

SemiLEDs Corp  
Form 10-K/A  
February 07, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-K/A**

(Amendment No. 1)

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(Mark One)

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

For the fiscal year ended August 31, 2012

OR

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

For the transition period from            to

Commission file number: 001-34992

# SemiLEDs Corporation

(Exact name of registrant as specified in its charter)

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

**3F, No. 11 Ke Jung Rd., Chu-Nan Site,  
Hsinchu Science Park, Chu-Nan 350,  
Miao-Li County, Taiwan, R.O.C.**  
(Address of principal executive offices)

**20-2735523**  
(I.R.S. Employer  
Identification Number)

**350**  
(Zip Code)

Registrant's telephone number including area code: **+886-37-586788**

Securities registered pursuant to Section 12(b) of the Act:

**Title of each class**  
Common stock, par value \$0.0000056 per share

**Name of each exchange on which registered**  
The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:

**None**

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference

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in Part III of this Form 10-K or any amendment to this Form 10-K.  x

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 <input type="checkbox"/> o   | Accelerated Filer <input type="checkbox"/> o         |
| Non-accelerated Filer <input checked="" type="checkbox"/> x<br>(Do not check if a smaller reporting company) | Smaller reporting Company <input type="checkbox"/> 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 aggregate market value of voting stock held by non-affiliates of the registrant as of February 29, 2012 (the last business day of the registrant's most recently completed second fiscal quarter), based upon the closing price of the common stock reported by the NASDAQ Global Select Market on such date, was approximately \$45.7 million. Shares of common stock held by each executive officer and director of the registrant and by each person who owns 10% or more of the registrant's outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

Number of shares outstanding of the registrant's Common Stock, par value \$0.0000056 per share, as of December 3, 2012: 27,471,226.

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**Documents Incorporated By Reference:**

Portions of the definitive Proxy Statement to be delivered to stockholders in connection with the 2013 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

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**EXPLANATORY NOTE**

The purpose of this Amendment No. 1 (the Amendment) to the Annual Report on Form 10-K of SemiLEDs Corporation (the Company) for the year ended August 31, 2012 (the 2012 Form 10-K), originally filed with the U.S. Securities and Exchange Commission (the SEC) on December 13, 2012, is to amend and restate in their entirety Item 15 and Exhibit 99.1 thereof to revise the Independent Auditor's Report included in Exhibit 99.1. No attempt has been made in this Amendment to modify or update the other disclosures presented in the 2012 Form 10-K. This Amendment does not reflect events occurring after the filing of the 2012 Form 10-K. Accordingly, this Amendment should be read in conjunction with the 2012 Form 10-K and the Company's other filings with the SEC.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

- (a) The following documents are filed as part of this report:
- (1) Consolidated Financial Statements of SemiLEDs Corporation:
- Reports of Independent Registered Public Accounting Firms
  - Consolidated Balance Sheets
  - Consolidated Statements of Operations
  - Consolidated Statements of Equity and Comprehensive Income (Loss)
  - Consolidated Statements of Cash Flows
  - Notes to Consolidated Financial Statements

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(2) Consolidated Financial Statement Schedule:

The following financial statement schedule of SemiLEDs Corporation and its subsidiaries for fiscal years 2012, 2011 and 2010 is filed as part of this report and should be read in conjunction with the Consolidated Financial Statements of SemiLEDs Corporation and its subsidiaries.

### *Schedules*

#### II Valuation and Qualifying Accounts

All other schedules are omitted because of the absence of conditions under which they are required or because the required information is given in the financial statements or the notes thereto.

In accordance with Rule 3-09 of Regulation S-X, separate financial statements for Xurui Guangdian Co., Ltd., or China SemiLEDs, consisting of the following, are filed as Exhibit 99.1:

- Independent Auditor's Report
  
- Balance Sheets
  
- Statements of Operations
  
- Statements of Equity and Comprehensive Loss
  
- Statements of Cash Flows
  
- Notes to Financial Statements

(3) Exhibits:

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The exhibits listed on the Exhibit Index are included or incorporated by reference as part of this Annual Report on Form 10-K, as amended.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 7, 2013

**SemiLEDs Corporation**

By:

/s/ TRUNG TRI DOAN  
Trung T. Doan  
*Chairman, President and Chief Executive Officer*

