---|--|--|
| Accumulated net foreign currency translation adjustments        | \$ 42,138                               | \$ 178   | \$ 42,316                                |
| Accumulated net unrealized gain on investments                  | 5,942                                   | 184  | 6,126                                    |
| Accumulated net unrealized loss on derivatives                  | (2,551)                                 | 2,420  | (131)                                    |
| Accumulated actuarial loss on pension and post-retirement plans | (578,757)                               | 12,267   | (566,490)                                |
| <b>Total accumulated other comprehensive loss</b>               | <b>\$ (533,228)</b>                     | <b>\$ 15,049</b>   | <b>\$ (518,179)</b>                      |

There was no tax effect on any item of other comprehensive income presented in the condensed consolidated statements of comprehensive income for the three and nine months ended September 30, 2012 or October 2, 2011.

**Reconciliation of Basic and Diluted Shares**

The following table provides a reconciliation of basic and diluted shares:

|   | <b>Three Months Ended</b> |                        | <b>Nine Months Ended</b>  |                        |
|---|---------------------------|------------------------|---------------------------|------------------------|
|   | <b>September 30, 2011</b> | <b>October 2, 2011</b> | <b>September 30, 2011</b> | <b>October 2, 2011</b> |
|   | <b>(In thousands)</b>     |                        |                           |                        |
| Basic shares  | 555,197                   | 567,790                | 561,708                   | 592,898                |
| Dilutive effect of stock options, employee stock purchase rights and restricted stock unit awards | 16,825                    | 13,693                 | 20,588                    | 15,845                 |
| <b>Diluted shares</b>   | <b>572,022</b>            | <b>581,483</b>         | <b>582,296</b>            | <b>608,743</b>         |

The weighted-average common share equivalents that were excluded from the computation of diluted shares because their inclusion would have had an anti-dilutive effect on net income per share were as follows:

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|  | Three Months Ended |                 | Nine Months Ended  |                 |
|--|--------------------|-----------------|--------------------|-----------------|
|  | September 30, 2010 | October 2, 2010 | September 30, 2010 | October 2, 2011 |
|  | (In thousands)     |                 |                    |                 |

|                              |        |        |        |        |
|------------------------------|--------|--------|--------|--------|
| Anti-dilutive securities:    |        |        |        |        |
| Stock options                | 29,181 | 39,924 | 27,694 | 42,978 |
| Restricted stock unit awards | 9,871  | 1,491  | 6,621  | 182    |

**Note 9 Derivative Instruments**

The Company has foreign subsidiaries that operate and sell the Company's products in various markets around the world. As a result, the Company is exposed to changes in foreign-currency exchange rates. The Company utilizes forward contracts to manage its exposure associated with net asset and liability positions denominated in non-functional currencies and to reduce the volatility of earnings and cash flows related to forecasted foreign-currency transactions. The Company does not hold derivative financial instruments for speculative or trading purposes.

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### **Cash-Flow Hedges**

The Company enters into forward contracts that are designated as foreign-currency cash-flow hedges of selected forecasted payments denominated in currencies other than U.S. dollars. These forward contracts generally mature within twelve months. The Company evaluates and calculates the effectiveness of each hedge at least quarterly. Changes in fair value attributable to changes in time value are excluded from the assessment of effectiveness and are recognized in interest income and other, net. The effective portion of the forward contracts' gain or loss is recorded in other comprehensive income and, when the hedged expense is recognized, is subsequently reclassified into earnings within the same line item in the statements of operations as the impact of the hedged transaction. The ineffective portion of the gain or loss is reported in earnings immediately. As of September 30, 2012 and December 31, 2011, the total notional value of the Company's outstanding forward contracts, designated as foreign-currency cash-flow hedges, was \$38.3 million and \$36.9 million, respectively.

### **Other Foreign-Currency Hedges**

The Company enters into foreign-exchange forward contracts that are used to hedge certain foreign-currency-denominated assets or liabilities and that do not qualify for hedge accounting. These forward contracts generally mature within three months. Changes in the fair value of these forward contracts are recorded immediately in earnings to offset the changes in fair value of the assets or liabilities being hedged. As of September 30, 2012 and December 31, 2011, the total notional value of the Company's outstanding forward contracts, not designated as hedges under hedge accounting, was \$43.0 million and \$37.6 million, respectively. The Company recognized net gains on other foreign-currency hedges of \$2.7 million and \$1.0 million, respectively, during the three and nine months ended September 30, 2012, and net losses of \$2.5 million and \$0.5 million, respectively, during the three and nine months ended October 2, 2011. These amounts are included in interest income and other, net in the Company's condensed consolidated statements of operations and were substantially offset by the losses and gains on the underlying foreign-currency-denominated assets or liabilities.

### **Fair Value of Derivative Instruments**

As of September 30, 2012 and December 31, 2011, the total fair value of derivative assets was immaterial and was recorded in prepaid expenses and other current assets in the condensed consolidated balance sheets. As of September 30, 2012 and December 31, 2011, the total fair value of derivative liabilities was \$0.9 million and \$3.0 million, respectively, and was recorded in other accrued liabilities in the condensed consolidated balance sheets.

### **Note 10 Segment, Geographic and Product Information**

The Company operates in one reportable segment—the Semiconductor segment. The Company's chief executive officer is the chief operating decision maker (CODM). The Company's CODM bears ultimate responsibility for, and is actively engaged in, the allocation of resources and the evaluation of the Company's operating and financial results.

### **Information about Geographic Areas**

The following table summarizes the Company's revenues by geography based on the ordering location of the customer. Because the Company sells its products primarily to other sellers of technology products and not to end users, the information in the table below may not accurately reflect geographic end-user demand for its products.

|                            | Three Months Ended |                 | Nine Months Ended  |                 |
|----------------------------|--------------------|-----------------|--------------------|-----------------|
|                            | September 30, 2012 | October 2, 2011 | September 30, 2012 | October 2, 2011 |
|                            | (In thousands)     |                 |                    |                 |
| North America*             | \$ 164,111         | \$ 136,849      | \$ 477,548         | \$ 380,648      |
| Asia                       | 414,409            | 360,238         | 1,292,419          | 993,239         |
| Europe and the Middle East | 45,442             | 49,823          | 135,992            | 146,931         |
| Total                      | \$ 623,962         | \$ 546,910      | \$ 1,905,959       | \$ 1,520,818    |

\* Primarily the United States.

**Table of Contents****Information about Product Groups**

The following table presents the Company's revenues by product groups:

|                     | Three Months Ended |                 | Nine Months Ended  |                 |
|---------------------|--------------------|-----------------|--------------------|-----------------|
|                     | September 30, 2012 | October 2, 2011 | September 30, 2012 | October 2, 2011 |
|                     | (In thousands)     |                 |                    |                 |
| Storage products    | \$ 492,600         | \$ 403,125      | \$ 1,515,766       | \$ 1,098,473    |
| Networking products | 105,849            | 116,998         | 311,651            | 346,381         |
| Other               | 25,513             | 26,787          | 78,542             | 75,964          |
| Total               | \$ 623,962         | \$ 546,910      | \$ 1,905,959       | \$ 1,520,818    |

**Note 11 Income Taxes**

The Company recorded an income tax provision of \$15.1 million and an income tax benefit of \$22.2 million for the three and nine months ended September 30, 2012, respectively, and income tax provisions of \$7.8 million and \$12.6 million for the three and nine months ended October 2, 2011, respectively.

