NATIONAL INSTRUMENTS CORP
Form 10-Q
August 01, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended: June 30, 2016 or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from ________________ to ________________

Commission file number: 0-25426

NATIONAL INSTRUMENTS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	74-1871327
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
11500 North MoPac Expressway	

Austin, Texas	78759
(address of principal executive offices)	(zip code)

Registrant's telephone number, including area code: (512) 338-9119

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 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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at July 25, 2016
Common Stock - $0.01 par value	128,606,767

NATIONAL INSTRUMENTS CORPORATION

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PART I - FINANCIAL INFORMATION

ITEM 1.Financial Statements

NATIONAL INSTRUMENTS CORPORATION

CONSOLIDATED BALANCE SHEETS

(in thousands, except per share data)

	June 30, 2016 (unaudited)	December 31, 2015
Assets		
Current assets:		
Cash and cash equivalents	$ 285,261	$ 251,129
Short-term investments	55,063	81,789
Accounts receivable, net	222,243	216,244
Inventories, net	194,585	185,197
Prepaid expenses and other current assets	63,502	65,381
Total current assets	820,654	799,740
Property and equipment, net	257,868	257,853
Goodwill	260,224	257,718
Intangible assets, net	108,241	108,196
Other long-term assets	26,302	30,349
Total assets	$ 1,473,289	$ 1,453,856
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 50,724	$ 50,970
Accrued compensation	31,071	27,956

Deferred revenue - current	116,202	112,283
Accrued expenses and other liabilities	23,374	11,756
Other taxes payable	32,869	37,250
Total current liabilities	254,240	240,215
Long-term debt	40,000	37,000
Deferred income taxes	37,751	44,673
Liability for uncertain tax positions	12,823	11,974
Deferred revenue - long-term	28,066	27,708
Other long-term liabilities	9,218	10,565
Total liabilities	382,098	372,135
Commitments and contingencies		
Stockholders' equity:		
Preferred stock: par value $0.01; 5,000,000 shares authorized; none issued and outstanding	-	-
Common stock: par value $0.01; 360,000,000 shares authorized; 128,606,647 shares and 127,849,271 shares issued and outstanding, respectively	1,286	1,275
Additional paid-in capital	744,800	717,705
Retained earnings	374,190	400,831
Accumulated other comprehensive loss	(29,085)	(38,090)
Total stockholders’ equity	1,091,191	1,081,721
Total liabilities and stockholders’ equity	$ 1,473,289	$ 1,453,856

The accompanying notes are an integral part of the financial statements.

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NATIONAL INSTRUMENTS CORPORATION

CONSOLIDATED STATEMENTS OF INCOME

(in thousands, except per share data)

(unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Net sales:				
Product	$ 278,530	$ 273,807	$ 537,963	$ 535,381
Software maintenance	27,575	27,984	55,319	55,923
Total net sales	306,105	301,791	593,282	591,304
Cost of sales:				
Product	75,194	75,621	149,404	150,502
Software maintenance	2,314	1,054	4,250	2,509
Total cost of sales	77,508	76,675	153,654	153,011
Gross profit	228,597	225,116	439,628	438,293
Operating expenses:				
Sales and marketing	116,361	111,855	229,568	221,408
Research and development	59,839	55,409	119,179	115,929
General and administrative	25,130	23,165	49,770	46,136
Total operating expenses	201,330	190,429	398,517	383,473
Operating income	27,267	34,687	41,111	54,820
Other income:				
Interest income	258	341	511	694
Net foreign exchange loss	(1,285)	(577)	(711)	(2,251)
Other income (loss), net	53	25	(2,353)	653
Income before income taxes	26,293	34,476	38,558	53,916
Provision for (benefit from) income taxes	6,493	9,534	9,460	13,970

Net income	$ 19,800	$ 24,942	$ 29,098	$ 39,946
Basic earnings per share	$ 0.15	$ 0.19	$ 0.23	$ 0.31
Weighted average shares outstanding - basic	128,282	128,682	127,938	128,363
Diluted earnings per share	$ 0.15	$ 0.19	$ 0.23	$ 0.31
Weighted average shares outstanding - diluted	128,746	129,337	128,429	129,013
Dividends declared per share	$ 0.20	$ 0.19	$ 0.40	$ 0.38

The accompanying notes are an integral part of these financial statements.

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NATIONAL INSTRUMENTS CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)

(unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Net income	$ 19,800	$ 24,942	$ 29,098	$ 39,946
Other comprehensive income, before tax and net of reclassification adjustments:				
Foreign currency translation adjustment	(6,191)	4,467	8,166	(10,484)
Unrealized gain on securities available-for-sale	211	283	549	789
Unrealized (loss) gain on derivative instruments	138	(7,718)	3,565	(6,736)
Other comprehensive (loss) gain, before tax	(5,842)	(2,968)	12,280	(16,431)
Tax (benefit) expense related to items of other comprehensive income	(1,436)	(1,387)	3,275	(4,302)
Other comprehensive (loss) gain, net of tax	(4,406)	(1,581)	9,005	(12,129)
Comprehensive income	$ 15,394	$ 23,361	$ 38,103	$ 27,817

The accompanying notes are an integral part of these financial statements.

NATIONAL INSTRUMENTS CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(unaudited)

	Six Months Ended June 30, 2016	2015
Cash flow from operating activities:		
Net income	$ 29,098	$ 39,946
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	38,217	36,502
Stock-based compensation	13,497	12,745
Tax (benefit) expense from deferred income taxes	(2,927)	(1,561)
Tax benefit from stock option plans	(439)	(937)
Changes in operating assets and liabilities:		
Accounts receivable	(5,999)	(2,748)
Inventories	(9,388)	(12,228)
Prepaid expenses and other assets	8,855	(19,544)
Accounts payable	(246)	(2,082)
Deferred revenue	4,277	3,692
Taxes, accrued expenses and other liabilities	8,714	(3,002)
Net cash provided by operating activities	83,659	50,783
Cash flow from investing activities:		
Capital expenditures	(20,970)	(20,626)
Capitalization of internally developed software	(15,406)	(11,446)
Additions to other intangibles	(689)	(520)
Acquisitions, net of cash received	(549)	(24,523)
Purchases of short-term investments	(5,008)	(29,649)
Sales and maturities of short-term investments	31,734	36,796
Net cash used in investing activities	(10,888)	(49,968)
Cash flow from financing activities:		
Proceeds from revolving line of credit	15,000	-
Principal payments on revolving line of credit	(12,000)	-

Proceeds from issuance of common stock	14,830	14,416
Repurchase of common stock	(5,635)	(8,545)
Dividends paid	(51,273)	(48,869)
Tax benefit from stock option plans	439	937
Net cash used in financing activities	(38,639)	(42,061)
Net change in cash and cash equivalents	34,132	(41,246)
Cash and cash equivalents at beginning of period	251,129	274,030
Cash and cash equivalents at end of period	$ 285,261	$ 232,784

The accompanying notes are an integral part of these financial statements.

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NATIONAL INSTRUMENTS CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Basis of presentation

The accompanying unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto for the year ended December 31, 2015, included in our annual report on Form 10-K, filed with the Securities and Exchange Commission. In our opinion, the accompanying consolidated financial statements reflect all adjustments (consisting only of normal recurring items) considered necessary to present fairly our financial position at June 30, 2016 and December 31, 2015, the results of our operations and comprehensive income for the three and six month periods ended June 30, 2016, and the cash flows for the six month period ended June 30, 2016. Our operating results for the three and six month periods ended June 30, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. These financial statements have been prepared in accordance with accounting principles generally accepted in the United States.

Note 2 – Earnings per share

Basic earnings per share ("EPS") is computed by dividing net income by the weighted average number of common shares outstanding during each period. Diluted EPS is computed by dividing net income by the weighted average number of common shares and common share equivalents outstanding (if dilutive) during each period. The number of common share equivalents, which include stock options and restricted stock units ("RSUs"), is computed using the treasury stock method.

The reconciliation of the denominators used to calculate basic EPS and diluted EPS for the three and six month periods ended June 30, 2016 and 2015, are as follows:

	Three Months Ended June 30,	Six Months Ended June 30,

	(In thousands) (Unaudited)		(In thousands) (Unaudited)	
	2016	2015	2016	2015
Weighted average shares outstanding-basic	128,282	128,682	127,938	128,363
Plus: Common share equivalents				
Stock options and RSUs	464	655	491	650
Weighted average shares outstanding-diluted	128,746	129,337	128,429	129,013

Stock awards to acquire 51,000 shares and 556,000 shares for the three months ended June 30, 2016 and 2015, respectively, and 333,000 shares and 304,000 shares for the six month periods ended June 30, 2016 and 2015, respectively, were excluded in the computations of diluted EPS because the effect of including the stock awards would have been anti-dilutive.

Note 3 – Cash, cash equivalents and short-term investments

The following tables summarize unrealized gains and losses related to our cash, cash equivalents, and short-term investments designated as available-for-sale:

(In thousands)	As of June 30, 2016 (Unaudited)				
	Adjusted Cost	Gross Unrealized Gain	Gross Unrealized Loss	Cumulative Translation Adjustment	Fair Value
Cash	$ 238,514	-	-	-	238,514
Money Market Accounts	46,747	-	-	-	46,747
Corporate bonds	54,717	159	(24)	(2,649)	52,203
Time deposits	2,860	-	-	-	2,860
Cash, cash equivalents, and short-term investments	$ 342,838	$ 159	$ (24)	$ (2,649)	$ 340,324

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(In thousands)	December 31, 2015				
	Adjusted Cost	Gross Unrealized Gain	Gross Unrealized Loss	Cumulative Translation Adjustment	Fair Value
Cash	$ 165,251	$ -	$ -	$ (1,551)	$ 163,700
Money Market Accounts	87,429	-	-	-	87,429
Corporate bonds	69,442	2	(281)	(1,119)	68,044
U.S. treasuries and agencies	4,419	-	(2)	-	4,417
Time deposits	9,326	2	-	-	9,328
Cash, cash equivalents, and short-term investments	$ 335,867	$ 4	$ (283)	$ (2,670)	$ 332,918

The following tables summarize the contractual maturities of our short-term investments designated as available-for-sale:

(In thousands)	As of June 30, 2016 (Unaudited)	
	Adjusted Cost	Fair Value
Due in less than 1 year	$ 34,863	$ 34,874
Due in 1 to 5 years	22,714	20,189
Total available-for-sale debt securities	$ 57,577	$ 55,063

Due in less than 1 year	Adjusted Cost	Fair Value
Corporate bonds	$ 32,003	$ 32,014
Time deposits	2,860	2,860
Total available-for-sale debt securities	$ 34,863	$ 34,874

Due in 1 to 5 years	Adjusted Cost	Fair Value
Corporate bonds	$ 22,714	$ 20,189
Total available-for-sale debt securities	$ 22,714	$ 20,189

Note 4 – Fair value measurements

We define fair value to be the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, we consider the principal or most advantageous market that market participants may use when pricing the asset or liability.

We follow a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Fair value measurement is determined based on the lowest level input that is significant to the fair value measurement. The three values of the fair value hierarchy are the following:

Level 1 – Quoted prices in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 – Inputs that are not based on observable market data

Assets and liabilities measured at fair value on a recurring basis are summarized below:

(In thousands)	Fair Value Measurements at Reporting Date Using (Unaudited)			
Description	June 30, 2016	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Cash and cash equivalents available for sale:				
Money Market Funds	$ 46,747	46,747	-	-
Short-term investments available for sale:				
Corporate bonds	52,203	-	52,203	-
Time deposits	2,860	2,860	-	-
Derivatives	5,263	-	5,263	-
Total Assets	$ 107,073	$ 49,607	$ 57,466	$ -
Liabilities				
Derivatives	$ (7,833)	-	(7,833)	-
Total Liabilities	$ (7,833)	$ -	$ (7,833)	$ -

(In thousands)	Fair Value Measurements at Reporting Date Using			
Description	December 31, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Cash and cash equivalents available for sale:				
Money Market Funds	$ 87,429	$ 87,429	$ -	$ -
Short-term investments available for sale:				
Corporate bonds	68,044	-	68,044	-
U.S. treasuries and agencies	4,417	-	4,417	-
Time deposits	9,328	9,328	-	-
Derivatives	1,231	-	1,231	-
Total Assets	$ 170,449	$ 96,757	$ 73,692	$ -
Liabilities				

Derivatives	$ (8,746)	$ -	$ (8,746)	$ -
Total Liabilities	$ (8,746)	$ -	$ (8,746)	$ -

We value our available-for-sale short-term investments based on pricing from third party pricing vendors, who may use quoted prices in active markets for identical assets (Level 1 inputs) or inputs other than quoted prices that are observable either directly or indirectly (Level 2 inputs) in determining fair value. We classify all of our fixed income available-for-sale securities as having Level 2 inputs. The valuation techniques used to measure the fair value of our financial instruments having Level 2 inputs were derived from non-binding market consensus prices that are corroborated by observable market data, quoted market prices for similar instruments, or pricing models, such as discounted cash flow techniques. We believe all of these sources reflect the credit risk associated with each of our available-for-sale short-term investments. Short-term investments available-for-sale consists of debt securities issued by states of the U.S. and political subdivisions of the U.S., corporate debt securities and debt securities issued by U.S. government organizations and agencies. All short-term investments available-for-sale have contractual maturities of less than 54 months.

Derivatives include foreign currency forward and option contracts. Our foreign currency forward contracts are valued using an income approach (Level 2) based on the spot rate less the contract rate multiplied by the notional amount. Our foreign currency option contracts are valued using a market approach based on the quoted market prices which are derived from observable inputs including current and future spot rates, interest rate spreads as well as quoted market prices of similar instruments. We consider counterparty credit risk in the valuation of our derivatives. However, counterparty credit risk did not impact the valuation of our derivatives during the six month period ended June 30, 2016. There were no transfers in or out of Level 1 or Level 2 during the six month period ended June 30, 2016.

As of June 30, 2016, our short-term investments did not include sovereign debt from any country other than the United States.

We did not have any items that were measured at fair value on a nonrecurring basis at June 30, 2016 and December 31, 2015.

The carrying value of net accounts receivable, accounts payable, and long-term debt contained in the Consolidated Balance Sheets approximates fair value.

Note 5 – Derivative instruments and hedging activities

We recognize all of our derivative instruments as either assets or liabilities in our statement of financial position at fair value. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, we designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation.

We have operations in over 50 countries. Sales outside of the Americas accounted for approximately 63% and 58% of our net sales during the three month periods ended June 30, 2016 and 2015, respectively, and 62% and 59% of our net sales during the six month periods ended June 30, 2016 and 2015, respectively. Our activities expose us to a variety of market risks, including the effects of changes in foreign currency exchange rates. These financial risks are monitored and managed by us as an integral part of our overall risk management program.

We maintain a foreign currency risk management strategy that uses derivative instruments (foreign currency forward and purchased option contracts) to help protect our earnings and cash flows from fluctuations caused by the volatility in currency exchange rates. Movements in foreign currency exchange rates pose a risk to our operations and competitive position, in that exchange rate changes may affect our profitability and cash flow, and the business or pricing strategies of our non-U.S. based competitors.

The vast majority of our foreign sales are denominated in the customers' local currency. We purchase foreign currency forward and option contracts as hedges of forecasted sales that are denominated in foreign currencies and as hedges of foreign currency denominated financial assets or liabilities. These contracts are entered into to help protect against the risk that the eventual dollar-net-cash inflows resulting from such sales or firm commitments will be adversely affected by changes in exchange rates. We also purchase foreign currency forward contracts as hedges of forecasted expenses that are denominated in foreign currencies. These contracts are entered into to help protect against the risk that the eventual dollar-net-cash outflows resulting from foreign currency operating and cost of sales expenses will be adversely affected by changes in exchange rates.

We designate foreign currency forward and purchased option contracts as cash flow hedges of forecasted net sales or forecasted expenses. In addition, we hedge our foreign currency denominated balance sheet exposures using foreign currency forward contracts that are not designated as hedging instruments. None of our derivative instruments contain a credit-risk-related contingent feature.

Cash flow hedges

To help protect against the reduction in value caused by a fluctuation in foreign currency exchange rates of forecasted foreign currency cash flows resulting from international sales over the next one to three years, we have instituted a foreign currency cash flow hedging program. We hedge portions of our forecasted net sales and forecasted expenses denominated in foreign currencies with forward and purchased option contracts. For forward contracts, when the dollar strengthens significantly against the foreign currencies, the change in the present value of future foreign currency cash flows may be offset by the change in the fair value of the forward contracts designated as hedges. For option contracts, when the dollar strengthens significantly against the foreign currencies, the change in the present value of future foreign currency cash flows may be offset by the change in the fair value of the option contracts net of the premium paid designated as hedges. Our foreign currency purchased option contracts are purchased "at-the-money" or "out-of-the-money." We purchase foreign currency forward and option contracts for up to 100% of our forecasted exposures in selected currencies (primarily in Euro, Japanese yen, Hungarian forint, British pound, Chinese yuan and Malaysian ringgit) and limit the duration of these contracts to 40 months or less.

For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive income (“OCI”) and reclassified into earnings in the same line item (net sales, operating expenses, or cost of sales) associated with the forecasted transaction and in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings or expenses during the current period and are classified as a component of “net foreign exchange loss.” Hedge effectiveness of foreign currency forwards and purchased option contracts designated as cash flow hedges are measured by comparing the hedging instrument’s cumulative change in fair value from inception to maturity to the forecasted transaction’s terminal value.

We held forward contracts with the following notional amounts:

(In thousands)	US Dollar Equivalent	
	As of June 30, 2016 (Unaudited)	As of December 31, 2015
Euro	$ 76,554	$ 30,867
Japanese yen	23,087	4,119
Hungarian forint	36,696	38,836
British pound	7,569	4,342
Malaysian ringgit	43,077	40,249
Chinese yuan	40,926	26,548
Total forward contracts notional amount	$ 227,909	$ 144,961

The contracts in the foregoing table had contractual maturities of 40 months or less at June 30, 2016 and December 31, 2015.

