UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 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: 1-9764

Harman International Industries, Incorporated

(Exact name of registrant as specified in its charter)

Delaware	**11-2534306**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
400 Atlantic Street, Suite 1500	
Stamford, CT	**06901**
(Address of principal executive offices)	**(Zip code)**

(203) 328-3500

(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. x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x 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 x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

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

As of April 25, 2012, 70,481,179 shares of common stock, par value $0.01, were outstanding.

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HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED AND SUBSIDIARIES

Form 10-Q

March 31, 2012

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References to Harman International, our company, we, us, and our in this Form 10-Q refer to Harman International Industries, Incorporated its subsidiaries unless the context requires otherwise.

Harman International, the Harman International logo, and the Harman International products and brand names referred to herein are either the trademarks or the registered trademarks of Harman International. All other trademarks are the property of their respective owners.

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Forward-Looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. You should not place undue reliance on these statements. Forward-looking statements include information concerning possible or assumed future results of operations, cash flows, capital expenditures, the outcome of pending legal proceedings and claims, goals and objectives for future operations, including descriptions of our business strategies and purchase commitments from customers. These statements are typically identified by words such as believe, anticipate, expect, plan, intend, estimate, should, similar expressions. We base these statements on particular assumptions that we have made in light of our industry experience, as well as our perception of historical trends, current conditions, expected future developments and other factors that we believe are appropriate under the circumstances. As you read and consider the information in this report, you should understand that these statements are not guarantees of performance or results. They involve risks, uncertainties and assumptions. In light of these risks and uncertainties, we cannot assure you that the results and events contemplated by the forward-looking statements contained in, or incorporated by reference into, this report will in fact transpire.

You should carefully consider the risks described below and the other information in this report because they identify important factors that could cause actual results to differ materially from those predicted in any such forward-looking statements. Our operating results may fluctuate significantly and may not meet our expectations or those of securities analysts or investors. The price of our stock would likely decline if this occurs. Factors that may cause fluctuations in our operating results include, but are not limited to, the following:

- our ability to maintain profitability in our infotainment division if there are delays in our product launches which may give rise to significant penalties and increased engineering expense;
- the loss of one or more significant customers, or the loss of a significant platform with an automotive customer;
- warranty obligations for defects in our products;
- fluctuations in currency exchange rates, particularly with respect to the value of the U.S. Dollar and the Euro;
- our ability to successfully implement our global footprint initiative, including achieving cost reductions and other benefits in connection with the restructuring of our manufacturing, engineering, procurement and administrative organizations;
- fluctuations in the price and supply of raw materials including, without limitation, petroleum, copper, steel, aluminum, synthetic resins, rare metals and rare-earth minerals, or shortages of materials, parts and components;
- the inability of our suppliers to deliver products at the scheduled rate and disruptions arising in connection therewith;
- our ability to attract and retain qualified senior management and to prepare and implement an appropriate succession plan for our critical organizational positions;
- our failure to implement and maintain a comprehensive disaster recovery program;

- our failure to comply with governmental rules and regulations, including the Foreign Corrupt Practices Act and U.S. export control laws, and the cost of complying with such laws;
- our ability to maintain a competitive technological advantage through innovation and leading product designs;
- our failure to maintain the value of our brands and implementing a sufficient brand protection program;
- the outcome of pending or future litigation and other claims, including, but not limited to, the current stockholder and Employee Retirement Income Security Act of 1974 lawsuits; and
- our ability to enforce or defend our ownership and use of intellectual property rights.

Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual results of operations and could cause actual results to differ materially from those expressed in the forward-looking statements. As a result, the foregoing factors should not be construed as exhaustive, and should be read together with the other cautionary statements included in this and other reports we file with the Securities and Exchange Commission including the information in Item 1A, under the caption Risk Factors of Part I to our Annual Report on Form 10-K for the fiscal year ended June 30, 2011. We undertake no obligation to publicly update or revise any forward-looking statement (except as required by law). This report also makes reference to our awarded business, which represents the estimated future lifetime net sales for all customers. Our future awarded business does not represent firm customer orders. We calculate our awarded business using various assumptions including global vehicle production forecasts, customer take rates for our products, revisions to product life cycle estimates and the impact of annual price reductions, among other factors. These assumptions are updated on an annual basis. We update our estimates quarterly by adding the value of new awards received and subtracting sales recorded during the quarter.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands)	**March 31, 2012**	**June 30, 2011**
Assets		
Current assets		
Cash and cash equivalents	$ 640,558	$ 603,892
Short-term investments	127,201	317,322
Receivables, net	689,018	579,272
Inventories, net	501,071	423,137
Other current assets	237,366	184,532
Total current assets	2,195,214	2,108,155
Property, plant and equipment, net	437,918	470,300
Goodwill	186,445	119,357
Deferred tax assets, long-term	316,964	229,941
Other assets	145,443	130,742
Total assets	**$ 3,281,984**	**$ 3,058,495**
Liabilities and Shareholders Equity		
Current liabilities		
Current portion of long-term debt	$ 391,268	$ 386
Short-term debt	246	1,785
Accounts payable	461,566	473,486
Accrued liabilities	410,356	436,537
Accrued warranties	102,384	122,396
Income taxes payable	12,308	12,991
Total current liabilities	1,378,128	1,047,581
Convertible senior notes	0	378,401
Pension liability	146,542	142,136
Other non-current liabilities	101,597	66,719
Total liabilities	**1,626,267**	**1,634,837**
Commitments and contingencies		
Preferred stock	0	0
Common stock	961	956
Additional paid-in capital	937,351	915,433
Accumulated other comprehensive income	82,449	136,733
Retained earnings	1,682,526	1,418,106
Less: Common stock held in treasury	(1,047,570)	(1,047,570)

Total shareholders equity	**1,655,717**	**1,423,658**
Total liabilities and shareholders equity	**$ 3,281,984**	**$ 3,058,495**

See accompanying Notes to the Condensed Consolidated Financial Statements.

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HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(In thousands, except earnings per share data)	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011	Nine Months Ended March 31, 2012	Nine Months Ended March 31, 2011
Net sales	$ 1,095,675	$ 948,196	$ 3,273,307	$ 2,741,223
Cost of sales	803,045	699,371	2,387,496	1,999,087
Gross profit	292,630	248,825	885,811	742,136
Selling, general and administrative expenses	232,755	211,362	656,681	594,108
Sale of intellectual property	0	(16,184)	(301)	(16,184)
Operating income	59,875	53,647	229,431	164,212
Other expenses:				
Interest expense, net	5,394	5,262	14,729	17,172
Foreign exchange losses, net	109	161	11,706	786
Miscellaneous, net	841	1,303	4,240	4,610
Income before income taxes	53,531	46,921	198,756	141,644
Income tax (benefit) expense, net	(119,125)	10,321	(81,522)	24,604
Net income	$ 172,656	$ 36,600	$ 280,278	$ 117,040
Earnings per share:				
Basic	$ 2.41	$ 0.51	$ 3.93	$ 1.65
Diluted	$ 2.38	$ 0.51	$ 3.88	$ 1.64
Weighted average shares outstanding:				
Basic	71,622	71,123	71,395	70,918
Diluted	72,604	71,924	72,263	71,541

See accompanying Notes to the Condensed Consolidated Financial Statements.

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HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Nine Months Ended March 31,	
(In thousands)	**2012**	**2011**
Cash flows from operating activities:		
Net income	$ 280,278	$ 117,040
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	90,197	88,931
Sale of intellectual property	(301)	(16,184)
Deferred income taxes	(84,053)	(9,195)
Loss on disposition of assets	845	1,036
Share-based compensation	13,442	13,178
Non-cash interest expense	14,462	14,667
Changes in operating assets and liabilities, net of acquired businesses:		
Decrease (increase) in:		
Receivables, net	(137,916)	(18,662)
Inventories, net	(97,870)	(64,198)
Other current assets	(57,515)	(13,029)
Increase (decrease) in:		
Accounts payable	4,699	11,608
Accrued warranties	(20,012)	11,439
Accrued other liabilities	43,588	(25,837)
Income taxes payable	316	7,704
Other operating activities	(17,231)	16,503
Net cash provided by operating activities	32,929	135,001
Cash flows from investing activities:		
Purchases of short-term investments	(370,203)	(484,002)
Maturities of short-term investments	560,324	143,224
Acquisitions, net of cash received	(70,535)	(3,575)
Proceeds from asset dispositions	2,264	2,875
Capital expenditures	(77,765)	(64,182)
Other items, net	(3,537)	577
Net cash provided by (used in) investing activities	40,548	(405,083)
Cash flows from financing activities:		
Net decrease in short-term borrowings	(1,313)	(12,088)
Debt issuance costs for revolving credit facility	0	(7,002)
Dividends to shareholders	(15,858)	(1,746)
Net proceeds provided by share-based compensation	8,838	8,246
Other items, net	(4,046)	4,659
Net cash used in financing activities	(12,379)	(7,931)
Effect of exchange rate changes on cash	(24,432)	59,139
Net increase (decrease) in cash and cash equivalents	36,666	(218,874)
Cash and cash equivalents at beginning of period	603,892	645,570
Cash and cash equivalents at end of period	$ 640,558	$ 426,696

Supplemental disclosure of cash flow information:		
Interest paid	$ 1,275	$ 2,759
Income taxes paid	$ 12,482	$ 4,108
Non-Cash Investing Activities:		
Accrued and contingent acquisition-related liabilities	$ 28,017	$ 3,749

See accompanying Notes to the Condensed Consolidated Financial Statements.

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HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED AND SUBSIDIARIES

Notes to the Condensed Consolidated Financial Statements

(In thousands, except per-share data and where otherwise noted)

(Unaudited)

Note 1 Basis of Presentation

Basis of Presentation

References to we, us, our, our company and Harman refer to Harman International Industries, Incorporated and its consolidated subsidiaries unless the context specifically requires otherwise.

Our unaudited, condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC). These unaudited condensed consolidated financial statements have been prepared in accordance with the accounting policies described in our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2011 (our 2011 Annual Report) and do not include all information and footnote disclosures included in our audited financial statements. In the opinion of management, the accompanying unaudited, condensed consolidated financial statements include all adjustments, consisting of normal recurring adjustments and accruals, necessary to present fairly, in all material respects, the consolidated financial condition, results of operations and cash flows for the periods presented. Operating results for the three and nine months ended March 31, 2012 are not necessarily indicative of the results that may be expected for the full fiscal year ending June 30, 2012 due to seasonal, economic and other factors. Where necessary, information for prior periods has been reclassified to conform to the consolidated financial statement presentation in the current fiscal year. These unaudited condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements and accompanying notes included in our 2011 Annual Report.

Effective July 1, 2011, we revised our business segments in order to better align them with our strategic approach to the markets and customers we serve. Refer to Note 17 *Business Segment Data* for further information. Prior period segment amounts throughout the Notes to the Condensed Consolidated Financial Statements have been reclassified to the new segment structure. The reclassification of historical business segment information had no impact on our basic financial statements.

The methods, estimates and judgments we use in applying our accounting policies, in conformity with generally accepted accounting principles in the United States (GAAP), have a significant impact on the results we report in our financial statements. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. The estimates affect the carrying values of assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions.

Effective July 1, 2011, we changed the functional currency of two of our foreign subsidiaries to the U.S. Dollar to reflect a change in the currency in which such subsidiaries primarily generate and expend cash.

Note 2 New Accounting Standards

Recently Adopted Accounting Standards

Goodwill Impairment Testing: In September 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-08, Intangibles-Goodwill and Other (Topic 350): Testing Goodwill for Impairment (ASU 2011-08). The new guidance is intended to simplify how entities test goodwill for impairment. It includes provisions that permit an entity to first assess qualitative factors in determining whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. The new guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. We adopted the provisions of this new guidance in September 2011. The adoption of the new provisions did not have any impact on our financial condition or results of operations.

Intangibles, Goodwill and Other: In December 2010, the FASB issued ASU 2010-28, Intangibles Goodwill and Other (Topic 350): When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts. The new guidance requires that

reporting units with zero or negative carrying amounts perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. The new guidance is effective for us for fiscal years beginning after December 15, 2010. We adopted the provisions of this new guidance on July 1, 2011. The adoption of the new provisions did not have any impact on our financial condition or results of operations as we had no reporting units with zero or negative carrying amounts.

Business Combinations: In December 2010, the FASB issued ASU 2010-29, Business Combinations (Topic 805): Disclosure of Supplementary Pro Forma Information for Business Combinations. The new guidance specifies that when comparative financial statements are presented, the revenue and earnings of the combined entity should be disclosed as though the business combination that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The new guidance applies prospectively to us for business combinations that occur on or after July 1, 2011. We adopted the new provisions on July 1, 2011. The impact of these new provisions on our consolidated financial statements will depend upon the nature, terms and size of the acquisitions we consummate in the future.

Fair Value: In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. The new guidance does not extend the use of fair value accounting, but provides guidance on how to apply fair value accounting where its use is already required or permitted by other standards within GAAP or International Financial Reporting Standards (IFRSs). The new guidance also changes the wording used to describe many requirements in GAAP for measuring fair value and for disclosing information about fair value measurements and it clarifies the FASB s intent about the application of existing fair value measurements. Provisions of the new guidance include a requirement that for recurring Level 3 fair value measurements, entities disclose quantitative information about unobservable inputs, a description of the valuation process used and qualitative details about the sensitivity of the measurements. In addition, for items not carried at fair value but for which fair value is disclosed, entities are required to disclose the level within the fair value hierarchy that applies to the fair value measurement disclosed. The new guidance applies prospectively and is effective for interim and annual periods beginning after December 15, 2011. We adopted the provisions of this new guidance on January 1, 2012 and expanded our disclosures on fair value measurements. Refer to Note 14 *Fair Value Measurements* for more information. The adoption of the new provisions did not have any impact on our financial condition or results of operations.

Recently Issued Accounting Standards

Balance Sheet: In December 2011, the FASB issued ASU 2011-11, Balance Sheet (Topic 210), Disclosures about Offsetting Assets and Liabilities, which requires companies to disclose information about financial instruments that have been offset and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial condition. Companies will be required to provide both net (offset amounts) and gross information in the notes to the financial statements for relevant assets and liabilities that are offset. The new guidance is effective retrospectively for fiscal years and interim periods within those fiscal years beginning on or after January 1, 2013. We will adopt the provisions of this new guidance on July 1, 2013. We do not expect the adoption of the new provisions to have a material impact on our financial condition or results of operations.

Comprehensive Income: In June 2011, the FASB issued ASU 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income (ASU 2011-05). The new guidance requires that all non-owner changes in stockholders equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both cases, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. If presented in a single continuous statement, the entity is required to present the components of net income and total net income, the components of other comprehensive income and a total for other comprehensive income, along with the total of comprehensive income in that statement. If presented in the two-statement approach, the first statement, which is the statement of net income, should present components of net income and total net income followed consecutively by a second statement, which is the statement of other comprehensive income, that should present the components of other comprehensive income, total other comprehensive income and a total amount for comprehensive income. Regardless of the method used, the entity is required to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement where the components of net income and the components of other comprehensive income are presented. In December 2011, the FASB issued ASU 2011-12, Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05 (ASU 2011-12). ASU 2011-12 temporarily deferred the requirement to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement where the components of net income and the components of other comprehensive income are presented. The guidance in ASU 2011-05, as amended, is effective retrospectively for fiscal years, and interim periods within those fiscal years beginning after December 15, 2011. We will adopt the provisions of this new guidance on July 1, 2012. We do not expect the adoption of the new provisions to have a material impact on our financial condition or results of operations.

Note 3 Allowance for Doubtful Accounts

We reserve an estimated amount for accounts receivable that may not be collected. Methodologies for estimating the allowance for doubtful accounts are based primarily on specific identification of uncollectible accounts. Historical collection rates and customer credit worthiness are considered in determining specific reserves. At March 31, 2012 and June 30, 2011, we had $5.0 million and $7.0 million, respectively, reserved for possible uncollectible accounts receivable.

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Note 4 Inventories, net

Inventories, net consist of the following:

	March 31, 2012	June 30, 2011
Finished goods	$ 202,529	$ 153,469
Work in process	72,666	67,534
Raw materials	225,876	202,134
Inventories, net	$ 501,071	$ 423,137

At March 31, 2012 and June 30, 2011, our inventory reserves were $68.4 million and $73.3 million, respectively.

Note 5 Property, Plant and Equipment, net

Property, plant and equipment, net consist of the following:

	Estimated Useful Lives (in Years)	March 31, 2012	June 30, 2011
Land		$ 8,440	$ 11,974
Buildings and improvements	1-50	260,075	280,053
Machinery and equipment	3-20	1,048,590	1,050,892
Furniture and fixtures	3-10	30,213	30,769
Property, plant and equipment, gross		1,347,318	1,373,688
Less accumulated depreciation and amortization		(909,400)	(903,388)
Property, plant and equipment, net		$ 437,918	$ 470,300

Depreciation expense for the three months ended March 31, 2012 and 2011 was $26.9 million and $28.4 million, respectively, and was $81.1 million and $83.4 million for the nine months ended March 31, 2012 and 2011, respectively.

