

EMC CORP
Form 11-K
June 27, 2002

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

ý ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended December 31, 2001

or

o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-9853

EMC Corporation 401(k) Savings Plan

(Full title of the Plan)

EMC Corporation

(Name of issuer of the securities held pursuant to the Plan)

35 Parkwood Drive, Hopkinton, Massachusetts 01748
(address of principal executive office)

EMC Corporation 401(k) Savings Plan

Financial Statements and Supplemental Schedule
December 31, 2001 and 2000

EMC Corporation 401(k) Savings Plan

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*
Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because such schedules are not applicable.

Report of Independent Accountants

To the Participants and Plan Administrator of the
EMC Corporation 401(k) Savings Plan

In our opinion, the accompanying statements of assets available for plan benefits and the related statements of changes in assets available for plan benefits present fairly, in all material respects, the assets available for plan benefits of the EMC Corporation 401(k) Savings Plan (the "Plan") at December 31, 2001 and 2000, and the changes in assets available for plan benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

As discussed in Note 1, the Data General Corporation Savings and Investment Plan was merged into the Plan on January 1, 2000.

/s/ PricewaterhouseCoopers LLP

June 27, 2002
PricewaterhouseCoopers LLP
Boston, Massachusetts

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| | 2001 | 2000 |
|-----------------------------------------|-----------------------|-----------------------|
| Assets | | |
| Investments at fair value: | | |
| Common collective trust: | | |
| Fidelity Managed Income Portfolio Fund | \$ 59,533,906* | \$ 50,561,019* |
| Mutual funds: | | |
| Fidelity Equity Income Fund | 55,590,593* | 55,955,157* |
| Fidelity Independence Fund | 43,050,606* | 56,339,953* |
| Fidelity Magellan Fund | 145,081,973* | 157,472,593* |
| Fidelity Puritan Fund | 45,218,872* | 42,640,509* |
| Other mutual funds | 253,068,633 | 222,142,177 |
| Total mutual funds | 542,010,677 | 534,550,389 |
| EMC Corporation Stock Fund: | | |
| EMC Corporation common stock | 13,015,793 | 23,942,128 |
| Interest bearing cash | 131,118 | 206,447 |
| Total EMC Corporation Stock Fund | 13,146,911 | 24,148,575 |
| Loans to participants | 14,481,579 | 12,438,538 |
| Total investments | 629,173,073 | 621,698,521 |
| Receivables: | | |
| Employer contributions | 6,973,975 | 7,746,205 |
| Participant contributions | | 1,990,730 |
| Investment income receivable | 322 | 2,085 |
| Total receivables | 6,974,297 | 9,739,020 |
| Assets available for benefits | \$ 636,147,370 | \$ 631,437,541 |

*

Represents 5% or more of assets available for benefits.

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

EMC Corporation 401(k) Savings Plan
Statements of Changes in Assets Available for Plan Benefits
Years Ended December 31, 2001 and 2000

2001

2000

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| | <u>2001</u> | <u>2000</u> |
|---------------------------------------------------------------------------------|-----------------------|-----------------------|
| Additions: | | |
| Investment income: | | |
| Net appreciation (depreciation) of investments: | | |
| Mutual funds | \$ (80,676,760) | \$ (73,396,752) |
| EMC Corporation common stock | (26,894,844) | 1,586,182 |
| | <u>(107,571,604)</u> | <u>(71,810,570)</u> |
| Dividends and interest: | | |
| Mutual funds | 17,861,312 | 50,322,674 |
| EMC Corporation common stock | 165,774 | 127,211 |
| | <u>18,027,086</u> | <u>50,449,885</u> |
| | <u>(89,544,518)</u> | <u>(21,360,685)</u> |
| Contributions: | | |
| Employer contributions | 28,650,521 | 23,747,714 |
| Participant contributions | 90,033,953 | 75,226,508 |
| Participant rollovers from other qualified plans | 13,361,629 | 31,199,984 |
| | <u>132,046,103</u> | <u>130,174,206</u> |
| Total additions | <u>42,501,585</u> | <u>108,813,521</u> |
| Deductions: | | |
| Benefits paid to participants | 37,780,353 | 33,306,222 |
| Administrative fees | 11,403 | 11,239 |
| | <u>37,791,756</u> | <u>33,317,461</u> |
| Net increase prior to plan merger | 4,709,829 | 75,496,060 |
| Merger of plan assets from Data General Corporation Savings and Investment Plan | | <u>229,200,245</u> |
| Net increase | 4,709,829 | 304,696,305 |
| Assets available for benefits: | | |
| Beginning of year | <u>631,437,541</u> | <u>326,741,236</u> |
| End of year | <u>\$ 636,147,370</u> | <u>\$ 631,437,541</u> |

