ADTRAN INC
Form 10-Q
November 03, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
þ **Quarterly Report Pursuant to Section 13 or 15(d)**
of the Securities Exchange Act of 1934
For the Quarterly Period Ended September 30, 2011
OR
o **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 0-24612
ADTRAN, INC.
(Exact name of Registrant as specified in its charter)

Delaware	**63-0918200**
(State of Incorporation)	*(I.R.S. Employer Identification No.)*

901 Explorer Boulevard, Huntsville, Alabama 35806-2807
(Address of principal executive offices, including zip code)
(256) 963-8000
(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 twelve 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 þ 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 Regulations S-T (232.405 of this chapter) during the preceding 12 months (or for shorter period that the Registrant was required to submit and post such files). Yes þ 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 definition of large accelerated filer , accelerated filer , and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer þ	Accelerated Filer o	Non-accelerated Filer o	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 þ
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 October 20, 2011
Common Stock, $.01 Par Value	63,655,957 shares

ADTRAN, INC.
Quarterly Report on Form 10-Q
For the Three and Nine Months Ended September 30, 2011
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The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by or on behalf of ADTRAN. ADTRAN and its representatives may from time to time make written or oral forward-looking statements, including statements contained in this report, our other filings with the Securities and Exchange Commission (SEC) and other communications with our stockholders. Generally, the words, believe, expect, intend, estimate, anticipate, will, may, could and similar expressions identify forward-looking statements. W you that any forward-looking statements made by us or on our behalf are subject to uncertainties and other factors that could cause such statements to be wrong. A list of factors that could materially affect our business, financial condition or operating results is included under Factors that Could Affect Our Future Results in Management s Discussion and Analysis of Financial Condition and Results of Operations contained in Item 2 of Part I of this report. They have also been discussed in Item 1A of Part I in our most recent Annual Report on Form 10-K for the year ended December 31, 2010 filed on February 25, 2011 with the SEC. Though we have attempted to list comprehensively these important factors, we caution investors that other factors may prove to be important in the future in affecting our operating results. New factors emerge from time to time, and it is not possible for us to predict all of these factors, nor can we assess the impact each factor or a combination of factors may have on our business.

You are further cautioned not to place undue reliance on these forward-looking statements because they speak only of our views as of the date that the statements were made. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

ADTRAN, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands, except per share amounts)

	September 30, 2011	December 31, 2010
ASSETS		
Current Assets		
Cash and cash equivalents	$ 32,526	$ 31,677
Short-term investments	121,389	157,479
Accounts receivable, less allowance for doubtful accounts of $4 and $162 at September 30, 2011 and December 31, 2010, respectively	89,631	70,893
Other receivables	12,487	3,962
Income tax receivable, net		2,741
Inventory	87,313	74,274
Prepaid expenses	3,337	3,270
Deferred tax assets, net	12,247	10,617
Total Current Assets	**358,930**	**354,913**
Property, plant and equipment, net	75,698	73,986
Deferred tax assets, net	5,918	
Goodwill	4,445	
Other assets	8,201	1,915
Long-term investments	348,103	261,160
Total Assets	**$ 801,295**	**$ 691,974**
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities		
Accounts payable	$ 33,150	$ 22,785
Unearned revenue	18,708	10,138
Accrued expenses	6,703	4,913
Accrued wages and benefits	14,753	12,125
Income tax payable, net	1,916	
Total Current Liabilities	**75,230**	**49,961**
Deferred tax liabilities, net		10,350
Other non-current liabilities	14,853	11,841
Bonds payable	46,500	47,500
Total Liabilities	**136,583**	**119,652**

Commitments and contingencies (see Note 13)

Stockholders Equity				
Common stock, par value $0.01 per share; 200,000 shares authorized; 79,652 shares issued and 63,655 shares outstanding at September 30, 2011 and 79,652 shares issued and 63,010 shares outstanding at December 31, 2010		797		797
Additional paid-in capital		210,779		193,866
Accumulated other comprehensive income		13,975		26,948
Retained earnings		815,730		731,962
Less treasury stock at cost: 15,997 and 16,642 shares at September 30, 2011 and December 31, 2010, respectively		(376,569)		(381,251)
Total Stockholders Equity		**664,712**		**572,322**
Total Liabilities and Stockholders Equity	**$**	**801,295**	**$**	**691,974**

See notes to consolidated financial statements

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ADTRAN, INC.
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(In thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	**2010**	**2011**	**2010**
Sales	$ 192,194	$ 162,957	$ 541,943	$ 440,345
Cost of sales	82,718	65,658	226,845	178,389
Gross Profit	**109,476**	**97,299**	**315,098**	**261,956**
Selling, general and administrative expenses	31,475	29,452	91,925	85,111
Research and development expenses	26,894	22,802	75,150	67,838
Operating Income	**51,107**	**45,045**	**148,023**	**109,007**
Interest and dividend income	2,037	1,622	5,829	4,803
Interest expense	(599)	(630)	(1,795)	(1,828)
Net realized investment gain	2,982	3,399	9,121	8,055
Other expense, net	(155)	(266)	(397)	(641)
Income before provision for income taxes	**55,372**	**49,170**	**160,781**	**119,396**
Provision for income taxes	(19,159)	(17,086)	(53,367)	(41,367)
Net Income	**$ 36,213**	**$ 32,084**	**$ 107,414**	**$ 78,029**
Weighted average shares outstanding basic	64,023	62,771	64,300	62,316
Weighted average shares outstanding diluted	64,961	64,300	65,697	63,638
Earnings per common share basic	$ 0.57	$ 0.51	$ 1.67	$ 1.25
Earnings per common share diluted	$ 0.56	$ 0.50	$ 1.63	$ 1.23
Dividends per share	$ 0.09	$ 0.09	$ 0.27	$ 0.27

See notes to consolidated financial statements

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ADTRAN, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Nine Months Ended September 30,	
	2011	**2010**
Cash flows from operating activities:		
Net income	$ 107,414	$ 78,029
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	8,435	7,842
Amortization of net premium on available-for-sale investments	4,697	3,267
Net realized gain on long-term investments	(9,121)	(8,055)
Net loss on disposal of property, plant and equipment	14	9
Stock-based compensation expense	6,455	5,227
Deferred income taxes	128	(1,624)
Tax benefit from stock option exercises	10,457	4,459
Excess tax benefits from stock-based compensation arrangements	(9,311)	(3,986)
Changes in operating assets and liabilities:		
Accounts receivable, net	(18,440)	(1,351)
Other receivables	(8,525)	(3,256)
Income tax receivable, net	2,741	
Inventory	(12,247)	(24,278)
Prepaid expenses and other assets	207	(829)
Accounts payable	8,924	1,188
Accrued expenses and other liabilities	15,047	7,525
Income tax payable, net	1,916	(1,121)
Net cash provided by operating activities	**108,791**	**63,046**
Cash flows from investing activities:		
Purchases of property, plant and equipment	(9,531)	(7,375)
Proceeds from sales and maturities of available-for-sale investments	378,288	221,173
Purchases of available-for-sale investments	(443,275)	(272,383)
Acquisition of business, net of cash acquired	(22,762)	
Net cash used in investing activities	**(97,280)**	**(58,585)**
Cash flows from financing activities:		
Proceeds from stock option exercises	33,631	19,769
Purchases of treasury stock	(35,178)	(10,330)
Dividend payments	(17,395)	(16,822)
Excess tax benefits from stock-based compensation arrangements	9,311	3,986
Net cash used in financing activities	**(9,631)**	**(3,397)**

Net increase in cash and cash equivalents	1,880	1,064
Effect of exchange rate changes	(1,031)	863
Cash and cash equivalents, beginning of period	**31,677**	**24,135**
Cash and cash equivalents, end of period	**$ 32,526**	**$ 26,062**

See notes to consolidated financial statements

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ADTRAN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(In thousands, except per share amounts)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited consolidated financial statements of ADTRAN®, Inc. and its subsidiaries (ADTRAN) have been prepared pursuant to the rules and regulations for reporting on Quarterly Reports on Form 10-Q. Accordingly, certain information and notes required by generally accepted accounting principles for complete financial statements are not included herein. The December 31, 2010 Consolidated Balance Sheet is derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States.

In the opinion of management, all adjustments necessary for a fair presentation of these interim statements have been included and are of a normal and recurring nature. The results of operations for an interim period are not necessarily indicative of the results for the full year. The interim statements should be read in conjunction with the financial statements and notes thereto included in ADTRAN s Annual Report on Form 10-K for the year ended December 31, 2010, filed on February 25, 2011 with the SEC.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expense during the reporting period. Our more significant estimates include the allowance for doubtful accounts, obsolete and excess inventory reserves, warranty reserves, customer rebates, allowance for sales returns, estimated income tax contingencies, the fair value of stock-based compensation, and the evaluation of other-than-temporary declines in the value of investments. Actual amounts could differ significantly from these estimates.

Recent Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2011-08, *Testing Goodwill for Impairment* (ASU 2011-08). Existing accounting guidance requires that an entity perform a test for goodwill impairment, on at least an annual basis, by first comparing the fair value of a reporting unit with its carrying amount, including goodwill. If the fair value of a reporting unit is less than its carrying amount, then the second step of the test is to be performed to measure the amount of impairment loss, if any. ASU 2011-08 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 will no longer 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 update is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. We plan to adopt this amendment during the fourth quarter. We do not expect the adoption of this amendment will have a material impact on our consolidated results of operations or financial condition.

In June 2011, the FASB issued Accounting Standards Update No. 2011-05, *Presentation of Comprehensive Income* (ASU 2011-05). ASU 2011-05 requires companies to present the components of net income and other comprehensive income either as one continuous statement or as two consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders equity. While ASU 2011-05 changes the presentation of comprehensive income, it does not change the components that are recognized in net income or comprehensive income under current accounting guidance. This update is effective for fiscal years, and interim periods within those years, ending after December 15, 2011, with early adoption permitted. We plan to adopt this amendment during the first quarter of 2012. Since ASU 2011-05 affects presentation only, it will have no effect on our consolidated results of operations or financial condition.

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In May 2011, the FASB issued Accounting Standards Update No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The amendments are of two types: (i) those that clarify the Board s intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. This update is effective for annual periods beginning after December 15, 2011. We do not expect the adoption of this amendment will have a material impact on our consolidated results of operations or financial condition.

