LSI CORP
Form 10-Q
November 08, 2013
Table of Contents

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# FORM 10-Q

**(Mark One)**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
**For the Quarterly Period Ended September 29, 2013**

**OR**

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
**For the transition period from _________ to _________**

**Commission File Number: 1-10317**

# LSI CORPORATION

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

| | |
|---|---|
| **Delaware**<br>**(State of Incorporation)** | **94-2712976**<br>**(I.R.S. Employer Identification Number)** |

**1320 Ridder Park Drive**

**San Jose, California 95131**

**(Address of principal executive offices) (Zip code)**

**(408) 433-8000**

**(Registrant s telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

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

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

As of November 1, 2013, there were 544,936,011 shares of the registrant s Common Stock, $.01 par value, outstanding.

Table of Contents

**LSI CORPORATION**

**FORM 10-Q**

**For the Quarter Ended September 29, 2013**

**INDEX**



**FORWARD-LOOKING STATEMENTS**

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

Table of Contents

## PART I FINANCIAL INFORMATION

**Item 1.** ***Financial Statements***

## LSI CORPORATION

## CONDENSED CONSOLIDATED BALANCE SHEETS

**(In thousands, except per share amounts)**

**(Unaudited)**

| | September 29, 2013 | December 31, 2012 |
|---|---|---|
| **ASSETS** | | |
| Cash and cash equivalents | $ 396,251 | $ 471,528 |
| Short-term investments | 268,382 | 204,457 |
| Accounts receivable, less allowances of $4,317 and $6,770, respectively | 292,567 | 264,112 |
| Inventories | 170,132 | 206,323 |
| Prepaid expenses and other current assets | 66,658 | 80,372 |
| Total current assets | 1,193,990 | 1,226,792 |
| Property and equipment, net | 286,881 | 269,747 |
| Identified intangible assets, net | 397,232 | 486,119 |
| Goodwill | 255,005 | 255,005 |
| Other assets | 118,206 | 118,502 |
| Total assets | $ 2,251,314 | $ 2,356,165 |
| **LIABILITIES AND STOCKHOLDERS EQUITY** | | |
| Accounts payable | $ 162,712 | $ 209,699 |
| Accrued salaries, wages and benefits | 136,711 | 129,533 |
| Other accrued liabilities | 160,660 | 177,662 |
| Total current liabilities | 460,083 | 516,894 |
| Pension and post-retirement benefit obligations | 512,407 | 559,252 |
| Income taxes payable non-current | 109,199 | 102,246 |
| Other non-current liabilities | 17,082 | 18,149 |
| Total liabilities | 1,098,771 | 1,196,541 |
| Commitments and contingencies (Note 12) | | |
| Stockholders equity: | | |
| Preferred stock, $.01 par value: 2,000 shares authorized; none outstanding | | |
| Common stock, $.01 par value: 1,300,000 shares authorized; 543,623 and 550,894 shares outstanding, respectively | 5,436 | 5,509 |
| Additional paid-in capital | 5,498,383 | 5,573,248 |
| Accumulated deficit | (3,777,503) | (3,840,803) |
| Accumulated other comprehensive loss | (573,773) | (578,330) |
| Total stockholders equity | 1,152,543 | 1,159,624 |
| Total liabilities and stockholders equity | $ 2,251,314 | $ 2,356,165 |

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

**Table of Contents**

**LSI CORPORATION**

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

**(In thousands, except per share amounts)**

**(Unaudited)**

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 |
| Revenues | $ 606,943 | $ 623,962 | $ 1,765,162 | $ 1,905,959 |
| Cost of revenues | 294,263 | 311,311 | 863,719 | 974,508 |
| Gross profit | 312,680 | 312,651 | 901,443 | 931,451 |
| Research and development | 172,296 | 167,488 | 520,049 | 512,923 |
| Selling, general and administrative | 85,422 | 92,032 | 262,349 | 271,046 |
| Restructuring of operations and other items, net | 6,739 | 4,221 | 34,998 | 26,174 |
| Income from operations | 48,223 | 48,910 | 84,047 | 121,308 |
| Interest income and other, net | 836 | 5,855 | 10,964 | 30,105 |
| Income before income taxes | 49,059 | 54,765 | 95,011 | 151,413 |
| Provision for/(benefit from) income taxes | 12,500 | 15,100 | 15,400 | (22,162) |
| Net income | $ 36,559 | $ 39,665 | $ 79,611 | $ 173,575 |
| Net income per share: | | | | |
| Basic | $ 0.07 | $ 0.07 | $ 0.15 | $ 0.31 |
| Diluted | $ 0.06 | $ 0.07 | $ 0.14 | $ 0.30 |
| Shares used in computing per share amounts: | | | | |
| Basic | 545,451 | 555,197 | 547,978 | 561,708 |
| Diluted | 563,621 | 572,022 | 565,570 | 582,296 |
| Cash dividends declared per common share | $ 0.03 | $ | $ 0.03 | $ |

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

4

Table of Contents

**LSI CORPORATION**

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**(In thousands)**

**(Unaudited)**

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 |
| Net income | $ 36,559 | $ 39,665 | $ 79,611 | $ 173,575 |
| Other comprehensive income before tax: | | | | |
| Foreign currency translation adjustments | (1,360) | 3,575 | (6,667) | 178 |
| Available-for-sale securities: | | | | |
| Unrealized gain/(loss) | 967 | 468 | (2,449) | 1,001 |
| Reclassification of net realized loss/(gain) to net income | 122 | (115) | 138 | (817) |
| Derivative financial instruments: | | | | |
| Unrealized (loss)/gain | (1,079) | 991 | (2,730) | (358) |
| Reclassification of net realized loss to net income | 1,122 | 770 | 820 | 2,778 |
| Amortization of net actuarial loss, prior service cost and transition asset on defined benefit pension and post-retirement plans | 5,148 | 4,115 | 15,445 | 12,267 |
| Other comprehensive income before tax | 4,920 | 9,804 | 4,557 | 15,049 |
| Income tax expense related to items of other comprehensive income | | | | |
| Other comprehensive income, net of tax | 4,920 | 9,804 | 4,557 | 15,049 |
| Comprehensive income | $ 41,479 | $ 49,469 | $ 84,168 | $ 188,624 |

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

Table of Contents

**LSI CORPORATION**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(In thousands)**

**(Unaudited)**

| | Nine Months Ended | |
|---|---|---|
| | **September 29, 2013** | **September 30, 2012** |
| Operating activities: | | |
| Net income | $ 79,611 | $ 173,575 |
| Adjustments: | | |
| Depreciation and amortization | 136,167 | 136,318 |
| Stock-based compensation expense | 67,620 | 83,538 |
| Non-cash restructuring of operations and other items, net | 6,415 | 5,739 |
| Gain on re-measurement of a pre-acquisition equity interest to fair value | | (5,765) |
| Gain on sale of investments | | (2,550) |
| (Gain)/loss on sale of property and equipment | (58) | 2,574 |
| Unrealized foreign exchange gain | (3,706) | (80) |
| Deferred taxes | (467) | (43,246) |
| Changes in assets and liabilities, net of assets acquired and liabilities assumed in business combination: | | |
| Accounts receivable, net | (28,915) | 931 |
| Inventories | 36,006 | (4,864) |
| Prepaid expenses and other assets | (10,515) | (720) |
| Accounts payable | (38,787) | 4,335 |
| Accrued and other liabilities | (39,792) | (70,481) |
| Net cash provided by operating activities | 203,579 | 279,304 |
| Investing activities: | | |
| Purchases of debt securities available-for-sale | (163,119) | (94,456) |
| Proceeds from maturities and sales of debt securities available-for-sale | 93,703 | 29,523 |
| Purchases of other investments | (750) | |
| Proceeds from sale of other investments | | 2,550 |
| Purchases of property and equipment | (65,054) | (103,285) |
| Proceeds from sale of property and equipment | 265 | 1,626 |
| Increase in restricted cash | (3,821) | |
| Acquisition of business, net of cash acquired | | (319,231) |
| Net cash used in investing activities | (138,776) | (483,273) |
| Financing activities: | | |
| Issuances of common stock | 41,305 | 90,643 |
| Payment of dividends to stockholders | (16,311) | |
| Purchases of common stock under repurchase programs | (163,487) | (226,247) |
| Net cash used in financing activities | (138,493) | (135,604) |
| Effect of exchange rate changes on cash and cash equivalents | (1,587) | 269 |
| Net change in cash and cash equivalents | (75,277) | (339,304) |

| | | |
|---|---|---|
| Cash and cash equivalents at beginning of period | 471,528 | 779,811 |
| Cash and cash equivalents at end of period | $ 396,251 | $ 440,507 |