The income tax benefit for the nine months ended September 30, 2012 included a tax benefit of approximately \$43.2 million due to the release of valuation allowance resulting from the net deferred tax liabilities recorded as part of the SandForce purchase price allocation. The income tax benefit for the nine months ended September 30, 2012 also included a reversal of \$10.8 million in liabilities for uncertain tax positions, which included previously unrecognized tax benefits of \$5.7 million and interest and penalties of \$5.1 million, as a result of the expiration of statutes of limitations in multiple jurisdictions.

The income tax provision for the nine months ended October 2, 2011 included a reversal of \$9.6 million in liabilities for uncertain tax positions, which included previously unrecognized tax benefits of \$5.6 million and interest and penalties of \$4.0 million, as a result of the expiration of statutes of limitations in multiple jurisdictions.

The Company computes its tax provision using an estimated annual tax rate. The Company excludes certain loss jurisdictions from the computation of the estimated annual rate when no benefit can be realized on those losses. With the exception of certain foreign jurisdictions, the Company believes it is not more likely than not that the future benefit of the deferred tax assets will be realized.

As of September 30, 2012, the Company had \$188.4 million of unrecognized tax benefits, for which the Company is unable to make a reasonably reliable estimate as to when cash settlement with a taxing authority may occur. It is reasonably possible that the total amount of unrecognized tax benefits will increase or decrease in the next 12 months. Such changes could occur based on the normal expiration of statutes of limitations or the possible conclusion of ongoing tax audits in various jurisdictions around the world. If those events occur within the next 12 months, the Company estimates that the unrecognized tax benefits, plus accrued interest and penalties, could decrease by up to \$16.3 million.

**Note 12 Related Party Transactions**

A member of the Company's board of directors is also a member of the board of directors of Seagate Technology (Seagate). The Company sells semiconductors used in storage product applications to Seagate for prices comparable to those charged to an unrelated third party. Revenues from sales by the Company to Seagate were \$170.3 million and \$604.9 million for the three and nine months ended September 30, 2012, respectively. Revenues from sales by the Company to Seagate were \$157.9 million and \$375.4 million for the three and nine months ended October 2, 2011, respectively. The Company had accounts receivable from Seagate of \$93.9 million and \$90.3 million as of September 30, 2012 and December 31, 2011, respectively.

The Company has an equity interest in a joint venture, Silicon Manufacturing Partners Pte Ltd. (SMP), with GLOBALFOUNDRIES, a manufacturing foundry for integrated circuits. SMP operates an integrated circuit manufacturing facility in Singapore. The Company owns a 51% equity interest in this joint venture and accounts for its ownership position under the equity method of accounting. The Company is effectively precluded from unilaterally taking any significant action in the management of SMP due to GLOBALFOUNDRIES' significant participatory rights under the joint venture agreement. Because of GLOBALFOUNDRIES' approval rights, the Company cannot make any significant decisions regarding SMP without GLOBALFOUNDRIES' approval, despite the 51% equity interest. In addition, the General

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Manager, who is responsible for the day-to-day management of SMP, is appointed by GLOBALFOUNDRIES, and GLOBALFOUNDRIES provides day-to-day operational support to SMP.

The Company purchased \$11.6 million and \$35.5 million of inventory from SMP during the three and nine months ended September 30, 2012, respectively. The Company purchased \$12.9 million and \$38.5 million of inventory from SMP during the three and nine months ended October 2, 2011, respectively. As of September 30, 2012 and December 31, 2011, the amounts payable to SMP were \$7.7 million and \$5.0 million, respectively.

**Table of Contents****Note 13 Commitments, Contingencies and Legal Matters****Purchase Commitments**

The Company maintains purchase commitments with certain suppliers, primarily for raw materials and manufacturing services and for some non-production items. Purchase commitments for inventory materials are generally restricted to a forecasted time horizon as mutually agreed upon between the parties. This forecasted time horizon can vary for different suppliers. As of September 30, 2012, the Company had purchase commitments of \$384.6 million, which are due through 2016.

The Company has a take-or-pay agreement with SMP under which it has agreed to purchase 51% of the managed wafer capacity from SMP's integrated circuit manufacturing facility, and GLOBALFOUNDRIES has agreed to purchase the remaining managed wafer capacity. SMP determines its managed wafer capacity each year based on forecasts provided by the Company and GLOBALFOUNDRIES. If the Company fails to purchase its required commitments, it will be required to pay SMP for the fixed costs associated with the unpurchased wafers. GLOBALFOUNDRIES is similarly obligated with respect to the wafers allotted to it. The agreement may be terminated by either party upon two years written notice. The agreement may also be terminated for material breach, bankruptcy or insolvency.

**Guarantees*****Product Warranties:***

The following table sets forth a summary of changes in product warranties:

|   | <b>Accrued Warranties<br/>(In thousands)</b> |
|---|--|
| Balance as of December 31, 2011                                       | \$ 6,334                                     |
| Accruals for warranties issued during the period                      | 998  |
| Adjustments to pre-existing accruals (including changes in estimates) | (470)  |
| Warranty liabilities assumed in SandForce acquisition                 | 426  |
| Settlements made during the period (in cash or in kind)               | (1,234)                                      |
| Balance as of September 30, 2012                                      | \$ 6,054                                     |

***Standby Letters of Credit:***

The Company had outstanding obligations relating to standby letters of credit of \$4.4 million and \$3.5 million, respectively, as of September 30, 2012 and December 31, 2011. Standby letters of credit are financial guarantees provided by third parties for leases, customs and certain self-insured risks. If the guarantees are called, the Company must reimburse the provider of the guarantee. The fair value of the letters of credit approximates the contract amounts. The standby letters of credit generally renew annually.

**Indemnifications**

The Company is a party to a variety of agreements pursuant to which it may be obligated to indemnify the other party. These obligations arise primarily in connection with sales contracts, license agreements or agreements for the sale of assets, under which the Company customarily agrees to hold the other party harmless against losses arising from a breach of warranties, representations and covenants related to such matters as title to assets sold, validity of certain intellectual property rights, non-infringement of third-party rights, and certain income tax-related matters. In each of these circumstances, payment by the Company is typically subject to the other party making a claim to and cooperating with the Company pursuant to the procedures specified in the particular contract. This usually allows the Company to challenge the other party's claims or, in case of breach of intellectual property representations or covenants, to control the defense or settlement of any third-party claims brought against the other party. Further, the Company's obligations under these agreements may be limited in terms of activity (typically to replace or correct the products or terminate the agreement with a refund to the other party), duration and/or amounts. In some instances, the Company may have recourse against third parties covering certain payments made by the Company.

**Legal Matters**



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On December 6, 2006, Sony Ericsson Mobile Communications USA Inc. ( Sony Ericsson ) filed a lawsuit against Agere in Wake County Superior Court in North Carolina, alleging unfair and deceptive trade practices, fraud and negligent misrepresentation in connection with Agere's engagement with Sony Ericsson to develop a wireless data card for personal computers. The complaint claimed an unspecified amount of damages and sought compensatory damages, treble damages and attorneys' fees. In August, 2007, the case was dismissed for improper venue. On October 22, 2007, Sony Ericsson filed a lawsuit in the Supreme Court of the State of New York, New York County against LSI, raising substantially the same allegations and seeking substantially the same relief as the North Carolina proceeding. In January 2010, Sony Ericsson amended its complaint by adding claims for fraudulent concealment and gross negligence. On September 10, 2010, LSI filed a motion for summary judgment. On August 4, 2011, the court granted LSI's motion and ordered the dismissal of all of Sony Ericsson's claims. Sony Ericsson has appealed this decision. The Company is unable to estimate the possible loss or range of loss, if any, that may be incurred with respect to this matter.