At June 30, 2016, we expect to reclassify $304,000 of gains on derivative instruments from accumulated OCI to net sales during the next twelve months when the hedged international sales occur, $1.5 million of losses on derivative instruments from accumulated OCI to cost of sales during the next twelve months when the cost of sales are incurred and $1.4 million of losses on derivative instruments from accumulated OCI to operating expenses during the next twelve months when the hedged operating expenses occur. Expected amounts are based on derivative valuations at June 30, 2016. Actual results may vary materially as a result of changes in the corresponding exchange rates subsequent to this date.

We did not record any ineffectiveness from our hedges during the three and six month periods ended June 30, 2016 and 2015.

Other Derivatives

Other derivatives not designated as hedging instruments consist primarily of foreign currency forward contracts that we use to hedge our foreign denominated net receivable or net payable positions to help protect against the change in value caused by a fluctuation in foreign currency exchange rates. We typically attempt to hedge up to 90% of our outstanding foreign denominated net receivables or net payables and typically limit the duration of these foreign currency forward contracts to approximately 120 days or less. The gain or loss on the derivatives as well as the offsetting gain or loss on the hedge item attributable to the hedged risk is recognized in current earnings under the line item “net foreign exchange loss.” As of June 30, 2016 and December 31, 2015, we held foreign currency forward contracts with a notional amount of $106 million and $97 million, respectively.

The following tables present the fair value of derivative instruments on our Consolidated Balance Sheets at June 30, 2016 and December 31, 2015, respectively.

(In thousands)	Asset Derivatives June 30, 2016 (Unaudited)		December 31, 2015	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments				
Foreign exchange contracts - ST forwards	Prepaid expenses and other current assets	$ 1,908		$ 391
Foreign exchange contracts - LT forwards	Other long-term assets	579		-
Total derivatives designated as hedging instruments		$ 2,487		$ 391
Derivatives not designated as hedging instruments				
Foreign exchange contracts - ST forwards	Prepaid expenses and other current assets	$ 2,776		$ 840
Total derivatives not designated as hedging instruments		$ 2,776		$ 840
Total derivatives		$ 5,263		$ 1,231

(In thousands)	Liability Derivatives June 30, 2016 (Unaudited)		December 31, 2015	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments				
Foreign exchange contracts - ST forwards	Accrued expenses and other liabilities	$ (4,547)		$ (4,653)
Foreign exchange contracts - LT forwards	Other long-term liabilities	(2,395)		(3,613)

Total derivatives designated as hedging instruments		$ (6,942)	$ (8,266)
Derivatives not designated as hedging instruments			
Foreign exchange contracts - ST forwards	Accrued expenses and other liabilities	$ (891)	$ (480)
Total derivatives not designated as hedging instruments		$ (891)	$ (480)
Total derivatives		$ (7,833)	$ (8,746)

The following tables present the effect of derivative instruments on our Consolidated Statements of Income for three month periods ended June 30, 2016 and 2015, respectively:

June 30, 2016
(In thousands)
(Unaudited)

Derivatives in Cash Flow Hedging Relationship	Gain or (Loss) Recognized in OCI on Derivative (Effective Portion)	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)	Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)
Foreign exchange contracts - forwards and options	$ 2,764	Net sales	$ (904)	Net foreign exchange gain/(loss)	$ -
Foreign exchange contracts - forwards and options	(1,442)	Cost of sales	(382)	Net foreign exchange gain/(loss)	-
Foreign exchange contracts - forwards and options	(1,184)	Operating expenses	(360)	Net foreign exchange gain/(loss)	-
Total	$ 138		$ (1,646)		$ -

June 30, 2015
(In thousands)
(Unaudited)

Derivatives in Cash Flow Hedging	Gain or (Loss) Recognized in OCI on	Location of Gain or (Loss) Reclassified from Accumulated	Gain or (Loss) Reclassified from Accumulated OCI	Location of Gain or (Loss) Recognized in	Gain or (Loss) Recognized in Income on

Relationship	Derivative (Effective Portion)	OCI into Income (Effective Portion)	into Income (Effective Portion)	Income on Derivative (Ineffective Portion)	Derivative (Ineffective Portion)
Foreign exchange contracts - forwards and options	$ (8,096)	Net sales	$ 5,201	Net foreign exchange gain/(loss)	$ -
Foreign exchange contracts - forwards and options	258	Cost of sales	(509)	Net foreign exchange gain/(loss)	-
Foreign exchange contracts - forwards and options	120	Operating expenses	(378)	Net foreign exchange gain/(loss)	-
Total	$ (7,718)		$ 4,314		$ -

(In thousands)

Derivatives not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income	Amount of Gain (Loss) Recognized in Income June 30, 2016 (Unaudited)	Amount of Gain (Loss) Recognized in Income June 30, 2015 (Unaudited)
Foreign exchange contracts - forwards		$ 2,063	$ (1,306)
Total		$ 2,063	$ (1,306)

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The following tables present the effect of derivative instruments on our Consolidated Statements of Income for the six month periods ended June 30, 2016 and 2015, respectively:

June 30, 2016
(In thousands)
(Unaudited)

Derivatives in Cash Flow Hedging Relationship	Gain or (Loss) Recognized in OCI on Derivative (Effective Portion)	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)	Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)
Foreign exchange contracts - forwards and options	$ (276)	Net sales	$ $(1,141)	Net foreign exchange gain/(loss)	$ -
Foreign exchange contracts - forwards and options	1,597	Cost of sales	$(953)	Net foreign exchange gain/(loss)	-
Foreign exchange contracts - forwards and options	2,244	Operating expenses	$(889)	Net foreign exchange gain/(loss)	-
Total	$ 3,565		$ (2,983)		$ -

June 30, 2015
(In thousands)
(Unaudited)

Derivatives in Cash Flow Hedging Relationship	Gain or (Loss) Recognized in OCI on Derivative (Effective	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Location of Gain or (Loss) Recognized in Income on Derivative	Gain or (Loss) Recognized in Income on Derivative (Ineffective

	Portion)			(Ineffective Portion)	Portion)
Foreign exchange contracts - forwards and options	$ (2,893)	Net sales	$ 10,282	Net foreign exchange gain/(loss)	$ -
Foreign exchange contracts - forwards and options	(1,959)	Cost of sales	(842)	Net foreign exchange gain/(loss)	-
Foreign exchange contracts - forwards and options	(1,884)	Operating expenses	(742)	Net foreign exchange gain/(loss)	-
Total	$ (6,736)		$ 8,698		$ -

(In thousands)

Derivatives not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income	Amount of Gain (Loss) Recognized in Income June 30, 2016 (Unaudited)	Amount of Gain (Loss) Recognized in Income June 30, 2015 (Unaudited)
Foreign exchange contracts - forwards	Net foreign exchange gain/(loss)	$ (191)	$ 639
Total		$ (191)	$ 639

Note 6 – Inventories, net

Inventories, net consist of the following:

(In thousands)	June 30, 2016 (Unaudited)	December 31, 2015
Raw materials	$ 96,697	$ 94,816
Work-in-process	10,357	10,819
Finished goods	87,531	79,562
	$ 194,585	$ 185,197

Note 7 – Intangible assets, net

Intangible assets at June 30, 2016 and December 31, 2015 are as follows:

(In thousands)	June 30, 2016 (Unaudited)			December 31, 2015		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Capitalized software development costs	$ 89,888	$ (32,345)	$ 57,543	$ 80,682	$ (30,434)	$ 50,248
Acquired technology	94,950	(76,272)	18,678	93,976	(69,908)	24,068
Patents	30,879	(16,251)	14,628	30,221	(14,941)	15,280
Other	44,164	(26,772)	17,392	43,201	(24,601)	18,600
	$ 259,881	$ (151,640)	$ 108,241	$ 248,080	$ (139,884)	$ 108,196

Software development costs capitalized for the three month periods ended June 30, 2016 and 2015 were $7.6 million and $9.6 million, respectively, and related amortization expense was $4.3 million and $4.6 million, respectively. For the six month periods ended June 30, 2016 and 2015, capitalized software development costs were $16 million and $12 million, respectively, and related amortization expense was $8.6 million and $9.2 million, respectively. Capitalized software development costs for the three month periods ended June 30, 2016 and 2015 included costs related to stock based compensation of $200,000 and $375,000, respectively. For the six month periods ended June 30, 2016 and 2015, capitalized software development costs included costs related to stock based compensation of $525,000 and $471,000 respectively. The related amounts in the table above are net of fully amortized assets.

Amortization of capitalized software development costs is computed on an individual product basis for those products available for market and is recognized based on the product's estimated economic life, generally three years. Acquired technology and other intangible assets are amortized over their useful lives, which range from three to eight years. Patents are amortized using the straight-line method over their estimated period of benefit, generally 10 to 17 years. Total intangible assets amortization expenses were $9.2 million and $8.9 million for the three months ended June 30, 2016 and 2015, respectively, and $18.5 million and $18 million for the six month periods ended June 30, 2016 and 2015, respectively.

Note 8 – Goodwill

The carrying amount of goodwill as of June 30, 2016, was as follows:

		Amount (In thousands)
Balance as of December 31, 2015	$	257,718
Acquisitions		419
Foreign currency translation impact		2,087
Balance as of June 30, 2016 (unaudited)	$	260,224

The excess purchase price over the fair value of assets acquired is recorded as goodwill. As we have one operating segment, we allocate goodwill to one reporting unit for goodwill impairment testing. Goodwill is tested for impairment on an annual basis, and between annual tests if indicators of potential impairment exist, using a fair-value-based approach based on the market capitalization of the reporting unit. Our annual impairment test was performed as of February 28, 2016. No impairment of goodwill was identified during 2016 or 2015. (See "Note 17 – Acquisitions" of Notes to Consolidated Financial Statements for additional discussion related to our recent acquisitions)

Note 9 – Income taxes

We account for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts. Valuation allowances are established when necessary to reduce deferred tax assets to amounts which are more likely than not to be realized.

We account for uncertainty in income taxes recognized in our financial statements using prescribed recognition thresholds and measurement attributes for financial statement disclosure of tax positions taken or expected to be taken on our tax returns. We had $13.3 million and $12.5 million unrecognized tax benefits at June 30, 2016 and December 31, 2015, respectively, all of which would affect our effective income tax rate if recognized. We recorded a $422,000 change in unrecognized tax benefits for the three-month period ended June 30, 2016. As of June 30, 2016, it is reasonably possible that we will recognize tax benefits in the amount of $3.5 million in the next twelve months due to the closing of open tax years. The nature of the uncertainty is related to deductions taken on returns that have not been examined by the applicable tax authority. Our continuing policy is to recognize interest and penalties related to income tax matters in income tax expense. As of June 30, 2016, we had approximately $1.3 million accrued for interest related to uncertain tax positions. The tax years 2008 through 2016 remain open to examination by the major taxing jurisdictions to which we are subject.

Our provision for income taxes reflected an effective tax rate of 25% and 28% for the three month periods ended June 30, 2016 and 2015, respectively, and 25% and 26% for the six month periods ended June 30, 2016 and 2015, respectively. For the three and six month periods ended June 30, 2016, our effective tax rate was lower than the U.S. federal statutory rate of 35% as a result of an enhanced deduction for certain research and development expenses, profits in foreign jurisdictions with reduced income tax rates, the research and development tax credit, and a tax benefit from disqualifying dispositions of equity awards that do not ordinarily result in a tax benefit. For the three and six month periods ended June 30, 2015, our effective tax rate was lower than the U.S. federal statutory rate of 35% as a result of an enhanced deduction for certain research and development expenses, profits in foreign jurisdictions with reduced income tax rates, and a tax benefit from disqualifying dispositions of equity awards that do not ordinarily result in a tax benefit.

Our earnings in Hungary are subject to a statutory tax rate of 19%. The difference between this rate and the statutory U.S. rate of 35% resulted in income tax benefits of $1.4 million and $837,000, for the three month periods ended June 30, 2016 and 2015, respectively, and $2.0 million and $1.7 million for the six month periods ended June 30, 2016 and 2015, respectively.

The tax position of our Hungarian operation continues to benefit from assets created by the restructuring of our operations in Hungary. In addition, our research and development activities in Hungary continue to benefit from a tax law in Hungary that provides for an enhanced deduction for qualified research and development expenses. Partial release of the valuation allowance on assets from the restructuring and the enhanced tax deduction for research expenses resulted in income tax benefits of $2.5 million and $2.4 million for the three month periods ended June 30, 2016 and 2015, respectively, and $3.8 million and $4.2 million for the six month periods ended June 30, 2016 and 2015, respectively.

Earnings from our operations in Malaysia are free of tax under a tax holiday effective January 1, 2013. This tax holiday expires in 2027. If we fail to satisfy the conditions of the tax holiday, this tax benefit may be terminated early. The tax holiday resulted in income tax benefits of $715,000 and $1.3 million for the three month periods ended June 30, 2016 and 2015, respectively, and $1.1 million and $1.8 million for the six month periods ended June 30, 2016 and 2015, respectively.

No other taxing jurisdictions had a significant impact on our effective tax rate. We have not entered into any advanced pricing or other agreements with the IRS with regard to any foreign jurisdictions.

Note 10 – Comprehensive income

Our comprehensive income is comprised of net income, foreign currency translation, unrealized gains and losses on forward and option contracts and securities classified as available-for-sale. The accumulated other comprehensive income, net of tax, for the six month periods ended June 30, 2016 and 2015, consisted of the following:

	June 30, 2016 (Unaudited)			
(In thousands)	Currency translation adjustment	Investments	Derivative instruments	Accumulated other comprehensive income/(loss)
Balance as of December 31, 2015	$ (31,871)	$ (857)	(5,362)	$ (38,090)
Current-period other comprehensive (loss) income	8,166	549	582	9,297
Reclassified from accumulated OCI into income	-	-	2,983	2,983
Income tax (benefit) expense	1,944	134	1,197	3,275
Balance as of June 30, 2016	$ (25,649)	$ (442)	$ (2,994)	$ (29,085)

	June 30, 2015 (Unaudited)			
(In thousands)	Currency translation adjustment	Investments	Derivative instruments	Accumulated other comprehensive income/(loss)
Balance as of December 31, 2014	$ (17,304)	$ (1,399)	$ 7,039	$ (11,664)
Current-period other comprehensive (loss) income	(10,484)	789	1,962	(7,733)
Reclassified from accumulated OCI into income	-	-	(8,698)	(8,698)
Income tax (benefit) expense	(2,177)	193	(2,318)	(4,302)

Balance as of June 30, 2015	$ (25,611)	$ (803)	$ 2,621	$ (23,793)

Note 11 – Authorized shares of common and preferred stock and stock-based compensation plans

Authorized shares of common and preferred stock

Following approval by the Company's Board of Directors and stockholders, on May 14, 2013, the Company's certificate of incorporation was amended to increase the authorized shares of common stock by 180,000,000 shares to a total of 360,000,000 shares. As a result of this amendment, the total number of shares which the Company is authorized to issue is 365,000,000 shares, consisting of (i) 5,000,000 shares of preferred stock, par value $.01 per share, and (ii) 360,000,000 shares of common stock, par value $.01 per share.

Stock option plans

Our stockholders approved the 1994 Incentive Stock Option Plan (the "1994 Plan") in May 1994. At the time of approval, 13,668,750 shares of our common stock were reserved for issuance under this plan. In 1997, an additional 10,631,250 shares of our common stock were reserved for issuance under this plan, and an additional 1,125,000 shares were reserved for issuance under this plan in 2004. The 1994 Plan terminated in May 2005, except with respect to outstanding awards previously granted thereunder.

Awards under the 1994 Plan were either incentive stock options within the meaning of Section 422 of the Internal Revenue Code or nonqualified options. The right to purchase shares under the options vested over a five to ten-year period, beginning on the date of grant. Vesting of ten year awards may have accelerated based on the Company's previous year's earnings and revenue growth but shares could not accelerate to vest over a period of less than five years. Stock options were required to be exercised within ten years from date of grant. Stock options were issued with an exercise price which was equal to the market price of our common stock at the grant date. We estimated the potential forfeitures of stock grants and adjusted the compensation cost recorded accordingly. During the six month period ended June 30, 2016, we did not make any changes in accounting principles or methods of estimates related to the 1994 Plan.

Restricted stock plan

Our stockholders approved our 2005 Incentive Plan (the “2005 Plan”) in May 2005. At the time of approval, 4,050,000 shares of our common stock were reserved for issuance under this plan, as well as the number of shares which had been reserved but not issued under the 1994 Plan (our incentive stock option plan which terminated in May 2005), and any shares that returned to the 1994 Plan as a result of termination of options or repurchase of shares issued under such plan. The 2005 Plan, administered by the Compensation Committee of the Board of Directors, provided for granting of incentive awards in the form of restricted stock and RSUs to directors, executive officers and employees of the Company and its subsidiaries. Awards vest over a three, five or ten-year period, beginning on the date of grant. Vesting of ten year awards may accelerate based on the Company’s previous year’s earnings and growth but ten year awards cannot accelerate to vest over a period of less than five years. The 2005 Plan terminated on May 11, 2010, except with respect to outstanding awards previously granted thereunder. There were 3,362,304 shares of common stock that were reserved but not issued under the 2005 Plan as of May 11, 2010.