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

Table of Contents

**LSI CORPORATION**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1 Basis of Presentation**

For financial reporting purposes, LSI Corporation ( LSI or the Company ) reports on a 13- or 14-week quarter with the year ending December 31. The third quarters of 2013 and 2012 consisted of 13 weeks each and ended on September 29, 2013 and September 30, 2012, respectively. The results of operations for the quarter ended September 29, 2013 are not necessarily indicative of the results to be expected for the full year.

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

In management s opinion, the accompanying unaudited condensed consolidated financial statements contain all normal recurring adjustments necessary for a fair statement of the Company s financial position, results of operations, comprehensive income and cash flows for the interim periods presented. While the Company believes that the disclosures are adequate to make the information not misleading, these financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company s Annual Report on Form 10-K for the year ended December 31, 2012.

**Recent Accounting Pronouncements**

In July 2013, the Financial Accounting Standards Board ( FASB ) issued additional guidance regarding the presentation of unrecognized tax benefits. The guidance requires an unrecognized tax benefit, or a portion of an unrecognized tax benefit, to be presented in the financial statements as a reduction to a deferred tax asset if a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is available. This guidance is effective for fiscal years and interim periods beginning after December 15, 2013. The adoption will not have a material impact on the Company s results of operations or financial position.

In February 2013, FASB issued additional guidance regarding the presentation of comprehensive income. The guidance requires an entity to present the effects on net income line items of significant amounts reclassified out of accumulated other comprehensive income, but only if the item reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. An entity shall provide this information either on the face of the financial statements or in the notes to the financial statements. The guidance is effective for fiscal years beginning after December 15, 2012. The Company adopted this guidance in the first quarter of 2013. The adoption did not impact the Company s results of operations or financial position.

**Note 2 Stock-Based Compensation**

On May 9, 2013, the 2003 Equity Incentive Plan was amended to increase the number of shares available for new awards to 20 million, of which 15 million were available for restricted stock and/or restricted stock units ( RSUs ). In addition, the period during which incentive stock options can be granted was extended to February 5, 2023, and the value of awards that can be granted in any fiscal year to a non-employee director was limited to $0.5 million.

On May 15, 2013, the Employee Stock Purchase Plan ( ESPP ) was amended to increase the number of shares available for issuance under the plan to 30 million and to extend the term of the ESPP through May 14, 2023.

Stock-based compensation expense, net of estimated forfeitures, related to the Company s stock options, ESPP and RSUs by expense category was as follows:

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 |
| | (In thousands) | | | |
| Cost of revenues | $ 2,059 | $ 2,573 | $ 7,171 | $ 9,088 |

| | | | | |
|---|---|---|---|---|
| Research and development | 8,810 | 11,170 | 30,838 | 35,451 |
| Selling, general and administrative | 9,340 | 13,643 | 29,611 | 38,999 |
| Total stock-based compensation expense | $ 20,209 | $ 27,386 | $ 67,620 | $ 83,538 |

The income tax benefit that the Company realized for the tax deduction from option exercises and other awards was not material for any period presented.

Table of Contents

**Stock Options**

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

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 |
| Estimated grant date fair value per share | $ 2.28 | $ 2.50 | $ 2.33 | $ 2.84 |
| Expected life (years) | 4.35 | 4.46 | 4.38 | 4.46 |
| Risk-free interest rate | 1% | 1% | 1% | 1% |
| Volatility | 47% | 52% | 49% | 47% |
| Dividend yield | 2% | | 0% | |

The following table summarizes changes in stock options outstanding:

| | Number of Shares (In thousands) | Weighted-Average Exercise Price Per Share | Weighted-Average Remaining Contractual Term (In years) | Aggregate Intrinsic Value (In thousands) |
|---|---|---|---|---|
| Options outstanding at December 31, 2012 | 56,042 | $ 5.75 | | |
| Granted | 6,636 | $ 6.93 | | |
| Exercised | (6,936) | $ 3.41 | | |
| Canceled | (4,190) | $ 8.11 | | |
| Options outstanding at September 29, 2013 | 51,552 | $ 6.02 | 3.47 | $ 107,013 |
| Options exercisable at September 29, 2013 | 34,481 | $ 5.81 | 2.42 | $ 80,237 |

As of September 29, 2013, the total unrecognized compensation expense related to unvested stock options, net of estimated forfeitures, was $32.3 million and is expected to be recognized over the next 2.3 years on a weighted-average basis.

**Restricted Stock Units**

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

***Service-based:***

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

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

| | Number of Units (In thousands) | Weighted-Average Grant Date Fair Value per Share |
|---|---|---|
| Unvested service-based RSUs outstanding at December 31, 2012 | 17,655 | $ 6.99 |
| Granted | 8,691 | $ 6.95 |
| Vested | (5,249) | $ 6.80 |

| | | | |
|---|---|---|---|
| Forfeited | (1,059) | $ | 6.84 |
| Unvested service-based RSUs outstanding at September 29, 2013 | 20,038 | $ | 7.03 |

As of September 29, 2013, the total unrecognized compensation expense related to service-based RSUs, net of estimated forfeitures, was $107.4 million and will be recognized over the next 2.6 years on a weighted-average basis.

***Performance-based:***

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

Table of Contents

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

| | Number of Units (In thousands) | Weighted-Average Grant Date Fair Value per Share |
|---|---|---|
| Unvested performance-based RSUs outstanding at December 31, 2012 | 5,634 | $ 7.29 |
| Granted | 1,441 | $ 6.89 |
| Vested | (3,167) | $ 7.41 |
| Forfeited | (392) | $ 6.61 |
| Unvested performance-based RSUs outstanding at September 29, 2013 | 3,516 | $ 7.10 |

As of September 29, 2013, the total unrecognized compensation expense related to performance-based RSUs, net of estimated forfeitures, was $12.8 million and, if the performance conditions are fully met, will be recognized over the next 1.5 years.

**Employee Stock Purchase Plan**

Compensation expense for the ESPP is calculated using the fair value of the employees purchase rights computed under the Black-Scholes model. Under the ESPP, rights to purchase shares are granted during the second and fourth quarters of each year. The Company issued 3.2 million and 2.8 million shares of common stock under the ESPP during the three months ended June 30, 2013 and July 1, 2012, respectively. No shares related to the ESPP were issued during the three months ended September 29, 2013 or September 30, 2012. The following table summarizes the weighted-average assumptions that the Company applied in the calculation of the fair value for the May 2013 and May 2012 grants:

| | 2013 | 2012 |
|---|---|---|
| Estimated grant date fair value per share | $ 1.88 | $ 2.19 |
| Expected life (years) | 0.8 | 0.8 |
| Risk-free interest rate | 0.11% | 0.17% |
| Volatility | 34% | 41% |

**Note 3 Stockholders Equity**

**Common Stock Repurchases**

On August 1, 2012, the Company s board of directors authorized a common stock repurchase program of up to $500.0 million of its common stock. As of September 29, 2013, $315.1 million remained available for repurchases under this program.

