MONOLITHIC POWER SYSTEMS INC
Form 10-Q
July 29, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2016

OR

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

Commission file number: 000-51026

Monolithic Power Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**77-0466789**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

79 Great Oaks Boulevard, San Jose, CA 95119

(Address of principal executive offices)(Zip code)

(408) 826-0600

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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

There were 40,492,256 shares of the registrant's common stock issued and outstanding as of July 25, 2016.

MONOLITHIC POWER SYSTEMS, INC.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MONOLITHIC POWER SYSTEMS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, except par value)

(unaudited)

	June 30,	December 31,
	2016	2015
ASSETS		
Current assets:		
Cash and cash equivalents	$82,046	$90,860
Short-term investments	161,818	144,103
Accounts receivable, net	31,351	30,830
Inventories	69,919	63,209
Other current assets	3,980	2,926
Total current assets	349,114	331,928
Property and equipment, net	74,293	65,359
Long-term investments	5,294	5,361
Goodwill	6,571	6,571
Acquisition-related intangible assets, net	4,027	5,053
Deferred tax assets, net	644	672
Other long-term assets	28,698	16,341
Total assets	$468,641	$431,285
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$19,140	$13,487
Accrued compensation and related benefits	14,116	9,812
Accrued liabilities	18,855	19,984
Total current liabilities	52,111	43,283
Income tax liabilities	3,328	2,941
Other long-term liabilities	18,062	16,545
Total liabilities	73,501	62,769
Commitments and contingencies		
Stockholders' equity:		

Common stock and additional paid-in capital, $0.001 par value; shares authorized: 150,000; shares issued and outstanding: 40,480 and 39,689 as of June 30, 2016 and December 31, 2015, respectively	289,129	265,763
Retained earnings	105,883	101,287
Accumulated other comprehensive income	128	1,466
Total stockholders’ equity	395,140	368,516
Total liabilities and stockholders’ equity	$468,641	$431,285

See accompanying notes to unaudited condensed consolidated financial statements.

MONOLITHIC POWER SYSTEMS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per-share amounts)

(unaudited)

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2016	**2015**	**2016**	**2015**
Revenue	$94,079	$81,416	$178,591	$154,954
Cost of revenue	43,153	37,287	82,155	71,142
Gross profit	50,926	44,129	96,436	83,812
Operating expenses:				
Research and development	17,876	15,743	35,197	31,781
Selling, general and administrative	21,531	17,964	39,299	35,482
Litigation expense (benefit), net	(8)	311	37	581
Total operating expenses	39,399	34,018	74,533	67,844
Income from operations	11,527	10,111	21,903	15,968
Interest and other income, net	597	235	1,140	877
Income before income taxes	12,124	10,346	23,043	16,845
Income tax provision	926	2,447	1,270	2,983
Net income	$11,198	$7,899	$21,773	$13,862
Net income per share:				
Basic	$0.28	$0.20	$0.54	$0.35
Diluted	$0.27	$0.19	$0.52	$0.34
Weighted-average shares outstanding:				
Basic	40,387	39,570	40,208	39,337
Diluted	41,716	40,745	41,681	40,670
Cash dividends declared per common share	$0.20	$0.20	$0.40	$0.40

See accompanying notes to unaudited condensed consolidated financial statements.

MONOLITHIC POWER SYSTEMS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)

(unaudited)

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2016	**2015**	**2016**	**2015**
Net income	$11,198	$7,899	$21,773	$13,862
Other comprehensive income (loss), net of tax:				
Change in unrealized losses on auction-rate securities, net of $0 tax in 2016 and 2015	(59)	(19)	(67)	(14)
Change in unrealized gains on other available-for-sale securities, net of $0 tax in 2016 and 2015	52	4	270	35
Foreign currency translation adjustments	(2,039)	105	(1,541)	354
Total other comprehensive income (loss), net of tax	(2,046)	90	(1,338)	375
Comprehensive income	$9,152	$7,989	$20,435	$14,237

See accompanying notes to unaudited condensed consolidated financial statements.

MONOLITHIC POWER SYSTEMS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(unaudited)

	Six Months Ended June 30,	
	2016	**2015**
Cash flows from operating activities:		
Net income	$21,773	$13,862
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of intangible assets	6,873	7,092
Loss on sales of property and equipment	58	-
(Gains) losses on investments, net	(244)	256
Deferred taxes, net	12	-
Excess tax benefits from equity awards	(361)	(2,648)
Stock-based compensation expense	20,726	18,716
Changes in operating assets and liabilities:		
Accounts receivable	(520)	(1,134)
Inventories	(6,758)	(24,029)
Other assets	(10,417)	405
Accounts payable	7,176	4,687
Accrued liabilities	769	2,807
Income tax liabilities	395	1,122
Accrued compensation and related benefits	4,386	2,213
Net cash provided by operating activities	43,868	23,349
Cash flows from investing activities:		
Property and equipment purchases	(18,678)	(6,655)
Purchases of short-term investments	(106,004)	(129,663)
Proceeds from sales of short-term investments	87,919	91,962
Contributions to employee deferred compensation plan, net	(1,623)	(2,775)
Net cash used in investing activities	(38,386)	(47,131)
Cash flows from financing activities:		
Property and equipment purchased on extended payment terms	(150)	(150)
Proceeds from exercise of stock options	1,040	6,680
Proceeds from shares issued under the employee stock purchase plan	1,285	1,121
Repurchases of common shares	-	(18,129)
Dividends and dividend equivalents paid	(16,480)	(13,842)
Excess tax benefits from equity awards	361	2,648
Net cash used in financing activities	(13,944)	(21,672)
Effect of change in exchange rates	(352)	56
Net decrease in cash and cash equivalents	(8,814)	(45,398)