During the nine months ended September 30, 2011, we adopted the following accounting standards, which had no material effect on our consolidated results of operations or financial condition:

In October 2009, the FASB issued Accounting Standards Update No. 2009-13, *Multiple-Deliverable Revenue Arrangements* (ASU 2009-13). ASU 2009-13 provides amendments to the criteria in Subtopic 605-25 of the ASC for separating consideration in multiple-deliverable arrangements. As a result of those amendments, multiple-deliverable arrangements are separated in more circumstances than under previously existing U.S. GAAP. ASU 2009-13 established a selling price hierarchy for determining the selling price of a deliverable and replaced the term fair value in the revenue allocation guidance with selling price to clarify that the allocation of revenue is based on entity-specific assumptions rather than assumptions of a marketplace participant. ASU 2009 -13 also eliminated the residual method of allocation and required that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method and required that a vendor determine its best estimate of selling price in a manner that is consistent with that used to determine the price to sell the deliverable on a standalone basis.

We generally sell our products and services separately, but in some circumstances products and services may be sold in bundles that contain multiple deliverables. A sale that includes multiple deliverables is evaluated to determine the units of accounting, and the revenue from the arrangement is allocated to each item requiring separate revenue recognition based on the relative selling price and corresponding terms of the contract. We strive to use vendor-specific objective evidence of selling price. When this evidence is not available, we are generally not able to determine third-party evidence of selling price because of the extent of customization among competing products or services from other companies. In these cases, estimated selling price is determined based on the particular circumstances of the arrangement and is used to allocate revenues to each unit of accounting. Revenue is recognized incrementally as the necessary criteria for each item is met.

We adopted this amendment during the first quarter of 2011. The adoption of this amendment had no effect on our consolidated results of operations and financial condition for the three or nine months ended September 30, 2011.

In October 2009, the FASB issued Accounting Standards Update No. 2009-14, *Certain Revenue Arrangements that Include Software Arrangements.* ASU 2009-14 changed the accounting model for revenue arrangements that include both tangible products and software elements. Tangible products containing software components and non-software components that function together to deliver the tangible product s essential functionality are no longer within the scope of the software revenue guidance in Subtopic 985-605 of the ASC. In addition, ASU 2009-14 requires that hardware components of a tangible product containing software components always be excluded from the software revenue guidance. In that regard, ASU 2009-14 provides additional guidance on how to determine which software, if any, relating to the tangible product also would be excluded from the scope of the software revenue guidance. ASU 2009-14 also provides guidance on how a vendor should allocate arrangement consideration to deliverables in an arrangement that includes both tangible products and software. ASU 2009-14 also provides further guidance on how to allocate arrangement consideration when an arrangement includes deliverables both included and excluded from the scope of the software revenue guidance. We adopted this amendment during the first quarter of 2011. The adoption of this amendment had no effect on our consolidated results of operations and financial condition for the three or nine months ended September 30, 2011.

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2. BUSINESS COMBINATIONS

On August 4, 2011, we acquired all of the outstanding stock of Bluesocket, Inc., a provider of wireless network solutions with virtual control, for $23.8 million in cash. The acquisition provides us with IEEE802.11N enterprise class wireless LAN expertise, technology, and products to address the growing transition within small-medium enterprises and large enterprises to wireless networks and mobile devices. We have included the financial results of Bluesocket in our consolidated financial statements since the date of acquisition. Pro forma results of operations for the acquisition have not been presented because the effect of the acquisition was not material to our financial results. The preliminary allocation of the purchase price to the estimated fair value of the assets acquired and liabilities assumed at the acquisition date is as follows:

(In Thousands)

Cash	$	1,027
Accounts receivable		297
Inventory		792
Prepaid expenses		357
Property, plant and equipment		173
Deferred tax assets, net		11,411
Accounts payable		(441)
Unearned revenue		(600)
Accrued expenses		(332)
Net assets acquired		**12,684**
Customer relationships		1,700
Developed technology		3,590
Intellectual property		1,070
Trade names		300
Goodwill		4,445
Total purchase price	**$**	**23,789**

The net deferred tax assets acquired are primarily related to net operating losses and previously capitalized and unamortized research and development expense for tax deduction purposes.

The fair value of the customer relationships, developed technology and intellectual property acquired was calculated using an income approach (excess earnings method) and is being amortized using the straight-line method. The customer relationships and intellectual property are being amortized over an estimated useful life of 7 years and the developed technology is being amortized over an average estimated useful life of 4.5 years.

The fair value of the trade names acquired was calculated using an income approach (relief from royalty method) and is being amortized using the straight-line method over the estimate useful life of 4.5 years.

The goodwill of $4.4 million generated from this acquisition is primarily related to expected synergies and was assigned to our Enterprise Networks division. We are evaluating the tax treatment options associated with this transaction. Currently, we do not believe any of the goodwill will be deductible for U.S. federal income tax purposes.

During the three months ended September 30, 2011, we incurred acquisition related expenses and amortization of acquired intangibles of $1.0 million related to this acquisition.

3. INCOME TAXES

Our effective tax rate for the nine months ended September 30, 2011 was 33.2%. The difference between our effective tax rate and the federal statutory rate for the nine months ended September 30, 2011 is primarily attributable to a benefit for the research tax credit of 2.2 percentage points and a benefit for the manufacturer s domestic production

activities deduction of 2.0 percentage points, partially offset by state income tax provisions of 2.3 percentage points. Our effective tax rate for the nine months ended September 30, 2010 was 34.6%. The difference between our effective tax rate and the federal statutory rate for the nine months ended September 30, 2010 is primarily attributable to a benefit for the manufacturer s domestic production activities deduction of 2.5 percentage points, partially offset by state income tax provisions of 2.4 percentage points. The tax provision for the nine months ended September 30, 2010 did not include the benefit of the research tax credit, which expired on December 31, 2009. The credit was reinstated during the fourth quarter of 2010.

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4. STOCK-BASED COMPENSATION

The following table summarizes the stock-based compensation expense related to stock options, restricted stock units (RSUs) and restricted stock under the Stock Compensation Topic of the FASB Accounting Standards Codification (ASC) for the three and nine months ended September 30, 2011 and 2010, which was recognized as follows:

(In thousands)	Three Months Ended September 30, 2011	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010
Stock-based compensation expense included in cost of sales	**$ 100**	**$ 69**	**$ 280**	**$ 210**
Selling, general and administrative expense	1,090	775	3,096	2,360
Research and development expense	1,100	886	3,079	2,657
Stock-based compensation expense included in operating expenses	**2,190**	**1,661**	**6,175**	**5,017**
Total stock-based compensation expense	**2,290**	**1,730**	**6,455**	**5,227**
Tax benefit for expense associated with non-qualified options	(302)	(43)	(1,018)	(415)
Total stock-based compensation expense, net of tax	**$ 1,988**	**$ 1,687**	**$ 5,437**	**$ 4,812**

The fair value of our stock options was estimated using the Black-Scholes model. The determination of the fair value of stock options on the date of grant using the Black-Scholes model is affected by our stock price as well as assumptions regarding a number of complex and subjective variables that may have a significant impact on the fair value estimate.

The weighted-average assumptions and value of options granted for the three and nine months ended September 30, 2011 and 2010 are summarized as follows:

	Three Months Ended September 30, 2011	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010
Expected volatility	38.31%	39.75%	38.31%	40.92%
Risk-free interest rate	1.00%	1.98%	1.00%	2.47%
Expected dividend yield	1.19%	1.27%	1.19%	1.51%
Expected life (in years)	5.14	5.38	5.14	5.19
Weighted-average estimated value	$ 9.52	$ 9.72	$ 9.54	$ 8.29

The fair value of our RSUs is calculated using a Monte Carlo Simulation valuation method. There were no RSU grants during the nine months ended September 30, 2011 or 2010.

The fair value of restricted stock is equal to the closing price of our stock on the date of grant. There were no restricted stock grants during the nine months ended September 30, 2011 or 2010.

Stock-based compensation expense recognized in our Consolidated Statements of Income for the three and nine months ended September 30, 2011 and 2010 is based on options, RSUs and restricted stock ultimately expected to vest, and has been reduced for estimated forfeitures. Estimated forfeitures for stock options were based upon historical experience and approximate 2.0% annually. We estimated a 0% forfeiture rate for our RSUs and restricted stock due

to the limited number of recipients and historical experience for these awards.

As of September 30, 2011, total compensation expense related to non-vested stock options, RSUs and restricted stock not yet recognized was approximately $23.0 million, which is expected to be recognized over an average remaining recognition period of 3.1 years.

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The following table is a summary of our stock options outstanding as of December 31, 2010 and September 30, 2011 and the changes that occurred during the nine months ended September 30, 2011:

(In thousands, except per share amounts)	Number of Options	Weighted Avg. Exercise Price	Weighted Avg. Remaining Contractual Life In Years	Aggregate Intrinsic Value
Options outstanding, December 31, 2010	**6,234**	**$ 23.09**	**6.21**	**$ 81,561**
Options granted	992	$ 30.47		
Options cancelled/forfeited	(58)	$ 26.61		
Options exercised	(1,752)	$ 19.36		
Options outstanding, September 30, 2011	**5,416**	**$ 25.61**	**7.01**	**$ 24,647**
Options exercisable, September 30, 2011	**2,221**	**$ 23.30**	**4.63**	**$ 13,700**

The aggregate intrinsic values in the table above represent the total pre-tax intrinsic value (the difference between ADTRAN s closing stock price on the last trading day of the quarter and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on September 30, 2011. The aggregate intrinsic value will change based on the fair market value of ADTRAN s stock.

The total pre-tax intrinsic value of options exercised during the three and nine month periods ended September 30, 2011 was $0.5 million and $39.5 million, respectively.

The following table is a summary of our RSUs and restricted stock outstanding as of December 31, 2010 and September 30, 2011 and the changes that occurred during the nine months ended September 30, 2011:

(In thousands, except per share amounts)	Number of Shares	Weighted Average Grant Date Fair Value
RSUs and restricted stock outstanding, December 31, 2010	**87**	**$ 28.46**
RSUs and restricted stock granted		$
RSUs and restricted stock vested		$
RSUs and restricted stock cancelled/forfeited		$
Unvested RSUs and restricted stock, September 30, 2011	**87**	**$ 28.46**

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5. INVESTMENTS

At September 30, 2011, we held the following securities and investments, recorded at either fair value or cost:

(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Carrying Value
Deferred compensation plan assets	$ 6,636	$ 113	$ (635)	$ 6,114
Corporate bonds	178,560	316	(2,219)	176,657
Municipal fixed-rate bonds	140,405	578	(37)	140,946
Municipal variable rate demand notes	60,705			60,705
Fixed income bond fund	526	165		691
Marketable equity securities	12,662	22,391	(1,076)	33,977
Available-for-sale securities held at fair value	**$ 399,494**	**$ 23,563**	**$ (3,967)**	**$ 419,090**
Restricted investment held at cost				**48,250**
Other investments held at cost				**2,152**
Total carrying value of available-for-sale investments				**$ 469,492**

At December 31, 2010, we held the following securities and investments, recorded at either fair value or cost:

(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Carrying Value
Deferred compensation plan assets	$ 3,483	$ 770	$ (7)	$ 4,246
Corporate bonds	126,671	630	(229)	127,072
Municipal fixed-rate bonds	71,212	268	(13)	71,467
Municipal variable rate demand notes	116,745			116,745
Fixed income bond fund	526	220		746
Marketable equity securities	11,486	36,657	(133)	48,010
Available-for-sale securities held at fair value	**$ 330,123**	**$ 38,545**	**$ (382)**	**$ 368,286**
Restricted investment held at cost				**48,250**
Other investments held at cost				**2,103**
Total carrying value of available-for-sale investments				**$ 418,639**

At September 30, 2011, we held $6.1 million of deferred compensation plan assets, carried at fair value.

