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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**Form 10-Q**

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(Mark One)

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

For the quarterly period ended August 2, 2014

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 No. 1-7819

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**Analog Devices, Inc.**

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

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**Massachusetts**

*(State or other jurisdiction of incorporation or organization)*

**One Technology Way, Norwood, MA**

*(Address of principal executive offices)*

**04-2348234**

*(I.R.S. Employer Identification No.)*

**02062-9106**

*(Zip Code)*

**(781) 329-4700**

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

*(Former name, former address and former fiscal year, if changed since last report)*

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

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

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

As of August 2, 2014 there were 314,212,784 shares of common stock of the registrant, \$0.16 2/3 par value per share, outstanding.

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**PART I - FINANCIAL INFORMATION**

**ITEM 1. Financial Statements**

ANALOG DEVICES, INC.  
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
 (Unaudited)  
 (thousands, except per share amounts)

	Three Months Ended		Nine Months Ended	
	August 2, 2014	August 3, 2013	August 2, 2014	August 3, 2013
Revenue	\$ 727,752	\$ 674,172	\$ 2,050,526	\$ 1,955,556
Cost of sales (1)	251,462	239,110	706,375	708,015
Gross margin	476,290	435,062	1,344,151	1,247,541
Operating expenses:				
Research and development (1)	140,095	128,892	404,889	382,056
Selling, marketing, general and administrative (1)	132,989	97,773	333,252	298,036
Amortization of intangibles	660	55	770	165
Special charges	—	—	2,685	14,071
	273,744	226,720	741,596	694,328
Operating income	202,546	208,342	602,555	553,213
Nonoperating expense (income):				
Interest expense	8,178	7,672	21,623	20,443
Interest income	(3,442)	(3,125)	(10,127)	(9,402)
Other, net	422	8,754	412	9,361
	5,158	13,301	11,908	20,402
Income before income taxes	197,388	195,041	590,647	532,811
Provision for income taxes	16,782	18,802	70,022	60,878
Net income	\$ 180,606	\$ 176,239	\$ 520,625	\$ 471,933
Shares used to compute earnings per share – basic	314,190	309,117	313,321	306,681
Shares used to compute earnings per share – diluted	318,876	315,307	318,413	312,983
Basic earnings per share	\$ 0.57	\$ 0.57	\$ 1.66	\$ 1.54
Diluted earnings per share	\$ 0.57	\$ 0.56	\$ 1.64	\$ 1.51
Dividends declared and paid per share	\$ 0.37	\$ 0.34	\$ 1.08	\$ 0.98
(1) Includes stock-based compensation expense as follows:				
Cost of sales	\$ 1,724	\$ 1,672	\$ 4,698	\$ 4,856
Research and development	\$ 5,415	\$ 5,536	\$ 14,552	\$ 16,180
Selling, marketing, general and administrative	\$ 6,331	\$ 5,539	\$ 16,169	\$ 22,728

See accompanying notes.

ANALOG DEVICES, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(Unaudited)  
(thousands)

	Three Months Ended		Nine Months Ended	
	August 2, 2014	August 3, 2013	August 2, 2014	August 3, 2013
Net income	\$ 180,606	\$ 176,239	\$ 520,625	\$ 471,933
Foreign currency translation adjustments	(656)	(3,132)	3,204	(5,268)
Change in unrealized holding (losses) gains (net of taxes of \$78, \$42, \$13, and \$63, respectively) on available for sale securities classified as short-term investments	(420)	(35)	51	155
Change in unrealized (losses) gains (net of taxes of \$542, \$3,326, \$632, and \$3,619, respectively) on derivative instruments designated as cash flow hedges	(3,094)	6,088	(2,525)	5,443
Changes in pension plans including prior service cost, transition obligation, net actuarial loss and foreign currency translation adjustments, (net of taxes of \$164, \$98, \$493, and \$303 respectively)	3,365	202	2,563	155
Other comprehensive income (loss)	(805)	3,123	3,293	485
Comprehensive income	\$ 179,801	\$ 179,362	\$ 523,918	\$ 472,418

See accompanying notes.

ANALOG DEVICES, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(Unaudited)  
(thousands, except per share amounts)

	August 2, 2014	November 2, 2013
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 2,585,441	\$ 392,089
Short-term investments	2,346,818	4,290,823
Accounts receivable, net	394,762	325,144
Inventories (1)	415,098	283,337
Deferred tax assets	134,684	136,299
Prepaid income tax	3,398	2,391
Prepaid expenses and other current assets	43,683	42,342
Total current assets	<u>5,923,884</u>	<u>5,472,425</u>
<b>Property, Plant and Equipment, at Cost</b>		
Land and buildings	488,517	458,853
Machinery and equipment	1,861,604	1,733,850
Office equipment	51,477	49,321
Leasehold improvements	51,871	50,870
	<u>2,453,469</u>	<u>2,292,894</u>
Less accumulated depreciation and amortization	1,843,532	1,784,723
Net property, plant and equipment	<u>609,937</u>	<u>508,171</u>
<b>Other Assets</b>		
Deferred compensation plan investments	20,003	17,364
Other investments	12,019	3,816
Goodwill	1,631,890	284,112
Intangible assets, net	695,832	28,552
Deferred tax assets	29,554	26,226
Other assets	50,346	41,084
Total other assets	<u>2,439,644</u>	<u>401,154</u>
	<u>\$ 8,973,465</u>	<u>\$ 6,381,750</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 142,653	\$ 119,994
Deferred income on shipments to distributors, net	285,832	247,428
Income taxes payable	40,664	45,490
Current debt	1,995,398	—
Accrued liabilities	157,979	157,600
Total current liabilities	<u>2,622,526</u>	<u>570,512</u>
<b>Non-current liabilities</b>		
Long-term debt	872,652	872,241
Deferred income taxes	276,234	6,037
Deferred compensation plan liability	20,003	17,364
Other non-current liabilities	174,853	176,020
Total non-current liabilities	<u>1,343,742</u>	<u>1,071,662</u>
Commitments and contingencies		
<b>Shareholders' Equity</b>		
Preferred stock, \$1.00 par value, 471,934 shares authorized, none outstanding	—	—
Common stock, \$0.16 2/3 par value, 1,200,000,000 shares authorized, 314,212,784 shares issued and outstanding (311,045,084 on November 2, 2013)	52,370	51,842
Capital in excess of par value	792,971	711,879
Retained earnings	4,239,109	4,056,401
Accumulated other comprehensive loss	(77,253)	(80,546)
Total shareholders' equity	<u>5,007,197</u>	<u>4,739,576</u>
	<u>\$ 8,973,465</u>	<u>\$ 6,381,750</u>

(1) Includes \$2,094 and \$2,273 related to stock-based compensation at August 2, 2014 and November 2, 2013, respectively.

See accompanying notes.



ANALOG DEVICES, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)  
(thousands)

	Nine Months Ended	
	August 2, 2014	August 3, 2013
Cash flows from operating activities:		
Net income	\$ 520,625	\$ 471,933
Adjustments to reconcile net income to net cash provided by operations:		
Depreciation	83,147	82,681
Amortization of intangibles	1,720	165
Stock-based compensation expense	35,419	43,764
Loss on extinguishment of debt	—	10,205
Excess tax benefit-stock options	(21,349)	(15,073)
Deferred income taxes	(8,305)	(11,141)
Other non-cash activity	3,823	(1,072)
Changes in operating assets and liabilities	(5,741)	48,718
Total adjustments	88,714	158,247
Net cash provided by operating activities	609,339	630,180
Cash flows from investing activities:		
Purchases of short-term available-for-sale investments	(5,539,018)	(5,980,735)
Maturities of short-term available-for-sale investments	5,810,937	4,771,441
Sales of short-term available-for-sale investments	1,700,130	590,827
Additions to property, plant and equipment	(134,496)	(74,516)
Payments for acquisitions, net of cash acquired	(1,943,704)	(2,475)
Increase in other assets	(9,422)	(4,066)
Net cash used for investing activities	(115,573)	(699,524)
Cash flows from financing activities:		
Payment of senior unsecured notes	—	(392,790)
Proceeds from debt	1,995,398	493,880
Proceeds from derivative instruments	—	10,952
Term loan repayments	—	(60,108)
Dividend payments to shareholders	(337,917)	(300,017)
Repurchase of common stock	(168,971)	(17,720)
Proceeds from employee stock plans	178,581	261,878
Contingent consideration payment	(3,576)	(3,752)
Changes in other financing activities	16,370	(7,486)
Excess tax benefit-stock options	21,349	15,073
Net cash provided by (used for) financing activities	1,701,234	(90)
Effect of exchange rate changes on cash	(1,648)	669
Net increase (decrease) in cash and cash equivalents	2,193,352	(68,765)
Cash and cash equivalents at beginning of period	392,089	528,833
Cash and cash equivalents at end of period	\$ 2,585,441	\$ 460,068

See accompanying notes.

**Note 1 – Basis of Presentation**

In the opinion of management, the information furnished in the accompanying condensed consolidated financial statements reflects all normal recurring adjustments that are necessary to fairly state the results for these interim periods and should be read in conjunction with Analog Devices, Inc.'s (the Company) Annual Report on Form 10-K for the fiscal year ended November 2, 2013 and related notes. The results of operations for the interim periods shown in this report are not necessarily indicative of the results that may be expected for the fiscal year ending November 1, 2014 or any future period.

On July 22, 2014, the Company completed its acquisition of Hittite Microwave Corporation (Hittite), a company that designs and develops high performance integrated circuits, modules, subsystems and instrumentation for radio frequency, microwave and millimeterwave applications. The total consideration paid to acquire Hittite was approximately \$2.4 billion, financed through a combination of existing cash on hand and a 90-day term loan facility of \$2.0 billion. The acquisition of Hittite is referred to as the Acquisition. The condensed consolidated financial statements included in this Quarterly Report on Form 10-Q include the financial results of Hittite prospectively from July 22, 2014, the closing date of the Acquisition. See Note 16, *Acquisitions*, of these Notes to Condensed Consolidated Financial Statements for further discussion related to the Acquisition.

Certain amounts reported in previous periods have been reclassified to conform to the fiscal 2014 presentation. Such reclassified amounts are immaterial. The Company has a 52-53 week fiscal year that ends on the Saturday closest to the last day in October. Fiscal 2014 and fiscal 2013 are 52-week fiscal years.

**Note 2 – Revenue Recognition**

Revenue from product sales to customers is generally recognized when title passes, which for shipments to certain foreign countries is subsequent to product shipment. Title for these shipments ordinarily passes within a week of shipment. For multiple element arrangements, the Company allocates arrangement consideration among the elements based on the relative fair values of those elements as determined using vendor-specific objective evidence or third-party evidence. The Company uses its best estimate of selling price to allocate arrangement consideration between the deliverables in cases where neither vendor-specific objective evidence nor third-party evidence is available. A reserve for sales returns and allowances for customers is recorded based on historical experience or specific identification of an event necessitating a reserve.

Revenue from contracts with the United States Government, government prime contractors and some commercial customers is generally recorded on a percentage of completion basis using either units delivered or costs incurred as the measurement basis for progress towards completion. The output measure is used to measure results directly and is generally the best measure of progress toward completion in circumstances in which a reliable measure of output can be established. Estimated revenue in excess of amounts billed is reported as unbilled receivables. Contract accounting requires judgment in estimating costs and assumptions related to technical issues and delivery schedule. Contract costs include material, subcontract costs, labor and an allocation of indirect costs. The estimation of costs at completion of a contract is subject to numerous variables involving contract costs and estimates as to the length of time to complete the contract. Changes in contract performance, estimated gross margin, including the impact of final contract settlements, and estimated losses are recognized in the period in which the changes or losses are determined.

In all regions of the world, the Company defers revenue and the related cost of sales on shipments to distributors until the distributors resell the products to their customers. As a result, the Company's revenue fully reflects end customer purchases and is not impacted by distributor inventory levels. Sales to distributors are made under agreements that allow distributors to receive price-adjustment credits, as discussed below, and to return qualifying products for credit, as determined by the Company, in order to reduce the amounts of slow-moving, discontinued or obsolete product from their inventory. These agreements limit such returns to a certain percentage of the value of the Company's shipments to that distributor during the prior quarter. In addition, distributors are allowed to return unsold products if the Company terminates the relationship with the distributor.

Distributors are granted price-adjustment credits for sales to their customers when the distributor's standard cost (i.e., the Company's sales price to the distributor) does not provide the distributor with an appropriate margin on its sales to its customers. As distributors negotiate selling prices with their customers, the final sales price agreed upon with the customer will be influenced by many factors, including the particular product being sold, the quantity ordered, the particular customer, the

geographic location of the distributor and the competitive landscape. As a result, the distributor may request and receive a price-adjustment credit from the Company to allow the distributor to earn an appropriate margin on the transaction.

Distributors are also granted price-adjustment credits in the event of a price decrease subsequent to the date the product was shipped and billed to the distributor. Generally, the Company will provide a credit equal to the difference between the price paid by the distributor (less any prior credits on such products) and the new price for the product multiplied by the quantity of the specific product in the distributor's inventory at the time of the price decrease.

Given the uncertainties associated with the levels of price-adjustment credits to be granted to distributors, the sales price to the distributor is not fixed or determinable until the distributor resells the products to their customers. Therefore, the Company defers revenue recognition from sales to distributors until the distributors have sold the products to their customers.

Title to the inventory transfers to the distributor at the time of shipment or delivery to the distributor, and payment from the distributor is due in accordance with the Company's standard payment terms. These payment terms are not contingent upon the distributors' sale of the products to their customers. Upon title transfer to distributors, inventory is reduced for the cost of goods shipped, the margin (sales less cost of sales) is recorded as "deferred income on shipments to distributors, net" and an account receivable is recorded. Shipping costs are charged to cost of sales as incurred.

The deferred costs of sales to distributors have historically had very little risk of impairment due to the margins the Company earns on sales of its products and the relatively long life-cycle of the Company's products. Product returns from distributors that are ultimately scrapped have historically been immaterial. In addition, price protection and price-adjustment credits granted to distributors historically have not exceeded the margins the Company earns on sales of its products. The Company continuously monitors the level and nature of product returns and is in frequent contact with the distributors to ensure reserves are established for all known material issues.

As of August 2, 2014 and November 2, 2013, the Company had gross deferred revenue of \$356.1 million and \$309.2 million, respectively, and gross deferred cost of sales of \$70.3 million and \$61.8 million, respectively. Deferred income on shipments to distributors increased in the first nine months of fiscal 2014 primarily as a result of an increase in product shipments into the channel during fiscal 2014 in order to support anticipated sales demand and, to a lesser extent, deferred income acquired as part of the Acquisition.

The Company generally offers a twelve-month warranty for its products. The Company's warranty policy provides for replacement of defective products. Specific accruals are recorded for known product warranty issues. Product warranty expenses during each of the three- and nine-month periods ended August 2, 2014 and August 3, 2013 were not material.

### **Note 3 – Stock-Based Compensation**

Stock-based compensation is measured at the grant date based on the grant-date fair value of the awards ultimately expected to vest, and is recognized as an expense on a straight-line basis over the vesting period, which is generally five years for stock options and three years for restricted stock units. In addition to restricted stock units with a service condition, we grant restricted stock units with both a market condition and a service condition (market-based restricted stock units). The number of shares of the Company's common stock to be issued upon vesting of market-based restricted stock units will range from 0% to 200% of the target amount, based on the comparison of the Company's total shareholder return (TSR) to the median TSR of a specified peer group over a three-year period. TSR is a measure of stock price appreciation plus any dividends paid during the performance period. Determining the amount of stock-based compensation to be recorded for stock options and market-based restricted stock units requires the Company to develop estimates to calculate the grant-date fair value of awards.

*Hittite Replacement Awards* — In connection with the Acquisition, the Company issued equity awards to certain Hittite employees in replacement of Hittite equity awards that were canceled at closing. The replacement awards consisted of approximately 0.7 million restricted stock units with a weighted average grant date fair value of \$48.20. The terms and intrinsic value of these awards were substantially the same as the canceled Hittite awards. The fair value of the replaced awards associated with services rendered through the date of Acquisition was recognized as a component of the total preliminary estimated acquisition consideration and the remaining fair value of the replaced awards associated with post Acquisition services will be recognized as an expense on a straight-line basis over the remaining vesting period.

*Grant-Date Fair Value* — The Company uses the Black-Scholes valuation model to calculate the grant-date fair value of stock option awards and the Monte Carlo simulation model to calculate the grant-date fair value of market-based restricted stock units. The use of these valuation models requires the Company to make estimates and assumptions, such as expected volatility, expected term, risk-free interest rate, expected dividend yield and forfeiture rates. The grant-date fair value of



restricted stock units with only a service condition represents the value of the Company's common stock on the date of grant, reduced by the present value of dividends expected to be paid on the Company's common stock prior to vesting.

Information pertaining to the Company's stock option awards and the related estimated weighted-average assumptions to calculate the fair value of stock options using the Black-Scholes valuation model granted during the three- and nine-month periods ended August 2, 2014 and August 3, 2013 are as follows:

<u>Stock Options</u>	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>August 2, 2014</u>	<u>August 3, 2013</u>	<u>August 2, 2014</u>	<u>August 3, 2013</u>
Options granted (in thousands)	27	103	2,137	2,389
Weighted-average exercise price	\$52.60	\$45.97	\$51.73	\$46.39
Weighted-average grant-date fair value	\$8.86	\$7.85	\$8.98	\$7.37
Assumptions:				
Weighted-average expected volatility	24.0%	25.8%	24.9%	24.6%
Weighted-average expected term (in years)	5.3	5.4	5.3	5.4
Weighted-average risk-free interest rate	1.7%	1.2%	1.7%	1.0%
Weighted-average expected dividend yield	2.8%	3.0%	2.9%	2.9%

The Monte Carlo simulation model utilizes multiple input variables that determine the probability of satisfying the performance conditions stipulated in the award grant and calculates the fair market value for the market-based restricted stock units granted. The Monte Carlo simulation model also uses stock price volatility and other variables to estimate the probability of satisfying the performance conditions, including the possibility that the market condition may not be satisfied, and the resulting fair value of the award. Information pertaining to the Company's market-based restricted stock units and the related estimated assumptions used to calculate the fair value of market-based restricted stock units granted during the nine-month period ended August 2, 2014 using the Monte Carlo simulation model are as follows:

<u>Market-based Restricted Stock Units</u>	<u>Nine Months Ended</u>
	<u>August 2, 2014</u>
Units granted (in thousands)	86
Grant-date fair value	\$50.79
Assumptions:	
Historical stock price volatility	23.2%
Risk-free interest rate	0.8%
Expected dividend yield	2.8%

Market-based restricted stock units were not granted during the three-month period ended August 2, 2014 or the three- and nine-month periods ended August 3, 2013.

*Expected volatility* — The Company is responsible for estimating volatility and has considered a number of factors, including third-party estimates. The Company currently believes that the exclusive use of implied volatility results in the best estimate of the grant-date fair value of employee stock options because it reflects the market's current expectations of future volatility. In evaluating the appropriateness of exclusively relying on implied volatility, the Company concluded that: (1) options in the Company's common stock are actively traded with sufficient volume on several exchanges; (2) the market prices of both the traded options and the underlying shares are measured at a similar point in time to each other and on a date close to the grant date of the employee share options; (3) the traded options have exercise prices that are both near-the-money and close to the exercise price of the employee share options; and (4) the remaining maturities of the traded options used to estimate volatility are at least one year.

*Expected term* — The Company uses historical employee exercise and option expiration data to estimate the expected term assumption for the Black-Scholes grant-date valuation. The Company believes that this historical data is currently the best estimate of the expected term of a new option, and that generally its employees exhibit similar exercise behavior.

*Risk-free interest rate* — The yield on zero-coupon U.S. Treasury securities for a period that is commensurate with the expected term assumption is used as the risk-free interest rate.

*Expected dividend yield* — Expected dividend yield is calculated by annualizing the cash dividend declared by the Company’s Board of Directors for the current quarter and dividing that result by the closing stock price on the date of grant. Until such time as the Company’s Board of Directors declares a cash dividend for an amount that is different from the current quarter’s cash dividend, the current dividend will be used in deriving this assumption. Cash dividends are not paid on options, restricted stock or restricted stock units.

*Stock-Based Compensation Expense*

The amount of stock-based compensation expense recognized during a period is based on the value of the awards that are ultimately expected to vest. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The term “forfeitures” is distinct from “cancellations” or “expirations” and represents only the unvested portion of the surrendered stock-based award. Based on an analysis of its historical forfeitures, the Company has applied an annual forfeiture rate of 4.4% to all unvested stock-based awards as of August 2, 2014. The rate of 4.4% represents the portion that is expected to be forfeited each year over the vesting period. This analysis will be re-evaluated quarterly and the forfeiture rate will be adjusted as necessary. Ultimately, the actual expense recognized over the vesting period will only be for those options that vest.

*Additional paid-in-capital (APIC) Pool*

The APIC pool represents the excess tax benefits related to share-based compensation that are available to absorb future tax deficiencies. If the amount of future tax deficiencies is greater than the available APIC pool, the Company records the excess as income tax expense in its condensed consolidated statements of income. During the three- and nine-month periods ended August 2, 2014 and August 3, 2013, the Company had available APIC pool to absorb tax deficiencies recorded and as a result, these deficiencies did not affect its results of operations.

*Stock-Based Compensation Activity*

A summary of the activity under the Company’s stock option plans as of August 2, 2014 and changes during the three- and nine-month periods then ended is presented below:

<u>Activity during the Three Months Ended August 2, 2014</u>	Options Outstanding (in thousands)	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Term in Years	Aggregate Intrinsic Value
<b>Options outstanding at May 3, 2014</b>	16,324	\$36.42		
Options granted	27	\$52.60		
Options exercised	(1,157)	\$31.15		
Options forfeited	(41)	\$44.38		
Options expired	(7)	\$46.27		
<b>Options outstanding at August 2, 2014</b>	<u>15,146</u>	\$36.82	5.9	\$203,415
<b>Options exercisable at August 2, 2014</b>	<u>8,927</u>	\$31.11	4.1	\$168,707
<b>Options vested or expected to vest at August 2, 2014 (1)</b>	<u>14,637</u>	\$36.47	5.8	\$201,403

- (1) In addition to the vested options, the Company expects a portion of the unvested options to vest at some point in the future. The number of options expected to vest is calculated by applying an estimated forfeiture rate to the unvested options.