Cash and cash equivalents, beginning of period	90,860	126,266
Cash and cash equivalents, end of period	$82,046	$80,868
Supplemental disclosures for cash flow information:		
Cash paid for taxes and interest	$712	$1,755
Supplemental disclosures of non-cash investing and financing activities:		
Liability accrued for property and equipment purchases	$472	$681
Liability accrued for dividends and dividend equivalents	$9,312	$9,121

See accompanying notes to unaudited condensed consolidated financial statements.

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared by Monolithic Power Systems, Inc. (the "Company" or "MPS") in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP") have been condensed or omitted in accordance with these accounting principles, rules and regulations. The information in this report should be read in conjunction with the Company's audited consolidated financial statements and notes thereto included in the Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on February 29, 2016.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments (consisting only of normal recurring adjustments) necessary to present fairly the Company's financial position, results of operations and cash flows for the interim periods presented. The financial statements contained in this Form 10-Q are not necessarily indicative of the results that may be expected for the year ending December 31, 2016 or for any other future periods.

Summary of Significant Accounting Policies

There have been no changes to the Company's significant accounting policies during the three and six months ended June 30, 2016 as compared to the significant accounting policies described in the Company's audited consolidated financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2015.

Recent Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-13, *Financial Instruments – Credit Losses: Measurement of Credit Losses on Financial Instruments,* which introduces a model based on expected losses to estimate credit losses for most financial assets and certain other instruments. In addition, for available-for-sale debt securities with unrealized losses, the losses will be recognized as allowances rather than reductions in the amortized cost of the securities. The standard will be effective for annual reporting periods beginning after December 15, 2019, with early adoption permitted for annual reporting periods beginning after December 15, 2018. Entities will apply the standard's provisions by recording a cumulative-effect adjustment to retained earnings. The Company is evaluating the impact of the adoption on its consolidated financial position, results of operations, cash flows and disclosures.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation—Stock Compensation: Improvements to Employee Share-Based Payment Accounting,* which changes how entities account for certain aspects of share-based payment awards, including the accounting for excess tax benefits and tax deficiencies, forfeitures, statutory tax withholding requirements, as well as classification of excess tax benefits in the statements of cash flows. The standard will be effective for annual reporting periods beginning after December 15, 2016, with early adoption permitted. The manner of application varies by the different provisions of the guidance, with certain provisions applied on a retrospective or modified retrospective approach, while others are applied prospectively. The Company is evaluating the impact of the adoption on its consolidated financial position, results of operations, cash flows and disclosures.

In February 2016, the FASB issued ASU No. 2016-02, *Leases,* which requires entities to recognize a right-of-use asset and a lease liability on the balance sheets for substantially all leases with a lease term greater than 12 months, including leases currently accounted for as operating leases. The standard requires modified retrospective adoption and will be effective for annual reporting periods beginning after December 15, 2018, with early adoption permitted. The Company is evaluating the impact of the adoption on its consolidated financial position, results of operations, cash flows and disclosures.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers,* which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The standard's core principle is that an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In July 2015, the FASB approved a one-year deferral of the effective date. The standard will be effective for annual reporting periods beginning after December 15, 2017. Early adoption is permitted for reporting periods beginning after December 15, 2016. The standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. The Company is evaluating the impact of the adoption on its consolidated financial position, results of operations, cash flows and disclosures.

2. STOCK-BASED COMPENSATION

Stock Plan

The Board of Directors adopted the 2014 Equity Incentive Plan (the “2014 Plan”) in April 2013, and the stockholders approved it in June 2013. In October 2014, the Board of Directors approved certain amendments to the 2014 Plan. The 2014 Plan became effective on November 13, 2014 and provides for the issuance of up to 5.5 million shares. The 2014 Plan will expire on November 13, 2024. As of June 30, 2016, 3.9 million shares remained available for future issuance.