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

Notes to Financial Statements

1. Description of the Plan

The following description of the EMC Corporation 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a contributory defined contribution plan established January 1, 1983 for the purpose of providing an opportunity for retirement income and increased savings to the employees of EMC Corporation (the "Company"). Plan assets acquired under this Plan as a result of contributions, investment income, and other additions to the Plan will be administered for the exclusive benefit of the participants and their beneficiaries. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

During 2000 and 2001, participants could elect to contribute an amount not to exceed, in the aggregate, between 1% and 17% and 1% and 19%, respectively (25% as of January 1, 2002) of their compensation on a pretax basis while participating in the Plan. Participants may also contribute amounts representing distributions from other qualified plans. In any Plan year, the Company may contribute to participants' accounts a quarterly matching contribution equal to a percentage of the participant's compensation contributed to the Plan as determined by the Company's Board of Directors up to a maximum quarterly matching contribution of \$750. In addition, discretionary Company profit sharing contributions based on different discretionary goals established for separate business units within the Company may be made upon a vote of the Board of Directors. To be eligible for an allocation of Company quarterly matching contributions, a participant must be employed by the Company on the last business day of the calendar quarter. To be eligible for an allocation of discretionary Company profit sharing contributions, a participant must have completed at least 1,000 hours of service during the Plan year and be employed by the Company on the last day of the Plan year. Contributions are subject to certain limitations under the Internal Revenue Code of 1986, as amended (the "Code"). During 2000 and 2001, the Company did not make any discretionary profit sharing contributions. Effective May 1, 2002, participants age 50 or over or who will attain age 50 by 2002, are eligible to contribute up to \$1,000 to the Plan in addition to the IRS maximum contribution.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's discretionary matching contribution and an allocation of the profit sharing contributions and Plan earnings and debited with applicable expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting and Forfeiture

Participants are immediately vested 100% in their voluntary contributions, rollover contributions, Company discretionary matching contributions plus the investment earnings arising from these

contributions. Company discretionary profit sharing contributions are subject to a vesting schedule based on the number of years of continuous service as follows:

| Years of Service | Vested Percentage |
|-------------------------|----------------------|
| Less than 1 year | 0% |
| 1 year but less than 2 | 25% |
| 2 years but less than 3 | 50% |
| 3 years but less than 4 | 75% |
| 4 years or more | 100% |

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Participants' interest in their accounts shall become 100% vested and nonforfeitable without regard to their credited years of service if they are employed by the Company on or after age 65, incur a permanent and total disability or die while employed by the Company.

If a participant who is not fully vested terminates employment with the Company, the participant shall be entitled to the vested portion of their account. The nonvested portion is forfeited and will be applied to the payment of Plan expenses.

Investment Options

Participants elect to invest the contributions to their accounts in five percent increments in the following options:

| | |
|------------------------------------------------------------------------------------|---------------------------------------------|
| Fidelity Managed Income Portfolio Fund (Stable Value Fund) | Fidelity Freedom 2020 Fund |
| Fidelity Magellan Fund | Fidelity Freedom 2030 Fund |
| Fidelity Puritan Fund | Fidelity Freedom 2040 Fund |
| Fidelity Equity Income Fund | Fidelity Spartan Extended Market Index Fund |
| Fidelity Retirement Money Market Fund | American Washington Mutual Investors Fund |
| Fidelity Equity Income II Fund | American Europacific Growth Fund |
| Fidelity Conservative Strategy Fund | T. Rowe Price Mid Cap Growth Fund |
| Fidelity Moderate Strategy Fund | T. Rowe Price Value Fund |
| Fidelity Aggressive Strategy Fund | Brandywine Growth Fund |
| Fidelity Spartan U.S. Equity Index Fund | Domini Social Equity Fund |
| Fidelity Independence Fund (formerly known as the Fidelity Retirement Growth Fund) | Janus Worldwide Fund |
| Fidelity Low Price Stock Fund | PIMCO Total Return Adm Fund |
| Fidelity Freedom Income Fund | Franklin Small Cap Growth Fund |
| Fidelity Freedom 2000 Fund | Templeton Foreign A Fund |
| Fidelity Freedom 2010 Fund | Vanguard U.S. Growth Fund |
| | EMC Corporation Stock Fund |