<u>Activity during the Nine Months Ended August 2, 2014</u>	Options Outstanding (in thousands)	Weighted-Average Exercise Price Per Share
<b>Options outstanding November 2, 2013</b>	18,992	\$33.56
Options granted	2,137	\$51.73
Options exercised	(5,702)	\$31.31
Options forfeited	(249)	\$41.46
Options expired	(32)	\$45.48
<b>Options outstanding at August 2, 2014</b>	<u>15,146</u>	\$36.82

During the three and nine months ended August 2, 2014, the total intrinsic value of options exercised (i.e., the difference between the market price at exercise and the price paid by the employee to exercise the options) was \$26.7 million and \$114.5 million, respectively, and the total amount of proceeds received by the Company from the exercise of these options was \$36.0 million and \$178.6 million, respectively.

During the three and nine months ended August 3, 2013, the total intrinsic value of options exercised (i.e., the difference between the market price at exercise and the price paid by the employee to exercise the options) was \$29.3 million and \$112.5 million, respectively, and the total amount of proceeds received by the Company from the exercise of these options was \$85.9 million and \$261.9 million, respectively.

A summary of the Company's restricted stock unit award activity as of August 2, 2014 and changes during the three- and nine-month periods then ended is presented below:

	Restricted Stock Units Outstanding (in thousands)	Weighted- Average Grant- Date Fair Value Per Share
<b>Activity during the Three Months Ended August 2, 2014</b>		
<b>Restricted stock units outstanding at May 3, 2014</b>	2,449	\$41.95
Units granted	730	\$48.25
Restrictions lapsed	(26)	\$33.98
Forfeited	(18)	\$40.92
<b>Restricted stock units outstanding at August 2, 2014</b>	<b>3,135</b>	<b>\$43.48</b>
<b>Activity during the Nine Months Ended August 2, 2014</b>		
<b>Restricted stock units outstanding at November 2, 2013</b>	2,493	\$37.62
Units granted	1,568	\$47.98
Restrictions lapsed	(844)	\$34.93
Forfeited	(82)	\$39.18
<b>Restricted stock units outstanding at August 2, 2014</b>	<b>3,135</b>	<b>\$43.48</b>

As of August 2, 2014, there was \$137.8 million of total unrecognized compensation cost related to unvested share-based awards comprised of stock options, and restricted stock units. That cost is expected to be recognized over a weighted-average period of 1.4 years. The total grant-date fair value of shares that vested during the three and nine months ended August 2, 2014 was approximately \$1.1 million and \$53.4 million, respectively. The total grant-date fair value of shares that vested during the three and nine months ended August 3, 2013 was approximately \$0.9 million and \$63.0 million, respectively.

#### Note 4 – Common Stock Repurchase

The Company's common stock repurchase program has been in place since August 2004. As of August 2, 2014, in the aggregate, the Board of Directors has authorized the Company to repurchase \$5.6 billion of the Company's common stock under the program. Under the program, the Company may repurchase outstanding shares of its common stock from time to time in the open market and through privately negotiated transactions. Unless terminated earlier by resolution of the Company's Board of Directors, the repurchase program will expire when the Company has repurchased all shares authorized under the program. As of August 2, 2014, the Company had repurchased a total of approximately 133.2 million shares of its common stock for approximately \$4.6 billion under this program. As of August 2, 2014, an additional \$934.2 million remains available for repurchase of shares under the current authorized program. The repurchased shares are held as authorized but unissued shares of common stock. The Company also, from time to time, repurchases shares in settlement of employee minimum tax withholding obligations due upon the vesting of restricted stock units, or in certain limited circumstances to satisfy the exercise price of options granted to the Company's employees under the Company's equity compensation plans. Any future common stock repurchases will be dependent upon several factors, including the Company's financial performance, outlook, liquidity and the amount of cash the Company has available in the United States.

**Note 5 – Accumulated Other Comprehensive Income (Loss)**

The following table provides the changes in accumulated other comprehensive income (loss), OCI, by component and the related tax effects during the first nine months of fiscal 2014.

	<b>Foreign currency translation adjustment</b>	<b>Unrealized holding gains on available for sale securities classified as short- term investments</b>	<b>Unrealized holding (losses) on available for sale securities classified as short- term investments</b>	<b>Unrealized holding Gains on Derivatives</b>	<b>Pension Plans</b>	<b>Total</b>
<b>November 2, 2013</b>	\$ 483	\$ 953	\$ (435)	\$ 9,097	\$ (90,644)	\$ (80,546)
Other comprehensive income before reclassifications	3,204	(429)	467	(946)	(212)	2,084
Amounts reclassified out of other comprehensive income	—	—	—	(2,211)	3,268	1,057
Tax effects	—	85	(72)	632	(493)	152
Other comprehensive income	3,204	(344)	395	(2,525)	2,563	3,293
<b>August 2, 2014</b>	<u>\$ 3,687</u>	<u>\$ 609</u>	<u>\$ (40)</u>	<u>\$ 6,572</u>	<u>\$ (88,081)</u>	<u>\$ (77,253)</u>

The amounts reclassified out of accumulated other comprehensive income into the consolidated condensed statement of income, with presentation location during each period were as follows:

Comprehensive Income Component	Three Months Ended	Nine Months Ended	Location
	August 2, 2014	August 2, 2014	
Unrealized holding (losses) gains on derivatives			
Currency forwards	\$ (271)	\$ (166)	Cost of sales
	(104)	(877)	Research and development
	(48)	(346)	Selling, marketing, general and administrative
Treasury rate lock	(274)	(822)	Interest, expense
	(697)	(2,211)	Total before tax
	152	444	Tax
	<u>\$ (545)</u>	<u>(1,767)</u>	Net of tax
Amortization of pension components			
Transition obligation	\$ 5	\$ 15	a
Prior service credit	(60)	(182)	a
Actuarial losses	1,135	3,435	a
	1,080	3,268	Total before tax
	(164)	(493)	Tax
	<u>\$ 916</u>	<u>\$ 2,775</u>	Net of tax
Total amounts reclassified out of accumulated other comprehensive income, net of tax			
	<u>\$ 371</u>	<u>\$ 1,008</u>	

a) The amortization of pension components is included in the computation of net periodic pension cost. For further information see Note 13, *Retirement Plans*, contained in Item 8 of the Annual Report on Form 10-K for the fiscal year ended November 2, 2013.

The Company estimates \$1.1 million of net derivative unrealized holding gains included in OCI will be reclassified into earnings within the next twelve months. There was no ineffectiveness in the three- and nine-month periods ended August 2, 2014 and August 3, 2013.

Unrealized gains and losses on available-for-sale securities classified as short-term investments at August 2, 2014 and November 2, 2013 are as follows:

	August 2, 2014	November 2, 2013
Unrealized gains on securities classified as short-term investments	\$ 710	\$ 1,137
Unrealized losses on securities classified as short-term investments	(46)	(511)
Net unrealized gains on securities classified as short-term investments	<u>\$ 664</u>	<u>\$ 626</u>

As of August 2, 2014, the Company held 116 investment securities, 33 of which were in an unrealized loss position with an aggregate fair value of \$1.7 billion. As of November 2, 2013, the Company held 137 investment securities, 31 of which were in an unrealized loss position with an aggregate fair value of \$972.2 million. These unrealized losses were primarily related to corporate obligations that earn lower interest rates than current market rates. None of these investments have been in a loss position for more than twelve months. As the Company does not intend to sell these investments and it is unlikely that the

Company will be required to sell the investments before recovery of their amortized basis, which will be at maturity, the Company does not consider those investments to be other-than-temporarily impaired at August 2, 2014 and November 2, 2013.

Realized gains or losses on investments are determined based on the specific identification basis and are recognized in nonoperating (income) expense. There were no material net realized gains or losses from the sales of available-for-sale investments during any of the fiscal periods presented.

#### Note 6 – Earnings Per Share

Basic earnings per share is computed based only on the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of common shares outstanding during the period, plus the dilutive effect of potential future issuances of common stock relating to stock option programs and other potentially dilutive securities using the treasury stock method. In calculating diluted earnings per share, the dilutive effect of stock options is computed using the average market price for the respective period. In addition, the assumed proceeds under the treasury stock method include the average unrecognized compensation expense of stock options that are in-the-money and restricted stock units. This results in the “assumed” buyback of additional shares, thereby reducing the dilutive impact of in-the-money stock options. Potential shares related to certain of the Company’s outstanding stock options were excluded because they were anti-dilutive. Those potential shares, determined based on the weighted average exercise prices during the respective periods, related to the Company’s outstanding stock options could be dilutive in the future.

The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended		Nine Months Ended	
	August 2, 2014	August 3, 2013	August 2, 2014	August 3, 2013
Net Income	\$ 180,606	\$ 176,239	\$ 520,625	\$ 471,933
Basic shares:				
Weighted-average shares outstanding	314,190	309,117	313,321	306,681
Earnings per share basic:	\$ 0.57	\$ 0.57	\$ 1.66	\$ 1.54
Diluted shares:				
Weighted-average shares outstanding	314,190	309,117	313,321	306,681
Assumed exercise of common stock equivalents	4,686	6,190	5,092	6,302
Weighted-average common and common equivalent shares	318,876	315,307	318,413	312,983
Earnings per share diluted:	\$ 0.57	\$ 0.56	\$ 1.64	\$ 1.51
Anti-dilutive shares related to:				
Outstanding stock options	2,230	2,495	2,484	4,680

#### Note 7 – Special Charges

The Company monitors global macroeconomic conditions on an ongoing basis and continues to assess opportunities for improved operational effectiveness and efficiency, as well as a better alignment of expenses with revenues. As a result of these assessments, the Company has undertaken various restructuring actions over the past several years. These actions are described below.

The following tables display the special charges taken for ongoing actions and a roll-forward from November 2, 2013 to August 2, 2014 of the employee separation and exit cost accruals established related to these actions.

Statements of Income	Reduction of Operating Costs		
	2014	2013	2012
Workforce reductions	\$ 2,685	\$ 29,848	\$ 7,966
Facility closure costs	—	—	186
Non-cash impairment charge	—	—	219
Other items	—	—	60
Total Charges	\$ 2,685	\$ 29,848	\$ 8,431

<u>Accrued Restructuring</u>	<u>Reduction of Operating Costs</u>
<b>Balance at November 2, 2013</b>	<b>\$ 19,955</b>
First quarter 2014 special charge	2,685
Severance payments	(4,171)
Effect of foreign currency on accrual	(4)
<b>Balance at February 1, 2014</b>	<b>\$ 18,465</b>
Severance payments	(6,469)
Effect of foreign currency on accrual	36
<b>Balance at May 3, 2014</b>	<b>\$ 12,032</b>
Severance payments	(3,016)
<b>Balance at August 2, 2014</b>	<b>\$ 9,016</b>

#### *Reduction of Operating Costs*

During fiscal 2012, the Company recorded special charges of approximately \$8.4 million. These special charges included: \$8.0 million for severance and fringe benefit costs in accordance with its ongoing benefit plan or statutory requirements at foreign locations for 95 manufacturing, engineering and selling, marketing, general and administrative (SMG&A) employees; \$0.2 million for lease obligation costs for facilities that the Company ceased using during the third quarter of fiscal 2012; \$0.1 million for contract termination costs; and \$0.2 million for the write-off of property, plant and equipment. The Company terminated the employment of all employees associated with these actions.

During fiscal 2013, the Company recorded special charges of approximately \$29.8 million for severance and fringe benefit costs in accordance with its ongoing benefit plan or statutory requirements at foreign locations for 235 engineering and SMG&A employees. As of August 2, 2014, the Company employed 11 of the 235 employees included in these cost reduction actions. These employees must continue to be employed by the Company until their employment is involuntarily terminated in order to receive the severance benefit.

During the first quarter of fiscal 2014, the Company recorded a special charge of approximately \$2.7 million for severance and fringe benefit costs in accordance with its ongoing benefit plan or statutory requirements at foreign locations for 30 engineering and SMG&A employees. The Company has terminated the employment of all employees associated with this cost-reduction action.

#### **Note 8 – Segment Information**

The Company operates and tracks its results in one reportable segment based upon the aggregation of five operating segments. The Company designs, develops, manufactures and markets a broad range of integrated circuits. The Chief Executive Officer has been identified as the Chief Operating Decision Maker. The Company has determined that all of the Company's operating segments share the following similar economic characteristics, and therefore meet the criteria established for operating segments to be aggregated into one reportable segment, namely:

- The primary source of revenue for each operating segment is the sale of integrated circuits.
- The integrated circuits sold by each of the Company's operating segments are manufactured using similar semiconductor manufacturing processes and raw materials in either the Company's own production facilities or by third-party wafer fabricators using proprietary processes.
- The Company sells its products to tens of thousands of customers worldwide. Many of these customers use products spanning all operating segments in a wide range of applications.
- The integrated circuits marketed by each of the Company's operating segments are sold globally through a direct sales force, third-party distributors, independent sales representatives and via our website to the same types of customers.

All of the Company's operating segments share a similar long-term financial model as they have similar economic characteristics. The causes for variation in operating and financial performance are the same among the Company's operating segments and include factors such as (i) life cycle and price and cost fluctuations, (ii) number of competitors, (iii) product differentiation and (iv) size of market opportunity. Additionally, each operating segment is subject to the overall cyclical nature of the semiconductor industry. Lastly, the number and composition of employees and the amounts and types of tools and materials required for production of products are similar for each operating segment.

### Revenue Trends by End Market

The following table summarizes revenue by end market. The categorization of revenue by end market is determined using a variety of data points including the technical characteristics of the product, the “sold to” customer information, the “ship to” customer information and the end customer product or application into which the Company’s product will be incorporated. As data systems for capturing and tracking this data evolve and improve, the categorization of products by end market can vary over time. When this occurs, the Company reclassifies revenue by end market for prior periods. Such reclassifications typically do not materially change the sizing of, or the underlying trends of results within, each end market. The results below in the consumer end market are reflective of the sale of the Company’s microphone product line in the fourth quarter of fiscal 2013.

	Three Months Ended				
	August 2, 2014			August 3, 2013	
	Revenue	% of Revenue	Y/Y%	Revenue	% of Revenue
Industrial	\$ 350,578	48%	12 %	\$ 312,970	46%
Automotive	130,052	18%	8 %	120,925	18%
Consumer	80,870	11%	(19)%	100,254	15%
Communications	166,252	23%	19 %	140,023	21%
<b>Total revenue</b>	<b>\$ 727,752</b>	<b>100%</b>	<b>8 %</b>	<b>\$ 674,172</b>	<b>100%</b>

	Nine Months Ended				
	August 2, 2014			August 3, 2013	
	Revenue	% of Revenue	Y/Y%	Revenue	% of Revenue
Industrial	\$ 965,422	47%	7 %	\$ 904,385	46%
Automotive	390,485	19%	11 %	351,939	18%
Consumer	233,130	11%	(24)%	308,762	16%
Communications	461,489	23%	18 %	390,470	20%
<b>Total revenue</b>	<b>\$ 2,050,526</b>	<b>100%</b>	<b>5 %</b>	<b>\$ 1,955,556</b>	<b>100%</b>

### Revenue Trends by Product Type

The following table summarizes revenue by product categories. The categorization of the Company’s products into broad categories is based on the characteristics of the individual products, the specification of the products and in some cases the specific uses that certain products have within applications. The categorization of products into categories is therefore subject to judgment in some cases and can vary over time. In instances where products move between product categories, the Company reclassifies the amounts in the product categories for all prior periods. Such reclassifications typically do not materially change the sizing of, or the underlying trends of results within, each product category. The results below in the other analog product category market are reflective of the sale of the Company’s microphone product line in the fourth quarter of fiscal 2013.

	Three Months Ended				
	August 2, 2014			August 3, 2013	
	Revenue	% of Revenue	Y/Y%	Revenue	% of Revenue*
Converters	\$ 327,538	45%	9%	\$ 300,484	45%
Amplifiers / Radio frequency	194,017	27%	9%	177,451	26%
Other analog	95,964	13%	4%	92,278	14%
Subtotal analog signal processing	617,519	85%	8%	570,213	85%
Power management & reference	45,913	6%	1%	45,611	7%
<b>Total analog products</b>	<b>\$ 663,432</b>	<b>91%</b>	<b>8%</b>	<b>\$ 615,824</b>	<b>91%</b>
Digital signal processing	64,320	9%	10%	58,348	9%
<b>Total revenue</b>	<b>\$ 727,752</b>	<b>100%</b>	<b>8%</b>	<b>\$ 674,172</b>	<b>100%</b>

\* The sum of the individual percentages does not equal the total due to rounding.



	Nine Months Ended				
	August 2, 2014			August 3, 2013	
	Revenue	% of Revenue*	Y/Y%	Revenue	% of Revenue*
Converters	\$ 936,004	46%	7 %	\$ 873,884	45%
Amplifiers / Radio frequency	545,018	27%	8 %	506,222	26%
Other analog	263,486	13%	(6)%	279,876	14%
Subtotal analog signal processing	1,744,508	85%	5 %	1,659,982	85%
Power management & reference	127,761	6%	(1)%	128,694	7%
<b>Total analog products</b>	<b>\$ 1,872,269</b>	<b>91%</b>	<b>5 %</b>	<b>\$ 1,788,676</b>	<b>91%</b>
Digital signal processing	178,257	9%	7 %	166,880	9%
<b>Total revenue</b>	<b>\$ 2,050,526</b>	<b>100%</b>	<b>5 %</b>	<b>\$ 1,955,556</b>	<b>100%</b>

\* The sum of the individual percentages does not equal the total due to rounding.

#### Revenue Trends by Geographic Region

Revenue by geographic region, based on the primary location of the Company's customers' design activity for its products, for the three- and nine-month periods ended August 2, 2014 and August 3, 2013 were as follows:

Region	Three Months Ended		Nine Months Ended	
	August 2, 2014	August 3, 2013	August 2, 2014	August 3, 2013
United States	\$ 200,590	\$ 202,687	\$ 576,496	\$ 613,139
Rest of North and South America	25,959	25,063	70,826	76,769
Europe	244,148	217,608	677,134	622,977
Japan	79,063	77,790	224,745	214,352
China	113,933	93,305	324,000	262,044
Rest of Asia	64,059	57,719	177,325	166,275
<b>Total revenue</b>	<b>\$ 727,752</b>	<b>\$ 674,172</b>	<b>\$ 2,050,526</b>	<b>\$ 1,955,556</b>

In the three- and nine-month periods ended August 2, 2014 and August 3, 2013, the predominant country comprising "Rest of North and South America" is Canada; the predominant countries comprising "Europe" are Germany, Sweden, France and the United Kingdom; and the predominant countries comprising "Rest of Asia" are South Korea and Taiwan.

#### Note 9 – Fair Value

The Company defines fair value as the price that would be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

*Level 1* — Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

*Level 2* — Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the asset or liability.

*Level 3* — Level 3 inputs are unobservable inputs for the asset or liability in which there is little, if any, market activity for the asset or liability at the measurement date.

The tables below set forth by level the Company's financial assets and liabilities, excluding accrued interest components, that are accounted for at fair value on a recurring basis as of August 2, 2014 and November 2, 2013. The tables exclude cash on hand and assets and liabilities that are measured at historical cost or any basis other than fair value. As of August 2, 2014 and November 2, 2013, the Company held \$157.1 million and \$45.6 million, respectively, of cash and held-to-maturity investments that were excluded from the tables below.

August 2, 2014

	Fair Value measurement at Reporting Date using:			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	
<b>Assets</b>				
<b>Cash equivalents:</b>				
Available-for-sale:				
Institutional money market funds	\$ 505,052	\$ —	\$ —	\$ 505,052
Corporate obligations (1)	—	1,923,333	—	1,923,333
<b>Short - term investments:</b>				
Available-for-sale:				
Securities with one year or less to maturity:				
Corporate obligations (1)	—	2,049,403	—	2,049,403
Floating rate notes, issued at par	—	245,359	—	245,359
Securities with greater than one year to maturity:				
Corporate obligations (1)	—	12,009	—	12,009
Floating rate notes, issued at par	—	40,047	—	40,047
<b>Other assets:</b>				
Deferred compensation investments	20,645	—	—	20,645
<b>Total assets measured at fair value</b>	<u>\$ 525,697</u>	<u>\$ 4,270,151</u>	<u>\$ —</u>	<u>\$ 4,795,848</u>
<b>Liabilities</b>				
Forward foreign currency exchange contracts (2)	—	1,434	—	1,434
Contingent consideration	\$ —	\$ —	\$ 2,875	\$ 2,875
<b>Total liabilities measured at fair value</b>	<u>\$ —</u>	<u>\$ 1,434</u>	<u>\$ 2,875</u>	<u>\$ 4,309</u>

- (1) The amortized cost of the Company's investments classified as available-for-sale as of August 2, 2014 was \$3.6 billion.
- (2) The Company has a master netting arrangement by counterparty with respect to derivative contracts. See Note 10, *Derivatives*, for more information related to the Company's master netting arrangements.

November 2, 2013

	Fair Value measurement at Reporting Date using:			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	
<b>Assets</b>				
<b>Cash equivalents:</b>				
Available-for-sale:				
Institutional money market funds	\$ 186,896	\$ —	\$ —	\$ 186,896
Corporate obligations (1)	—	159,556	—	159,556
<b>Short - term investments:</b>				
Available-for-sale:				
Securities with one year or less to maturity:				
Corporate obligations (1)	—	3,764,213	—	3,764,213
Floating rate notes, issued at par	—	207,521	—	207,521
Floating rate notes (1)	—	113,886	—	113,886
Securities with greater than one year to maturity:				
Floating rate notes, issued at par	—	205,203	—	205,203
<b>Other assets:</b>				
Forward foreign currency exchange contracts (2)	—	2,267	—	2,267
Deferred compensation investments	17,431	—	—	17,431
<b>Total assets measured at fair value</b>	<b>\$ 204,327</b>	<b>\$ 4,452,646</b>	<b>\$ —</b>	<b>\$ 4,656,973</b>
<b>Liabilities</b>				
Contingent consideration	—	—	6,479	6,479
<b>Total liabilities measured at fair value</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 6,479</b>	<b>\$ 6,479</b>

(1) The amortized cost of the Company's investments classified as available-for-sale as of November 2, 2013 was \$3.8 billion.