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On March 23, 2007, CIF Licensing, LLC, d/b/a GE Licensing ( GE ) filed a lawsuit against Agere in the United States District Court for the District of Delaware, asserting that Agere products infringe patents in a portfolio of patents GE acquired from Motorola. GE has asserted that four of the patents cover inventions relating to modems. GE is seeking monetary damages. Agere believes it has a number of defenses to the infringement claims in this action, including laches, exhaustion and its belief that it has a license to the patents. The court postponed hearing motions based on these defenses until after the trial, and did not allow Agere to present evidence on these defenses at trial. On February 17, 2009, the jury in this case returned a verdict finding that three of the four patents were invalid and that Agere products infringed the one patent found to be valid and awarding GE \$7.6 million for infringement of that patent. The jury also found Agere's infringement was willful, which means that the judge could increase the amount of damages up to three times its original amount. The court has not scheduled hearings on Agere's post-trial motions related to its defenses. One of these motions seeks to have a mis-trial declared based on Agere's belief that GE withheld evidence in discovery, which affected Agere's ability to present evidence at trial. On October 6, 2010, a special master appointed by the court determined that GE's actions were not wrongful and that the evidence withheld by GE was not material to the jury's findings. Agere is challenging this determination. If the jury's verdict is entered by the court, Agere would also expect to be required to pay interest from the date of infringing sales. If the verdict is entered, Agere intends to appeal the matter. On February 17, 2010, the court issued an order granting GE's summary judgment motions seeking to bar Agere's defenses of laches, exhaustion, and license and denying Agere's summary judgment motions concerning the same defenses. On July 30, 2010, the court held that one of the patents found invalid by the jury was valid. The court also held that the February 17, 2010 order was not inconsistent with its previous ruling that Agere would be permitted to renew its laches, licensing, and exhaustion defenses, and that Agere has not been precluded from asserting them post-trial. The Company is unable to estimate the possible loss or range of loss, if any, that may be incurred with respect to this matter.

On December 1, 2010, Rambus Inc. ( Rambus ) filed a lawsuit against LSI in the United States District Court for the Northern District of California alleging that LSI products infringe one or more of 19 Rambus patents. These products contain either DDR-type memory controllers or certain high-speed SerDes peripheral interfaces, such as PCI Express interfaces and certain SATA and SAS interfaces. Rambus is seeking unspecified monetary damages, treble damages and costs, expenses and attorneys' fees due to alleged willfulness, interest and permanent injunctive relief in this action. In addition, on December 1, 2010, Rambus filed an action with the International Trade Commission ( ITC ) against LSI and five of its customers alleging that LSI products infringe six of the 19 patents in the California case. Rambus also named five other companies and a number of their customers in the ITC action. Rambus sought an exclusionary order against LSI and its customers in the ITC action, which, if granted, would preclude LSI and its customers from selling these products in the U.S. The ITC held a hearing on the matter in October 2011. On March 2, 2012, an administrative law judge ( ALJ ) found that LSI infringed Rambus' patents; however, the ALJ also found the patents invalid or unenforceable or both, and accordingly, found no violation of section 337 of the Tariff Act of 1930. On July 25, 2012, the ITC determined to terminate the investigation with a finding of no violation of section 337 of the Tariff Act of 1930. The ITC affirmed the ALJ's conclusion that all of the asserted patent claims are invalid under 35 U.S.C. §102 or 103, except for certain asserted claims, for which they found that Rambus has not demonstrated infringement. The ITC reversed the ALJ's determination that Rambus had demonstrated the existence of a domestic industry under 19 U.S.C. § 1337(a) for the asserted patents. The ITC affirmed the ALJ's determination that certain patents are unenforceable under the doctrine of unclean hands. Rambus has appealed the ITC's rulings. The lawsuit against LSI in the United States District Court for the Northern District of California is still pending. The Company is unable to estimate the possible loss or range of loss, if any, that may be incurred with respect to these proceedings.

In addition to the foregoing, the Company and its subsidiaries are parties to other litigation matters and claims in the normal course of business. The Company does not believe, based on currently available facts and circumstances, that the final outcome of these other matters, taken individually or as a whole, will have a material adverse effect on the Company's consolidated results of operations or financial position. However, the pending unsettled lawsuits may involve complex questions of fact and law and may require the expenditure of significant funds and the diversion of other resources to defend. From time to time, the Company may enter into confidential discussions regarding the potential settlement of such lawsuits. However, there can be no assurance that any such discussions will occur or will result in a settlement. Moreover, the settlement of any pending litigation could require the Company to incur substantial costs and, in the case of the settlement of any intellectual property proceeding against the Company, may require the Company to obtain a license to a third-party's intellectual property that could require royalty payments in the future and the Company to grant a license to certain of its intellectual property to a third party under a cross-license agreement. The results of litigation are inherently uncertain, and material adverse outcomes are possible.

The Company has not provided accruals for any legal matters in its financial statements as potential losses for such matters are not considered probable and reasonably estimable. However, because such matters are subject to many uncertainties, the ultimate outcomes are not predictable, and there can be no assurances that the actual amounts required to satisfy any liabilities arising from the matters described above will not have a material adverse effect on the Company's consolidated results of operations, financial position or cash flows.

**Table of Contents****Note 14 Discontinued Operations**

On May 6, 2011, the Company completed the sale of substantially all of its external storage systems business to NetApp for \$480.0 million in cash. The strategic decision to exit the external storage systems business was based on the Company's expectation that long-term shareholder value could be maximized by becoming a pure-play semiconductor company. Under the terms of the agreement, NetApp purchased substantially all the assets of the Company's external storage systems business, which developed and delivered external storage systems products and technology to a wide range of partners who provide storage solutions to end customers. As part of the transaction, the Company provided transitional services to NetApp. The purpose of these services was to provide short-term assistance to the buyer in assuming the operations of the purchased business.

Following is selected financial information included in (loss)/income from discontinued operations for the three and nine months ended October 2, 2011:

|  | Three Months Ended<br>October 2, 2011 | Nine Months Ended<br>October 2, 2011 |
|--|---------------------------------------|--------------------------------------|
|  | (In thousands)                        |                                      |
| Revenues   | \$ 2,860                              | \$ 210,225                           |
| Loss before gain on sale of external storage systems business and income taxes | \$ (2,366)                            | \$ (24,866)                          |
| Gain on sale of external storage systems business                              | 0                                     | 260,066                              |
| Benefit from income taxes  | (55)                                  | (19,473)                             |
| (Loss)/income from discontinued operations                                     | \$ (2,311)                            | \$ 254,673                           |

There was no income or loss from discontinued operations for the three or nine months ended September 30, 2012.

During the three and nine months ended October 2, 2011, the Company recognized \$3.0 million and \$40.9 million, respectively, of restructuring expense as the Company terminated employees, closed several office locations, terminated certain contracts, discontinued various development projects and wrote off intangible assets and software due to the cancellation of development programs in connection with the exit of the external storage systems business. Further, the Company released \$19.7 million of deferred tax liabilities related to tax deductible goodwill in connection with the sale of the external storage systems business during the nine months ended October 2, 2011.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*This management's discussion and analysis should be read in conjunction with the other sections of this Form 10-Q, including Part I, Item 1- Financial Statements.*

Where more than one significant factor contributed to changes in results from year to year, we have quantified these factors throughout Management's Discussion and Analysis of Financial Condition and Results of Operations where practicable and material to understanding the discussion.