Note 6 Accrued Warranties

We warrant our products to be free from defects in materials and workmanship for periods ranging from six months to six years from the date of purchase, depending on the business segment and product. Our dealers and warranty service providers normally perform warranty service in field locations and regional service centers, using parts and replacement finished goods we supply on an exchange basis. Our dealers and warranty service providers also install updates we provide to correct defects covered by our warranties. Estimated warranty liabilities are based upon past experience with similar types of products, the technological complexity of certain products, replacement cost and other factors. If estimates of warranty provisions are no longer adequate based on our analysis of current activity, incremental provisions are recorded as warranty expense in our Condensed Consolidated Statements of Income. We take these factors into consideration when assessing the adequacy of our warranty provision for periods still open to claim.

Details of our accrued warranties are as follows:

	Nine Months Ended March 31,

	2012	2011
Accrued warranties, June 30	$ 122,396	$ 99,329
Warranty expense	36,606	36,443
Warranty payments (cash or in-kind)	(47,276)	(38,670)
Other[1]	(9,342)	13,666
Accrued warranties, March 31	$ 102,384	$ 110,768

(1) Other primarily represents foreign currency translation.

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Note 7 Earnings Per Share

We apply the two-class method when computing earnings per share, which requires that net income per share for each class of shares entitled to dividends be calculated assuming all of our net income is distributed as dividends to these shareholders based on their contractual rights.

The following table presents the calculation of basic and diluted earnings per share of common stock outstanding:

	000000000	000000000	000000000	000000000
	Three Months Ended March 31,			
	2012		**2011**	
	Basic	**Diluted**	**Basic**	**Diluted**
Numerator for Basic and Diluted Earnings per Share:				
Net income	$ 172,656	$ 172,656	$ 36,600	$ 36,600
Denominator for Basic and Diluted Earnings per Share:				
Weighted average shares outstanding	71,622	71,622	71,123	71,123
Employee stock options	0	982	0	801
Total weighted average shares outstanding	71,622	72,604	71,123	71,924
Earnings per Share:				
Earnings per share	$ 2.41	$ 2.38	$ 0.51	$ 0.51

	000000000	000000000	000000000	000000000
	Nine Months Ended March 31,			
	2012		**2011**	
	Basic	**Diluted**	**Basic**	**Diluted**
Numerator for Basic and Diluted Earnings per Share:				
Net income	$ 280,278	$ 280,278	$ 117,040	$ 117,040
Denominator for Basic and Diluted Earnings per Share:				
Weighted average shares outstanding	71,395	71,395	70,918	70,918
Employee stock options	0	868	0	623
Total weighted average shares outstanding	71,395	72,263	70,918	71,541
Earnings per Share:				
Earnings per share	$ 3.93	$ 3.88	$ 1.65	$ 1.64

Options to purchase 981,637 and 995,599 shares of our common stock were outstanding for the three months ended March 31, 2012 and 2011, respectively, and were excluded from the computation of diluted earnings per share because they would have been antidilutive. In addition, restricted shares and restricted stock units of zero and 7,530 were outstanding for the three months ended March 31, 2012 and 2011, respectively, and were excluded from the computation of diluted earnings per share as they also would have been antidilutive.

Options to purchase 1,943,917 and 1,703,014 shares of our common stock were outstanding for the nine months ended March 31, 2012 and 2011, respectively, and were excluded from the computation of diluted earnings per share because they would have been antidilutive. In addition, restricted shares and restricted stock units of 5,000 and 15,829 were outstanding during the nine months ended March 31, 2012 and 2011, respectively, and were excluded from the computation of diluted earnings per share as they also would have been antidilutive.

The conversion terms of our $400 million of 1.25 percent convertible senior notes due October 15, 2012 (the Convertible Senior Notes) will affect the calculation of diluted earnings per share if the price of our common stock exceeds the conversion price of the Convertible Senior

Notes. The initial conversion price of the Convertible Senior Notes was approximately $104 per share, subject to adjustment in specified circumstances as described in the indenture governing the Convertible Senior Notes (the Indenture). Upon conversion, a holder of the Convertible Senior Notes will receive an amount in cash per Convertible Senior Note equal to the lesser of $1,000 or the conversion value of the Convertible Senior Notes, determined in the manner set forth in the Indenture. If the conversion value exceeds $1,000, we will deliver $1,000 in cash and, at our option, cash or common stock or a combination of cash and common stock for the conversion price in excess of $1,000. The conversion option is indexed to our common stock and therefore is classified as equity. The conversion option will not result in an adjustment to net income in calculating diluted earnings per share. The dilutive effect of the conversion option will be calculated using the treasury stock method. Therefore, conversion settlement shares will be included in diluted shares outstanding if the price of our common stock exceeds the conversion price of the Convertible Senior Notes.

The Convertible Senior Notes had no effect on the computation of diluted earnings per share for the three and nine months ended March 31, 2012 and 2011. Refer to Note 9 *Debt* for further information.

Note 8 Goodwill

During the three and nine months ended March 31, 2012, we recorded $0 and $79.8 million, respectively, of goodwill in our Lifestyle segment, associated with the acquisition of MWM Acoustics, LLC and certain related entities (MWM Acoustics). Refer to Note 20 *Acquisition* for more information.

Effective July 1, 2011, we revised our business segments in order to better align them with our strategic approach to the markets and customers we serve. Under this new structure, our reportable segments consist of the Infotainment, Lifestyle, Professional and Other segments. Our reporting units are the same as our reportable segments with the exception of our Lifestyle segment, which consists of two reporting units, automotive audio and home audio. In connection with this realignment, we reallocated our goodwill to our new reporting units based on each reporting unit s relative fair value. We also performed a goodwill impairment test as of July 1, 2011 using our new reporting units and determined that the fair value of each of our reporting units exceeded its carrying value, therefore, no impairments were deemed to exist as of this date. Refer to Note 17 *Business Segment Data* for more information.

Note 9 Debt

Short Term Borrowings

At March 31, 2012 and June 30, 2011, we had $0.2 million and $1.8 million of short-term borrowings outstanding, respectively, and we maintained lines of credit of $18.6 million and $20.8 million, in the aggregate, respectively, in Hungary, the U.S., Austria and Brazil.

Revolving Credit Facility

On December 1, 2010, Harman and Harman Holding GmbH & Co., KG, our wholly-owned subsidiary (Harman KG), entered into a Multi-Currency Credit Agreement with a group of banks, as amended on December 15, 2011 (the Credit Agreement). At March 31, 2012 and June 30, 2011, we had no borrowings under the Credit Agreement and had outstanding letters of credit of $8.5 million and $7.3 million, respectively. At March 31, 2012 and June 30, 2011, unused available credit under the Credit Agreement was $541.5 million and $542.7 million, respectively. If we experience a significant decline in our operating results, we could violate our debt covenants and, absent a waiver from our lenders or an amendment to the Credit Agreement, we could be in default under the Credit Agreement. As a result, our debt under the Credit Agreement could become due, which would have a material adverse effect on our financial condition and results of operations. A default under the Credit Agreement could also lead to an event of default under the Indenture, as amended, and accelerate the maturity of the Convertible Senior Notes. As of March 31, 2012, we were in compliance with all the financial covenants of the Credit Agreement. Debt issuance costs of $7.0 million were recorded in connection with this transaction and are included in Other assets in our Condensed Consolidated Balance Sheets and are also being amortized to Interest expense, net in our Condensed Consolidated Statements of Income over the expected remaining term of the Credit Agreement.

Guarantee and Collateral Agreement

In connection with the Credit Agreement, we and Harman KG entered into a guarantee and collateral agreement (the Guarantee and Collateral Agreement), which provides, among other things, that the obligations under the Credit Agreement are guaranteed by us and each of the subsidiary guarantors party thereto, and that the obligations generally are secured by liens on substantially all of our assets and certain of our subsidiary guarantors assets.

The term of the Guarantee and Collateral Agreement corresponds with the term of the Credit Agreement, which matures on December 1, 2015. Under the terms of the Guarantee and Collateral Agreement, we have effectively guaranteed the payment of the full amount of borrowings under the Credit Agreement, including outstanding letters of credit, upon maturity. The potential amount of future payments that we would be required to pay under the Guarantee and Collateral Agreement is the amount that we have borrowed under the Credit Agreement, including outstanding letters of credit. At March 31, 2012, and June 30, 2011, we had no borrowings under the Credit Agreement and had outstanding letters of credit of $8.5 million and $7.3 million, respectively.

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Convertible Senior Notes

We had $400 million of Convertible Senior Notes outstanding at March 31, 2012 and June 30, 2011, which were issued on October 23, 2007 (the Issuance Date) and are due on October 15, 2012. The Convertible Senior Notes were issued at par and we pay interest at a rate of 1.25 percent per annum on a semiannual basis. The initial conversion rate on the Convertible Senior Notes is 9.6154 shares of our common stock per $1,000 principal amount of the Convertible Senior Notes (which is equal to an initial conversion price of approximately $104 per share). The conversion rate is subject to adjustment in specified circumstances described in the Indenture. At March 31, 2012, the Convertible Senior Notes are classified as a current liability in our Condensed Consolidated Balance Sheet, as they are due on October 15, 2012, which is in less than one year.

Accounting guidance issued by the FASB requires the issuer of convertible debt instruments with cash settlement features to account separately for the liability and equity components of the instrument. Under this guidance, the debt is recognized at the present value of its cash flows discounted using the issuer s nonconvertible debt borrowing rate at the time of issuance and the equity component is recognized as the difference between the proceeds from the issuance of the note and the fair value of the liability, net of taxes. The reduced carrying value on the convertible debt results in a debt discount that is accreted back to the convertible debt s principal amount through the recognition of noncash interest expense, over the expected life of the debt, which results in recognizing interest expense on these borrowings at effective rates approximating what we would have incurred had nonconvertible debt with otherwise similar terms been issued.

In accordance with this guidance, we measured the fair value of the debt components of the Convertible Senior Notes at the Issuance Date using an effective interest rate of 5.6 percent. As a result, we attributed $75.7 million of the proceeds received to the conversion feature of the Convertible Senior Notes at the Issuance Date, which is netted against the face value of the Convertible Senior Notes as a debt discount. This amount represents the excess proceeds received over the fair value of the Convertible Senior Notes at the Issuance Date and is being accreted back to the principal amount of the Convertible Senior Notes through the recognition of noncash interest expense over the expected life of the Convertible Senior Notes. In addition, we recorded $48.3 million within Additional paid-in capital in our Condensed Consolidated Balance Sheets representing the equity component of the Convertible Senior Notes, which is net of deferred taxes. The effect of this guidance has resulted in a decrease to net income and earnings per share for all periods presented; however, there is no effect on our cash interest payments.

The principal amounts, unamortized discount and net carrying amounts of the liability components and the equity components for the Convertible Senior Notes as of March 31, 2012 and June 30, 2011 are as follows:

	Principal Balance	Unamortized Discount	Net Carrying Amount	Equity Component
March 31, 2012	$ 400,000	$ (9,132)	$ 390,868	$ 48,323
June 30, 2011	$ 400,000	$ (21,599)	$ 378,401	$ 48,323

At March 31, 2012 and June 30, 2011, the unamortized discount is recognized as a reduction in the carrying value of the Convertible Senior Notes in the Condensed Consolidated Balance Sheets and is amortized to Interest expense, net in our Condensed Consolidated Statements of Income over the expected remaining term of the Convertible Senior Notes of seven months as of March 31, 2012.

Debt issuance costs of $4.8 million were recorded in connection with this transaction and are included in Other assets in our Condensed Consolidated Balance Sheets and are also being amortized to Interest expense, net in our Condensed Consolidated Statements of Income over the expected remaining term of the Convertible Senior Notes. The unamortized balance of debt issuance costs at March 31, 2012 and June 30, 2011 was $0.4 million and $1.1 million, respectively.

Total interest expense related to the Convertible Senior Notes for the three months ended March 31, 2012 and 2011 includes $1.3 million in both periods for contractual cash interest expense, an additional $4.1 million and $3.9 million of noncash interest expense, respectively, related to the amortization of the discount, and $0.2 million in both periods related to the amortization of debt issuance costs.

Total interest expense related to the Convertible Senior Notes for the nine months ended March 31, 2012 and 2011 includes $3.8 million in both periods for contractual cash interest expense, an additional $12.5 million and $11.8 million of noncash interest expense, respectively, related to the amortization of the discount, and $0.6 million in both periods related to the amortization of debt issuance costs.

At March 31, 2012, we were in compliance with all covenants under the Indenture, as amended.

Registration Rights Agreement

On October 23, 2007, we entered into a registration rights agreement (the Registration Rights Agreement) requiring us to register the Convertible Senior Notes and the shares contingently issuable upon conversion of the Convertible Senior Notes. On October 23,

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2008, we filed an automatically effective registration statement with the SEC to meet this requirement. We were required to keep the registration statement effective until the earlier of (a) such time as the Convertible Senior Notes and the shares contingently issuable under the Convertible Senior Notes (1) are sold under an effective registration statement or pursuant to Rule 144 of the Securities Act of 1933, (2) are freely transferable under Rule 144 more than one year following October 23, 2007, or (3) cease to be outstanding, and (b) five years and three months following October 23, 2007. In the event that we fail to keep a registration statement effective as required under the Registration Rights Agreement, additional interest will accrue on the Convertible Senior Notes at the rate of 0.25 percent per annum.

On October 21, 2011, Harman entered into an Amendment to the Registration Rights Agreement with the holders of the Convertible Senior Notes, which provides for the postponement of our obligation to file a new registration statement covering the Convertible Senior Notes until such time as one of the holders of the Convertible Senior Notes demands that we file a registration statement. Upon the receipt of such a demand, we will have seven business days to file a registration statement with the SEC covering the Convertible Senior Notes. As of March 31, 2012, the holders of the Convertible Senior Notes have not demanded that a registration statement be filed. We do not believe it is probable that we will fail to comply with the Registration Rights Agreement, therefore no liability for additional interest has been recorded.

Note 10 Income Taxes

Our provision for income taxes is based on an estimated annual tax rate for the year applied to federal, state and foreign income. Income tax benefit for the three months ended March 31, 2012 was $119.1 million, compared to an income tax expense of $10.3 million for the same period in the prior year. The effective tax rate for the three months ended March 31, 2012 was (222.5) percent, compared to 22.0 percent for the same period in the prior year. The change in the effective tax rate for the three months ended March 31, 2012 compared to the same period in the prior year was primarily due to the release of the valuation allowance described below.

Income tax benefit for the nine months ended March 31, 2012 was $81.5 million, compared to an income tax expense of $24.6 million for the same period in the prior year. The effective tax rate for the nine months ended March 31, 2012 was (41.0) percent, compared to 17.4 percent for the same period in the prior year. The change in the effective tax rate for the nine months ended March 31, 2012 compared to the same period in the prior year was primarily due to the release of the valuation allowance described below.

As described in Note 1 *Summary of Significant Accounting Policies* and Note 13 *Income Taxes* in our audited consolidated financial statements in our 2011 Annual Report, in assessing the recoverability of deferred tax assets, we regularly consider whether some portion or all of the deferred tax assets will not be realized based on the recognition threshold and measurement of a tax position. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. We consider the scheduled reversal of deferred tax liabilities, projected future taxable income, tax planning strategies and, if applicable, the expiration of loss carryforwards and credits in making this assessment.

In the third quarter of fiscal 2012, we achieved three cumulative years of positive U.S. GAAP pre-tax income and taxable income in the U.S. As a result of such earnings trends and based upon our projections for future taxable income of the proper character over the periods in which the deferred tax assets are recoverable, we believe that it is more likely than not that we will realize the benefits of the net deferred tax assets of $365.6 million at March 31, 2012. Therefore, during the quarter ended March 31, 2012, we realized a non-cash tax benefit of $124.2 million related to a reduction of our deferred tax valuation allowance on certain of our net U.S. deferred tax assets. We have reflected this non-cash tax benefit in the tax provision which has increased net income for the three and nine months ended March 31, 2012. If future operating and business conditions were to differ significantly, we would reassess the ability to realize the net deferred tax assets. If it were to become more likely than not that we would not be able to realize the deferred tax assets, then all or a portion of the valuation allowance may need to be re-established, which would result in a charge to tax expense.