Our stockholders approved our 2010 Incentive Plan (the “2010 Plan”) on May 11, 2010. At the time of approval, 3,000,000 shares of our common stock were reserved for issuance under this plan, as well as the 3,362,304 shares of common stock that were reserved but not issued under the 1994 Plan and the 2005 Plan as of May 11, 2010, and any shares that are returned to the 1994 Plan and the 2005 Plan as a result of the forfeiture or termination of options or RSUs or repurchase of shares issued under these plans. The 2010 Plan, administered by the Compensation Committee of the Board of Directors, provides for granting of incentive awards in the form of restricted stock and RSUs to employees, directors and consultants of the Company and employees and consultants of any parent or subsidiary of the Company. Awards vest over a three, five or ten-year period, beginning on the date of grant. Vesting of ten year awards may accelerate based on the Company’s previous year’s earnings and growth but ten year awards cannot accelerate to vest over a period of less than five years. The 2010 Plan terminated on May 12, 2015, except with respect to the outstanding awards previously granted thereunder. There were 2,518,416 shares of common stock that were reserved but not issued under the 2010 Plan as of May 12, 2015.

Our stockholders approved our 2015 Equity Incentive Plan (the “2015 Plan”) on May 12, 2015. At the time of approval, 3,000,000 shares of our common stock were reserved for issuance under this plan, as well as the 2,518,416 shares of common stock that were reserved but not issued under the 2010 Plan as of May 12, 2015, and any shares that were returned to the 1994, 2005, and the 2010 Plans as a result of the forfeiture or termination of options or RSUs or repurchase of shares issued under these plans. The 2015 Plan, administered by the Compensation Committee of the Board of Directors, provides for the granting of incentive awards in the form of restricted stock and RSUs to employees, directors and consultants of the Company and employees and consultants of any parent or subsidiary of the Company. Awards vest over a three, five or ten-year period, beginning on the date of grant. Vesting of ten year awards may accelerate based on the Company’s previous year’s earnings and growth but ten year awards cannot accelerate to vest over a period of less than five years. There were 4,811,241 shares available for grant under the 2015 Plan at June 30, 2016.

We estimate potential forfeitures of RSUs and adjust compensation cost recorded accordingly. The estimate of forfeitures will be adjusted over the requisite service period to the extent that actual forfeitures differ, or are expected to differ, from such estimates. Changes in estimated forfeitures will be recognized through a cumulative catch-up adjustment in the period of change and will also impact the amount of stock compensation expense to be recognized in future periods. During the six month period ended June 30, 2016, we did not make any changes in accounting principles or methods of estimates related to the 2005, 2010 and 2015 Plans.

Employee stock purchase plan

Our employee stock purchase plan permits substantially all domestic employees and employees of designated subsidiaries to acquire our common stock at a purchase price of 85% of the lower of the market price at the beginning or the end of the purchase period. The plan has quarterly purchase periods generally beginning on February 1, May 1, August 1 and November 1 of each year. Employees may designate up to 15% of their compensation for the purchase of common stock under this plan. On May 13, 2014, our stockholders approved an additional 3,000,000 shares for issuance under our employee stock purchase plan. At June 30, 2016, we had 1,528,395 shares of common stock reserved for future issuance under this plan. We issued 622,485 shares under this plan in the six month period ended June 30, 2016. The weighted average purchase price of the employees’ purchase rights was $23.82 per share. During the six month period ended June 30, 2016, we did not make any changes in accounting principles or methods of estimates with respect to such plan.

Authorized Preferred Stock and Preferred Stock Purchase Rights Plan

We have 5,000,000 authorized shares of preferred stock. On January 21, 2004, our Board of Directors designated 750,000 of these shares as Series A Participating Preferred Stock in conjunction with the adoption of a Preferred Stock Rights Agreement which expired on May 10, 2014. There were no shares of preferred stock issued and outstanding at June 30, 2016.

Stock repurchases and retirements

From time to time, our Board of Directors has authorized various programs to repurchase shares of our common stock depending on market conditions and other factors. Under the current program, we repurchased a total of 35,990 shares and 288,004 shares of our common stock at a weighted average price per share of $27.59 and $29.67 during the three month periods ended June 30, 2016 and 2015, respectively. We repurchased a total of 206,780 shares and 288,004 shares of our common stock at a weighted average price per share of $27.25 and $29.67 during the six month periods ended June 30, 2016 and 2015, respectively. We did not make any purchases under this program during the year ended December 31, 2014. At June 30, 2016, there were 1,134,247 shares remaining available for repurchase under this program. This repurchase program does not have an expiration date.

During the three and six month periods ended June 30, 2016, we did not receive any proceeds from the exercise of stock options as all remaining options outstanding under our 1994 Plan were exercised or expired in 2015.

Note 12 – Segment and geographic information

We operate as one operating segment. Operating segments are defined as components of an enterprise for which separate financial information is evaluated regularly by the chief operating decision maker, who is our chief executive officer, in deciding how to allocate resources and in assessing performance. Our chief operating decision maker evaluates our financial information and resources and assesses the performance of these resources on a consolidated basis. Since we operate in one operating segment, all required financial segment information can be found in the condensed consolidated financial statements and the notes thereto.

We previously disaggregated net sales for four geographic regions which consisted of the Americas, Europe, East Asia, and Emerging Markets. In the third quarter of 2015, we began disaggregating net sales into three geographic regions which consist of Americas; Europe, Middle East, India, and Africa (EMEIA); and Asia-Pacific (APAC). This resulted in the revenue previously reported under the Emerging Markets region being allocated to the EMEIA and APAC regions. We have revised information from comparative periods to conform to the June 30, 2016 presentation.

Our sales to these regions share similar economic characteristics, similar product mix, similar customers, and similar distribution methods. Revenue from the sale of our products, which are similar in nature, and software maintenance is reflected as total net sales in our Consolidated Statements of Income.

Total net sales by the major geographic areas in which we operate, are as follows:

(In thousands)	Three Months Ended June 30, (Unaudited)		Six Months Ended June 30, (Unaudited)	
	2016	2015	2016	2015
Net sales:				
Americas	$ 114,243	$ 126,614	$ 225,095	$ 245,012
EMEIA	94,533	96,072	186,384	191,220
APAC	97,329	79,105	181,803	155,072
	$ 306,105	$ 301,791	$ 593,282	$ 591,304

Based on the billing location of the customer, total sales outside the U.S. for the three month periods ended June 30, 2016 and 2015 were $198 million and $185 million, respectively, and $381 million and $364 million for the six month periods ended June 30, 2016 and 2015, respectively.

Total property and equipment, net, outside the U.S. was $136 million and $138 million as of June 30, 2016 and December 31, 2015, respectively.

Note 13 - Debt

On May 9, 2013, we entered into a Loan Agreement (the "Loan Agreement") with Wells Fargo Bank (the "Lender"). The Loan Agreement provided for a $50 million unsecured revolving line of credit with a scheduled maturity date of May 9, 2018 (the "Maturity Date"). On October 29, 2015, we entered into a First Amendment to Loan Agreement (the "Amendment") with the Lender, which amended our Loan Agreement to among other things, (i) increase the unsecured revolving line of credit from $50.0 million to $125.0 million, (ii) extend the Maturity Date of the line of credit from May 9, 2018 to October 29, 2020, and (iii) provide us with an option to request increases to the line of credit of up to an additional $25.0 million in the aggregate, subject to consent of the Lender and terms and conditions to be mutually agreed between us and the Lender.

The loans bear interest, at our option, at a base rate determined in accordance with the Loan Agreement, plus a spread of 0.0% to 0.5%, or a LIBOR rate plus a spread of 1.125% to 2.0%, in each case with such spread determined based on a ratio of consolidated indebtedness to EBITDA, determined in accordance with the Loan Agreement. Principal, together with all accrued and unpaid interest, is due and payable on the Maturity Date. We are also obligated to pay a quarterly commitment fee, payable in arrears, based on the available commitments at a rate of 0.175% to 0.300%, with such rate determined based on the ratio described above. The Loan Agreement contains customary affirmative and negative covenants. The affirmative covenants include, among other things, delivery of financial statements, compliance certificates and notices; payment of taxes and other obligations; maintenance of existence; maintenance of properties and insurance; and compliance with applicable laws and regulations. The negative covenants include, among other things, limitations on indebtedness, liens, mergers, consolidations, acquisitions and sales of assets, investments, changes in the nature of the business, affiliate transactions and certain restricted payments. The Loan Agreement also requires us to maintain a ratio of consolidated indebtedness to EBITDA equal to or less than 3.25 to 1.00, and a ratio of consolidated EBITDA to interest expense greater than or equal to 3.00 to 1.00, in each case determined in accordance with the Loan Agreement. As of June 30, 2016, we were in compliance with all covenants in the Loan Agreement.

The Loan Agreement contains customary events of default including, among other things, payment defaults, breaches of covenants or representations and warranties, cross-defaults with certain other indebtedness, bankruptcy and insolvency events, judgment defaults and change in control events, subject to grace periods in certain instances. Upon an event of default, the lender may declare all or a portion of the outstanding obligations payable by us to be immediately due and payable and exercise other rights and remedies provided for under the Loan Agreement. Under certain circumstances, a default interest rate will apply on all obligations during the existence of an event of default under the Loan Agreement at a per annum rate of interest equal to 2.00% above the otherwise applicable interest rate.

Proceeds of loans made under the Loan Agreement may be used for working capital and other general corporate purposes. We may prepay the loans under the Loan Agreement in whole or in part at any time without premium or penalty. Certain of our existing and future material domestic subsidiaries are required to guaranty our obligations under the Loan Agreement.

As of June 30, 2016, we had outstanding $40 million in borrowings under this line of credit. During the three and six month periods ended June 30, 2016, we incurred interest expense related to our outstanding borrowings of $119,000 and $254,000. As of June 30, 2016, the weighted-average interest rate on the revolving line of credit was 1.6%.

Note 14 – Commitments and contingencies

We offer a one-year limited warranty on most hardware products which is included in the terms of sale of such products. We also offer optional extended warranties on our hardware products for which the related revenue is recognized ratably over the warranty period. Provision is made for estimated future warranty costs at the time of the sale for the estimated costs that may be incurred under the standard warranty. Our estimate is based on historical experience and product sales during the period. The warranty reserve for the six month periods ended June 30, 2016 and 2015 was as follows:

(In thousands)	Six Months Ended June 30, (Unaudited)	
	2016	2015
Balance at the beginning of the period	$ 1,755	$ 1,885
Accruals for warranties issued during the period	1,879	2,523
Settlements made (in cash or in kind) during the period	(1,867)	(2,689)
Balance at the end of the period	$ 1,767	$ 1,719

As of June 30, 2016, we had non-cancelable purchase commitments with various suppliers of customized inventory and inventory components totaling approximately $6.3 million over the next twelve months.

As of June 30, 2016, we had outstanding guarantees for payment of customs and foreign grants totaling approximately $4.2 million, which are generally payable over the next twelve months.

Note 15 – Recently issued and adopted accounting pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued ASU 2014-09, Revenue from Contracts with Customers. The update is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. ASU 2014-09 also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. As currently issued and amended, ASU 2014-09 is effective for annual reporting periods, and interim periods within that period, beginning after December 15, 2017 and early adoption is permitted for annual reporting periods, and interim periods within that period, beginning after December 31, 2016. We intend to adopt this standard as of January 1, 2018 by applying the modified retrospective transition method. Consequently, the cumulative effect of applying the standard will be recognized in the first quarter of 2018. We are currently evaluating the effect that the updated standard will have on our Consolidated Financial Statements and related disclosures. The adoption of this standard will likely impact the timing of revenue recognition for some of our software licensing arrangements, particularly arrangements with customers of our enterprise licensing agreements.

In March 2016, FASB issued ASU 2016-09, Compensation - Stock Compensation, which simplifies the accounting for the taxes related to stock based compensation, including adjustments to how excess tax benefits and a company's payments for tax withholdings should be classified. The update is effective for annual and interim periods beginning after December 31, 2016 and early adoption is permitted. We are currently evaluating the effect that the updated standard will have on our Consolidated Financial Statements and related disclosures.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which supersedes ASC840, Leases. The guidance requires lessees to recognize most lease liabilities on their balance sheets but recognize the expenses on their income statements in a manner similar to current practice. The update states that a lessee would recognize a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term. The update is effective for interim and annual periods beginning after December 15, 2018, and early adoption is permitted. We are currently evaluating the effect that the updated standard will have on our Consolidated Financial Statements and related disclosures.

Other Updates

The FASB also issued the following Accounting Standards Updates which are not expected to have a material impact on our financial condition, results of operations or cash flows upon adoption. Those updates are as follows:

- Financial Instruments: ASU 2016-13, Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which is effective for our fiscal year beginning January 1, 2020.

- Derivatives and Hedging: ASU 2016-06, Contingent Put and Call Options in Debt Instruments, which is effective for our fiscal year beginning January 1, 2017 with early adoption permitted.

- Derivatives and Hedging: ASU 2016-05, Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships, which is effective for our fiscal year beginning January 1, 2017 with early adoption permitted.

- Inventory: ASU 2015-11, Simplifying the Subsequent Measurement of Inventory, which is effective for our fiscal year beginning January 1, 2017.

Note 16 – Litigation

We are not currently a party to any material litigation. However, in the ordinary course of our business, we are involved in a limited number of legal actions, both as plaintiff and defendant, and could incur uninsured liability in any one or more of them. We also periodically receive notifications from various third parties related to alleged infringement of patents or intellectual property rights, commercial disputes or other matters. No assurances can be given with respect to the extent or outcome of any future litigation or dispute.

Note 17 – Acquisitions

2015 Acquisitions

Micropross

On October 23, 2015, we completed the acquisition of M2, a privately held French holding company and its wholly-owned subsidiary, Micropross, a supplier of software-based test systems for Near Field Communications (NFC), smart cards, and wireless charging test systems, pursuant to an Agreement for the Sale and Purchase of Shares (the "Purchase Agreement"). Under the terms of the Purchase Agreement, the purchase price of the transaction was approximately $99 million, which included $89 million cash consideration paid directly to existing shareholders and $10.4 million of consideration which was paid by issuing an aggregate of 367,481 shares of our common stock. We also assumed and repaid $5 million of existing Micropross borrowings, net of cash received. The results of operations of Micropross are included in our consolidated financial statements from the date of acquisition.

The allocation of the purchase price was determined using the fair value of assets and liabilities acquired as of October 23, 2015. The preliminary purchase price allocation related to the Micropross acquisition was not finalized as of June 30, 2016, and is based upon a preliminary valuation which is subject to change as we obtain additional information, including with respect to deferred revenue, inventory, and certain intangible assets.

Other Acquisitions

During the twelve month period ending December 31, 2015, we acquired four additional businesses, all of which were treated as business combinations. The total purchase price for these four acquisitions was approximately $36 million which consisted of $31 million cash, net of $1.5 million in cash received, $1.1 million in cash obligations incurred to former owners, $3.4 million in shares of our common stock, and $ 0.2 million of a previously-held interest in an equity-method investee. The acquired businesses included a leading designer, manufacturer, and provider of data acquisition solutions for the test and measurement marketplace, a technology innovator and leading supplier of high-performance FPGA prototyping and deployment products for advanced wireless research, wireless infrastructure and military/defense applications and a PXI modular instruments hardware product line. Our consolidated financial statements include the operating results from the dates of acquisition.

The allocation of the purchase prices for the four acquisitions was determined using the fair value of assets and liabilities acquired as of the acquisition dates.

Pro-forma Results of Operations

Pro-forma results of operations have not been presented because the effects of the acquired operations were not material individually or in the aggregate.

We allocate the fair value of the purchase consideration of the Company’s acquisitions to the tangible assets, intangible assets, including in-process research and development (“IPR&D”), if any, and liabilities assumed, based on estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. IPR&D is initially capitalized at fair value as an intangible asset with an indefinite life and assessed for impairment thereafter. When a project underlying reported IPR&D is completed, the corresponding amount of IPR&D is amortized over the asset’s estimated useful life. Acquisition-related expenses are recognized separately from the business combination and are expensed as incurred in “Selling, General, and Administrative” in the Consolidated Statements of Operations. The following table summarizes the aggregate allocation of the purchase price of our acquisitions resulting from all adjustments as of June 30, 2016 (in thousands):

Purchase Price	
Cash consideration paid to former shareholders	$ 121,944
Issuance of common stock	13,778
Fair value of previously held interest in equity method investee	214
Future payment obligations	1,139
Non-Cash Consideration	15,131
Total Purchase Price	$ 137,075
Net Assets Acquired	
Fair value of debt assumed and cash received	$ (3,668)
Fair value of tangible net assets acquired (excluding debt assumed and cash received)	1,136
Fair value of identifiable intangible assets acquired	30,783
Goodwill	116,635
Deferred Tax Assets/(Liabilities)	(7,811)
Total Net Assets Acquired	$ 137,075

Note 18 – Subsequent events

On July 26, 2016, our Board of Directors declared a quarterly cash dividend of $0.20 per common share, payable on September 6, 2016, to stockholders of record on August 15, 2016.

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

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Any statements contained herein regarding our future financial performance, operations or other matters (including, without limitation, statements to the effect that we “believe,” "expect," "plan," "may," "will," “intend to,” "project," “anticipate”, "continue," or "estimate" or other variations thereof or comparable terminology or the negative thereof) should be considered forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements as a result of a number of important factors, including those set forth under the heading “Risk Factors” beginning on page 37, and in the discussion below. Readers are also encouraged to refer to the documents regularly filed by us with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2015, for further discussion of our business and the risks attendant thereto.

Overview

National Instruments Corporation (“we”, “us” or “our”) designs, manufactures and sells systems to engineers and scientists that accelerate productivity, innovation and discovery. Our graphical system design approach to engineering provides an integrated software and hardware platform that speeds the development of systems needing measurement and control. We believe that our long-term vision and focus on technology supports the success of our customers, employees, suppliers and stockholders. We sell to a large number of customers in a wide variety of industries. We have been profitable in every year since 1990.

