

COHERENT INC
Form 10-Q
May 13, 2010
Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the Quarterly Period Ended April 3, 2010

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: 001-33962

COHERENT, INC.

Delaware
(State or other jurisdiction of
incorporation or organization)

94-1622541
(I.R.S. Employer
Identification No.)

5100 Patrick Henry Drive, Santa Clara, California 95054
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(408) 764-4000**

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

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 o No o

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer x
Non-accelerated filer o (do not check if a smaller reporting company)	Smaller reporting company o

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

The number of shares outstanding of registrant's common stock, par value \$.01 per share, on May 7, 2010 was 25,268,766.

Table of Contents

COHERENT, INC.

INDEX

		Page
<u>Part I.</u>	<u>Financial Information</u>	
<u>Item 1.</u>	<u>Financial Statements (unaudited)</u>	
	<u>Condensed Consolidated Statements of Operations</u> <u>Three and six months ended April 3, 2010 and April 4, 2009</u>	4
	<u>Condensed Consolidated Balance Sheets</u> <u>April 3, 2010 and October 3, 2009</u>	5
	<u>Condensed Consolidated Statements of Cash Flows</u> <u>Six months ended April 3, 2010 and April 4, 2009</u>	6
	<u>Notes to Condensed Consolidated Financial Statements</u>	7
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	21
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	37
<u>Item 4.</u>	<u>Controls and Procedures</u>	38
<u>Part II.</u>	<u>Other Information</u>	
<u>Item 1.</u>	<u>Legal Proceedings</u>	39
<u>Item 1A.</u>	<u>Risk Factors</u>	39
<u>Item 6.</u>	<u>Exhibits</u>	52
<u>Signatures</u>		53

Table of Contents

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements included in or incorporated by reference in this quarterly report, other than statements of historical fact, are forward-looking statements. These statements are generally accompanied by words such as trend, may, will, could, would, should, expect, plan, anticipate, rely, believe, estimate, predict, intend, potential, continue, forecast or other comparable terminology, including without limitation statements made under Future Trends, Our Strategy, discussions regarding our bookings and in Management's Discussion and Analysis of Financial Condition and Results of Operations. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements. Actual results of Coherent, Inc. (referred to herein as the Company, we, our or Coherent) may differ significantly from those anticipated in these forward-looking statements as a result of various factors, including those discussed in the sections captioned Future Trends, Risk Factors, Key Performance Indicators, as well as any other cautionary language in this quarterly report. All forward-looking statements included in the document are based on information available to us on the date hereof. We undertake no obligation to update these forward-looking statements as a result of events or circumstances or to reflect the occurrence of unanticipated events or non-occurrence of anticipated events.

Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. FINANCIAL STATEMENTS****COHERENT, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS***(Unaudited; in thousands, except per share data)*

	Three Months Ended		Six Months Ended	
	April 3, 2010	April 4, 2009	April 3, 2010	April 4, 2009
Net sales	\$ 149,157	\$ 105,422	\$ 271,972	\$ 229,810
Cost of sales	83,544	65,815	155,327	139,814
Gross profit	65,613	39,607	116,645	89,996
Operating expenses:				
Research and development	19,488	15,610	34,898	30,388
Selling, general and administrative	31,164	27,962	59,143	51,590
Impairment of goodwill				19,286
Amortization of intangible assets	1,956	1,894	3,917	3,837
Total operating expenses	52,608	45,466	97,958	105,101
Income (loss) from operations	13,005	(5,859)	18,687	(15,105)
Other income (expense):				
Interest and dividend income	1,290	689	1,438	2,133
Interest expense	(23)	(32)	(70)	(109)
Other net	225	(2,257)	916	(7,854)
Total other income (expense), net	1,492	(1,600)	2,284	(5,830)
Income (loss) before income taxes	14,497	(7,459)	20,971	(20,935)
Provision for income taxes	6,017	1,671	8,312	2,874
Net income (loss)	\$ 8,480	\$ (9,130)	\$ 12,659	\$ (23,809)
Net income (loss) per share:				
Basic	\$ 0.34	\$ (0.38)	\$ 0.51	\$ (0.98)
Diluted	\$ 0.34	\$ (0.38)	\$ 0.51	\$ (0.98)
Shares used in computation:				
Basic	24,704	24,258	24,587	24,202
Diluted	24,996	24,258	24,837	