As of March 31, 2012, unrecognized tax benefits and the related interest were $32.8 million and $1.1 million, respectively; all but $1.7 million would affect the tax rate if recognized. During the three and nine months ended March 31, 2012, we recorded tax reserves on uncertain tax positions in the amount of $0.4 million and $1.3 million, respectively. During the three and nine months ended March 31, 2012, we recorded additional interest expense on uncertain tax positions of $0.1 million and $0.2 million, respectively.

Note 11 Shareholders Equity

Preferred Stock

As of March 31, 2012 and June 30, 2011, we had no shares of preferred stock outstanding. We are authorized to issue 5 million shares of preferred stock, $0.01 par value per share.

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Common Stock

We have 200 million authorized shares of common stock, $0.01 par value per share. At March 31, 2012 and June 30, 2011, we had 96,059,583 and 95,520,068 shares issued; 25,599,817 shares in treasury stock in each period; and 70,459,766 and 69,920,251 shares outstanding (net of treasury stock), respectively.

Changes in Equity:

The following is a summary of the changes in Accumulated Other Comprehensive Income (AOCI) and changes in equity for the nine months ended March 31, 2012 and 2011:

	000000	000000	000000	000000	000000	000000	000000
	Preferred Stock	**Common Stock**	**Additional Paid-in Capital**	**AOCI**	**Retained Earnings**	**Treasury Stock**	**Total Equity**
Balance at June 30, 2011	$ 0	$ 956	$ 915,433	$ 136,733	$ 1,418,106	$ (1,047,570)	$ 1,423,658
Net income	0	0	0	0	280,278	0	280,278
Foreign currency translation	0	0	0	(88,650)	0	0	(88,650)
Unrealized gain on hedging derivatives	0	0	0	36,271	0	0	36,271
Pension liability adjustment	0	0	0	(1,873)	0	0	(1,873)
Unrealized loss on available-for-sale securities	0	0	0	(32)	0	0	(32)
Comprehensive income							225,994
Exercise of stock options, net of shares received	0	5	8,838	0	0	0	8,843
Share-based compensation, net	0	0	13,080	0	0	0	13,080
Dividends ($0.30 per share)	0	0	0	0	(15,858)	0	(15,858)
Balance at March 31, 2012	$ 0	$ 961	$ 937,351	$ 82,449	$ 1,682,526	$ (1,047,570)	$ 1,655,717

	000000	000000	000000	000000	000000	000000	000000
	Preferred Stock	**Common Stock**	**Additional Paid-in Capital**	**AOCI**	**Retained Earnings**	**Treasury Stock**	**Total Equity**
Balance at June 30, 2010	$ 0	$ 952	$ 892,129	$ 3,666	$ 1,285,715	$ (1,047,570)	$ 1,134,892
Net income	0	0	0	0	117,040	0	117,040
Foreign currency translation	0	0	0	131,571	0	0	131,571
Unrealized loss on hedging derivatives	0	0	0	(47,058)	0	0	(47,058)
Pension liability adjustment	0	0	0	(715)	0	0	(715)
Unrealized gain on available-for-sale securities	0	0	0	1,722	0	0	1,722
Comprehensive income							202,560
Exercise of stock options, net of shares received	0	3	8,243	0	0	0	8,246
Share-based compensation, net	0	0	9,198	0	0	0	9,198
Dividends ($0.10 per share)	0	0	0	0	(1,747)	0	(1,747)
Balance at March 31, 2011	$ 0	$ 955	$ 909,570	$ 89,186	$ 1,401,008	$ (1,047,570)	$ 1,353,149

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At March 31, 2012 and June 30, 2011, AOCI consisted of the following:

Income/(Loss):	March 31, 2012	June 30, 2011
Cumulative translation adjustment	$ 93,484	$ 182,134
Pension liability adjustment	(20,176)	(18,303)
Unrealized gain (loss) on hedging derivatives	13,087	(23,184)
Unrealized loss on available-for-sale securities	(3,946)	(3,914)
Total AOCI	$ 82,449	$ 136,733

We have approximately $1.9 million of investments at March 31, 2012 and June 30, 2011, included in Other current assets in our Condensed Consolidated Balance Sheets that have been classified as available-for-sale securities. These securities are recorded at fair value with realized gains and losses recorded in income and unrealized gains and losses recorded in AOCI, net of taxes.

Share Buy-Back Program

On October 26, 2011, we announced that our Board of Directors authorized the repurchase of up to $200 million of our common stock. This buyback program allows us to purchase shares of our common stock in accordance with applicable securities laws on the open market, or through privately negotiated transactions, through October 25, 2012. We will determine the timing and the amount of any repurchases based on an evaluation of market conditions, share price and other factors. We entered into an agreement with an external broker, which provides the structure under which the program may be facilitated. This agreement and the buyback program may be suspended or discontinued at any time. As of March 31, 2012, we have not repurchased any shares under the buyback program.

Note 12 Share-Based Compensation

On December 7, 2011 (the Effective Date), our shareholders approved the 2012 Stock Option and Incentive Plan (the 2012 Plan), which is effective through December 7, 2021. As of the Effective Date, no further grants may be granted under our former plan, the Amended and Restated 2002 Stock Option and Incentive Plan (the 2002 Plan and together with the 2012 Plan, the Plans). There are 4,400,000 shares available for grant under the 2012 Plan. The 2012 Plan provides for two types of awards: (1) a full value grant, as defined in the 2012 Plan, under which one award shall reduce the shares available for grant under the 2012 Plan by 1.71 shares, and (2) an option or stock appreciation right grant, under which one award shall reduce the shares available for grant under the 2012 Plan by one share. During the nine months ended March 31, 2012, options to purchase 130,293 shares of our common stock and 15,783 restricted stock units were granted under the 2012 Plan. As of March 31, 2012, there were 4,253,924 shares available for grant under the 2012 Plan.

Prior to the Effective Date, we had one share-based compensation plan with shares available for future grants, the 2002 Plan. On December 8, 2010, we amended the 2002 Plan to increase the number of shares available under the 2002 Plan for the grant of stock options, stock appreciation rights, restricted stock and restricted stock units by 1,100,000 to an aggregate amount not to exceed 7,860,000 shares of our common stock. During the nine months ended March 31, 2012, options to purchase 454,630 shares of our common stock and 645,558 restricted stock units were granted under the 2002 Plan.

Share-based compensation expense, net was $5.5 million and $3.8 million for the three months ended March 31, 2012 and 2011, respectively, and was $13.4 million and $13.2 million for the nine months ended March 31, 2012 and 2011, respectively. The total income tax benefit recognized in the Condensed Consolidated Statements of Income for share-based compensation arrangements was $1.3 million and $1.2 million for the three months ended March 31, 2012 and 2011, respectively, and was $3.5 million and $3.8 million for the nine months ended March 31, 2012 and 2011, respectively.

Fair Value Determination

The fair value of each option award is estimated on the date of grant using the Black-Scholes option valuation model, which uses the assumptions noted in the following table.

	Nine Months Ended March 31,	
	2012	2011
Expected volatility	48.8% - 66.2%	60.4% - 73.2%
Weighted-average volatility	59.1%	68.8%
Expected annual dividend	$ 0.30	$ 0.10
Expected term (in years)	1.70 - 5.54	1.71 - 3.80
Risk-free rate	0.2% -1.0%	0.5 % - 1.7%

Groups of option holders (directors, executives and non-executives) that have similar historical behavior are considered separately for valuation purposes. Expected volatilities are based on historical closing prices of our common stock over the expected option term.

We use historical data to estimate option exercises and employee terminations within the valuation model. The expected term of options granted is derived using the option valuation model and represents the estimated period of time from the date of grant that the option is expected to remain outstanding. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Stock Option Activity

A summary of option activity under our stock option plans as of March 31, 2012 and changes during the nine months ended March 31, 2012 is presented below:

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at June 30, 2011	2,489,998	$ 56.39	6.36	$ 19,270
Granted	584,923	36.72		
Exercised	(349,990)	30.93		
Forfeited or expired	(206,438)	73.19		
Outstanding at March 31, 2012	2,518,493	$ 53.98	6.68	$ 20,667
Exercisable at March 31, 2012	1,443,487	$ 63.82	5.33	$ 8,706

The weighted-average grant-date fair value of options granted for the three months ended March 31, 2012 and 2011 was $19.71 and $19.07, respectively, and for the nine months ended March 31, 2012 and 2011 was $14.30 and $14.76, respectively. The total intrinsic value of options exercised for the three months ended March 31, 2012 and 2011 was $5.0 million and $4.5 million, respectively, and for the nine months ended March 31, 2012 and 2011 was $5.8 million and $5.4 million, respectively.

Modification of Certain Stock Option Awards

Prior to fiscal year 2011, certain of the award agreements under the 2002 Plan stated that vested options not exercised were forfeited upon termination of employment for any reason other than death or disability. However, such award agreements provided that the Compensation and Option Committee of our Board of Directors (the Compensation and Option Committee) could extend the time period to exercise vested options 90 days beyond the employment termination date for certain employees. During the three and nine months ended March 31, 2012 and 2011, the Compensation and Option Committee used this authority. This action represented a modification of the terms or conditions of an equity award and therefore was accounted for as an exchange of the original award for a new award. Incremental share-based compensation cost for the

excess of the fair value of the new award over the fair value of the original award was immaterial.

Grant of Stock Options with Market Conditions

We granted 330,470 stock options containing a market condition to employees on March 21, 2008. The options vested on March 21, 2011, which was three years from the date of grant based on a comparison of Harman s total shareholder return (TSR) to the TSR of a selected peer group of publicly listed multinational companies. TSR was measured as the annualized increase in the aggregate value of a company s stock price plus the value of dividends, assumed to be reinvested into shares of the company s stock at the time of

dividend payment. The base price used for the TSR calculation of $42.19 was the 20-day trading average from February 6, 2008 through March 6, 2008. The ending price used for the TSR calculation of $49.81 was the 20-day trading average prior to and through March 6, 2011. The grant date fair value of $4.2 million was calculated using a combination of Monte Carlo simulation and lattice-based models. There was no compensation expense for these awards in the three and nine months ended March 31, 2012, since the awards had vested in a prior period. Share-based compensation for these awards was income of $1.5 million and $0.8 million for the three and nine months ended March 31, 2011, respectively.

Restricted Stock Awards

A summary of the status of our nonvested restricted stock as of March 31, 2012 and changes during the nine months ended March 31, 2012, is presented below:

	Shares		Weighted Average Grant-Date Fair Value
Nonvested at June 30, 2011	26,000	$	42.71
Vested	(23,000)		33.07
Nonvested at March 31, 2012	3,000	$	116.65

As of March 31, 2012, there was $0.1 million of total unrecognized compensation cost related to nonvested restricted stock-based compensation arrangements granted under the 2002 Plan. The weighted average recognition period was 0.3 years. At March 31, 2012, a total of 3,000 shares of restricted stock were outstanding which were granted outside of the 2002 Plan.

Restricted Stock Units

In the nine months ended March 31, 2012, we granted 118,546 restricted stock units with earnings per share (EPS) performance conditions, 118,546 restricted stock units with return on invested capital (ROIC) performance conditions and 118,546 restricted stock units with market conditions, under the 2002 Plan. The restricted stock units with EPS performance conditions cliff vest three years from the date of grant based on the achievement of certain cumulative EPS levels from fiscal years 2012 through 2014. The restricted stock units with ROIC conditions cliff vest three years from the date of grant based on the achievement of a certain ROIC level in fiscal year 2014. The restricted stock units with market conditions cliff vest three years from the date of grant based on a comparison of our TSR to the TSR of a selected peer group of publicly listed multinational companies. The grant date fair value of the restricted stock units with market conditions of $3.3 million was calculated using a Monte Carlo simulation model. Compensation expense, for both the restricted stock units with performance conditions and the restricted stock units with market conditions, is recognized ratably over the three-year vesting period based on the grant date fair value and our assessment of the probability that the applicable targets will be met, which is reassessed each reporting period.

In the nine months ended March 31, 2011, we granted 191,721 restricted stock units with EPS performance conditions and 191,715 restricted stock units with market conditions, under the 2002 Plan. The restricted stock units with EPS performance conditions cliff vest three years from the date of grant based on the attainment of a certain EPS level in fiscal year 2013. The restricted stock units with market conditions cliff vest three years from the date of grant based on a comparison of our TSR to the TSR of a selected peer group of publicly listed multinational companies. The grant date fair value of the restricted stock units with market conditions of $5.2 million was calculated using a Monte Carlo simulation model. Compensation expense, for both the restricted stock units with performance conditions and the restricted stock units with market conditions, is recognized ratably over the three-year vesting period based on the grant date fair value and our assessment of the probability that the applicable targets will be met, which is reassessed each reporting period.

In the nine months ended March 31, 2012 and 2011, we also granted 305,703 and 329,112 time vesting restricted stock units, without performance or market conditions, respectively, under the Plans that vest three years from the date of grant.

In January and September 2008, we granted 34,608 and 28,344 cash-settled restricted stock units, respectively, outside the 2002 Plan. These restricted stock units are accounted for as liability awards and are recorded at the fair value at the end of the reporting period in accordance with their vesting schedules. During the three months ended March 31, 2012 and 2011, none of these restricted stock units were settled. During the nine months ended March 31, 2012 and 2011, 1,608 and 9,647 of these restricted stock units were settled, respectively, at a cost of $0.1 million and $0.3 million, respectively. At March 31, 2012, and June 30, 2011, 1,608 and 3,216 cash-settled restricted stock units were outstanding,

respectively.

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A summary of equity classified restricted stock unit activity as of March 31, 2012 and changes during the nine months ended March 31, 2012 is presented below:

	Shares
Nonvested at June 30, 2011	1,665,873
Granted	661,341
Vested	(246,448)
Forfeited	(135,876)
Nonvested at March 31, 2012	1,944,890

At March 31, 2012, the aggregate intrinsic value of equity classified restricted stock units was $91.0 million and there was $33.5 million of total unrecognized compensation cost related to restricted stock unit compensation arrangements. The weighted average recognition period was 1.5 years.

Note 13 Derivatives

We are exposed to market risk from changes in foreign currency exchange rates and interest rates, which could affect our operating results, financial condition and cash flows. We manage our exposure to these risks through our regular operating and financial activities and, when appropriate, through the use of derivative financial instruments. These derivative instruments are utilized to hedge economic exposures, as well as to reduce earnings and cash flow volatility resulting from shifts in market rates. We enter into limited types of derivative contracts, including foreign currency spot, forward and option contracts and an interest rate swap, to manage foreign currency and interest rate exposures. Our primary foreign currency exposure is the Euro. The fair market values of all our derivative contracts change with fluctuations in interest rates and currency rates and are designed so that any changes in their values are offset by changes in the values of the underlying exposures. Derivative financial instruments are held solely as risk management tools and not for trading or speculative purposes.

We record all derivative instruments as either assets or liabilities at fair value in our Condensed Consolidated Balance Sheets. Certain of these derivative contracts have been designated as cash flow hedges, whereby gains and losses are reported within AOCI in our Condensed Consolidated Balance Sheets, until the underlying transaction occurs, at which point they are reported in earnings as gains and losses in our Condensed Consolidated Statements of Income. Certain of our derivatives, for which hedge accounting is not applied, are effective as economic hedges. These derivative contracts are required to be recognized each period at fair value, with gains and losses reported in earnings in our Condensed Consolidated Statements of Income and therefore do result in some level of earnings volatility. The level of volatility will vary with the type and amount of derivative hedges outstanding, as well as fluctuations in the currency and interest rate markets during the period. The related cash flow impacts of all our derivative activities are reflected as cash flows from operating activities.

Derivatives, by their nature, involve varying degrees of market and credit risk. The market risk associated with these instruments resulting from currency exchange and interest rate movements is expected to offset the market risk of the underlying transactions, assets and liabilities being hedged. We do not believe there is significant risk of loss in the event of non-performance by the counterparties associated with these instruments, because these transactions are executed with a diversified group of major financial institutions. Furthermore, our policy is to contract only with counterparties having a minimum investment grade or better credit rating. Credit risk is managed through the continuous monitoring of exposure to such counterparties.

Foreign Exchange Risk Management

We use foreign exchange contracts to hedge the price risk associated with foreign denominated forecasted purchases of materials used in our manufacturing process and to manage currency risk associated with operating costs in certain operating units, including foreign currency denominated intercompany loans and other foreign currency denominated assets. These contracts generally mature in one year or less. The majority of these contracts are designated as cash flow hedges.