The key strategies that we focus on in running our business are the following:

Expanding our broad customer base

We strive to increase our already broad customer base and to grow our large order business by serving a large market on many computer platforms, through a global marketing and distribution network. We also seek to acquire new technologies and expertise from time to time to open new opportunities for our existing product portfolio.

Maintaining a high level of customer satisfaction

To maintain a high level of customer satisfaction we strive to offer innovative, modular and integrated products through a global sales and support network. We strive to maintain a high degree of backwards compatibility across different platforms to preserve the customer's investment in our products. In this time of intense global competition, we believe that it is crucial that we continue to offer products with high quality and reliability, and that our products provide cost-effective solutions for our customers.

Leveraging external and internal technology

Our product strategy is to provide superior products by leveraging generally available technology, supporting open architectures on multiple platforms and leveraging our core technologies such as custom application specific integrated circuits ("ASICs") across multiple products.

We sell into test and measurement and industrial/embedded applications in a broad range of industries and are subject to the economic and industry forces that drive those markets. It has been our experience that the performance of these industries and our performance are impacted by general trends in industrial production for the global economy and by the specific performance of certain vertical markets that are intensive consumers of measurement technologies. Examples of these markets are semiconductor capital equipment, telecom and mobile devices, consumer electronics, energy, defense, aerospace and automotive.

Leveraging a worldwide sales, distribution and manufacturing network

We distribute and sell our software and hardware products primarily through a direct sales organization. We also use independent distributors, OEMs, VARs, system integrators, and consultants to market and sell our products. We have sales offices in the U.S. and sales offices and distributors in key international markets. Sales outside of the Americas accounted for approximately 63% and 58% of our net sales during the three month periods ended June 30, 2016 and 2015, respectively, and approximately 62% and 59% of our net sales during the six month periods ended June 30, 2016 and 2015, respectively. The vast majority of our foreign sales are denominated in the customers' local currency, which exposes us to the effects of changes in foreign currency exchange rates. We expect that a significant portion of our total net sales will continue to be derived from international sales. (See "Note 12 – Segment and geographic information" of Notes to Consolidated Financial Statements for details concerning the geographic breakdown of our net sales).

We manufacture substantially all of our product volume at our facilities in Debrecen, Hungary and Penang, Malaysia. In the remainder of 2016, our site in Malaysia is expected to produce approximately 35% of our global production and our site in Hungary is expected to produce approximately 65% of our global production. Our product manufacturing operations can be divided into four areas: electronic circuit card and module assembly; chassis and cable assembly; technical manuals and product support documentation; and software duplication. Most of our electronic circuit card assemblies, modules and chassis are manufactured in house, although subcontractors are used from time to time. The majority of our electronic cable assemblies are produced by subcontractors; however, we do manufacture some on an exception basis. Our software duplication, technical manuals and product support documentation is primarily produced by subcontractors.

Delivering high quality, reliable products

We believe that our long-term growth and success depend on delivering high quality software and hardware products on a timely basis. Accordingly, we focus significant efforts on research and development. We focus our research and development efforts on enhancing existing products and developing new products that incorporate appropriate features and functionality to be competitive with respect to technology, price and performance. Our success also depends on our ability to obtain and maintain patents and other proprietary rights related to technologies used in our products. We have engaged in litigation and where necessary, will likely engage in future litigation to protect our intellectual property rights. In monitoring and policing our intellectual property rights, we have been and may be required to spend significant resources.

Our operating results fluctuate from period to period due to changes in global economic conditions and a number of other factors. As a result, we believe our historical results of operations should not be relied upon as indications of future performance. There can be no assurance that our net sales will grow or that we will remain profitable in future periods.

Current business outlook

Many of the industries we serve have historically been cyclical and have experienced periodic downturns. In assessing our business, we consider the trends in the Global Purchasing Managers' Index ("PMI"), global industrial production as well as industry reports on the specific vertical industries that we target. Historically, our business cycles have generally followed the expansion and contraction cycles in the global industrial economy as measured by the Global PMI. In the three month period ended June 30, 2016, the average of the Global PMI was 50.2, the lowest quarterly average since the fourth quarter of 2012. The average of the new order element of the Global PMI was 50.5 for the quarter ended June 30, 2016. During the quarter ended June 30, 2016, the PMI in the U.S. and the Eurozone maintained readings at or above 50. Although these readings are indicative of expansion in the industrial sector, the current trend indicates slowing expansion and continued challenges for industrial production. We are unable to predict whether the industrial economy, as measured by the PMI, will remain above the neutral reading of 50, strengthen or contract during the remainder of 2016.

During the second quarter of 2016, we continued to experience challenges in our business as a result of the continued strength of the U.S. dollar and continued weakness in the energy and personal computer (“PC”) markets. In the second quarter of 2016, we saw a 3% year over year decrease from orders under $20,000, an 8% year over year increase from orders between $20,000 and $100,000, and a 2% year over year increase from orders over $100,000. Excluding our largest customer, orders over $100,000 were down 12% year over year. The timing and amount of orders from our largest customer are unpredictable and therefore can cause unusual variations in the results and trends of our business. See “Results of Operations” below for additional discussion on the impact of orders from our largest customer on our business for the six month period ended June 30, 2016.

During the second quarter of 2016, we continued to experience broad volatility in the foreign exchange markets and a strong U.S. dollar in many of the currency markets where we have exposure. As of the date of this filing, the U.S. dollar index, as tracked by the St. Louis Federal Reserve, remains near a ten year high. See “Results of Operations” below for additional discussion on the impact of foreign exchange rates on our business for the six month period ended June 30, 2016.

For the third quarter of 2016, we expect continued market uncertainty and volatility following the United Kingdom (U.K.) vote to exit the European Union (“E.U.”). We expect the devaluation of the British pound resulting from the vote to have a negative impact on our U.S dollar equivalent sales in the U.K. If the uncertainty surrounding the U.K. referendum and its implementation has a broader future negative impact on equity, commodity and foreign currency markets outside of the U.K. and Europe, we could see a broader negative impact on our net sales and results of operations across the geographic regions where we do business. We have hedging programs in place to help mitigate the risks associated with these types of foreign currency risks. However, there can be no assurance the hedges will offset more than a portion of the financial impact resulting from movements in the foreign currency markets in which we do business. (See “Note 5 – Derivative instruments and hedging activities” of Notes to Consolidated Financial Statements for additional details concerning hedging programs.)

Results of Operations

The following table sets forth, for the periods indicated, the percentage of net sales represented by certain items reflected in our Consolidated Statements of Income:

	Three Months Ended June 30, (Unaudited)				Six Months Ended June 30, (Unaudited)			
	2016		2015		2016		2015	
Net sales:								
Americas	37.3	%	42.0	%	38.0	%	41.4	%
EMEIA	30.9		31.8		31.4		32.3	
APAC	31.8		26.2		30.6		26.2	
Total net sales	100.0		100.0		100.0		100.0	
Cost of sales	25.3		25.4		25.9		25.9	
Gross profit	74.7		74.6		74.1		74.1	
Operating expenses:								
Sales and marketing	38.0		37.1		38.7		37.4	
Research and development	19.5		18.4		20.1		19.6	
General and administrative	8.2		7.7		8.4		7.8	
Total operating expenses	65.8		63.2		67.2		64.8	
Operating income	8.9		11.4		6.9		9.3	
Other income (expense):								
Interest income	0.1		0.1		0.1		0.1	
Net foreign exchange loss	(0.4)		(0.2)		(0.1)		(0.4)	
Other income, net	0.0		0.0		(0.4)		0.1	
Income before income taxes	8.6		11.3		6.5		9.1	
Provision for income taxes	2.1		3.2		1.6		2.4	
Net income	6.6	%	8.1	%	4.9	%	6.7	%

Figures may not sum due to rounding.

Results of Operations for the three and six month periods ended June 30, 2016 and 2015

Net Sales. Our net sales were $306 million and $302 million for the three month periods ended June 30, 2016 and 2015, respectively, an increase of 1.4%. For such periods, product sales were $279 million and $274 million, respectively, an increase of 1.7% and software maintenance sales were $28 million and $28 million, respectively, a decrease of 1.5%.

For the six month periods ended June 30, 2016 and 2015, our net sales were $593 million and $591 million, respectively, an increase of 0.3%. For the same periods, product sales were $538 million and $535 million, respectively, an increase of 0.5%, and software maintenance sales were $55 million and $56 million, respectively, a decrease of 1.1%.

The factors that most significantly impacted our net sales were the year over year change in orders from our largest customer and the year over year impact of changes in the foreign currency exchange markets, both discussed in more detail below.

Large orders, defined as orders with a value greater than $100,000, increased by 2% year over year during the three months ended June 30, 2016, compared to the year over year decrease of 16% in the three month period ended June 30, 2015. In the six month period ended June 30, 2016, large orders increased by 3% year over year compared to the year over year decrease of 5% during the six month period ended June 30, 2015. A significant factor in the continued expansion of our large orders in the three and six month periods ended June 30, 2016, compared to the comparable periods in 2015 was the result of an increase in orders from our largest customer. Year over year, orders from our largest customer increased by 83% in the three months ended June 30, 2016. Excluding the impact of our largest customer, large orders decreased by 12% year over year during the three month period ended June 30, 2016, and decreased by 7% year over year during the six month period ended June 30, 2016. Orders from our largest customer are discussed in more detail below. During each of the three month periods ended June 30, 2016 and 2015, and the six month periods ended June 30, 2016 and 2015, large orders were 23% of our total orders. Large orders are more volatile, are subject to greater discount variability and may contract at a faster pace during an economic downturn compared to our other orders.

We are serving several different applications for our largest customer. During the three month periods ended June 30, 2016 and 2015, we received $18 million and $10 million, respectively, in orders from our largest customer. During the six month periods ended June 30, 2016 and 2015, we received $25 million and $13 million, respectively, in new orders from our largest customer. In the three month periods ended June 30, 2016 and 2015, we recognized net sales of $14 million and $9 million, respectively, from these orders, and in the six month periods ended June 30, 2016 and 2015, we recognized net sales of $23 million and $14 million, respectively, from these orders.

For the three month periods ended June 30, 2016 and 2015, net sales in the Americas were $114 million and $127 million, respectively, a decrease of 10%. Sales in the Americas, as a percentage of net sales were 37% and 42% in the three month periods ended June 30, 2016 and 2015 respectively. In EMEIA, net sales were $95 million and $96 million in the three month periods ended June 30, 2016 and 2015, respectively, a decrease of 2%. Sales in EMEIA, as a percentage of net sales were 31% and 32% in the three month periods ended June 30, 2016 and 2015, respectively. In APAC, net sales were $97 million and $79 million in the three month periods ended June 30, 2016 and 2015, respectively, an increase of 23%. Sales in APAC, as a percentage of net sales were 32% and 26% in the three month periods ended June 30, 2016 and 2015, respectively. For the six month periods ended June 30, 2016 and 2015, net sales in the Americas were $225 million and $245 million, respectively, a decrease of 8%. Sales in the Americas, as a percentage of net sales were 38% and 41% in the six month periods ended June 30, 2016 and 2015, respectively. In EMEIA, net sales were $186 million and $191 million in the six month periods ended June 30, 2016 and 2015, respectively, a decrease of 3%. Sales in EMEIA, as a percentage of net sales were 31% and 32% in the six month periods ended June 30, 2016 and 2015, respectively. In APAC, net sales were $182 million and $155 million in the six month periods ended June 30, 2016 and 2015, respectively, an increase of 17%. Sales in APAC, as a percentage of net sales were 31% and 26% in the six month periods ended June 30, 2016 and 2015, respectively.

We expect sales outside of the Americas to continue to represent a significant portion of our net sales. We intend to continue to expand our international operations by increasing our presence in existing markets, adding a presence in some new geographical markets and continuing the use of distributors to sell our products in some countries.

Almost all of the sales made by our direct sales offices in the Americas (excluding the U.S.), EMEIA, and APAC are denominated in local currencies, and accordingly, the U.S. dollar equivalent of these sales is affected by changes in foreign currency exchange rates. For the three month period ended June 30, 2016, in local currency terms, our net sales increased by $13 million or 4%, Americas sales decreased by $11 million or 9%, EMEIA sales increased by $3.6 million or 4%, and APAC sales increased by $21 million or 26%, compared to the three month period ended June 30, 2015. During the same period, the change in exchange rates had the effect of decreasing our net sales by $9 million or 3%, decreasing Americas sales by $1 million or 1%, decreasing EMEIA sales by $5 million or 5%, and decreasing APAC sales by $3 million or 3%.

For the six month period ended June 30, 2016, in local currency terms, our net sales increased by $27 million or 5%, Americas sales decreased by $17 million or 7%, EMEIA sales increased by $10 million or 5%, and APAC sales increased by $34 million or 22%, compared to the six month period ended June 30, 2015. During this same period, the change in exchange rates had the effect of decreasing our net sales by $25 million or 4%, decreasing Americas sales by $3 million or 1%, decreasing EMEIA sales by $15 million or 7%, and decreasing APAC sales by $8 million or 4%.

To help protect against changes in U.S. dollar equivalent value caused by fluctuations in foreign currency exchange rates of forecasted foreign currency cash flows resulting from international sales, we have instituted a foreign currency cash flow hedging program. We hedge portions of our forecasted net sales denominated in foreign currencies with average rate forward contracts. During the three month periods ended June 30, 2016 and 2015, these hedges had the effect of decreasing our net sales by $904,000 and increasing our net sales by $5.2 million, respectively. During the six month periods ended June 30, 2016 and 2015, these hedges had the effect of decreasing our net sales by $1.1 million and increasing our net sales by $10.3 million, respectively. (See “Note 5 - Derivative instruments and hedging activities” of Notes to Consolidated Financial Statements for further discussion regarding our cash flow hedging program and its related impact on our net sales for 2016 and 2015).

Gross Profit. For the three month periods ended June 30, 2016 and 2015, gross profit was $229 million and $225 million, respectively, an increase of 2%. As a percentage of sales, gross profit was 75% for each of the three month periods ended June 30, 2016 and 2015. For the six month periods ended June 30, 2016 and 2015, gross profit was $440 million and $438 million, respectively, an increase of less than 1%. As a percentage of sales, gross profit was 74% for each of the six month periods ended June 30, 2016 and 2015. Our gross profit as a percentage of sales is impacted by many factors including changes in the amount of revenues from our largest customer and changes in the foreign currency exchange markets. We continue to focus on cost control and cost reduction measures throughout our manufacturing cycle.

For the three month periods ended June 30, 2016 and 2015, the change in exchange rates had the effect of decreasing our cost of sales by $742,000 and $2.5 million, respectively. For the six month periods ended June 30, 2016 and 2015, the change in exchange rates had the effect of decreasing our cost of sales by $2.7 million and $4.3 million, respectively. To help protect against changes in our cost of sales caused by a fluctuation in foreign currency exchange rates of forecasted foreign currency cash flows, we have a foreign currency cash flow hedging program. We hedge portions of our forecasted costs of sales denominated in foreign currencies with average rate forward contracts. During the three month periods ended June 30, 2016 and 2015, these hedges had the effect of increasing our cost of sales by $382,000 and $509,000, respectively. During the six month periods ended June 30, 2016 and 2015, these hedges had the effect of increasing our cost of sales by $953,000 and $842,000, respectively. (See "Note 5 - Derivative instruments and hedging activities" of Notes to Consolidated Financial Statements for further discussion regarding our cash flow hedging program and its related impact on our cost of sales for 2016 and 2015).

We do not typically maintain a large amount of order backlog as orders typically translate to sales quickly. As such, any weakness in orders typically has a pronounced impact on our net sales in the short term.

Operating Expenses. For the three month periods ended June 30, 2016 and 2015, operating expenses were $201 million and $190 million, respectively, an increase of 6%. As a percentage of sales, operating expenses were 66% and 63% for the three month periods ended June 30, 2016 and 2015. During the three month period ending June 30, 2016, the year over year increases in operating expenses was primarily the result of an increase in personnel related expenses of $9.1 million due to increased headcount and increased variable compensation in regions with strong local currency growth. In addition, marketing and outside services costs increased by $1.4 million, building and equipment costs increased by $519,000, and software development costs increased by $1.8 million due to a decrease in capitalization of software development costs compared to the three month period ended June 30, 2015. The year over year change in exchange rates had the effect of decreasing our operating expenses by $1.7 million.

For the six month periods ended June 30, 2016 and 2015, operating expenses were $399 million and $383 million, respectively, an increase of 4%. As a percentage of sales, operating expenses were 67% and 65% for the six month periods ended June 30, 2016 and 2015, respectively. During the six month period ending June 30, 2016, the year over year increases in operating expenses was primarily the result of an increase in personnel related expenses of $21 million due to an increase in head count of 223 employees and increased variable compensation in regions with strong local currency growth. In addition, building and equipment costs increased by $2.7 million, marketing and outside services costs increased by $2 million, offset by a decrease in software development costs of $4 million due to an increase in capitalization of software development costs compared to the six month period ending June 30, 2015. During the six month period ending June 30, 2016, the year over year change in exchange rates had the effect of decreasing our operating expenses by $7.3 million.

We believe that our long-term growth and success depends on developing high quality software and hardware products on a timely basis. We are focused on leveraging recent investments in research and development and in our field sales force and taking actions to help ensure that those resources are concentrated in areas and on initiatives that will contribute to future growth in our business. For the three month periods ended June 30, 2016 and 2015, our sales and marketing expenses were $116 million and $112 million, respectively, and our research and development expenses were $60 million and $55 million, respectively. For the six month periods ended June 30, 2016 and 2015, our sales and marketing expenses were $230 million and $221 million, respectively, and our research and development expenses were $119 million and $116 million, respectively. The increase in our research and development expenses for the six month period ended June 30, 2016, compared to the six month period ended June 30, 2015, was primarily driven by the increase in research and development headcount of 58 employees. The increase in our sales and marketing expenses for the six month period ended June 30, 2016, compared to the six month period ended June 30, 2015, was primarily driven by the increase in sales and marketing headcount of 82 employees and increased variable compensation in regions with strong local currency growth.

