

LAM RESEARCH CORP
Form 10-Q
November 03, 2011
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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 September 25, 2011

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 0-12933

LAM RESEARCH CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation or organization)	94-2634797 (I.R.S. Employer Identification No.)
4650 Cushing Parkway Fremont, California (Address of principal executive offices)	94538 (Zip Code)
(510) 572-0200 (Registrant's telephone number, including area code)	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES 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:

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

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

As of October 28, 2011, there were 119,550,124 shares of registrant's common stock outstanding.

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LAM RESEARCH CORPORATION

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Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. Financial Statements****LAM RESEARCH CORPORATION****CONSOLIDATED BALANCE SHEETS****(in thousands, except per share data)**

	September 25, 2011 (unaudited)	June 26, 2011 (1)
ASSETS		
Cash and cash equivalents	\$ 1,339,318	\$ 1,492,132
Short-term investments	713,087	630,115
Accounts receivable, less allowance for doubtful accounts of \$4,685 as of September 25, 2011 and \$4,720 as of June 26, 2011	523,240	590,568
Inventories	396,301	396,607
Deferred income taxes	78,330	78,435
Prepaid expenses and other current assets	84,353	88,935
Total current assets	3,134,629	3,276,792
Property and equipment, net	266,411	270,458
Restricted cash and investments	165,239	165,256
Deferred income taxes	4,718	3,892
Goodwill	169,182	169,182
Intangible assets, net	42,905	47,434
Other assets	117,870	124,380
Total assets	\$ 3,900,954	\$ 4,057,394
LIABILITIES AND STOCKHOLDERS' EQUITY		
Trade accounts payable	\$ 113,277	\$ 163,541
Accrued expenses and other current liabilities	364,353	358,756
Deferred profit	112,518	157,207
Current portion of long-term debt, convertible notes, and capital leases	4,446	4,782
Total current liabilities	594,594	684,286
Long-term debt, convertible notes, and capital leases	743,252	738,488
Income taxes payable	116,509	113,582
Other long-term liabilities	56,717	51,193
Total liabilities	1,511,072	1,587,549
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, at par value of \$0.001 per share; authorized - 5,000 shares; none outstanding		
Common stock, at par value of \$0.001 per share; authorized - 400,000 shares; issued and outstanding - 122,109 shares as of September 25, 2011 and 123,579 shares as of June 26, 2011	122	124
Additional paid-in capital	1,476,555	1,531,465
Treasury stock, at cost; 42,773 shares as of September 25, 2011 and 40,995 shares as of June 26, 2011	(1,832,285)	(1,761,591)
Accumulated other comprehensive income (loss)	(16,434)	9,761

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Retained earnings	2,761,924	2,690,086
Total stockholders' equity	2,389,882	2,469,845
Total liabilities and stockholders' equity	\$ 3,900,954	\$ 4,057,394

(1) Derived from audited financial statements

See Notes to Condensed Consolidated Financial Statements

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LAM RESEARCH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

(unaudited)

	Three Months Ended	
	September 25, 2011	September 26, 2010
Revenue	\$ 680,436	\$ 805,874
Cost of goods sold	396,553	428,548
Gross margin	283,883	377,326
Research and development	102,559	86,353
Selling, general and administrative	80,200	72,142
Restructuring and impairments	1,725	(5,163)
Total operating expenses	184,484	153,332
Operating income	99,399	223,994
Other expense, net	(12,073)	(979)
Income before income taxes	87,326	223,015
Income tax expense	15,488	29,291
Net income	\$ 71,838	\$ 193,724
Net income per share:		
Basic net income per share	\$ 0.58	\$ 1.57
Diluted net income per share	\$ 0.58	\$ 1.55
Number of shares used in per share calculations:		
Basic	123,130	123,665
Diluted	124,049	125,202

See Notes to Condensed Consolidated Financial Statements

Table of Contents**LAM RESEARCH CORPORATION****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(in thousands)****(unaudited)**