(2) The Company has a master netting arrangement by counterparty with respect to derivative contracts. See Note 10, *Derivatives*, for more information related to the Company's master netting arrangements.

The following methods and assumptions were used by the Company in estimating its fair value disclosures for financial instruments:

**Cash equivalents and short-term investments** — These investments are adjusted to fair value based on quoted market prices or are determined using a yield curve model based on current market rates.

**Deferred compensation plan investments** — The fair value of these mutual fund, money market fund and equity investments are based on quoted market prices.

**Forward foreign currency exchange contracts** — The estimated fair value of forward foreign currency exchange contracts, which includes derivatives that are accounted for as cash flow hedges and those that are not designated as cash flow hedges, is based on the estimated amount the Company would receive if it sold these agreements at the reporting date taking into consideration current interest rates as well as the creditworthiness of the counterparty for assets and the Company's creditworthiness for liabilities.

**Contingent consideration** — The fair value of the contingent consideration was estimated utilizing the income approach and is based upon significant inputs not observable in the market. The income approach is based on two steps. The first step involves a projection of the cash flows that is based on the Company's estimates of the timing and probability of achieving the defined milestones. The second step involves converting the cash flows into a present value equivalent through discounting. The discount rate reflects the Baa costs of debt plus the relevant risk associated with the asset and the time value of money.

The fair value measurement of the contingent consideration encompasses the following significant unobservable inputs:

<b>Unobservable Inputs</b>	<b>Range</b>
Estimated contingent consideration payments	\$3,000
Discount rate	7% - 10%
Timing of cash flows	1 - 14 months
Probability of achievement	100%

Changes in the fair value of the contingent consideration subsequent to the acquisition date that are primarily driven by assumptions pertaining to the achievement of the defined milestones will be recognized in operating income in the period of the estimated fair value change. Significant increases or decreases in any of the inputs in isolation may result in a fluctuation in the fair value measurement.

The following table summarizes the change in the fair value of the contingent consideration measured using significant unobservable inputs (Level 3) for the nine months ended August 2, 2014:

	<b>Contingent Consideration</b>
<b>Balance as of November 2, 2013</b>	\$ 6,479
Payment made (1)	(4,000)
Fair value adjustment (2)	396
<b>Balance as of August 2, 2014</b>	<b>\$ 2,875</b>

- (1) The payment is reflected in the Company's condensed consolidated statements of cash flows as cash used in financing activities related to the liability recognized at fair value as of the acquisition date and as cash provided by operating activities related to the fair value adjustments previously recognized in earnings.
- (2) Recorded in research and development expense in the Company's condensed consolidated statements of income.

#### *Financial Instruments Not Recorded at Fair Value on a Recurring Basis*

On April 4, 2011, the Company issued \$375.0 million aggregate principal amount of 3.0% senior unsecured notes due April 15, 2016 (the 2016 Notes) with semi-annual fixed interest payments due on April 15 and October 15 of each year, commencing October 15, 2011. Based on quotes received from third-party banks, the fair value of the 2016 Notes as of August 2, 2014 and November 2, 2013 was \$388.1 million and \$392.8 million, respectively, and is classified as a Level 1 measurement according to the fair value hierarchy.

On June 3, 2013, the Company issued \$500.0 million aggregate principal amount of 2.875% senior unsecured notes due June 1, 2023 (the 2023 Notes) with semi-annual fixed interest payments due on June 1 and December 1 of each year, commencing December 1, 2013. Based on quotes received from third-party banks, the fair value of the 2023 Notes as of August 2, 2014 and November 2, 2013 was \$479.9 million and \$466.0 million, respectively, and is classified as a Level 1 measurement according to the fair value hierarchy.

On July 22, 2014, the Company entered into a 90-day term loan facility in an aggregate principal amount of \$2 billion with Credit Suisse AG, as Administrative Agent, and each lender from time to time party thereto (the Term Loan Agreement) to finance the Acquisition. Payments of the principal amounts of revolving loans under the Term Loan Agreement are due no later than October 20, 2014. As of August 2, 2014 the \$2.0 billion carrying value of the loan approximates the fair value of the loan due to its short term nature. It is classified as a Level 2 measurement according to the fair value hierarchy.

#### **Note 10 – Derivatives**

*Foreign Exchange Exposure Management* — The Company enters into forward foreign currency exchange contracts to offset certain operational and balance sheet exposures from the impact of changes in foreign currency exchange rates. Such exposures result from the portion of the Company's operations, assets and liabilities that are denominated in currencies other than the U.S. dollar, primarily the Euro; other significant exposures include the Philippine Peso, the Japanese Yen and the British Pound. These foreign currency exchange contracts are entered into to support transactions made in the normal course of business, and accordingly, are not speculative in nature. The contracts are for periods consistent with the terms of the underlying transactions, generally one year or less. Hedges related to anticipated transactions are designated and documented at the inception of the respective hedges as cash flow hedges and are evaluated for effectiveness monthly. Derivative instruments are employed to eliminate or minimize certain foreign currency exposures that can be confidently identified and quantified. As

the terms of the contract and the underlying transaction are matched at inception, forward contract effectiveness is calculated by comparing the change in fair value of the contract to the change in the forward value of the anticipated transaction, with the effective portion of the gain or loss on the derivative reported as a component of accumulated OCI in shareholders' equity and reclassified into earnings in the same period during which the hedged transaction affects earnings. Any residual change in fair value of the instruments, or ineffectiveness, is recognized immediately in other (income) expense. Additionally, the Company enters into forward foreign currency contracts that economically hedge the gains and losses generated by the re-measurement of certain recorded assets and liabilities in a non-functional currency. Changes in the fair value of these undesignated hedges are recognized in other (income) expense immediately as an offset to the changes in the fair value of the asset or liability being hedged. As of August 2, 2014 and November 2, 2013, the total notional amount of these undesignated hedges was \$41.9 million and \$33.4 million, respectively. The fair value of these undesignated hedges in the Company's condensed consolidated balance sheets as of August 2, 2014 and November 2, 2013 was immaterial.

*Interest Rate Exposure Management* — The Company's current and future debt may be subject to interest rate risk. The Company utilizes interest rate derivatives to alter interest rate exposure in an attempt to reduce the effects of these changes. On April 24, 2013, the Company entered into a treasury rate lock agreement with Bank of America. This agreement allowed the Company to lock a 10-year US Treasury rate of 1.7845% through June 14, 2013 for its anticipated issuance of the 2023 Notes. The Company designated this agreement as a cash flow hedge. On June 3, 2013, the Company terminated the treasury rate lock simultaneously with the issuance of the 2023 Notes which resulted in a gain of approximately \$11.0 million. This gain is being amortized into interest expense over the 10-year term of the 2023 Notes. See Note 5, *Accumulated Other Comprehensive Income (Loss)*, for more information relating to the amortization of the treasury rate lock into interest expense.

On June 30, 2009, the Company entered into interest rate swap transactions related to its outstanding \$375 million aggregate principal amount of 5.0% senior unsecured notes due July 1, 2014 (the 2014 Notes) where the Company swapped the notional amount of its \$375.0 million of fixed rate debt at 5.0% into floating interest rate debt through July 1, 2014. The Company designated these swaps as fair value hedges. The fair value of the swaps at inception was zero and subsequent changes in the fair value of the interest rate swaps were reflected in the carrying value of the interest rate swaps on the balance sheet. The carrying value of the debt on the balance sheet was adjusted by an equal and offsetting amount. The amounts earned and owed under the swap agreements were accrued each period and were reported in interest expense. There was no ineffectiveness recognized in any of the periods presented. In the second quarter of fiscal 2012, the Company terminated the interest rate swap agreement. The Company received \$19.8 million in cash proceeds from the swap termination, which included \$1.3 million in accrued interest. As a result of the termination, the carrying value of the 2014 Notes was adjusted for the change in the fair value of the interest component of the debt up to the date of the termination of the swap in an amount equal to the fair value of the swap, and was amortized into earnings as a reduction of interest expense over the remaining life of the debt. During the third quarter of fiscal 2013, in conjunction with the redemption of the 2014 Notes, the Company recognized the remaining \$8.6 million in unamortized proceeds received from the termination of the interest rate swap as other, net expense.

The market risk associated with the Company's derivative instruments results from currency exchange rate or interest rate movements that are expected to offset the market risk of the underlying transactions, assets and liabilities being hedged. The counterparties to the agreements relating to the Company's derivative instruments consist of a number of major international financial institutions with high credit ratings. Based on the credit ratings of the Company's counterparties as of August 2, 2014, nonperformance is not perceived to be a significant risk. Furthermore, none of the Company's derivatives are subject to collateral or other security arrangements and none contain provisions that are dependent on the Company's credit ratings from any credit rating agency. While the contract or notional amounts of derivative financial instruments provide one measure of the volume of these transactions, they do not represent the amount of the Company's exposure to credit risk. The amounts potentially subject to credit risk (arising from the possible inability of counterparties to meet the terms of their contracts) are generally limited to the amounts, if any, by which the counterparties' obligations under the contracts exceed the obligations of the Company to the counterparties. As a result of the above considerations, the Company does not consider the risk of counterparty default to be significant.

The Company records the fair value of its derivative financial instruments in its condensed consolidated financial statements in other current assets, other assets or accrued liabilities, depending on their net position, regardless of the purpose or intent for holding the derivative contract. Changes in the fair value of the derivative financial instruments are either recognized periodically in earnings or in shareholders' equity as a component of OCI. Changes in the fair value of cash flow hedges are recorded in OCI and reclassified into earnings when the underlying contract matures. Changes in the fair values of derivatives not qualifying for hedge accounting or the ineffective portion of designated hedges are reported in earnings as they occur.

The total notional amounts of forward foreign currency derivative instruments designated as hedging instruments of cash flow hedges denominated in Euros, British Pounds, Philippine Pesos and Japanese Yen as of August 2, 2014 and November 2, 2013 was \$184.4 million and \$196.9 million, respectively. The fair values of forward foreign currency derivative instruments

designated as hedging instruments in the Company's condensed consolidated balance sheets as of August 2, 2014 and November 2, 2013 were as follows:

	Balance Sheet Location	Fair Value At	
		August 2, 2014	November 2, 2013
Forward foreign currency exchange contracts	Prepaid expenses and other current assets	\$ —	\$ 2,377
	Accrued liabilities	\$ 1,261	\$ —

For information on the unrealized holding gains (losses) on derivatives included in and reclassified out of accumulated other comprehensive income into the condensed consolidated statement of income related to forward foreign currency exchange contracts, see Note 5, *Accumulated Other Comprehensive Income (Loss)*.

All of the Company's derivative financial instruments are subject to master netting arrangements that allow the Company and its counterparties to net settle amounts owed to each other. Derivative assets and liabilities that can be net settled under these arrangements have been presented in the Company's consolidated balance sheet on a net basis. As of August 2, 2014 and November 2, 2013, none of the master netting arrangements involved collateral. The following table presents the gross amounts of the Company's derivative assets and liabilities and the net amounts recorded in our consolidated balance sheet:

	August 2, 2014	November 2, 2013
Gross amount of recognized (liabilities) assets	(2,427)	\$ 4,217
Gross amounts recognized assets (liabilities) offset in the consolidated balance sheet	1,083	(1,950)
Net amount presented in the consolidated balance sheet (liabilities) assets	\$ (1,344)	\$ 2,267

## Note 11 – Goodwill and Intangible Assets

### Goodwill

The Company evaluates goodwill for impairment annually, as well as whenever events or changes in circumstances suggest that the carrying value of goodwill may not be recoverable. The Company tests goodwill for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis on the first day of the fourth quarter (on or about August 3) or more frequently if indicators of impairment exist. For the Company's latest annual impairment assessment that occurred on August 4, 2013, the Company identified its reporting units to be its five operating segments. The performance of the test involves a two-step process. The first step of the impairment test involves comparing the fair values of the applicable reporting units with their aggregate carrying values, including goodwill. The Company determines the fair value of its reporting units using the income approach methodology of valuation that includes the discounted cash flow method, as well as other generally accepted valuation methodologies. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, the Company performs the second step of the goodwill impairment test to determine the amount of impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of the affected reporting unit's goodwill with the carrying value of that goodwill. No impairment of goodwill resulted in any of the fiscal periods presented. The following table presents the changes in goodwill during the first nine months of fiscal 2014:

	Nine Months Ended	
	August 2, 2014	
<b>Balance as of November 2, 2013</b>	\$	284,112
Acquisition of Hittite (Note 16)		1,344,851
Foreign currency translation adjustment		2,927
<b>Balance as of August 2, 2014</b>	\$	1,631,890

### Intangible Assets

The Company reviews finite-lived intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value of assets may not be recoverable. Recoverability of these assets is measured by comparison of their carrying value to future undiscounted cash flows the assets are expected to generate over their remaining economic lives. If such assets are considered to be impaired, the impairment to be recognized in earnings equals the amount by which the carrying value of the assets exceeds their fair value determined by either a quoted market price, if any, or a value determined by utilizing

a discounted cash flow technique. As of August 2, 2014 and November 2, 2013, the Company's finite-lived intangible assets consisted of the following which related to the acquisitions of Hittite and Multigig, Inc. (See Note 16, *Acquisitions*):

	August 2, 2014		November 2, 2013	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer relationships	\$ 628,500	\$ 605	\$ —	\$ —
Technology-based	16,200	691	1,100	348
Backlog	24,500	772	—	—
Total	\$ 669,200	\$ 2,068	\$ 1,100	\$ 348

For the three- and nine-month periods ended August 2, 2014, amortization expense related to finite-lived intangible assets was \$1.6 million and \$1.7 million, respectively. Amortization expense related to finite-lived intangible assets for each of the three- and nine-month periods ended August 3, 2013 was \$0.1 million and \$0.2 million, respectively. The remaining amortization expense will be recognized over an estimated weighted average life of approximately 14.0 years.

The Company expects annual amortization expense for intangible assets to be:

Fiscal Year	Amortization Expense
Remainder of fiscal 2014	\$12,779
2015	\$77,619
2016	\$80,237
2017	\$76,974
2018	\$70,421

Indefinite-lived intangible assets are tested for impairment on an annual basis on the first day of the fourth quarter (on or about August 3) or more frequently if indicators of impairment exist. No impairment of intangible assets resulted from the impairment tests in any of the fiscal periods presented.

Intangible assets, excluding in-process research and development (IPR&D), are amortized on a straight-line basis over their estimated useful lives or on an accelerated method of amortization that is expected to reflect the estimated pattern of economic use. IPR&D assets are considered indefinite-lived intangible assets until completion or abandonment of the associated research and development efforts. Upon completion of the projects, the IPR&D assets will be amortized over their estimated useful lives.

Indefinite-lived intangible assets consisted of \$28.7 million and \$27.8 million of IPR&D as of August 2, 2014 and November 2, 2013, respectively.

#### Note 12 – Pension Plans

The Company has various defined benefit pension and other retirement plans for certain non-U.S. employees that are consistent with local statutory requirements and practices. The Company's funding policy for its foreign defined benefit pension plans is consistent with the local requirements of each country. The plans' assets consist primarily of U.S. and non-U.S. equity securities, bonds, property and cash.

Net periodic pension cost of non-U.S. plans is presented in the following table:

	Three Months Ended		Nine Months Ended	
	August 2, 2014	August 3, 2013	August 2, 2014	August 3, 2013
Service cost	\$ 3,423	\$ 2,796	\$ 10,257	\$ 8,472
Interest cost	3,553	3,100	10,660	9,351
Expected return on plan assets	(3,446)	(2,911)	(10,325)	(8,787)
Amortization of initial net obligation	5	5	15	15
Amortization of prior service cost	(61)	(59)	(183)	(175)
Amortization of net loss	1,149	744	3,451	2,235
Net periodic pension cost	\$ 4,623	\$ 3,675	\$ 13,875	\$ 11,111

Pension contributions of \$4.4 million and \$13.2 million were made by the Company during the three and nine months ended August 2, 2014, respectively. The Company presently anticipates contributing an additional \$4.3 million to fund its defined benefit pension plans in fiscal year 2014 for a total of \$17.5 million.

### **Note 13 – Revolving Credit Facility**

As of August 2, 2014, the Company had \$4.9 billion of cash and cash equivalents and short-term investments, of which \$1.1 billion was held in the United States. The balance of the Company's cash and cash equivalents and short-term investments was held outside the United States in various foreign subsidiaries. As the Company intends to reinvest its foreign earnings indefinitely, this cash is not available to meet the Company's cash requirements in the United States, including cash dividends and common stock repurchases. During December 2012, the Company terminated its five-year, \$165.0 million unsecured revolving credit facility with certain institutional lenders entered into in May 2008. On December 19, 2012, the Company entered into a five-year, \$500.0 million senior unsecured revolving credit facility with certain institutional lenders (the Credit Agreement). In June 2014, the Company amended this credit facility to temporarily increase the amount of allowed subsidiary indebtedness related to the financing of the Acquisition. To date, the Company has not borrowed under this credit facility but the Company may borrow in the future and use the proceeds for repayment of existing indebtedness, stock repurchases, acquisitions, capital expenditures, working capital and other lawful corporate purposes. Revolving loans under the Credit Agreement (other than swing line loans) bear interest, at the Company's option, at either a rate equal to (a) the Eurodollar Rate (as defined in the Credit Agreement) plus a margin based on the Company's debt rating or (b) the Base Rate (defined as the highest of (i) the Bank of America prime rate, (ii) the Federal Funds Rate (as defined in the Credit Agreement) plus .50% and (iii) one month Eurodollar Rate plus 1.00%) plus a margin based on the Company's debt rating. The terms of the facility impose restrictions on the Company's ability to undertake certain transactions, to create certain liens on assets and to incur certain subsidiary indebtedness. In addition, the Credit Agreement contains a consolidated leverage ratio covenant of total consolidated funded debt to consolidated earnings before interest, taxes, depreciation, and amortization (EBITDA) of not greater than 3.0 to 1.0. As of August 2, 2014, the Company was compliant with these covenants.

### **Note 14 – Debt**

On June 30, 2009, the Company issued \$375.0 million aggregate principal amount of 5.0% senior unsecured notes due July 1, 2014 (the 2014 Notes) with semi-annual fixed interest payments due on January 1 and July 1 of each year, commencing January 1, 2010. The sale of the 2014 Notes was made pursuant to the terms of an underwriting agreement, dated June 25, 2009, between the Company and Credit Suisse Securities (USA) LLC, as representative of the several underwriters named therein. The net proceeds of the offering were \$370.4 million, after issuing at a discount and deducting expenses, underwriting discounts and commissions, which were amortized over the term of the 2014 Notes.

On June 30, 2009, the Company entered into interest rate swap transactions related to its outstanding 2014 Notes where the Company swapped the notional amount of its \$375.0 million of fixed rate debt at 5.0% into floating interest rate debt through July 1, 2014. The Company designated these swaps as fair value hedges. The changes in the fair value of the interest rate swaps were reflected in the carrying value of the interest rate swaps in other assets on the balance sheet. The carrying value of the debt on the balance sheet was adjusted by an equal and offsetting amount. In fiscal 2012, the Company terminated the interest rate swap agreement. The Company received \$19.8 million in cash proceeds from the swap termination, which included \$1.3 million in accrued interest. The proceeds, net of interest received, are disclosed in cash flows from financing activities in the Company's condensed consolidated statements of cash flows. As a result of the termination, the carrying value of the 2014 Notes was adjusted for the change in the fair value of the interest component of the debt up to the date of the termination of the swap in an amount equal to the fair value of the swap, and was amortized into earnings as a reduction of interest expense over the remaining life of the debt. During the third quarter of fiscal 2013, in conjunction with the redemption of the 2014 Notes, the Company recognized the remaining \$8.6 million unamortized proceeds received from the termination of the interest rate swap as other, net expense, within non-operating (income) expense.

During the third quarter of fiscal 2013, the Company redeemed its outstanding 2014 Notes. The redemption price was 104.744% of the principal amount of the 2014 Notes. The Company applied the provisions of Accounting Standards Codification (ASC) Subtopic 470-50, *Modifications and Extinguishments* (ASC 470-50) in order to determine if the terms of the debt were substantially different and, as a result, whether to apply modification or extinguishment accounting. The Company concluded that the debt transaction qualified as a debt extinguishment and, as a result, recognized a net loss on debt extinguishment of approximately \$10.2 million recorded in other, net expense within non-operating (income) expense. This loss was comprised of the make-whole premium of \$17.8 million paid to bondholders on the 2014 Notes in accordance with the terms of the notes, the recognition of the remaining \$8.6 million of unamortized proceeds received from the termination of the interest rate swap associated with the debt, and the write off of approximately \$1.0 million of debt issuance and discount costs that remained to be amortized. The write off of the remaining unamortized portion of debt issuance costs, discount and swap



proceeds were reflected in the Company's condensed consolidated statements of cash flows within operating activities, and the make-whole premium is reflected within financing activities.

On December 22, 2010, Analog Devices Holdings B.V., a wholly owned subsidiary of the Company, entered into a credit agreement with Bank of America, N.A., London Branch as administrative agent. The borrower's obligations were guaranteed by the Company. The credit agreement provided for a term loan facility of \$145.0 million, which was set to mature on December 22, 2013. During the first quarter of fiscal 2013, the Company repaid the remaining outstanding principal balance on the loan of \$60.1 million and the credit agreement was terminated. The terms of the agreement provided for a three year principal amortization schedule with \$3.6 million payable quarterly every March, June, September and December with the balance payable upon the maturity date. During fiscal 2011 and fiscal 2012, the Company made additional principal payments of \$17.5 million and \$42.0 million, respectively. The loan bore interest at a fluctuating rate for each period equal to the LIBOR rate corresponding with the tenor of the interest period plus a spread of 1.25%. The terms of this facility included limitations on subsidiary indebtedness and on liens against the assets of the Company and its subsidiaries, and also included financial covenants that required the Company to maintain a minimum interest coverage ratio and not exceed a maximum leverage ratio.