At September 30, 2011, we held $176.7 million of corporate bonds. These bonds are classified as available-for-sale and had an average duration of 0.9 years at September 30, 2011. At September 30, 2011, approximately 1% of our corporate bond portfolio had a credit rating of AAA, 13% had a credit rating of AA, 48% had a credit rating of A, and 38% had a credit rating of BBB. Because our bond portfolio has a high quality rating and contractual maturities of a short duration, we are able to obtain prices for these bonds derived from observable market inputs, or for similar securities traded in an active market, on a daily basis.

At September 30, 2011, we held $140.9 million of municipal fixed-rate bonds. These bonds are classified as available-for-sale and had an average duration of 1.1 years at September 30, 2011. At September 30, 2011, approximately 16% of our municipal fixed-rate bond portfolio had a credit rating of AAA, 66% had a credit rating of

AA, and 18% had a credit rating of A. Because our bond portfolio has a high quality rating and contractual maturities of a short duration, we are able to obtain prices for these bonds derived from observable market inputs, or for similar securities traded in an active market, on a daily basis.

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At September 30, 2011, we held $60.7 million of municipal variable rate demand notes, all of which were classified as available-for-sale. At September 30, 2011, 14% of our municipal variable rate demand notes had a credit rating of AAA, 72% had a credit rating of AA, 14% had a credit rating of A, and all contained put options of seven days. Despite the long-term nature of their stated contractual maturities, we routinely buy and sell these securities and we believe that we have the ability to quickly liquidate them. Our investments in these securities are recorded at fair value, and the interest rates reset every seven days. We believe we have the ability to sell our variable rate demand notes to the remarketing agent, tender agent or issuer at par value plus accrued interest in the event we decide to liquidate our investment in a particular variable rate demand note. At September 30, 2011, approximately 40% of our variable rate demand notes were supported by letters of credit from banks that we believe to be in good financial condition. The remaining 60% of our variable rate demand notes were supported by standby purchase agreements. As a result of these factors, we had no cumulative gross unrealized holding gains (losses) or gross realized gains (losses) from these investments. All income generated from these investments was recorded as interest income. We have not recorded any losses relating to municipal variable rate demand notes.

At September 30, 2011, we held $0.7 million of a fixed income bond fund.

At September 30, 2011, we held $34.0 million of marketable equity securities, including a single security, of which we held 1.2 million shares, carried at a fair value of $21.3 million. We sold 0.3 million shares of this security during the nine months ended September 30, 2011. The sale of this security resulted in proceeds of $6.1 million and a realized gain of $6.0 million. This single security traded an average of approximately 0.9 million shares per day in the first nine months of 2011 in an active market on a European stock exchange. This single security comprises $20.9 million of the gross unrealized gains included in the fair value of our marketable equity securities at September 30, 2011. The remaining $1.5 million of gross unrealized gains and $1.1 million of gross unrealized losses at September 30, 2011 were spread amongst more than 400 equity securities.

At September 30, 2011, we held a $48.3 million restricted certificate of deposit, which is carried at cost. This investment serves as a collateral deposit against the principal amount outstanding under loans made to ADTRAN pursuant to an Alabama State Industrial Development Authority revenue bond (the Bond). At September 30, 2011, the estimated fair value of the Bond was approximately $48.3 million, based on a debt security with a comparable interest rate and maturity and a Standard and Poor s credit rating of A+. We have the right to set-off the balance of the Bond with the collateral deposit in order to reduce the balance of the indebtedness. For more information on the Bond, see Debt under Liquidity and Capital Resources in the Management s Discussion and Analysis of Financial Condition and Results of Operations contained in Item 2 of Part I of this report.

At September 30, 2011, we held $2.2 million of other investments carried at cost, consisting of interests in two private equity funds and an investment in a privately held telecommunications equipment manufacturer. The fair value of these investments was estimated to be approximately $10.4 million at September 30, 2011, based on unobservable inputs including information supplied by the company and the fund managers. We have committed to invest up to an aggregate of $7.9 million in the two private equity funds, and we have contributed $8.4 million as of September 30, 2011, of which $7.7 million has been applied toward these commitments. As of September 30, 2011, we have received distributions related to these two private equity funds of $8.5 million, of which $2.0 million was recorded as investment income. These investments are carried at cost, net of distributions, with distributions in excess of our investment recorded as investment income. The remaining commitment under the funds is $0.2 million, which expires in 2013. We have not been required to record any impairment losses related to these investments during the nine months ended September 30, 2011.

We review our investment portfolio for potential other-than-temporary declines in value on an individual investment basis. We assess, on a quarterly basis, significant declines in value which may be considered other-than-temporary and, if necessary, recognize and record the appropriate charge to write-down the carrying value of such investments. In making this assessment, we take into consideration qualitative and quantitative information, including but not limited to the following: the magnitude and duration of historical declines in market prices, credit rating activity, assessments of liquidity, public filings, and statements made by the issuer. We generally begin our identification of potential other-than-temporary impairments by reviewing any security with a fair value that has declined from its original or adjusted cost basis by 25% or more for six or more consecutive months. We then evaluate the individual

security based on the previously identified factors to determine the amount of the write-down, if any. As a result of our review, we recorded an other-than-temporary impairment charge of $32 thousand during the nine months ended September 30, 2011 related to seven marketable equity securities. For the nine months ended September 30, 2010, we recorded an other-than-temporary impairment charge of $43 thousand related to five marketable equity securities.

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In accordance with the Fair Value Measurements and Disclosures Topic of the FASB ASC, we have categorized our cash equivalents held in money market funds and our investments held at fair value into a three-level fair value hierarchy based on the priority of the inputs to the valuation technique for the cash equivalents and investments as follows: Level 1 Values based on unadjusted quoted prices for identical assets or liabilities in an active market; Level 2 Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly; Level 3 Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs include information supplied by investees.

	Fair Value Measurements at September 30, 2011 Using			
(In thousands)	**Fair Value**	**Quoted Prices in Active Market for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Cash equivalents				
Money market funds	$ 7,898	$ 7,898	$	$
Available-for-sale securities				
Deferred compensation plan assets	6,114	6,114		
Available-for-sale debt securities				
Corporate bonds	176,657		176,657	
Municipal fixed-rate bonds	140,946		140,946	
Municipal variable rate demand notes	60,705		60,705	
Fixed income bond fund	691	691		
Available-for-sale marketable equity securities				
Equity securities technology industry	22,701	22,701		
Equity securities other	11,276	11,276		
Available-for-sale securities	**419,090**	**40,782**	**378,308**	
Total	**$ 426,988**	**$ 48,680**	**$ 378,308**	**$**

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	Fair Value Measurements at December 31, 2010 Using			
(In thousands)	Fair Value	Quoted Prices in Active Market for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash equivalents				
Money market funds	$ 14,532	$ 14,532	$	$
Available-for-sale securities				
Deferred compensation plan assets	4,246	4,246		
Available-for-sale debt securities				
Corporate bonds	127,072		127,072	
Municipal fixed-rate bonds	71,467		71,467	
Municipal variable rate demand notes	116,745		116,745	
Fixed income bond fund	746	746		
Available-for-sale marketable equity securities				
Equity securities technology industry	35,596	35,596		
Equity securities other	12,414	12,414		
Available-for-sale securities	**368,286**	**53,002**	**315,284**	
Total	**$ 382,818**	**$ 67,534**	**$ 315,284**	**$**

As of September 30, 2011 and December 31, 2010, the fair value of the investments in available-for-sale Level 2 corporate bonds and municipal fixed-rate bonds was $317.6 million and $198.5 million, respectively. The fair value of these securities is calculated using a weighted average market price for each security. Market prices are obtained from a variety of industry standard data providers, security master files from large financial institutions, and other third-party sources. These multiple market prices are used as inputs into a distribution-curve-based algorithm to determine the daily market value of each security.

As of September 30, 2011 and December 31, 2010, the fair value of the investments in available-for-sale Level 2 municipal variable rate demand notes was $60.7 million and $116.7 million, respectively. These securities have a structure that implies a standard expected market price. The frequent interest rate resets make it reasonable to expect the price to stay at par. These securities are priced at the expected market price.

6. INVENTORY

At September 30, 2011 and December 31, 2010, inventory consisted of the following:

(In thousands)	September 30, 2011	December 31, 2010
Raw materials	$ 43,938	$ 43,897
Work in process	4,806	2,871
Finished goods	38,569	27,506

Total	**$ 87,313**	**$ 74,274**

We establish reserves for estimated excess, obsolete, or unmarketable inventory equal to the difference between the cost of the inventory and the estimated fair value of the inventory based upon assumptions about future demand and market conditions. At September 30, 2011 and December 31, 2010, raw materials reserves totaled $8.1 million and $7.3 million, respectively, and finished goods inventory reserves totaled $2.1 million and $1.6 million, respectively.

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7. GOODWILL AND INTANGIBLE ASSETS

The changes in the carrying value of goodwill included in our Enterprise Networks division for the nine months ended September 30, 2011 are as follows:

(In thousands)	
Balance, December 31, 2010	**$**
Acquisitions	4,445
Impairment losses	
Balance, September 30, 2011	**$ 4,445**
Balance as of September 30, 2011:	
Goodwill	$ 4,445
Accumulated impairment losses	
Total goodwill	**$ 4,445**

We evaluate the carrying value of goodwill during the fourth quarter of each year and between annual evaluations if events occur or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying amount. When evaluating whether goodwill is impaired, we compare the fair value of the reporting unit to which the goodwill is assigned to the reporting unit s carrying amount, including goodwill. If the carrying amount of the reporting unit exceeds its fair value, then the amount of the impairment loss is measured.

The following table presents our intangible assets as of September 30, 2011 and December 31, 2010. Intangible assets are included in other assets in the accompanying Consolidated Balance Sheets and include intangibles acquired with our acquisition of Objectworld Communications Corporation on September 15, 2009 and Bluesocket, Inc. on August 4, 2011.