	Three Months Ended	
	September 25, 2011	September 26, 2010
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 71,838	\$ 193,724
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	21,360	17,948
Deferred income taxes		(783)
Restructuring and impairment charges	1,725	(5,163)
Impairment of investment	1,724	
Equity-based compensation expense	17,744	13,009
Income tax benefit on equity-based compensation plans	659	5,083
Excess tax benefit on equity-based compensation plans	(1,951)	(3,939)
Amortization of convertible note discount	6,593	
Other, net	1,423	(1,964)
Changes in operating assets and liabilities	(34,215)	37,829
Net cash provided by operating activities	86,900	255,744
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures and intangible assets	(15,732)	(19,130)
Purchases of available-for-sale securities	(158,050)	(50,958)
Sales and maturities of available-for-sale securities	72,791	26,452
Transfer of restricted cash and investments	17	(10)
Net cash used for investing activities	(100,974)	(43,646)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal payments on long-term debt and capital lease obligations	(1,564)	(3,333)
Excess tax benefit on equity-based compensation plans	1,951	3,939
Net cash received in settlement (paid in advance for) stock repurchase contracts	(75,000)	
Treasury stock purchases	(72,053)	(144,795)
Reissuances of treasury stock related to employee stock purchase plan	8,858	7,155
Proceeds from issuance of common stock	164	835
Net cash used for financing activities	(137,644)	(136,199)
Effect of exchange rate changes on cash	(1,096)	6,615
Net increase (decrease) in cash and cash equivalents	(152,814)	82,514
Cash and cash equivalents at beginning of period	1,492,132	545,767
Cash and cash equivalents at end of period	\$ 1,339,318	\$ 628,281

See Notes to Condensed Consolidated Financial Statements

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LAM RESEARCH CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 25, 2011

(Unaudited)

NOTE 1 BASIS OF PRESENTATION

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and the instructions to Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included. The accompanying unaudited Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements of Lam Research Corporation (Lam Research or the Company) for the fiscal year ended June 26, 2011, which are included in the Annual Report on Form 10-K as of and for the year ended June 26, 2011 (the 2011 Form 10-K). The Company s Forms 10-K, Forms 10-Q and Forms 8-K are available online at the Securities and Exchange Commission website on the Internet. The address of that site is www.sec.gov. The Company also posts its Forms 10-K, Forms 10-Q and Forms 8-K on its corporate website at <http://investor.lamresearch.com> .

The Company s reporting period is a 52/53-week fiscal year. The Company s current fiscal year will end June 24, 2012 and includes 52 weeks. The quarters ended September 25, 2011 (the September 2011 quarter) and September 26, 2010 (the September 2010 quarter) each included 13 weeks.

NOTE 2 RECENT ACCOUNTING PRONOUNCEMENTS

In June 2011, the Financial Accounting Standards Board (FASB) issued new authoritative guidance that increases the prominence of items reported in other comprehensive income (OCI) by eliminating the option to present components of OCI as part of the statement of changes in stockholders equity. The amendments in this standard require that all non-owner changes in stockholders equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. Under either method, adjustments must be displayed for items that are reclassified from OCI to net income in the financial statements where the components of net income and the components of OCI are presented. This guidance does not affect the underlying accounting for components of OCI, but will change the presentation of the Company s financial statements. The Company will adopt this authoritative guidance retrospectively in the first quarter of its fiscal year 2013.

In September 2011, the FASB issued revised guidance intended to simplify how an entity tests goodwill for impairment. The amendment will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. An entity no longer will be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. This accounting standard update will be effective for the Company beginning in the first quarter of fiscal 2013 and early adoption is permitted. The Company is currently evaluating this accounting standard update and does not expect it to have an impact on its Consolidated Financial Statements.

NOTE 3 EQUITY-BASED COMPENSATION PLANS

The Company has stock plans that provide for grants of equity-based awards to eligible participants, including stock options and restricted stock units (RSUs), of Lam Research common stock (Common Stock). An option is a right to purchase the Company s stock at a set price. An RSU award is an agreement to issue shares of the Company s stock at the time of vesting. The Company s options and RSU awards typically vest over a period of two years or less. The Company also has an employee stock purchase plan (ESPP) that allows employees to purchase its Common Stock at a discount through payroll deductions.

The Company recognized the following equity-based compensation expense and related income tax benefit in the Condensed Consolidated Statements of Operations:

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	Three Months Ended	
	September 25, 2011	September 26, 2010
	(in millions)	
Equity-based compensation expense	\$ 17.7	\$ 13.0
Income tax benefit related to equity-based compensation expense	\$ 2.7	\$ 2.2

The estimated fair value of the Company's stock-based awards, less expected forfeitures, is amortized over the awards' vesting term on a straight-line basis.