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At March 31, 2012 and June 30, 2011, we had outstanding foreign exchange contracts, including forward and option contracts, which are summarized below:

	March 31, 2012		June 30, 2011	
	Gross Notional Value	Fair Value Asset/ (Liability)[1]	Gross Notional Value	Fair Value Asset/ (Liability)[1]
Currency Hedged (Buy/Sell):				
U.S. Dollar/Euro	$ 716,100	$ 17,441	$ 612,400	$ (33,760)
Swiss Franc/U.S. Dollar	38,779	589	41,647	516
British Pound/U.S. Dollar	5,100	18	20,700	(152)
British Pound/Swiss Franc	2,401	42	15,408	(574)
Euro/British Pound	5,337	1	11,604	163
U.S. Dollar/Brazilian Real	10,400	23	10,400	(1,249)
U.S. Dollar/British Pound	1,500	3	8,500	(76)
Chinese Yuan/U.S. Dollar	8,558	71	6,188	84
Euro/U.S. Dollar	122,350	(148)	8,200	146
U.S. Dollar/Japanese Yen	0	0	900	(22)
Japanese Yen/Euro	8,722	(282)	0	0
Hungarian Forint/Euro	4,079	167	0	0
Total	$ 923,326	$ 17,925	$ 735,947	$ (34,924)

(1) Represents the net receivable/(payable) included in our Condensed Consolidated Balance Sheets.

Cash Flow Hedges

We designate a portion of our foreign currency derivative contracts as cash flow hedges of foreign currency denominated purchases. As of March 31, 2012 and June 30, 2011, we had $631.9 million and $528.4 million of forward and option contracts maturing through June 2013 and June 2012, respectively. These contracts are recorded at fair value in the accompanying Condensed Consolidated Balance Sheets. The changes in fair value for these contracts on a spot to spot basis are reported in AOCI, and are reclassified to either Cost of sales or Selling, general and administrative expense (SG&A), depending on the nature of the underlying asset or liability that is being hedged, in our Condensed Consolidated Statements of Income, in the period or periods during which the underlying transaction occurs. If it becomes apparent that an underlying forecasted transaction will not occur, the amount recorded in AOCI related to the hedge is reclassified to Foreign exchange losses, net in our Condensed Consolidated Statements of Income in the then-current period. Amounts relating to such reclassifications were immaterial in each of the three and nine months ended March 31, 2012 and 2011.

Changes in the fair value of the derivatives are highly effective in offsetting changes in the cash flows of the hedged items because the amounts and the maturities of the derivatives approximate those of the forecasted exposures. Any ineffective portion of the derivative is recognized in the current period in our Condensed Consolidated Statements of Income, in the same line item in which the foreign currency gain or loss on the underlying hedged transaction was recorded. No amount of ineffectiveness was recognized in the Condensed Consolidated Statements of Income in the three and nine months ended March 31, 2012 and 2011. All components of each derivative s gain or loss, with the exception of forward points (see below), were included in the assessment of hedge ineffectiveness. At March 31, 2012 and June 30, 2011, the fair value of these contracts was a net asset of $12.7 million and a net liability of $25.2 million, respectively. The amount associated with these hedges that is expected to be reclassified from AOCI to earnings within the next 12 months is a gain of $19.3 million.

We elected to exclude forward points from the effectiveness assessment. At the end of the reporting period, we calculate the excluded amount, which is the fair value relating to the change in forward points that is recorded in current earnings as Foreign exchange losses, net in our Condensed Consolidated Statements of Income. For the three months ended March 31, 2012 and 2011, we recognized $1.4 million of net gains and $0.8 million of net losses, respectively, related to the change in forward points. For the nine months ended March 31, 2012 and 2011, we recognized $4.0 million and $1.6 million of net losses, respectively, related to the change in forward points.

Effective July 1, 2011, we changed the functional currency of two of our foreign subsidiaries to the U.S. Dollar to reflect a change in the currency in which such subsidiaries primarily generate and expend cash. In addition, we recognized approximately zero and $1.4 million as Foreign exchange losses, net in our Condensed Consolidated Statements of Income for the three and nine months ended March 31, 2012, respectively, due to the revaluation of certain derivative instruments held at these subsidiaries because we did not meet the requisite documentation requirements to attain hedge accounting treatment. As of January 1, 2012, the documentation was amended and hedge accounting treatment was achieved going forward.

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Economic Hedges

When hedge accounting is not applied to derivative contracts, or after former cash flow hedges have been de-designated as balance sheet hedges, we recognize the gain or loss on the associated contracts directly in current period earnings in our Condensed Consolidated Statements of Income, as either Foreign exchange losses, net or Cost of sales according to the underlying exposure. As of March 31, 2012 and June 30, 2011, we had $291.4 million and $207.5 million, respectively, of forward contracts maturing through June 2012 in various currencies that provide economic hedges to foreign currency denominated intercompany loans and other foreign currency denominated assets. At March 31, 2012 and June 30, 2011, the fair value of these contracts was an asset of $5.3 million and a liability of $9.7 million, respectively. Adjustments to the carrying value of the foreign currency forward contracts offset the gains and losses on the underlying loans and other foreign denominated assets in other non-operating income.

Interest Rate Risk Management

We have one interest rate swap contract with a notional amount of $21.7 million and $24.5 million at March 31, 2012 and June 30, 2011, respectively, in order to manage our interest rate exposure and effectively convert interest on an operating lease from a variable rate to a fixed rate. The objective of the swap is to offset changes in rent expenses caused by interest rate fluctuations. The interest rate swap contract is designated as a cash flow hedge. At the end of each reporting period, the discounted fair value of the swap contract is calculated and recorded in AOCI and reclassified as rent expense within SG&A in our Condensed Consolidated Statements of Income, in the then-current period. If the hedge is determined to be ineffective, the ineffective portion will be reclassified from AOCI and recorded as rent expense within SG&A. We recognized less than $0.1 million of ineffectiveness in each of the three and nine months ended March 31, 2012 and 2011, in our Condensed Consolidated Statements of Income. All components of the derivatives were included in the assessment of the hedged effectiveness. The amount associated with the swap contract that is expected to be recorded as rent expense in the next 12 months is a loss of $0.6 million.

Fair Value of Derivatives

The following tables provide a summary of the fair value amounts of our derivative instruments at March 31, 2012 and June 30, 2011:

		Fair Value	
	Balance Sheet Location	**March 31, 2012**	**June 30, 2011**
Derivatives Designated as Cash Flow Hedges, Gross:			
Other assets:			
Foreign exchange contracts	Other current assets	$ 13,707	$ 95
Other liabilities:			
Foreign exchange contracts	Accrued liabilities	1,055	25,335
Interest rate swap	Accrued liabilities	701	625
Interest rate swap	Other non-current liabilities	446	554
Total liabilities		(2,202)	26,514
Net asset (liability) for derivatives designated as hedging instruments		11,505	(26,419)
Derivatives Designated as Economic Hedges, Gross:			
Other assets:			
Foreign exchange contracts	Other current assets	5,721	1,032
Other liabilities:			
Foreign exchange contracts	Accrued liabilities	448	10,716

Net asset/(liability) for economic hedges:	5,273	(9,684)
Total net derivative asset (liability)	$ 16,778	$ (36,103)

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Derivative Activity

The following table shows derivative activity for derivatives designated as cash flow hedges for the three months ended March 31, 2012 and 2011:

	00.0000	00.0000	00.0000	00.0000	00.0000	00.0000	00.0000
Derivative	**Location of Derivative Gain/(Loss) Recognized in Income**	**Gain/(Loss) Reclassified from AOCI into Income (Effective Portion)**		**Gain/(Loss) Recognized in Income on Derivatives (Ineffective Portion)**		**Gain/(Loss) from Amounts Excluded from Effectiveness Testing**	
		Three Months Ended March 31,					
		2012	**2011**	**2012**	**2011**	**2012**	**2011**
Foreign exchange contracts	Cost of sales	$ 12,056	$ (8,100)	$ 0	$ 0	$ 0	$ 3
Foreign exchange contracts	SG&A	157	0	0	0	0	0
Foreign exchange contracts	Foreign exchange losses, net	0	0	0	(4)	1,478	805
Interest rate swap	SG&A	(146)	(186)	(2)	(2)	0	0
Total cash flow hedges		$ 12,067	$ (8,286)	$ (2)	$ (6)	$ 1,478	$ 808

Derivative	**Gain/(Loss) Recognized in AOCI (Effective Portion) Three Months Ended March 31,**	
	2012	**2011**
Foreign exchange contracts	$ (9,208)	$ (29,635)
Interest rate swap	(106)	232
Total cash flow hedges	$ (9,314)	$ (29,403)

The following table shows derivative activity for derivatives designated as cash flow hedges for the nine months ended March 31, 2012 and 2011:

	00.0000	00.0000	00.0000	00.0000	00.0000	00.0000	00.0000
Derivative	**Location of Derivative Gain/(Loss) Recognized in Income**	**Gain/(Loss) Reclassified from AOCI into Income (Effective Portion)**		**Gain/(Loss) Recognized in Income on Derivatives (Ineffective Portion)**		**Gain/(Loss) from Amounts Excluded from Effectiveness Testing**	
		Nine Months Ended March 31,					
		2012	**2011**	**2012**	**2011**	**2012**	**2011**
Foreign exchange contracts	Cost of sales	$ 371	$ (10,106)	$ 0	$ 0	$ 2	$ 13
Foreign exchange contracts	SG&A	459	0	0	0	0	0
Foreign exchange contracts	Foreign exchange losses, net	0	0	0	(22)	(3,984)	765
Interest rate swap	SG&A	(455)	(575)	(6)	(6)	0	0
Total cash flow hedges		$ 375	$ (10,681)	$ (6)	$ (28)	$ (3,982)	$ 778

Derivative	Gain/(Loss) Recognized in AOCI (Effective Portion) Nine Months Ended March 31,	
	2012	2011
Foreign exchange contracts	$ 51,160	$ (65,423)
Interest rate swap	(444)	123
Total cash flow hedges	$ 50,716	$ (65,300)

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The following table summarizes gains and losses from our derivative instruments that are not designated as hedging instruments for the three and nine months ended March 31, 2012 and 2011:

Derivative	Location of Derivative Gain/(Loss)	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011	Nine Months Ended March 31, 2012	Nine Months Ended March 31, 2011
Foreign exchange contracts	Cost of sales	$ (3,589)	$ 588	$ 4,608	$ (91)
Foreign exchange contracts	Foreign exchange losses, net	1,286	(1,796)	(5,163)	(2,112)

Note 14 Fair Value Measurements

Pursuant to the accounting guidance for fair value instruments, fair value is defined as the price we would receive to sell an asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, we consider the principal or most advantageous market in which it would transact and we consider assumptions that market participants would use when pricing the asset or liability.

Fair Value Hierarchy

Under fair value accounting guidance, there is a three-tier fair value hierarchy to prioritize the inputs used in measuring fair value. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions.

The hierarchy gives the highest priority to quoted prices in active markets (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels are defined as follows:

Level 1: Observable inputs, such as unadjusted quoted market prices in active markets for the identical asset or liability.

Level 2: Inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument.

Level 3: Unobservable inputs that reflect the entity s own assumptions in measuring the asset or liability at fair value.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

For assets and liabilities measured at fair value on a recurring basis, fair value is the price we would receive to sell an asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. In the absence of active markets for the identical assets and liabilities, such measurements involve developing assumptions based on market observable data, and in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date.

The following table provides the fair value hierarchy for assets and liabilities measured on a recurring basis:

	Fair Value March 31, 2012			Fair Value at June 30, 2011		
Description	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets/(Liabilities)						
Short-term investments	$ 127,201	$ 0	$ 0	$ 317,322	$ 0	$ 0
Money market funds	36,659	0	0	17,492	0	0
Available-for-sale securities	1,872	0	0	1,869	0	0
Foreign exchange contracts	0	17,925	0	0	(34,924)	0
Interest rate swap	0	(1,147)	0	0	(1,179)	0
Contingent consideration	0	0	(22,100)	0	0	0
Net asset (liability)	$ 165,732	$ 16,778	$ (22,100)	$ 336,683	$ (36,103)	$ 0

The following describes the valuation methodologies we use to measure assets and liabilities accounted for at fair value on a recurring basis:

Short-Term Investments, Money Market Funds and Available-for-Sale Securities: Short-term investments, money market funds and available-for-sale securities are classified as Level 1 as the fair value was determined from market quotes obtained from financial institutions in active markets.

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Foreign Exchange Contracts: We use foreign exchange contracts to hedge market risks relating to possible adverse changes in foreign currency exchange rates. Our foreign exchange contracts were measured at fair value using Level 2 inputs. Such inputs include foreign currency exchange spot and forward rates for similar transactions in actively quoted markets.

Interest Rate Swap: We use an interest rate swap to hedge market risk relating to possible adverse changes in interest rates. We have elected to use the income approach to value our interest rate swap contract, which uses observable Level 2 inputs at the measurement date and standard valuation techniques to convert future amounts to a single present amount (discounted). Level 2 inputs for the swap contract valuation are limited to quoted prices for similar assets or liabilities in active markets (specifically futures contracts on LIBOR, for the first two years) and inputs other than quoted prices that are observable for the asset or liability (specifically LIBOR cash and swap rates) at commonly quoted intervals, and credit risk. These key inputs, including the LIBOR cash rates for very short-term, futures rates for up to two years, and LIBOR swap rates beyond the derivative maturity are used to construct the swap yield curve and discount the future cash flows to present value at the measurement date. As the interest rate swap contract is a derivative asset, a credit default swap basis available at commonly quoted intervals has been collected from Bloomberg and applied to all cash flows. If the interest rate swap contract was determined to be a derivative liability, we would be required to reflect potential credit risk to lenders using a borrowing rate specific to our company. See Note 13 *Derivatives*, for further discussion regarding our derivative financial instruments.

Contingent Consideration: We use a probability-weighted discounted cash flow approach (a form of the income approach) in determining the fair value of the contingent consideration related to the acquisition of MWM Acoustics. The principal inputs to the approach include our expectations of the specific business earnings before income taxes (EBIT) in fiscal 2014 and a discount rate of 12.6 percent, that begins with our weighted average cost of capital of 19.0 percent and adjusts for the risks associated with the underlying EBIT outcome, the functional form of the payout and our credit risk associated with making the payment. Given the use of significant inputs that are not observable in the market, the contingent liability is classified within Level 3 of the fair value hierarchy. Refer to Note 20 *Acquisition* for more information on the contingent liability.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

Certain assets are measured at fair value on a non-recurring basis. These assets are not measured at fair value on an ongoing basis but are subject to fair value adjustments only in certain circumstances. These assets can include loans and long-lived assets that have been reduced to fair value when they are held for sale, impaired loans that have been reduced based on the fair value of the underlying collateral, cost and equity method investments and long-lived assets that are written down to fair value when they are impaired and the remeasurement of retained investments in formerly consolidated subsidiaries upon a change in control that results in deconsolidation of a subsidiary if we sell a controlling interest and retain a non-controlling stake in the entity. Assets that are written down to fair value when impaired and retained investments are not subsequently adjusted to fair value unless further impairment occurs.

The following table provides the fair value hierarchy for assets and liabilities measured on a non-recurring basis and the losses recorded during the periods presented:

	$653,093	$653,093	$653,093	$653,093	$653,093	$653,093	$653,093	$653,093	$653,093	$653,093
		Fair Value at March 31, 2012			Fair Value at June 30, 2011		Total Gains (Losses) for the Three Months Ended March 31,		Total Gains (Losses) for the Nine Months Ended March 31,	
Description of Assets	**Level 1**	**Level 2**	**Level 3**	**Level 1**	**Level 2**	**Level 3**	**2012**	**2011**	**2012**	**2011**
Equity method investments	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ 16	$ 0	$ (1,818)
Goodwill	0	0	186,445	0	0	119,357	0	0	0	0
Long-lived assets	0	0	470,419	0	0	491,995	0	0	0	0
Total	$ 0	$ 0	$ 656,864	$ 0	$ 0	$ 611,352	$ 0	$ 16	$ 0	$ (1,818)

The following describes the valuation methodologies we use to measure financial and non-financial instruments accounted for at fair value on a non-recurring basis.

Equity Method Investments: Equity method investments are generally valued using a discounted cash flow model, comparative market multiples or a combination of both approaches as appropriate. These investments are included in Level 3.

Goodwill: Goodwill is evaluated for impairment annually or more frequently if an event or circumstance indicates that an impairment loss may have been incurred. Refer to Note 8 *Goodwill* for further information on the application of goodwill impairment testing. This asset is included in Level 3.

Long-lived Assets: Long-lived assets, include Property, plant and equipment, net and intangible assets, and are valued using the best information available, including quoted market prices or market prices for similar assets when available or internal cash flow estimates discounted at an appropriate interest rate or independent appraisals, as appropriate. For real estate, cash flow estimates are based on current market estimates that reflect current and projected lease profiles and available industry information about expected trends in rental, occupancy and capitalization rates. These assets are generally included in Level 3.