**OVERVIEW**

We design, develop and market complex, high-performance storage and networking semiconductors. We offer a broad portfolio of capabilities including custom and standard product integrated circuits that are used in hard disk drives, solid state drives, high-speed communications systems, computer servers, storage systems and personal computers. We deliver our products to our customers as stand-alone integrated circuits as well as incorporated onto circuit boards that offer additional functionality. We also license other entities to use our intellectual property.

Our products are sold primarily to original equipment manufacturer, or OEM, companies in the storage, server and networking industries. We also sell our products through a network of resellers and distributors.

On January 3, 2012, we acquired SandForce, a provider of flash storage processors for enterprise and client flash solutions and solid state drives, for total consideration of approximately \$346.4 million, net of cash acquired. This acquisition has enhanced LSI's position in storage technology solutions.

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On May 6, 2011, we sold our external storage systems business for \$480.0 million in cash. That business sold external storage systems, primarily to OEMs, who resold these products to end customers under their own brand name. We have reflected the external storage systems business as discontinued operations in our condensed consolidated statements of operations and, as such, the results of that business have been excluded from all line items other than (Loss)/income from discontinued operations for all periods presented.

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We derive the majority of our revenues from sales of products for the hard disk and solid state drive, server and networking equipment end markets. We believe that these markets offer us attractive opportunities because of the growing demand to create, store, manage and move digital content. We believe that this growth is occurring as a result of a number of trends, including:

The increasing popularity of mobile devices such as smart phones and media tablets, and the increasing use of the internet for streaming media, such as videos and music, which together are driving the need for more network capacity;

Consumer and business demand for hard disks to store increasing amounts of digital data, including music, video, pictures and medical and other business records; and

Enterprises refreshing their data centers to provide higher levels of business support and analytics, which drives demand for new servers and storage systems and associated equipment.

Our revenues depend on market demand for these types of products and our ability to compete in highly competitive markets. We face competition not only from makers of products similar to ours, but also from competing technologies.

During the third quarter of 2012, we reported revenues of \$624.0 million, compared to \$546.9 million for the third quarter of 2011. For the nine months ended September 30, 2012, we reported revenues of \$1,906.0 million, compared to \$1,520.8 million for the nine months ended October 2, 2011. For the third quarter of 2012, we reported net income of \$39.7 million, or \$0.07 per diluted share, compared to \$29.3 million, or \$0.05 per diluted share, for the third quarter of 2011. For the nine months ended September 30, 2012, we reported net income of \$173.6 million, or \$0.30 per diluted share, compared to \$333.3 million, or \$0.55 per diluted share, for the nine months ended October 2, 2011. Net income for the nine months ended October 2, 2011 included a \$260.1 million gain on the sale of our external storage systems business.

Our board of directors authorized stock repurchases of up to \$750.0 million on March 9, 2011 and an additional \$500.0 million on August 1, 2012. As of September 30, 2012, \$525.0 million remained available for stock repurchases. During the nine months ended September 30, 2012, we repurchased 29.1 million shares for \$226.2 million. Purchases under the authorizations are expected to be funded with available cash, cash equivalents and short-term investments. We ended the third quarter of 2012 with cash and cash equivalents, together with short-term investments, of \$643.0 million, a decline from \$935.5 million at the end of 2011, primarily attributable to the cash we used for the acquisition of SandForce.

In early 2012, our shipments of semiconductors for hard disk drives benefited as the hard disk drive industry recovered from the impact of flooding in Thailand in 2011, which affected the production facilities of companies in that industry. More recently, we believe there has been a weakening of sales of personal computers, which we believe led to a decline in our revenues from semiconductors for hard disk drives in the third quarter of 2012 and which we believe will result in further reductions in sales of our products for hard disk drives in the fourth quarter. And, while we have seen significant growth in the first nine months of 2012 in sales of semiconductors for flash memory-based products such as solid state drives and server adapter cards, we believe that a weak market for personal computer sales, elevated shipments in the third quarter of semiconductors for flash-based products to support our customers' new product launches and solid state drive-enabled personal computer rollouts being lower than anticipated, will result in a significant reduction in our sales of semiconductors for flash-based products in the fourth quarter from third quarter levels. The prices of certain commodities used in the production of semiconductors have increased in recent periods, adversely affecting our gross margins. For example, we use gold in the production of semiconductors and the market price of gold increased significantly in the second half of 2011 and remained at elevated levels through the first nine months of 2012. We do not currently enter into hedging transactions to manage our exposure to changes in the prices of gold or other commodities, although we may choose to do so in the future. Further increases in commodity costs or sustained increased prices may continue to have an adverse impact on our gross margins.

As we look forward into the remainder of 2012 and 2013, we are focused on a number of key objectives, including:

Carefully monitoring market conditions and attempting to maintain appropriate levels of inventory;

Attempting to maintain our gross margins and controlling operating expenses;

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Meeting or exceeding our product development, quality and delivery commitments to our customers;

Identifying attractive opportunities for future products, particularly in areas that are adjacent to technologies where we have strong capabilities;

Developing leading-edge new technologies; and

Developing the skills of our workforce.

**Table of Contents****RESULTS OF OPERATIONS****Revenues**

|          | Three Months Ended |                 | Nine Months Ended  |                 |
|----------|--------------------|-----------------|--------------------|-----------------|
|          | September 30, 2012 | October 2, 2011 | September 30, 2012 | October 2, 2011 |
|          | (In millions)      |                 |                    |                 |
| Revenues | \$ 624.0           | \$ 546.9        | \$ 1,906.0         | \$ 1,520.8      |

Revenues increased by \$77.1 million, or 14.1%, for the three months ended September 30, 2012 as compared to the three months ended October 2, 2011, driven by higher unit sales of semiconductors used in storage applications as a result of the ramping of new products to existing customers and \$49.9 million of revenue from flash storage processors due to the acquisition of SandForce. These increases were offset in part by a decrease in unit sales of semiconductors used in older networking applications.

Revenues increased by \$385.2 million, or 25.3%, for the nine months ended September 30, 2012 as compared to the nine months ended October 2, 2011, driven by higher unit sales of semiconductors used in storage applications, such as hard disk drives as that industry recovered from the flooding in Thailand in late 2011, and the ramping of new products to existing customers. The increase also reflects \$128.7 million of revenue from flash storage processors as a result of the acquisition of SandForce. These increases were offset in part by a decrease in unit sales of semiconductors used in older networking applications.