	September 30, 2011			**December 31, 2010**		
(In thousands)	**Gross Value**	**Accumulated Amortization**	**Net Value**	**Gross Value**	**Accumulated Amortization**	**Net Value**
Customer relationships	$ 1,793	$ 133	$ 1,660	$ 93	$ 60	$ 33
Developed technology	3,590	121	3,469			
Intellectual property	2,480	437	2,043	1,410	260	1,150
Trade names	300	11	289			
Total	**$ 8,163**	**$ 702**	**$ 7,461**	**$ 1,503**	**$ 320**	**$ 1,183**

Amortization expense was $0.3 million and $0.4 million for the three and nine months ended September 30, 2011, respectively, and $0.1 million and $0.2 million for the three and nine months ended September 30, 2010, respectively. As of September 30, 2011, the estimated future amortization expense of intangible assets is as follows:

(In thousands)	**Amount**
Remainder of 2011	$ 347
2012	1,389
2013	1,389
2014	1,228
2015	1,117

2016 and thereafter	1,991
Total	**$ 7,461**

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8. STOCKHOLDERS EQUITY

A summary of the changes in stockholders equity for the nine months ended September 30, 2011 is as follows:

(In thousands)	Stockholders Equity
Balance, December 31, 2010	**$ 572,322**
Net income	107,414
Dividend payments	(17,395)
Dividends accrued for unvested restricted stock units	(22)
Net change in unrealized gains (losses) on marketable securities (net of deferred taxes)	(11,259)
Reclassification adjustment for amounts included in net income (net of deferred taxes)	(682)
Foreign currency translation adjustment	(1,031)
Proceeds from stock option exercises	33,631
Tax benefits from stock option exercises	10,457
Stock-based compensation expense	6,455
Purchases of treasury stock	(35,178)
Balance, September 30, 2011	**$ 664,712**

Stock Repurchase Program

Since 1997, our Board of Directors has approved multiple share repurchase programs that have authorized open market repurchase transactions of up to 30 million shares of our common stock. During the nine months ended September 30, 2011, we repurchased 1.1 million shares of our common stock at an average price of $31.98 per share. We have the authority to purchase an additional 0.9 million shares of our common stock under the plan approved by the Board of Directors on April 14, 2008.

On October 11, 2011, we announced that our Board of Directors had authorized the repurchase of an additional 5.0 million shares of our common stock to commence upon completion of the repurchase plan announced on April 14, 2008. Upon completion of the current plan, under which we have the remaining authority to purchase 0.9 million shares, the new plan to repurchase 5.0 million shares will be implemented through open market or private purchases from time to time as conditions warrant.

Stock Option Exercises

We issued 1.8 million shares of treasury stock during the nine months ended September 30, 2011 to accommodate employee stock option exercises. The stock options had exercise prices ranging from $10.50 to $36.64. We received proceeds totaling $33.6 million from the exercise of these stock options during the nine months ended September 30, 2011.

Dividend Payments

During the nine months ended September 30, 2011, we paid cash dividends as follows (in thousands except per share amount):

Record Date	Payment Date	Per Share Amount	Total Dividend Paid
February 3, 2011	February 17, 2011	$ 0.09	$ 5,775
April 28, 2011	May 12, 2011	$ 0.09	$ 5,821
July 28, 2011	August 11, 2011	$ 0.09	$ 5,799

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Comprehensive Income

Comprehensive income consists of net income, net change in unrealized gains and losses on marketable securities, reclassification adjustments for amounts included in net income related to impaired securities and foreign currency translation adjustments.

(In thousands)	Three Months Ended September 30, 2011	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010
Net income	$ 36,213	$ 32,084	$ 107,414	$ 78,029
Net change in unrealized gains (losses) related to marketable securities, net of deferred tax benefit (expense) of $3,533 and $(2,538) for the three months ended September 30, 2011 and 2010, respectively, and $6,235 and $(1,907) for the nine months ended September 30, 2011 and 2010, respectively	(5,468)	4,230	(11,259)	3,174
Reclassification adjustment for amounts included in net income, net of deferred tax benefit of $195 and $47 for the three months ended September 30, 2011 and 2010, respectively, and $381 and $174 for the nine months ended September 30, 2011 and 2010, respectively	(287)	(80)	(682)	(292)
Foreign currency translation adjustment	(1,487)	1,465	(1,031)	863
Total comprehensive income	**$ 28,971**	**$ 37,699**	**$ 94,442**	**$ 81,774**

9. EARNINGS PER SHARE

A summary of the calculation of basic and diluted earnings per share for the three and nine months ended September 30, 2011 and 2010 is as follows:

(In thousands, except per share amounts)	Three Months Ended September 30, 2011	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2011	Nine Months Ended September 30, 2010
Numerator				
Net income	$ 36,213	$ 32,084	$ 107,414	$ 78,029
Denominator				
Weighted average number of shares basic	64,023	62,771	64,300	62,316
Effect of dilutive securities				
Stock options	882	1,491	1,346	1,286
Restricted stock and restricted stock units	56	38	51	36
Weighted average number of shares diluted	64,961	64,300	65,697	63,638
Net income per share basic	$ 0.57	$ 0.51	$ 1.67	$ 1.25
Net income per share diluted	$ 0.56	$ 0.50	$ 1.63	$ 1.23

Anti-dilutive options to purchase common stock outstanding were excluded from the above calculations. Anti-dilutive options totaled 1.5 million and 0.5 million for the three months ended September 30, 2011 and 2010, respectively, and 1.0 million and 2.0 million for the nine months ended September 30, 2011 and 2010, respectively.

10. SEGMENT INFORMATION

We operate in two reportable segments: (1) the Carrier Networks Division and (2) the Enterprise Networks Division. We evaluate the performance of our segments based on gross profit; therefore, selling, general and administrative expenses, research and development expenses, interest and dividend income, interest expense, net realized investment gain/loss, other expense, net and provision for income taxes are reported on an entity-wide basis only. There are no inter-segment revenues.

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The following table presents information about the reported sales and gross profit of our reportable segments for the three and nine months ended September 30, 2011 and 2010. Asset information by reportable segment is not reported, since we do not produce such information internally.

	Three Months Ended			
	September 30, 2011		September 30, 2010	
(In thousands)	Sales	Gross Profit	Sales	Gross Profit
Carrier Networks	$ 152,492	$ 85,944	$ 128,581	$ 77,372
Enterprise Networks	39,702	23,532	34,376	19,927
Total	**$ 192,194**	**$ 109,476**	**$ 162,957**	**$ 97,299**

	Nine Months Ended			
	September 30, 2011		September 30, 2010	
(In thousands)	Sales	Gross Profit	Sales	Gross Profit
Carrier Networks	$ 435,344	$ 252,908	$ 345,684	$ 206,910
Enterprise Networks	106,599	62,190	94,661	55,046
Total	**$ 541,943**	**$ 315,098**	**$ 440,345**	**$ 261,956**

Sales by Product

Our three major product categories are Carrier Systems, Business Networking and Loop Access.

Carrier Systems products are used by communications service providers to provide data, voice and video services to consumers and enterprises. The Carrier Systems category includes our broadband access products comprised of Total Access® 5000 multi-service access and aggregation platform products, Total Access 1100/1200 Series Fiber-To-The-Node (FTTN) products, and Digital Subscriber Line Access Multiplexer (DSLAM) products. Our broadband access products are used by service providers to deliver high-speed Internet access, Voice over Internet Protocol (VoIP), IP Television (IPTV), and/or Ethernet services from the central office or remote terminal locations to customer premises. The Carrier Systems category also includes our optical access products. These products consist of optical access multiplexers including our family of OPTI products, our family of 8000 series products and our Optical Networking Edge (ONE) products. Optical access products are used to deliver higher bandwidth services, or to aggregate large numbers of low bandwidth services for transportation across fiber optic infrastructure. Total Access 1500 products, 303 concentrator products, M13 multiplexer products, and a number of mobile backhaul products are also included in the Carrier Systems product category.

Business Networking products provide access to telecommunication services, facilitating the delivery of converged services and Unified Communications to the small and mid-sized enterprises (SME) market. The Business Networking category includes Internetworking products and Integrated Access Devices (IADs). Internetworking products consist of our Total Access IP Business Gateways, Optical Network Terminals (ONTs), Virtual Wireless LAN products and NetVanta product lines. NetVanta products include multi-service routers, managed Ethernet switches, IP Private Branch Exchange (PBX) products, IP phone products, Unified Communications solutions, Unified Threat Management (UTM) solutions, and Carrier Ethernet Network Terminating Equipment (NTE). IAD products consist of our Total Access 600 Series and the Total Access 850.

Loop Access products are used by carrier and enterprise customers for access to copper-based telecommunications networks. The Loop Access category includes products such as: Digital Data Service (DDS) and Integrated Services Digital Network (Total Reach) products, High bit-rate Digital Subscriber Line (HDSL) products including Total Access 3000 HDSL and Time Division Multiplexed-Symmetrical HDSL (TDM-SHDSL) products, T1/E1/T3, Channel Service Units/Data Service Units, and TRACER fixed wireless products.

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The table below presents sales information by product category for the three and nine months ended September 30, 2011 and 2010.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In thousands)	**2011**	**2010**	**2011**	**2010**
Carrier Systems	$ 119,979	$ 76,349	$ 319,018	$ 207,590
Business Networking	44,919	33,830	116,981	92,452
Loop Access	27,296	52,778	105,944	140,303
Total	**$ 192,194**	**$ 162,957**	**$ 541,943**	**$ 440,345**

In addition, we identify subcategories of product revenues, which we divide into growth products, representing our primary growth areas, and traditional products. Our growth products consist of Broadband Access and Optical Access products (included in Carrier Systems) and Internetworking products (included in Business Networking) and our traditional products include HDSL products (included in Loop Access) and other products not included in the aforementioned growth products.
Subcategory revenues included in the above are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In thousands)	**2011**	**2010**	**2011**	**2010**
Growth Products				
Broadband Access (included in Carrier Systems)	$ 86,954	$ 45,099	$ 215,798	$ 126,432
Optical Access (included in Carrier Systems)	22,298	18,619	65,222	46,006
Internetworking (NetVanta & Multi-service Access Gateways) (included in Business Networking)	42,506	29,475	108,418	79,560
Total	**151,758**	**93,193**	**389,438**	**251,998**
Traditional Products				
HDSL (does not include T1) (included in Loop Access)	25,297	49,383	100,291	131,487
Other products (excluding HDSL)	15,139	20,381	52,214	56,860
Total	**40,436**	**69,764**	**152,505**	**188,347**
Total	**$ 192,194**	**$ 162,957**	**$ 541,943**	**$ 440,345**

Sales by Geographic Region
The table below presents sales information by geographic area for the three and nine months ended September 30, 2011 and 2010. International sales correlate to shipments with a non-U.S. destination.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In thousands)	**2011**	**2010**	**2011**	**2010**
United States	$ 170,343	$ 154,648	$ 484,260	$ 416,994
International	21,851	8,309	57,683	23,351

Total	**$ 192,194**	**$ 162,957**	**$ 541,943**	**$ 440,345**

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11. LIABILITY FOR WARRANTY RETURNS

Our products generally include warranties of one to ten years for product defects. We accrue for warranty returns at the time revenue is recognized based on our estimate of the cost to repair or replace the defective products. We engage in extensive product quality programs and processes, including actively monitoring and evaluating the quality of our component suppliers. Our products continue to become more complex in both size and functionality as many of our product offerings migrate from line card applications to systems products. The increasing complexity of our products will cause warranty incidences, when they arise, to be more costly. Our estimates regarding future warranty obligations may change due to product failure rates, material usage, and other rework costs incurred in correcting a product failure. In addition, from time to time, specific warranty accruals may be recorded if unforeseen problems arise. Should our actual experience relative to these factors be worse than our estimates, we will be required to record additional warranty expense. Alternatively, if we provide for more reserves than we require, we will reverse a portion of such provisions in future periods. The liability for warranty obligations totaled $3.9 million at September 30, 2011 and $3.3 million at December 31, 2010. These liabilities are included in accrued expenses in the accompanying Consolidated Balance Sheets.