## EXHIBIT INDEX

| Exhibit No | Exhibit Title  | Form  | File No.   | Exhibit | Filing Date        | Filed Herewith |
|------------|--|-------|------------|---------|--------------------|----------------|
| 3.1        | Amended and Restated Certificate of Incorporation of Registrant, and amendments thereto  | S-1/A | 333-168624 | 3.1 (c) | November 22, 2010  |                |
| 3.2        | Amended and Restated Articles of Association of Xurui Guangdian Co., Ltd. dated March 26, 2010 (translation)                                 | S-1/A | 333-168624 | 99.1    | September 14, 2010 |                |
| 3.3        | Amended and Restated Bylaws of Registrant  | S-1/A | 333-168624 | 3.2 (b) | November 22, 2010  |                |
| 4.1        | Form of Common Stock Certificate   | S-1/A | 333-168624 | 4.1     | November 22, 2010  |                |
| 4.2        | Amended and Restated Investor Rights Agreement by and among SemiLEDs Corporation and certain investors and stockholders, dated April 1, 2010 | S-1   | 333-168624 | 4.2     | August 6, 2010     |                |
| 10.1       | 2005 Equity Incentive Plan (amended March 1, 2010)   | S-1   | 333-168624 | 10.1    | August 6, 2010     |                |
| 10.2       | 2010 Equity Incentive Plan   | S-1/A | 333-168624 | 10.2    | November 12, 2010  |                |
| 10.3       | Amended and Restated Employment Agreement with Trung T. Doan, dated March 15, 2005   | S-1   | 333-168624 | 10.3    | August 6, 2010     |                |
| 10.4       | Amended and Restated Employment Agreement with Dr. Anh Chuong Tran, dated March 15, 2005   | S-1   | 333-168624 | 10.4    | August 6, 2010     |                |
| 10.5       | Employment Agreement with David Young, dated August 14, 2007   | S-1/A | 333-168624 | 10.5    | September 14, 2010 |                |
| 10.6       | SemiLEDs Corporation 2010 Equity Incentive Plan, Stock Unit Grant Agreement (Director Form)  | 8-K   | 001-34992  | 99.1    | February 9, 2012   |                |
| 10.7       | SemiLEDs Corporation 2010 Equity Incentive Plan, Form of Stock Unit Agreement (Officer Form)   | 8-K   | 001-34992  | 99.1    | February 24, 2012  |                |
| 10.8       | Form of Proprietary Information and Inventions Agreement   | S-1/A | 333-168624 | 10.8    | September 14, 2010 |                |
| 10.9       | Form of Non-competition Agreement  | S-1/A | 333-168624 | 10.9    | September 14, 2010 |                |
| 10.10      | Form of Option Agreement for the 2010 Equity Incentive Plan  | S-1/A | 333-168624 | 10.10   | November 16, 2010  |                |
| 10.11      | Form of Indemnification Agreement with directors and officers  | S-1/A | 333-168624 | 10.11   | October 26, 2010   |                |
| 10.12      |  | S-1/A | 333-168624 | 10.12   | September 14, 2010 |                |



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Promoters Agreement of Xurui  
Guangdian Co., Ltd. dated December 25, 2009  
(translation)

- |       |  |       |            |       |                    |
|-------|--|-------|------------|-------|--------------------|
| 10.13 | Capital Increase Agreement of Xurui<br>Guangdian Co., Ltd. dated March 26, 2010<br>(translation)   | S-1/A | 333-168624 | 10.13 | September 14, 2010 |
| 10.14 | Amended and Restated Patent Assignment and<br>License Agreement between SemiLEDs<br>Corporation and Xurui Guangdian Co., Ltd.<br>dated July 19, 2010, amended on September 20,<br>2010 (translation) | S-1/A | 333-168624 | 10.14 | October 6, 2010    |