**Significant Customers:**

The following table provides information about sales to Seagate, which was our only customer that accounted for 10% or more of our consolidated revenues:

|                        | Three Months Ended |                 | Nine Months Ended  |                 |
|------------------------|--------------------|-----------------|--------------------|-----------------|
|                        | September 30, 2012 | October 2, 2011 | September 30, 2012 | October 2, 2011 |
| Percentage of revenues | 27%                | 29%             | 32%                | 25%             |

**Revenues by Geography:**

The following table summarizes our revenues by geography based on the ordering location of the customer. Because we sell our products primarily to other sellers of technology products and not to end users, the information in the table below may not accurately reflect geographic end-user demand for our products.

|                            | Three Months Ended |                 | Nine Months Ended  |                 |
|----------------------------|--------------------|-----------------|--------------------|-----------------|
|                            | September 30, 2012 | October 2, 2011 | September 30, 2012 | October 2, 2011 |
|                            | (In millions)      |                 |                    |                 |
| North America*             | \$ 164.1           | \$ 136.9        | \$ 477.6           | \$ 380.7        |
| Asia                       | 414.4              | 360.2           | 1,292.4            | 993.2           |
| Europe and the Middle East | 45.5               | 49.8            | 136.0              | 146.9           |
| Total                      | \$ 624.0           | \$ 546.9        | \$ 1,906.0         | \$ 1,520.8      |

\* Primarily the United States.

Revenues in North America and Asia increased by \$27.2 million, or 19.9%, and \$54.2 million, or 15.0%, respectively, for the three months ended September 30, 2012 as compared to the three months ended October 2, 2011. The increases were primarily attributable to higher unit sales of semiconductors used in storage applications as a result of the ramping of new products to existing customers and higher unit sales of flash storage processors as a result of the acquisition of SandForce. The increases were offset in part by a decrease in unit sales of semiconductors

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used in older networking applications.

Revenues in North America and Asia increased by \$96.9 million, or 25.5%, and \$299.2 million, or 30.1%, respectively, for the nine months ended September 30, 2012 as compared to the nine months ended October 2, 2011. The increases were primarily attributable to higher unit sales of semiconductors used in storage applications, such as hard disk drives as that industry recovered from the flooding in Thailand in late 2011, and the ramping of new products to existing customers. The increases were also due to higher unit sales of flash storage processors as a result of the acquisition of SandForce. The increases were offset in part by a decrease in unit sales of semiconductors used in older networking applications.

Revenues in Europe and the Middle East remained relatively flat in the three and nine months ended September 30, 2012 as compared to the three and nine months ended October 2, 2011.



**Table of Contents****Revenues by Product Groups:**

The following table presents our revenues by product groups:

|                     | Three Months Ended |                 | Nine Months Ended  |                 |
|---------------------|--------------------|-----------------|--------------------|-----------------|
|                     | September 30, 2012 | October 2, 2011 | September 30, 2012 | October 2, 2011 |
|                     | (In millions)      |                 |                    |                 |
| Storage products    | \$ 492.6           | \$ 403.1        | \$ 1,515.8         | \$ 1,098.4      |
| Networking products | 105.9              | 117.0           | 311.7              | 346.4           |
| Other               | 25.5               | 26.8            | 78.5               | 76.0            |
| Total               | \$ 624.0           | \$ 546.9        | \$ 1,906.0         | \$ 1,520.8      |

Revenues from storage products increased by \$89.5 million, or 22.2%, for the three months ended September 30, 2012 as compared to the three months ended October 2, 2011. The increase was attributable to the ramping of new products to our existing customers and additional revenues from flash storage processors due to the acquisition of SandForce.

Revenues from storage products increased by \$417.4 million, or 38.0%, for the nine months ended September 30, 2012 as compared to the nine months ended October 2, 2011. The increase was primarily attributable to higher unit sales of semiconductors used in hard disk drives as that industry recovered from the flooding in Thailand in late 2011 and the ramping of new products to existing customers. The increase was also the result of higher unit sales of flash storage processors due to the acquisition of SandForce.

Revenues from networking products decreased by \$11.1 million, or 9.5%, and \$34.7 million, or 10.0%, respectively, for the three and nine months ended September 30, 2012 as compared to the three and nine months ended October 2, 2011. The decreases were primarily the result of lower unit sales of semiconductors used in older networking applications.

Other revenues result primarily from the licensing of our intellectual property.

**Gross Profit Margin**

|                        | Three Months Ended    |                 | Nine Months Ended  |                 |
|------------------------|-----------------------|-----------------|--------------------|-----------------|
|                        | September 30, 2012    | October 2, 2011 | September 30, 2012 | October 2, 2011 |
|                        | (Dollars in millions) |                 |                    |                 |
| Gross profit margin    | \$ 312.7              | \$ 263.8        | \$ 931.5           | \$ 725.6        |
| Percentage of revenues | 50.1%                 | 48.2%           | 48.9%              | 47.7%           |

Gross profit margin as a percentage of revenues increased by 1.9% for the three months ended September 30, 2012 as compared to the three months ended October 2, 2011. The increase was primarily attributable to favorable product mix, that is, more sales of higher margin products, and higher revenues enabling better absorption of fixed costs.

Gross profit margin as a percentage of revenues increased by 1.2% for the nine months ended September 30, 2012 as compared to the nine months ended October 2, 2011. The increase was primarily attributable to favorable product mix and higher revenues enabling better absorption of fixed costs, offset in part by the impact of fair valuing inventories acquired from SandForce and higher commodity costs used in manufacturing our products.

**Research and Development**

|  | Three Months Ended    |                 | Nine Months Ended  |                 |
|--|-----------------------|-----------------|--------------------|-----------------|
|  | September 30, 2012    | October 2, 2011 | September 30, 2012 | October 2, 2011 |
|  | (Dollars in millions) |                 |                    |                 |

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|                          |          |          |          |          |
|--------------------------|----------|----------|----------|----------|
| Research and development | \$ 167.5 | \$ 143.3 | \$ 512.9 | \$ 431.6 |
| Percentage of revenues   | 26.8%    | 26.2%    | 26.9%    | 28.4%    |

R&D expense increased by \$24.2 million, or 16.9%, for the three months ended September 30, 2012 as compared to the three months ended October 2, 2011. The increase was primarily attributable to higher compensation-related expense, which includes stock-based compensation, resulting from headcount additions associated with the acquisition of SandForce and headcount additions to support our ongoing product development efforts, and higher performance-based compensation expense as a result of improved financial performance. As a percentage of revenues, R&D expense slightly increased in the third quarter of 2012 as compared to the third quarter of 2011.

R&D expense increased by \$81.3 million, or 18.8%, for the nine months ended September 30, 2012 as compared to the nine months ended October 2, 2011. The increase was primarily attributable to higher compensation-related expense, which includes stock-based compensation, resulting from headcount additions associated with the acquisition of SandForce and headcount additions to support our ongoing product development efforts, higher performance-based compensation expense as a result of improved financial performance and increased information technology costs for R&D projects. As a percentage of revenues, R&D expense declined in the nine months ended September 30, 2012 as compared to the nine months ended October 2, 2011.

**Table of Contents****Selling, General and Administrative**

|                                     | Three Months Ended    |                 | Nine Months Ended  |                 |
|-------------------------------------|-----------------------|-----------------|--------------------|-----------------|
|                                     | September 30, 2012    | October 2, 2011 | September 30, 2012 | October 2, 2011 |
|                                     | (Dollars in millions) |                 |                    |                 |
| Selling, general and administrative | \$ 92.0               | \$ 77.9         | \$ 271.0           | \$ 218.5        |
| Percentage of revenues              | 14.7%                 | 14.2%           | 14.2%              | 14.4%           |

SG&A expense increased by \$14.1 million, or 18.1%, for the three months ended September 30, 2012 as compared to the three months ended October 2, 2011. The increase was primarily attributable to higher compensation-related expense, which includes stock-based compensation, resulting from headcount additions associated with the acquisition of SandForce and headcount additions to support revenue growth, along with higher performance-based compensation expense as a result of improved financial performance. As a percentage of revenues, SG&A expense increased in the third quarter of 2012 as compared to the third quarter of 2011.