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Note 15 Restructuring Program

Our restructuring program that is designed to improve our global footprint, cost structure, technology portfolio, human resources and internal processes continues. During the three and nine months ended March 31, 2012 and 2011, we continued to refine and expand on activities launched in prior years. During the nine months ended March 31, 2012, significant new programs were launched to: (i) optimize certain research and development and supply chain functions; (ii) outsource certain manufacturing capabilities; and (iii) divest or sublease facilities no longer needed to support current operations. During the nine months ended March 31, 2011, we announced the relocation of certain manufacturing activities from Washington, Missouri to Mexico and the outsourcing of certain manufacturing activities to third party suppliers.

A summary and components of our restructuring activities are as follows and include accruals for new programs as well as revisions to estimates, both increases and decreases, to programs accrued in prior periods:

	Severance Related Costs	Third Party Contractor Termination Costs	Facility Closure and Other Related Costs	Asset Impairments [1]	Total
Liability, June 30, 2011	$ 31,762	$ 0	$ 7,860	$ 0	$ 39,622
Expense [2]	1,735	315	6,394	1,976	10,420
Accumulated depreciation offset	0	0	0	(1,976)	(1,976)
Payments	(5,845)	(298)	(2,841)	0	(8,984)
Foreign currency translation	(1,528)	0	0	0	(1,528)
Liability, March 31, 2012	$ 26,124	$ 17	$ 11,413	$ 0	$ 37,554
Liability, June 30, 2010	$ 33,036	$ 0	$ 7,562	$ 0	$ 40,598
Expense [2]	7,002	0	2,664	2,049	11,715
Accumulated depreciation offset	0	0	0	(2,049)	(2,049)
Payments	(13,452)	0	(3,046)	0	(16,498)
Foreign currency translation	2,987	0	85	0	3,072
Liability, March 31, 2011	$ 29,573	$ 0	$ 7,265	$ 0	$ 36,838

(1) Credits related to restructuring charges for accelerated depreciation and inventory provisions are recorded against the related assets in Property, plant and equipment, net or Inventory, net in our Condensed Consolidated Balance Sheets and do not impact the restructuring liability.

(2) Restructuring expenses noted above are primarily in SG&A in our Condensed Consolidated Statements of Income. Asset impairments which consist of accelerated depreciation and inventory provisions are primarily in Cost of sales in our Condensed Consolidated Statements of Income.

Restructuring liabilities are recorded in Accrued liabilities and Other non-current liabilities in our Condensed Consolidated Balance Sheets.

Restructuring expenses by reporting business segment are as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Infotainment	$ 247	$ 3,128	$ 339	$ 5,916
Lifestyle	370	2,962	710	3,670
Professional	6,755	1,713	8,112	(206)
Other	(762)	20	(717)	286

Total	6,610	7,823	8,444	9,666
Asset Impairments	898	1,716	1,976	2,049
Total	$ 7,508	$ 9,539	$ 10,420	$ 11,715

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Note 16 Retirement Benefits

Plan Descriptions

Retirement savings plan

We provide the Harman International Industries, Incorporated Retirement Savings Plan (the Savings Plan) for certain employees in the United States. Under the Savings Plan, employees may contribute up to 50 percent of their pretax compensation subject to certain limitations. Each business unit will make a safe harbor non-elective contribution in an amount equal to three percent of a participant s eligible contribution. Each business unit may make a matching contribution of up to three percent (50 percent on the first six percent of an employee s tax-deferred contribution) and, upon approval of our Board of Directors, a profit sharing contribution. Matching and profit sharing contributions vest at a rate of 25 percent for each year of service with the employer, beginning with the second year of service. Approval for the profit sharing contribution is requested from our Board of Directors at the end of each fiscal year. Management eliminated the profit sharing contribution as of December 28, 2010. No amount has been accrued for the profit sharing contribution for the three and nine months ended March 31, 2012 and 2011.

Pension benefits

We provide defined pension benefits to certain eligible employees. The measurement date used for determining pension benefits is the last day of our fiscal year, June 30. We have certain business units in Europe that maintain defined benefit pension plans for a number of our current and former employees. The coverage provided and the extent to which the retirees share in the cost of the program vary by business unit. Generally, plan benefits are based on age, years of service and average compensation during the final years of service. In the United States, we have a Supplemental Executive Retirement Plan (the SERP) that provides retirement, death and termination benefits, as defined in the SERP, to certain key executives designated by our Board of Directors. The majority of our defined benefit pension plans do not have contractual or statutory provisions which specify minimum funding requirements. We are in compliance with all existing contractual obligations and statutory provisions.

The following table presents the components of net periodic benefit cost for the three and nine months ended March 31, 2012 and 2011:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Service cost	$ 391	$ 635	$ 1,204	$ 1,876
Interest cost	1,956	2,051	5,963	6,089
Expected return on plan assets	(60)	(54)	(179)	(163)
Amortization of prior service cost	352	352	1,055	1,055
Amortization of net loss	448	555	1,345	1,663
Net periodic benefit cost	$ 3,087	$ 3,539	$ 9,388	$ 10,520

During the three months ended March 31, 2012 and 2011, we made contributions of $2.1 million and $2.0 million, respectively, to the defined benefit pension plans, substantially all of which were paid to participants. During the nine months ended March 31, 2012 and 2011, we made contributions of $6.4 million and $5.8 million, respectively, to the defined benefit pension plans, substantially all of which were paid to participants. We expect to make approximately $2.3 million in contributions for the remainder of the fiscal year ending June 30, 2012.

Note 17 Business Segment Data

Effective July 1, 2011, we revised our business segments in order to better align them with our strategic approach to the markets and customers we serve. While our Professional segment was largely unaffected, we reorganized our Automotive and Consumer segments and created two new segments, Infotainment and Lifestyle. The Infotainment segment includes our infotainment business, which was previously reported in our Automotive segment, and Aha Mobile (Aha), a company we acquired in September 2010, which was previously reported in our Other segment. The Lifestyle segment includes our automotive audio business, which was previously reported in our Automotive segment, our Consumer segment, which was previously reported as a standalone segment, and our luxury home audio business, which was previously reported in our Professional segment. The Professional segment includes our Professional segment, as previously reported, excluding our luxury home audio

business. The Other segment primarily includes compensation, benefit and occupancy costs for corporate employees, expenses associated with new technology innovation and our corporate brand identity campaign.

Prior period segment amounts throughout the condensed consolidated financial statements have been reclassified to the new segment structure. The reclassification of historical business segment information had no impact on our basic financial statements.

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The accounting principles applied at the operating segment level in determining income (loss) from operations are the same as those applied at the consolidated financial statement level. While revenues are specifically identified with our Infotainment segment and the automotive portion of our Lifestyle segment, costs, expenses and assets for these businesses are allocated based on relative revenues or other measures of activity that management believes are reasonable. Goodwill was allocated to our Infotainment segment and the automotive portion of our Lifestyle segment based on the relative fair value of the components of our reporting units that were affected by our change in segments. Refer to Note 8 *Goodwill* for further information. The effects of the change in segments on the Professional segment and the home audio portion of our Lifestyle segment were immaterial.

Our chief operating decision maker evaluates performance and allocates resources based on net sales, operating income and working capital in each of the reporting segments.

Infotainment

Our Infotainment segment designs, manufactures and markets infotainment systems for vehicle applications to be installed primarily as original equipment by automotive manufacturers.

Lifestyle

Our Lifestyle segment designs, manufactures and markets automotive audio systems for vehicle applications to be installed primarily as original equipment by automotive manufacturers and a wide range of mid- to high-end audio and consumer electronics for home, multimedia and mobile applications. Our Lifestyle audio products feature some of the world s most recognized audio brands, including JBL®, AKG®, Harman/Kardon®, Infinity®, Mark Levinson®, Revel®, Logic 7®, Lexicon® and Selenium®.

Professional

Our Professional segment designs, manufactures and markets an extensive range of loudspeakers, power amplifiers, digital signal processors, microphones, headphones and mixing consoles used by audio professionals in concert halls, stadiums, airports, houses of worship and other public spaces. We also provide high-quality products to the sound reinforcement, music instrument support and broadcast and recording segments of the professional audio market. We offer complete systems solutions for professional installations and users around the world. Our Professional products are marketed globally under brand names including JBL Professional®, AKG, Crown®, Soundcraft®, Lexicon, DigiTech®, dbx®, BSS®, Selenium and Studer®.

Other

Our Other segment includes compensation, benefits and occupancy costs for corporate employees, net of reporting segment allocations, expenses associated with new technology innovation and our corporate brand identity campaign.

The following table reports Net sales and Operating income (loss) by each reporting segment for the three and nine months ended March 31, 2012 and 2011:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Net sales:				
Infotainment	$ 610,056	$ 529,980	$ 1,813,213	$ 1,476,823
Lifestyle	332,048	276,490	1,000,641	835,054
Professional	152,815	141,541	458,697	428,754
Other	756	185	756	592
Total	$ 1,095,675	$ 948,196	$ 3,273,307	$ 2,741,223
Operating income (loss):				
Infotainment	$ 43,687	$ 21,678	$ 140,730	$ 60,816

Lifestyle	29,172	32,413	101,834	98,493
Professional	13,525	19,562	57,969	66,392
Other	(26,509)	(20,006)	(71,102)	(61,489)
Total	$ 59,875	$ 53,647	$ 229,431	$ 164,212

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Note 18 Significant Customers

Presented below are the percentages of net sales to, and net accounts receivables due from, customers who represent ten percent or more of our net sales or net accounts receivable, as follows:

	Net Sales Nine Months Ended March 31,		Accounts Receivable, Net	
			March 31,	June 30,
	2012	2011	2012	2011
BMW	20%	20%	14%	17%
Audi/Volkswagen	13%	15%	10%	9%
Other customers	67%	65%	76%	74%
Total	100%	100%	100%	100%

We anticipate that BMW and Audi/Volkswagen will continue to account for a significant portion of our net sales and net accounts receivable for the foreseeable future. Our customers are not obligated to any long-term purchase of our products.

Note 19 Commitments and Contingencies

At March 31, 2012, we were subject to legal claims and litigation arising in the ordinary course of business, including the matters described below. The outcome of these legal actions cannot be predicted with certainty; however, management, based upon advice from legal counsel, believes such actions are either without merit or will not have a material adverse effect on our financial condition, results of operations or cash flows.

In re Harman International Industries, Inc. Securities Litigation

On October 1, 2007, a purported class action lawsuit was filed by Cheolan Kim (the Kim Plaintiff) against Harman and certain of our officers in the United States District Court for the District of Columbia (the Court) seeking compensatory damages and costs on behalf of all persons who purchased our common stock between April 26, 2007 and September 24, 2007 (the Class Period). The original complaint alleged claims for violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended, (the Exchange Act) and Rule 10b-5 promulgated thereunder.

The complaint alleged that the defendants omitted to disclose material adverse facts about Harman s financial condition and business prospects. The complaint contended that had these facts not been concealed at the time the merger agreement with Kohlberg Kravis Roberts & Co. and Goldman Sachs Capital Partners was entered into, there would not have been a merger agreement, or it would have been at a much lower price, and the price of our common stock therefore would not have been artificially inflated during the Class Period. The Kim Plaintiff alleged that, following the reports that the proposed merger was not going to be completed, the price of our common stock declined, causing the plaintiff class significant losses.

On November 30, 2007, the Boca Raton General Employees Pension Plan filed a purported class action lawsuit against Harman and certain of our officers in the Court seeking compensatory damages and costs on behalf of all persons who purchased our common stock between April 26, 2007 and September 24, 2007. The allegations in the Boca Raton complaint are essentially identical to the allegations in the original Kim complaint, and like the original Kim complaint, the Boca Raton complaint alleges claims for violations of Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder.

On January 16, 2008, the Kim Plaintiff filed an amended complaint. The amended complaint, which extended the Class Period through January 11, 2008, contended that, in addition to the violations alleged in the original complaint, Harman also violated Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder by knowingly failing to disclose significant problems relating to its portable navigation device sales forecasts, production, pricing, and inventory prior to January 14, 2008. The amended complaint claimed that when Defendants revealed for the first time on January 14, 2008 that shifts in PND sales would adversely impact earnings per share by more than $1.00 per share in fiscal 2008, that led to a further decline in our share value and additional losses to the plaintiff class.

On February 15, 2008, the Court ordered the consolidation of the Kim action with the Boca Raton action, the administrative closing of the Boca Raton action, and designated the short caption of the consolidated action as In re Harman International Industries, Inc. Securities Litigation, civil action no. 1:07-cv-01757 (RWR). That same day, the Court appointed Arkansas Public Retirement System as lead plaintiff (Lead Plaintiff) and approved the law firm Cohen, Milstein, Hausfeld and Toll, P.L.L.C. to serve as lead counsel.

On March 24, 2008, the Court ordered, for pretrial management purposes only, the consolidation of Patrick Russell v. Harman International Industries, Incorporated, et al. with In re Harman International Industries, Inc. Securities Litigation.

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On May 2, 2008, Lead Plaintiff filed a consolidated class action complaint (the Consolidated Complaint). The Consolidated Complaint, which extends the Class Period through February 5, 2008, contends that Harman and certain of our officers and directors violated Sections 10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder, by issuing false and misleading disclosures regarding our financial condition in fiscal year 2007 and fiscal year 2008. In particular, the Consolidated Complaint alleges that defendants knowingly or recklessly failed to disclose material adverse facts about MyGIG radios, portable navigation devices and our capital expenditures. The Consolidated Complaint alleges that when Harman s true financial condition became known to the market, the price of our common stock declined significantly, causing losses to the plaintiff class.

On July 3, 2008, defendants moved to dismiss the Consolidated Complaint in its entirety. Lead Plaintiff opposed the defendants motion to dismiss on September 2, 2008, and defendants filed a reply in further support of their motion to dismiss on October 2, 2008. The motion is now fully briefed. As of March 31, 2012, the case remained open with no new developments.

Patrick Russell v. Harman International Industries, Incorporated, et al.

Patrick Russell (the Russell Plaintiff) filed a complaint on December 7, 2007 in the United States District Court for the District of Columbia and an amended purported putative class action complaint on June 2, 2008 against Harman and certain of our officers and directors alleging violations of the Employee Retirement Income Security Act of 1974 (ERISA) and seeking, on behalf of all participants in and beneficiaries of the Savings Plan, compensatory damages for losses to the Savings Plan as well as injunctive relief, imposition of a constructive trust, restitution, and other monetary relief. The amended complaint alleges that from April 26, 2007 to the present defendants failed to prudently and loyally manage the Savings Plan s assets, thereby breaching their fiduciary duties in violation of ERISA by causing the Savings Plan to invest in our common stock notwithstanding that the stock allegedly was no longer a prudent investment for the Participants retirement savings. The amended complaint further claims that, during the Class Period, defendants failed to monitor the Savings Plan fiduciaries, failed to provide the Savings Plan fiduciaries with, and to disclose to Savings Plan participants, adverse facts regarding Harman and our businesses and prospects. The Russell Plaintiff also contends that defendants breached their duties to avoid conflicts of interest and to serve the interests of participants in and beneficiaries of the Savings Plan with undivided loyalty. As a result of these alleged fiduciary breaches, the amended complaint asserts that the Savings Plan has suffered substantial losses, resulting in the depletion of millions of dollars of the retirement savings and anticipated retirement income of the Savings Plan s Participants.

On March 24, 2008, the Court ordered, for pretrial management purposes only, the consolidation of Patrick Russell v. Harman International Industries, Incorporated, *et al*. with In re Harman International Industries, Inc. Securities Litigation.

Defendants moved to dismiss the complaint in its entirety on August 5, 2008. The Russell Plaintiff opposed the defendants motion to dismiss on September 19, 2008, and defendants filed a reply in further support of their motion to dismiss on October 20, 2008. The motion is now fully briefed. As of March 31, 2012, the case remained open with no new developments.

Infotainment Supply Arrangements

We have arrangements with our infotainment customers to provide products that meet predetermined technical specifications and delivery dates. In the event that we do not satisfy the performance obligations under these arrangements, we may be required to indemnify the customer. We accrue for any loss that we expect to incur under these arrangements when that loss is probable and can be reasonably estimated. For the three months ended March 31, 2012 and 2011, we did not incur any costs relating to delayed delivery of product to an infotainment customer. For the nine months ended March 31, 2012 and 2011, we incurred $4.6 million and $4.7 million, respectively, of costs in each period relating to delayed delivery of product to an infotainment customer. An inability to meet performance obligations on infotainment platforms to be delivered in future periods could adversely affect our results of operations, cash flows and financial condition.