The following table summarizes the Company s common stock repurchases:

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 |
| | (In thousands) | | | |
| Dollar value of shares repurchased | $ 41,207 | $ 50,062 | $ 163,487 | $ 226,247 |
| Number of shares repurchased | 5,389 | 6,611 | 22,787 | 29,131 |

Repurchased shares are retired immediately and are recorded as reductions in common stock and additional paid-in capital.

**Cash Dividends on Common Stock**

On July 24, 2013, the Company announced that its board of directors had declared a cash dividend of $0.03 per common share to be paid on September 20, 2013 to stockholders of record as of September 6, 2013. The Company paid cash dividends of $16.3 million related to the July 2013 declaration. No cash dividend was paid in 2012.

**Table of Contents**

**Note 4 Restructuring and Other Items**

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

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 |
| | (In thousands) | | | |
| Leases | $ 43(a) | $ 901(a) | $ 3,842(a) | $ 3,716(a) |
| Employee severance and benefits | 2,870 | 1,239 | 9,426 | 2,698 |
| Other exit costs | | 3,515(b) | | 3,515(b) |
| Total restructuring expense | 2,913 | 5,655 | 13,268 | 9,929 |
| Other items, net | 3,826 | (1,434) | 21,730(c) | 16,245(d) |
| Total restructuring of operations and other items, net | $ 6,739 | $ 4,221 | $ 34,998 | $ 26,174 |

(a) Includes lease obligation costs and related changes in estimates, changes in time value and other ongoing expenditures.
(b) Primarily consists of a $2.7 million loss on the sale of a property.
(c) Primarily includes $13.7 million for litigation settlements.
(d) Primarily consists of $8.4 million of acquisition-related costs and $6.7 million of costs related to the transition service agreement associated with the sale of the external storage systems business.

The following table summarizes the significant activities within, and components of, the Company s restructuring obligations:

| | Leases | Employee Severance and Benefits | Total |
|---|---|---|---|
| | | (In thousands) | |
| Balance at December 31, 2012 | $ 12,991 | $ 5,003 | $ 17,994 |
| Expense | 3,842 | 9,426 | 13,268 |
| Utilized | (11,468)(a) | (9,824)(a) | (21,292) |
| Balance at September 29, 2013 | $ 5,365(b) | $ 4,605(b) | $ 9,970 |

(a) Represents cash payments.
(b) The balance remaining for lease obligations is expected to be paid during the remaining terms of the leases, which extend through the first quarter of 2015. The majority of the balance remaining for employee severance and benefits is expected to be paid by the second quarter of 2014.

**Note 5 Benefit Obligations**

The Company provides retirement benefits to certain current and former U.S. employees under defined benefit pension plans, which include a management plan and a represented plan. Benefits under the management plan are provided under either an adjusted career-average-pay program or a cash-balance program. Benefits under the represented plan are based on a dollar-per-month formula. Benefit accruals under the management plan were frozen in 2009. Participants in the adjusted career-average-pay program no longer earn service accruals. Participants in the cash-balance program no longer earn service accruals, but continue to earn 4% interest per year on their cash-balance accounts. There are no active participants under the represented plan.

The Company also has a non-qualified supplemental pension plan in the U.S. that principally provides benefits based on compensation in excess of amounts that can be considered under the management plan. In addition, the Company provides post-retirement life insurance coverage under a group life insurance plan for certain U.S. employees. The Company also has pension plans covering certain international employees.

Table of Contents

The following tables summarize the components of the net periodic benefit cost:

| | Three Months Ended | | | |
|---|---|---|---|---|
| | September 29, 2013 | | September 30, 2012 | |
| | Pension Benefits | Post-retirement Benefits | Pension Benefits | Post-retirement Benefits |
| | (In thousands) | | | |
| Service cost | $ 120 | $ 15 | $ 96 | $ 22 |
| Interest cost | 14,318 | 592 | 15,355 | 657 |
| Expected return on plan assets | (16,578) | (888) | (17,024) | (953) |
| Net actuarial loss, prior service cost and transition asset amortization | 4,785 | 363 | 3,592 | 523 |
| Total benefit cost | $ 2,645 | $ 82 | $ 2,019 | $ 249 |

| | Nine Months Ended | | | |
|---|---|---|---|---|
| | September 29, 2013 | | September 30, 2012 | |
| | Pension Benefits | Post-retirement Benefits | Pension Benefits | Post-retirement Benefits |
| | (In thousands) | | | |
| Service cost | $ 362 | $ 45 | $ 321 | $ 67 |
| Interest cost | 42,951 | 1,775 | 46,090 | 1,950 |
| Expected return on plan assets | (49,734) | (2,665) | (51,077) | (2,859) |
| Net actuarial loss, prior service cost and transition asset amortization | 14,354 | 1,091 | 10,754 | 1,513 |
| Total benefit cost | $ 7,933 | $ 246 | $ 6,088 | $ 671 |

During the nine months ended September 29, 2013, the Company contributed $41.1 million to its pension plans. The Company expects to contribute an additional $10.9 million to its pension plans during the remainder of 2013. The Company does not expect to contribute to its post-retirement benefit plan in 2013.

**Note 6 Cash Equivalents and Investments**

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

| | Fair Value Measurements as of September 29, 2013 | | |
|---|---|---|---|
| | Level 1 | Level 2 | Total |
| | (In thousands) | | |
| Cash equivalents: | | | |
| Money-market funds | $ 262,359(a) | $ | $ 262,359 |
| Available-for-sale debt securities: | | | |
| Asset-backed and mortgage-backed securities: | | | |
| Agency securities | $ | $ 142,420(b) | $ 142,420 |
| Non-agency securities | | 658(b) | 658 |
| Government and agency securities | 35,680(a) | 59,926(b) | 95,606 |
| Corporate debt securities | | 18,967(b) | 18,967 |
| Commercial paper | | 10,731(b) | 10,731 |

| | | | |
|---|---|---|---|
| Total short-term investments | $ 35,680 | $ 232,702 | $ 268,382 |
| Long-term investments in equity securities: | | | |
| Marketable available-for-sale equity securities | $ 2,687(c) | $ | $ 2,687 |

Table of Contents

| | Fair Value Measurements as of December 31, 2012 Level 1 | Level 2 (In thousands) | Total |
|---|---|---|---|
| Cash equivalents: | | | |
| Money-market funds | $ 364,596(a) | $ | $ 364,596 |
| Government and agency securities | | 6,479(b) | 6,479 |
| Total cash equivalents | $ 364,596 | $ 6,479 | $ 371,075 |
| Available-for-sale debt securities: | | | |
| Asset-backed and mortgage-backed securities: | | | |
| Agency securities | $ | $ 129,463(b) | $ 129,463 |
| Non-agency securities | | 1,393(b) | 1,393 |
| Government and agency securities | 17,042(a) | 49,658(b) | 66,700 |
| Corporate debt securities | | 6,001(b) | 6,001 |
| Commercial paper | | 900(b) | 900 |
| Total short-term investments | $ 17,042 | $ 187,415 | $ 204,457 |
| Long-term investments in equity securities: | | | |
| Marketable available-for-sale equity securities | $ 1,689(c) | $ | $ 1,689 |

(a) The fair value of money-market funds is determined using unadjusted prices in active markets. Level 1 government and agency securities consist of U.S. government securities and their fair value is determined using quoted prices in active markets.

(b) These investments are traded less frequently than Level 1 securities and are valued using inputs that include quoted prices for similar assets in active markets and inputs other than quoted prices that are observable for the asset, such as interest rates, yield curves, prepayment speeds, collateral performance, broker/dealer quotes and indices that are observable at commonly quoted intervals.

(c) The fair value of marketable equity securities is determined using quoted prices in active markets. These amounts are included within other assets in the condensed consolidated balance sheets.