On April 4, 2011, the Company issued \$375.0 million aggregate principal amount of 3.0% senior unsecured notes due April 15, 2016 (the 2016 Notes) with semi-annual fixed interest payments due on April 15 and October 15 of each year, commencing October 15, 2011. The sale of the 2016 Notes was made pursuant to the terms of an underwriting agreement, dated March 30, 2011, between the Company and Credit Suisse Securities (USA) LLC and Merrill Lynch, Pierce, Fenner and Smith Incorporated, as representative of the several underwriters named therein. The net proceeds of the offering were \$370.5 million, after issuing at a discount and deducting expenses, underwriting discounts and commissions, which will be amortized over the term of the 2016 Notes. The indenture governing the 2016 Notes contains covenants that may limit the Company's ability to: incur, create, assume or guarantee any debt for borrowed money secured by a lien upon a principal property; enter into sale and lease-back transactions with respect to a principal property; and consolidate with or merge into, or transfer or lease all or substantially all of its assets to, any other party. As of August 2, 2014, the Company was compliant with these covenants. The 2016 Notes are subordinated to any future secured debt and to the other liabilities of the Company's subsidiaries.

On June 3, 2013, the Company issued \$500.0 million aggregate principal amount of 2.875% senior unsecured notes due June 1, 2023 (the 2023 Notes) with semi-annual fixed interest payments due on June 1 and December 1 of each year, commencing December 1, 2013. Prior to issuing the 2023 Notes, on April 24, 2013, the Company entered into a treasury rate lock agreement with Bank of America. This agreement allowed the Company to lock a 10-year US Treasury rate of 1.7845% through June 14, 2013 for its anticipated issuance of the 2023 Notes. Upon issuing the 2023 Notes, the Company simultaneously terminated the treasury rate lock agreement resulting in a gain of approximately \$11.0 million. This gain will be amortized into interest expense over the 10-year term of the 2023 Notes. The sale of the 2023 Notes was made pursuant to the terms of an underwriting agreement, dated as of May 22, 2013, among the Company and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Credit Suisse Securities (USA) LLC, as the representatives of the several underwriters named therein. The net proceeds of the offering were \$493.9 million, after discount and issuance costs. Debt discount and issuance costs will be amortized through interest expense over the term of the 2023 Notes. The indenture governing the 2023 Notes contains covenants that may limit the Company's ability to: incur, create, assume or guarantee any debt for borrowed money secured by a lien upon a principal property; enter into sale and lease-back transactions with respect to a principal property; and consolidate with or merge into, or transfer or lease all or substantially all of its assets to, any other party. As of August 2, 2014, the Company was compliant with these covenants. The notes are subordinated to any future secured debt and to the other liabilities of the Company's subsidiaries.

On July 22, 2014, the Company entered into a 90-day term loan facility in an aggregate principal amount of \$2.0 billion with Credit Suisse AG, as Administrative Agent, and each lender from time to time party thereto (the Term Loan Agreement) to finance the Acquisition. Loans under the Term Loan Agreement bear interest at the Eurodollar Rate (as defined in the Term Loan Agreement) plus 1.00% (1.16% as of August 2, 2014). Payments of the principal amounts of revolving loans under the Term Loan Agreement are due no later than October 20, 2014 and will not require interim amortization. The Company may prepay loans under the Term Loan Agreement in whole or in part at any time, without premium or penalty, subject to reimbursement of certain costs in the case of borrowings that bear interest at the Eurodollar Rate. Expenses incurred related to the debt are being amortized over the 90-day term. The Term Loan Agreement contains customary representations and warranties and affirmative and negative covenants, including, among others, limitations on liens, indebtedness of subsidiaries, mergers and other fundamental changes, sales and other dispositions of property or assets and transactions with affiliates. The Term Loan Agreement contains a consolidated leverage ratio covenant of total consolidated funded debt to consolidated EBITDA (earnings before interest, taxes, depreciation, and amortization) of not greater than 3.0 to 1.0. As of August 2, 2014, the Company was compliant with these covenants.

The Company's principal payments related to its debt obligations are due as follows: \$2.0 billion in fiscal 2014, \$375.0 million in fiscal 2016 and \$500.0 million in fiscal 2023.

#### Note 15 – Inventories

Inventories are valued at the lower of cost (first-in, first-out method) or market. The valuation of inventory requires the Company to estimate obsolete or excess inventory as well as inventory that is not of sellable quality. The Company employs a variety of methodologies to determine the net realizable value of its inventory. While a portion of the calculation to record inventory at its net realizable value is based on the age of the inventory and lower of cost or market calculations, a key factor in estimating obsolete or excess inventory requires the Company to estimate the future demand for its products. If actual demand is less than the Company's estimates, impairment charges, which are recorded to cost of sales, may need to be recorded in future periods. Inventory in excess of sellable amounts is not valued, and the remaining inventory is valued at the lower of cost or market. In connection with the Acquisition the Company acquired approximately \$6.1 million of raw materials which has been classified as non-current and is presented within the consolidated balance sheet as other assets as the Company does not expect this inventory to be sold within one year. This inventory was purchased as part of a planned transition from a principal foundry supplier. The larger than normal purchase was made to maintain an adequate supply of the raw material for customers, which has a natural life of five to ten years.

Inventories at August 2, 2014 and November 2, 2013 were as follows:

	August 2, 2014	November 2, 2013
Raw materials	\$ 47,139	\$ 19,641
Work in process	244,583	175,155
Finished goods	123,376	88,541
Total inventories	<u>\$ 415,098</u>	<u>\$ 283,337</u>
Non-current inventories	<u>\$ 6,053</u>	<u>\$ —</u>

#### Note 16 – Acquisitions

##### *Hittite Microwave Corporation*

On July 22, 2014, the Company completed its acquisition of Hittite Microwave Corporation (Hittite), a company that designs and develops high performance integrated circuits, modules, subsystems and instrumentation for radio frequency, microwave and millimeterwave applications. The total consideration paid to acquire Hittite was approximately \$2.4 billion, financed through a combination of existing cash on hand and a 90-day term loan facility of \$2.0 billion. The acquisition of Hittite is referred to as the Acquisition. The Acquisition is expected to expand the Company's technology position in high performance signal processing solutions and drive growth in key markets. The Company completed the Acquisition through a cash tender offer (the Offer) by BBAC Corp., a wholly-owned subsidiary of the Company, for all of the outstanding shares of common stock, par value \$0.01 per share, of Hittite at a purchase price of \$78.00 per share, net to the seller in cash, without interest, less any applicable withholding taxes. After completion of the Offer, BBAC Corp. merged with and into Hittite, with Hittite continuing as the surviving corporation and a wholly-owned subsidiary of the Company. The results of operations of Hittite from July 22, 2014 (the Acquisition Date) are included in the Company's condensed consolidated statements of income for the three and nine months ended August 2, 2014. Given the proximity of the Acquisition Date to August 2, 2014, the amount of revenue and earnings attributable to Hittite included in the Company's unaudited condensed consolidated statements of income was immaterial.

The Acquisition-date fair value of the consideration transferred in the Acquisition consisted of the following:

(in thousands)		
Cash consideration	\$	2,424,446
Fair value of replacement share-based awards		8,851
Total estimated purchase price	<u>\$</u>	<u>2,433,297</u>

*Hittite Replacement Awards* — In connection with the Acquisition, the Company issued equity awards to certain Hittite employees in replacement of Hittite equity awards that were canceled at closing. The replacement awards consisted of approximately 0.7 million restricted stock units with a weighted average grant date fair value of \$48.20. The grant-date fair value of the restricted stock units represents the value of the Company's common stock on the date of grant, reduced by the

present value of dividends expected to be paid on the Company's common stock prior to vesting. The terms and the intrinsic value of these awards were substantially the same as the canceled Hittite awards. The \$8.9 million noted in the table above, represents the portion of the fair value of the replacement awards associated with services rendered through the Acquisition Date and have been included as a component of the total estimated purchase price.

The preliminary fair values of assets acquired and liabilities assumed as of the Acquisition Date is set forth in the table below. The excess of the purchase price over the aggregate fair value of identifiable net assets acquired was recorded as goodwill. None of the goodwill is expected to be deductible for tax purposes. These preliminary fair values were determined through established and generally accepted valuation techniques and are subject to change during the measurement period as valuations are finalized. As a result, the Acquisition accounting is not complete and additional information that existed at the Acquisition Date may become known to the Company during the remainder of the measurement period. As of the filing date of this Quarterly Report on Form 10-Q, the Company is still in the process of valuing the assets acquired of Hittite's business, including inventory, fixed assets, deferred taxes, intangible assets, and liabilities, including deferred revenue.

(in thousands)	
Cash and cash equivalents	\$ 480,742
Marketable securities	28,008
Accounts receivable (a)	36,991
Inventories	115,801
Prepaid expenses and other assets	9,605
Property, plant and equipment	50,490
Deferred tax asset	7,295
Intangible assets (Note 11)	669,000
Goodwill (Note 11)	1,344,851
<b>Total assets</b>	<b>\$ 2,742,783</b>
Assumed liabilities	55,380
Deferred tax liabilities	254,106
<b>Total estimated purchase price</b>	<b>\$ 2,433,297</b>

(a) The fair value of accounts receivable was \$37.0 million, with the gross contractual amount being \$37.3 million, of which the Company estimates that \$0.3 million is uncollectible.

Of the \$669.0 million of acquired intangible assets, \$0.9 million was recorded as in-process research and development (IPR&D) assets at estimated fair value on the Acquisition Date. The IPR&D assets acquired are being capitalized until the technology is commercially available for their intended uses at which point the assets will be amortized over their estimated useful lives. The amortizable intangible assets acquired consisted of the following, which are being amortized on a straight-line basis over their estimated useful lives or on an accelerated method of amortization that is expected to reflect the estimated pattern of economic use.

	Fair Value (in thousands)	Weighted Average Useful Lives (in Years)
Technology-based	\$ 15,100	8
Backlog	24,500	1
Customer relationships	628,500	15
<b>Total amortizable intangible assets</b>	<b>\$ 668,100</b>	<b>14</b>

The goodwill recognized is attributable to synergies which are expected to enhance and expand the Company's overall product portfolio and opportunities in new markets, future technologies that have yet to be determined and Hittite's assembled workforce. Future technologies do not meet the criteria for recognition separately from goodwill because they are part of future

development and growth of the business. As of the filing date of this Quarterly Report on Form 10-Q, the assignment of goodwill to the Company's reporting units has not been completed.

There were no significant contingencies assumed as part of the Acquisition.

The Company recognized \$21.1 million of transaction-related costs, including legal, accounting and other related fees that were expensed in the nine-month period ended August 2, 2014. These costs are included in the condensed consolidated statements of income in operating expenses within SMG&A expenses. The Company may incur additional transaction-related costs within the next twelve months related to the Acquisition that will be expensed as incurred.

The following unaudited pro forma consolidated financial information combines the unaudited results of the Company for the three and nine months ended August 2, 2014 and the unaudited results of Hittite for the three and nine months ended June 30, 2014 and assumes that the Acquisition, which closed on July 22, 2014, was completed on November 4, 2012 (the first day of the Company's 2013 fiscal year). The pro forma consolidated financial information has been calculated after applying the Company's accounting policies and includes adjustments for amortization expense of acquired intangible assets, transaction-related costs, a step-up in the value of acquired inventory and property, plant and equipment, and interest expense for the debt incurred to fund the Acquisition, together with the consequential tax effects. These pro forma results have been prepared for comparative purposes only and do not purport to be indicative of the operating results of the Company that would have been achieved had the Acquisition actually taken place on November 4, 2012. In addition, these results are not intended to be a projection of future results and do not reflect events that may occur after the Acquisition, including but not limited to revenue enhancements, cost savings or operating synergies that the combined Company may achieve as a result of the Acquisition.

(thousands, except per share data)

	Pro Forma Three Months Ended	
	August 2, 2014	August 3, 2013
Revenue	\$ 799,064	\$ 742,779
Net income	\$ 205,992	\$ 183,281
Basic net income per common share	\$ 0.66	\$ 0.59
Diluted net income per common share	\$ 0.64	\$ 0.58

(thousands, except per share data)

	Pro Forma Nine Months Ended	
	August 2, 2014	August 3, 2013
Revenue	\$ 2,261,221	\$ 2,160,374
Net income	\$ 555,016	\$ 448,407
Basic net income per common share	\$ 1.77	\$ 1.46
Diluted net income per common share	\$ 1.74	\$ 1.43

#### *Multigig, Inc*

On March 30, 2012, the Company acquired privately-held Multigig, Inc. (Multigig) of San Jose, California. The acquisition of Multigig is expected to enhance the Company's clocking capabilities in stand-alone and embedded applications and strengthen the Company's high speed signal processing solutions. The acquisition-date fair value of the consideration transferred totaled \$26.8 million, which consisted of \$24.2 million in initial cash payments at closing and an additional \$2.6 million subject to an indemnification holdback that was payable within 15 months of the transaction date. During the third quarter of fiscal 2012, the Company reduced this holdback amount by \$0.1 million as a result of indemnification claims. During the third quarter of fiscal 2013, the Company paid the remaining \$2.5 million due under the holdback. The Company's assessment of fair value of the tangible and intangible assets acquired and liabilities assumed was based on their estimated fair values at the date of acquisition, resulting in the recognition of \$15.6 million of IPR&D, \$1.1 million of developed technology, \$7.0 million of goodwill and \$3.1 million of net deferred tax assets. The goodwill recognized is attributable to future technologies that have yet to be determined as well as the assembled workforce of Multigig. Future technologies do not meet the criteria for recognition separately from goodwill because they are a part of future development and growth of the business. None of the goodwill is expected to be deductible for tax purposes. During the fourth quarter of fiscal 2012, the Company finalized its purchase accounting for Multigig, which resulted in adjustments of \$0.4 million to deferred taxes and goodwill. In addition, the Company will be obligated to pay royalties to the Multigig employees on revenue recognized from the sale of certain Multigig products through the earlier of 5 years or the aggregate maximum payment of \$1.0 million. Royalty payments to Multigig employees require post-acquisition services to be rendered and, as such, the Company will record these amounts as compensation expense in the related periods. As of August 2, 2014, no royalty payments have been made. The Company

recognized \$0.5 million of acquisition-related costs that were expensed in fiscal 2012, which were included in operating expenses in the Company's condensed consolidated statement of income.

#### *Lyric Semiconductor, Inc.*

On June 9, 2011, the Company acquired privately-held Lyric Semiconductor, Inc. (Lyric) of Cambridge, Massachusetts. The acquisition of Lyric gives the Company the potential to achieve significant improvement in power efficiency in mixed signal processing. The acquisition-date fair value of the consideration transferred totaled \$27.8 million, which consisted of \$14.0 million in initial cash payments at closing and contingent consideration of up to \$13.8 million. The contingent consideration arrangement requires additional cash payments to the former equity holders of Lyric upon the achievement of certain technological and product development milestones payable during the period from June 2011 through June 2016. The Company estimated the fair value of the contingent consideration arrangement utilizing the income approach. Changes in the fair value of the contingent consideration subsequent to the acquisition date primarily driven by assumptions pertaining to the achievement of the defined milestones will be recognized in operating income in the period of the estimated fair value change. As of August 2, 2014, the Company had paid \$12.0 million in contingent consideration. These payments are reflected in the Company's condensed consolidated statements of cash flows as cash used in financing activities related to the liability recognized at fair value as of the acquisition date and cash provided by operating activities related to the fair value adjustments previously recognized in earnings. The Company's assessment of fair value of the tangible and intangible assets acquired and liabilities assumed was based on their estimated fair values at the date of acquisition, resulting in the recognition of \$12.2 million of IPR&D, \$18.9 million of goodwill and \$3.3 million of net deferred tax liabilities. The goodwill recognized is attributable to future technologies that have yet to be determined as well as the assembled workforce of Lyric. Future technologies do not meet the criteria for recognition separately from goodwill because they are a part of future development and growth of the business. None of the goodwill is expected to be deductible for tax purposes. The fair value of the remaining contingent consideration was approximately \$2.9 million as of August 2, 2014, of which \$2.0 million is included in accrued liabilities and \$0.9 million is included in other non-current liabilities in the Company's condensed consolidated balance sheet. In addition, the Company will be obligated to pay royalties to the former equity holders of Lyric on revenue recognized from the sale of Lyric products and licenses through the earlier of 20 years, or the accrual of a maximum of \$25.0 million. Royalty payments to Lyric employees require post-acquisition services to be rendered and, as such, the Company will record these amounts as compensation expense in the related periods. As of August 2, 2014, an immaterial amount of royalty payments have been made. The Company recognized \$0.2 million of acquisition-related costs that were expensed in fiscal 2011, which were included in operating expenses in the Company's condensed consolidated statement of income.

#### **Note 17 – Income Taxes**

The Company has provided for potential tax liabilities due in the various jurisdictions in which the Company operates. Judgment is required in determining the worldwide income tax expense provision. In the ordinary course of global business, there are many transactions and calculations where the ultimate tax outcome is uncertain. Some of these uncertainties arise as a consequence of cost reimbursement arrangements among related entities. Although the Company believes its estimates are reasonable, no assurance can be given that the final tax outcome of these matters will not be different from that which is reflected in the historical income tax provisions and accruals. Such differences could have a material impact on the Company's income tax provision and operating results in the period in which such determination is made.

The Company's effective tax rate reflects the applicable tax rate in effect in the various tax jurisdictions around the world where our income is earned. The Company's effective tax rate for all periods presented is lower than the U.S. federal statutory rate of 35%, primarily due to lower statutory tax rates applicable to the Company's operations in jurisdictions in which the Company earns income.

The Company has filed a petition with the U.S. Tax Court for one open matter for fiscal years 2006 and 2007. The matter that pertains to Section 965 of the Internal Revenue Code related to the beneficial tax treatment of dividends paid from foreign owned companies under The American Jobs Creation Act. The potential liability for this adjustment is \$36.5 million. On September 18, 2013, in a matter not involving the Company, the U.S. Tax Court held that accounts receivable created under Rev. Proc. 99-32 may constitute indebtedness for purposes of Section 965 (b)(3) of the Internal Revenue Code and that the IRS was not precluded from reducing the beneficial dividend-received deduction because of the increase in related-party indebtedness (*BMC Software Inc. v Commissioner*, 141 T.C. No. 5 2013). After analyzing the Tax Court's decision, the Company has determined that its tax position with respect to Section 965(b)(3) of the Internal Revenue Code no longer meets the more likely than not standard of recognition for accounting purposes. Accordingly, the Company recorded a \$36.5 million reserve for this matter in the fourth quarter of fiscal 2013.

None of the Company's U.S. federal tax returns for years prior to fiscal year 2011 are subject to examination.

None of the Company's Ireland tax returns for years prior to fiscal year 2010 are subject to examination.

## Unrealized Tax Benefits

The following table summarizes the changes in the total amounts of unrealized tax benefits for the nine months ended August 2, 2014.

	<b>Unrealized Tax Benefits</b>	
<b>Balance as of November 2, 2013</b>	\$	68,139
Additions for tax positions related to current year		214
Reductions for tax positions related to prior years		(1,321)
Reductions due to lapse of applicable statute of limitations		(1,568)
<b>Balance as of August 2, 2014</b>	\$	65,464

## Note 18 – New Accounting Pronouncements

### Standards Implemented

#### Comprehensive Income

In January 2013, the FASB issued ASU No. 2013-02, *Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income* (ASU No. 2013-02), which seek to improve the reporting of reclassifications out of accumulated other comprehensive income by requiring an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under U.S. GAAP to be reclassified in its entirety to net income. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about those amounts. The amendments in ASU No. 2013-02 supersede the presentation requirements for reclassifications out of accumulated other comprehensive income in ASU No. 2011-05, *Presentation of Comprehensive Income*, and ASU No. 2011-12, *Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. The adoption of ASU No. 2013-02 in the first quarter of fiscal 2014 required additional disclosures related to comprehensive income but did not impact the Company's financial condition or results of operations.

#### Balance Sheet

In December 2011, the FASB issued ASU No. 2011-11, *Disclosures about Offsetting Assets and Liabilities* (ASU No. 2011-11). ASU No. 2011-11 amended ASC 210, *Balance Sheet*, to converge the presentation of offsetting assets and liabilities between U.S. GAAP and IFRS. ASU No. 2011-11 requires that entities disclose both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. The Company adopted ASU No. 2011-11 in the first quarter of fiscal year 2014. Subsequently, in January 2013, the FASB issued ASU No. 2013-01, *Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*, which clarifies that the scope of ASU No. 2011-11 applies to derivatives accounted for in accordance with Topic 815, *Derivatives and Hedging*, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with Section 210-20-45 or Section 815-10-45 or subject to an enforceable master netting arrangement or similar agreement. The adoption of ASU No. 2011-11 and ASU No. 2013-01 in the first quarter of fiscal 2014 required additional disclosures related to offsetting assets and liabilities but did not impact the Company's financial condition or results of operations.

#### Standards to be Implemented

#### Stock Compensation

In June 2014, the FASB issued ASU No. 2014-12 (ASU 2014-12), *Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period*, which requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. ASU 2014-12 is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015, which is the Company's first quarter of fiscal year 2017. Early adoption is permitted. The adoption of ASU 2014-12 in the first quarter of fiscal 2017 is not expected to have a material impact on the Company's financial condition or results of operations.

#### Revenue Recognition

In May 2014, the FASB issued ASU No. 2014-09 (ASU 2014-09), *Revenue from Contracts with Customers*, which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is that an

entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Additionally, the guidance requires improved disclosures to help users of financial statements better understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period, which is the Company's first quarter of fiscal year 2018. Early application is not permitted. The guidance allows for the amendment to be applied either retrospectively to each prior reporting period presented or retrospectively as a cumulative-effect adjustment as of the date of adoption. The Company is in the process of evaluating the impact of adoption on its consolidated financial statements.