Note 20 Acquisition

On July 22, 2011 (the Acquisition Date), we and our wholly-owned subsidiary, Harman Holding Limited (Harman Holding), entered into an equity securities purchase agreement with a group of sellers (the MWM Sellers), to acquire all of the issued and outstanding equity interests of MWM Acoustics, a leading provider of high performance embedded acoustic solutions (the MWM Acquisition), for a purchase price of $80.0 million (the Fixed Purchase Price), plus a working capital adjustment of $0.1 million which was determined within 60 days of the Acquisition Date and has been paid. On the Acquisition Date, we and Harman Holding paid the MWM Sellers a total of $72.0 million. The remainder of the Fixed Purchase Price of $8.0 million will be payable on the later of December 31, 2012, or upon the resolution of any outstanding indemnification claims. The MWM Acquisition is also subject to a $57.0 million earn-out, which is payable contingent on the achievement of certain financial targets in the fiscal year ended June 30, 2014. Our preliminary valuation of the contingent consideration is $22.1 million. The MWM Acquisition complements and expands our existing microphone and embedded acoustic business and provides access to MWM Acoustics

blue-chip customer base.

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The total estimated cost of the MWM Acquisition, including the fair value of the contingent consideration, was allocated to the assets acquired and liabilities assumed based on their preliminary fair values at the Acquisition Date, as follows:

	July 22, 2011
Cash and cash equivalents	$ 1,465
Accounts receivable	4,434
Inventories	1,062
Other current assets	42
Current assets	7,003
Property, plant and equipment	273
Goodwill	79,757
Intangibles	20,600
Other noncurrent assets	1,091
Total assets	108,724
Accounts payable	5,187
Accrued liabilities	206
Total current liabilities	5,393
Other noncurrent liabilities	1,125
Total liabilities	6,518
Net assets	$ 102,206

Based on our preliminary valuation, goodwill and intangibles were recorded in connection with the acquisition based on third-party valuations and management s estimates for those acquired intangible assets. The valuation of the acquired net assets is subject to change as we obtain additional information for our estimates during the measurement period. The primary areas of those purchase price allocations that are not yet finalized relate to identifiable intangible assets, certain legal matters, the achievement of the earn-out and residual goodwill. Goodwill was calculated as the excess of the consideration transferred over the net assets recognized and represents the future economic benefits arising from other assets acquired that could not be individually identified and separately recognized. Of the $79.8 million of goodwill recognized, approximately $35.6 million is deductible for tax purposes. Intangible assets included customer relationships of $19.2 million with an approximate useful life of ten years and technology of $1.4 million with an approximate useful life of four years. Expenses of $0 and $0.9 million were recognized in connection with this acquisition and are included in SG&A in our Condensed Consolidated Statements of Income for the three and nine months ended March 31, 2012, respectively. The operating results of MWM Acoustics are included in our Lifestyle segment. Pro-forma financial information has not been presented as the MWM Acquisition is not material to our results of operations.

Note 21 Related Party Transactions

In December 2009, we entered into a three-year agreement for engineering and software development services with Neusoft Corporation (Neusoft), a Shanghai exchange listed technology solutions provider. A member of our Board of Directors is the Chairman and CEO of Neusoft.

On April 20, 2010, our former subsidiary, innovative Systems GmbH (IS) entered into an asset purchase and business transfer agreement (the Asset Purchase Agreement) with Neusoft Technology Solutions GmbH (Neusoft Technology), which is a subsidiary of Neusoft, for the sale of certain tangible assets located at IS s facility in Hamburg, Germany. This transaction closed on June 1, 2010. As part of the Asset Purchase Agreement, IS and Neusoft Technology entered into a five-year agreement for engineering and software development services related to IS s vehicle navigation business (the Services Agreement). Under the terms of the Asset Purchase Agreement, IS transferred at closing certain tangible assets and employment relationships to Neusoft Technology and received consideration of 6 million. Our subsidiary, Harman Becker Automotive Systems GmbH (HBAS) and Neusoft Europe AG, a subsidiary of Neusoft, are guarantors under the terms of the Asset Purchase Agreement and the Services Agreement. IS was merged into HBAS in fiscal year 2011. During the three months ended March 31, 2012 and 2011, we incurred total expenses of $8.2 million and $8.3 million, respectively, for engineering and software development services with Neusoft

Technology and Neusoft. During the nine months ended March 31, 2012 and 2011, we incurred total expenses of $24.4 million and $19.7 million, respectively, for engineering and software development services with Neusoft Technology and Neusoft.

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Note 22 Sale of Intellectual Property

Effective February 15, 2011, we entered into an agreement with a third party pursuant to which we monetized certain intellectual property rights. Income of zero and $16.2 million was recognized in connection with this transaction, which is included in the Condensed Consolidated Statements of Income for the three months ended March 31, 2012 and 2011, respectively, and was $0.3 million and $16.2 million for the nine months ended March 31, 2012 and 2011, respectively, under the caption Sale of intellectual property.

Note 23 Subsequent Events

Dividend Declaration

On April 30, 2012, we declared a cash dividend of $0.075 per share for the quarter ended March 31, 2012. The quarterly dividend will be paid on May 24, 2012 to each stockholder of record as of the close of business on May 10, 2012.

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

General

Effective July 1, 2011 we revised our business segments in order to better align them with our strategic approach to the markets and customers we serve. While our Professional segment was largely unaffected, we reorganized our Automotive and Consumer segments and created two new segments, Infotainment and Lifestyle. The Infotainment segment includes our infotainment business, which was previously reported in our Automotive segment, and Aha Mobile (Aha), a company we acquired in September 2010, which was previously reported in our Other segment. The Lifestyle segment includes our automotive audio business, which was previously reported in our Automotive segment, our Consumer segment, which was previously reported as a standalone segment, and our luxury home audio business, which was previously reported in our Professional segment. The Professional segment includes our Professional segment, as previously reported, excluding our luxury home audio business. The Other segment primarily includes compensation, benefit and occupancy costs for corporate employees, expenses associated with new technology innovation and our corporate brand identity campaign. Prior period segment amounts throughout the condensed consolidated financial statements and Management s Discussion and Analysis of Financial Condition and Results of Operations have been reclassified to conform to the current segment structure.

The following discussion should be read in conjunction with the accompanying unaudited Condensed Consolidated Financial Statements and the related notes included in Item 1 of this Quarterly Report on Form 10-Q, and Management s Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2011 (our 2011 Annual Report). This discussion contains forward-looking statements which are based on our current expectations and experience and our perception of historical trends, current market conditions, including customer acceptance of our new products, current economic data, expected future developments, foreign currency exchange rates, and other factors that we believe are appropriate under the circumstances. These statements involve risks and uncertainties that could cause actual results to differ materially from those suggested in the forward-looking statements. Unless otherwise indicated, Harman, our company, we, our, and us are used interchangeably to refer to Harman International Industries, Incorporated and its consolidated subsidiaries.

Executive Overview

We believe we are a worldwide leader in the development, manufacturing and marketing of high quality, high fidelity audio products and electronic systems, as well as digitally integrated infotainment systems for the automotive industry. We have developed a broad range of product offerings which we sell in our principal markets under renowned brand names, including AKG®, Crown®, JBL®, Infinity®, Harman/Kardon®, Lexicon®, dbx®, BSS®, Studer®, Soundcraft®, Mark Levinson®, Becker®, Revel® and Selenium®. We have built these brands by developing our engineering, manufacturing and marketing competencies, and have employed these resources to establish our company as a leader in the markets we serve.

We report our business on the basis of four segments. Our Infotainment, Lifestyle and Professional segments are based on our strategic approach to the markets and customers we serve. Our fourth segment, Other, primarily includes compensation, benefit and occupancy costs for corporate employees and expenses associated with new technology innovation and our corporate brand identity campaign.

We believe that innovation is an important element to gaining market acceptance of our products and strengthening our market position. We have a history of leveraging our continuous technological innovation across all of the markets we serve. We have a well-deserved reputation for delivering premium audio and infotainment solutions across a full spectrum of applications. We believe that our technological innovation, the quality of our products and our reputation for on-time delivery have resulted in a substantial amount of awarded Infotainment and Lifestyle business. We have a cumulative estimated $13.9 billion of future awarded Infotainment and Lifestyle automotive business as of March 31, 2012, which represents the estimated future lifetime net sales for all customers. Our future awarded business does not represent firm customer orders. We calculate our awarded business using various assumptions including global vehicle production forecasts, customer take rates for our products, revisions to product life cycle estimates and the impact of annual price reductions, among other factors. These assumptions are updated on an annual basis. We update our estimates quarterly by adding the value of new awards received and subtracting sales recorded during the quarter. We believe our currently awarded automotive business will position us well for follow-on and new business with these existing customers.

Our management uses the amount of our future awarded business for short- and long-term budgeting and forecasting, development of earnings guidance and for planning future corporate investment and other activities, such as capital expenditures and restructuring. Our future awarded business is also an input used to approximate our enterprise value. We believe our investors utilize this information for a number of reasons, including evaluating our future financial performance over time, to model our financial results of operations, to understand the risks inherent in our current operating plan, and as an input to approximate our enterprise value. However, our estimates of future awarded automotive business are forward-looking statements and may not be actually achieved. See the risk factor We may not realize sales represented by awarded business in Item 1A Risk Factors in our 2011 Annual Report.

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Our products are sold worldwide, with the largest markets located in the United States and Germany. In the United States, our primary manufacturing facilities are located in Kentucky, Missouri, Indiana and Utah. Outside of the United States, we have manufacturing facilities in Austria, Brazil, China, Hungary, France, Germany, Mexico and the United Kingdom.

Our sales and earnings may vary due to the production schedules of our automotive customers, the holiday buying season for home audio products, customer acceptance of our products, the timing of new product introductions, product offerings by our competitors and general economic conditions. Since most of our businesses operate using local currencies, our reported sales and earnings may also fluctuate due to foreign currency exchange rates, especially for the Euro.

We believe significant opportunities exist to grow our business in all three of our business segments in emerging markets such as Brazil, Russia, India and China (BRIC). To execute this strategy, we have hired dedicated regional country staff and managers in these markets. During the three months ended March 31, 2012, sales grew in these emerging markets to $129.8 million, an increase of $28.5 million, or 28.2 percent over the prior year. During the nine months ended March 31, 2012, sales grew in these emerging markets to $381.4 million, an increase of $88.1 million, or 30.0 percent over the prior year amounts. We expect our market share to continue to grow significantly in these countries.

We continue to focus our efforts on improving our cost structure to enable us to remain competitive. We continue to roll out our global marketing campaign, featuring some of the world s most prominent artists such as Jennifer Lopez, Sir Paul McCartney and Tim McGraw, in order to increase brand awareness and support growth and market share gains across our entire business.

Critical Accounting Policies

For the three and nine months ended March 31, 2012, there were no significant changes to our critical accounting policies and estimates from those disclosed in the consolidated financial statements and the related notes included in our 2011 Annual Report, except for recently adopted accounting standards disclosed in Note 2 *New Accounting Standards* in the Notes to the Condensed Consolidated Financial Statements for the three and nine months ended March 31, 2012.

Recently Issued Accounting Standards

Refer to Note 2 *New Accounting Standards* in the Notes to the Condensed Consolidated Financial Statements for a summary of recently issued accounting standards.

Results of Operations

Net Sales

Net sales for the three months ended March 31, 2012 were $1.096 billion compared to $948.2 million in the same period in the prior year, an increase of 16 percent, or 19 percent excluding foreign currency translation. Net sales increased in all of our operating segments compared to the same period in the prior year. The increase in net sales was primarily in our Infotainment and Lifestyle segments, and was partially driven by new infotainment product launches, increases in net sales of scalable and mid-level infotainment systems, increases in sales of our audio products to automotive manufacturers, surcharges to certain automotive audio customers to recover increased costs on rare earth minerals, and the addition of MWM Acoustics, LLC and certain related entities (MWM Acoustics), a group of companies we acquired in July 2011 in our Lifestyle segment. These increases were partially offset by unfavorable currency translation of $25.3 million.

Net sales for the nine months ended March 31, 2012 were $3.273 billion compared to $2.741 billion in the same period in the prior year, an increase of 19 percent both including and excluding foreign currency translation. Net sales increased in all of our operating segments compared to the same period in the prior year. The increase in net sales was primarily in our Infotainment and our Lifestyle segments, and was partially driven by new infotainment product launches and higher production volumes partially driven by a temporary increase in sales due to the inability of a competitor to supply its customers, increases in sales of our audio products to automotive manufacturers, surcharges to certain automotive audio customers to recover increased costs on rare earth minerals, increases in net sales of scalable and mid-level infotainment systems, the addition of MWM Acoustics in our Lifestyle segment and favorable foreign currency translation of $17.4 million.

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A summary of our net sales by business segment is presented below:

	$00000	$00000	$00000	$00000	$00000	$00000	$00000	$00000
	Three Months Ended March 31,				Nine Months Ended March 31,			
	2012	%	2011	%	2012	%	2011	%
Net sales:								
Infotainment	$ 610,056	56%	$ 529,980	56%	$ 1,813,213	55%	$ 1,476,823	54%
Lifestyle	332,048	30%	276,490	29%	1,000,641	31%	835,053	30%
Professional	152,815	14%	141,541	15%	458,697	14%	428,754	16%
Other	756		185		756		593	
Total	$ 1,095,675	100%	$ 948,196	100%	$ 3,273,307	100%	$ 2,741,223	100%

Infotainment Net sales for the three months ended March 31, 2012 increased $80.1 million or 15.1 percent compared to the same period in the prior year, or 19.3 percent excluding foreign currency translation. The increase in net sales was driven by increased demand in the luxury automotive segment, increases in scalable infotainment system sales and continued growth in BRIC. These increases were partially offset by unfavorable foreign currency translation of $18.8 million.

Net sales for the nine months ended March 31, 2012 increased $336.4 million or 22.8 percent compared to the same period in the prior year, or 21.8 percent excluding foreign currency translation. The increase in net sales was driven by new product launches, higher production volumes, extension of current product offerings on new vehicle platforms, and favorable foreign currency translation of $11.7 million. In addition, we had a temporary increase in net sales in the first quarter of fiscal year 2012, related to the Japanese earthquake and tsunami in fiscal year 2011, due to the inability of a competitor to supply its customers.

Lifestyle Net sales for the three months ended March 31, 2012 increased $55.6 million, or 20.1 percent, compared to the same period in the prior year, or 22.4 percent excluding foreign currency translation. The increase in net sales was primarily due to increased demand in the luxury automotive segment, higher sales in BRIC, surcharges to certain automotive audio customers to recover increased costs on rare earth minerals, the addition of MWM Acoustics and increases in home and multimedia product sales. These increases were partially offset by unfavorable foreign currency translation of $5.3 million.

Net sales for the nine months ended March 31, 2012 increased $165.6 million, or 19.8 percent, compared to the same period in the prior year, or 19.4 percent excluding foreign currency translation. The increase in net sales was primarily due to higher automotive audio net sales in Europe and North America, surcharges to certain automotive audio customers to recover increased costs on rare earth minerals, the addition of MWM Acoustics, increases in home and multimedia product sales and favorable foreign currency translation of $2.7 million.

Professional Net sales for the three months ended March 31, 2012 increased $11.3 million or 8.0 percent compared to the same period in the prior year, or 8.9 percent excluding foreign currency translation. The increase in net sales was primarily due to new product introductions and the development of emerging market distribution channels, partially offset by unfavorable foreign currency translation of $1.2 million.

Net sales for the nine months ended March 31, 2012 increased $29.9 million or 7.0 percent compared to the same period in the prior year, or 6.2 percent excluding foreign currency translation. The increase in net sales was primarily due to new product introductions, the development of emerging market distribution channels and favorable foreign currency translation of $3.1 million.

Gross Profit

Gross profit as a percentage of net sales increased 0.5 percentage points to 26.7 percent for the three months ended March 31, 2012 compared to 26.2 percent of net sales in the same period in the prior year. Gross profit as a percentage of net sales increased in our Infotainment segment primarily due to higher sales volumes leveraged over a lower cost base driven by productivity improvement programs and favorable product mix, partially offset by increased costs for hard disk drive components due to the recent flooding in Thailand. Gross profit as a percentage of net sales declined in our Lifestyle and Professional segments due to higher costs for rare earth neodymium magnets, a key component in speakers and investments in production capacity to support future growth.

Gross profit as a percentage of net sales was flat at 27.1 percent for each of the nine months ended March 31, 2012 and 2011. Gross profit as a percentage of net sales increased in our Infotainment segment primarily due to higher sales volumes leveraged over a lower cost base driven by

productivity improvement programs, partially offset by increased costs for hard disk drive components due to the recent flooding in Thailand. Gross profit as a percentage of net sales declined in our Lifestyle and Professional segments due to higher costs for rare earth neodymium magnets, a key component in speakers and investments in production capacity to support future growth.