Participants may change their investment options as determined by the rules applicable to each investment.

Payment of Benefits

Benefits are payable upon normal retirement age (65), death, separation from service or proven hardship. Participants who were a Plan member as of December 31, 1988 may elect to receive the value of their vested interest in his or her account in the form of an installment or in a lump-sum distribution. Plan members after such date will receive their vested interest in his or her account in a lump-sum distribution. In any event, payment of benefits must commence when the participant reaches age 70^{1/2} or, if later, following the year they terminate employment. However, a 5% owner

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of the Company will be required to begin receiving minimum distributions from their account by the April 1 following attainment of age 70^{1/2} regardless of whether they have terminated employment at that time.

Participant Notes Receivable

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or one-half of the participant's vested account balance. Loan terms range from 1-5 years or up to 10 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Company, as Plan administrator. Interest rates ranged from 8.00% 10.5% for 2001 and 8.25% 10.5% for 2000. Principal and interest are paid ratably through payroll deductions.

Merger into Plan

On October 12, 1999, the Company acquired Data General Corporation. In connection with the acquisition, the Data General Corporation Savings and Investment Plan (the "Data General Plan") merged into the Plan on January 1, 2000 resulting in the transfer of assets of \$223,571,109 and the transfer of participant loans of \$5,629,136 into the Plan. Former participants of the Data General Plan, eligible to participate in the Plan, began to participate in the Plan on January 1, 2000.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are valued at fair value. Investments in shares of mutual funds are valued based on net asset value announced by the fund at year-end. Investments in shares of the common collective trust are valued at contract value, which approximates fair value, for determining the net asset value. The Company's common stock, par value \$.01 per share ("Common Stock"), is valued at the quoted market price on the last business day of the Plan year. Loans to participants are valued at cost plus accrued interest, which approximates fair value.

The Plan presents in the statements of changes in assets available for plan benefits net appreciation (depreciation) in the fair value of its investments which consists of realized gains or losses and unrealized appreciation (depreciation) on investments. The cost of investments is determined on the average cost basis in calculating realized gains or losses.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

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Expenses of the Plan

Administrative expenses, including legal and participant accounting, and other costs of administering the Plan, and all expenses directly relating to the investments are charged to and paid by the Company.

Termination of the Plan

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan. The Plan administrator, upon termination, shall cause the assets of the Plan to be allocated as described in the Plan agreement. In the event of Plan termination, participants will become 100% vested in their accounts.

Payment of Benefits

Benefits are recorded when paid.

3. Tax Status of the Plan

The Internal Revenue Service has determined and informed the Plan sponsor by a letter dated November 18, 1998 that the Plan and related trust are designed in accordance with applicable sections of the Code. The Plan has since been amended and a filing for a new letter was submitted on November 16, 2001. Management has asserted the Plan, as amended, and its operations have been and continue to be in accordance with all applicable provisions of the Code and ERISA. Therefore, no provisions for income taxes are required.

4. Related Party Transactions

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The Plan invests in Common Stock of EMC Corporation and transactions in this Common Stock are related party transactions. During the years ended December 31, 2001 and 2000, the Plan purchased shares of the Common Stock having values of \$16,534,985 and \$12,916,668, respectively, and sold shares of the Common Stock having values of \$2,018,786 and \$1,778,738, respectively.

Certain Plan investments are shares of mutual funds managed by FMR Corp. FMR Corp. is a related party to the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Fees paid by the Plan for the investment management and recordkeeping services amounted to \$11,403 for the year ended December 31, 2001. Loans to participants also qualify as party-in-interest transactions.