#### *Discontinued Operations*

In April 2014, the FASB issued ASU No. 2014-08 (ASU 2014-08), *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*, which raises the threshold for disposals to qualify as discontinued operations. Under the new guidance, a disposal representing a strategic shift that has (or will have) a major effect on an entity's financial results or a business activity classified as held for sale, should be reported as discontinued operations. ASU 2014-08 also expands the disclosure requirements for discontinued operations and adds new disclosures for individually significant dispositions that do not qualify as discontinued operations. ASU 2014-08 is effective prospectively for fiscal years, and interim reporting periods within those years, beginning after December 15, 2014, which is the Company's first quarter of fiscal year 2016. Early adoption is permitted, but only for disposals (or classifications as held for sale) that have not been reported in the financial statements previously issued or available for issuance. As of August 2, 2014, there have been no disposals or classifications as held for sale that would be subject to ASU 2014-08. As such, the Company will consider the adoption of this standard upon the earlier of a disposal or classification as held for sale.

#### *Income Taxes*

In July 2013, the FASB issued ASU No. 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (ASU No. 2013-11). ASU No. 2013-11 requires that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward, with certain exceptions. ASU No. 2013-11 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013, which is the Company's first quarter of fiscal year 2015. Early adoption is permitted. The adoption of ASU No. 2013-11 in the first quarter of fiscal 2015 will affect the presentation of the Company's unrecognized tax benefits but will not impact the Company's financial condition or results of operations.

#### **Note 19 – Subsequent Events**

On August 25, 2014, the Board of Directors of the Company declared a cash dividend of \$0.37 per outstanding share of common stock. The dividend will be paid on September 17, 2014 to all shareholders of record at the close of business on September 5, 2014.

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

This information should be read in conjunction with the unaudited condensed consolidated financial statements and related notes included in Item 1 of this Quarterly Report on Form 10-Q and the audited consolidated financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the fiscal year ended November 2, 2013.

This Management's Discussion and Analysis of Financial Condition and Results of Operations, including in particular the section entitled "Outlook," contains forward-looking statements regarding future events and our future results that are subject to the safe harbor created under the Private Securities Litigation Reform Act of 1995 and other safe harbors under the Securities Act of 1933 and the Securities Exchange Act of 1934. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. These statements are based on current expectations, estimates, forecasts, and projections about the industries in which we operate and the beliefs and assumptions of our management. Words such as "expects," "anticipates," "targets," "goals," "projects," "intends," "plans," "believes," "seeks," "estimates," "continues," "may," "could" and "will," and variations of such words and similar expressions are intended to identify such forward-looking statements. In addition, any statements that refer to projections regarding our future financial performance; our anticipated growth and trends in our businesses; our future capital needs and capital expenditures; our future market position and expected competitive changes in the marketplace for our products; our ability to pay dividends or repurchase stock; our ability to service our outstanding debt; our expected tax rate; the effect of new accounting pronouncements; our ability to successfully integrate acquired businesses and technologies; and other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are inherently subject to risks, uncertainties, and assumptions that are difficult to predict, including those identified in Part II, Item 1A. "Risk Factors" and elsewhere herein. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update any forward-looking statements, including to reflect events or circumstances occurring after the date of the filing of this report, except to the extent required by law.

### Results of Operations

(all tabular amounts in thousands except per share amounts and percentages)

#### Overview

	Three Months Ended			
	August 2, 2014	August 3, 2013	\$ Change	% Change
Revenue	\$ 727,752	\$ 674,172	\$ 53,580	8%
Gross margin %	65.4%	64.5%		
Net income	\$ 180,606	\$ 176,239	\$ 4,367	2%
Net income as a % of revenue	24.8%	26.1%		
Diluted EPS	\$ 0.57	\$ 0.56	\$ 0.01	2%

	Nine Months Ended			
	August 2, 2014	August 3, 2013	\$ Change	% Change
Revenue	\$ 2,050,526	\$ 1,955,556	\$ 94,970	5%
Gross margin %	65.6%	63.8%		
Net income	\$ 520,625	\$ 471,933	\$ 48,692	10%
Net income as a % of revenue	25.4%	24.1%		
Diluted EPS	\$ 1.64	\$ 1.51	\$ 0.13	9%

On July 22, 2014, we completed the acquisition of Hittite Microwave Corporation (Hittite), a company that designs and develops high performance integrated circuits, modules, subsystems and instrumentation for radio frequency, microwave and millimeterwave applications. The total consideration paid to acquire Hittite was approximately \$2.4 billion, financed through a combination of existing cash on hand and a 90-day term loan facility of \$2.0 billion. The acquisition of Hittite is referred to as the Acquisition. The Acquisition is expected to expand our technology position in high performance signal processing solutions and drive growth in key markets. The results of operations of Hittite from July 22, 2014 (the Acquisition Date) are included in the condensed consolidated statements of income for the three and nine months ended August 2, 2014. Given the proximity of the Acquisition Date to August 2, 2014, the amount of revenue and earnings attributable to Hittite included in the unaudited condensed consolidated statements of income was immaterial. See Note 16, *Acquisitions*, of the Notes to the



Condensed Consolidated Financial Statements contained in Item 1 of this Quarterly Report on Form 10-Q for further discussion related to the Acquisition.

The year-to-year revenue changes by end market and product type are more fully outlined below under *Revenue Trends by End Market* and *Revenue Trends by Product Type*.

#### *Revenue Trends by End Market*

The following table summarizes revenue by end market. The categorization of revenue by end market is determined using a variety of data points including the technical characteristics of the product, the “sold to” customer information, the “ship to” customer information and the end customer product or application into which our product will be incorporated. As data systems for capturing and tracking this data evolve and improve, the categorization of products by end market can vary over time. When this occurs, we reclassify revenue by end market for prior periods. Such reclassifications typically do not materially change the sizing of, or the underlying trends of results within, each end market.

	Three Months Ended				
	August 2, 2014			August 3, 2013	
	Revenue	% of Revenue	Y/Y%	Revenue	% of Revenue
Industrial	\$ 350,578	48%	12 %	\$ 312,970	46%
Automotive	130,052	18%	8 %	120,925	18%
Consumer	80,870	11%	(19)%	100,254	15%
Communications	166,252	23%	19 %	140,023	21%
<b>Total revenue</b>	<b>\$ 727,752</b>	<b>100%</b>	<b>8 %</b>	<b>\$ 674,172</b>	<b>100%</b>

  

	Nine Months Ended				
	August 2, 2014			August 3, 2013	
	Revenue	% of Revenue	Y/Y%	Revenue	% of Revenue
Industrial	\$ 965,422	47%	7 %	\$ 904,385	46%
Automotive	390,485	19%	11 %	351,939	18%
Consumer	233,130	11%	(24)%	308,762	16%
Communications	461,489	23%	18 %	390,470	20%
<b>Total revenue</b>	<b>\$ 2,050,526</b>	<b>100%</b>	<b>5 %</b>	<b>\$ 1,955,556</b>	<b>100%</b>

Communications end market revenue increased in the three- and nine-month periods ended August 2, 2014 as compared to the same periods of the prior fiscal year primarily as a result of increased wireless base station deployment activity. Automotive end market revenue increased in both the three- and nine-month periods ended August 2, 2014 as compared to the same periods of the prior fiscal year primarily as a result of increasing electronic content in vehicles and higher demand for new vehicles. Industrial end market revenue increased in the three- and nine-month periods ended August 2, 2014 as compared to the same periods of the prior fiscal year primarily as a result of an increase in demand in this end market, which was most significant for products sold into the automation and instrumentation sectors. The decrease in revenue in the consumer end market in both the three- and nine-month periods ended August 2, 2014 as compared to the same periods of the prior fiscal year was primarily the result of the sale of our microphone product line in the fourth quarter of fiscal 2013.

#### *Revenue Trends by Product Type*

The following table summarizes revenue by product categories. The categorization of our products into broad categories is based on the characteristics of the individual products, the specification of the products and in some cases the specific uses that certain products have within applications. The categorization of products into categories is therefore subject to judgment in some cases and can vary over time. In instances where products move between product categories, we reclassify the amounts in the product categories for all prior periods. Such reclassifications typically do not materially change the sizing of, or the underlying trends of results within, each product category.

	Three Months Ended				
	August 2, 2014			August 3, 2013	
	Revenue	% of Revenue	Y/Y%	Revenue	% of Revenue*
Converters	\$ 327,538	45%	9%	\$ 300,484	45%
Amplifiers / Radio frequency	194,017	27%	9%	177,451	26%
Other analog	95,964	13%	4%	92,278	14%
Subtotal analog signal processing	617,519	85%	8%	570,213	85%
Power management & reference	45,913	6%	1%	45,611	7%
<b>Total analog products</b>	<b>\$ 663,432</b>	<b>91%</b>	<b>8%</b>	<b>\$ 615,824</b>	<b>91%</b>
Digital signal processing	64,320	9%	10%	58,348	9%
<b>Total revenue</b>	<b>\$ 727,752</b>	<b>100%</b>	<b>8%</b>	<b>\$ 674,172</b>	<b>100%</b>

\* The sum of the individual percentages does not equal the total due to rounding.

	Nine Months Ended				
	August 2, 2014			August 3, 2013	
	Revenue	% of Revenue*	Y/Y%	Revenue	% of Revenue*
Converters	\$ 936,004	46%	7 %	\$ 873,884	45%
Amplifiers / Radio frequency	545,018	27%	8 %	506,222	26%
Other analog	263,486	13%	(6)%	279,876	14%
Subtotal analog signal processing	1,744,508	85%	5 %	1,659,982	85%
Power management & reference	127,761	6%	(1)%	128,694	7%
<b>Total analog products</b>	<b>\$ 1,872,269</b>	<b>91%</b>	<b>5 %</b>	<b>\$ 1,788,676</b>	<b>91%</b>
Digital signal processing	178,257	9%	7 %	166,880	9%
<b>Total revenue</b>	<b>\$ 2,050,526</b>	<b>100%</b>	<b>5 %</b>	<b>\$ 1,955,556</b>	<b>100%</b>

\* The sum of the individual percentages does not equal the total due to rounding.

The increase in total revenue in both the three- and nine-month periods ended August 2, 2014 as compared to the same periods of the prior fiscal year was the result of improving demand across most product type categories, which was partially offset by declines in the other analog product category for the nine months ended August 2, 2014, primarily as a result of the sale of our microphone product line in the fourth quarter of fiscal 2013.

#### Revenue Trends by Geographic Region

Revenue by geographic region, based upon the primary location of our customers' design activity for our products for the three- and nine-month periods ended August 2, 2014 and August 3, 2013 were as follows:

Region	Three Months Ended			
	August 2, 2014	August 3, 2013	\$ Change	% Change
United States	\$ 200,590	\$ 202,687	\$ (2,097)	(1)%
Rest of North and South America	25,959	25,063	896	4 %
Europe	244,148	217,608	26,540	12 %
Japan	79,063	77,790	1,273	2 %
China	113,933	93,305	20,628	22 %
Rest of Asia	64,059	57,719	6,340	11 %
<b>Total revenue</b>	<b>\$ 727,752</b>	<b>\$ 674,172</b>	<b>\$ 53,580</b>	<b>8 %</b>

<u>Region</u>	Nine Months Ended			
	August 2, 2014	August 3, 2013	\$ Change	% Change
United States	\$ 576,496	\$ 613,139	\$ (36,643)	(6)%
Rest of North and South America	70,826	76,769	(5,943)	(8)%
Europe	677,134	622,977	54,157	9 %
Japan	224,745	214,352	10,393	5 %
China	324,000	262,044	61,956	24 %
Rest of Asia	177,325	166,275	11,050	7 %
<b>Total revenue</b>	<b>\$ 2,050,526</b>	<b>\$ 1,955,556</b>	<b>\$ 94,970</b>	<b>5 %</b>

In the three- and nine-month periods ended August 2, 2014 and August 3, 2013, the predominant country comprising “Rest of North and South America” is Canada; the predominant countries comprising “Europe” are Germany, Sweden, France and the United Kingdom; and the predominant countries comprising “Rest of Asia” are South Korea and Taiwan.

On a regional basis, the sales decline in the three- and nine-month periods ended August 2, 2014 as compared to the same periods of the prior fiscal year in the Americas was primarily the result of the sale of our microphone product line in the fourth quarter of fiscal 2013. The sales increases in the three- and nine-month periods ended August 2, 2014 as compared to the same periods of the prior fiscal year in all other regions were the result of an increase in demand in the automotive, communications, and industrial end markets, partially offset by a lower demand for products used in consumer applications.

#### Gross Margin

	Three Months Ended				Nine Months Ended			
	August 2, 2014	August 3, 2013	\$ Change	% Change	August 2, 2014	August 3, 2013	\$ Change	% Change
Gross margin	\$ 476,290	\$ 435,062	\$ 41,228	9%	\$ 1,344,151	\$ 1,247,541	\$ 96,610	8%
Gross margin %	65.4%	64.5%			65.6%	63.8%		

Gross margin percentage increased by 90 and 180 basis points in the three and nine months ended August 2, 2014, respectively, as compared to the three and nine months ended August 3, 2013, respectively, primarily as a result of improved utilization levels in our manufacturing facilities and, to a lesser extent, a mix shift in favor of higher margin products being sold.

#### Research and Development (R&D)

	Three Months Ended				Nine Months Ended			
	August 2, 2014	August 3, 2013	\$ Change	% Change	August 2, 2014	August 3, 2013	\$ Change	% Change
R&D expenses	\$ 140,095	\$ 128,892	\$ 11,203	9%	\$ 404,889	\$ 382,056	\$ 22,833	6%
R&D expenses as a % of revenue	19.3%	19.1%			19.7%	19.5%		

R&D expenses increased in the three- and nine-month periods ended August 2, 2014, as compared to the same periods of fiscal 2013, primarily as a result of increases in variable compensation expense linked to our overall profitability and revenue growth, increases in operational spending for engineering supplies and wafers and, to a lesser extent, the annual merit increases for R&D employees and related benefit expenses.

R&D expenses as a percentage of revenue will fluctuate from year-to-year depending on the amount of revenue and the success of new product development efforts, which we view as critical to our future growth. We have hundreds of R&D projects underway, none of which we believe are material on an individual basis. We expect to continue the development of innovative technologies and processes for new products. We believe that a continued commitment to R&D is essential to maintain product leadership with our existing products as well as to provide innovative new product offerings, and we expect to continue to make significant R&D investments in the future.

*Selling, Marketing, General and Administrative (SMG&A)*

	Three Months Ended				Nine Months Ended			
	August 2, 2014	August 3, 2013	\$ Change	% Change	August 2, 2014	August 3, 2013	\$ Change	% Change
SMG&A expenses	\$ 132,989	\$ 97,773	\$ 35,216	36%	\$ 333,252	\$ 298,036	\$ 35,216	12%
SMG&A expenses as a % of revenue	18.3%	14.5%			16.3%	15.2%		

SMG&A expenses increased in the three- and nine-month periods ended August 2, 2014, as compared to the same periods of fiscal 2013 primarily due to approximately \$27.1 million of Acquisition-related transaction costs and other activity as a result of the Acquisition in the third quarter of fiscal 2014. Of the remaining increase in each of the three- and nine-month periods ended August 2, 2014, nearly half was the result of higher variable compensation expense linked to our overall profitability and revenue growth. The remainder of the increases were primarily a result of higher SMG&A employee and related benefit expenses due to annual merit increases and to a lesser extent increases in operational spending. The increases in SMG&A employee and related benefit expenses in the nine-month period ended August 2, 2014 were more than offset by a lower stock-based compensation expense as the same period of fiscal 2013 included \$6.3 million related to the accelerated vesting of restricted stock units following the death of the Company's then-CEO in the second quarter of fiscal 2013.

*Special Charges – Reduction of Operating Costs*

We monitor global macroeconomic conditions on an ongoing basis, and continue to assess opportunities for improved operational effectiveness and efficiency, as well as a better alignment of expenses with revenues. As a result of these assessments, we have undertaken various restructuring actions over the past several years. These reductions relating to ongoing actions are described below.

During fiscal 2012, we recorded special charges of approximately \$8.4 million. These special charges included: \$8.0 million for severance and fringe benefit costs in accordance with our ongoing benefit plan or statutory requirements at foreign locations for 95 manufacturing, engineering and SMG&A employees; \$0.2 million for lease obligation costs for facilities that we ceased using during the third quarter of fiscal 2012; \$0.1 million for contract termination costs; and \$0.2 million for the write-off of property, plant and equipment. These actions resulted in annual cost savings of approximately \$12.0 million. We have terminated the employment of all employees associated with these actions.

During fiscal 2013, we recorded special charges of approximately \$29.8 million for severance and fringe benefit costs in accordance with our ongoing benefit plan or statutory requirements at foreign locations for 235 engineering and SMG&A employees. As of August 2, 2014, we employed 11 of the 235 employees included in these cost reduction actions. These employees must continue to be employed by us until their employment is involuntarily terminated in order to receive the severance benefit. We estimate these actions will result in annual cost savings of approximately \$32.6 million, once fully implemented. We expect that these annual cost savings will be used to make additional investments in products that we expect will drive revenue growth in the future.

During the first quarter of fiscal 2014, we recorded a special charge of approximately \$2.7 million for severance and fringe benefit costs in accordance with our ongoing benefit plan or statutory requirements at foreign locations for 30 engineering and SMG&A employees. We have terminated the employment of all employees associated with this cost-reduction action. We estimate this action will result in annual cost savings of approximately \$4.5 million, once fully implemented.

*Operating Income*

	Three Months Ended				Nine Months Ended			
	August 2, 2014	August 3, 2013	\$ Change	% Change	August 2, 2014	August 3, 2013	\$ Change	% Change
Operating income	\$ 202,546	\$ 208,342	\$ (5,796)	(3)%	\$ 602,555	\$ 553,213	\$ 49,342	9%
Operating income as a % of revenue	27.8%	30.9%			29.4%	28.3%		

The year-over-year decrease in operating income in the three-month period ended August 2, 2014 was primarily the result of an increase in revenue of \$53.6 million and a 90 basis point increase in gross margin percentage offset by a \$35.2 million increase in SMG&A expenses and \$11.2 million increase in R&D expenses as more fully described above under the headings *Selling, Marketing, General and Administrative (SMG&A)* and *Research and Development (R&D)*.

The year-over-year increase in operating income in the nine-month period ended August 2, 2014 was primarily the result of an increase in revenue of \$95.0 million and a 180 basis point increase in gross margin percentage, partially offset by a \$35.2 million increase in SMG&A expenses, \$22.8 million increase in R&D expenses and a decrease in special charges of \$11.4 million as more fully described above under the headings *Selling, Marketing, General and Administrative (SMG&A) and Research and Development (R&D) and Special Charges*.

*Nonoperating (income) expense*

	Three Months Ended			Nine Months Ended		
	August 2, 2014	August 3, 2013	\$ Change	August 2, 2014	August 3, 2013	\$ Change
Interest expense	8,178	7,672	\$ 506	21,623	20,443	\$ 1,180
Interest income	(3,442)	(3,125)	\$ (317)	(10,127)	(9,402)	\$ (725)
Other, net	422	8,754	\$ (8,332)	412	9,361	\$ (8,949)
Total	\$ 5,158	\$ 13,301	\$ (8,143)	\$ 11,908	\$ 20,402	\$ (8,494)
Nonoperating income as a % of revenue	0.7%	2.0%		0.6%	1.0%	

The year-over year decrease in nonoperating expense in the three and nine months ended August 2, 2014 was primarily the result of recognizing a net loss on the extinguishment of debt in the third quarter of fiscal 2013 of approximately \$10.2 million in conjunction with the redemption of our \$375.0 Million Aggregate Principal Amount of 5.0% Senior Unsecured Notes as more fully described below under the heading *Liquidity and Capital Resources*.

*Provision for Income Taxes*

	Three Months Ended			Nine Months Ended		
	August 2, 2014	August 3, 2013	\$ Change	August 2, 2014	August 3, 2013	\$ Change
Provision for income taxes	\$ 16,782	\$ 18,802	\$ (2,020)	\$ 70,022	\$ 60,878	\$ 9,144
Effective income tax rate	8.5%	9.6%		11.9%	11.4%	

Our effective tax rate reflects the applicable tax rate in effect in the various tax jurisdictions around the world where our income is earned.

The tax rate for all periods presented was below the U.S. federal statutory tax rate of 35%, primarily due to lower statutory tax rates applicable to our operations in the foreign jurisdictions in which we earn income. Income from non-US jurisdictions accounted for approximately 79% of our total revenues for the nine months ended August 2, 2014, resulting in a material portion of our pretax income being earned and taxed outside the U.S., primarily in Bermuda and Ireland, at rates ranging from 0% to 35%. The impact on our provision for income taxes of income earned in foreign jurisdictions being taxed at rates different than the U.S. statutory rate was a benefit of approximately \$49.7 million and a foreign effective tax rate of approximately 4.5% in our third quarter of fiscal 2014, compared to a benefit of approximately \$41.5 million and a foreign effective tax rate of approximately 4.3% in our third quarter of fiscal 2013. The impact on our provision for income taxes of income earned in foreign jurisdictions being taxed at rates different than the U.S. statutory rate was a benefit of approximately \$131.9 million and a foreign effective tax rate of approximately 4.5% in the first nine months of fiscal 2014 compared to a benefit of approximately \$111.3 million and a foreign effective tax rate of approximately 6.1% for the first nine months of fiscal 2013. A reduction in the ratio of domestic taxable income to worldwide taxable income effectively lowers the overall tax rate, due to the fact that the tax rates in the majority of foreign jurisdictions where we earn income are significantly lower than the U.S. statutory rate. In addition, our effective income tax rate can be impacted each year by discrete factors or events. Our effective tax rate for the first nine months of fiscal 2014 included a tax benefit of \$5.1 million recorded as a result of transaction costs related to the Acquisition. Our effective tax rate for the first nine months of fiscal 2013 included a tax benefit of \$6.6 million recorded as a result of the reversal of certain prior period tax liabilities and a tax benefit of \$6.3 million from the reinstatement of the U.S. federal research and development tax credit in January 2013 retroactive to January 1, 2012.