A summary of warranty expense and write-off activity for the nine months ended September 30, 2011 and 2010 is as follows:

Nine Months Ended September 30,		
(In thousands)	**2011**	**2010**
Balance at beginning of period	$ 3,304	$ 2,833
Plus: Amounts charged to cost and expenses	2,306	2,544
Less: Deductions	(1,743)	(2,137)
Balance at end of period	**$ 3,867**	**$ 3,240**

12. RELATED PARTY TRANSACTIONS

We employ the law firm of our director emeritus for legal services. All bills for services rendered by this firm are reviewed and approved by our Chief Financial Officer. We believe that the fees for such services are comparable to those charged by other firms for services rendered to us. For the three and nine month periods ended September 30, 2011 and 2010, we incurred fees of $10 thousand per month for these legal services.

13. COMMITMENTS AND CONTINGENCIES

In the ordinary course of business, we may be subject to various legal proceedings and claims, including employment disputes, patent claims, disputes over contract agreements and other commercial disputes. In some cases, claimants seek damages or other relief, such as royalty payments related to patents, which, if granted, could require significant expenditures. Although the outcome of any claim or litigation can never be certain, it is our opinion that the outcome of all contingencies of which we are currently aware will not materially affect our business, operations, financial condition or cash flows.

We have committed to invest up to an aggregate of $7.9 million in two private equity funds, and we have contributed $8.4 million as of September 30, 2011, of which $7.7 million has been applied to these commitments. See Note 5 of Notes to Consolidated Financial Statements for additional information.

14. SUBSEQUENT EVENTS

On October 11, 2011, we announced that our Board of Directors declared a quarterly cash dividend of $0.09 per common share to be paid to stockholders of record at the close of business on October 27, 2011. The payment date will be November 10, 2011. The quarterly dividend payment will be approximately $5.7 million. In July 2003, our Board of Directors elected to begin declaring quarterly dividends on our common stock considering the tax treatment of dividends and adequate levels of Company liquidity.

On October 11, 2011, we announced that our Board of Directors had authorized the repurchase of an additional 5.0 million shares of our common stock to commence upon completion of the repurchase plan announced on April 14, 2008. Upon completion of the current plan, under which we have the remaining authority to purchase 0.9 million

shares, the new plan to repurchase 5.0 million shares will be implemented through open market or private purchases from time to time as conditions warrant.

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the Consolidated Financial Statements and the related notes that appear elsewhere in this document.

OVERVIEW

ADTRAN, Inc. designs, manufactures and markets solutions and provides services and support for communications networks. Our solutions are widely deployed by providers of communications services (serviced by our Carrier Networks Division), and small and mid-sized enterprises (SMEs) (serviced by our Enterprise Networks Division), and enable voice, data, video and Internet communications across wireline and wireless networks. Many of these solutions are currently in use by every major United States and many global service providers, as well as by many public, private and governmental organizations worldwide.

Our success depends upon our ability to increase unit volume and market share through the introduction of new products and succeeding generations of products having lower selling prices and increased functionality as compared to both the prior generation of a product and to the products of competitors. An important part of our strategy is to reduce the cost of each succeeding product generation and then lower the product s selling price based on the cost savings achieved in order to gain market share and/or improve gross margins. As a part of this strategy, we seek in most instances to be a high-quality, low-cost provider of products in our markets. Our success to date is attributable in large measure to our ability to design our products initially with a view to their subsequent redesign, allowing both increased functionality and reduced manufacturing costs in each succeeding product generation. This strategy enables us to sell succeeding generations of products to existing customers, while increasing our market share by selling these enhanced products to new customers.

Our three major product categories are Carrier Systems, Business Networking and Loop Access. Carrier Systems products are used by communications service providers to provide data, voice and video services to consumers and enterprises. Business Networking products provide access to telecommunication services, facilitating the delivery of converged services and Unified Communications to the SME market. Loop Access products are used by carrier and enterprise customers for access to copper-based telecommunications networks.

In addition, we identify subcategories of product revenues, which we divide into growth products, representing our primary growth areas, and traditional products. Our growth products consist of Broadband Access and Optical Access products (included in Carrier Systems) and Internetworking products (included in Business Networking) and our traditional products include HDSL products (included in Loop Access) and other products not included in the aforementioned growth products. Many of our customers are migrating their networks to deliver higher bandwidth services by utilizing newer technologies. We believe that products and services offered in our primary growth areas position us well for this migration. We anticipate that revenues of many of our traditional products, including HDSL, will decline over time; however, revenues from these products may continue for years because of the time required for our customers to transition to newer technologies.

See Note 10 of Notes to Consolidated Financial Statements in this report for further information regarding these product categories.

Sales were $192.2 million and $541.9 million for the three and nine months ended September 30, 2011 compared to $163.0 million and $440.3 million for the three and nine months ended September 30, 2010. Product revenues for our three primary growth areas, Broadband Access, Optical Access and Internetworking, were $151.8 million and $389.4 million for the three and nine months ended September 30, 2011 compared to $93.2 million and $252.0 million for the three and nine months ended September 30, 2010. Our gross margin decreased to 57.0% and 58.1% for the three and nine months ended September 30, 2011 from 59.7% and 59.5% for the three and nine months ended September 30, 2010. Our operating income margin decreased to 26.6% for the three months ended September 30, 2011 from 27.6% for the three months ended September 30, 2010, and increased to 27.3% for the nine months ended September 30, 2011 from 24.8% for the nine months ended September 30, 2010. Net income was $36.2 million and $107.4 million for the three and nine months ended September 30, 2011 compared to $32.1 million and $78.0 million for the three and nine months ended September 30, 2010. Our effective tax rate decreased to 34.6% for the three months ended September 30, 2011 from 34.7% for the three months ended September 30, 2010 and decreased to

33.2% for the nine months ended September 30, 2011 from 34.6% for the nine months ended September 30, 2010. Earnings per share, assuming dilution, were $0.56 and $1.63 for the three and nine months ended September 30, 2011 compared to $0.50 and $1.23 for the three and nine months ended September 30, 2010.

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Our operating results have fluctuated on a quarterly basis in the past, and may vary significantly in future periods due to a number of factors, including customer order activity and backlog. Backlog levels vary because of seasonal trends, the timing of customer projects and other factors that affect customer order lead times. Many of our customers require prompt delivery of products. This requires us to maintain sufficient inventory levels to satisfy anticipated customer demand. If near-term demand for our products declines, or if potential sales in any quarter do not occur as anticipated, our financial results could be adversely affected. Operating expenses are relatively fixed in the short term; therefore, a shortfall in quarterly revenues could significantly impact our financial results in a given quarter.

Our operating results may also fluctuate as a result of a number of other factors, including a decline in general economic and market conditions, increased competition, customer order patterns, changes in product mix, timing differences between price decreases and product cost reductions, product warranty returns, expediting costs and announcements of new products by us or our competitors. Additionally, maintaining sufficient inventory levels to assure prompt delivery of our products increases the amount of inventory that may become obsolete and increases the risk that the obsolescence of this inventory may have an adverse effect on our business and operating results. Also, not maintaining sufficient inventory levels to assure prompt delivery of our products may cause us to incur expediting costs to meet customer delivery requirements, which may negatively impact our operating results in a given quarter.

Accordingly, our historical financial performance is not necessarily a meaningful indicator of future results, and, in general, management expects that our financial results may vary from period to period. A list of factors that could materially affect our business, financial condition or operating results is included under Factors That Could Affect Our Future Results in Management s Discussion and Analysis of Financial Condition and Results of Operations contained in Item 2 of Part I of this report. These factors have also been discussed in more detail in Item 1A of Part I in our most recent Annual Report on Form 10-K for the year ended December 31, 2010, filed on February 25, 2011 with the SEC.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our critical accounting policies and estimates have not changed significantly from those detailed in our most recent Annual Report on Form 10-K for the year ended December 31, 2010, filed on February 25, 2011 with the SEC.

EFFECT OF RECENT ACCOUNTING PRONOUNCEMENTS

See Note 1 of Notes to Consolidated Financial Statements in Item 1 of this Form 10-Q for a full description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on results of operations and financial condition, which is incorporated herein by reference.

RESULTS OF OPERATIONS THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2011 COMPARED TO THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2010

SALES

ADTRAN s sales increased 17.9% from $163.0 million in the three months ended September 30, 2010 to $192.2 million in the three months ended September 30, 2011, and increased 23.1% from $440.3 million in the nine months ended September 30, 2010 to $541.9 million in the nine months ended September 30, 2011. The increase in sales for the three months ended September 30, 2011 is primarily attributable to a $41.9 million increase in sales of our Broadband Access products, a $13.0 million increase in sales of our Internetworking products, and a $3.7 million increase in sales of our Optical Access products, partially offset by a $29.3 million decrease in sales of our HDSL and other traditional products. The increase in sales for the nine months ended September 30, 2011 is primarily attributable to an $89.4 million increase in sales of our Broadband Access products, a $28.9 million increase in sales of our Internetworking products, and a $19.2 million increase in sales of our Optical Access products, partially offset by a $35.8 million decrease in sales of our HDSL and other traditional products.