5. Differences between Financial Statements and Presentation of Asset Information in Form 5500

As described in Note 1 of these financial statements, the Data General Plan was merged into the Plan as of January 1, 2000 and the December 31, 1999 financial statements for the Plan do not reflect the merger. The Form 5500 for the Plan shows the transfer of assets occurring on December 31, 1999. The two approaches reflect agreement that the assets and participants had moved to the respective recipient plan as of January 1, 2000. The only difference concerns whether the transfer in from the Data General Plan occurred as of January 1, 2000 or, instead, occurred the moment before that i.e., as of the close of business on December 31, 1999.

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EMC Corporation 401(k) Savings Plan

Schedule of Assets (Held at End of Year)

(Schedule H, Part IV, Item 4i, Form 5500)

December 31, 2001

Supplemental Schedule

| Shares/Units | Description | Current Value |
|------------------------------------|--------------------------------------------|---------------|
| Common Collective Trust | | |
| 59,533,906 | Fidelity Management Income Portfolio Fund* | \$ 59,533,906 |
| Mutual Funds | | |
| Fidelity Investments Mutual Funds: | | |
| 1,392,074 | Magellan Fund* | 145,081,973 |
| 2,559,076 | Puritan Fund* | 45,218,872 |
| 1,139,852 | Equity Income Fund* | 55,590,593 |
| 20,424,617 | Retirement Money Market Fund* | 20,424,617 |
| 1,370,615 | Equity Income II Fund* | 28,824,025 |
| 51,719 | Conservative Strategy Fund* | 667,699 |
| 182,615 | Moderate Strategy Fund* | 2,383,119 |
| 383,239 | Aggressive Strategy Fund* | 4,970,608 |
| 2,729,905 | Independence Fund* | 43,050,606 |
| 628,300 | Low Price Stock Fund* | 17,227,996 |
| 34,005 | Freedom Income Fund* | 371,674 |
| 63,964 | Freedom 2000 Fund* | 736,863 |
| 226,760 | Freedom 2010 Fund* | 2,859,439 |
| 506,730 | Freedom 2020 Fund* | 6,374,665 |
| 656,273 | Freedom 2030 Fund* | 8,242,794 |
| 17,916 | Freedom 2040 Fund* | 132,399 |
| 62,353 | Spartan Extended Market Index Fund* | 1,477,773 |
| 563,209 | Spartan U.S. Equity Index Fund* | 22,888,804 |
| American Funds: | | |
| 491,996 | Europacific Growth Fund | 13,219,930 |
| 281,228 | Washington Mutual Investors Fund | 7,944,700 |

T. Rowe Price Funds:

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| Shares/Units | Description | Current Value |
|--------------|----------------------------------|----------------|
| 274,301 | Mid Cap Growth Fund | 10,807,449 |
| 293,303 | Value Fund | 5,537,565 |
| 515,882 | Brandywine Growth Fund | 12,045,838 |
| 506,481 | Janus Worldwide | 22,204,128 |
| 41,676 | Domini Social Equity | 1,140,683 |
| 1,325,961 | PIMCO Total Return Admin Fund | 13,869,554 |
| 822,729 | Franklin Small Cap Growth Fund | 25,644,464 |
| 326,459 | Templeton Foreign A Fund | 3,019,744 |
| 1,063,772 | Vanguard U.S. Growth Fund | 20,052,103 |
| | Total Mutual funds | 542,010,677 |
| 968,437 | EMC Corporation common stock* | 13,015,793 |
| | Interest bearing cash | 131,118 |
| | Total EMC Corporation Stock Fund | 13,146,911 |
| | Loans to participants* | 14,481,579 |
| | Total | \$ 629,173,073 |

* Party-in-interest.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

EMC CORPORATION 401(k) SAVINGS PLAN

By: EMC Corporation, Plan Administrator

Date: June 27, 2002

By: /s/ WILLIAM J. TEUBER, JR.

William J. Teuber, Jr.
Executive Vice President and
Chief Financial Officer

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EXHIBIT INDEX

Exhibit 23.1 Consent of Independent Accountants

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