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A summary of our gross profit by business segment is presented below:

	Three Months Ended March 31,				Nine Months Ended March 31,			
	2012	Percentage of Net Sales	2011	Percentage of Net Sales	2012	Percentage of Net Sales	2011	Percentage of Net Sales
Gross profit:								
Infotainment	$ 138,759	22.7%	$ 99,468	18.8%	$ 421,534	23.2%	$ 294,830	20.0%
Lifestyle	92,176	27.8%	90,911	32.9%	282,981	28.3%	271,625	32.5%
Professional	60,203	39.4%	58,256	41.2%	179,792	39.2%	175,072	40.8%
Other	1,492		190		1,504		609	
Total	$ 292,630	26.7%	$ 248,825	26.2%	$ 885,811	27.1%	$ 742,136	27.1%

Infotainment Gross profit as a percentage of net sales increased 3.9 percentage points to 22.7 percent for the three months ended March 31, 2012 compared to the same period in the prior year. The increase in gross profit as a percentage of net sales was primarily due to higher sales volumes leveraged over a lower cost base driven by productivity improvement programs, favorable product mix related to increases in scalable infotainment systems, partially offset by increased costs for hard disk drive components due to the recent flooding in Thailand.

Gross profit as a percentage of net sales increased 3.2 percentage points to 23.2 percent for the nine months ended March 31, 2012 compared to the same period in the prior year. The increase in gross profit as a percentage of net sales was primarily due to higher sales volumes leveraged over a lower cost base driven by productivity improvement programs, partially offset by increased costs for hard disk drive components related to the recent flooding in Thailand.

Lifestyle Gross profit as a percentage of net sales decreased 5.1 percentage points to 27.8 percent for the three months ended March 31, 2012 compared to the same period in the prior year. The decrease in gross profit as a percentage of net sales was primarily due to the dilutive impact from our implementation of a rare earth mineral cost surcharge program and investments in production capacity to support future growth. The surcharges only recover the increased cost of the rare earth minerals and therefore provide no gross profit, resulting in a decline in gross profit as a percentage of net sales.

Gross profit as a percentage of net sales decreased 4.2 percentage points to 28.3 percent for the nine months ended March 31, 2012 compared to the same period in the prior year. The decrease in gross profit as a percentage of net sales was primarily due to the dilutive impact from our implementation of a rare earth mineral cost surcharge program and investments in production capacity to support future growth. The surcharges only recover the increased cost of the rare earth minerals and therefore provide no gross profit, resulting in a decline in gross profit as a percentage of net sales.

Professional Gross profit as a percentage of net sales decreased 1.8 percentage points to 39.4 percent for the three months ended March 31, 2012 compared to the same period in the prior year. The decrease in gross profit as a percentage of net sales was primarily due to higher net costs for rare earth neodymium magnets, a key component in speakers, as well as investments in production capacity to support future growth and higher freight costs.

Gross profit as a percentage of net sales decreased 1.6 percentage points to 39.2 percent for the nine months ended March 31, 2012 compared to the same period in the prior year. The decrease in gross profit as a percentage of net sales was primarily due to higher net costs for rare earth neodymium magnets, a key component in speakers, as well as investments in production capacity to support future growth and higher freight costs.

Selling, General and Administrative Expenses

Selling, general and administrative expenses (SG&A) were $232.8 million for the three months ended March 31, 2012 compared to $211.4 million in the same period in the prior year, an increase of $21.4 million. As a percentage of net sales, SG&A decreased 1.1 percentage points in the three months ended March 31, 2012 compared to the same period in the prior year. The increase in SG&A was primarily due to higher research and development expenses (R&D) of $3.9 million and higher selling expenses, partially offset by favorable foreign currency translation of $4.7 million.

SG&A were $656.7 million for the nine months ended March 31, 2012 compared to $594.1 million in the same period in the prior year, an increase of $62.6 million. As a percentage of net sales, SG&A decreased 1.6 percentage points in the nine months ended March 31, 2012 compared to the same period in the prior year. The increase in SG&A was primarily due to higher R&D of $26.4 million, higher selling and advertising expenses and unfavorable foreign currency translation of $4.3 million, partially offset by the receipt of $4.0 million of business interruption insurance proceeds related to the Japanese earthquake and tsunami.

A summary of SG&A by business segment is presented below:

	Three Months Ended March 31,				Nine Months Ended March 31,			
	2012	Percentage of Net Sales	2011	Percentage of Net Sales	2012	Percentage of Net Sales	2011	Percentage of Net Sales
SG&A:								
Infotainment	$ 95,071	15.6%	$ 94,114	17.8%	$ 281,108	15.5%	$ 250,338	17.0%
Lifestyle	63,004	19.0%	58,359	21.1%	181,143	18.1%	172,993	20.7%
Professional	46,678	30.5%	38,693	27.3%	121,823	26.6%	108,679	25.3%
Other	28,002	*	20,196	*	72,607	*	62,098	*
Total	$ 232,755	21.2%	$ 211,362	22.3%	$ 656,681	20.1%	$ 594,108	21.7%

* Percent not meaningful.

Infotainment SG&A increased $1.0 million to $95.1 million for the three months ended March 31, 2012 compared to the same period in the prior year. The increase in SG&A was primarily due to $6.2 million of higher R&D, partially offset by favorable foreign currency translation of $3.3 million. As a percentage of net sales, SG&A decreased 2.2 percentage points to 15.6 percent for the three months ended March 31, 2012 compared to the same period in the prior year. R&D increased $6.2 million to $59.1 million, or 9.7 percent of net sales in the three months ended March 31, 2012, compared to $52.9 million, or 10.0 percent of net sales in the same period in the prior year. The increase in R&D was primarily related to critical new product launches.

SG&A increased $30.8 million to $281.1 million for the nine months ended March 31, 2012 compared to the same period in the prior year. The increase in SG&A was primarily due to $29.8 million of higher R&D and unfavorable foreign currency translation of $2.4 million. As a percentage of net sales, SG&A decreased 1.5 percentage points to 15.5 percent for the nine months ended March 31, 2012 compared to the same period in the prior year. R&D increased $29.8 million to $172.8 million, or 9.5 percent of net sales in the nine months ended March 31, 2012, compared to $142.9 million, or 9.7 percent of net sales in the same period in the prior year. The increase in R&D was primarily related to critical new product launches.

Lifestyle SG&A increased $4.6 million to $63.0 million for the three months ended March 31, 2012, compared to the same period in the prior year, primarily due to higher selling expenses, increased start-up costs in emerging markets and the addition of MWM Acoustics, partially offset by favorable foreign currency translation of $1.1 million. As a percentage of net sales, SG&A decreased 2.1 percentage points to 19.0 percent for the three months ended March 31, 2012 compared to the same period in the prior year. R&D increased $0.5 million to $14.4 million, or 4.3 percent of net sales in the three months ended March 31, 2012 compared to $13.9 million, or 5.0 percent of net sales in the same period in the prior year.

SG&A increased $8.2 million to $181.1 million for the nine months ended March 31, 2012, compared to the same period in the prior year, primarily due to higher selling expenses, increased start-up costs in emerging markets, the addition of MWM Acoustics and unfavorable foreign currency translation of $1.2 million. These increases were partially offset by the receipt of $4.0 million of business interruption insurance proceeds related to the Japanese earthquake and tsunami. As a percentage of net sales, SG&A decreased 2.6 percentage points to 18.1 percent for the nine months ended March 31, 2012 compared to the same period in the prior year. R&D increased $0.3 million to $42.2 million, or 4.2 percent of net sales in the nine months ended March 31, 2012, compared to $41.9 million, or 5.0 percent of net sales in the same period in the prior year.

Professional SG&A increased $8.0 million to $46.7 million for the three months ended March 31, 2012, compared to the same period in the prior year. As a percentage of net sales, SG&A increased 3.2 percentage points to 30.5 percent for the three months ended March 31, 2012 compared to the same period in the prior year. The increase was primarily due to higher restructuring expenses and higher selling expenses related to the increase in net sales. R&D decreased $0.5 million to $8.1 million, or 5.3 percent of net sales in the three months ended March 31, 2012 compared to $8.6 million, or 6.1 percent of net sales in the same period in the prior year.

SG&A increased $13.1 million to $121.8 million for the nine months ended March 31, 2012, compared to the same period in the prior year. As a percentage of net sales, SG&A increased 1.2 percentage points to 26.6 percent for the nine months ended March 31, 2012 compared to the same period in the prior year. R&D decreased $0.4 million to $26.4 million, or 5.8 percent of net sales in the nine months ended March 31, 2012,

compared to $26.8 million, or 6.3 percent of net sales in the same period in the prior year.

Other Other SG&A includes compensation, benefit and occupancy costs for corporate employees, new technology innovation and expenses associated with our corporate brand identity campaign. Other SG&A increased $7.8 million to $28.0 million for the three months ended March 31, 2012 compared to the same period in the prior year, primarily due to higher advertising and marketing expenses related to the launch of our global brand awareness campaign.

Other SG&A increased $10.5 million to $72.6 million for the nine months ended March 31, 2012, compared to the same period in the prior year, primarily due to higher advertising and marketing expenses related to the launch of our global brand awareness campaign.

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Restructuring

Our restructuring program that is designed to improve our global footprint, cost structure, technology portfolio, human resources and internal processes continues. During the three and nine months ended March 31, 2012 and 2011, we continued to refine and expand on activities launched in prior years. During the nine months ended March 31, 2012, significant new programs were launched to: (i) optimize certain research and development and supply chain functions; (ii) outsource certain manufacturing capabilities; and (iii) divest or sublease facilities no longer needed to support current operations. During the nine months ended March 31, 2011, we announced the relocation of certain manufacturing activities from Washington, Missouri to Mexico and the outsourcing of certain manufacturing activities to third party suppliers.

A summary and components of our restructuring activities are as follows and include accruals for new programs as well as revisions to estimates, both increases and decreases, to programs accrued in prior periods:

	Severance Related Costs	Third Party Contractor Termination Costs	Facility Closure and Other Related Costs	Asset Impairments [(1)]	Total
Liability, June 30, 2011	$ 31,762	$ 0	$ 7,860	$ 0	$ 39,622
Expense [(2)]	1,735	315	6,394	1,976	10,420
Accumulated depreciation offset	0	0	0	(1,976)	(1,976)
Payments	(5,845)	(298)	(2,841)	0	(8,984)
Foreign currency translation	(1,528)	0	0	0	(1,528)
Liability, March 31, 2012	$ 26,124	$ 17	$ 11,413	$ 0	$ 37,554
Liability, June 30, 2010	$ 33,036	$ 0	$ 7,562	$ 0	$ 40,598
Expense [(2)]	7,002	0	2,664	2,049	11,715
Accumulated depreciation offset	0	0	0	(2,049)	(2,049)
Payments	(13,452)	0	(3,046)	0	(16,498)
Foreign currency translation	2,987	0	85	0	3,072
Liability, March 31, 2011	$ 29,573	$ 0	$ 7,265	$ 0	$ 36,838

(1) Credits related to restructuring charges for accelerated depreciation and inventory provisions are recorded against the related assets in Property, plant and equipment, net or Inventory, net in our Condensed Consolidated Balance Sheets and do not impact the restructuring liability.

(2) Restructuring expenses noted above are primarily in SG&A in our Condensed Consolidated Statements of Income. Asset impairments which consist of accelerated depreciation and inventory provisions are primarily in Cost of sales in our Condensed Consolidated Statements of Income.

Restructuring liabilities are recorded in Accrued liabilities and Other non-current liabilities in our Condensed Consolidated Balance Sheets.

Restructuring expenses by reporting business segment are as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2012	2011	2012	2011
Infotainment	$ 247	$ 3,128	$ 339	$ 5,916
Lifestyle	370	2,962	710	3,670
Professional	6,755	1,713	8,112	(206)
Other	(762)	20	(717)	286

Total	6,610	7,823	8,444	9,666
Asset Impairments	898	1,716	1,976	2,049
Total	$ 7,508	$ 9,539	$ 10,420	$ 11,715

Sale of Intellectual Property

Effective February 15, 2011, we entered into an agreement with a third party pursuant to which we monetized certain intellectual property rights. Income of zero and $16.2 million was recognized in connection with this transaction, which is included in the Condensed Consolidated Statements of Income for the three months ended March 31, 2012 and 2011, respectively, and was $0.3 million and $16.2 million for the nine months ended March 31, 2012, respectively, under the caption Sale of intellectual property and is reported in our Infotainment segment.

Goodwill

During the three and nine months ended March 31, 2012, we recorded $0 and $79.8 million, respectively, of goodwill in our Lifestyle segment, associated with the acquisition of MWM Acoustics. Refer to Note 20 *Acquisition* in the Notes to the Condensed Consolidated Financial Statements for more information.

Effective July 1, 2011, we revised our business segments in order to better align them with our strategic approach to the markets and customers we serve. Under this new structure, our reportable segments consist of the Infotainment, Lifestyle, Professional and Other segments. Our reporting units are the same as our reportable segments with the exception of our Lifestyle segment, which consists of two reporting units, automotive audio and home audio. In connection with this realignment, we reallocated our goodwill to our new reporting units based on each reporting unit s relative fair value. We also performed a goodwill impairment test as of July 1, 2011 using our new reporting units and determined that the fair value of each of our reporting units exceeded its carrying value, therefore, no impairments were deemed to exist as of this date. Refer to Note 17 *Business Segment Data* in the Notes to the Condensed Consolidated Financial Statements for more information.

Operating Income

Operating income for the three months ended March 31, 2012 was $59.9 million or 5.5 percent of net sales compared to operating income of $53.6 million, or 5.7 percent of net sales, in the same period in the prior year. The increase in operating income was primarily due to higher gross profit in the three months ended March 31, 2012 compared to the same period in the prior year, due to leveraging a higher sales volume across a reduced cost base, partially offset by higher SG&A, as well as the impact of the sale of intellectual property rights in the same period in the prior year.

Operating income for the nine months ended March 31, 2012 was $229.4 million or 7.0 percent of net sales compared to operating income of $164.2 million, or 6.0 percent of net sales, in the same period in the prior year. The increase in operating income was primarily due to higher gross profit in the nine months ended March 31, 2012 compared to the same period in the prior year, due to leveraging a higher sales volume across a reduced cost base, partially offset by higher SG&A, as well as the impact of the sale of intellectual property rights in the same period in the prior year.

Interest Expense, Net

Interest expense, net, was $5.4 million for the three months ended March 31, 2012 compared to $5.3 million of interest expense, net, in the same period in the prior year. Interest expense, net, for the three months ended March 31, 2012 included interest income of $1.3 million and interest expense of $6.7 million, of which $2.0 million was cash interest and $4.7 million was noncash interest associated with the amortization of the debt discount on our $400 million of 1.25 percent convertible senior notes (the Convertible Senior Notes) and amortization of debt issuance costs on the Convertible Senior Notes and our revolving credit facility. Interest expense, net, for the three months ended March 31, 2011 included interest income of $2.1 million and interest expense of $7.4 million, of which $2.9 million was cash interest and $4.5 million was noncash interest associated with the amortization of the debt discount on the Convertible Senior Notes and amortization of debt issuance costs on the Convertible Senior Notes and our revolving credit facility.

Interest expense, net, was $14.7 million for the nine months ended March 31, 2012 compared to $17.2 million of interest expense, net, in the same period in the prior year. Interest expense, net, for the nine months ended March 31, 2012 included interest income of $5.5 million and interest expense of $20.2 million, of which $5.8 million was cash interest and $14.4 million was noncash interest associated with the amortization of the debt discount on the Convertible Senior Notes and amortization of debt issuance costs on the Convertible Senior Notes and our revolving credit facility. Interest expense, net, for the nine months ended March 31, 2011 included interest income of $7.2 million and interest expense of $24.4 million, of which $7.1 million was cash interest and $17.3 million was noncash interest associated with the amortization of the debt discount on the Convertible Senior Notes and amortization of debt issuance costs on the Convertible Senior Notes and our revolving credit facility.

Foreign Exchange Losses, Net

Foreign currency exchange gains and losses resulting from the remeasurement of certain foreign currency denominated monetary assets and liabilities are included in Foreign exchange losses, net in our Condensed Consolidated Statements of Income. Effective July 1, 2011, we changed the functional currency of two of our foreign subsidiaries to the U.S. Dollar to reflect a change in the currency in which such subsidiaries primarily generate and expend cash. In addition, we recognized approximately zero and $1.4 million as Foreign exchange losses, net in our Condensed Consolidated Statements of Income for the three and nine months ended March 31, 2012, respectively, due to the revaluation of certain derivative instruments held at these subsidiaries because we did not meet the requisite documentation requirements to attain hedge

accounting treatment. As of January 1, 2012, the documentation was amended to achieve hedge accounting treatment going forward. We also include gains and losses from forward points on certain derivative foreign currency forward contracts that are excluded from hedge effectiveness testing in Foreign exchange losses, net in our Condensed Consolidated Statements of Income. Refer to Note 13 *Derivatives* in the Notes to the Condensed Consolidated Financial Statements for more information.

Miscellaneous, Net

Net miscellaneous expenses consisting primarily of bank charges were $0.8 million for the three months ended March 31, 2012, compared to $1.3 million in the same period in the prior year and were $4.2 million for the nine months ended March 31, 2012, compared to $4.6 million in the same period in the prior year.