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Carrier Networks sales increased 18.6% from $128.6 million in the three months ended September 30, 2010 to $152.5 million in the three months ended September 30, 2011, and increased 25.9% from $345.7 million in the nine months ended September 30, 2010 to $435.3 in the nine months ended September 30, 2011. The increase in sales for the three and nine months ended September 30, 2011 is primarily attributable to increases in Broadband Access, Optical Access and Internetworking NTE product sales, partially offset by a decrease in HDSL and other traditional product sales.

Enterprise Networks sales increased 15.5% from $34.4 million in the three months ended September 30, 2010 to $39.7 million in the three months ended September 30, 2011, and increased 12.6% from $94.7 million in the nine months ended September 30, 2010 to $106.6 million in the nine months ended September 30, 2011. The increase for the three and nine months ended September 30, 2011 is primarily attributable to an increase in sales of Internetworking products, partially offset by a decrease in sales of traditional products. Internetworking product sales attributable to Enterprise Networks were 88.6% and 86.6% of the division s sales in the three and nine months ended September 30, 2011, compared to 77.4% and 75.7% in the three and nine months ended September 30, 2010. Traditional products primarily comprise the remainder of Enterprise Networks sales. Enterprise Networks sales as a percentage of total sales decreased from 21.1% for the three months ended September 30, 2010 to 20.7% for the three months ended September 30, 2011 and decreased from 21.5% for the nine months ended September 30, 2010 to 19.7% for the nine months ended September 30, 2011.

International sales, which are included in the Carrier Networks and Enterprise Networks amounts discussed above, increased 163.0% from $8.3 million in the three months ended September 30, 2010 to $21.9 million in the three months ended September 30, 2011, and increased 147.0% from $23.4 million in the nine months ended September 30, 2010 to $57.7 million in the nine months ended September 30, 2011. International sales, as a percentage of total sales, increased from 5.1% for the three months ended September 30, 2010 to 11.4% for the three months ended September 30, 2011, and increased from 5.3% for the nine months ended September 30, 2010 to 10.6% for the nine months ended September 30, 2011. International sales increased in the three and nine months ended September 30, 2011 compared to the three and nine months ended September 30, 2010 primarily due to an increase in sales to Latin America, Asia/Pacific and Europe.

Carrier System product sales increased $43.6 million and $111.4 million in the three and nine months ended September 30, 2011 compared to the three and nine months ended September 30, 2010. The increase for the three months ended September 30, 2011 is primarily due to a $41.9 million increase in Broadband Access product sales and a $3.7 million increase in Optical Access product sales. The increase for the nine months ended September 30, 2011 is primarily due to an $89.4 million increase in Broadband Access product sales and a $19.2 million increase in Optical Access product sales. The increase in Broadband Access product sales is primarily attributable to continued growth in deployments of our Total Access 5000 and Fiber-to-the-Node platforms.

Business Networking product sales increased $11.1 million and $24.5 million in the three and nine months ended September 30, 2011 compared to the three and nine months ended September 30, 2010. The increase for the three months ended September 30, 2011 is primarily due to a $13.0 million increase in Internetworking product sales across both divisions, partially offset by a $2.0 million decrease in other traditional product sales. The increase for the nine months ended September 30, 2011 is primarily due to a $28.9 million increase in Internetworking product sales across both divisions, partially offset by a $4.7 million decrease in other traditional product sales. The decrease in sales of traditional products is a result of customers shifting to newer technologies. Many of these newer technologies are integral to our Internetworking product area.

Loop Access product sales decreased $25.5 million and $34.4 million in the three and nine months ended September 30, 2011 compared to the three and nine months ended September 30, 2010. The decrease for the three months ended September 30, 2011 is primarily due to a $24.1 million decrease in HDSL product sales. The decrease for the nine months ended September 30, 2011 is primarily due to a $31.2 million decrease in HDSL product sales.

COST OF SALES

As a percentage of sales, cost of sales increased from 40.3% in the three months ended September 30, 2010 to 43.0% in the three months ended September 30, 2011 and increased from 40.5% in the nine months ended September 30, 2010 to 41.9% in the nine months ended September 30, 2011. This increase is primarily the result of higher services

related revenue, expediting costs related to specific customer opportunities, and specific customer pricing related to market share expansion. These effects were partially offset by cost absorption and manufacturing efficiencies achieved at the higher production volumes.

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Carrier Networks cost of sales, as a percent of division sales, increased from 39.8% in the three months ended September 30, 2010 to 43.6% in the three months ended September 30, 2011 and increased from 40.1% in the nine months ended September 30, 2010 to 41.9% in the nine months ended September 30, 2011. The increase in Carrier Networks cost of sales as a percentage of sales is primarily attributable to higher services related revenues, expediting costs related to specific customer opportunities and specific customer pricing related to market share expansion, partially offset by manufacturing efficiencies achieved at the higher production volumes.

Enterprise Networks cost of sales, as a percent of division sales, decreased from 42.0% in the three months ended September 30, 2010 to 40.7% in the three months ended September 30, 2011 and decreased from 41.8% in the nine months ended September 30, 2010 to 41.7% in the nine months ended September 30, 2011. The decrease in Enterprise Networks cost of sales as a percentage of sales is primarily attributable to cost absorption and manufacturing efficiencies achieved at the higher production volumes.

An important part of our strategy is to reduce the product cost of each succeeding product generation and then to lower the product s price based on the cost savings achieved. This may cause variations in our gross profit percentage due to timing differences between the recognition of cost reductions and the lowering of product selling prices.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses increased 6.9% from $29.5 million in the three months ended September 30, 2010 to $31.5 million in the three months ended September 30, 2011 and increased 8.0% from $85.1 million in the nine months ended September 30, 2010 to $91.9 million in the nine months ended September 30, 2011. The increase in selling, general and administrative expenses for the three month period ended September 30, 2011 is primarily related to increased staffing and fringe benefit costs due to increased headcount, including Bluesocket, acquired on August 4, 2011, selling expenses related to Bluesocket, and increases in professional fees and travel related to the Bluesocket acquisition. The increase in selling, general and administrative expenses for the nine month period ended September 30, 2011 is primarily related to increased staffing and fringe benefit costs due to increased headcount, including Bluesocket, selling expenses related to Bluesocket, and increases in contract services, recruiting expenses, and travel expenses.

Selling, general and administrative expenses as a percentage of sales decreased from 18.1% in the three months ended September 30, 2010 to 16.4% in the three months ended September 30, 2011 and decreased from 19.3% in the nine months ended September 30, 2010 to 17.0% in the nine months ended September 30, 2011. Selling, general and administrative expenses as a percentage of sales decreased due to increased revenue, partially offset by increased selling expenses related to Bluesocket.

RESEARCH AND DEVELOPMENT EXPENSES

Research and development expenses increased 17.9% from $22.8 million in the three months ended September 30, 2010 to $26.9 million in the three months ended September 30, 2011 and increased 10.8% from $67.8 million in the nine months ended September 30, 2010 to $75.2 million in the nine months ended September 30, 2011. The increase in research and development expenses for the three months ended September 30, 2011 reflects increased staffing and fringe benefit costs due to increased headcount, including Bluesocket, increased customer specific testing expense, research and development expenses related to Bluesocket, and amortization of intangibles related to the Bluesocket acquisition. The increase in research and development expenses for the nine months ended September 30, 2011 reflects increased staffing and fringe benefit costs due to increased headcount, including Bluesocket, increased customer specific testing expense, research and development expenses related to Bluesocket, and amortization of intangibles related to the Bluesocket acquisition.

Research and development expenses as a percentage of sales remained consistent at 14.0% in the three months ended September 30, 2010 and 2011, and decreased from 15.4% in the nine months ended September 30, 2010 to 13.9% in the nine months ended September 30, 2011. Research and development expenses as a percentage of sales decreased due to increased revenue, partially offset by increased research and development expenses related to Bluesocket.

We expect to continue to incur research and development expenses in connection with our new and existing products and our expansion into international markets. We continually evaluate new product opportunities and engage in intensive research and product development efforts which provide for new product development, enhancement of existing products and product cost reductions. We may incur significant research and development expenses prior to

the receipt of revenues from a major new product group.

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INTEREST AND DIVIDEND INCOME

Interest and dividend income increased 25.6% from $1.6 million in the three months ended September 30, 2010 to $2.0 million in the three months ended September 30, 2011 and increased 21.4% from $4.8 million in the nine months ended September 30, 2010 to $5.8 million in the nine months ended September 30, 2011. The increase for the three months ended September 30, 2011 is primarily driven by a 14.1% increase in our average investment balances, partially offset by a 26.0% reduction in the average rate of return on our investments as a result of lower interest rates. The increase for the nine months ended September 30, 2011 is primarily driven by a 20.0% increase in our average investment balances, partially offset by a 22.0% reduction in the average rate of return on our investments as a result of lower interest rates.

INTEREST EXPENSE

Interest expense, which is primarily related to our taxable revenue bond, remained constant at $0.6 million in each of the three months ended September 30, 2011 and 2010 and $1.8 million in each of the nine months ended September 30, 2011 and 2010, respectively. See Liquidity and Capital Resources below for additional information on our revenue bond.

NET REALIZED INVESTMENT GAIN

Net realized investment gain decreased 12.3% from $3.4 million in the three months ended September 30, 2010 to $3.0 million in the three months ended September 30, 2011 and increased 13.2% from $8.1 million in the nine months ended September 30, 2010 to $9.1 million in the nine months ended September 30, 2011. The decrease for the three months ended September 30, 2011 is the result of realized gains from the realignment of our fixed income portfolio during 2010. The increase for the nine months ended September 30, 2011 is the result of realized gains from the sale of previously impaired holdings and increased distributions from two private equity funds. See Investing Activities in Liquidity and Capital Resources below for additional information.

OTHER EXPENSE, NET

Other expense, net, comprised primarily of miscellaneous income, gains and losses on foreign currency transactions, investment account management fees, scrap raw material sales, and gains and losses on the disposal of property, plant and equipment occurring in the normal course of business, decreased from $0.3 million in the three months ended September 30, 2010 to $0.2 million in the three months ended September 30, 2011 and decreased from $0.7 million in the nine months ended September 30, 2010 to $0.4 million in the nine months ended September 30, 2011.

INCOME TAXES

Our effective tax rate for the nine months ended September 30, 2011 was 33.2%. The difference between our effective tax rate and the federal statutory rate for the nine months ended September 30, 2011 is primarily attributable to a benefit for the research tax credit of 2.2 percentage points and a benefit for the manufacturer s domestic production activities deduction of 2.0 percentage points, partially offset by state income tax provisions of 2.3 percentage points.