## Net Income

	Three Months Ended				Nine Months Ended			
	August 2, 2014	August 3, 2013	\$ Change	% Change	August 2, 2014	August 3, 2013	\$ Change	% Change
Net Income	\$ 180,606	\$ 176,239	\$ 4,367	2%	\$ 520,625	\$ 471,933	\$ 48,692	10%
Net Income as a % of revenue	24.8%	26.1%			25.4%	24.1%		
Diluted EPS	\$0.57	\$0.56			\$1.64	\$1.51		

Net income increased 2% in the three months ended August 2, 2014 as compared to the same period of fiscal 2013 as the \$5.8 million decrease in operating income was offset by an \$8.1 million decrease in nonoperating expense and a lower provision for income taxes in the third quarter of fiscal 2014.

Net income increased 10% in the nine months ended August 2, 2014 as compared to the same period of fiscal 2013 as the \$49.3 million increase in operating income and the \$8.5 million decrease in nonoperating expense was partially offset by a higher provision for income taxes in the first nine months of fiscal 2014.

## Acquisitions

On July 22, 2014, we completed our acquisition of Hittite (the Acquisition), a company that designs and develops high performance integrated circuits, modules, subsystems and instrumentation for radio frequency, microwave and millimeterwave applications. The total consideration paid to acquire Hittite was approximately \$2.4 billion, financed through a combination of existing cash on hand and a 90-day term loan facility of \$2.0 billion. We allocated the purchase price to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values at the date of acquisition, resulting in the recognition of \$1.3 billion of goodwill and \$669.0 million of intangible assets, including \$0.9 million of in-process research and development. We recognized \$21.1 million transaction-related costs, including legal, accounting and other related fees that were expensed in the nine-month period ended August 2, 2014. These costs are included in the condensed consolidated statements of income in operating expenses within SMG&A expenses.

The following unaudited pro forma consolidated financial information combines our unaudited results for the three and nine months ended August 2, 2014 and the unaudited results of Hittite for the three and nine months ended June 30, 2014 and assumes that the Acquisition, which closed on July 22, 2014, was completed on November 4, 2012 (the first day of the Company's 2013 fiscal year). The pro forma consolidated financial information has been calculated after applying our accounting policies and includes adjustments for amortization expense of acquired intangible assets, transaction-related costs, a step-up in the value of acquired inventory and property, plant and equipment, and interest expense for the debt incurred to fund the Acquisition, together with the consequential tax effects. These pro forma results have been prepared for comparative purposes only and do not purport to be indicative of our operating results that would have been achieved had the Acquisition actually taken place on November 4, 2012. In addition, these results are not intended to be a projection of future results and do not reflect events that may occur after the Acquisition, including but not limited to revenue enhancements, cost savings or operating synergies that the combined Company may achieve as a result of the Acquisition.

(thousands, except per share data)	Pro Forma Three Months Ended	
	August 2, 2014	August 3, 2013
Revenue	\$ 799,064	\$ 742,779
Net income	\$ 205,992	\$ 183,281
Basic net income per common share	\$ 0.66	\$ 0.59
Diluted net income per common share	\$ 0.64	\$ 0.58

(thousands, except per share data)	Pro Forma Nine Months Ended	
	August 2, 2014	August 3, 2013
Revenue	\$ 2,261,221	\$ 2,160,374
Net income	\$ 555,016	\$ 448,407
Basic net income per common share	\$ 1.77	\$ 1.46
Diluted net income per common share	\$ 1.74	\$ 1.43

### Outlook

The following statements are based on current expectations and as indicated, are presented on a non-GAAP basis. These statements are forward-looking and our actual results may differ materially as a result of, among other things, the important factors contained in Part II, Item 1A. "Risk Factors" in this Quarterly Report on Form 10-Q. Unless specifically mentioned, these statements do not give effect to the potential impact of any mergers, acquisitions, divestitures, or business combinations that may be announced or closed after the date of filing this report. These statements supersede all prior statements regarding our business outlook made by us and we disclaim any obligation to update these forward-looking statements.

We are planning for revenue in the fourth quarter of fiscal 2014 to be in the range of \$790 million to \$820 million. Our plan is for non-GAAP gross margin for the fourth quarter of fiscal 2014 to be approximately 66.2%, for non-GAAP operating expenses to be between \$268 million to \$271 million and for non-GAAP interest and other expense to be approximately \$6 million. We expect our non-GAAP effective tax rate to be approximately 15.5% to 16%. As a result, we are planning for non-GAAP diluted earnings per share to be in the range of \$0.66 to \$0.70 in the fourth quarter of fiscal 2014.

With respect to the forward-looking information presented on a non-GAAP basis, the Company is unable to provide a quantitative reconciliation to GAAP because the items that would be included or excluded, other than those described below, are difficult to predict and estimate and are primarily dependent on future events. Known reconciling items are:

- Non-GAAP gross margin excludes \$8 million of amortization of intangible assets and \$48 million of inventory and fixed asset step-up charges to record Hittite inventory and fixed assets at fair value, as part of the purchase accounting for the Hittite acquisition;
- Non-GAAP operating expenses exclude \$5 million of amortization of intangible assets and \$15 million of acquisition-related costs, primarily for bank and other advisory fees related to the Hittite acquisition;
- Non-GAAP interest and other expense excludes \$5 million of debt financing costs; and
- Non-GAAP tax rate excludes \$18-\$19 million provision for income taxes which represents the tax effects of the reconciling items noted in the three bullets above.

### Liquidity and Capital Resources

At August 2, 2014, our principal source of liquidity was \$4.9 billion of cash and cash equivalents and short-term investments, of which approximately \$1.1 billion was held in the United States. The balance of our cash and cash equivalents and short-term investments was held outside the United States in various foreign subsidiaries. As we intend to reinvest our foreign earnings indefinitely, this cash held outside the United States is not available to meet our cash requirements in the United States, including cash dividends and common stock repurchases. Our cash and cash equivalents consist of highly liquid investments with maturities of three months or less at the time of acquisition and our short-term investments consist primarily of corporate obligations, such as commercial paper and floating rate notes, bonds and bank time deposits. We maintain these balances with high credit quality counterparties, continually monitor the amount of credit exposure to any one issuer and diversify our investments in order to minimize our credit risk.

We believe that our existing sources of liquidity and cash expected to be generated from future operations, together with existing and anticipated available long-term financing, will be sufficient to fund operations, capital expenditures, research and development efforts, dividend payments (if any) and repurchases of our stock (if any) under our stock repurchase program in the immediate future and for at least the next twelve months. During the fourth quarter of fiscal 2014, we intend to use approximately \$2.0 billion of our available cash to repay the remaining outstanding balance on the 90-day term loan facility entered into in connection with the Acquisition, which is due no later than October 20, 2014.

	Nine Months Ended	
	August 2, 2014	August 3, 2013
Net cash provided by operating activities	\$609,339	\$630,180
Net cash provided by operations as a % of revenue	29.7%	32.2%
Net cash used for investing activities	\$ (115,573)	\$ (699,524)
Net cash provided by (used for) financing activities	\$ 1,701,234	\$ (90)

At August 2, 2014, cash and cash equivalents totaled \$2.6 billion. The following changes contributed to the net increase in cash and cash equivalents of \$2.2 billion in the first nine months of fiscal 2014 as compared to the same period in fiscal 2013.

#### *Operating Activities*

During the first nine months of fiscal 2014, we generated cash from operating activities of \$609.3 million, a decrease compared to the first nine months of fiscal 2013, primarily as a result of net cash outflows from working capital changes, partially offset by higher net income adjusted for non-cash items.

#### *Investing Activities*

During the first nine months of fiscal 2014, cash used for investing activities included \$1.9 billion of cash payments, net of cash acquired, in connection with the Acquisition, \$134.5 million of cash payments for property, plant and equipment additions and \$2.0 billion in cash received for the net sales of available-for-sale short term investments.

#### *Financing Activities*

During the first nine months of fiscal 2014, cash provided by financing activities included proceeds of \$2.0 billion from the 90-day term loan facility entered into to finance the Acquisition and \$178.6 million from the exercise of employee stock options. We distributed \$337.9 million to our shareholders in dividend payments and repurchased 3.4 million shares of our common stock for \$169.0 million.

#### *Working Capital*

	August 2, 2014	November 2, 2013	\$ Change	% Change
Accounts receivable, net	\$394,762	\$325,144	\$ 69,618	21%
Days sales outstanding	49	44		
Inventory	\$415,098	\$283,337	\$ 131,761	47%
Days cost of sales in inventory	151	111		

The increase in accounts receivable in dollars and in days was primarily the result of accounts receivable acquired as part of the Acquisition and higher product shipments in the final month of the third quarter of fiscal 2014 as compared to the final month of the fourth quarter of fiscal 2013.

Inventory increased as compared to the end of the fourth quarter of fiscal 2013, primarily as a result of inventory acquired as part of the Acquisition. In addition, inventory increased as a result of increased manufacturing production to support anticipated higher sales demand. Our inventory levels are impacted by our need to support forecasted sales demand and variations between those forecasts and actual demand. Days cost of sales in inventory increased from 111 days at the end of the fourth quarter of fiscal 2013 to 151 days at the end of the third quarter of fiscal 2014, primarily due to the increased inventory levels as a result of the Acquisition without a corresponding increase in cost of sales given the proximity of the Acquisition to the third quarter of fiscal 2014.

Current liabilities increased to \$2.6 billion at August 2, 2014 from \$570.5 million at the end of fiscal 2013. This increase was primarily the result of the \$2.0 billion 90-day term loan facility entered into to finance the Acquisition.

As of August 2, 2014 and November 2, 2013, we had gross deferred revenue of \$356.1 million and \$309.2 million, respectively, and gross deferred cost of sales of \$70.3 million and \$61.8 million, respectively. Deferred income on shipments to distributors increased in the first nine months of fiscal 2014, primarily as a result of an increase in product shipments into the channel during fiscal 2014 in order to support anticipated sales demand and, to a lesser extent, deferred income acquired as part of the Acquisition. Sales to distributors are made under agreements that allow distributors to receive price-adjustment credits



and to return qualifying products for credit, as determined by us, in order to reduce the amounts of slow-moving, discontinued or obsolete product from their inventory. Given the uncertainties associated with the levels of price-adjustment credits to be granted to distributors, the sales price to the distributors is not fixed or determinable until the distributors resell the products to their customers. Therefore, we defer revenue recognition from sales to distributors until the distributors have sold the products to their customers. The amount of price-adjustments is dependent on future overall market conditions, and therefore the levels of these adjustments could fluctuate significantly from period to period. To the extent that we experience a significant increase in the amount of credits we issue to our distributors, there could be a material impact on the ultimate revenue and gross margin recognized relating to these transactions.

#### *Debt*

As of August 2, 2014, we had \$2.0 billion in current debt outstanding and \$872.7 million in long-term debt outstanding. Our debt obligations consist of the following:

##### *\$2.0 Billion Term Loan Facility*

On July 22, 2014, the Company entered into a 90-day term loan facility in an aggregate principal amount of \$2 billion with Credit Suisse AG, as Administrative Agent, and each lender from time to time party thereto (the Term Loan Agreement) to finance the Acquisition. Loans under the Term Loan Agreement bear interest at the Eurodollar Rate (as defined in the Term Loan Agreement) plus 1.00% (1.16% as of August 2, 2014). Payments of the principal amounts of revolving loans under the Term Loan Agreement are due no later than October 20, 2014 and will not require interim amortization. The Company may prepay loans under the Term Loan Agreement in whole or in part at any time, without premium or penalty, subject to reimbursement of certain costs in the case of borrowings that bear interest at the Eurodollar Rate. Expenses incurred related to the debt are being amortized over the 90-day term. The Term Loan Agreement contains customary representations and warranties and affirmative and negative covenants, including, among others, limitations on liens, indebtedness of subsidiaries, mergers and other fundamental changes, sales and other dispositions of property or assets and transactions with affiliates. The Term Loan Agreement contains a consolidated leverage ratio covenant of total consolidated funded debt to consolidated EBITDA (earnings before interest, taxes, depreciation, and amortization) of not greater than 3.0 to 1.0. As of August 2, 2014, the Company was compliant with these covenants.

##### *\$375.0 Million Aggregate Principal Amount of 3.0% Senior Unsecured Notes (2016 Notes)*

On April 4, 2011, we issued \$375.0 million aggregate principal amount of 3.0% senior unsecured notes due April 15, 2016 (the 2016 Notes) with semi-annual fixed interest payments due on April 15 and October 15 of each year, commencing October 15, 2011.

##### *\$500.0 Million Aggregate Principal Amount of 2.875% Senior Unsecured Notes (2023 Notes)*

On June 3, 2013, we issued \$500.0 million aggregate principal amount of 2.875% senior unsecured notes due June 1, 2023 (the 2023 Notes) with semi-annual fixed interest payments due on June 1 and December 1 of each year, commencing December 1, 2013.

The indentures governing the 2016 Notes and the 2023 Notes contain covenants that may limit our ability to: incur, create, assume or guarantee any debt for borrowed money secured by a lien upon a principal property; enter into sale and lease-back transactions with respect to a principal property; and consolidate with or merge into, or transfer or lease all or substantially all of our assets to, any other party. As of August 2, 2014, we were compliant with these covenants. See Note 14, *Debt*, of the Notes to our Condensed Consolidated Financial Statements contained in Item 1 of this Quarterly Report on Form 10-Q for further information on our outstanding debt.

##### *Revolving Credit Facility*

On December 19, 2012, we entered into a five-year, \$500.0 million senior unsecured revolving credit facility with certain institutional lenders. In June 2014, the Company amended this credit facility to temporarily increase the amount of allowed subsidiary indebtedness related to the financing of the Acquisition. To date, we have not borrowed under this credit facility but we may borrow in the future and use the proceeds for repayment of existing indebtedness, stock repurchases, acquisitions, capital expenditures, working capital and other lawful corporate purposes. The terms of the facility impose restrictions on our ability to undertake certain transactions, to create certain liens on assets and to incur certain subsidiary indebtedness. In addition, the credit agreement contains a consolidated leverage ratio covenant of total consolidated funded debt to consolidated earnings before interest, taxes, depreciation, and amortization (EBITDA) of not greater than 3.0 to 1.0. As of August 2, 2014, we were compliant with these covenants.

### *\$375.0 Million Aggregate Principal Amount of 5.0% Senior Unsecured Notes (2014 Notes)*

During the third quarter of fiscal 2013, we redeemed our outstanding 2014 Notes which were due on July 1, 2014. The redemption price was 104.744% of the principal amount of the notes. We recognized a net loss on debt extinguishment of approximately \$10.2 million recorded in other, net expense within nonoperating (income) expense. The loss was comprised of the make-whole premium of \$17.8 million paid to bondholders on the 2014 Notes in accordance with the terms of the notes, the recognition of the remaining \$8.6 million of unamortized proceeds received from the termination of the interest rate swap associated with the debt, and the write off of approximately \$1.0 million of debt issuance and discount costs that remained to be amortized. The write off of the remaining unamortized portion of debt issuance costs, discount and swap proceeds are reflected in our condensed consolidated statements of cash flows within operating activities, and the make-whole premium is reflected within financing activities.

### *Stock Repurchase Program*

Our common stock repurchase program has been in place since August 2004. As of August 2, 2014, in the aggregate, our Board of Directors has authorized us to repurchase \$5.6 billion of our common stock under the program. Under the program, we may repurchase outstanding shares of our common stock from time to time in the open market and through privately negotiated transactions. Unless terminated earlier by resolution of our Board of Directors, the repurchase program will expire when we have repurchased all shares authorized under the program. As of August 2, 2014, we had repurchased a total of approximately 133.2 million shares of our common stock for approximately \$4.6 billion under this program. As of August 2, 2014, an additional \$934.2 million remains available for repurchase of shares under the current authorized program. The repurchased shares are held as authorized but unissued shares of common stock. We also from time to time repurchase shares in settlement of employee tax withholding obligations due upon the vesting of restricted stock units or the exercise of stock options, or in certain limited circumstances to satisfy the exercise price of options granted to our employees under our equity compensation plans. Any future common stock repurchases will be based on several factors, including our financial performance, outlook, liquidity and the amount of cash we have available in the United States.

### *Capital Expenditures*

Net additions to property, plant and equipment were \$134.5 million in the first nine months of fiscal 2014 and were funded with a combination of cash on hand and cash generated from operations. We expect capital expenditures for fiscal 2014 to consist of \$124.0 million for ongoing capital spending and approximately \$56.0 million for new buildings we are constructing. These capital expenditures will be funded with a combination of cash on hand and cash generated from operations.

### *Dividends*

On August 25, 2014, our Board of Directors declared a cash dividend of \$0.37 per outstanding share of common stock. The dividend will be paid on September 17, 2014 to all shareholders of record at the close of business on September 5, 2014 and is expected to total approximately \$116.3 million. We currently expect quarterly dividends to continue at \$0.37 per share, although they remain subject to determination and declaration by our Board of Directors. The payment of future dividends, if any, will be based on several factors, including our financial performance, outlook and liquidity.

### **Contractual Obligations**

On July 22, 2014, the Company entered into a 90-day term loan facility in an aggregate principal amount of \$2.0 billion with Credit Suisse AG, as Administrative Agent, and each lender from time to time party thereto (the Term Loan Agreement) to finance the Acquisition. Payments of the principal amounts of revolving loans under the Term Loan Agreement are due no later than October 20, 2014 and will not require interim amortization. Loans under the Term Loan Agreement bear interest at the Eurodollar Rate (as defined in the Term Loan Agreement) plus 1.00% (1.16% as of August 2, 2014). As a result of the Term Loan Agreement, the amounts reflected as "Debt obligations" and "Interest payments associated with long-term debt obligations" in the contractual obligations table contained in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year ended November 2, 2013 are higher by \$2.0 billion and \$5.8 million, respectively.

There have not been any other material changes during the first nine months of fiscal 2014 to the amounts presented in the table summarizing our contractual obligations included in our Annual Report on Form 10-K for the fiscal year ended November 2, 2013.

## **New Accounting Pronouncements**

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (FASB) that are adopted by us as of the specified effective date. Unless otherwise discussed, management believes that the impact of recently issued standards will not have a material impact on our future financial condition and results of operations. See Note 18, *New Accounting Pronouncements*, of the Notes to our Condensed Consolidated Financial Statements contained in Item 1 of this Quarterly Report on Form 10-Q for a description of recently issued and adopted accounting pronouncements, including the dates of adoption and impact on our historical financial condition and results of operations.

## **Critical Accounting Policies and Estimates**

As a result of the Acquisition on July 22, 2014 we have updated our critical accounting policies relating to revenue recognition as provided below.

Revenue from product sales to customers is generally recognized when title passes, which for shipments to certain foreign countries is subsequent to product shipment. Title for these shipments ordinarily passes within a week of shipment.

For multiple element arrangements, we allocate arrangement consideration among the elements based on the relative fair values of those elements as determined using vendor-specific objective evidence or third-party evidence. We use our best estimate of selling price to allocate arrangement consideration between the deliverables in cases where neither vendor-specific objective evidence nor third-party evidence is available. A reserve for sales returns and allowances for customers is recorded based on historical experience or specific identification of an event necessitating a reserve.

Revenue from contracts with the United States Government, government prime contractors and some commercial customers is generally recorded on a percentage of completion basis using either units delivered or costs incurred as the measurement basis for progress toward completion. The output measure is used to measure results directly and is generally the best measure of progress toward completion in circumstances in which a reliable measure of output can be established. Estimated revenue in excess of amounts billed is reported as unbilled receivables. Contract accounting requires judgment in estimating costs and assumptions related to technical issues and delivery schedule. Contract costs include material, subcontract costs, labor and an allocation of indirect costs. The estimation of costs at completion of a contract is subject to numerous variables involving contract costs and estimates as to the length of time to complete the contract. Changes in contract performance, estimated gross margin, including the impact of final contract settlements, and estimated losses are recognized in the period in which the changes or losses are determined.

There were no other material changes in the first nine months of fiscal 2014 to the information provided under the heading "Critical Accounting Policies and Estimates" included in our Annual Report on Form 10-K for the fiscal year ended November 3, 2013.

## **ITEM 3. Quantitative and Qualitative Disclosures About Market Risk**

On July 22, 2014, the Company entered into a 90-day term loan facility in an aggregate principal amount of \$2.0 billion with Credit Suisse AG, as Administrative Agent, and each lender from time to time party thereto (the Term Loan Agreement) to finance the Acquisition. Payments of the principal amounts of revolving loans under the Term Loan Agreement are due no later than October 20, 2014 and will not require interim amortization. Loans under the Term Loan Agreement bear interest at the Eurodollar Rate (as defined in the Term Loan Agreement) plus 1.00% (1.16% as of August 2, 2014). If LIBOR changes by 100 basis points, our annual interest expense would increase by approximately \$20 million from the amount set forth in the information provided under Item 7A. "Quantitative and Qualitative Disclosures about Market Risk" set forth in our Annual Report on Form 10-K for the fiscal year ended November 2, 2013.

There were no other material changes in the first nine months of fiscal 2014 to the information provided under Item 7A. "Quantitative and Qualitative Disclosures about Market Risk" set forth in our Annual Report on Form 10-K for the fiscal year ended November 2, 2013.

## **ITEM 4. Controls and Procedures**

(a) *Evaluation of Disclosure Controls and Procedures.* Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of August 2, 2014. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's (SEC)

rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of August 2, 2014, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

(b) *Changes in Internal Control over Financial Reporting.* On July 22, 2014 we completed the Acquisition. We are in the process of integrating Hittite into our systems and control environment as of August 2, 2014. Subject to the foregoing, there have not been any other changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the quarter ended August 2, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II — OTHER INFORMATION**

### **ITEM 1A. Risk Factors**

Set forth below and elsewhere in this report and in other documents we file with the SEC are descriptions of certain risks and uncertainties that could cause our actual results to differ materially from the results contemplated by the forward-looking statements contained in this report. Additional risks and uncertainties not presently known to us or that we presently deem less significant may also adversely affect our business. The description below includes any material changes to and supersedes the description of the risk factors affecting our business previously discussed in "Part I, Item 1A Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended November 2, 2013.