Operating Income. For the three month periods ended June 30, 2016 and 2015, operating income was $27 million and $35 million, respectively, a decrease of 21%. As a percentage of net sales, operating income was 9% and 11% for three month periods ended June 30, 2016 and 2015, respectively. For the six month periods ended June 30, 2016 and 2015, operating income was $41 million and $55 million, respectively, a decrease of 25%. As a percentage of net sales, operating income was 7% and 9% for the six month periods ended June 30, 2016 and 2015, respectively. The decreases in operating income in absolute dollars for the three month period ended June 30, 2016, compared to the three month period ended June 30, 2015, and for the six month period ended June 30, 2016, compared to the six month period ended June 30, 2015, are attributable to the factors discussed in Net Sales, Gross Profit and Operating Expenses above.

Interest Income. For the three month periods ended June 30, 2016 and 2015, interest income was $258,000 and $341,000, respectively. For the six month periods ended June 30, 2016 and 2015, interest income was $511,000 and $694,000, respectively. We continue to see low yields for high quality investment alternatives that comply with our corporate investment policy. We do not expect yields in these types of investments to increase significantly during the remainder of 2016.

Net Foreign Exchange Loss. For the three month periods ended June 30, 2016 and 2015, net foreign exchange loss was $(1.3) million and $(577,000), respectively. During the six month periods ended June 30, 2016 and 2015, net foreign exchange loss was

$(711,000) and $(2.3) million, respectively. These results are attributable to movements in the foreign currency exchange rates between the U.S. dollar and foreign currencies in subsidiaries for which our functional currency is not the U.S. dollar. During the second quarter of 2016, we continued to see broad volatility in the foreign currency exchange markets and a strong U.S. dollar in many of the currency markets where we have exposure, with the trade-weighted U.S. dollar index, as tracked by the St. Louis Federal Reserve, near a ten year high. In addition, the U.K. voted in favor of a referendum to exit from the E.U. commonly referred to as "Brexit". This vote caused significant short-term volatility in the foreign currency markets and an approximately 10% devaluation of the GBP against the U.S. dollar. We cannot predict the direction or degree of future volatility in the foreign exchange markets or the impact the U.K. referendum will have in future periods. In the past, we have noted that significant volatility in the foreign currency exchange markets in which we do business has had a significant impact on the revaluation of our foreign currency denominated firm commitments, on our ability to forecast our U.S. dollar equivalent net sales and expenses and on the effectiveness of our hedging programs. In the past, these dynamics have also adversely affected our net sales growth in international markets and may pose similar challenges in the future. We recognize the local currency as the functional currency in virtually all of our international subsidiaries.

We utilize foreign currency forward contracts to hedge our foreign denominated net foreign currency balance sheet positions to help protect against the change in value caused by a fluctuation in foreign currency exchange rates. We typically hedge up to 90% of our outstanding foreign denominated net receivable or payable positions and typically limit the duration of these foreign currency forward contracts to approximately 90 days. The gain or loss on these derivatives as well as the offsetting gain or loss on the hedged item attributable to the hedged risk is recognized in current earnings under the line item "Net foreign exchange loss". Our hedging strategy decreased our foreign exchange losses by $2.1 million and decreased our foreign exchange gains by $1.3 million in the three month periods ended June 30, 2016 and June 30, 2015, respectively. Our hedging strategy increased our foreign exchange losses by $191,000 and decreased our foreign exchange losses by $639,000 in the six month periods ended June 30, 2016 and 2015, respectively. (See "Note 5 - Derivative instruments and hedging activities" of Notes to Consolidated Financial Statements for a further description of our derivative instruments and hedging activities.)

Provision for Income Taxes. For the three month periods ended June 30, 2016 and June 30, 2015, our provision for income taxes reflected an effective tax rate of 25% and 28%, respectively. For the six month periods ended June 30, 2016 and 2015, our provision for income taxes reflected an effective tax rate of 25% and 26%, respectively. The factors that caused our effective tax rate to change year-over-year are detailed in the table below:

	Three Months Ended June 30, 2016 (Unaudited)		Six Months Ended June 30, 2016 (Unaudited)	
Effective tax rate at June 30, 2015	28	%	26	%
Change in research and development credit	(2)		(2)	
Change in profit in foreign jurisdictions with reduced tax rates	(4)		(2)	
Change in enhanced deduction for certain research and development expenses	(2)		(2)	
Change in intercompany profit	3		3	

Change in unrecognized tax benefits	2	2
Effective tax rate at June 30, 2016	25 %	25 %

(See “Note 9 – Income taxes” of Notes to Consolidated Financial Statements for further discussion regarding our effective tax rate).

Other operational metrics

We believe that the following additional unaudited operational metrics assist investors in assessing our operational performance relative to our others in our industry and to our historical results.

Charges related to stock-based compensation, amortization of acquired intangibles, acquisition related transaction costs, restructuring charges, foreign exchange loss on acquisitions and taxes levied on the transfer of acquired intellectual property.

For the three and six month periods ended June 30, 2016 and 2015, the gross charges related to stock-based compensation as a component of cost of sales, sales and marketing, research and development, general and administrative expenses, the provision for income taxes and the total charges were as follows:

(In thousands)	Three Months Ended June 30, (Unaudited)		Six Months Ended June 30, (Unaudited)	
	2016	2015	2016	2015
Stock-based compensation				
Cost of sales	$ 539	$ 472	$ 1,087	$ 928
Sales and marketing	2,851	2,806	5,787	5,449
Research and development	2,369	2,171	4,718	4,632
General and administrative	935	904	1,843	1,735
Provision for income taxes	(2,016)	(1,920)	(4,110)	(3,486)
Total	$ 4,678	$ 4,433	$ 9,325	$ 9,258

For the three and six month periods ended June 30, 2016 and 2015, the gross charges related to the amortization of acquisition related intangibles as a component of cost of sales, sales and marketing, research and development, other income, net, the provision for income taxes and the total charges were as follows:

(In thousands)	Three Months Ended June 30, (Unaudited)		Six Months Ended June 30, (Unaudited)	
	2016	2015	2016	2015
Amortization of acquired intangibles				
Cost of sales	$ 2,980	$ 2,640	$ 6,022	$ 5,215
Sales and marketing	820	438	1,639	876
Research and development	278	318	539	662
Other income, net	-	149	-	303
Provision for income taxes	237	(1,155)	458	(2,317)
Total	$ 4,315	$ 2,390	$ 8,658	$ 4,739

For the three and six month periods ended June 30, 2016 and 2015, the gross charges related to acquisition related transaction costs, restructuring charges, foreign exchange loss on acquisitions and taxes levied on the transfer of acquired intellectual property as a component of cost of sales, sales and marketing, research and development, general and administrative expenses, net foreign exchange loss, other income (loss), net, the provision for income taxes and the total charges were as follows:

(In thousands)	Three Months Ended June 30, (Unaudited)		Six Months Ended June 30, (Unaudited)	
	2016	2015	2016	2015
Acquisition transaction costs, restructuring charges, and other				
Cost of sales	$ 74	$ 232	$ 179	$ 805
Sales and marketing	42	-	99	-
Research and development	153	-	411	-
General and administrative	190	4	220	205
Net foreign exchange loss1	-	-	94	-
Other income (loss), net2	-	-	2,475	(331)
Provision for income taxes	(160)	(82)	(1,202)	-
Total	$ 299	$ 154	$ 2,276	$ 679

(1) Foreign exchange losses on acquisitions were $94 and $0 for the six month periods ended June 30, 2016 and 2015, respectively

(2) Taxes levied on the transfer of acquired intellectual property were $2,475 and $0 for the six month periods ended June 30, 2016 and 2015, respectively

Liquidity and Capital Resources

Working Capital, Cash and Cash Equivalents and Short-term Investments. Cash, cash equivalents and short-term investments increased by $7 million to $340 million at June 30, 2016 from $333 million at December 31, 2015. The following table presents our working capital, cash and cash equivalents and short-term investments:

(In thousands)	June 30, 2016 (unaudited)	December 31, 2015	Increase/ (Decrease)
Working capital	$ 566,414	$ 559,525	$ 6,889
Cash and cash equivalents (1)	285,261	251,129	34,132
Short-term investments (1)	55,063	81,789	(26,726)
Total cash, cash equivalents and short-term investments	$ 340,324	$ 332,918	$ 7,406

(1) Included in working capital

During the six month period ended June 30, 2016, our working capital increased by $7 million compared to December 31, 2015. Overall, current assets increased by $21 million while current liabilities increased by $14 million. The increase in our current assets was the result of a $7 million increase in cash, cash equivalents and short-term investments, an increase in accounts receivable of $6 million, a decrease in prepaid expenses and other current assets of $1.8 million and an increase in inventory of $9 million. The increase in current liabilities was the result of an increase in accrued compensation of $3 million, an increase in accrued expenses and other liabilities of $7 million, and an increase in the current portion of our deferred revenue of $4 million.

Accounts receivable increased by $6 million to $222 million at June 30, 2016, from $216 million at December 31, 2015. Days sales outstanding (“DSO”) increased to 67 days at June 30, 2016, compared to 62 days at December 31, 2015. The increase in our accounts receivable can primarily be attributed to the increase in DSO. Our DSO has been negatively impacted by accounts in Russia and other countries where the currency devaluation against the U.S. dollar has been significant.

Inventory increased by $9 million to $195 million at June 30, 2016, from $185 million at December 31, 2015. Inventory turns were 1.6 and 1.8 at June 30, 2016 and December 31, 2015, respectively. The increase in our inventory and decrease in our inventory turns can primarily be attributed to an anticipated increase in sales volume during the remainder of 2016.

Our cash and cash equivalent balances are held in numerous financial institutions throughout the world, including substantial amounts held outside of the U.S., however, the majority of our cash and investments that are located outside of the U.S. are denominated in the U.S. dollar with the exception of $8.3 million U.S. dollar equivalent of corporate bonds that are denominated in Euro. At June 30, 2016, we had $340 million in cash, cash equivalents and short-term investments. Approximately $37 million or 11% of these amounts were held in domestic accounts with various financial institutions and $303 million or 89% was held in accounts outside of the U.S. with various financial institutions. At June 30, 2016, we had cash and cash equivalents of $285 million, of which $37 million or 13% was held in domestic accounts and $248 million or 87% was held in various accounts of our foreign subsidiaries. At June 30, 2016, we had short-term investments of $55 million, all of which was held in investment accounts of our foreign subsidiaries. Most of the amounts held outside of the U.S. could be repatriated to the U.S., but under current law, would be subject to U.S. federal income taxes, less applicable foreign tax credits. We have provided for the U.S. federal tax liability on these amounts for financial statement purposes, except for foreign earnings that are considered indefinitely reinvested outside of the U.S. Repatriation could result in additional U.S. federal income tax payments in future years. We utilize a variety of tax planning and financing strategies with the objective of having our worldwide cash available in the locations in which it is needed.

Cash Provided by and (Used in) in the six month periods ended June 30, 2016 and 2015. The following table summarizes the proceeds and (uses) of cash:

(In thousands)	Six Months Ended June 30, (unaudited)	
	2016	2015
Cash provided by operating activities	$ 83,659	$ 50,783
Cash used in investing activities	(10,888)	(49,968)
Cash used in financing activities	(38,639)	(42,061)
Net change in cash equivalents	34,132	(41,246)
Cash and cash equivalents at beginning of year	251,129	274,030
Cash and cash equivalents at end of period	$ 285,261	$ 232,784

For the six month periods ended June 30, 2016 and 2015, cash provided by operating activities was $84 million and $51 million, respectively, an increase of $32 million. This increase was due to a $42 million increase in cash provided by operating assets offset by an $11 million decrease in net income. The increase in cash provided by operating assets was related to reductions in prepaid expenses and taxes.

Investing activities used cash of $11 million during the six month period ended June 30, 2016, as a result of capital expenditures of $21 million, capitalization of internally developed software and other intangibles of $16 million offset by the net sale of short-term investments of $27 million. Capital expenditures during the six month period ended June 30, 2016 included leasehold improvements, expansion of existing facilities, computers, equipment and furniture and fixtures to support operations throughout our business. Investing activities used cash of $50 million during the six month period ended June 30, 2015, as the result of the purchase price of two acquisitions for $25 million, net of cash received, capital expenditures of $21 million, capitalization of internally developed software and other intangibles of $11 million, offset by the net sale of short-term investments of $7 million.

Financing activities used cash of $39 million during the six month period ended June 30, 2016, which was the net result of $51 million used to pay dividends and $6 million used to repurchase shares of our common stock, offset by $3 million received from net borrowings from our revolving line of credit and $15 million received from the issuance of our common stock through our employee stock purchase plan. Financing activities used cash of $42 million during the six month period ended June 30, 2015, which was the net result of $49 million used to pay dividends and $8.5 million used to repurchase shares of our common stock, offset by $14 million received from the issuance of our common stock from our employee stock purchase plan and the exercise of employee stock options.

From time to time, our Board of Directors has authorized various programs to repurchase shares of our common stock depending on market conditions and other factors. Under the current program, we repurchased a total of 206,780 shares of our common stock at a weighted average price per share of $27.25 during the six months ended June 30, 2016. At June 30, 2016, there were 1,134,247 shares remaining available for repurchase under this program. We repurchased a total of 288,004 shares of our common stock at a weighted average price per share of $29.67 during the six months ended June 30, 2015. This repurchase program does not have an expiration date.

During the six month period ended June 30, 2016, we did not receive any proceeds from the exercise of stock options as all remaining options outstanding under our 1994 Plan were exercised or expired in 2015. (See “Note 11 – Authorized shares of common and preferred stock and stock-based compensation plans” of Notes to Consolidated Financial Statements for additional discussion about our equity compensation plans).

Contractual Cash Obligations. Purchase obligations primarily represent purchase commitments for customized inventory and inventory components. At June 30, 2016, we had non-cancelable purchase commitments with various suppliers of customized inventory and inventory components totaling approximately $6.3 million.

Guarantees are related to payments of customs and foreign grants. At June 30, 2016, we had outstanding guarantees for payment of customs and foreign grants totaling approximately $4.2 million. At December 31, 2015, we had outstanding guarantees for payment of customs, foreign grants and potential customer disputes totaling approximately $4 million.

Loan Agreement. On May 9, 2013, we entered into a Loan Agreement (the "Loan Agreement") with Wells Fargo Bank (the "Lender"). On October 29, 2015, we entered into a First Amendment to Loan Agreement (the "Amendment") with the Lender, which amended our Loan Agreement to among other things, (i) increase the unsecured revolving line of credit from $50.0 million to $125.0 million, (ii) extend the maturity date of the line of credit from May 9, 2018 to October 29, 2020, and (iii) provide us with an option to request increases to the line of credit of up to an additional $25.0 million in the aggregate, subject to consent of the Lender and terms and conditions to be mutually agreed between us and the Lender. Proceeds of loans made under the Loan Agreement may be used for working capital and other general corporate purposes. We may prepay the loans under the Loan Agreement in whole or in part at any time without premium or penalty. Certain of our existing and future material domestic subsidiaries are required to guaranty our obligations under the Loan Agreement. We may choose to borrow additional funds against this line of credit in future periods to have sufficient domestic cash to fund continued dividends to our stockholders, to fund potential acquisitions or other domestic general corporate purposes without the need to repatriate foreign earnings. (See " Note 13 – Debt " of Notes to Consolidated Financial Statements for additional details on our revolving line of credit).

Off-Balance Sheet Arrangements. We do not have any off-balance sheet debt. At June 30, 2016, we did not have any relationships with any unconsolidated entities or financial partnerships, such as entities often referred to as structured finance entities, which would have been established for the purpose of facilitating off-balance sheet arrangements. As such, we are not exposed to any financing, liquidity, market or credit risk that could arise if we were engaged in such relationships.

Prospective Capital Needs. We believe that our existing cash, cash equivalents and short-term investments, together with cash generated from operations as well as from the purchase of common stock through our employee stock purchase plan and available borrowings under our Loan Agreement will be sufficient to cover our working capital needs, capital expenditures, investment requirements, commitments, payment of dividends to our stockholders and repurchases of our common stock for at least the next 12 months, although the use of certain of our funds for domestic purposes may require us to repatriate foreign earnings which would be subject to the U.S. federal statutory tax rate of 35%. We may also seek to pursue additional financing or to raise additional funds by selling equity or debt to the public or in private transactions. If we elect to raise additional funds, we may not be able to obtain such funds on a timely basis on acceptable terms, if at all. If we raise additional funds by issuing additional equity or convertible debt securities, the ownership percentages of our existing stockholders would be reduced. In addition, the equity or debt securities that we issue may have rights, preferences or privileges senior to those of our common stock. We may also choose to repatriate foreign earnings which would be subject to the U.S. federal statutory tax rate of 35% and therefore, would likely have a material adverse effect on our effective tax rate and on our net income and earnings per share. We could also choose to reduce certain expenditures or payments of dividends or suspend our program to repurchase shares of our common stock.

Although we believe that we have sufficient capital to fund our operating activities for at least the next 12 months, our future capital requirements may vary materially from those now planned. We anticipate that the amount of capital we will need in the future will depend on many factors, including:

· payment of dividends to our stockholders;

- general economic and political uncertainty and specific conditions in the markets we address, including any volatility in the industrial economy in the various geographic regions in which we do business;
- the overall levels of sales of our products and gross profit margins;
- the levels of inventory and accounts receivable that we maintain;
- difficulties and the high tax costs associated with the repatriation of earnings;
- acquisitions of other businesses, assets, products or technologies;
- required levels of research and development and other operating costs;
- repurchases of our common stock;
- our business, product, capital expenditure and research and development plans, and product and technology roadmaps;
- the inability of certain of our customers who depend on credit to have access to their traditional sources of credit to finance the purchase of products from us, which may lead them to reduce their level of purchases or to seek credit or other accommodations from us;
- capital improvements for new and existing facilities;
- our relationships with suppliers and customers; and
- the level of stock purchases under our employee stock purchase plan.