Our effective tax rate for the nine months ended September 30, 2010 was 34.6%. The difference between our effective tax rate and the federal statutory rate for the nine months ended September 30, 2010 is primarily attributable to a benefit for the manufacturer s domestic production activities deduction of 2.5 percentage points, partially offset by state income tax provisions of 2.4 percentage points. The tax provision for the nine months ended September 30, 2010 did not include the benefit of the research tax credit, which expired on December 31, 2009. The credit was reinstated during the fourth quarter of 2010.

NET INCOME

As a result of the above factors, net income increased $4.1 million from $32.1 million in the three months ended September 30, 2010 to $36.2 million in the three months ended September 30, 2011 and increased $29.4 million from $78.0 million in the nine months ended September 30, 2010 to $107.4 million in the nine months ended September 30, 2011.

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As a percentage of sales, net income decreased from 19.7% in the three months ended September 30, 2010 to 18.8% in the three months ended September 30, 2011 and increased from 17.7% in the nine months ended September 30, 2010 to 19.8% in the nine months ended September 30, 2011.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

We intend to finance our operations with cash flow from operations. We have used, and expect to continue to use, the cash generated from operations for working capital, purchases of treasury stock, dividend payments, and other general corporate purposes, including (i) product development activities to enhance our existing products and develop new products and (ii) expansion of sales and marketing activities. We believe our cash and cash equivalents, investments and cash generated from operations to be adequate to meet our operating and capital needs for the foreseeable future.

At September 30, 2011, cash on hand was $32.5 million and short-term investments were $121.4 million, which resulted in available short-term liquidity of $153.9 million. At December 31, 2010, our cash on hand of $31.7 million and short-term investments of $157.5 million resulted in available short-term liquidity of $189.2 million. The decrease in short-term liquidity from December 31, 2010 to September 30, 2011 primarily reflects a realignment of our fixed income portfolio from short-term to long-term, which increased long-term investments $86.9 million during the nine months ended September 30, 2011.

Operating Activities

Our working capital, which consists of current assets less current liabilities, decreased 7.0% from $305.0 million as of December 31, 2010 to $283.7 million as of September 30, 2011. The quick ratio, defined as cash, cash equivalents, short-term investments, and net accounts receivable, divided by current liabilities, decreased from 5.21 as of December 31, 2010 to 3.24 as of September 30, 2011. The current ratio, defined as current assets divided by current liabilities, decreased from 7.10 as of December 31, 2010 to 4.77 as of September 30, 2011. Our working capital, the quick ratio, and the current ratio decreased due to a decrease in short-term investments of $36.1 million, which was a result of the realignment of our fixed income portfolio from short-term to long-term, and an increase in accounts payable $10.4 million and an increase in unearned revenue of $8.6 million. Generally, the change in accounts payable is due to variations in the timing of the receipt of supplies, inventory and services and our subsequent payments for these purchases. Generally, fluctuations in unearned revenue result from variations in the timing of customer payments and our revenue recognition under contract terms for hardware acceptance, installation services and post-sale support and maintenance services.

Net accounts receivable increased 26.4% from $70.9 million at December 31, 2010 to $89.6 million at September 30, 2011. Our allowance for doubtful accounts was $0.2 million at December 31, 2010 and $4 thousand at September 30, 2011. Quarterly accounts receivable days sales outstanding (DSO) increased from 39 days as of December 31, 2010 to 43 days as of September 30, 2011. Net accounts receivable and DSO increased for the quarter ended September 30, 2011 due to the timing of sales and collections during the quarter. Other receivables increased from $4.0 million at December 31, 2010 to $12.5 million at September 30, 2011. Generally, the change in other receivables is due to the timing of shipments and payments received for materials supplied to our contract manufacturers.

Quarterly inventory turnover remained consistent at 3.8 turns as of December 31, 2010 and September 30, 2011. Inventory increased 17.6% from December 31, 2010 to September 30, 2011. Our investment in inventory increased during the nine months ended September 30, 2011 to support increasing customer demand, increases in inventories related to an increase in installation services activities, and to mitigate component supply constraints broadly affecting the industry. We expect inventory levels to fluctuate as we attempt to maintain sufficient inventory in response to seasonal cycles of our business; ensuring competitive lead times while managing the risk of inventory obsolescence that may occur due to rapidly changing technology and customer demand.

Accounts payable increased 45.5% from $22.8 million at December 31, 2010 to $33.2 million at September 30, 2011. Generally, the change in accounts payable is due to variations in the timing of the receipt of supplies, inventory and services and our subsequent payments for these purchases.

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Investing Activities

Capital expenditures totaled approximately $7.4 million and $9.5 million for the nine months ended September 30, 2010 and 2011, respectively. These expenditures were primarily used to purchase manufacturing and test equipment and computer software and hardware.

On August 4, 2011, we acquired all of the outstanding stock of Bluesocket, Inc., a provider of wireless network solutions with virtual control, for $23.8 million in cash.

Our combined short-term and long-term investments increased $50.9 million from $418.6 million at December 31, 2010 to $469.5 million at September 30, 2011. This increase reflects the impact of additional funds available for investment provided by our operating activities and proceeds from stock option exercises by our employees, reduced by our cash needs for equipment acquisitions, business acquisition, stock repurchases and dividends, as well as net realized and unrealized losses and amortization of net premiums on our combined investments.

We invest all available cash not required for immediate use in operations primarily in securities that we believe bear minimal risk of loss. At September 30, 2011 these investments included municipal variable rate demand notes of $60.7 million, municipal fixed-rate bonds of $140.9 million and corporate bonds of $176.7 million. At December 31, 2010, these investments included municipal variable rate demand notes of $116.7 million, municipal fixed-rate bonds of $71.5 million and corporate bonds of $127.1 million.

At September 30, 2011, we held $60.7 million of municipal variable rate demand notes, all of which were classified as available-for-sale. At September 30, 2011, 14% of our municipal variable rate demand notes had a credit rating of AAA, 72% had a credit rating of AA, 14% had a credit rating of A, and all contained put options of seven days. Despite the long-term nature of their stated contractual maturities, we routinely buy and sell these securities and we believe that we have the ability to quickly liquidate them. Our investments in these securities are recorded at fair value, and the interest rates reset every seven days. We believe we have the ability to sell our variable rate demand notes to the remarketing agent, tender agent or issuer at par value plus accrued interest in the event we decide to liquidate our investment in a particular variable rate demand note. At September 30, 2011, approximately 40% of our variable rate demand notes were supported by letters of credit from banks that we believe to be in good financial condition. The remaining 60% of our variable rate demand notes were supported by standby purchase agreements. As a result of these factors, we had no cumulative gross unrealized holding gains (losses) or gross realized gains (losses) from these investments. All income generated from these investments was recorded as interest income. We have not recorded any losses relating to municipal variable rate demand notes.

At September 30, 2011, we held $140.9 million of municipal fixed-rate bonds. These bonds are classified as available-for-sale and had an average duration of 1.1 years at September 30, 2011. At September 30, 2011, approximately 16% of our municipal fixed-rate bond portfolio had a credit rating of AAA, 66% had a credit rating of AA, and 18% had a credit rating of A. Because our bond portfolio has a high quality rating and contractual maturities of a short duration, we are able to obtain prices for these bonds derived from observable market inputs, or for similar securities traded in an active market, on a daily basis.

At September 30, 2011, we held $176.7 million of corporate bonds. These bonds are classified as available-for-sale and had an average duration of 0.9 years. At September 30, 2011, approximately 1% of our corporate bond portfolio had a credit rating of AAA, 13% had a credit rating of AA, 48% had a credit rating of A, and 38% had a credit rating of BBB. Because our bond portfolio has a high quality rating and contractual maturities of a short duration, we are able to obtain prices for these bonds derived from observable market inputs, or for similar securities traded in an active market, on a daily basis.

Our long-term investments increased 33.3% from $261.2 million at December 31, 2010 to $348.1 million at September 30, 2011. The primary reasons for the increase in our long-term investments were cash generated from operations and proceeds from stock option exercises by our employees. Long-term investments at September 30, 2011 and December 31, 2010 included an investment in a certificate of deposit of $48.3 million, which serves as collateral for our revenue bonds, as discussed below. We have various equity investments included in long-term investments at a cost of $12.7 million and $11.5 million, and with a fair value of $34.0 million and $48.0 million, at September 30, 2011 and December 31, 2010, respectively, including a single equity security, of which we held

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1.2 million shares and 1.5 million shares, carried at $21.3 million and $34.2 million of fair value at September 30, 2011 and December 31, 2010, respectively. The single security traded approximately 0.9 million shares per day in the nine months ended September 30, 2011 in an active market on a European stock exchange. Of the gross unrealized gains included in the fair value of our marketable securities at September 30, 2011, this single security comprised $20.9 million of this unrealized gain. Long-term investments at September 30, 2011 also include $6.1 million related to our deferred compensation plan; $2.2 million of other investments carried at cost, consisting of interests in two private equity funds and an investment in a privately held telecommunications equipment manufacturer; and $0.7 million of a fixed income bond fund.

We review our investment portfolio for potential other-than-temporary declines in value on an individual investment basis. We assess, on a quarterly basis, significant declines in value which may be considered other-than-temporary and, if necessary, recognize and record the appropriate charge to write-down the carrying value of such investments. In making this assessment, we take into consideration qualitative and quantitative information, including but not limited to the following: the magnitude and duration of historical declines in market prices, credit rating activity, assessments of liquidity, public filings, and statements made by the issuer. We generally begin our identification of potential other-than-temporary impairments by reviewing any security with a fair value that has declined from its original or adjusted cost basis by 25% or more for six or more consecutive months. We then evaluate the individual security based on the previously identified factors to determine the amount of the write-down, if any. As a result of our review, we recorded an other-than-temporary impairment charge of $32 thousand during the nine months ended September 30, 2011 related to seven marketable equity securities. For the nine months ended September 30, 2010, we recorded an other-than-temporary impairment charge of $43 thousand related to five marketable equity securities.

Financing Activities

Dividends

In July 2003, our Board of Directors elected to begin declaring quarterly dividends on our common stock considering the tax treatment of dividends and adequate levels of Company liquidity. During the nine months ended September 30, 2011, we paid dividends totaling $17.4 million.

Debt

We have amounts outstanding under loans made pursuant to an Alabama State Industrial Development Authority revenue bond (the Bond) which totaled $48.0 million at September 30, 2011 and December 31, 2010. At September 30, 2011, the estimated fair value of the Bond was approximately $48.3 million, based on a debt security with a comparable interest rate and maturity and a Standard & Poor s credit rating of A+. Included in long-term investments are restricted funds in the amount of $48.3 million at September 30, 2011 and December 31, 2010, which is a collateral deposit against the principal amount of the Bond. We have the right to set-off the balance of the Bond with the collateral deposit in order to reduce the balance of the indebtedness. The Bond matures on January 1, 2020, and bears interest at the rate of 5% per annum. In conjunction with this program, we are eligible to receive certain economic incentives from the state of Alabama that reduce the amount of payroll withholdings we are required to remit to the state for those employment positions that qualify under this program.