SG&A expense increased by \$52.5 million, or 24.0%, for the nine months ended September 30, 2012 as compared to the nine months ended October 2, 2011. The increase was primarily attributable to higher compensation-related expense, which includes stock-based compensation, resulting from headcount additions associated with the acquisition of SandForce and headcount additions to support revenue growth, along with higher performance-based compensation expense as a result of improved financial performance. As a percentage of revenues, SG&A expense remained relatively flat for the first nine months of 2012 compared to the same period in 2011.

**Restructuring of Operations and Other Items, net**

The following table summarizes items included in restructuring of operations and other items, net:

|  | Three Months Ended |                 | Nine Months Ended  |                 |
|--|--------------------|-----------------|--------------------|-----------------|
|  | September 30, 2012 | October 2, 2011 | September 30, 2012 | October 2, 2011 |
|  | (In millions)      |                 |                    |                 |
| Lease terminations (a)                                 | \$ 0.9             | \$ 0.3          | \$ 3.7             | \$ 3.9          |
| Employee severance and benefits (b)                    | 1.2                | 0.5             | 2.7                | 2.4             |
| Asset impairment and other exit charges                | 3.5(c)             | 6.0(d)          | 3.5(c)             | 6.0(d)          |
| Total restructuring expense                            | 5.6                | 6.8             | 9.9                | 12.3            |
| Other items, net                                       | (1.4)(e)           | 4.0(f)          | 16.3(g)            | (9.6)(h)        |
| Total restructuring of operations and other items, net | \$ 4.2             | \$ 10.8         | \$ 26.2            | \$ 2.7          |

(a) Includes changes in estimates, changes in time value and on-going expenditures related to previously vacated facilities.

(b) Relates to restructuring actions taken as we continued to streamline operations.

(c) Consists of a \$2.7 million loss on the sale of a property in the U.S. and \$0.8 million of other asset impairment and exit costs.

(d) Primarily relates to write-offs of intellectual property and software which are no longer in use.

(e) Primarily consists of a \$1.7 million reversal of a sales and use tax liability as a result of concluding a state tax audit.

- (f) Primarily consists of costs related to the transition service agreement associated with the sale of the external storage systems business.
- (g) Primarily consists of \$8.4 million of SandForce acquisition-related costs and \$6.7 million of costs related to the transition service agreement associated with the sale of the external storage systems business, offset in part by a \$1.7 million reversal of a sales and use tax liability as a result of concluding a state tax audit.
- (h) Primarily consists of the reversal of a \$14.5 million sales and use tax related liability as a result of concluding various audits, partially offset by \$5.3 million of costs related to the transition service agreement associated with the sale of the external storage systems business.

**Interest Income and Other, net**

The following table summarizes components of interest income and other, net:

|                   | Three Months Ended |                 | Nine Months Ended  |                 |
|-------------------|--------------------|-----------------|--------------------|-----------------|
|                   | September 30, 2012 | October 2, 2011 | September 30, 2012 | October 2, 2011 |
|                   | (In millions)      |                 |                    |                 |
| Interest income   | \$ 1.6             | \$ 2.3          | \$ 4.7             | \$ 9.0          |
| Other income, net | 4.3                | 5.3             | 25.4               | 9.3             |
| Total             | \$ 5.9             | \$ 7.6          | \$ 30.1            | \$ 18.3         |

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The \$4.3 million decrease in interest income for the nine months ended September 30, 2012 as compared to the nine months ended October 2, 2011 primarily resulted from the absence of interest income in 2012 on a note we received in connection with the sale of a business in 2007 and lower interest rates in 2012 than in 2011.

Other income, net, for the nine months ended September 30, 2012 primarily included \$6.3 million of income for transition services related to the sale of the external storage systems business, a \$5.8 million gain as a result of re-measuring our pre-acquisition equity interest in SandForce to estimated fair value, \$5.5 million of proceeds from insurance claims covering a portion of our losses that resulted from the Thailand flooding in late 2011 and a \$2.6 million gain on the sale of certain non-marketable equity securities.

**Provision for/Benefit from Income Taxes**

We recorded an income tax provision of \$15.1 million and an income tax benefit of \$22.2 million for the three and nine months ended September 30, 2012, respectively, and income tax provisions of \$7.8 million and \$12.6 million for the three and nine months ended October 2, 2011, respectively.

The income tax benefit for the nine months ended September 30, 2012 included a tax benefit of approximately \$43.2 million due to the release of valuation allowance resulting from the net deferred tax liabilities recorded as part of the SandForce purchase price allocation. The income tax benefit for the nine months ended September 30, 2012 also included a reversal of \$10.8 million in liabilities for uncertain tax positions, which included previously unrecognized tax benefits of \$5.7 million and interest and penalties of \$5.1 million, as a result of the expiration of statutes of limitations in multiple jurisdictions.

The income tax provision for the nine months ended October 2, 2011 included a reversal of \$9.6 million in liabilities for uncertain tax positions, which included previously unrecognized tax benefits of \$5.6 million and interest and penalties of \$4.0 million, as a result of the expiration of statutes of limitations in multiple jurisdictions.

We compute our tax provision using an estimated annual tax rate. We exclude certain loss jurisdictions from the computation of the estimated annual rate when no benefit can be realized on those losses. With the exception of certain foreign jurisdictions, we believe it is not more likely than not that the future benefit of the deferred tax assets will be realized.

**Discontinued Operations**

Following is selected financial information included in (loss)/income from discontinued operations:

|  | Three Months Ended<br>October 2, 2011 | Nine Months Ended<br>October 2, 2011 |
|--|---------------------------------------|--------------------------------------|
|  | (In millions)                         |                                      |
| Revenues   | \$ 2.9                                | \$ 210.2                             |
| Loss before gain on sale of external storage systems business and income taxes | \$ (2.4)                              | \$ (24.9)                            |
| Gain on sale of external storage systems business                              | 0                                     | 260.1                                |
| Benefit from income taxes  | (0.1)                                 | (19.5)                               |
| (Loss)/income from discontinued operations                                     | \$ (2.3)                              | \$ 254.7                             |

There was no income or loss from discontinued operations for the three or nine months ended September 30, 2012.

During the three and nine months ended October 2, 2011, we recognized \$3.0 million and \$40.9 million, respectively, of restructuring expense as we terminated employees, closed several office locations, terminated certain contracts, discontinued various development projects and wrote off intangible assets and software due to the cancellation of development programs in connection with the exit of the external storage systems business. Further, we released \$19.7 million of deferred tax liabilities related to tax deductible goodwill in connection with the sale of the external storage systems business during the nine months ended October 2, 2011.

**FINANCIAL CONDITION, CAPITAL RESOURCES AND LIQUIDITY**

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Cash, cash equivalents and short-term investments are our primary source of liquidity. We believe that our existing liquid resources and cash generated from operations will be adequate to meet our operating and capital requirements and other obligations for more than the next 12 months. We may, however, find it desirable to obtain additional debt or equity financing. Such financing may not be available to us at all or on acceptable terms if we determine that it would be desirable to obtain additional financing.

Cash, cash equivalents and short-term investments decreased to \$643.0 million as of September 30, 2012 from \$935.5 million as of December 31, 2011. The decrease was mainly due to \$319.2 million of cash used in connection with the acquisition of SandForce and cash outflows for other investing activities and financing activities, offset in part by cash inflows generated from operating activities, as described below.