As of September 29, 2013 and December 31, 2012, the aggregate carrying value of the Company s non-marketable securities was $42.8 million and $42.1 million, respectively.

Upon the acquisition of SandForce, Inc. ( SandForce ) in January 2012, the Company recognized a gain of $5.8 million as a result of re-measuring its pre-acquisition equity interest in SandForce to estimated fair value. There were no other non-marketable securities fair-valued during the three and nine months ended September 29, 2013 or September 30, 2012.

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

| | September 29, 2013 Amortized Cost | Gross Unrealized Gain (In thousands) | Gross Unrealized Loss | Fair Value |
|---|---|---|---|---|
| Short-term debt securities: | | | | |
| Asset-backed and mortgage-backed securities | $ 140,718 | $ 4,617 | $ (2,257) | $ 143,078 |
| Government and agency securities | 95,481 | 430 | (305) | 95,606 |
| Corporate debt securities | 18,926 | 87 | (46) | 18,967 |
| Commercial paper | 10,731 | | | 10,731 |
| Total short-term debt securities | $ 265,856 | $ 5,134 | $ (2,608) | $ 268,382 |
| Long-term marketable equity securities | $ 669 | $ 2,018 | $ | $ 2,687 |

| | December 31, 2012 | | | |
|---|---|---|---|---|
| | Amortized Cost | Gross Unrealized Gain | Gross Unrealized Loss | Fair Value |
| | (In thousands) | | | |
| Short-term debt securities: | | | | |
| Asset-backed and mortgage-backed securities | $ 125,563 | $ 6,390 | $ (1,097) | $ 130,856 |
| Government and agency securities | 65,904 | 802 | (6) | 66,700 |
| Corporate debt securities | 5,864 | 137 | | 6,001 |
| Commercial paper | 900 | | | 900 |
| Total short-term debt securities | $ 198,231 | $ 7,329 | $ (1,103) | $ 204,457 |
| Long-term marketable equity securities | $ 669 | $ 1,020 | $ | $ 1,689 |

Table of Contents

As of September 29, 2013, there were 217 investments in an unrealized loss position. The following tables summarize the gross unrealized losses and fair values of the Company s short-term investments that have been in a continuous unrealized loss position for less than and greater than 12 months, aggregated by investment category:

| | September 29, 2013 | | | |
|---|---|---|---|---|
| | Less than 12 Months | | Greater than 12 Months | |
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| | (In thousands) | | | |
| Asset-backed and mortgage-backed securities | $ 70,172 | $ (2,040) | $ 6,499 | $ (217) |
| Government and agency securities | 32,035 | (305) | | |
| Corporate debt securities | 9,634 | (46) | | |
| Total | $ 111,841 | $ (2,391) | $ 6,499 | $ (217) |

| | December 31, 2012 | | | |
|---|---|---|---|---|
| | Less than 12 Months | | Greater than 12 Months | |
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| | (In thousands) | | | |
| Asset-backed and mortgage-backed securities | $ 38,280 | $ (1,018) | $ 4,141 | $ (79) |
| Government and agency securities | 18,301 | (6) | | |
| Total | $ 56,581 | $ (1,024) | $ 4,141 | $ (79) |

Net realized losses and gains on sales of available-for-sale securities were not material for the three and nine months ended September 29, 2013 or September 30, 2012.

Contractual maturities of available-for-sale debt securities as of September 29, 2013 were as follows (in thousands):

| | |
|---|---|
| Due within one year | $ 33,033 |
| Due in 1-5 years | 93,749 |
| Due in 5-10 years | 10,309 |
| Due after 10 years | 131,291 |
| Total | $ 268,382 |

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

**Note 7 Supplemental Financial Information**

**Inventories**

| | September 29, 2013 | December 31, 2012 |
|---|---|---|
| | (In thousands) | |
| Raw materials | $ 70 | $ 176 |
| Work-in-process | 28,623 | 52,003 |

| | | |
|---|---|---|
| Finished goods | 141,439 | 154,144 |
| Total inventories | $ 170,132 | $ 206,323 |

13

Table of Contents

**Accumulated Other Comprehensive Loss**

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

| | Balance at December 31, 2012 | Other Comprehensive Loss before Reclassifications | Amounts Reclassified from Accumulated Other Comprehensive Loss(a) (In thousands) | Net Current Period Other Comprehensive Income | Balance at September 29, 2013 |
|---|---|---|---|---|---|
| Foreign currency translation adjustments | $ 39,881 | $ (6,667) | $ | $ (6,667) | $ 33,214 |
| Net unrealized gain on investments | 4,484 | (2,449) | 138 | (2,311) | 2,173 |
| Net unrealized gain/(loss) on derivatives | 224 | (2,730) | 820 | (1,910) | (1,686) |
| Defined benefit pension and post-retirement plans | (622,919) | | 15,445 | 15,445 | (607,474) |
| Total accumulated other comprehensive loss | $ (578,330) | $ (11,846) | $ 16,403 | $ 4,557 | $ (573,773) |

(a) The reclassified components of defined benefit pension and post-retirement plans were included in the computation of net periodic benefit cost (see Note 5). All other reclassified amounts were insignificant for all periods presented.

**Reconciliation of Basic and Diluted Shares**

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

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 |
| | (In thousands) | | | |
| Basic shares | 545,451 | 555,197 | 547,978 | 561,708 |
| Dilutive effect of stock options, employee stock purchase rights and RSUs | 18,170 | 16,825 | 17,592 | 20,588 |
| Diluted shares | 563,621 | 572,022 | 565,570 | 582,296 |

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

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 |
| | (In thousands) | | | |
| Anti-dilutive securities: | | | | |
| Stock options | 20,159 | 29,181 | 25,056 | 27,694 |

| | | | |
|---|---|---|---|
| RSUs | 9,871 | 556 | 6,621 |

**Note 8 Derivative Instruments**

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

Table of Contents

**Cash-Flow Hedges**

The Company enters into forward contracts that are designated as foreign-currency cash-flow hedges of selected forecasted payments denominated in currencies other than U.S. dollars. These forward contracts generally mature within twelve months. The Company evaluates and calculates the effectiveness of each hedge at least quarterly. Changes in fair value attributable to changes in time value are excluded from the assessment of effectiveness and are recognized in interest income and other, net. The effective portion of the forward contracts gain or loss is recorded in other comprehensive income and, when the hedged expense is recognized, is subsequently reclassified into earnings within the same line item in the statement of operations as the impact of the hedged transaction. The ineffective portion of the gain or loss is reported in earnings immediately. As of September 29, 2013 and December 31, 2012, the total notional value of outstanding forward contracts, designated as foreign-currency cash-flow hedges, was $42.1 million and $39.8 million, respectively.

**Other Foreign-Currency Hedges**

The Company enters into foreign-exchange forward contracts that are used to hedge certain assets or liabilities denominated in non-functional currencies and that do not qualify for hedge accounting. These forward contracts generally mature within three months. Changes in the fair value of these forward contracts are recorded immediately in earnings to offset the changes in fair value of the assets or liabilities being hedged. As of September 29, 2013 and December 31, 2012, the total notional value of outstanding forward contracts, not designated as hedges under hedge accounting, was $58.9 million and $31.6 million, respectively. For the three and nine months ended September 29, 2013, the Company recognized losses of $0.7 million and $4.4 million on other foreign-currency hedges, respectively. For the three and nine months ended September 30, 2012, the Company recognized gains of $2.7 million and $1.0 million on other foreign-currency hedges, respectively. These amounts are included in interest income and other, net in the condensed consolidated statements of operations and were substantially offset by the gains and losses on the underlying foreign-currency-denominated assets or liabilities.

**Fair Value of Derivative Instruments**

The total fair value of derivative assets and liabilities was recorded in prepaid expenses and other current assets and in other accrued liabilities, respectively, in the condensed consolidated balance sheets. As of September 29, 2013 and December 31, 2012, the total fair value of derivative assets and liabilities was immaterial.