Recently Issued Accounting Pronouncements

See “Note 15 – Recently issued accounting pronouncements” in Notes to Consolidated Financial Statements.

Item 3.Quantitative and Qualitative Disclosures About Market Risk

Financial Risk Management

Our international sales are subject to inherent risks, including fluctuations in local economies; fluctuations in foreign currencies relative to the U.S. dollar; difficulties in staffing and managing foreign operations; greater difficulty in accounts receivable collection; costs and risks of localizing products for foreign countries; unexpected changes in regulatory requirements, tariffs and other trade barriers; difficulties and costs in the repatriation of earnings and burdens of complying with a wide variety of foreign laws.

The vast majority of our sales outside of the U.S. are denominated in local currencies, and accordingly, the U.S. dollar equivalent of these sales is affected by changes in the foreign currency exchange rates. See “Results of Operations” in this Form 10-Q for further discussion on the effect that changes in the foreign currency exchange rates have on our operating results.

During the second quarter of 2016, we continued to see broad volatility in the foreign currency exchange markets and a strong U.S. dollar in many of the currency markets where we have exposure, with the trade-weighted U.S. dollar index, as tracked by the St. Louis Federal Reserve, near a ten year high. In addition, the U.K. voted in favor of a referendum to exit from the E.U., commonly referred to as “Brexit”. This vote caused significant short-term volatility in the foreign currency markets and an approximately 10% devaluation of the GBP against the U.S. dollar. We cannot predict the direction or degree of future volatility in the foreign exchange markets or the impact the U.K. referendum will have in future periods. In the past, we have noted that significant volatility in the foreign currency exchange markets in which we do business has had a significant impact on the revaluation of our foreign currency denominated firm commitments, our ability to forecast our U.S. dollar equivalent net sales and expenses and the effectiveness of our hedging programs. In the past, these dynamics have also adversely affected our net sales growth in international markets and may pose similar challenges in the future. We recognize the local currency as the functional currency in virtually all of our international subsidiaries.

If the local currencies in which we sell our products strengthen against the U.S. dollar, we may need to lower our prices in the local currency to remain competitive in our international markets which could have a material adverse effect on our gross and net profit margins. If the local currencies in which we sell our products weaken against the U.S. dollar and if the local sales prices cannot be raised due to competitive pressures, we will experience a deterioration of our gross and net profit margins. To help protect against the change in the value caused by a fluctuation in foreign currency exchange rates of forecasted foreign currency cash flows resulting from international sales and expenses over the next one to two years, we have a foreign currency cash flow hedging program. We hedge portions of our forecasted net sales, cost of sales and operating expenses denominated in foreign currencies with foreign currency forward contracts. For forward contracts, when the dollar strengthens significantly against the foreign currencies, the change in the present value of future foreign currency cash flows may be offset by the change in the fair value of the forward contracts designated as hedges. For purchased option contracts, when the dollar strengthens significantly against the foreign currencies, the change in the present value of future foreign currency cash flows may be offset by the change in the fair value of the option contracts designated as hedges, net of the premium paid. Our foreign currency purchased option contracts are purchased “at-the-money” or “out-of-the-money.” We purchase foreign currency forward and option contracts for up to 100% of our forecasted exposures in selected currencies (primarily in Euro, Japanese yen, Hungarian forint, British pound, Chinese yuan, and Malaysian ringgit) and limit the duration of these contracts to 40 months or less. As a result, our hedging activities only partially address our risks from foreign currency transactions, and there can be no assurance that this strategy will be successful. We do not invest in contracts for speculative purposes.

During the three month period ended June 30, 2016, our hedges had the effect of decreasing our net sales by $904,000, increasing our cost of sales by $382,000 and increasing our operating expenses by $360,000. During the three month period ended June 30, 2015, our hedges had the effect of increasing our net sales by $5.2 million, increasing our cost of sales by $509,000, and increasing our operating expenses by $378,000. During the six month period ended June 30, 2016, our hedges had the effect of decreasing our net sales by $1.1 million, increasing our cost of sales by $953,000 and increasing our operating expenses by $889,000. During the six month period ended June 30, 2015, our hedges had the effect of increasing our net sales by $10 million, increasing our cost of sales by $842,000, and increasing our operating expenses by $742,000. (See “Note 5 - Derivative instruments and hedging activities” of Notes to Consolidated Financial Statements for further discussion regarding our cash flow hedging program and its related impact on our net sales, cost of sales and operating expenses for the three and six month periods ended June 30, 2016 and 2015).

Inventory Management

The markets for our products dictate that many of our products be shipped very quickly after an order is received. As a result, we are required to maintain significant inventories. Therefore, inventory obsolescence is a risk for us due to frequent engineering changes, shifting customer demand, the emergence of new industry standards and rapid technological advances including the introduction by us or our competitors of products embodying new technology. However, our risk of obsolescence may be mitigated as many of our products have interchangeable parts and many have long lives. While we adjust for excess and obsolete inventories and we monitor the valuation of our inventories, there can be no assurance that our valuation adjustments will be sufficient.

In recent years, we have made a concentrated effort to increase our net sales through the pursuit of orders with a value greater than $1.0 million. Fulfillment of these contracts can severely challenge our supply chain capabilities at the component acquisition, assembly and delivery stages. These contracts can also require us to develop specific product mitigation plans for product delivery constraints caused by unexpected or catastrophic situations to help assure timely production recovery and to comply with critical delivery commitments where severe contractual liabilities can be imposed on us if we fail to provide the quantity of products at the required delivery times. In order to help mitigate the risks associated with these contractual requirements, we may choose to build inventory levels for certain parts or systems. Because our contracts with such customers may allow the customer to cancel or delay orders without liability, such actions expose our business to increased risk of inventory obsolescence.

Market Risk

We are exposed to a variety of risks, including foreign currency fluctuations and changes in the market value of our investments. In the normal course of business, we employ established policies and procedures to manage our exposure to fluctuations in foreign currency values and changes in the market value of our investments.

Cash, Cash Equivalents and Short-Term Investments

At June 30, 2016, we had $340 million in cash, cash equivalents and short-term investments. See Liquidity and Capital Resources above for further discussion regarding our cash, cash equivalents and short-term investments.

We report our available-for-sale short-term investments at fair value. (See “Note 4 – Fair value measurements” of Notes to Consolidated Financial Statements for a further description of the fair value measurement of our short term investments).

The goal of our investment policy is to manage our investment portfolio to preserve principal and liquidity while maximizing the return on our investment portfolio through the full investment of available funds. We place our cash investments in instruments that meet credit quality standards, as specified in our corporate investment policy guidelines. These guidelines also limit the amount of credit exposure to any one issue, issuer or type of instrument. Our cash equivalents and short-term investments carried ratings from the major credit rating agencies that were in accordance with our corporate investment policy. Our investment policy allows investments in the following: government and federal agency obligations, repurchase agreements ("Repos"), certificates of deposit and time deposits, corporate obligations, medium term notes and deposit notes, commercial paper including asset-backed commercial paper ("ABCP"), puttable bonds, general obligation and revenue bonds, money market funds, taxable commercial paper, corporate notes/bonds, municipal notes, municipal obligations, and tax exempt commercial paper. All such instruments must carry minimum ratings of A1/P1/F1, MIG1/VMIG1/SP1 and A2/A/A, as applicable, all of which are considered "investment grade." Our investment policy for marketable securities requires that all securities mature in five years or less, with a weighted average maturity of no longer than 24 months with at least 10% maturing in 90 days or less.

We account for our investments in debt and equity instruments under FASB ASC 320 Investments – Debt and Equity Securities ("FASB ASC 320"). Our investments are classified as available-for-sale and accordingly are reported at fair value, with unrealized gains and losses reported as other comprehensive income, a component of stockholders' equity. Unrealized losses are charged against income when a decline in fair value is determined to be other-than-temporary. Investments with maturities beyond one year are classified as short-term based on their highly liquid nature and because such marketable securities represent the investment of cash that is available for current operations. The fair value of our short-term investments at June 30, 2016 and December 31, 2015 was $55 million and $82 million, respectively.

We follow the guidance provided by FASB ASC 320 to assess whether our investments with unrealized loss positions are other than temporarily impaired. Realized gains and losses and declines in value judged to be other-than-temporary are determined based on the specific identification method and are reported in other income/(loss), net, in our Consolidated Statements of Income. There were not any other-than-temporary impairments recognized in other expense during the six month periods ended June 30, 2016 and June 30, 2015.

Interest Expense Risk

We are exposed to interest rate fluctuations in the normal course of our business, including through our Loan Agreement. The interest payments on the Loan Agreement consist of a variable-rate of interest and an applicable margin.

Interest Income Risk

Investments in both fixed rate and floating rate instruments carry a degree of interest rate risk. Fixed rate securities may have their market value adversely impacted due to an increase in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Due to these factors, our future investment income may fall short of expectations due to changes in interest rates or if the decline in the fair value of our publicly traded debt investments is judged to be other-than-temporary. We may suffer losses in principal if we are forced to sell securities that have declined in market value due to changes in interest rates. However, because any debt securities we hold are classified as available-for-sale, no gains or losses are realized in our income statement due to changes in interest rates unless such securities are sold prior to maturity or unless declines in value are determined to be other-than-temporary. These securities are reported at fair value with the related unrealized gains and losses included in accumulated other comprehensive income (loss), a component of stockholders' equity, net of tax.

In a declining interest rate environment, as short-term investments mature, reinvestment occurs at less favorable market rates. Given the short-term nature of certain of our investments, the current interest rate environment of low rates has negatively impacted our investment income.

In order to assess the interest rate risk associated with our investment portfolio, we performed a sensitivity analysis to determine the impact a change in interest rates would have on the value of our investment portfolio assuming a 100 basis point parallel shift in the yield curve. Based on our investment positions as of June 30, 2016, a 100 basis point increase or decrease in interest rates across all maturities would result in a $541,000 increase or decrease in the fair market value of our portfolio. As of December 31, 2015, a similar 100 basis point increase or decrease in interest rates across all maturities would have resulted in a $802,000 increase or decrease in the fair market value of our portfolio. Such losses would only be realized if we sold the investments prior to maturity or if there is an other-than-temporary impairment. Actual future gains and losses associated with our investments may differ from the sensitivity analyses performed as of June 30, 2016, due to the inherent limitations associated with predicting the changes in the timing and level of interest rates and our actual exposures and positions.

We continue to monitor the stability of the financial markets, particularly those in the emerging markets. We can give no assurance that we will not be negatively impacted by any adverse outcomes in those markets. We also continue to weigh the benefit of the higher yields associated with longer maturities against the interest rate risk and credit rating risk, also associated with these longer maturities when making these decisions. We cannot predict when or if interest rates and investment yields will rise. If yields continue to stay at these low levels, our investment income will continue to be negatively impacted.

Exchange Rate Risk

Our objective in managing our exposure to foreign currency exchange rate fluctuations is to reduce the impact of adverse fluctuations in such exchange rates on our earnings and cash flow. Accordingly, we utilize purchased foreign currency option and forward contracts to hedge our exposure on anticipated transactions and firm commitments. There can be no assurance that our foreign currency hedging activities will substantially offset the impact of fluctuations in currency exchange rates on our results of operations and financial position. Based on the foreign exchange instruments outstanding at June 30, 2016 and December 31, 2015, an adverse change (defined as 20% in the Asian currencies and 10% in all other currencies) in exchange rates would result in a decline in the aggregate settlement value of all of our instruments outstanding of approximately $18 million and $16 million, respectively. However, as we utilize foreign currency instruments for hedging anticipated and firmly committed transactions, we believe that a loss in settlement value for those instruments will be substantially offset by increases in the value of the underlying exposure. (See “Note 5 - Derivative instruments and hedging activities” of Notes to Consolidated Financial Statements for a further description of our derivative instruments and hedging activities).

Item 4.Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on an evaluation under the supervision and with the participation of our management, our principal executive officer and our principal financial officer have concluded that our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act were effective as of June 30, 2016, to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the second quarter of 2016, which were identified in connection with management’s evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not currently a party to any material litigation. However, in the ordinary course of our business, we are involved in a limited number of legal actions, both as plaintiff and defendant, and could incur uninsured liability in any one or more of them. We also periodically receive notifications from various third parties related to alleged infringement of patents or intellectual property rights, commercial disputes or other matters. No assurances can be given with respect to the extent or outcome of any future litigation or dispute.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this Form 10-Q, you should carefully consider the risk factors discussed below. The risks described below are not the only risks that we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, or operating results.

Our Financial Performance is Subject to Risks Associated with Changes in the Value of the U.S. Dollar versus Local Currencies. The vast majority of our sales outside of the U.S. are denominated in local currencies, and accordingly, the U.S. dollar equivalent of these sales is affected by changes in the foreign currency exchange rates. If the local currencies in which we sell our products strengthen against the U.S. dollar, we may need to lower our prices in the local currency to remain competitive in our international markets which could have a material adverse effect on our gross and net profit margins. If the local currencies in which we sell our products weaken against the U.S. dollar and if the local sales prices cannot be raised due to competitive pressures, we will experience a deterioration of our gross and net profit margins. See “Results of Operations” in this Form 10-Q for further discussion on the effect that changes in the foreign currency exchange rates have had on our operating results. See “Current business outlook” in this Form 10-Q for information regarding recent business conditions.

On June 23, 2016, the U.K. held a referendum in which voters approved an exit from the E.U., commonly referred to as “Brexit”. As a result of the referendum, it is expected that the British government will begin negotiating the terms of the U.K.’s future relationship with the E.U. Although it is unknown what those terms will be, it is possible that there will be greater restrictions on imports and exports between the U.K. and E.U. countries and increased regulatory complexities. These changes may have a material adverse effect on our net sales and our results of operations, not only in the U.K. but across Europe. The announcement of Brexit caused significant volatility in global equity, commodity and foreign currency markets. The continuing uncertainty following the U.K. vote may lead to broader negative business sentiment resulting in less demand for our products negatively impacting our net sales and results of operations.

We cannot predict to what degree or how long the recent volatility in the foreign currency exchange markets will continue. In the past, we have noted that significant volatility in foreign currency exchange rates in the markets in which we do business has had a significant impact on the revaluation of our foreign currency denominated firm commitments, on our ability to forecast our U.S. dollar equivalent net sales and expenses and on the effectiveness of our hedging programs. In the past, these dynamics have also adversely affected our net sales growth in international markets and may pose similar challenges in the future. We recognize the local currency as the functional currency in virtually all of our international subsidiaries.

Uncertain Global Economic Conditions Could Materially Adversely Affect Our Business and Results of Operations. Our operations and performance are sensitive to fluctuations in general economic conditions, both in the U.S. and globally. The ongoing uncertainty created by volatile currency markets, a weak Global PMI, the continued weakness in the PC and energy sectors, alone or in combination, may continue to have a material adverse effect on our net sales and the financial results of our operations. In addition, we remain concerned about the geopolitical and fiscal instability in the Middle East and some emerging markets as well as the continued volatility of the equity markets. The announcement of Brexit may also create additional global economic uncertainty. These factors as well as others we may not contemplate could have a material adverse effect on the spending patterns of businesses including our current and potential customers which could have a material adverse effect on our net sales and our results of operations. Other factors that could adversely influence demand for our products include unemployment, labor and healthcare costs, access to credit, consumer and business confidence, and other macroeconomic factors that could have a negative impact on capital investment and spending behavior. See “Current business outlook” in this Form 10-Q for information regarding recent business conditions.

We Have Established a Budget and Variations From Our Budget Will Affect Our Financial Results. We have an operating budget for 2016. Our budget was established based on the estimated revenue from sales of our products which are based on anticipated economic conditions in the markets in which we do business as well as the timing and volume of our new products and the expected penetration of both new and existing products in the marketplace. If demand for our products during the remainder of 2016 is less than the demand we anticipated in setting our 2016 budget, our operating results could be negatively impacted.

If we exceed our budgeted level of expenses or if we cannot reduce expenditures in response to a decrease in net sales, our operating results could be adversely affected. Our spending could exceed our budget due to a number of factors, including:

· continued foreign currency fluctuations;
· additional unanticipated costs related to our acquisitions;
· less than expected capacity utilization of our manufacturing facility in Penang, Malaysia;
· increased manufacturing costs resulting from component supply shortages or component price fluctuations;
· additional marketing costs for new product introductions or for conferences and tradeshows;
· the timing, cost or outcome of any future intellectual property litigation or commercial disputes; or
· increased component costs resulting from vendors increasing their sales price.

Our Current Domestic Cash Position May Not Be Sufficient to Fund our Domestic Cash Needs in the Next Twelve Months and We May Need to Borrow Additional Amounts Under our Loan Agreement, Seek Funding from External Sources or Repatriate Foreign Earnings. Our Loan Agreement (the “Loan Agreement”) with Wells Fargo Bank provides for a $125 million unsecured revolving line of credit. Proceeds of loans made under the Loan Agreement may be used for working capital and other general corporate purposes. (See “Note 13—Debt” in Notes to Consolidated Financial Statements for additional discussion of the Loan Agreement). We may choose to borrow additional funds against our line of credit in future periods to have sufficient domestic cash to fund continued dividends to our stockholders, to fund potential acquisitions, to purchase shares under our board authorized share repurchase program or other domestic general corporate purposes without the need to repatriate foreign earnings. Future dividends are subject to declaration by our Board of Directors, and our share repurchase program does not obligate us to acquire any specific number of shares.