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| <b>Exhibit No</b> | <b>Exhibit Title</b>  | <b>Form</b> | <b>File No.</b> | <b>Exhibit</b> | <b>Filing Date</b> | <b>Filed Herewith</b> |
|-------------------|---|-------------|-----------------|----------------|--------------------|-----------------------|
| 10.15             | Patent Cross-license Agreement between SemiLEDs Corporation and Xurui Guangdian Co., Ltd. dated May 7, 2010 (translation)   | S-1/A       | 333-168624      | 10.15          | September 14, 2010 |                       |
| 10.16             | Trademark Cross-license Agreement between SemiLEDs Corporation and Xurui Guangdian Co., Ltd. dated May 7, 2010 (translation)  | S-1/A       | 333-168624      | 10.16          | September 14, 2010 |                       |
| 10.17             | Agreement for Issuance of Overseas Letter of Credit between E. SUN Commercial Bank and Semi-Photonics Co., Ltd. (former name of SemiLEDs Optoelectronics Co., Ltd.), dated December 1, 2006 (translation) | S-1/A       | 333-168624      | 3.1 (b)        | October 6, 2010    |                       |
| 10.18             | Warranty agreement between Semi-Photonics Co., Ltd. (former name of SemiLEDs Optoelectronics Co., Ltd.) and Lite-On Technology Corporation, dated March 13, 2009  | S-1/A       | 333-168624      | 10.18          | September 14, 2010 |                       |
| 10.19             | Lease agreement between Luxxon Technology Corporation and Semi-Photonics Co., Ltd. (former name of SemiLEDs Optoelectronics Co., Ltd.), dated December 1, 2006  | S-1/A       | 333-168624      | 10.19          | October 6, 2010    |                       |
| 10.20             | Collaboration and Distribution Agreement between Intematix Corporation and SemiLEDs Corporation dated April 18, 2007  | S-1/A       | 333-168624      | 10.20          | October 26, 2010   |                       |
| 10.21             | International Distribution Agreement between Semi-Photonics Co., Ltd. and Nanoteco Corporation dated December 20, 2006  | S-1/A       | 333-168624      | 10.21          | October 6, 2010    |                       |
| 10.22             | Loan Agreement between E. SUN Commercial Bank and SemiLEDs Optoelectronics Co., Ltd. dated May 12, 2009 (translation)   | S-1/A       | 333-168624      | 10.22          | October 6, 2010    |                       |
| 10.23             | Loan Agreement between E. SUN Commercial Bank and SemiLEDs Optoelectronics Co., Ltd. dated July 22, 2009 (translation)  | S-1/A       | 333-168624      | 10.23          | October 6, 2010    |                       |
| 10.24             | Loan Agreement between E. SUN Commercial Bank and SemiLEDs Optoelectronics Co., Ltd. dated May 12, 2010 (translation)   | S-1/A       | 333-168624      | 10.24          | October 6, 2010    |                       |
| 10.25             | Purchase and Sale Agreement between SemiLEDs Optoelectronics Co., Ltd. and Prime Optical Fiber Corporation dated September 17, 2010   | S-1/A       | 333-168624      | 10.25          | November 12, 2010  |                       |
| 10.26             | Loan Agreement between E. SUN Commercial Bank and SemiLEDs Optoelectronics Co., Ltd. dated November 10, 2010 (translation)  | 10-Q        | 001-34992       | 10.1           | April 12, 2011     |                       |
| 10.27             |   | 10-Q        | 001-34992       | 10.1           | July 12, 2011      |                       |

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Employment Agreement with Yingku Adam Lin,  
dated April 21, 2011

|       |  |      |           |       |                   |
|-------|--|------|-----------|-------|-------------------|
| 10.29 | Comprehensive Loan Agreement between E. SUN Commercial Bank and SemiLEDs Optoelectronics Co. Ltd., dated June 16, 2011 | 10-Q | 001-34992 | 10.4  | July 12, 2011     |
| 10.30 | Offer Letter of Ilkan Cokgor   | 10-K | 001-34992 | 10.30 | December 13, 2012 |
| 21.1  | List of Subsidiaries   | 10-K | 001-34992 | 21.1  | December 13, 2012 |

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| Exhibit No | Exhibit Title  | Form | File No.  | Exhibit | Filing Date       | Filed Herewith |
|------------|--|------|-----------|---------|-------------------|----------------|
| 23.1       | Consent of KPMG LLP, Independent Registered Public Accounting Firm   | 10-K | 001-34992 | 23.1    | December 13, 2012 |                |
| 23.2       | Consent of ShineWing Certified Public Accountants  |      |           |         |                   | X              |
| 23.3       | Consent of KPMG, Independent Registered Public Accounting Firm   | 10-K | 001-34992 | 23.3    | December 13, 2012 |                |
| 31.1       | Certification of Chief Executive Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a)                                       |      |           |         |                   | X              |
| 31.2       | Certification of Interim Chief Financial Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a)                               |      |           |         |                   | X              |
| 32.1       | Certification Pursuant to 18 U.S.C. Section 1350   |      |           |         |                   | X              |
| 32.2       | Certification Pursuant to 18 U.S.C. Section 1350   |      |           |         |                   | X              |
| 99.1       | Xurui Guangdian Co., Ltd. Financial Statements as of August 31, 2012 (Audited) and 2011 (Unaudited) and for the years then ended |      |           |         |                   | X              |
| 101.INS*   | XBRL Instance Document   | 10-K | 001-34992 | 101.INS | December 13, 2012 |                |
| 101.SCH*   | XBRL Taxonomy Extension Schema Document  | 10-K | 001-34992 | 101.SCH | December 13, 2012 |                |
| 101.CAL*   | XBRL Taxonomy Extension Calculation Linkbase Document  | 10-K | 001-34992 | 101.CAL | December 13, 2012 |                |
| 101.DEF*   | XBRL Taxonomy Extension Definition Linkbase Document   | 10-K | 001-34992 | 101.DEF | December 13, 2012 |                |
| 101.LAB*   | XBRL Taxonomy Extension Label Linkbase Document  | 10-K | 001-34992 | 101.LAB | December 13, 2012 |                |
| 101.PRE*   | XBRL Taxonomy Extension Presentation Linkbase Document   | 10-K | 001-34992 | 101.PRE | December 13, 2012 |                |

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Management contract or compensatory arrangement

\* In accordance with Rule 406T of Regulation S-T, these XBRL (eXtensible Business Reporting Language) documents are furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under these sections.