*Disruptions in global credit and financial markets could materially and adversely affect our business and results of operations.*

There is significant continuing uncertainty regarding the stability of global credit and financial markets. These economic uncertainties may lead consumers and businesses to postpone spending, which may cause our customers to cancel, decrease or delay their existing and future orders for our products and make it difficult for us to accurately forecast and plan our future business activities. Significant disruption to global credit and financial markets may also adversely affect our ability to access external financing sources on acceptable terms. Financial difficulties experienced by our customers could result in nonpayment or payment delays for previously purchased products, thereby increasing our credit risk exposure. Uncertainty regarding the future stability of the global credit and financial markets could cause the value of the currency in the affected markets to deteriorate, thus reducing the purchasing power of those customers. In addition, financial difficulties experienced by our suppliers or distributors could result in product delays, increased accounts receivable defaults and inventory challenges. During the past few years, many governments adopted stimulus or spending programs designed to ease the economic impact of the crisis. Some of our businesses benefited from these stimulus programs but there can be no assurance that such programs will continue in the future. If economic conditions deteriorate, we may record additional charges relating to restructuring costs or the impairment of assets and our business and results of operations could be materially and adversely affected.

*Our future revenue, gross margins, operating results and net income are difficult to predict and may materially fluctuate.*

Our future revenue, gross margins, operating results and net income are difficult to predict and may be materially affected by a number of factors, including:

- the effects of adverse economic conditions in the markets in which we sell our products;
- changes in customer demand for our products and for end products that incorporate our products;
- our ability to effectively manage our cost structure in both the short term and over a longer duration;
- the timing of new product announcements or introductions by us, our customers or our competitors;
- competitive pricing pressures;
- fluctuations in manufacturing yields, adequate availability of wafers and other raw materials, and manufacturing, assembly and test capacity;
- the ability of our third-party suppliers, subcontractors and manufacturers to supply us with sufficient quantities of raw materials, products and/or components;

- a decline in the U.S. Government defense budget, changes in spending or budgetary priorities, a prolonged U.S. Government shutdown or delays in contract awards;
- a decline in infrastructure spending by foreign governments, including China;
- any significant decline in our backlog;
- the timing, delay, reduction or cancellation of significant customer orders and our ability to manage inventory;
- our ability to recruit, hire, retain and motivate adequate numbers of engineers and other qualified employees to meet the demands of our customers;
- the increasing costs of providing employee benefits, including health insurance, pension plan contributions and retirement benefits;
- changes in geographic, product or customer mix;
- our ability to utilize our manufacturing facilities at efficient levels;
- potential significant litigation-related costs or product warranty and/or indemnity claims, including those not covered by our suppliers or insurers;
- the difficulties inherent in forecasting future operating expense levels, including with respect to costs associated with labor, utilities, transportation and raw materials;
- the costs related to compliance with increasing worldwide government, environmental and social responsibility regulations;
- changes in our effective tax rates in the United States, Ireland or worldwide; and
- the effects of public health emergencies, natural disasters, widespread travel disruptions, security risks, terrorist activities, international conflicts and other events beyond our control.

In addition, the semiconductor market has historically been cyclical and subject to significant economic upturns and downturns. Our business is also subject to rapid technological changes and there can be no assurance (i) that products stocked in our inventory will not be rendered obsolete before we ship them, or (ii) that we will be able to design, develop and produce products in a timely fashion to accommodate changing customer demand. As a result of these and other factors, there can be no assurance that we will not experience material fluctuations in future revenue, gross margins, operating results and net income on a quarterly or annual basis. Our historical financial performance and results of operations should not be relied upon as indicators of future performance or results. In addition, if our revenue, gross margins, operating results and net income do not meet the expectations of securities analysts or investors, the market price of our common stock may decline.

*Increases in our effective tax rate and exposure to additional tax liabilities may adversely impact our results of operations.*

A number of factors may increase our future effective tax rate, including: changes in applicable tax laws or the interpretation of such tax laws; increases in tax rates in various jurisdictions; variation in the jurisdictions in which profits are earned and taxed; repatriation of non-U.S. earnings; any adverse resolution of ongoing tax audits or adverse rulings from taxing authorities worldwide; changes in the valuation of our deferred tax assets and liabilities; adjustments to income taxes upon finalization of various tax returns; increases in expenses not deductible for tax purposes, including executive compensation subject to the limitations of Section 162(m) of the Internal Revenue Code and amortization of assets acquired in connection with strategic transactions; decreased availability of tax deductions for stock-based compensation awards worldwide; and changes in available tax credits. Any significant increase in our future effective tax rates could adversely impact our net income during future periods.

*Long-term contracts are not typical for us, some contracts may be terminated for convenience of the customer, and incorrect forecasts or reductions, cancellations or delays in orders for our products could adversely affect our operating results.*

We typically do not have long-term sales contracts with our customers. In certain markets where end-user demand may be particularly volatile and difficult to predict, some customers place orders that require us to manufacture product and have it available for shipment, even though the customer is unwilling to make a binding commitment to purchase all, or even any, of the product. In other instances, we manufacture product based on forecasts of customer demands. Our U.S. Government contracts and subcontracts may be funded in increments over a number of government budget periods and typically can be terminated by the government for its convenience. As a result, we may incur inventory and manufacturing costs in advance of

anticipated sales, and we are subject to the risk of lower than expected orders or cancellations of orders, leading to a sharp reduction of sales and backlog. Further, orders or forecasts for products that meet the customer's unique requirements and that are canceled or unrealized orders would, in addition, result in an inventory of unsaleable products, causing potential inventory write-offs, and we may be unable to recover all of our costs incurred or committed. As a result of lengthy manufacturing cycles for certain of the products that are subject to these uncertainties, the amount of unsaleable product could be substantial. Incorrect forecasts, or reductions, cancellations or delays in orders for our products could adversely affect our operating results.

*Our future success depends upon our ability to continue to innovate, improve our existing products, design, develop, produce and market new products, and identify and enter new markets.*

Our future success significantly depends on our continued ability to improve our existing products and design, develop, produce and market innovative new products. Product design, development, innovation and enhancement is often a complex, time-consuming and costly process involving significant investment in research and development, with no assurance of return on investment. There can be no assurance that we will be able to develop and introduce new and improved products in a timely or efficient manner or that new and improved products, if developed, will achieve market acceptance. Our products generally must conform to various evolving and sometimes competing industry standards, which may adversely affect our ability to compete in certain markets or require us to incur significant costs. In addition, our customers generally impose very high quality and reliability standards on our products, which often change and may be difficult or costly to satisfy. Any inability to satisfy customer quality standards or comply with industry standards and technical requirements may adversely affect demand for our products and our results of operations. In addition, our growth is dependent on our continued ability to identify and penetrate new markets where we have limited experience and competition is intense. Also, some of our customers in these markets are less established, which could subject us to increased credit risk. There can be no assurance that the markets we serve will grow in the future, that our existing and new products will meet the requirements of these markets, that our products will achieve customer acceptance in these markets, that competitors will not force price reductions or take market share from us, or that we can achieve or maintain adequate gross margins or profits in these markets. Furthermore, a decline in demand in one or several of our end-user markets could have a material adverse effect on the demand for our products and our results of operations.

*We may not be able to compete successfully in markets within the semiconductor industry in the future.*

We face intense technological and pricing competition in the semiconductor industry, and we expect this competition to increase in the future, including from companies located outside the United States. Many companies have sufficient financial, manufacturing, technical, sales and marketing resources to develop and market products that compete with our products. Some of our competitors may have more advantageous supply or development relationships with our current and potential customers or suppliers. Our competitors also include emerging companies selling specialized products in markets we serve. Competition is generally based on design and quality of products, product performance, features and functionality, and product pricing, availability and capacity, with the relative importance of these factors varying among products, markets and customers. Existing or new competitors may develop products or technologies that more effectively address the demands of our customers and markets with enhanced performance, features and functionality, lower power requirements, greater levels of integration or lower cost. Increased competition in certain markets has resulted in and may continue to result in declining average selling prices, reduced gross margins and loss of market share in those markets. There can be no assurance that we will be able to compete successfully in the future against existing or new competitors, or that our operating results will not be adversely affected by increased competition.

*We rely on third-party suppliers, subcontractors and manufacturers for some industry-standard wafers, manufacturing processes, assembly and test services, and transportation, and we generally cannot control their availability or conditions of supply.*

We rely, and plan to continue to rely, on suppliers, assembly and test subcontractors, freight carriers, and third-party wafer fabricators to supply most of our wafers that can be manufactured using industry-standard submicron processes. This reliance involves several risks, including reduced control over availability, capacity utilization, delivery schedules, manufacturing yields, and costs. We currently source approximately 50% of our wafer requirements annually from third-party wafer fabrication foundries, primarily Taiwan Semiconductor Manufacturing Company, or TSMC. In addition, these suppliers often provide manufacturing services to our competitors and therefore periods of increased industry demand may result in capacity constraints. In certain instances, the third-party supplier is the sole source of highly specialized processing services. Additionally, our recently acquired Hittite business utilizes foundries that can provide the advanced gallium arsenide, or GaAs, processes that currently account for most of its wafer purchases. The number of foundries that can provide the GaAs process is limited, and Hittite is currently in the process of transitioning away from one of its principal GaAs foundries. If our suppliers are unable or unwilling to manufacture and deliver components to us on the time schedule and of the quality or quantity that we require or provide us with required manufacturing processes, we may be forced to seek to engage additional or replacement suppliers, which could result in additional expenses and delays in product development or shipment of product to our

customers. If additional or replacement suppliers or manufacturing processes are not available, we may also experience delays in product development or shipment which could, in turn, result in the temporary or permanent loss of customers.

*The markets for semiconductor products are cyclical, and increased production may lead to overcapacity and lower prices, and conversely, we may not be able to satisfy unexpected demand for our products.*

The cyclical nature of the semiconductor industry has resulted in periods when demand for our products has increased or decreased rapidly. If we expand our operations and workforce too rapidly or procure excessive resources in anticipation of increased demand for our products, and that demand does not materialize at the pace at which we expect, or declines, or if we overbuild inventory in a period of decreased demand, our operating results may be adversely affected as a result of increased operating expenses, reduced margins, underutilization of capacity or asset impairment charges. These capacity expansions by us and other semiconductor manufacturers could also lead to overcapacity in our target markets which could lead to price erosion that would adversely impact our operating results. Conversely, during periods of rapid increases in demand, our available capacity may not be sufficient to satisfy the demand. In addition, we may not be able to expand our workforce and operations in a sufficiently timely manner, procure adequate resources and raw materials, or locate suitable third-party suppliers, to respond effectively to changes in demand for our existing products or to the demand for new products requested by our customers, and our current or future business could be materially and adversely affected.

*Our semiconductor products are complex and we may be subject to product warranty and indemnity claims, which could result in significant costs and damage to our reputation and adversely affect the market acceptance of our products.*

Semiconductor products are highly complex and may contain defects when they are first introduced or as new versions are developed. We generally warrant our products to our customers for one year from the date title passes from us. We invest significant resources in the testing of our products; however, if any of our products contain defects, we may be required to incur additional development and remediation costs, pursuant to warranty and indemnification provisions in our customer contracts and purchase orders. These problems may divert our technical and other resources from other product development efforts and could result in claims against us by our customers or others, including liability for costs associated with product recalls, which may adversely impact our operating results. We may also be subject to customer indemnity claims. Our customers have on occasion been sued, and may in the future be sued, by third parties alleging infringement of intellectual property rights, or damages resulting from use of our products. Those customers may seek indemnification from us under the terms and conditions of our sales contracts with them. In certain cases, our potential indemnification liability may be significant. If any of our products contains defects, or has reliability, quality or compatibility problems, our reputation may be damaged, which could make it more difficult for us to sell our products to existing and prospective customers and could also adversely affect our operating results.

We have manufacturing processes that utilize a substantial amount of technology as the fabrication of integrated circuits is a highly complex and precise process. Minute impurities, contaminants in the manufacturing environment, difficulties in the fabrication process, defects in the masks used in the wafer manufacturing process, manufacturing equipment failures, wafer breakage or other factors can cause a substantial percentage of wafers to be rejected or numerous dice on each wafer to be nonfunctional. While we have significant expertise in semiconductor manufacturing, it is possible that some processes could become unstable. This instability could result in manufacturing delays and product shortages, which could have a material adverse effect on our operating results.

*We are involved in frequent litigation, including claims regarding intellectual property rights, which could be costly to bring or defend and could require us to redesign products or pay significant royalties.*

The semiconductor industry is characterized by frequent claims and litigation involving patent and other intellectual property rights, including claims arising under our contractual obligations to indemnify our customers. Other companies or individuals have obtained patents covering a variety of semiconductor designs and processes, and we might be required to obtain licenses under some of these patents or be precluded from making and selling infringing products, if those patents are found to be valid and infringed by us. In the event a third party makes a valid intellectual property claim against us and a license is not available to us on commercially reasonable terms, or at all, we could be forced either to redesign or to stop production of products incorporating that intellectual property, and our operating results could be materially and adversely affected. Litigation may be necessary to enforce our patents or other of our intellectual property rights or to defend us against claims of infringement, and this litigation could be costly and divert the attention of our key personnel. We could also be subject to litigation or arbitration disputes arising under our contractual obligations, as well as indemnity, warranty or product liability claims that could lead to significant costs and expenses as we defend those claims or pay damage awards. There can be no assurance that we are adequately insured to protect against all claims and potential liabilities. We may incur costs and expenses relating to a recall of our customers' products due to an alleged failure of components we supply. An adverse outcome

in litigation or arbitration could have a material adverse effect on our financial position or on our operating results or cash flows in the period in which the dispute is resolved.

*We may be unable to adequately protect our proprietary intellectual property rights, which may limit our ability to compete effectively.*

Our future success depends, in part, on our ability to protect our intellectual property. We primarily rely on patent, mask work, copyright, trademark and trade secret laws, as well as nondisclosure agreements and other methods, to protect our proprietary technologies and processes. Despite our efforts to protect our intellectual property, it is possible that competitors or other unauthorized third parties may obtain, copy, use or disclose our technologies, products and processes. Moreover, the laws of foreign countries in which we design, manufacture, market and sell our products may afford little or no effective protection of our proprietary intellectual property.

There can be no assurance that the claims allowed in our issued patents will be sufficiently broad to protect our technology. In addition, any of our existing or future patents may be challenged, invalidated or circumvented. As such, any rights granted under these patents may not provide us with adequate protection. We may not be able to obtain foreign patents or pending applications corresponding to our U.S. patents and applications. Even if foreign patents are granted, effective enforcement in foreign countries may not be available. If our patents and mask works do not adequately protect our technology, our competitors may be able to offer products similar to ours. Our competitors may also be able to develop similar technology independently or design around our patents.

We generally enter into confidentiality agreements with our employees, consultants and strategic partners. We also try to control access to and distribution of our technologies, documentation and other proprietary information. Despite these efforts, internal or external parties may attempt to copy, disclose, obtain or use our products or technology without our authorization. Also, former employees may seek employment with our business partners, customers or competitors, and there can be no assurance that the confidential nature of our proprietary information will be maintained in the course of such future employment.

*A significant disruption in, or breach in security of, our information technology systems could materially and adversely affect our business or reputation.*

We rely on information technology systems throughout our company to keep financial records and customer data, process orders, manage inventory, coordinate shipments to customers, maintain confidential and proprietary information, assist in semiconductor engineering and other technical activities and operate other critical functions such as internet connectivity, network communications and email. Our information technology systems may be susceptible to damage, disruptions or shutdowns due to power outages, hardware failures, telecommunication failures, user errors, catastrophes or other unforeseen events. If we were to experience a prolonged disruption in the information technology systems that involve our internal communications or our interactions with customers or suppliers, it could result in the loss of sales and customers and significant incremental costs, which could adversely affect our business. We may also be subject to security breaches caused by computer viruses, illegal break-ins or hacking, sabotage, or acts of vandalism by third parties. Our security measures or those of our third party service providers may not detect or prevent security breaches. In addition, we provide our confidential and proprietary information to our third-party business partners in certain cases where doing so is necessary to conduct our business. While we employ confidentiality agreements to protect such information, nonetheless those third parties may also be subject to security breaches or otherwise compromise the protection of such information. Security breaches of our information technology systems or those of our partners could result in the misappropriation or unauthorized disclosure of confidential and proprietary information belonging to us or to our employees, partners, customers or suppliers, which could result in our suffering significant financial or reputational damage.

*If we do not retain our key personnel, our ability to execute our business strategy will be adversely affected.*

Our continued success depends to a significant extent upon the recruitment, retention and effective succession of our executive officers and key management and technical personnel, particularly our experienced engineers. The competition for these employees is intense. The loss of the services of one or more of our key personnel could have a material adverse effect on our operating results. In addition, there could be a material adverse effect on our business should the turnover rates for engineers and other key personnel increase significantly or if we are unable to continue to attract and retain qualified personnel. We do not maintain any key person life insurance policy on any of our officers or employees.

*To remain competitive, we may need to invest in or acquire other companies, purchase or license technology from third parties, or enter into other strategic transactions in order to introduce new products or enhance our existing products.*



An element of our business strategy involves expansion through the acquisitions of businesses, assets, products or technologies that allow us to complement our existing product offerings, diversify our product portfolio, expand our market coverage, increase our engineering workforce or enhance our technological capabilities. We may not be able to find businesses that have the technology or resources we need and, if we find such businesses, we may not be able to invest in, purchase or license the technology or resources on commercially favorable terms or at all. Acquisitions, investments and technology licenses are difficult to identify and complete for a number of reasons, including the cost of potential transactions, competition among prospective buyers and licensees, the need for regulatory approvals, and difficulties related to integration efforts. Both in the U.S. and abroad, governmental regulation of acquisitions has become more complex, increasing the costs and risks of undertaking significant acquisitions. In order to finance a potential transaction, we may need to raise additional funds by issuing securities or borrowing money. We may not be able to obtain financing on favorable terms, and the sale of our stock may result in the dilution of our existing shareholders or the issuance of securities with rights that are superior to the rights of our common shareholders.

Acquisitions also involve a number of risks, including:

- difficulty or delay integrating acquired technologies, operations and personnel with our existing businesses;
- diversion of management's attention in connection with both negotiating the transaction and integrating the assets;
- strain on managerial and operational resources as management tries to oversee larger or more complex operations;
- the future funding requirements for acquired companies, which may be significant;
- potential loss of key employees;
- exposure to unforeseen liabilities of acquired companies;
- higher than expected or unexpected costs relating to or associated with an acquisition;
- difficulty realizing synergies and growth prospects of an acquisition in a timely manner or at all; and
- increased risk of costly and time-consuming litigation.

If we are unable to successfully address these risks, we may not realize some or all of the expected benefits of the acquisition, which may have an adverse effect on our business plans and operating results.

*We rely on supplies, services and manufacturing capacity located in geologically unstable areas, which could affect our ability to produce products.*

We, like many companies in the semiconductor industry, rely on supplies, services, internal manufacturing capacity, wafer fabrication foundries and other subcontractors in geologically unstable locations around the world. The impact of earthquakes, tsunamis, flooding or other natural disasters would disrupt local semiconductor-related businesses, and adversely affect manufacturing capacity, availability and cost of key raw materials, utilities and equipment, and availability of key services, including transport of our products worldwide. Our insurance may not adequately cover losses resulting from such disruptions. Any prolonged inability to utilize one of our manufacturing facilities, or those of our subcontractors or third-party wafer fabrication foundries, as a result of fire, flood, natural disaster, unavailability of utilities or otherwise, could result in a temporary or permanent loss of customers for affected products, which could have a material adverse effect on our results of operations and financial condition.

*We are exposed to business, economic, political, legal, regulatory and other risks through our significant worldwide operations.*

We have significant operations and manufacturing facilities outside the United States, including in Ireland and the Philippines. The majority of our revenue is derived from customers in international markets, and we expect that international sales will continue to account for a significant portion of our revenue in the future. Although we engage in hedging transactions to reduce our exposure to currency exchange rate fluctuations, there can be no assurance that our competitive position will not be adversely affected by changes in the exchange rate of the United States dollar against other currencies. Potential interest rate increases, as well as high energy costs, could have an adverse impact on industrial and consumer spending patterns and could adversely impact demand for our products. At August 2, 2014, our principal source of liquidity was \$4.9 billion of cash and cash equivalents and short-term investments, of which approximately \$1.1 billion was held in the United States and the remaining balance was held outside the United States in various foreign subsidiaries. As we intend to reinvest our foreign earnings indefinitely, this cash held outside the United States is not readily available to meet our cash requirements in the United States. We require a substantial amount of cash in the United States for operating requirements, stock repurchases, cash dividends and acquisitions. If we are unable to address our U.S. cash requirements through operations, through borrowings under our current credit facility, through future debt or equity offerings or from other sources of cash obtained at an acceptable

cost, it may be necessary for us to consider repatriation of earnings that are permanently reinvested, and we may be required to pay additional taxes under current tax laws, which could have a material effect on our results of operations and financial condition.

Furthermore, in addition to being exposed to the ongoing economic cycles in the semiconductor industry, we are also subject to different business, economic and political risks inherent in international operations, including the risks associated with the recent crisis in global credit and financial markets, ongoing uncertainties and political and economic instability in many countries around the world, as well as economic disruption from acts of terrorism and the response to them by the United States and its allies. Other business risks associated with global operations include increased managerial complexities, air transportation disruptions, expropriation, currency controls, currency exchange rate movement, additional costs related to foreign taxes and tariffs, increases in labor and transportation costs, trade and travel restrictions, pandemics, import and export license requirements and customs restrictions, and accounts receivable collections.

Additionally, as an international company, we are exposed to complex and varying government regulations and legal standards, particularly with respect to price protection, competition practices, export control regulations, customs and tax requirements, anti-boycott regulations, data privacy, intellectual property, anti-corruption and environmental compliance. Among other laws and regulations, we are subject to U.S. Customs and Export Regulations, including U.S. International Traffic and Arms Regulations and similar laws, which collectively control import, export and sale of products and technologies, and the Foreign Corrupt Practices Act and similar anti-bribery laws, which prohibit companies from making improper payments to government officials for the purposes of obtaining or retaining business. Compliance with these laws and regulations imposes costs on us that can reduce our profitability, and any failure to successfully comply could subject us to monetary liabilities and other sanctions that could further harm our business and financial condition.

We also incur significant costs associated with our foreign defined benefit pension plans. There can be no assurance that the value of the plan assets will be sufficient in the future and it is possible that we may be required to make higher cash contributions to the plans in future years, which would reduce the cash available for other business purposes.