We may also seek to pursue additional financing or to raise additional funds by selling equity or debt to the public or in private transactions. If we elect to raise additional funds, we may not be able to obtain such funds on a timely basis or on acceptable terms, if at all. If we raise additional funds by issuing additional equity or convertible debt securities, the ownership percentages of our existing stockholders would be reduced. In addition, the equity or debt securities that we issue may have rights, preferences or privileges senior to those of our common stock. We may also choose to repatriate foreign earnings which would be subject to the U.S. federal statutory tax rate of 35% and therefore would likely have a material adverse effect on our effective tax rate and on our net income and earnings per share. We could also choose to reduce certain expenditures or payments of dividends or suspend our program to repurchase shares of our common stock.

Orders With a Value of Greater than One Million Dollars Expose Us to Significant Additional Business and Legal Risks that Could Have a Material Adverse Impact on our Business, Results of Operations and Financial Condition. In recent years, we have made a concentrated effort to increase our net sales through the pursuit of orders with a value greater than $1.0 million. These types of orders expose us to significant additional business and legal risks compared to smaller orders. Our very large customers frequently require contract terms that vary substantially from our standard terms of sale. These orders can be accompanied by critical delivery commitments and severe contractual liabilities can be imposed on us if we fail to provide the required quantity of product at the required delivery times. These customers may also impose product acceptance requirements and product performance evaluations which create uncertainty with respect to the timing of our ability to recognize revenue from such orders. In addition, these larger orders are more volatile, are subject to greater discount variability and may contract at a faster pace during an economic downturn. These contracts may also have supply constraint requirements which mandate that we allocate large product inventories for a specific contract. These inventory requirements expose us to higher risks of inventory obsolescence and can adversely impact our ability to provide adequate product supply to other customers.

Fulfillment of these contracts can challenge our supply chain capabilities at the component acquisition, assembly and delivery stages. Our contracts with such customers may allow the customer to cancel or delay orders without liability which exposes our business and financial results to significant risk. These contracts can require us to develop specific product mitigation plans for product delivery constraints caused by unexpected or catastrophic situations to help assure quick production recovery. We can attempt to manage this risk but there can be no assurance that we will be successful in our efforts. These customers may demand most favored customer pricing, significant discounts, extended payment terms and volume rebates and such terms can adversely impact our net sales, margins and financial results and may also negatively impact our days sales outstanding to the extent these orders become a larger proportion of our overall net sales. These customers may request broad indemnity obligations and large direct and consequential damage provisions in the event their contracts with us are breached, and these provisions may expose us to risk and liabilities in excess of our standard terms and conditions of sale. While we attempt to limit the number of contracts that contain the non-standard terms of sale described above and attempt to contractually limit our potential liability under such contracts, we have been and expect to be required to agree to some or all of such provisions to secure orders from these customers and to continue to grow our business. Such actions expose us to significant additional risks which could result in a material adverse impact on our business, results of operations and financial condition.

Revenue Derived from Large Orders Could Adversely Affect our Gross Margin and Could Lead to Greater Variability in our Quarterly Results. We define our large order business as orders with a value greater than $100,000. These orders may be more sensitive to changes in the global industrial economy, may be subject to greater discount variability, lower gross margins, and may contract at a faster pace during an economic downturn. To the extent that the amount of our net sales derived from large orders increases in future periods, either in absolute dollars or as a percentage of our overall business, our gross margins could decline, and we could experience greater volatility and see a greater negative impact from future downturns in the global industrial economy. This dynamic may also have an adverse effect on the historical seasonal pattern of our net sales and our results of operations. These types of orders also make managing inventory levels more difficult as we have in the past and may have to in the future build large quantities of inventory in anticipation of future demand that may not materialize.

Our Product Revenues are Dependent on Certain Industries and Contractions in these Industries Could Have a Material Adverse Effect on Our Results of Operations. Sales of our products are dependent on customers in certain industries, particularly the telecommunications, semiconductor, consumer electronics, automotive, energy, automated test equipment, defense and aerospace industries. As we have experienced in the past, and as we may continue to experience in the future, downturns characterized by diminished product demand in any one or more of these industries may result in decreased sales and a material adverse effect on our operating results. We cannot predict when and to what degree contractions in these industries may occur, however any sharp or prolonged contraction in one or more of these industries could have a material adverse effect on our business and results of operations.

We are Subject to Various Risks Associated with International Operations and Foreign Economies. Our international sales are subject to inherent risks, including:

- fluctuations in foreign currencies relative to the U.S. dollar;
- delays in collecting trade receivable balances from customers in developing economies;

- difficulties and the high tax costs associated with the repatriation of earnings;
- fluctuations in local economies;
- disparate and changing employment laws in foreign jurisdictions;
- difficulties in staffing and managing foreign operations;
- greater difficulty in accounts receivable collection;
- costs and risks of localizing products for foreign countries;
- unexpected changes in regulatory requirements;
- government actions throughout the world;
- tariffs and other trade barriers; and,
- the burdens of complying with a wide variety of foreign laws.

Moreover, there can be no assurance that our international sales will continue at existing levels or grow in accordance with our efforts to increase foreign market penetration.

In many foreign countries, particularly in those with developing economies, it is common to engage in business practices that are prohibited by U.S. regulations applicable to us such as the Foreign Corrupt Practices Act. Although we have policies and procedures designed to ensure compliance with these laws, there can be no assurance that all of our employees, contractors and agents, including those based in or from countries where practices which violate such U.S. laws may be customary, will not take actions in violation of our policies. Any violation of foreign or U.S. laws by our employees, contractors or agents, even if such violation is prohibited by our policies, could have a material adverse effect on our business. We must also comply with various import and export regulations. The application of these various regulations depends on the classification of our products which can change over time as such regulations are modified or interpreted. As a result, even if we are currently in compliance with applicable regulations, there can be no assurance that we will not have to incur additional costs or take additional compliance actions in the future. Failure to comply with these regulations could result in fines or termination of import and export privileges, which could have a material adverse effect on our operating results. Additionally, the regulatory environment in some countries is very restrictive as their governments try to protect their local economy and value of their local currency against the U.S. dollar.

We Make Significant Investments in New Products that May Not Be Successful or Achieve Expected Returns. We plan to continue to make significant investments in research, development, and marketing for new and existing products and technologies. These investments involve a number of risks as the commercial success of such efforts depend on many factors, including our ability to anticipate and respond to innovation, achieve the desired technological fit, and be effective with our marketing and distribution efforts. If our existing or potential customers do not perceive our latest product offerings as providing significant new functionality or value, or if we are late to market with a new product or technology, we may not achieve our expected return on our investments or be able recover the costs expended to develop new product offerings, which could have a material adverse effect on our operating results. Even if our new products are profitable, our operating margins for new products may not be as high as the margins we have experienced historically.

Our Success Depends on New Product Introductions and Market Acceptance of Our Products. The market for our products is characterized by rapid technological change, evolving industry standards, changes in customer needs and frequent new product introductions, and is therefore highly dependent upon timely product innovation. Our success is dependent on our ability to successfully develop and introduce new and enhanced products on a timely basis to replace declining revenues from older products, and on increasing penetration in domestic and international markets. As has occurred in the past and as may be expected to occur in the future, we have experienced significant delays between the announcement and the commercial availability of new products. Any significant delay in releasing new products could have a material adverse effect on the ultimate success of a product and other related products and could impede continued sales of predecessor products, any of which could have a material adverse effect on our operating results. There can be no assurance that we will be able to introduce new products in accordance with announced release dates, that our new products will achieve market acceptance or that any such acceptance will be sustained for any significant period. Failure of our new products to achieve or sustain market acceptance could have a material adverse effect on our operating results.

Our Acquisitions are Subject to a Number of Related Costs and Challenges that Could Have a Material Adverse Effect on Our Business and Results of Operations.   In recent years, we have completed several acquisitions. Achieving the anticipated benefits of an acquisition depends upon whether the integration of the acquired business, products or technology is accomplished efficiently and effectively. In addition, successful acquisitions generally require, among other things, integration of product offerings, manufacturing operations and coordination of sales and marketing and R&D efforts. These difficulties can become more challenging due to the need to coordinate geographically separated organizations, the complexities of the technologies being integrated, and the necessities of integrating personnel with disparate business backgrounds and combining different corporate cultures. The integration of operations following an acquisition also requires the dedication of management resources, which may distract attention from our day-to-day business and may disrupt key R&D, marketing or sales efforts. Our inability to successfully integrate any of our acquisitions could harm our business. The existing products previously sold by entities we have acquired may be of a lesser quality than our products or could contain errors that produce incorrect results on which users rely or cause failure or interruption of systems or processes that could subject us to liability claims that could have a material adverse effect on our operating results or financial position. Furthermore, products acquired in connection with acquisitions may not gain acceptance in our markets, and we may not achieve the anticipated or desired benefits of such transactions.

We Operate in Intensely Competitive Markets. The markets in which we operate are characterized by intense competition from numerous competitors, some of which are divisions of large corporations having far greater resources than we have, and we may face further competition from new market entrants in the future. A key competitor is Keysight Technologies Inc. (“Keysight”) which was formerly part of Agilent. Agilent completed the spin off of Keysight in November 2014. Keysight offers hardware and software products that provide solutions that directly compete with our virtual instrumentation products including its own line of PXI based hardware. Keysight is aggressively advertising and marketing products that are competitive with our products. Because of Keysight’s strong position in the instrumentation business, changes in its marketing strategy or product offerings could have a material adverse effect on our operating results. In July 2016, Danaher Corporation announced that it had completed a spin-off that resulted in a new public company named Fortive, which is comprised of Danaher’s test and measurement platform and other specialty industrial businesses which can compete directly with us.

We believe our ability to compete successfully depends on a number of factors both within and outside our control, including:

- general market and economic conditions;
- our ability to maintain and grow our business with our current largest customer;
- our ability to meet the volume and service requirements of our large customers;
- industry consolidation, including acquisitions by us or our competitors;
- capacity utilization and the efficiency of manufacturing operations;
- success in developing new products;
- timing of our new product introductions;
- new product introductions by competitors;
- the ability of competitors to more fully leverage low cost geographies for manufacturing or distribution;
- product pricing;
- effectiveness of sales and marketing resources and strategies;
- adequate manufacturing capacity and supply of components and materials;
- strategic relationships with our suppliers;
- product quality and performance;
- protection of our products by effective use of intellectual property laws;
- the financial strength of our competitors;
- the outcome of any future litigation or commercial dispute;
- barriers to entry imposed by competitors with significant market power in new markets; and,
- government actions throughout the world.

There can be no assurance that we will be able to compete successfully in the future.

Our Quarterly Results are Subject to Fluctuations Due to Various Factors that May Adversely Affect Our Business and Result of Operations. Our quarterly operating results have fluctuated in the past and may fluctuate significantly in the future due to a number of factors, including:

- fluctuations in foreign currency exchange rates;
- changes in global economic conditions;
- changes in the amount of revenue derived from very large orders (including orders from our largest customer) and the pricing, margins, and other terms of such orders;
- changes in the capacity utilization including at our facility in Malaysia;
- changes in the mix of products sold;
- the availability and pricing of components from third parties (especially limited sources);
- the difficulty in maintaining margins, including the higher margins traditionally achieved in international sales;
- changes in pricing policies by us, our competitors or suppliers;
- the timing, cost or outcome of any future intellectual property litigation or commercial disputes;
- delays in product shipments caused by human error or other factors; or,

· disruptions in transportation channels.

Our Revenues are Subject to Seasonal Variations. In previous years, our revenues have been characterized by seasonality, with revenues typically growing from the first quarter to the second quarter, being relatively constant from the second quarter to the third quarter, growing in the fourth quarter compared to the third quarter and declining in the first quarter of the following year from the fourth quarter of the preceding year. This historical trend has been affected and may continue to be affected in the future by broad fluctuations in the global industrial economy as well as the timing of new product introductions or any acquisitions. In addition, revenue derived from very large orders, including those from our largest customer, have had a significant impact on our historical seasonal trends as these orders may be more sensitive to changes in the global industrial economy, may be subject to greater volatility in timing and amount, greater discount variability, lower gross margins, and may contract at a faster pace during economic downturns.

Our Reported Financial Results May be Adversely Affected by Changes in Accounting Principles Generally Accepted in the U.S. We prepare our financial statements in conformity with accounting principles generally accepted in the U.S. These accounting principles are subject to interpretation by the Financial Accounting Standards Board ("FASB") and the Securities and Exchange Commission. A change in these policies or interpretations could have a significant effect on our reported financial results, may retroactively affect previously reported results, could cause unexpected financial reporting fluctuations, and may require us to make costly changes to our operational processes and accounting systems. In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers which supersedes nearly all existing U.S. GAAP revenue recognition guidance. The new standard will be effective for our fiscal year 2018 with early adoption permitted for our fiscal year 2017. Although we are currently in the process of evaluating the impact of ASU 2014-09 on our consolidated financial statements, it could change the way we account for certain of our sales transactions. Thus, adoption of the standard could have a significant impact on our financial statements and may retroactively affect the accounting treatment of transactions completed before adoption. (See "Note 15 – Recently issued and adopted accounting pronouncements" for additional discussion of the accounting changes).

Our Tax Returns and Other Tax Matters are Subject to Examination by the U.S. Internal Revenue Service and Other Tax Authorities and Governmental Bodies and the Results of These Examinations Could Have a Material Adverse Effect on Our Financial Condition. We account for uncertainty in income taxes recognized in our financial statements using prescribed recognition thresholds and measurement attributes for financial statement disclosure of tax positions taken or expected to be taken on our tax returns. These uncertain tax positions are subject to examination by the U.S. Internal Revenue Service and other tax authorities. There can be no assurance as to the outcome of any future examinations. If the ultimate determination of our taxes owed is for an amount in excess of amounts previously accrued, our operating results, cash flows, and financial condition could be materially adversely affected. Our tax years 2008 through 2015 remain open to examination by the major taxing jurisdictions to which we are subject.

Tax Law Changes in Hungary Could Have a Negative Impact on our Effective Tax Rate, Earnings and Results of Operations. The profit from our Hungarian operation benefits from the fact that it is subject to an effective income tax rate that is lower than the U.S. federal statutory tax rate of 35%. Our earnings in Hungary are subject to a statutory tax rate of 19%. In addition, effective January 1, 2010, certain qualified research and development expenses in Hungary became eligible for an enhanced tax deduction. These tax benefits may not be available in future years due to changes in political conditions in Hungary or changes in tax laws in Hungary or in the U.S. The reduction or elimination of these benefits in Hungary or future changes in U.S. law pertaining to the taxation of foreign earnings could result in an increase in our future effective income tax rate which could have a material adverse effect on our operating results. (See "Note 9 – Income taxes" of Notes to Consolidated Financial Statements for additional discussion regarding the impact of these matters on our income taxes).

Our Income Tax Rate could be Adversely Affected by the Expiration of a Tax Holiday in Malaysia. Profits from our manufacturing facility in Penang, Malaysia are free of tax under a 15 year tax holiday effective January 1, 2013. If we fail to satisfy the conditions of the tax holiday, this tax benefit may be terminated early. The expiration of the tax holiday in Malaysia or future changes in U.S. law pertaining to the taxation of foreign earnings could have a material adverse effect on our operating results. (See "Note 9 – Income taxes" of Notes to Consolidated Financial Statements for additional discussion regarding the impact of this tax holiday on our income taxes).

Our Manufacturing Capacity, and a Substantial Majority of our Warehousing and Distribution Capacity is Located Outside of the U.S. We manufacture substantially all of our product volume at our facilities in Debrecen, Hungary and Penang, Malaysia.

In order to enable timely shipment of products to our customers we also maintain the vast majority of our inventory at our international locations. In addition to being subject to the risks of maintaining such a concentration of manufacturing capacity and global inventory, these facilities and their operations are also subject to risks associated with doing business internationally, including:

- the volatility of the Hungarian forint and the Malaysian ringgit relative to the U.S. dollar;
- changing and potentially unstable political environments;
- significant and frequent changes in corporate tax laws;
- difficulty in managing manufacturing operations in foreign countries;
- challenges in expanding capacity to meet increased demand;
- difficulty in achieving or maintaining product quality;
- interruption to transportation flows for delivery of components to us and finished goods to our customers;
- restrictive labor codes; and,
- increasing labor costs.

No assurance can be given that our efforts to mitigate these risks will be successful. Any failure to effectively deal with the risks above could result in an interruption in the operations of our facilities in Hungary or Malaysia which could have a material adverse effect on our operating results.

Our centralization of inventory and distribution from a limited number of shipping points is subject to inherent risks, including:

- burdens of complying with additional or more complex VAT and customs regulations; and,
- concentration of inventory increasing the risks associated with fire, natural disasters and logistics disruptions to customer order fulfillment.

Difficulties arising from the centralization of our distribution or delays in the implementation of the systems or processes to support this centralized distribution could result in an interruption of our normal operations, including our ability to process orders and ship products to our customers. Any failure or delay in distribution from our facilities in Hungary and Malaysia could have a material adverse effect on our operating results.

Our Manufacturing Facility in Penang, Malaysia Could Adversely Affect our Gross Margin, Results of Operations and Earnings if Anticipated Demand is Not Achieved. Our facility in Malaysia is intended to support our long term manufacturing and warehousing capacity needs. If demand for our products does not grow as expected or if it contracts in future periods, we will have excess warehousing and manufacturing capacity which will cause an increase in overhead that will likely negatively impact our gross margins and results of operations in future periods.