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The 2007 Stock Incentive Plan provides for grants of equity-based awards to eligible participants. Additional shares are reserved for issuance under the Company's 1997 Stock Incentive Plan and its 1999 Stock Option Plan pursuant to awards previously granted under those plans (together with the 2007 Stock Incentive Plan, the Plans). As of September 25, 2011, there were a total of 3,115,568 shares reserved to cover options and RSUs issued and outstanding under the Plans. As of September 25, 2011, there were an additional 7,972,648 shares reserved and available for future equity-based awards under the 2007 Stock Incentive Plan.

A summary of stock option activity under the Plans as of September 25, 2011 and changes during the three months then ended is presented below:

Options	Shares (in thousands)	Weighted- Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value as of September 25, 2011 (in thousands)
Outstanding at June 26, 2011	310	\$ 21.50	2.26	
Exercised	(9)	\$ 18.29		
Outstanding at September 25, 2011	301	\$ 21.59	1.96	\$ 4,615
Exercisable at September 25, 2011	301	\$ 21.59	1.96	\$ 4,615

The total intrinsic value of options exercised during the three months ended September 25, 2011 and September 26, 2010 was \$0.2 million and \$0.7 million, respectively.

As of September 25, 2011, all stock options outstanding were fully vested and all related compensation expense has been recognized.

A summary of the Company's RSUs as of September 25, 2011 and changes during the three months then ended is presented below:

Unvested Restricted Stock Units	Shares (in thousands)	Average Grant- Date Fair Value
Unvested at June 26, 2011	2,331	\$ 39.90
Granted	806	\$ 39.17
Vested	(299)	\$ 35.75
Forfeited	(24)	\$ 37.85
Unvested at September 25, 2011	2,814	\$ 40.24

The fair value of the Company's RSUs was calculated based upon the fair market value of the Company's stock at the date of grant. As of September 25, 2011, there was \$73.3 million of total unrecognized compensation expense related to unvested RSUs granted; that expense is expected to be recognized over a weighted average remaining period of 1.5 years.

ESPP

The 1999 Employee Stock Purchase Plan (as amended and restated, the 1999 ESPP) allows employees to designate a portion of their base compensation to be withheld through payroll deductions and used to purchase the Company's Common Stock at a purchase price per share equal to the lower of 85% of the fair market value of the Company's Common Stock on the first or last day of the applicable purchase period. Each offering period generally lasts up to 12 months and includes up to three interim purchase dates. As of September 25, 2011, there were a total of 9,389,557 shares available for issuance under the 1999 ESPP.

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Purchase rights under the 1999 ESPP were valued using the Black-Scholes model assuming no expected dividends and the following weighted-average assumptions for the three months ended September 25, 2011:

	Three Months Ended September 25, 2011
Expected term (years)	0.73
Expected stock price volatility	44.36%
Risk-free interest rate	0.72%

As of September 25, 2011, there was \$8.6 million of unrecognized compensation expense related to the 1999 ESPP, which is expected to be recognized over the next 0.9 years.

NOTE 4 FINANCIAL INSTRUMENTS

The Company maintains an investment portfolio of various holdings, types, and maturities. The Company's mutual funds, which are correlated to the Company's obligations under the deferred compensation plan, are classified as trading securities. Investments classified as trading securities are recorded at fair value based upon quoted market prices. Differences between the cost and fair value of trading securities are recognized as

Other income (expense) in the Consolidated Statements of Operations. All of the Company's other short-term investments are classified as available-for-sale and consequently are recorded in the Consolidated Balance Sheets at fair value with unrealized gains or losses reported as a separate component of accumulated other comprehensive income (loss), net of tax.

Fair Value

The Company defines fair value as the price that would be received from selling 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, the Company considers the principal or most advantageous market in which it would transact, and it considers assumptions that market participants would use when pricing the asset or liability.

A fair value hierarchy has been established that prioritizes the inputs to valuation techniques used to measure fair value. The level of an asset or liability in the hierarchy is based on the lowest level of input that is significant to the fair value measurement. Assets and liabilities carried at fair value are classified and disclosed in one of the following three categories:

Level 1: Valuations based on quoted prices in active markets for identical assets or liabilities with sufficient volume and frequency of transactions.

Level 2: Valuations based on observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or model-derived valuations techniques for which all significant inputs are observable in the market or can be corroborated by, observable market data for substantially the full term of the assets or liabilities.

Level 3: Valuations based on unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities and based on non-binding, broker-provided price quotes and may not have been corroborated by observable market data.