**Note 9 Segment, Geographic and Product Information**

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

**Information about Geographic Areas**

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

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 |
| | (In thousands) | | | |
| North America* | $ 161,692 | $ 164,111 | $ 466,034 | $ 477,548 |
| Asia | 393,624 | 414,409 | 1,152,905 | 1,292,419 |
| Europe and the Middle East | 51,627 | 45,442 | 146,223 | 135,992 |
| Total | $ 606,943 | $ 623,962 | $ 1,765,162 | $ 1,905,959 |

* Primarily the United States.

**Information about Product Groups**

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

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 |
| | (In thousands) | | | |
| Storage products | $ 469,609 | $ 492,600 | $ 1,364,755 | $ 1,515,766 |
| Networking products | 108,833 | 105,849 | 305,932 | 311,651 |
| Other | 28,501 | 25,513 | 94,475 | 78,542 |
| Total | $ 606,943 | $ 623,962 | $ 1,765,162 | $ 1,905,959 |

**Note 10 Income Taxes**

The Company recorded income tax provisions of $12.5 million and $15.4 million for the three and nine months ended September 29, 2013, respectively, and an income tax provision of $15.1 million and an income tax benefit of $22.2 million for the three and nine months ended September 30, 2012, respectively.

The income tax provision for the nine months ended September 29, 2013 included a reversal of $9.1 million of liabilities for uncertain tax positions, which included previously unrecognized tax benefits of $4.2 million and interest and penalties of $4.9 million, as a result of the expiration of statutes of limitations in multiple jurisdictions.

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

On September 13, 2013, the Internal Revenue Service ( IRS ) and Treasury Department released final regulations related to the timing of deductibility of expenditures related to tangible property. These regulations apply to tax years beginning on or after January 1, 2014. The Company is currently assessing the impact of these regulations and does not expect that the application of these rules will have a material impact on its results of operations.

The Company computes its tax provision using an estimated annual tax rate. The Company excludes certain loss jurisdictions from the computation of the estimated annual rate when no benefit can be realized on those losses. Historically, the Company has sustained losses from its U.S. operations and, as a result, has maintained a full valuation allowance against U.S. net deferred tax assets. The Company recently achieved profitability in the U.S.; however, management does not believe there is sufficient positive evidence to reach a conclusion that it is more likely than not that the Company will generate sufficient future taxable income in the U.S. to realize the benefits of its deferred tax assets. Depending on future results and projected trends, it is reasonably possible that the Company may determine in the foreseeable future that it is more likely than not that a significant portion of its U.S. deferred tax assets will be realized, resulting in a release of a significant portion of the valuation allowance.

As of September 29, 2013, the Company had $204.7 million of unrecognized tax benefits for which the Company is unable to make a reasonably reliable estimate as to when cash settlement with a taxing authority may occur. It is reasonably possible that the total amount of unrecognized tax benefits will increase or decrease in the next 12 months. Such changes could occur based on the normal expiration of statutes of limitations, the possible conclusion of ongoing tax audits in various jurisdictions around the world or other negotiations with tax authorities. If those events occur within the next 12 months, the Company estimates that the unrecognized tax benefits, plus accrued interest and penalties, could decrease by up to $54.7 million.

**Note 11 Related Party Transactions**

A member of the Company s board of directors is also a member of the board of directors of Seagate Technology ( Seagate ). The Company sells semiconductors used in storage product applications to Seagate for prices comparable to those charged to an unrelated third party. Revenues from sales by the Company to Seagate were $145.0 million and $449.2 million for the three and nine months ended September 29, 2013, respectively. Revenues from sales by the Company to Seagate were $170.3 million and $604.9 million for the three and nine months ended September 30, 2012, respectively. The Company had accounts receivable from Seagate of $83.0 million and $94.0 million as of September 29, 2013 and December 31, 2012, respectively.

Table of Contents

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

The Company purchased $10.1 million and $30.4 million of inventory from SMP during the three and nine months ended September 29, 2013, respectively. The Company purchased $11.6 million and $35.5 million of inventory from SMP during the three and nine months ended September 30, 2012, respectively. As of September 29, 2013 and December 31, 2012, the amounts payable to SMP were $4.8 million and $9.2 million, respectively.

**Note 12 Commitments, Contingencies and Legal Matters**

**Purchase Commitments**

The Company maintains purchase commitments with certain suppliers, primarily for raw materials and manufacturing services and for some non-production items. Purchase commitments for inventory materials are generally restricted to a forecasted time horizon as mutually agreed upon between the parties. This forecasted time horizon can vary for different suppliers. As of September 29, 2013, the Company had purchase commitments of $351.7 million, which are due through 2018.

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

**Guarantees**

***Product Warranties*:**

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

| | Accrued Warranties (In thousands) |
|---|---|
| Balance as of December 31, 2012 | $ 5,426 |
| Accruals for warranties issued during the period | 107 |
| Adjustments to pre-existing accruals (including changes in estimates) | 858 |
| Settlements made during the period (in cash or in kind) | (295) |
| Balance as of September 29, 2013 | $ 6,096 |

***Standby Letters of Credit:***

The Company had outstanding obligations relating to standby letters of credit of $3.8 million and $4.1 million, respectively, as of September 29, 2013 and December 31, 2012. Standby letters of credit are financial guarantees provided by third parties for leases, customs, taxes and certain self-insured risks. If the guarantees are called, the Company must reimburse the provider of the guarantee. The fair value of the letters of credit approximates the contract amounts. The standby letters of credit generally renew annually.

17

Table of Contents

**Indemnifications**

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

**Legal Matters**

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

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

**Note 13 Subsequent Event**

On October 23, 2013, the Company announced that its board of directors had declared a cash dividend of $0.03 per common share to be paid on December 20, 2013 to stockholders of record as of December 6, 2013.

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

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

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

**OVERVIEW**

Our results of operations for each period were as follows:

| | Three Months Ended | | | Nine Months Ended | | |
|---|---|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | Change | September 29, 2013 | September 30, 2012 | Change |
| | (Dollars in millions, except per share amounts) | | | | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| Revenues | $ 606.9 | $ 624.0 | $ (17.1) | $ 1,765.2 | $ 1,906.0 | $ (140.8) |
| Gross profit margin as a percentage of revenues | 51.5% | 50.1% | 1.4% | 51.1% | 48.9% | 2.2% |
| Net income | $ 36.6 | $ 39.7 | $ (3.1) | $ 79.6 | $ 173.6 | $ (94.0) |
| Net income per diluted share | $ 0.06 | $ 0.07 | $ (0.01) | $ 0.14 | $ 0.30 | $ (0.16) |

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

On January 3, 2012, we acquired SandForce, Inc., a provider of flash storage processors for enterprise and client flash solutions and solid state drives, for total consideration of approximately $346.4 million, net of cash acquired.

We derive the majority of our revenues from sales of products for the hard disk and solid state drive, server and networking equipment end markets and our revenues depend on market demand for these types of products. We believe that these markets offer us attractive opportunities because of the growing demand to create, store, manage and move digital content efficiently. Our products are sold primarily to original equipment manufacturers, or OEMs, in the storage, server and networking industries. We also sell some of our products through a network of resellers and distributors. The markets in which we operate are highly competitive and our revenues depend on our ability to compete successfully. We face competition not only from makers of products similar to ours, but also from competing technologies.

Our board of directors authorized a stock repurchase program of up to $500.0 million on August 1, 2012. During the nine months ended September 29, 2013, we repurchased 22.8 million shares for $163.5 million under this program. As of September 29, 2013, $315.1 million remained available for stock repurchases. Future purchases under the stock repurchase program are expected to be funded with available cash, cash equivalents and short-term investments. We ended the third quarter of 2013 with cash and cash equivalents, together with short-term investments, of $664.6 million, compared to $676.0 million at the end of 2012.