We are required to make payments in the amounts necessary to pay the principal and interest on the amounts currently outstanding. Based on positive cash flow from operating activities, we have decided to continue early partial redemptions of the Bond. It is our intent to make annual principal payments in addition to the interest amounts that are due. In connection with this decision, $1.5 million of the Bond debt has been classified in accounts payable in the Consolidated Balance Sheet.

Stock Repurchase Program

Since 1997, our Board of Directors has approved multiple share repurchase programs that have authorized open market repurchase transactions of up to 30 million shares of our common stock. During the nine months ended September 30, 2011, we repurchased 1.1 million shares of our common stock at an average price of $31.98 per share. We have the authority to purchase an additional 0.9 million shares of our common stock under the plan approved by the Board of Directors on April 14, 2008.

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On October 11, 2011, we announced that our Board of Directors had authorized the repurchase of an additional 5.0 million shares of our common stock to commence upon completion of the repurchase plan announced on April 14, 2008. Upon completion of the current plan, the new plan to repurchase 5.0 million shares will be implemented through open market or private purchases from time to time as conditions warrant.

To accommodate employee stock option exercises, we issued 1.8 million shares of treasury stock for $33.6 million during the nine months ended September 30, 2011. During the nine months ended September 30, 2010, we issued 1.2 million shares of treasury stock for $19.8 million.

Off-Balance Sheet Arrangements and Contractual Obligations

We do not have off-balance sheet financing arrangements and have not engaged in any related party transactions or arrangements with unconsolidated entities or other persons that are reasonably likely to materially affect liquidity or the availability of or requirements for capital resources. During the nine months ended September 30, 2011, there have been no material changes in contractual obligations and commercial commitments from those discussed in our most recent Annual Report on Form 10-K for the year ended December 31, 2010 filed on February 25, 2011 with the SEC.

We have committed to invest up to an aggregate of $7.9 million in two private equity funds, and we have contributed $8.4 million as of September 30, 2011, of which $7.7 million has been applied to these commitments. See Note 5 of Notes to Consolidated Financial Statements for additional information.

FACTORS THAT COULD AFFECT OUR FUTURE RESULTS

The following are some of the risks that could affect our financial performance or could cause actual results to differ materially from those expressed or implied in our forward-looking statements:

Our operating results may fluctuate in future periods, which may adversely affect our stock price.

Our revenue for a particular period can be difficult to predict, and a shortfall in revenue may harm our operating results.

General economic conditions may reduce our revenues and harm our operating results.

Our exposure to the credit risks of our customers and distributors may make it difficult to collect accounts receivable and could adversely affect our operating results and financial condition.

We expect gross margin to vary over time, and our level of product gross margin may not be sustainable.

We must continue to update and improve our products and develop new products in order to compete and to keep pace with improvements in telecommunications technology.

Our products may not continue to comply with the regulations governing their sale, which may harm our business.

Our failure or the failure of our contract manufacturers to comply with applicable environmental regulations could adversely impact our results of operations.

If our products do not interoperate with our customers networks, installations may be delayed or cancelled, which could harm our business.

The lengthy approval process required by major and other service providers for new products could result in fluctuations in our revenue.

We engage in research and development activities to improve the application of developed technologies, and as a consequence may miss certain market opportunities enjoyed by larger companies with substantially greater research and development efforts who may focus on more leading edge development.

We depend heavily on sales to certain customers; the loss of any of these customers would significantly reduce our revenues and net income.

Our strategy of outsourcing a portion of our manufacturing requirements to subcontractors located in Asia may result in us not meeting our cost, quality or performance standards.

Our dependence on a limited number of suppliers may prevent us from delivering our products on a timely basis, which could have a material adverse effect on customer relations and operating results.

We compete in markets that have become increasingly competitive, which may result in reduced gross profit margins and market share.

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Our estimates regarding future warranty obligations may change due to product failure rates, shipment volumes, field service obligations and other rework costs incurred in correcting product failures. If our estimates change, the liability for warranty obligations may be increased or decreased, impacting future cost of goods sold.

Managing our inventory is complex and may include write-downs of excess or obsolete inventory.

We may pursue acquisitions, which may expose us to a number of risks. If we are unable to mitigate these risks, our business may be negatively impacted.

Increased sales volume in international markets could result in increased costs or loss of revenue due to factors inherent in these markets.

We may be adversely affected by fluctuations in currency exchange rates.

Our success depends on our ability to reduce the selling prices of succeeding generations of our products.

Our failure to maintain rights to intellectual property used in our business could adversely affect the development, functionality, and commercial value of our products.

Software under license from third parties for use in certain of our products may not continue to be available to us on commercially reasonable terms.

We may incur liabilities or become subject to litigation that would have a material effect on our business.

Consolidation and deterioration in the competitive service provider market could result in a significant decrease in our revenue.

We depend on distributors who maintain inventories of our products. If the distributors reduce their inventories of these products, our sales could be adversely affected.

If we are unable to successfully develop relationships with system integrators, service providers, and enterprise value added resellers, our sales may be negatively affected.

If we fail to manage our exposure to worldwide financial and securities markets successfully, our operating results and financial statements could be materially impacted.

Changes in our effective tax rate or assessments arising from tax audits may have an adverse impact on our results.

Our success depends on attracting and retaining key personnel.

Regulatory and potential physical impacts of climate change may affect our customers and our production operations, resulting in adverse effects on our operating results.

While we believe our internal control over financial reporting is adequate, a failure to maintain effective internal control over financial reporting as our business expands could result in a loss of investor confidence in our financial reports and have an adverse effect on our stock price.

The price of our common stock has been volatile and may continue to fluctuate significantly.

The foregoing list of risks is not exclusive. For a more detailed description of the risk factors associated with our business, see Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2010, filed on February 25, 2011 with the SEC.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to financial market risks, including changes in interest rates and prices of marketable equity and fixed-income securities. The primary objective of the large majority of our investment activities is to preserve principal while at the same time achieving appropriate yields without significantly increasing risk. To achieve this objective, a majority of our marketable securities are investment grade, municipal, fixed-rate bonds, municipal variable rate demand notes and municipal money market instruments denominated in United States dollars. At September 30, 2011, 14% of our municipal variable rate demand notes had a credit rating of AAA, 72% had a rating of AA, and 14% had a credit rating of A, and all contained put options of seven days. At September 30, 2011, approximately 16% of our municipal fixed-rate bonds had a credit rating of AAA, 66% had a credit rating of AA, and the remaining 18% had a credit rating of A. At September 30, 2011, approximately 1% of our corporate bond portfolio had a credit rating of AAA, 13% had a credit rating of AA, 48% had a credit rating of A, and 38% had a credit rating of BBB.

We maintain depository investments with certain financial institutions. Although these depository investments may exceed government insured depository limits, we have evaluated the credit worthiness of these financial institutions, and determined the risk of material financial loss due to exposure of such credit risk to be minimal. As of September 30, 2011, $21.3 million of our cash and cash equivalents, primarily certain domestic money market funds and foreign depository accounts, were in excess of government provided insured depository limits.

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As of September 30, 2011, approximately $390.7 million of our cash and investments may be directly affected by changes in interest rates. We have performed a hypothetical sensitivity analysis assuming market interest rates increase or decrease by 50 basis points (bps) for an entire year, while all other variables remain constant. At September 30, 2011, we held $170.6 million of cash, money market instruments, floating rate corporate bonds and municipal variable rate demand notes where a change in interest rates would impact our interest income. A hypothetical 50 bps decline in interest rates as of September 30, 2011 would reduce annualized interest income on our cash, money market instruments, floating rate corporate bonds and municipal variable rate demand notes by approximately $0.7 million. In addition, we held $309.3 million of municipal and corporate bonds whose fair values may be directly affected by a change in interest rates. A hypothetical 50 bps increase in interest rates as of September 30, 2011 would reduce the fair value of our municipal and corporate bonds by approximately $1.6 million.

As of September 30, 2010, approximately $315.7 million of our cash and investments was subject to being directly affected by changes in interest rates. We have performed a hypothetical sensitivity analysis assuming market interest rates increase or decrease by 50 bps for the entire year, while all other variables remain constant. A hypothetical 50 bps decline in interest rates as of September 30, 2010 would have reduced annualized interest income on our cash, money market instruments and municipal variable rate demand notes by approximately $0.4 million. In addition, a hypothetical 50 bps increase in interest rates as of September 30, 2010 would have reduced the fair value of our municipal fixed-rate bonds and corporate bonds by approximately $1.6 million.

For further information about the fair value of our available-for-sale investments as of September 30, 2011 see Note 5 of Notes to Consolidated Financial Statements.

ITEM 4. CONTROLS AND PROCEDURES

(a) *Evaluation of disclosure controls and procedures.* Our Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) for ADTRAN. Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures as of the end of the period covered by this quarterly report, have concluded that our disclosure controls and procedures are effective.

(b) *Changes in internal control over financial reporting.* There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1A. RISK FACTORS

A list of factors that could materially affect our business, financial condition or operating results is included under Factors That Could Affect Our Future Results in Management s Discussion and Analysis of Financial Condition and Results of Operations contained in Item 2 of Part I of this report. There have been no material changes to the risk factors as disclosed in Item 1A of Part I of our most recent Annual Report on Form 10-K for the year ended December 31, 2010, filed on February 25, 2011 with the SEC.

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

The following table sets forth repurchases of our common stock for the months indicated:

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
July 1, 2011 July 31, 2011	500,000	$ 34.65	500,000	1,469,425
August 1, 2011 August 31, 2011	600,000	$ 29.75	600,000	869,425
September 1, 2011 September 31, 2011				869,425
Total	1,100,000		1,100,000	

On April 14, 2008, our Board of Directors approved additional repurchases of up to 5,000,000 shares of our common stock. This plan will be implemented through open market purchases from time to time as conditions warrant.

On October 11, 2011, our Board of Directors approved additional repurchases of up to 5,000,000 shares of our common stock. Upon completion of the current plan, under which we have the remaining authority to purchase 0.9 million shares, this plan will be implemented through open market purchases from time to time as conditions warrant.

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ITEM 6. EXHIBITS

Exhibits.

Exhibit No.	Description
31	Rule 13a-14(a)/15d-14(a) Certifications
32	Section 1350 Certifications
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 Labels Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document

* Pursuant to Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

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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.

ADTRAN, INC.
(Registrant)

Date: November 3, 2011

/s/ James E. Matthews
James E. Matthews
Senior Vice President Finance,
Chief Financial Officer, Treasurer,
Secretary and Director
(Principal Accounting Officer)

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