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The following table sets forth the Company's financial assets and liabilities measured at fair value on a recurring basis as of September 25, 2011:

	Fair Value Measurement at September 25, 2011			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1) (In thousands)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Short-Term Investments				
Money Market Funds	\$ 1,157,792	\$ 1,157,792	\$	\$
Municipal Notes and Bonds	405,350		405,350	
US Treasury and Agencies	4,197	4,197		
Government-Sponsored Enterprises	28,425		28,425	
Foreign Government Bonds	1,004		1,004	
Corporate Notes and Bonds	378,781	164,885	213,896	
Mortgage Backed Securities - Residential	1,623		1,623	
Mortgage Backed Securities - Commercial	58,592		58,592	
Total Short-Term Investments	\$ 2,035,764	\$ 1,326,874	\$ 708,890	\$
Equities	5,693	5,693		
Mutual Funds	18,419	18,419		
Derivatives Assets	753		753	
Total	\$ 2,060,629	\$ 1,350,986	\$ 709,643	\$
Liabilities				
Derivative Liabilities	\$ 4,764	\$	\$ 4,764	\$

The amounts in the table above are reported in the Consolidated Balance Sheet as of September 25, 2011 as follows:

Reported As:	Total	(Level 1)	(Level 2)	(Level 3)
	(In thousands)			
Cash Equivalents	\$ 1,157,792	\$ 1,157,792	\$	\$
Short-Term Investments	713,087	4,197	708,890	
Restricted Cash and Investments	164,885	164,885		
Prepaid Expenses and Other Current Assets	24,112	24,112		
Other Assets	753		753	
Total	\$ 2,060,629	\$ 1,350,986	\$ 709,643	\$
Accrued Expenses and Other Current Liabilities	\$ 4,764	\$	\$ 4,764	\$

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The following table sets forth the Company's financial assets and liabilities measured at fair value on a recurring basis as of June 26, 2011.

	Fair Value Measurement at June 26, 2011			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(In thousands)				
Assets				
Short-Term Investments				
Money Market Funds	\$ 1,300,098	\$ 1,300,098	\$	\$
Municipal Notes and Bonds	321,339		321,339	
US Treasury and Agencies	8,496	8,496		
Government-Sponsored Enterprises	19,868		19,868	
Foreign Government Bond	1,005		1,005	
Corporate Notes and Bonds	382,432	164,885	217,547	
Mortgage Backed Securities Residential	2,633		2,633	
Mortgage Backed Securities Commercial	60,729		60,729	
Total Short-Term Investments	\$ 2,096,600	\$ 1,473,479	\$ 623,121	\$
Equities	7,443	7,443		
Mutual Funds	19,467	19,467		
Derivatives Assets	1,994		1,994	
Total	\$ 2,125,504	\$ 1,500,389	\$ 625,115	\$
Liabilities				
Derivative Liabilities	\$ 1,924	\$	\$ 1,924	\$

The amounts in the table above are reported in the Consolidated Balance Sheet as of June 26, 2011 as follows:

Reported As:	Total	(Level 1)	(Level 2)	(Level 3)
(In thousands)				
Cash Equivalents	\$ 1,301,600	\$ 1,300,098	\$ 1,502	\$
Short-Term Investments	630,115	8,496	621,619	
Restricted Cash and Investments	164,885	164,885		
Prepaid Expenses and Other Current Assets	26,910	26,910		
Other Assets	1,994		1,994	
Total	\$ 2,125,504	\$ 1,500,389	\$ 625,115	\$
Accrued Expenses and Other Current Liabilities	\$ 1,924	\$	\$ 1,924	\$

The Company's primary financial instruments include its cash, cash equivalents, short-term investments, restricted cash and investments, long-term investments, accounts receivable, accounts payable, long-term debt and capital leases, and foreign currency related derivatives. The estimated fair value of cash, accounts receivable and accounts payable approximates their carrying value due to the short period of time to their maturities. The estimated fair values of long-term debt, excluding convertible notes, and capital lease obligations approximate their carrying value as the substantial majority of these obligations have interest rates that adjust to market rates on a periodic basis. Refer to Note 13 of the Notes to the Condensed Consolidated Financial Statements for additional information regarding the fair value of the Company's convertible notes. The fair value of cash equivalents, short-term investments, restricted cash and investments, long-term investments, and foreign currency related derivatives are based on quotes from brokers using market prices for similar instruments.

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Investments

The following tables summarize the Company's