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### **Working Capital**

Working capital decreased by \$265.5 million to \$696.3 million as of September 30, 2012 from \$961.8 million as of December 31, 2011. The decrease was primarily attributable to following:

Cash, cash equivalents and short-term investments decreased by \$292.5 million primarily due to the use of \$319.2 million in connection with the acquisition of SandForce in January 2012, the use of \$226.2 million to repurchase our common stock, and the use of \$101.7 million for purchases of property and equipment, net of proceeds from sales, offset in part by net cash provided by operating activities of \$279.3 million;

Accrued salaries, wages, and benefits increased by \$24.9 million primarily as a result of the timing of payments for salaries, benefits and performance-based compensation; and

Accounts payable increased by \$9.3 million primarily due to an increase in inventory purchases to support new product introductions and the normal timing of invoice receipts and payments.

These decreases in working capital were offset in part by the following:

Inventories increased by \$29.1 million as a result of increased inventory purchases to support new product introductions and higher revenues in 2012 as compared to 2011;

Other accrued liabilities decreased by \$18.2 million primarily due to the utilization of restructuring reserves, payments of taxes and decreases in other accruals related to our operations; and

Accounts receivable increased by \$10.0 million primarily as a result of increased revenues in the third quarter of 2012 as compared to the fourth quarter of 2011.

Working capital increased by \$185.5 million to \$964.7 million as of October 2, 2011 from \$779.2 million as of December 31, 2010. The increase was primarily attributable to the following:

Cash, cash equivalents and short-term investments increased by \$202.2 million primarily due to \$475.2 million of proceeds from the sale of our external storage systems business in May 2011 and net cash provided by operating activities of \$191.4 million, offset in part by the use of \$471.8 million to repurchase our common stock;

Inventories increased by \$23.7 million primarily due to increased inventory purchases during the third quarter of 2011 in anticipation of expected increases in product demand, offset in part by inventory sold to NetApp as part of the sale of the external storage systems business;

Accrued salaries, wages and benefits decreased by \$17.6 million primarily as a result of the timing of payments for salaries, benefits and performance-based compensation, and the payout of accrued compensation-related costs to employees transferred to NetApp as part of the sale of the external storage systems business; and

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Assets held for sale increased by \$16.2 million primarily as a result of the reclassification of land in Gresham, Oregon from held and used to held for sale because the held for sale criteria were met during the second quarter of 2011.

These increases in working capital were offset in part by the following:

Accounts receivable decreased by \$78.2 million primarily as a result of lower revenues from discontinued operations due to the sale of the external storage systems business.

### **Cash Provided by Operating Activities**

During the nine months ended September 30, 2012, we generated \$279.3 million of cash from operating activities as a result of the following:

Net income adjusted for non-cash items and other non-operating adjustments, which are quantified in our condensed consolidated statements of cash flows included in Item 1;

Offset in part by a net decrease of \$70.8 million in assets and liabilities, including changes in working capital components, from December 31, 2011 to September 30, 2012, as discussed above.

During the nine months ended October 2, 2011, we generated \$191.4 million of cash from operating activities as a result of the following:

Net income adjusted for non-cash items and other non-operating adjustments, which are quantified in our condensed consolidated statements of cash flows included in Item 1;

Offset in part by a net decrease of \$77.4 million in assets and liabilities, including changes in working capital components, from December 31, 2010 to October 2, 2011, as discussed above.



**Table of Contents****Cash Used in/Provided by Investing Activities**

Cash used in investing activities for the nine months ended September 30, 2012 was \$483.3 million. The investing activities during the nine months ended September 30, 2012 were the following:

Acquisition of SandForce, net of cash acquired, for \$319.2 million;

Purchases of property and equipment, net of proceeds from sales, totaling \$101.7 million, including \$45.5 million for an office building that we intend to be our new headquarters; and

Purchases of available-for-sale debt securities and other investments, net of proceeds from maturities and sales, of \$62.4 million. Cash provided by investing activities for the nine months ended October 2, 2011 was \$418.6 million. The investing activities during the nine months ended October 2, 2011 were the following:

Proceeds from the sale of our external storage systems business, net of transaction fees, of \$475.2 million;

Purchases of property and equipment, net of proceeds from sales, totaling \$45.9 million; and

Purchases of available-for-sale debt securities and other investments, net of proceeds from maturities and sales, of \$10.7 million. We expect capital expenditures to be approximately \$130.0 million in 2012, a significant portion of which relates to the office building that we intend to be our new headquarters. We have established strategic supplier alliances with foundry semiconductor manufacturers and with third-party assembly and test operations, which enables us to have access to advanced manufacturing capacity without having to increase our capital spending requirements.

**Cash Used in Financing Activities**

Cash used in financing activities for the nine months ended September 30, 2012 was \$135.6 million. This amount included \$226.2 million of repurchases of our common stock, offset in part by \$90.6 million cash received from issuances of common stock under our employee stock plans.

Cash used in financing activities for the nine months ended October 2, 2011 was \$405.7 million. This amount included \$471.8 million to repurchase our common stock, offset in part by proceeds of \$66.1 million from issuances of common stock under our employee stock plans.

We do not currently pay any cash dividends to our stockholders.

**CONTRACTUAL OBLIGATIONS**

The following table summarizes our contractual obligations as of September 30, 2012:

|                             | Less Than 1 Year | 1-3 Years | Payments Due by Period |               | Other | Total   |
|-----------------------------|------------------|-----------|------------------------|---------------|-------|---------|
|                             |                  |           | 4-5 Years              | After 5 Years |       |         |
|                             | (In millions)    |           |                        |               |       |         |
| Operating lease obligations | \$ 36.2          | \$ 36.6   | \$ 11.3                | \$ 6.4        | \$ 0  | \$ 90.5 |

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|                         |                 |                |                |               |                 |                 |
|-------------------------|-----------------|----------------|----------------|---------------|-----------------|-----------------|
| Purchase commitments    | 350.4           | 25.1           | 9.1            | 0             | 0               | 384.6           |
| Pension contributions   | 15.2            | *              | *              | *             | *               | 15.2            |
| Uncertain tax positions | 0               | 0              | 0              | 0             | 100.1**         | 100.1           |
| <b>Total</b>            | <b>\$ 401.8</b> | <b>\$ 61.7</b> | <b>\$ 20.4</b> | <b>\$ 6.4</b> | <b>\$ 100.1</b> | <b>\$ 590.4</b> |

\* We have pension plans covering certain former Agere U.S. employees. We also have pension plans covering certain international employees. Although additional future contributions will be required, the amount and timing of these contributions will be affected by actuarial assumptions, the actual rate of return on plan assets, the level of market interest rates, legislation changes and the amount of voluntary contributions to the plans. The amount shown in the table represents our planned contributions to our pension plans during the remainder of 2012. Because any contributions for 2013 and later will depend on the value of the plan assets in the future and thus are uncertain, we have not included any amounts for 2013 and beyond in the above table.

\*\* This amount represents the non-current tax payable obligation. We are unable to make a reasonably reliable estimate as to when cash settlement with a taxing authority may occur.

### **Operating Lease Obligations**

We lease real estate and certain non-manufacturing equipment under non-cancellable operating leases. We also include non-cancellable obligations under certain software licensing arrangements in this category.