Income Tax Expense, Net

Our provision for income taxes is based on an estimated annual tax rate for the year applied to federal, state and foreign income. Income tax benefit for the three months ended March 31, 2012 was $119.1 million, compared to the income tax expense of $10.3 million for the same period in the prior year. The effective tax rate for the three months ended March 31, 2012 was (222.5) percent, compared to 22.0 percent for the same period in the prior year. The change in the effective tax rate for the three months ended March 31, 2012 compared to the same period in the prior year was primarily due to the release of the valuation allowance described below.

Income tax benefit for the nine months ended March 31, 2012 was $81.5 million, compared to the income tax expense of $24.6 million for the same period in the prior year. The effective tax rate for the nine months ended March 31, 2012 was (41.0) percent, compared to 17.4 percent for the same period in the prior year. The change in the effective tax rate for the nine months ended March 31, 2012 compared to the same period in the prior year was primarily due to the release of the valuation allowance described below.

As described in Note 1 *Summary of Significant Accounting Policies* and Note 13 *Income Taxes* in the Notes to the Consolidated Financial Statements in our 2011 Annual Report, in assessing the recoverability of deferred tax assets, we regularly consider whether some portion or all of the deferred tax assets will not be realized based on the recognition threshold and measurement of a tax position. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. We consider the scheduled reversal of deferred tax liabilities, projected future taxable income, tax planning strategies and, if applicable, the expiration of loss carryforwards and credits in making this assessment.

In the third quarter of fiscal 2012, we achieved three cumulative years of positive U.S. GAAP pre-tax income and taxable income in the U.S. As a result of such earnings trends and based upon our projections for future taxable income of the proper character over the periods in which the deferred tax assets are recoverable, we believe that it is more likely than not that we will realize the benefits of the net deferred tax assets of $365.6 million at March 31, 2012. Therefore, during the quarter ended March 31, 2012, we realized a non-cash tax benefit of $124.2 million related to a reduction of our deferred tax valuation allowance on certain of our net U.S. deferred tax assets. We have reflected this non-cash tax benefit in the tax provision which has increased net income for the three and nine months ended March 31, 2012. If future operating and business conditions were to differ significantly, we would reassess the ability to realize the net deferred tax assets. If it were to become more likely than not that we would not be able to realize the deferred tax assets, then all or a portion of the valuation allowance may need to be re-established, which would result in a charge to tax expense.

As of March 31, 2012, unrecognized tax benefits and the related interest were $32.8 million and $1.1 million, respectively; all but $1.7 million would affect the tax rate if recognized. During the three and nine months ended March 31, 2012, we recorded tax reserves on uncertain tax positions in the amount of $0.4 million and $1.3 million, respectively. During the three and nine months ended March 31, 2012, we recorded additional interest expense on uncertain tax positions of $0.1 million and $0.2 million, respectively.

Financial Condition

Liquidity and Capital Resources

We primarily finance our working capital requirements through cash generated by operations, borrowings under our revolving credit facility and trade credit. Cash and cash equivalents were $640.6 million at March 31, 2012 compared to $603.9 million at June 30, 2011. During the nine months ended March 31, 2012, our cash and cash equivalent balance increased $36.7 million. The increase in cash was primarily due to higher net income, partially offset by higher purchases of inventories, higher accounts receivable related to higher net sales, foreign currency translation, the acquisition of MWM Acoustics, capital expenditures and the funding of new product development.

We believe that our existing cash and cash equivalents of $640.6 million and our short-term investments of $127.2 million at March 31, 2012, together with our expected future operating cash flows, and our availability of $541.5 million under our existing revolving credit facility, will be sufficient to cover our working capital needs, capital expenditures, including major investments related to manufacturing and research facilities in China, debt service, including the repayment of the Convertible Senior Notes in October 2012, share buy-back program, acquisitions, commitments and quarterly dividends for at least the next 12 months.

Our ability to maintain positive liquidity going forward depends on our ability to continue to generate cash from operations and maintain access to the financial markets, both of which are subject to general economic, financial, competitive, legislative, regulatory and other market factors beyond our control. We earn a significant amount of our operating income outside the U.S., the majority of

which is deemed to be permanently reinvested in foreign jurisdictions. For at least the next 12 months, we have sufficient cash in the U.S., availability under our existing revolving credit facility and forecasted domestic cash flow to sustain our operating activities and cash commitments for investing and financing activities, such as quarterly dividends and repayment of debt. In addition, we expect existing foreign cash and cash equivalents, short-term investments, and cash flows from operations to continue to be sufficient to fund our foreign operating activities and cash commitments for investing activities, such as material capital expenditures, for at least the next 12 months. As of March 31, 2012, Cash and cash equivalents and Short-term investments of $217.8 million and $60.8 million, respectively, were held in the U.S. and $422.8 million and $66.4 million, respectively, were held by us in foreign jurisdictions. We repatriated $100 million of cash to the U.S. from Germany in the three and nine months ended March 31, 2012. As of June 30, 2011, Cash and cash equivalents and Short-term investments of $67.1 million and $70.7 million, respectively, were held by us in the U.S. and $536.8 million and $246.6 million, respectively, were held by us in foreign jurisdictions. Below is a more detailed discussion of our cash flow activities during the nine months ended March 31, 2012.

Operating Activities

For the nine months ended March 31, 2012, our net cash provided by operating activities was $32.9 million, compared to $135.0 million in the same period in the prior year. The decrease in operating cash flows compared to the same period in the prior year was primarily due to higher accounts receivable related to increased sales, higher purchases of inventories in anticipation of future sales, increases in other current assets related to the surcharge on rare earth minerals, partially offset by higher operating income and lower payments to vendors for accounts payable and accrued liabilities. At March 31, 2012, working capital, excluding cash, short-term investments, current portion of long-term debt and short-term debt, was $440.8 million, compared with $141.5 million at June 30, 2011. The increase was primarily due to higher accounts receivable, inventory and other current assets, as well as lower accrued liabilities and accrued warranties.

Investing Activities

Net cash provided by investing activities was $40.5 million for the nine months ended March 31, 2012, compared to $405.1 million used in investing activities in the same period in the prior year. The increase in net cash provided by investing activities compared to the same period in the prior year was primarily due to higher net maturities of short-term investments, partially offset by the acquisition of MWM Acoustics and higher capital expenditures. Short-term investments consist of commercial paper, short-term deposits and government bonds, time deposits, and treasury bills with original maturities of greater than three months and less than one year. Capital expenditures for the nine months ended March 31, 2012 were $77.8 million, in support of new Infotainment and Lifestyle awards, compared to $64.2 million for the same period in the prior year. Capital spending was also higher due to expansion of production capacity, increases in information technology related programs and product improvement programs. We expect that our run rate for capital expenditures will continue to increase during fiscal year 2012.

Financing Activities

Net cash used in financing activities was $12.4 million in the nine months ended March 31, 2012, compared to $7.9 million used in financing activities in the same period in the prior year. The decrease in cash used was primarily due to $15.9 million of dividends paid to shareholders.

Our total debt at March 31, 2012 was $400.7 million, or $391.6 million, net of discount, primarily comprised of $400.0 million of the Convertible Senior Notes which are shown net of a discount of $9.1 million in our Condensed Consolidated Balance Sheet at March 31, 2012, due to the accounting guidance which is more fully described in Note 9 *Debt,* in the Notes to the Condensed Consolidated Financial Statements. Also included in total debt are industrial revenue bonds of $0.4 million, included in the current portion of long-term debt, short-term debt of $0.2 million and capital leases and other borrowings of $0.1 million.

Our total debt, including short-term borrowings, at June 30, 2011 was $402.6 million, or $381.0 million, net of discount, and was primarily comprised of $400.0 million of the Convertible Senior Notes, which are shown net of a discount of $21.6 million in our Condensed Consolidated Balance Sheet at June 30, 2011. Also included in total debt at June 30, 2011 is short-term debt and capital lease obligations of $2.6 million.

Revolving Credit Facility

On December 1, 2010 Harman and Harman Holding GmbH & Co., KG, our wholly-owned subsidiary (Harman KG), entered into a Multi-Currency Credit Agreement with a group of banks, as amended on December 15, 2011 (the Credit Agreement). At March 31, 2012 and June 30, 2011, we had no borrowings under the Credit Agreement and had outstanding letters of credit of $8.5 million and $7.3 million, respectively. At March 31, 2012 and June 30, 2011, unused available credit under the Credit Agreement was $541.5 million and $542.7 million, respectively. If we experience a significant decline in our operating results, we could violate our debt covenants and, absent a waiver from our lenders or an amendment to the Credit Agreement, we could be in default under the Credit Agreement. As a result, our debt under the Credit Agreement could become due, which would have a material adverse effect on our financial condition and results of operations. A default under

the Credit Agreement could also lead to an event of default under the

indenture governing the Convertible Senior Notes (the Indenture), as amended, and accelerate the maturity of the Convertible Senior Notes. As of March 31, 2012, we were in compliance with all the financial covenants of the Credit Agreement. We believe we will be in compliance with these covenants for at least the next 12 months.

Guarantee and Collateral Agreement

In connection with the Credit Agreement, we and Harman KG entered into a guarantee and collateral agreement (the Guarantee and Collateral Agreement) which provides, among other things, that the obligations under the Credit Agreement are guaranteed by us and each of the subsidiary guarantors party thereto, and that the obligations generally are secured by liens on substantially all of our assets and certain of our subsidiary guarantors assets.

The term of the Guarantee and Collateral Agreement corresponds with the term of the Credit Agreement, which matures on December 1, 2015. Under the terms of this Guarantee and Collateral Agreement, we have effectively guaranteed the payment of the full amount of borrowings under the Credit Agreement, including outstanding letters of credit, upon maturity. The potential amount of future payments that we would be required to pay under the Guarantee and Collateral Agreement is the amount that we have borrowed under the Credit Agreement, including outstanding letters of credit. At March 31, 2012, we had no borrowings under the Credit Agreement and had outstanding letters of credit of $8.5 million.

Convertible Senior Notes

We had $400 million of Convertible Senior Notes outstanding at March 31, 2012 and June 30, 2011, which are more fully described in Note 9 *Debt* in the Notes to the Condensed Consolidated Financial Statements. The Convertible Senior Notes are reported in Current portion of long-term debt in our Condensed Consolidated Balance Sheets at March 31, 2012, as they are due within less than one year.

At March 31, 2012, we were in compliance with all covenants under the Indenture and we believe that we will be in compliance with these covenants for the remaining term of the Indenture, which is less than 12 months.

Equity

Total shareholders equity at March 31, 2012 was $1.656 billion compared with $1.424 billion at June 30, 2011. The increase is primarily due to increased net income, net unrealized gains on hedging, and share-based compensation, partially offset by unfavorable foreign currency translation. During the three and nine months ended March 31, 2012, we entered into an agreement with an external broker which provides the structure under which our share buyback program may be facilitated. There were no shares of our common stock repurchased during the nine months ended March 31, 2012.

Off-Balance Sheet Arrangements

We utilize off-balance sheet arrangements in our operations when we enter into operating leases for land, buildings and equipment in the normal course of business, which are not included in our Condensed Consolidated Balance Sheets. In addition, we had outstanding letters of credit of $8.5 million and $7.3 million at March 31, 2012 and June 30, 2011, respectively, that were not included in our Condensed Consolidated Balance Sheets.

Business Outlook

Our future outlook may be negatively impacted due to changes in global economic conditions, in particular the European sovereign debt crisis. This may drive a contraction in consumer discretionary spending. Each quarter we update our estimated cost increases related to the recent constraints in the supply of rare earth minerals, specifically rare earth neodymium magnets, used in our products. We do not expect this to have a negative impact on our profitability in future years. We are currently investigating alternative design solutions utilizing other materials and also have successfully negotiated price increases with some of our customers and are still in negotiations with other customers. To date, we believe our actions, principally price adjustments negotiated with our customers, will be successful in mitigating the impact from this cost increase. In spite of this, we expect our overall year-over-year profitability to improve.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are required to include information about potential effects of changes in interest rates and currency exchange rates in our periodic reports filed with the SEC. Since June 30, 2011, there have been no material changes in the quantitative or qualitative aspects of our market risk profile. See Item 7A, Quantitative and Qualitative Disclosure About Market Risk included in our 2011 Annual Report.

Interest Rate Sensitivity/Risk

At March 31, 2012, interest on approximately 99.0 percent of our borrowings was determined on a fixed rate basis. The interest rates on the balance of our debt are subject to changes in U.S. and European short-term interest rates. To assess exposure to interest rate changes on the portion of our debt that does not have a fixed-rate, we have performed a sensitivity analysis assuming a hypothetical 100 basis point increase or decrease in interest rates across all outstanding debt and investments. Our analysis indicates that the effect on net income for the nine months ended March 31, 2012 of such an increase or decrease in interest rates would be approximately $1.5 million.

Foreign Currency Risk

Our significant operations outside the U.S. are in Germany, Hungary, China, the Netherlands, the United Kingdom, Brazil, France, Austria, Switzerland, Singapore, Japan and Mexico. As a result, we are subject to market risks arising from changes in foreign currency exchange rates, principally the change in the value of the Euro versus the U.S. Dollar. Our subsidiaries purchase products and raw materials in various currencies. As a result, we may be exposed to cost changes relative to local currencies in the markets in which we sell our products. To mitigate these transactional risks, we enter into foreign exchange contracts. Foreign currency positions are partially offsetting and are netted against one another to reduce exposure.

Changes in currency exchange rates, principally the change in the value of the Euro compared to the U.S. Dollar, have an impact on our reported results when the financial statements of foreign subsidiaries that use their local currency as their functional currency are translated into U.S. Dollars. Over half of our sales are denominated in Euros. The fluctuation in currency exchange rates, specifically the Euro versus the U.S. Dollar, had a significant impact on earnings for the nine months ended March 31, 2012 compared to the same prior year period due to the strengthening of the Euro relative to the U.S. Dollar. The average exchange rate for the Euro versus the U.S. Dollar for the nine months ended March 31, 2012 increased 1.4 percent from the same period in the prior year.

To assess exposure to changes in currency exchange rates, we prepared an analysis assuming a hypothetical 10 percent change in currency exchange rates across all currencies used by our subsidiaries. This analysis indicated that a 10 percent increase in exchange rates would have increased income before income taxes by approximately $13.8 million and a 10 percent decrease in exchange rates would have decreased income before income taxes by approximately $13.8 million for the nine months ended March 31, 2012.

Competitive conditions in the markets in which we operate may limit our ability to increase prices in the event of adverse changes in currency exchange rates. For example, certain products made in Europe are sold in the U.S. Sales of these products are affected by the value of the U.S. Dollar relative to the Euro. Any weakening of the U.S. Dollar could depress the demand for these European manufactured products in the U.S. and reduce sales. However, due to the multiple currencies involved in our business and the netting effect of various simultaneous transactions, our foreign currency positions are partially offsetting. In addition, our foreign currency hedging program is designed to limit our exposure.

Actual gains and losses in the future may differ materially from the hypothetical gains and losses discussed above based on changes in the timing and amount of interest rate and foreign currency exchange rate movements and our actual exposure and hedging transactions.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated by the SEC under the Securities Exchange Act of 1934, as amended (the 1934 Act)) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the 1934 Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms. We note that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any

design will succeed in achieving our stated goals under all potential future conditions.

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Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) as promulgated by the SEC under the 1934 Act) during our most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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Item 6. Exhibits

Exhibit No.	Exhibit Description
10.1	Form of Non-Qualified Stock Option Agreement for Officers and Key Employees under the Harman International Industries, Incorporated 2012 (Filed as Exhibit 10.1 to the Current Report on Form 8-K filed with the Commission on April 2, 2012 and hereby incorporated by reference).
31.1	Certification of Dinesh Paliwal pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Herbert Parker pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Dinesh Paliwal and Herbert Parker, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.*
101.SCH	XBRL Taxonomy Extension Schema.*
101.CAL	XBRL Taxonomy Calculation Linkbase.*
101.LAB	XBRL Taxonomy Label Linkbase.*
101.PRE	XBRL Presentation Linkbase.*

* Submitted electronically herewith.

Attached as Exhibit 101 to this report are the following financial information formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Statements of Income for the three and nine months ended March 31, 2012 and 2011, (ii) Condensed Consolidated Balance Sheets at March 31, 2012 and June 30, 2011, (iii) Condensed Consolidated Statements of Cash Flows for the nine months ended March 31, 2012 and 2011 and (iv) Notes to the Condensed Consolidated Financial Statements. In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

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SIGNATURES

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

Harman International Industries, Incorporated

Date: April 30, 2012

By: /s/ HERBERT K. PARKER

Herbert K. Parker
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

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