On October 23, 2013, we announced that our board of directors had declared a cash dividend of $0.03 per common share to be paid on December 20, 2013 to stockholders of record as of December 6, 2013. During the quarter ended September 29, 2013, we declared and paid a cash dividend of $0.03 per common share, or $16.3 million in total, on our outstanding common stock. We intend to pay a regular quarterly cash dividend on our common stock, subject to approval by our board of directors.

In early 2012, our sales of semiconductors for hard disk drives benefited as the hard disk drive industry recovered from the impact of flooding that occurred in Thailand in late 2011. Sales of desktop and notebook computers have declined in 2013 compared to 2012, and we expect the year over year decline in personal computer sales to continue in the near term, affecting sales of hard disk and solid state drives and our revenues from semiconductors for hard disk and solid state drives. We also believe that global economic conditions remain uncertain, and are resulting in reduced spending on information technology products in general, which is also affecting our revenues.

Many of our customers for standard product controllers used in solid state drives depend on suppliers for the flash memory used in those products. We believe that demand for that type of flash memory currently exceeds available supply and our customers may not be able to obtain all of the flash memory they could use, which may be affecting our revenues from standard product controllers for solid state drives. Our networking revenues are closely tied to capital spending by wireless telecommunications carriers who have been limiting their capital expenditures in recent quarters.

In light of this environment, we are working to manage our operating expenses while at the same time continuing work on products under development. We are focusing our research and development operations on products that we believe provide favorable growth opportunities for our business. We are also working to expand our sales of products in newer areas such as flash memory-based server adapter cards, where we are working directly with large, internet-based datacenter operators, in addition to our more traditional customer base of OEMs and distributors.

**RESULTS OF OPERATIONS**

**Revenues**

| | Three Months Ended | | | | Nine Months Ended | | | |
|---|---|---|---|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | $ Change | % Change | September 29, 2013 | September 30, 2012 | $ Change | % Change |
| | (Dollars in millions) | | | | | | | |
| Revenues | $ 606.9 | $ 624.0 | $ (17.1) | (2.7)% | $ 1,765.2 | $ 1,906.0 | $ (140.8) | (7.4)% |

The decrease in revenues for the three months ended September 29, 2013 as compared to the three months ended September 30, 2012 primarily reflected lower unit sales of semiconductors used in hard disk drives and lower unit sales of flash memory-based storage products in 2013.

**Table of Contents**

The decrease in revenues for the nine months ended September 29, 2013 as compared to the nine months ended September 30, 2012 reflected lower unit sales of semiconductors used in hard disk drives and our older networking products in 2013. Revenues in 2012 reflected temporarily higher unit sales of semiconductors used in hard disk drives as a result of the recovery from the Thailand flooding. These decreases were partially offset by increased unit sales from the ramping of flash memory-based storage products and a $15.9 million increase in intellectual property licensing revenues in 2013.

***Significant Customers:***

The following table provides information about sales to Seagate, which was our only customer that accounted for 10% or more of our revenues in each of the three and nine months ended September 29, 2013 and September 30, 2012:

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 |
| Percentage of revenues | 24% | 27% | 25% | 32% |

***Revenues by Geography:***

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

| | Three Months Ended | | | | Nine Months Ended | | | |
|---|---|---|---|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | $ Change | % Change | September 29, 2013 | September 30, 2012 | $ Change | % Change |
| | | | | (Dollars in millions) | | | | |
| North America* | $ 161.7 | $ 164.1 | $ (2.4) | (1.5)% | $ 466.1 | $ 477.6 | $ (11.5) | (2.4)% |
| Asia | 393.6 | 414.4 | (20.8) | (5.0)% | 1,152.9 | 1,292.4 | (139.5) | (10.8)% |
| Europe and the Middle East | 51.6 | 45.5 | 6.1 | 13.4% | 146.2 | 136.0 | 10.2 | 7.5% |
| Total | $ 606.9 | $ 624.0 | $ (17.1) | (2.7)% | $ 1,765.2 | $ 1,906.0 | $ (140.8) | (7.4)% |

* Primarily the United States.

The decreases in revenues in North America for the three and nine months ended September 29, 2013 as compared to the three and nine months ended September 30, 2012 reflected lower unit sales of semiconductors used in hard disk drives in 2013. These decreases were partially offset by increased unit sales from the ramping of flash memory-based storage products and an increase in intellectual property licensing revenues in 2013.

The decrease in revenues in Asia for the three months ended September 29, 2013 as compared to the three months ended September 30, 2012 was primarily attributable to lower unit sales of flash memory-based storage products and our older networking products in 2013. The decrease in revenues in Asia for the nine months ended September 29, 2013 as compared to the nine months ended September 30, 2012 was primarily attributable to lower unit sales of semiconductors used in hard disk drives in 2013 as compared to 2012, which temporarily benefited from the recovery from the flooding in Thailand.

The increases in revenues in Europe and the Middle East for the three and nine months ended September 29, 2013 as compared to the three and nine months ended September 30, 2012 were primarily due to an increase in networking products sales as a result of the ramping of new networking products with existing customers.

***Revenues by Product Groups:***

The following table presents our revenues by product groups:

| | Three Months Ended | | | | Nine Months Ended | | | |
|---|---|---|---|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | $ Change | % Change | September 29, 2013 | September 30, 2012 | $ Change | % Change |
| | (Dollars in millions) | | | | | | | |
| Storage products | $ 469.6 | $ 492.6 | $ (23.0) | (4.7)% | $ 1,364.8 | $ 1,515.8 | $ (151.0) | (10.0)% |
| Networking products | 108.8 | 105.9 | 2.9 | 2.7% | 305.9 | 311.7 | (5.8) | (1.9)% |
| Other | 28.5 | 25.5 | 3.0 | 11.8% | 94.5 | 78.5 | 16.0 | 20.4% |
| Total | $ 606.9 | $ 624.0 | $ (17.1) | (2.7)% | $ 1,765.2 | $ 1,906.0 | $ (140.8) | (7.4)% |

20

Table of Contents

The decrease in revenues from storage products for the three months ended September 29, 2013 as compared to the three months ended September 30, 2012 was attributable to lower unit sales of semiconductors used in hard disk drives and flash memory-based storage products in 2013. The decrease in revenues from storage products for the nine months ended September 29, 2013 as compared to the nine months ended September 30, 2012 was attributable to lower unit sales of semiconductors used in hard disk drives in 2013 as compared to 2012, which temporarily benefited from the recovery from the flooding in Thailand. The decrease was partially offset by increased unit sales from the ramping of flash memory-based storage products.

The increase in revenues from networking products for the three months ended September 29, 2013 as compared to the three months ended September 30, 2012 was primarily the result of the ramping of new products with existing customers. The decrease in revenues from networking products for the nine months ended September 29, 2013 as compared to the nine months ended September 30, 2012 was primarily the result of lower unit sales of semiconductors used in our older networking products, offset in part by increased sales from the ramping of new products with existing customers.

The increases in other revenues for the three and nine months ended September 29, 2013 as compared to the three and nine months ended September 30, 2012, respectively, primarily resulted from higher intellectual property licensing revenues in 2013.

**Gross Profit Margin**

| | Three Months Ended | | | | Nine Months Ended | | | |
|---|---|---|---|---|---|---|---|---|
| | Dollar Amount | | Percentage of Revenues | | Dollar Amount | | Percentage of Revenues | |
| | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 |
| | (Dollars in millions) | | | | | | | |
| Gross profit margin | $ 312.7 | $ 312.7 | 51.5% | 50.1% | $ 901.4 | $ 931.5 | 51.1% | 48.9% |

Various factors affect and may continue to affect our product gross margin. These factors include, but are not limited to, changes in our production mix and volume of product sales, the timing of production ramps and margin structures for new products, the positions of our products in their life cycles, the effects of competition, the price of commodities used in our products, provisions for excess and obsolete inventories, changes in the costs charged by foundry, assembly and test subcontractors, and amortization of acquired intangible assets.