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### **Purchase Commitments**

We maintain purchase commitments with certain suppliers, primarily for raw materials and manufacturing services and for some non-production items. Purchase commitments for inventory materials are generally restricted to a forecasted time horizon as mutually agreed upon between the parties. This forecasted time horizon can vary for different suppliers.

### **Uncertain Tax Positions**

As of September 30, 2012, we had \$188.4 million of unrecognized tax benefits, for which we are unable to make a reasonably reliable estimate as to when cash settlement with a taxing authority may occur. It is reasonably possible that the total amount of unrecognized tax benefits will increase or decrease in the next 12 months. Such changes could occur based on the normal expiration of statutes of limitations or the possible conclusion of ongoing tax audits in various jurisdictions around the world. If those events occur within the next 12 months, we estimate that the unrecognized tax benefits, plus accrued interest and penalties, could decrease by up to \$16.3 million.

### **Standby Letters of Credit**

We had outstanding obligations relating to standby letters of credit of \$4.4 million and \$3.5 million, respectively, as of September 30, 2012 and December 31, 2011. Standby letters of credit are financial guarantees provided by third parties for leases, customs and certain self-insured risks. If the guarantees are called, we must reimburse the provider of the guarantee. The fair value of the letters of credit approximates the contract amounts. The standby letters of credit generally renew annually.

### **CRITICAL ACCOUNTING POLICIES**

There have been no significant changes in our critical accounting estimates or significant accounting policies during the nine months ended September 30, 2012 as compared to the discussion in Part II, Item 7 and in Note 2 to our financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2011.

### **RECENT ACCOUNTING PRONOUNCEMENTS**

The information contained in Note 1 to our financial statements in Item 1 under the heading *Recent Accounting Pronouncements* is incorporated by reference into this Item 2.

### **Item 3. *Quantitative and Qualitative Disclosures about Market Risk***

There have been no significant changes in the market risk disclosures during the nine months ended September 30, 2012 as compared to the discussion in Part II, Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2011.

### **Item 4. *Controls and Procedures***

*Evaluation of Disclosure Controls and Procedures:* The Securities and Exchange Commission defines the term *disclosure controls and procedures* to mean a company's controls and other procedures that are designed to ensure that information required to be disclosed in the reports that it files or furnishes under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act is accumulated and communicated to management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required or necessary disclosures. Our chief executive officer and chief financial officer have concluded, based on the evaluation of the effectiveness of the disclosure controls and procedures by our management with the participation of our chief executive officer and chief financial officer, as of the end of the period covered by this report, that our disclosure controls and procedures were effective for this purpose.

*Changes in Internal Control:* During the third quarter of 2012, we did not make any change in our internal control over financial reporting that materially affected or is reasonably likely to materially affect our internal control over financial reporting.

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**PART II OTHER INFORMATION**

**Item 1. *Legal Proceedings***

This information is included under the caption "Legal Matters" in Note 13 to our financial statements in Item 1 of Part I.

**Item 1A. *Risk Factors***

Set forth below are risks and uncertainties, many of which are discussed in greater detail in our Annual Report on Form 10-K for the year ended December 31, 2011, that, if they were to occur, could materially adversely affect our business or could cause our actual results to differ materially from the results contemplated by the forward-looking statements in this report and other public statements we make:

**We depend on a small number of customers. The loss of, or a significant reduction in revenues from, any of these customers would harm our results of operations.**

**We operate in intensely competitive markets, and our failure to compete effectively would harm our results of operations.**

**Customer orders and ordering patterns can change quickly, making it difficult for us to predict our revenues and making it possible that our actual revenues may vary materially from our expectations, which could harm our results of operations and stock price.**

**We depend on outside suppliers to manufacture, assemble, package and test our products; accordingly, any failure to secure and maintain sufficient manufacturing capacity at attractive prices or to maintain the quality of our products could harm our business and results of operations.**

**Failure to qualify our semiconductor products or our suppliers' manufacturing lines with key customers could harm our business and results of operations.**

**If we fail to keep pace with technological advances, or if we pursue technologies that do not become commercially accepted, customers may not buy our products and our results of operations may be harmed.**

**Any defects in our products could harm our reputation, customer relationships and results of operations.**

**Our pension plans are underfunded, and may require significant future contributions, which could have an adverse impact on our business.**

**We may be subject to intellectual property infringement claims and litigation, which could cause us to incur significant expenses or prevent us from selling our products.**

**If we are unable to protect or assert our intellectual property rights, our business and results of operations may be harmed.**

**Increases in the price of commodities used in the production of our products or lack of availability of these materials could negatively impact our operating results.**

**We are exposed to legal, business, political and economic risks associated with our international operations.**

**We use indirect channels of product distribution over which we have limited control.**

**We may engage in acquisitions and strategic alliances, which may not be successful and could harm our business and operating results.**

**The semiconductor industry is highly cyclical, which may cause our operating results to fluctuate.**

**Our failure to attract, retain and motivate key employees could harm our business.**

**Our operations and our suppliers' operations are subject to natural disasters and other events outside of our control that may disrupt our business and harm our operating results.**

**Laws and regulations to which we are subject, as well as customer requirements in the area of environmental protection and social responsibility, could impose substantial costs on us and may adversely affect our business.**

**Our blank check preferred stock and Delaware law contain provisions that may inhibit potential acquisition bids, which may harm our stock price, discourage merger offers or prevent changes in our management.**

**Class action litigation due to stock price volatility or other factors could cause us to incur substantial costs and divert our management's attention and resources.**

## **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The following table contains information about the repurchases of our common stock during the quarter ended September 30, 2012.

**Table of Contents****Issuer Purchases of Equity Securities**

| <b>Period</b>                    | <b>Total Number of Shares Purchased</b> | <b>Average Price Paid per Share</b> | <b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b> | <b>Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs</b> |
|----------------------------------|---|-------------------------------------|---|---|
| July 2 - August 1, 2012          | 0                                       | \$ 0                                | 0   | \$ 575,028,406  |
| August 2 - September 1, 2012     | 5,478,981                               | \$ 7.55                             | 5,478,981   | \$ 533,653,042  |
| September 2 - September 30, 2012 | 1,131,708                               | \$ 7.68                             | 1,131,708   | \$ 524,966,119  |
| <b>Total</b>                     | <b>6,610,689</b>                        | <b>\$ 7.57</b>                      | <b>6,610,689</b>  | <b>0</b>  |

On March 9, 2011, our board of directors authorized the repurchase of up to \$750 million of our common stock. The repurchases reported in the table above were made pursuant to this authorization. In addition, on August 1, 2012, our board of directors authorized the repurchase of up to an additional \$500 million of our common stock.

**Item 6. Exhibits**

See the Exhibit Index, which follows the signature page to this report.

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**SIGNATURES**

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

LSI CORPORATION  
(Registrant)

Date: November 6, 2012

By /s/ Bryon Look  
Bryon Look  
Executive Vice President, Chief Financial Officer  
and Chief Administrative Officer

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**EXHIBIT INDEX**

|         |   |
|---------|---|
| 31.1    | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) |
| 31.2    | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) |
| 32.1    | Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350 |
| 32.2    | Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350 |
| 101.INS | XBRL instance document  |
| 101.SCH | XBRL taxonomy extension schema document                             |
| 101.CAL | XBRL taxonomy extension calculation linkbase document               |
| 101.DEF | XBRL taxonomy extension definition linkbase document                |
| 101.LAB | XBRL taxonomy extension label linkbase document                     |
| 101.PRE | XBRL taxonomy extension presentation linkbase document              |