Our Business is Dependent on Key Suppliers and Distributors and Disruptions in these Businesses Could Adversely Affect our Business and Results of Operations. Our manufacturing processes use large volumes of high-quality components and subassemblies supplied by outside sources. Several of these components are only available through limited sources. Limited source components purchased include custom ASICs, chassis and other components. We have in the past experienced delays and quality problems in connection with limited source components, and there can be no assurance that these problems will not recur in the future. Accordingly, our failure to receive components from limited suppliers could result in a material adverse effect on our net sales and operating results. In the event that any of our limited source suppliers experience significant financial or operational difficulties due to adverse global economic conditions or otherwise, our business and operating results would likely be adversely impacted until we are able to secure another source for the required materials.

In some countries, we use distributors to support our sales channels. In the event that any of our distributors experience significant financial or operational difficulties due to adverse global economic conditions or if we experience disruptions in the use of these distributors, our business and operating results would likely be adversely impacted until we are able to secure another distributor or establish direct sales capabilities in the affected market.

We May Experience Component Shortages that May Adversely Affect Our Business and Result of Operations. As has occurred in the past and as may be expected to occur in the future, supply shortages of components used in our products, including limited source components, can result in significant additional costs and inefficiencies in manufacturing. If we are unsuccessful in resolving any such component shortages in a timely manner, we will experience a significant impact on the timing of revenue, a possible loss of revenue, or an increase in manufacturing costs, any of which would have a material adverse impact on our operating results.

Concentrations of Credit Risk and Uncertain Conditions in the Global Financial Markets May Adversely Affect Our Business and Result of Operations. By virtue of our holdings of cash, investment securities and foreign currency derivatives, we have exposure to many different counterparties, and routinely execute transactions with counterparties in the financial services industry, including commercial banks and investment banks. Many of these transactions expose us to credit risk in the event of a default of our counterparties. We continue to monitor the stability of the financial markets, particularly those in the emerging markets. We can give no assurance that we will not be negatively impacted by any adverse outcomes in those markets. There can be no assurance that any losses or impairments to the carrying value of our financial assets as a result of defaults by our counterparties, would not materially and adversely affect our business, financial position and results of operations.

We Rely on Management Information Systems and Interruptions in our Information Technology Systems or Cyber-Attacks on our Systems Could Adversely Affect our Business. We rely on the efficient and uninterrupted operation of complex information technology systems and networks to operate our business. We rely on a primary global center for our management information systems and on multiple systems in branches not covered by our global center. As with any information system, unforeseen issues may arise that could affect our ability to receive adequate, accurate and timely financial information, which in turn could inhibit effective and timely decisions. Furthermore, it is possible that our global center for information systems or our branch operations could experience a complete or partial shutdown. A significant system or network disruption could be the result of new system implementations, computer viruses, cyber-attacks, security breaches, facility issues or energy blackouts. Threats to our information technology security can take a variety of forms and individuals or groups of hackers or sophisticated organizations including state-sponsored organizations, may take steps that pose threats to our customers and our infrastructure. If we were to experience a shutdown, disruption or attack, it would adversely impact our product shipments and net sales, as order processing and product distribution are heavily dependent on our management information systems. Such an interruption could also result in a loss of our intellectual property or the release of sensitive competitive information or partner, customer or employee personal data. Any loss of such information could harm our competitive position, result in a loss of customer confidence, and cause us to incur significant costs to remedy the damages caused by the disruptions or security breaches. In addition, changing laws and regulations governing our responsibility to safeguard private data could result in a significant increase in operating or capital expenditures needed to comply with these new laws or regulations. Accordingly, our operating results in such periods would be adversely impacted. From time to time, we have experienced attempts to breach our security and attempts to introduce malicious software into our information technology systems; however, such attacks have not previously resulted in any material damage to us.

We are continually working to maintain reliable systems to control costs and improve our ability to deliver our products in our markets worldwide. Our efforts include, but are not limited to the following: firewalls, antivirus protection, patches, log monitors, routine backups with offsite retention of storage media, system audits, data partitioning and routine password modifications. Our internal information technology systems environment continues to evolve and our business policies and internal security controls may not keep pace as new threats emerge. No assurance can be given that our efforts to continue to enhance our systems will be successful.

We are Subject to Risks Associated with Our Website. We devote significant resources to maintain our website, ni.com, as a key marketing, sales and support tool and expect to continue to do so in the future. However, there can be no assurance that we will be successful in our attempt to leverage the Web to increase sales. Failure to properly maintain our Website may interrupt normal operations, including our ability to provide quotes, process orders, ship products, provide services and support to our customers, bill and track our customers, fulfill contractual obligations and otherwise run our business which would have a material adverse effect on our results of operations. We host our Website internally. Any failure to successfully maintain our Website or any significant downtime or outages affecting our Website could have a material adverse impact on our operating results.

Adoption of Complex Health Care Legislation and Related Regulations and Financial Reform Have Increased our Operating Costs and Adversely Affected Our Result of Operations. The adoption of the Patient Protection and Affordable Care Act and the related reconciliation measure, the Health Care and Education Reconciliation Act of 2010, and the regulations resulting from such legislation have increased the costs of providing health care to our employees as well as caused us to incur additional administrative burdens and costs to comply with certain provisions of this legislation. We are unable to predict the ultimate amount or timing of any such increased costs or to what extent we may need to divert other resources to comply with various provisions of this legislation. Additionally, the Dodd-Frank Wall Street Reform and Consumer Protection Act has resulted in increased costs to us as a result of fees as well as incremental efforts we have had to undertake to comply with provisions of this law which are applicable to our derivative contracts or other financial instruments. In addition to the fees and efforts we have already incurred and undertaken to comply with the Dodd-Frank Wall Street Reform and Consumer Protection Act, we may incur additional costs in future periods as new rules are published and become effective.

Our Products are Complex and May Contain Bugs or Errors. As has occurred in the past and as may be expected to occur in the future, our new software products or new operating systems of third parties on which our products are based often contain bugs or errors that can result in reduced sales or cause our support costs to increase, either of which could have a material adverse impact on our operating results.

Our Business Depends on Our Proprietary Rights and We Have Been Subject to Intellectual Property Litigation. Our success depends on our ability to obtain and maintain patents and other proprietary rights relative to the technologies used in our principal products. Despite our efforts to protect our proprietary rights, unauthorized parties may have in the past infringed or violated certain of our intellectual property rights. We from time to time engage in litigation to protect our intellectual property rights. In monitoring and policing our intellectual property rights, we have been and may be required to spend significant resources. We from time to time may be notified that we are infringing certain patent or intellectual property rights of others. There can be no assurance that any future intellectual property dispute or litigation will not result in significant expense, liability, injunction against the sale of some of our products, and a diversion of management’s attention, any of which may have a material adverse effect on our operating results.

Our Business Depends on the Continued Service of Key Management and Technical Personnel. Our success depends upon the continued contributions of our key management, sales, marketing, research and development and operational personnel, including Dr. Truchard, our Chairman and Chief Executive Officer, and other members of our senior management and key technical personnel. We have no agreements providing for the employment of any of our key employees for any fixed term and our key employees may voluntarily terminate their employment with us at any time. The loss of the services of one or more of our key employees in the future could have a material adverse effect on our operating results. We also believe our future success will depend upon our ability to attract and retain additional highly skilled management, technical, marketing, research and development, and operational personnel with experience in managing large and rapidly changing companies, as well as training, motivating and supervising employees. The market for hiring and retaining certain technical personnel, including software engineers, has become more competitive and intense in recent years. Failure to attract a sufficient number of qualified technical personnel, including software engineers or retain our key personnel could have a material adverse effect on our operating results.

Our Operations are Subject to a Variety of Environmental Regulations and Costs that May Have a Material Adverse Effect on our Business and Results of our Operations. We must comply with many different governmental regulations related to the use, storage, discharge and disposal of toxic, volatile or otherwise hazardous chemicals used in our operations in the U.S., Hungary, and Malaysia. Although we believe that our activities conform to presently applicable environmental regulations, our failure to comply with present or future regulations could result in the imposition of fines, suspension of production or a cessation of operations. Any such environmental regulations could require us to acquire costly equipment or to incur other significant expenses to comply with such regulations. Any failure by us to control the use of or adequately restrict the discharge of hazardous substances could subject us to future liabilities.

We Are Subject to the Risk of Product Liability Claims. Our products are designed to provide information upon which users may rely. Our products are also used in “real time” applications requiring extremely rapid and continuous processing and constant feedback. Such applications give rise to the risk that a failure or interruption of the system or application could result in economic damage, bodily harm or property damage. We attempt to assure the quality and accuracy of the processes contained in our products, and to limit our product liability exposure through contractual limitations on liability, limited warranties, express disclaimers and warnings as well as disclaimers contained in our “shrink wrap” and electronically displayed license agreements with end-users. If our products contain errors that produce incorrect results on which users rely or cause failure or interruption of systems or processes, customer acceptance of our products could be adversely affected. Further, we could be subject to liability claims that could have a material adverse effect on our operating results or financial position. Although we maintain liability insurance for product liability matters, there can be no assurance that such insurance or the contractual limitations used by us to limit our liability will be sufficient to cover or limit any claims which may occur.

Provisions in Our Charter Documents and Delaware Law May Delay or Prevent an Acquisition of Us. Our certificate of incorporation and bylaws and Delaware law contain provisions that could make it more difficult for a third party to acquire us without the consent of our Board of Directors. These provisions include a classified Board of Directors, prohibition of stockholder action by written consent, prohibition of stockholders to call special meetings and the requirement that the holders of at least 80% of our shares approve any business combination not otherwise approved by two-thirds of our Board of Directors. Delaware law also imposes some restrictions on mergers and other business combinations between us and any holder of 15% or more of our outstanding common stock. In addition, our Board of Directors has the right to issue preferred stock without stockholder approval, which could be used to dilute the stock ownership of a potential hostile acquirer.

Compliance With Sections 302 and 404 of the Sarbanes-Oxley Act of 2002 is Costly and Challenging. As required by Section 302 of the Sarbanes-Oxley Act of 2002, this Form 10-Q contains our management’s certification of adequate disclosure controls and procedures as of June 30, 2016. Our most recent annual report on Form 10-K also contains a report by our management on our internal control over financial reporting including an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2015. Our most recent annual report on Form 10-K also contains an attestation and report by our external auditors with respect to the effectiveness of our internal control over financial reporting under Section 404. While these assessments and reports did not reveal any material weaknesses in our internal control over financial reporting, compliance with Sections 302 and 404 is required for each future fiscal year end. We expect that the ongoing compliance with Sections 302 and 404 will continue to be both very costly and very challenging and there can be no assurance that material weaknesses will not be identified in future periods. Any adverse results from such ongoing compliance efforts could result in a loss of investor confidence in our financial reports and have an adverse effect on our stock price.

ITEM 2.UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

At June 30, 2016, there were 1,134,247 shares available for repurchase under a repurchase plan approved on April 21, 2010. This repurchase plan does not have an expiration date. The following table provides information as of June 30, 2016 with respect to the shares of our common stock that we repurchased during the second quarter of 2016.

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs (1)
April 1, 2016 to April 30, 2016	-	-	-	1,170,237
May 1, 2016 to May 31, 2016	35,990	27.59	35,990	1,134,247
June 1, 2016 to June 30, 2016	-	-	-	1,134,247
Total	35,990	$ 27.59	35,990	1,134,247

ITEM 5.OTHER INFORMATION

From time to time our directors, executive officers and other insiders may adopt stock trading plans pursuant to Rule 10b5-1(c) promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. Jeffrey L. Kodosky and James J. Truchard have made periodic sales of our stock pursuant to such plans.

ITEM 6 EXHIBITS

3.1(1)	Certificate of Incorporation, as amended, of the Company.
3.2(2)	Amended and Restated Bylaws of the Company.
3.3(3)	Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock of the Company.
4.1(4)	Specimen of Common Stock certificate of the Company.
10.1(4)	Form of Indemnification Agreement.
10.2(5)	1994 Employee Stock Purchase Plan, as amended.*
10.3(6)	National Instruments Corporation Annual Incentive Program, as amended.*
10.4(7)	2005 Incentive Plan.*
10.5(8)	2005 Form of Restricted Stock Unit Award Agreement (Non-Employee Director).*
10.6(9)	2005 Form of Restricted Stock Unit Award Agreement (Performance Vesting).*
10.7(10)	2005 Form of Restricted Stock Unit Award Agreement (Current Employee).*
10.8(11)	2005 Form of Restricted Stock Unit Award Agreement (Newly Hired Employee).*
10.9(12)	2010 Incentive Plan.*
10.10(13)	2010 Form of Restricted Stock Unit Award Agreement (Non-Employee Director).*
10.11(14)	2010 Form of Restricted Stock Unit Award Agreement (Performance Vesting).*
10.12(15)	2010 Form of Restricted Stock Unit Award Agreement (Current Employee).*
10.13(16)	2010 Form of Restricted Stock Unit Award Agreement (Newly Hired Employee).*
10.14(17)	2010 Form of Restricted Stock Unit Award Agreement (Performance Vesting).*
10.15(18)	RSU Vesting Acceleration Agreement between the Company and Alexander M. Davern, effective as of October 28, 2014.
10.16(19)	Loan Agreement, dated as of May 9, 2013, by and among National Instruments Corporation, the guarantors from time to time party thereto and Wells Fargo Bank, National Association, as lender.
10.17(20)	2015 Equity Incentive Plan.*
10.18(21)	2015 Form of Restricted Stock Unit Award Agreement (Non-Employee Director).*
10.19(22)	2015 Form of Restricted Stock Unit Award Agreement (Performance Vesting).*
10.20(23)	2015 Form of Restricted Stock Unit Award Agreement (Current Employee).*
10.21(24)	2015 Form of Restricted Stock Unit Award Agreement (Newly Hired Employee).*
10.22(25)	2015 Form of Restricted Stock Unit Award Agreement (Performance Vesting – Threshold Performance Goal).*
10.23(26)	Performance Cash Incentive Plan.*
10.24(27)	First Amendment to Loan Agreement, dated as of October 29, 2015, by and among National Instruments Corporation, the guarantors party thereto and Wells Fargo Bank, National Association, as lender
10.25(28)	RSU Vesting Acceleration Agreement between the Company and Eric H. Starkloff, effective as of February 26, 2016
10.26(29)	

	RSU Vesting Acceleration Agreement between the Company and Scott A. Rust, effective as of February 26, 2016
31.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

(1) Incorporated by reference to the same-numbered exhibit filed with the Company’s Form 10-K for the fiscal year ended December 31, 2013.
(2) Incorporated by reference to the same-numbered exhibit filed with the Company’s Form 10-K for the fiscal year ended December 31, 2007.
(3) Incorporated by reference to the same-numbered exhibit filed with the Company’s Form 8-A on April 27, 2004.
(4) Incorporated by reference to the Company’s Form S-1 (Reg. No. 33-88386) declared effective March 13, 1995.
(5) Incorporated by reference to exhibit B of the Company’s Proxy Statement filed on April 1, 2014.
(6) Incorporated by reference to exhibit 10.3 filed with the Company’s Form 10-Q filed on May 2, 2016.
(7) Incorporated by reference to exhibit A of the Company’s Proxy Statement filed on April 4, 2005.
(8) Incorporated by reference to exhibit 10.8 filed with the Company’s Form 10-Q on August 2, 2006.
(9) Incorporated by reference to exhibit 10.9 filed with the Company’s Form 10-Q on August 2, 2006.
(10) Incorporated by reference to exhibit 10.10 filed with the Company’s Form 10-Q on August 2, 2006.
(11) Incorporated by reference to exhibit 10.11 filed with the Company’s Form 10-Q on August 2, 2006.
(12) Incorporated by reference to exhibit 10.1 filed with the Company’s Form 8-K filed on May 17, 2010.
(13) Incorporated by reference to exhibit 10.2 filed with the Company’s Form 8-K filed on June 24, 2010.
(14) Incorporated by reference to exhibit 10.3 filed with the Company’s Form 8-K filed on June 24, 2010.
(15) Incorporated by reference to exhibit 10.4 filed with the Company’s Form 8-K filed on June 24, 2010.
(16) Incorporated by reference to exhibit 10.5 filed with the Company’s Form 8-K filed on June 24, 2010.
(17) Incorporated by reference to exhibit 10.1 filed with the Company’s Form 8-K filed on April 25, 2014.
(18) Incorporated by reference to exhibit 10.16 filed with the Company’s Form 10-K for the fiscal year ended December 31, 2014.
(19) Incorporated by reference to exhibit 10.1 filed with the Company’s Form 8-K filed on May 13, 2013.
(20) Incorporated by reference to exhibit B of the Company’s Proxy Statement filed on April 1, 2015.
(21) Incorporated by reference to exhibit 10.18 filed with the Company’s Form 10-Q filed on July 31, 2015.

(22) Incorporated by reference to exhibit 10.19 filed with the Company's Form 10-Q filed on July 31, 2015.
(23) Incorporated by reference to exhibit 10.20 filed with the Company's Form 10-Q filed on July 31, 2015.
(24) Incorporated by reference to exhibit 10.21 filed with the Company's Form 10-Q filed on July 31, 2015.
(25) Incorporated by reference to exhibit 10.22 filed with the Company's Form 10-Q filed on July 31, 2015.
(26) Incorporated by reference to exhibit C of the Company's Proxy Statement filed on April 1, 2015.
(27) Incorporated by reference to exhibit 10.1 filed with the Company's Form 8-K filed on October 30, 2015.
(28) Incorporated by reference to exhibit 10.25 filed with the Company's Form 10-Q filed on May 2, 2016.
(29) Incorporated by reference to exhibit 10.26 filed with the Company's Form 10-Q filed on May 2, 2016.
* Management Contract or Compensatory Plan or Arrangement

SIGNATURE

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.

Dated: August 1, 2016

NATIONAL INSTRUMENTS CORPORATION
By: /s/ Alex M. Davern
Alex M. Davern
EVP, Chief Operating Officer,
Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)