Gross profit margin as a percentage of revenues increased by 1.4% for the three months ended September 29, 2013 as compared to the three months ended September 30, 2012. The increase was primarily attributable to continued improvement in operational efficiency in manufacturing operations, offset in part by decreased revenues with a similar level of fixed costs and increased revenues from lower margin products.

Gross profit margin as a percentage of revenues increased by 2.2% for the nine months ended September 29, 2013 as compared to the nine months ended September 30, 2012. The increase was primarily attributable to continued improvement in operational efficiency in manufacturing operations. The increase was offset in part by decreased revenues with a similar level of fixed costs.

**Research and Development**

| | Three Months Ended | | | | Nine Months Ended | | | |
|---|---|---|---|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | $ Change | % Change | September 29, 2013 | September 30, 2012 | $ Change | % Change |
| | (Dollars in millions) | | | | | | | |
| Research and development | $ 172.3 | $ 167.5 | $ 4.8 | 2.9% | $ 520.0 | $ 512.9 | $ 7.1 | 1.4% |
| Percentage of revenues | 28.4% | 26.8% | | | 29.5% | 26.9% | | |

The increases in R&D expense for the three and nine months ended September 29, 2013 as compared to the three and nine months ended September 30, 2012, respectively, were primarily attributable to higher compensation-related expenses, offset in part by lower costs for shared development engineering projects due to higher contribution from customers.

21

Table of Contents

**Selling, General and Administrative**

| | Three Months Ended | | | | Nine Months Ended | | | |
|---|---|---|---|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | $ Change | % Change | September 29, 2013 | September 30, 2012 | $ Change | % Change |
| | (Dollars in millions) | | | | | | | |
| Selling, general and administrative | $ 85.4 | $ 92.0 | $ (6.6) | (7.2)% | $ 262.3 | $ 271.0 | $ (8.7) | (3.2)% |
| Percentage of revenues | 14.1% | 14.7% | | | 14.9% | 14.2% | | |

The decrease in SG&A expense for the three months ended September 29, 2013 as compared to the three months ended September 20, 2012 was primarily attributable to lower legal fees following the litigation settlements in early 2013, lower compensation-related expenses, and decreases in selling, general and administrative expenses as a result of our continuing focus on control of expenses.

The decrease in SG&A expense for the nine months ended September 29, 2013 as compared to the nine months ended September 30, 2012 was primarily attributable to lower compensation-related expenses and decreases in general and administrative expenses as a result of our continuing focus on control of expenses.

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

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

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | September 29, 2013 | September 30, 2012 |
| | (In millions) | | | |
| Leases | $ (a) | $ 0.9(a) | $ 3.8(a) | $ 3.7(a) |
| Employee severance and benefits | 2.9 | 1.2 | 9.5 | 2.7 |
| Other exit costs | | 3.5(b) | | 3.5(b) |
| Total restructuring expense | 2.9 | 5.6 | 13.3 | 9.9 |
| Other items, net | 3.8 | (1.4) | 21.7(c) | 16.3(d) |
| Total restructuring of operations and other items, net | $ 6.7 | $ 4.2 | $ 35.0 | $ 26.2 |

(a) Includes lease obligation costs and related changes in estimates, changes in time value and other ongoing expenditures.
(b) Primarily consists of a $2.7 million loss on the sale of a property.
(c) Primarily includes $13.7 million for litigation settlements.
(d) Primarily consists of $8.4 million of acquisition-related costs and $6.7 million of costs related to the transition service agreement associated with the sale of the external storage systems business.

**Interest Income and Other, net**

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

| | Three Months Ended | | | | Nine Months Ended | | | |
|---|---|---|---|---|---|---|---|---|
| | September 29, 2013 | September 30, 2012 | $ Change | % Change | September 29, 2013 | September 30, 2012 | $ Change | % Change |
| | (Dollars in millions) | | | | | | | |
| Interest income | $ 1.0 | $ 1.6 | $ (0.6) | (37.5)% | $ 2.5 | $ 4.7 | $ (2.2) | (46.8)% |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Other (expense)/ income, net | (0.2) | 4.3 | (4.5) | (104.7)% | 8.4 | 25.4 | (17.0) | (66.9)% |
| Total | $ 0.8 | $ 5.9 | $ (5.1) | (86.4)% | $ 10.9 | $ 30.1 | $ (19.2) | (63.8)% |

22

Table of Contents

The decreases in interest income for the three and nine months ended September 29, 2013 as compared to the three and nine months ended September 30, 2012, respectively, primarily resulted from lower returns on investments in 2013 as compared to 2012.

Other income, net, for the nine months ended September 29, 2013 primarily included $6.1 million of insurance proceeds we received for covered losses related to the 2011 Thailand flooding. We do not expect any further insurance recoveries related to the Thailand flooding.

Other income, net, for the three months ended September 30, 2012 primarily included a $2.6 million gain on the sale of certain non-marketable equity securities. Other income, net, for the nine months ended September 30, 2012 primarily included $6.3 million of income for services provided under the transition service agreements associated with the sale of the external storage systems business, a $5.8 million gain as a result of re-measuring our pre-acquisition equity interest in SandForce to estimated fair value, $5.5 million of insurance proceeds we received for covered losses related to the 2011 Thailand flooding and a $2.6 million gain on the sale of certain non-marketable equity securities.

**Income Taxes**

We recorded income tax provisions of $12.5 million and $15.4 million for the three and nine months ended September 29, 2013, respectively, and an income tax provision of $15.1 million and an income tax benefit of $22.2 million for the three and nine months ended September 30, 2012, respectively.

The income tax provision for the nine months ended September 29, 2013 included a reversal of $9.1 million of liabilities for uncertain tax positions, which included previously unrecognized tax benefits of $4.2 million and interest and penalties of $4.9 million, as a result of the expiration of statutes of limitations in multiple jurisdictions.

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

We compute our tax provision using an estimated annual tax rate. We exclude certain loss jurisdictions from the computation of the estimated annual rate when no benefit can be realized on those losses. Historically, we have sustained losses from our U.S. operations and, as a result, have maintained a full valuation allowance against U.S. net deferred tax assets. We recently achieved profitability in the U.S.; however, we do not believe there is sufficient positive evidence to reach a conclusion that it is more likely than not that we will generate sufficient future taxable income in the U.S. to realize the benefits of our deferred tax assets. Depending on future results and projected trends, it is reasonably possible that we may determine in the foreseeable future that it is more likely than not that a significant portion of our U.S. deferred tax assets will be realized, resulting in a release of a significant portion of the valuation allowance.

**FINANCIAL CONDITION, CAPITAL RESOURCES AND LIQUIDITY**

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

Cash, cash equivalents and short-term investments decreased to $664.6 million as of September 29, 2013 from $676.0 million as of December 31, 2012. The decrease was mainly due to cash outflows for investing and financing activities, substantially offset by cash inflows generated from operating activities as described below.

**Working Capital**

Working capital increased by $24.0 million to $733.9 million as of September 29, 2013 from $709.9 million as of December 31, 2012. The increase was attributable to the following:

Accounts payable decreased by $47.0 million primarily due to the timing of invoice receipts and payments;

Table of Contents

Accounts receivable increased by $28.5 million primarily as a result of higher shipments toward the end of the third quarter of 2013 as compared to the fourth quarter of 2012; and

Other accrued liabilities decreased by $17.0 million primarily due to decreases in income taxes payable and other accruals.