We expect to continue to expand our business and operations in China. Our success in the Chinese markets may be adversely affected by China's continuously evolving laws and regulations, including those relating to taxation, import and export tariffs, currency controls, environmental regulations, indigenous innovation, and intellectual property rights and enforcement of those rights. Enforcement of existing laws or agreements may be inconsistent. In addition, changes in the political environment, governmental policies or U.S.-China relations could result in revisions to laws or regulations or their interpretation and enforcement, exposure of our proprietary intellectual property, increased taxation, restrictions on imports, import duties or currency revaluations, which could have an adverse effect on our business plans and operating results.

*Our operating results are dependent on the performance of independent distributors.*

A significant portion of our sales are through independent distributors that are not under our control. These independent distributors generally represent product lines offered by several companies and thus could reduce their sales efforts applied to our products or they could terminate their representation of us. We generally do not require letters of credit from our distributors and are not protected against accounts receivable default or declarations of bankruptcy by these distributors. Our inability to collect open accounts receivable could adversely affect our operating results. Termination of a significant distributor, whether at our initiative or the distributor's initiative or through consolidation in the distribution industry, could disrupt our current business, and if we are unable to find suitable replacements, our operating results could be adversely affected.

*We are subject to increasingly strict environmental, health and safety (EHS) regulations, which could increase our expenses and affect our operating results.*

Our industry is subject to increasingly strict EHS requirements, particularly those environmental requirements that control and restrict the sourcing, use, transportation, emission, discharge, storage and disposal of certain chemicals, minerals, elements and materials used or produced in the semiconductor manufacturing process. Public attention to environmental, sustainability and social responsibility concerns continues to increase, and our customers routinely include stringent environmental and other standards in their contracts with us. Changes in environmental laws or regulations may require us to invest in costly equipment or alter the way our products are made. In addition, we use hazardous and other regulated materials that subject us to risks of strict liability for damages caused by potential or actual releases of such materials. Any failure to control such materials adequately or to comply with statutory or regulatory standards or contractual obligations could result in liability for damages, penalties, and civil and criminal fines, and might damage our reputation, increase our expenses, and adversely affect our operating results.

The new “conflict minerals” rules recently promulgated by the Securities and Exchange Commission could adversely affect the sourcing, supply and pricing of materials used in our products. New climate change laws and regulations could require us to change our manufacturing processes or obtain substitute materials that may cost more or be less available for our manufacturing operations. In addition, new restrictions on emissions of carbon dioxide or other greenhouse gases could result in significant costs for us. The Commonwealth of Massachusetts has adopted greenhouse gas regulations, and the U.S. Congress may pass federal greenhouse gas legislation in the future. The U.S. Environmental Protection Agency (EPA) has issued greenhouse gas reporting regulations that may apply to certain of our operations. The EPA is developing other climate change-based regulations, as are certain states, that also may increase our expenses and adversely affect our operating results. We expect increased worldwide regulatory activity relating to climate change in the future. Compliance with these laws and regulations has not had a material impact on our capital expenditures, earnings, financial condition or competitive position. However, there is no assurance that the cost to comply with current or future EHS laws and regulations will not exceed our estimates or adversely affect our financial condition or results of operations. Additionally, any failure by us to comply with applicable EHS requirements or contractual obligations could result in penalties, civil and criminal fines, suspension of or changes to production, legal liability and damage to our reputation.

*If we fail to comply with government contracting regulations, we could suffer a loss of revenue or incur price adjustments or other penalties.*

Some of our revenue is derived from contracts with agencies of the United States Government and subcontracts with its prime contractors. As a United States Government contractor or subcontractor, we are subject to federal contracting regulations, including the Federal Acquisition Regulations, which govern the allowability of costs incurred by us in the performance of United States government contracts. Certain contract pricing is based on estimated direct and indirect costs, which are subject to change. Additionally, the United States government is entitled after final payment on certain negotiated contracts to examine all of our cost records with respect to such contracts and to seek a downward adjustment to the price of the contract if it determines that we failed to furnish complete, accurate and current cost or pricing data in connection with the negotiation of the price of the contract.

In connection with our United States government business, we are also subject to government audits and to review and approval of our policies, procedures, and internal controls for compliance with procurement regulations and applicable laws. In certain circumstances, if we do not comply with the terms of a contract or with regulations or statutes, we could be subject to downward contract price adjustments or refund obligations or could in extreme circumstances be assessed civil and criminal penalties or be debarred or suspended from obtaining future contracts for a specified period of time. Any such suspension or debarment or other sanction could have an adverse effect on our business.

Under some of our government subcontracts, we are required to maintain secure facilities and to obtain security clearances for personnel involved in performance of the contract, in compliance with applicable federal standards. If we were unable to comply with these requirements, or if personnel critical to our performance of these contracts were to lose their security clearances, we might be unable to perform these contracts or compete for other projects of this nature, which could adversely affect our revenue.

*If we are unable to generate sufficient cash flow, we may not be able to service our debt obligations, including making payments on our outstanding senior unsecured notes.*

In April 2011, we issued in a public offering \$375.0 million aggregate principal amount of 3.0% senior unsecured notes due April 15, 2016 (the 2016 Notes). In June 2013, we issued in a public offering \$500.0 million aggregate principal amount of 2.875% senior unsecured notes due June 1, 2023 (the 2023 Notes and together with the 2016 Notes, the Notes). Our ability to make payments of principal and interest on our indebtedness when due depends upon our future performance, which will be subject to general economic conditions, industry cycles and financial, business and other factors affecting our consolidated operations, many of which are beyond our control. If we are unable to generate sufficient cash flow from operations in the future to service our outstanding debt, we may be required to, among other things:

- seek additional financing in the debt or equity markets;
- refinance or restructure all or a portion of our indebtedness, including the Notes;
- borrow under our existing revolving credit facility;
- divert funds that would otherwise be invested in our operations;
- sell selected assets; or
- reduce or delay planned capital expenditures or operating expenditures.

Such measures might not be sufficient to enable us to service our debt, including the Notes, which could negatively impact our financial results. In addition, any such financing, refinancing or sale of assets might not be possible on economically favorable terms.

*Restrictions in our revolving credit facility, our outstanding \$2 billion term loan and outstanding debt instruments may limit our activities.*

Our current revolving credit facility, outstanding \$2 billion term loan and our outstanding senior unsecured notes impose, and future debt instruments to which we may become subject may impose, restrictions that limit our ability to engage in activities that could otherwise benefit our company, including to undertake certain transactions, to create certain liens on our assets and to incur certain subsidiary indebtedness. Our ability to comply with these financial restrictions and covenants is dependent on our future performance, which is subject to prevailing economic conditions and other factors, including factors that are beyond our control such as foreign exchange rates, interest rates, changes in technology and changes in the level of competition. In addition, our revolving credit facility and our \$2 billion term loan require us to maintain compliance with specified financial ratios. If we breach any of the covenants under these facilities or the indenture governing our outstanding notes and do not obtain appropriate waivers, then, subject to applicable cure periods, our outstanding indebtedness thereunder could be declared immediately due and payable or we may be restricted from further borrowing under our revolving credit facility.

*Our stock price may be volatile.*

The market price of our common stock has been volatile in the past and may be volatile in the future, as it may be significantly affected by factors including:

- crises in global credit, debt and financial markets;
- actual or anticipated fluctuations in our revenue and operating results;
- changes in financial estimates by securities analysts or our failure to perform in line with those estimates or our published guidance;
- changes in market valuations of other semiconductor companies;
- announcements by us or our competitors of significant new products, technical innovations, material transactions, acquisitions or dispositions, litigation or capital commitments;
- departures of key personnel;
- alleged noncompliance with laws, regulations or ethics standards by us or any of our employees, officers or directors; and
- negative media publicity targeting us or our suppliers, customers or competitors.

The stock market has historically experienced volatility, especially within the semiconductor industry, that often has been unrelated to the performance of particular companies. These market fluctuations may cause our stock price to fall regardless of our operating results.

Our directors and executive officers periodically sell shares of our common stock in the market, including pursuant to Rule 10b5-1 trading plans. Regardless of the individual's reasons for such sales, securities analysts and investors could view such sales as a negative indicator and our stock price could be adversely affected as a result.

**ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds****Issuer Purchases of Equity Securities**

Period	Total Number of Shares Purchased (a)	Average Price Paid Per Share (b)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (c)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
May 4, 2014 through May 31, 2014	549,022	\$ 51.35	544,800	\$ 963,063,909
June 1, 2014 through June 28, 2014	56,928	\$ 52.31	55,911	\$ 960,142,306
June 29, 2014 through August 2, 2014	514,465	\$ 50.97	510,066	\$ 934,154,812
Total	1,120,415	\$ 49.14	1,110,777	\$ 934,154,812

- (a) Includes 9,638 shares withheld by us from employees to satisfy employee tax obligations upon vesting of restricted stock units granted to our employees under our equity compensation plans.
- (b) The average price paid per share of stock repurchased under the stock repurchase program includes the commissions paid to the brokers. The average price paid for shares in connection with vesting of restricted stock are averages of the closing stock price at the vesting date which is used to calculate the number of shares to be withheld.
- (c) Shares repurchased pursuant to the stock repurchase program publicly announced on August 12, 2004. On February 17, 2014, our Board of Directors authorized the repurchase by us of an additional \$570.0 million of our common stock, increasing the total amount of our common stock that we are authorized to repurchase under the program to \$5.6 billion. Under the repurchase program, we may repurchase outstanding shares of our common stock from time to time in the open market and through privately negotiated transactions. Unless terminated earlier by resolution of our Board of Directors, the repurchase program will expire when we have repurchased all shares authorized for repurchase under the repurchase program.

**ITEM 6. Exhibits**

The exhibits listed in the Exhibit Index immediately preceding the exhibits are filed as part of this Quarterly Report on Form 10-Q and such Exhibit Index is incorporated herein by reference.

**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.

ANALOG DEVICES, INC.

Date: August 26, 2014

By: /s/ VINCENT T. ROCHE

Vincent T. Roche  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: August 26, 2014

By: /s/ DAVID A. ZINSNER

David A. Zinsner  
Vice President, Finance  
and Chief Financial Officer  
(Principal Financial Officer)

## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of June 9, 2014, among the Company, BBAC Corp. and Hittite Microwave Corporation, filed as exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 1-7819) as filed with the Commission on June 9, 2014 and incorporated herein by reference.
10.1	Commitment Letter, dated as of June 9, 2014, among the Company, Credit Suisse AG and Credit Suisse Securities (USA) LLC, filed as exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 1-7819) as filed with the Commission on June 9, 2014 and incorporated herein by reference.
10.2†	First Amendment to Credit Agreement, dated as of June 17, 2014 among the Company, the lenders party thereto and Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer.
10.3	Credit Agreement, dated as of July 22, 2014, among the Company, Credit Suisse AG, as Administrative Agent and the lenders party thereto, filed as exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 1-7819) as filed with the Commission on July 22, 2014 and incorporated herein by reference.
31.1†	Certification Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer).
31.2†	Certification Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer).
32.1†	Certification Pursuant to 18 U.S.C. Section 1350 (Chief Executive Officer).
32.2†	Certification Pursuant to 18 U.S.C. Section 1350 (Chief Financial Officer).
101.INS	XBRL Instance Document.**
101.SCH	XBRL Schema Document.**
101.CAL	XBRL Calculation Linkbase Document.**
101.LAB	XBRL Labels Linkbase Document.**
101.PRE	XBRL Presentation Linkbase Document.**
101.DEF	XBRL Definition Linkbase Document.**
†	Filed or furnished herewith.
**	Submitted electronically herewith.

Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Statements of Income for the three and nine months ended August 2, 2014 and August 3, 2013, (ii) Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended August 2, 2014 and August 3, 2013, (iii) Condensed Consolidated Balance Sheets at August 2, 2014 and November 2, 2013, (iv) Condensed Consolidated Statements of Cash Flows for the nine months ended August 2, 2014 and August 3, 2013 and (v) Notes to Condensed Consolidated Financial Statements for the three and nine months ended August 2, 2014.

## FIRST AMENDMENT TO CREDIT AGREEMENT

This FIRST AMENDMENT TO CREDIT AGREEMENT dated as of June 17, 2014 (this "*Amendment*"), to the CREDIT AGREEMENT (as defined below) is among ANALOG DEVICES, INC. (the "*Borrower*"), the Lenders (as defined below) party hereto and BANK OF AMERICA, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer (as defined below).

## RECITALS

A. Pursuant to that certain Credit Agreement dated as of December 19, 2012 (as amended, supplemented or otherwise modified through the date hereof, the "*Credit Agreement*"), among ANALOG DEVICES, INC. (the "*Borrower*"), the Lenders (as defined in Article I of the Credit Agreement) and BANK OF AMERICA, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer (as each such term is defined in Article I of the Credit Agreement), the Lenders and the L/C Issuer have extended, and have agreed to extend, credit to the Borrower.

A. Pursuant to the Agreement and Plan of Merger dated as of June 9, 2014, by and among the Borrower, BBAC Corp., a Delaware corporation and Hittite Microwave Corporation ("*Hittite*"), the Borrower intends to indirectly acquire (the "*Hittite Acquisition*") all the issued and outstanding equity interests of Hittite.

B. In connection with the Hittite Acquisition and in order to provide financing for a portion thereof, the Borrower intends to borrow from one or more third parties up to \$2,000,000,000 aggregate principal amount of senior unsecured loans (the "*Hittite Acquisition Debt*").

C. Following the consummation of the Hittite Acquisition, it is expected that a Subsidiary of the Borrower will assume the Hittite Acquisition Debt, with the Borrower being released as the primary obligor thereunder but providing a Guarantee thereof (the "*Hittite Debt Assumption*").

D. In connection with the foregoing, the Borrower has requested that the Required Lenders (i) agree to amend Section 7.02 (Indebtedness) of the Credit Agreement to permit the Hittite Debt Assumption and (ii) agree to amend the Credit Agreement as further set forth herein.

E. The Required Lenders are willing to agree to such amendments on the terms and subject to the conditions set forth herein.

F. Capitalized terms used but not defined herein shall have the meanings assigned to them in the Credit Agreement.



Accordingly, in consideration of the mutual agreements herein contained and other good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the parties hereto agree as follows:

SECTION 1. *Amendment to Section 1.01 of the Credit Agreement.* Section 1.01 of the Credit Agreement is amended by adding the following defined terms in the appropriate alphabetical order therein:

“Hittite” means Hittite Microwave Corporation, a Delaware corporation.

“Hittite Acquisition” means the acquisition pursuant to the Agreement and Plan of Merger, dated as of June 9, 2014, by and among the Borrower, a Wholly Owned Subsidiary of the Borrower and Hittite of all the issued and outstanding equity interests of Hittite.

“Hittite Acquisition Closing Date” means the date on which the Hittite Acquisition Debt is borrowed.

“Hittite Acquisition Debt” means the borrowing by the Borrower from one or more third parties of up to \$2,000,000,000 aggregate principal amount of senior unsecured loans to finance in part the Hittite Acquisition.

“Hittite Debt Assumption” means the assumption of the Hittite Acquisition Debt by a Subsidiary of the Borrower, with the Borrower being released as the primary obligor but providing a Guarantee thereof.

SECTION 2. *Amendment to Section 7.02 of the Credit Agreement.* Section 7.02 (Indebtedness) of the Credit Agreement is hereby amended by (i) deleting the word “and” at the end of clause (f) thereof, (ii) replacing the period at the end of clause (g) thereof with “; and” and (iii) inserting the following new clause (h) at the end thereof:

“(h) for the period commencing with the Hittite Acquisition Closing Date and through and including the earliest of (a) the 90th day following the Hittite Acquisition Closing Date, (b) the date occurring after the Hittite Acquisition Closing Date on which the Acquisition Debt is paid in full and (c) March 6, 2015, Indebtedness comprised of the Hittite Acquisition Debt after giving effect to the Hittite Debt Assumption.

SECTION 3. *Amendment to Section 7.09 of the Credit Agreement.* Section 7.09 (Organization Documents; Fiscal Year; Legal Name, State of Formation and Form of Entity) of the Credit Agreement is hereby amended by deleting therefrom the words “, nor shall it permit any Subsidiary to,”.

SECTION 4. *Representations and Warranties.* To induce the other parties hereto to enter into this Amendment, the Borrower represents and warrants to the Administrative Agent, the L/C Issuer and each of the Lenders that:

(a) This Amendment has been duly authorized, executed and delivered by it and constitutes its legal, valid and binding obligation, enforceable against it in

accordance with its terms, except as such enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors' rights generally and by general equitable principles (whether enforcement is sought by proceedings in equity or at law).

(b) After giving effect to this Amendment, the representations and warranties set forth in Article V of the Credit Agreement are true and correct on and as of the date hereof with the same effect as though made on and as of the date hereof, except to the extent such representations and warranties expressly relate to an earlier date, in which case they shall be true and correct as of such earlier date.

(c) After giving effect to this Amendment, no Default or Event of Default has occurred and is continuing.

SECTION 5. *Effectiveness.* This Amendment shall become effective upon receipt by the Administrative Agent of counterparts of this Amendment duly executed by (i) the Borrower and (ii) the Required Lenders, and acknowledged by the Administrative Agent.

SECTION 6. *Effect of Amendment.* Except as expressly set forth herein, this Amendment shall not by implication or otherwise limit, impair, constitute a waiver of, or otherwise affect the rights and remedies of the Lenders, the L/C Issuer or the Administrative Agent under the Credit Agreement or any other Loan Document, and shall not alter, modify, amend or in any way affect any of the terms, conditions, obligations, covenants or agreements contained in the Credit Agreement or any other Loan Document, all of which are ratified and affirmed in all respects and shall continue in full force and effect. Nothing herein shall be deemed to entitle the Borrower to a consent to, or a waiver, amendment, modification or other change of, any of the terms, conditions, obligations, covenants or agreements contained in the Credit Agreement or any other Loan Document in similar or different circumstances. After the date hereof, any reference to the Credit Agreement shall mean the Credit Agreement as modified hereby. This Amendment shall constitute a "Loan Document" for all purposes of the Credit Agreement and the other Loan Documents.

SECTION 7. *Applicable Law.* **THIS AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.**

SECTION 8. *Counterparts.* This Amendment may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Amendment by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Amendment.

SECTION 9. *Headings*. The headings of this Amendment are for purposes of reference only and shall not limit or otherwise affect the meaning hereof.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their respective authorized officers as of the day and year first above written.

BORROWER:

ANALOG DEVICES, INC.,

By: /s/ William A. Martin

Name: William A. Martin

Title: V.P. of M&A & Treasurer

FIRST AMENDMENT TO CREDIT AGREEMENT  
ANALOG DEVICES, INC.

LENDERS:

BANK OF AMERICA, N.A., as a Lender,  
Swing Line Lender and L/C Issuer

By: /s/ Patrick Martin

Name: Patrick Martin  
Title: Managing Director

FIRST AMENDMENT TO CREDIT AGREEMENT  
ANALOG DEVICES, INC.

CREDIT SUISSE, Cayman Islands Branch, as a Lender

By: /s/ Christopher Day

Name: Christopher Day  
Title: Authorized Signatory

By: /s/ Tyler R. Smith

Name: Tyler R. Smith  
Title: Authorized Signatory

FIRST AMENDMENT TO CREDIT AGREEMENT  
ANALOG DEVICES, INC.

JPMorgan Chase Bank, N.A., as a Lender

By: /s/ Justin Kelley

Name: Justin Kelley

Title: Vice President

FIRST AMENDMENT TO CREDIT AGREEMENT  
ANALOG DEVICES, INC.

HSBC BANK USA NATIONAL ASSOCIATION, as a Lender

By: /s/ Manuel Burgueño

Name: Manuel Burgueño  
Title: Senior Vice President

FIRST AMENDMENT TO CREDIT AGREEMENT  
ANALOG DEVICES, INC.



THE BANK OF NEW YORK MELLON, as a Lender

By: /s/ Donald G. Cassidy, Jr.

Name: Donald G. Cassidy, Jr.

Title: Managing Director

FIRST AMENDMENT TO CREDIT AGREEMENT  
ANALOG DEVICES, INC.

The Bank of Tokyo-Mitsubishi UFJ, Ltd., as a Lender

By: /s/ Matthew Antioco

Name: Matthew Antioco  
Title: Vice President

FIRST AMENDMENT TO CREDIT AGREEMENT  
ANALOG DEVICES, INC.

WELLS FARGO BANK, N.A., as a Lender

By: /s/ Dhiren Desai

Name: Dhiren Desai  
Title: Vice President

FIRST AMENDMENT TO CREDIT AGREEMENT  
ANALOG DEVICES, INC.

Morgan Stanley Bank, N.A., as a Lender

By: /s/ Christopher Winthrop

Name: Christopher Winthrop  
Title: Authorized Signatory

FIRST AMENDMENT TO CREDIT AGREEMENT  
ANALOG DEVICES, INC.

ACKNOWLEDGED AND AGREED

as of the date first written above:

BANK OF AMERICA, N.A.,  
as Administrative Agent

By: /s/ Brenda Schriener

Name: Brenda Schriener

Title: Vice President

FIRST AMENDMENT TO CREDIT AGREEMENT  
ANALOG DEVICES, INC.

**CERTIFICATION**

I, Vincent T. Roche, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Analog Devices, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 26, 2014

/s/ VINCENT T. ROCHE

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Vincent T. Roche

President and Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION**

I, David A. Zinsner, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Analog Devices, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 26, 2014

/S/ DAVID A. ZINSNER

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David A. Zinsner  
Vice President, Finance  
and Chief Financial Officer  
(Principal Financial Officer)

**Certification Pursuant to 18 U.S.C. Section 1350,  
As Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Analog Devices, Inc. (the "Company") for the period ended August 2, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Vincent T. Roche, Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

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

Dated: August 26, 2014

/S/ VINCENT T. ROCHE

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Vincent T. Roche

Chief Executive Officer



**Certification Pursuant to 18 U.S.C. Section 1350,  
As Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Analog Devices, Inc. (the "Company") for the period ended August 2, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, David A. Zinsner, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

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

Dated: August 26, 2014

/S/ DAVID A. ZINSNER

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David A. Zinsner

Chief Financial Officer