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

Inventories decreased by $36.2 million, which primarily reflects our continued proactive management of inventory levels;

Prepaid expenses and other current assets decreased by $13.7 million primarily as a result of a decrease in prepaid software;

Cash, cash equivalents and short-term investments decreased by $11.4 million primarily due to common stock repurchases of $163.5 million; $64.8 million used for purchases of property and equipment, net of proceeds from sales; and dividend payments of $16.3 million, substantially offset by net cash provided by operating activities of $203.6 million and proceeds from issuances of common stock of $41.3 million; and

Accrued salaries, wages and benefits increased by $7.2 million primarily due to the timing of payments for salaries, benefits and performance-based compensation.

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

Cash, cash equivalents and short-term investments decreased by $292.5 million primarily due to $319.2 million used in connection with the acquisition of SandForce in January 2012, net of cash acquired, $226.2 million used to repurchase our common stock, and $101.7 million used for purchases of property and equipment, net of proceeds from sales, offset in part by net cash provided by operating activities of $279.3 million and proceeds from issuance of common stock of $90.6 million;

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

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

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

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

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

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

**Cash Provided by Operating Activities**

During the nine months ended September 29, 2013, we generated $203.6 million of cash from operating activities as a result of the following:

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

Offset in part by a net decrease of $82.0 million in assets and liabilities, including changes in working capital components, from December 31, 2012 to September 29, 2013, as discussed above.

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

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

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

Table of Contents

**Cash Used in Investing Activities**

Cash used in investing activities for the nine months ended September 29, 2013 was $138.8 million. Our investing activities during the nine months ended September 29, 2013 were primarily the following:

- Purchases of available-for-sale debt securities and other investments, net of proceeds from maturities and sales, of $70.2 million; and
- Purchases of property and equipment, net of proceeds from sales, totaling $64.8 million.

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

- $319.2 million of cash used in connection with the acquisition of SandForce;
- Purchases of property and equipment, net of proceeds from sales, totaling $101.7 million, including $45.5 million for our new headquarters; and
- Purchases of available-for-sale debt securities and other investments, net of proceeds from maturities and sales, of $62.4 million.

We expect capital expenditures to be approximately $85 million in 2013. We use semiconductor foundries and outside assembly and test companies to manufacture products, which enable us to have access to advanced manufacturing capacity without significant capital spending requirements.

**Cash Used in Financing Activities**

Cash used in financing activities for the nine months ended September 29, 2013 was $138.5 million. This amount included $163.5 million used to repurchase our common stock and $16.3 million of dividends payments, offset in part by $41.3 million of cash received from issuances of common stock under our employee stock plans.

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

We intend to pay a regular quarterly cash dividend on our common stock, subject to approval by our board of directors. Our dividend policy could be impacted in the future by, among other items, future changes in our cash flows and other potential uses of cash.

**CONTRACTUAL OBLIGATIONS**

The following table summarizes our contractual obligations as of September 29, 2013:

| | Payments Due by Period (In millions) | | | | | |
|---|---|---|---|---|---|---|
| | Less Than 1 Year | 1-3 Years | 4-5 Years | After 5 Years | Other | Total |
| Operating lease obligations | $ 35.3 | $ 35.6 | $ 15.5 | $ 6.3 | $ | $ 92.7 |
| Purchase commitments | 320.9 | 24.5 | 6.3 | | | 351.7 |
| Pension contributions | 10.9 | * | * | * | * | 10.9 |
| Uncertain tax positions | | | | | 109.2** | 109.2 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Total | $ 367.1 | $ 60.1 | $ 21.8 | $ 6.3 | $ 109.2 | $ 564.5 |

* We have pension plans covering certain U.S. and international employees. Although additional future contributions will be required, the amount and timing of these contributions will be affected by actuarial assumptions, the actual rate of return on plan assets, the level of market interest rates, legislation changes and the amount of voluntary contributions to the plans. The amount shown in the table represents our planned contributions to our pension plans during the remainder of 2013. Because any contributions for 2014 and later will depend on the value of the plan assets in the future and thus are uncertain, we have not included any amounts for 2014 and beyond in the above table.

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

**Operating Lease Obligations**

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

**Purchase Commitments**

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

**Uncertain Tax Positions**

As of September 29, 2013, we had $204.7 million of unrecognized tax benefits for which we are unable to make a reasonably reliable estimate as to when cash settlement with a taxing authority may occur. It is reasonably possible that the total amount of unrecognized tax benefits will increase or decrease in the next 12 months. Such changes could occur based on the normal expiration of statutes of limitations, the possible conclusion of ongoing tax audits in various jurisdictions around the world or other negotiations with tax authorities. If those events occur within the next 12 months, we estimate that the unrecognized tax benefits, plus accrued interest and penalties, could decrease by up to $54.7 million.

**Standby Letters of Credit**

We had outstanding obligations relating to standby letters of credit of $3.8 million and $4.1 million, respectively, as of September 29, 2013 and December 31, 2012. Standby letters of credit are financial guarantees provided by third parties for leases, customs, taxes and certain self-insured risks. If the guarantees are called, we must reimburse the provider of the guarantee. The fair value of the letters of credit approximates the contract amounts. The standby letters of credit generally renew annually.

**CRITICAL ACCOUNTING POLICIES**

There have been no significant changes in our critical accounting estimates or significant accounting policies during the nine months ended September 29, 2013 as compared to the discussion in Part II, Item 7 and in Note 2 to our financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2012.

**RECENT ACCOUNTING PRONOUNCEMENTS**

This information is included in Note 1 to our financial statements in Part I, Item 1 under the heading Recent Accounting Pronouncements .

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

There have been no significant changes in the market risk disclosures during the nine months ended September 29, 2013 as compared to the discussion in Part II, Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2012.

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

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

*Changes in Internal Control:* During the third quarter of 2013, there were no changes in our internal control over financial reporting that materially affected or are reasonably likely to materially affect our internal control over financial reporting.

**Table of Contents**

## PART II OTHER INFORMATION

**Item 1.** ***Legal Proceedings***

This information is included under the caption Legal Matters in Note 12 to our financial statements in Item 1 of Part I.

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

Set forth below are risks and uncertainties, many of which are discussed in greater detail in our Annual Report on Form 10-K for the year ended December 31, 2012, that, if they were to occur, could materially adversely affect our business or could cause our actual results to differ materially from the results contemplated by the forward-looking statements in this report and other public statements we make:

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

A significant portion of our revenues is derived from the sale of products for use in hard disk drives and dynamics in that industry as well as competing technologies could have an adverse impact on our revenues.

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

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

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

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

We are seeking to expand our business by selling to new types of customers and may be unsuccessful in doing so, which could have a negative impact on our results of operations.

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

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

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

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

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

Volatility in the price of commodities used in the production of our products or lack of availability of these materials could negatively impact our results of operations.

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

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

We have engaged, and will likely continue to engage, in acquisitions and strategic alliances, which may disrupt our business or may not be successful and could harm our business and operating results.

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

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

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

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

We rely on our information technology systems to run our business and any failure of these systems or any malicious intrusion into those systems could result in harm to our business, results of operations and financial condition.

Table of Contents

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

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

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

On August 1, 2012, our board of directors authorized a common stock repurchase program of up to $500.0 million of our common stock. The repurchases during the quarter ended September 29, 2013 reported in the following table were made pursuant to this authorization.

**Issuer Purchases of Equity Securities**

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Program | Dollar Value of Shares that May Yet Be Purchased |
|---|---|---|---|---|
| July 1 July 31, 2013 | | $ | | $ 356,349,122 |
| August 1 August 31, 2013 | 3,635,336 | $ 7.62 | 3,635,336 | $ 328,637,978 |
| September 1 September 29, 2013 | 1,753,487 | $ 7.70 | 1,753,487 | $ 315,142,121 |
| Total | 5,388,823 | $ 7.65 | 5,388,823 | |

**Item 6. Exhibits**

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

28

Table of Contents

## SIGNATURES

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

LSI CORPORATION
(Registrant)

Date: November 8, 2013

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

Table of Contents

**EXHIBIT INDEX**

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