Stock-Based Compensation Expense

The Company recognized stock-based compensation expenses as follows (in thousands):

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2016	**2015**	**2016**	**2015**
Cost of revenue	$380	$284	$814	$526
Research and development	3,318	2,503	7,016	5,123
Selling, general and administrative	8,049	6,710	12,896	13,067
Total	$11,747	$9,497	$20,726	$18,716

In the first quarter of 2016, the Company’s then Chief Financial Officer retired. As the service or performance conditions for certain of her unvested restricted stock units (“RSUs”) had not been satisfied at the time of her departure, the Company reversed previously accrued stock-based compensation expenses of approximately $2.9 million associated with the unvested shares and recorded the one-time credit in selling, general and administrative expenses for the three months ended March 31, 2016.

RSUs

The Company’s RSUs include time-based RSUs, RSUs with performance conditions (“PSUs”), RSUs with market and performance conditions (“MPSUs”), and RSUs with market conditions (“MSUs”). Vesting of all awards requires continued service for the Company. In addition, vesting of awards with performance conditions or market conditions is subject to the achievement of pre-determined performance goals. A summary of RSU activity is presented in the table below (in thousands, except per-share amounts):

	Time-Based RSUs	Weighted-Average Grant Date Fair Value Per Share	PSUs and MPSUs	Weighted-Average Grant Date Fair Value Per Share	MSUs	Weighted-Average Grant Date Fair Value Per Share	Total	Weighted-Average Grant Date Fair Value Per Share
Outstanding at January 1, 2016	499	$ 40.75	1,933	$ 38.99	1,800	$ 23.57	4,232	$ 32.64
Granted	116	$ 61.45	1,253 (1)	$ 40.77	-	$ -	1,369	$ 42.52
Performance adjustment	-	$ -	(234) (2)	$ 41.14	-	$ -	(234)	$ 41.14
Released	(142)	$ 33.69	(563)	$ 30.07	-	$ -	(705)	$ 30.80
Forfeited	(18)	$ 42.92	(129)	$ 36.82	(180)	$ 23.57	(327)	$ 029.87
Outstanding at June 30, 2016	455	$ 48.18	2,260	$ 42.10	1,620	$ 23.57	4,335	$ 35.81

(1) Amount reflects the maximum number of PSUs and MPSUs that can be earned assuming the achievement of the highest level of performance conditions.

(2) Amount reflects the adjustment to the number of PSUs and MPSUs that have not been earned or may not be earned based on management’s probability assessment at each reporting period.

The intrinsic value related to awards released for the three months ended June 30, 2016 and 2015 was $13.5 million and $8.4 million, respectively. The intrinsic value related to awards released for the six months ended June 30, 2016 and 2015 was $42.6 million and $33.9 million, respectively. As of June 30, 2016, the total intrinsic value of all outstanding awards was $296.1 million, based on the closing stock price of $68.32. As of June 30, 2016, unamortized compensation expense related to all outstanding awards was approximately $105.8 million with a weighted-average remaining recognition period of approximately four years.

2016 Time-Based RSUs:

For the six months ended June 30, 2016, the Board of Directors granted 116,000 shares with service conditions to employees and non-employee directors. The RSUs vest over one year for non-employee directors and four years for employees, subject to continued employment with the Company.

2016 PSUs:

In February 2016, the Board of Directors granted 285,000 shares to the executive officers, which represent a target number of RSUs to be awarded based on the Company's average two-year (2016 and 2017) revenue growth rate compared against the analog industry's average two-year revenue growth rate as determined by the Semiconductor Industry Association ("2016 Executive PSUs"). The maximum number of 2016 Executive PSUs that an executive officer can earn is 300% of the target shares. 50% of the 2016 Executive PSUs will vest in the first quarter of 2018 if the pre-determined performance goals are met during the performance period and approved by the Compensation Committee. The remaining shares will vest over the following two years on a quarterly basis. Vesting is subject to the employees' continued employment with the Company. In March 2016, the Company cancelled 32,000 shares granted in February 2016 as a result of the departure of its then Chief Financial Officer. Assuming the achievement of the highest level of performance goals, the total stock-based compensation cost for the 2016 Executive PSUs is approximately $30.0 million.

In February 2016, the Board of Directors granted 64,000 shares to certain non-executive employees, which represent a target number of RSUs to be awarded based on the Company's 2017 revenue goals for certain regions or product line divisions, or the Company's average two-year (2016 and 2017) revenue growth rate compared against the analog industry's average two-year revenue growth rate as determined by the Semiconductor Industry Association ("2016 Non-Executive PSUs"). The maximum number of 2016 Non-Executive PSUs that an employee can earn is either 200% or 300% of the target shares, depending on the job classification of the employee. 50% of the 2016 Non-Executive PSUs will vest in the first quarter of 2018 if the pre-determined performance goals are met during the performance period and approved by the Compensation Committee. The remaining shares will vest over the following two years on an annual or quarterly basis. Vesting is subject to the employees' continued employment with the Company. Assuming the achievement of the highest level of performance goals, the total stock-based compensation cost for the 2016 Non-Executive PSUs is approximately $6.2 million.

The 2016 Executive PSUs and the 2016 Non-Executive PSUs contain a purchase price feature, which requires the employees to pay the Company $20 per share upon vesting of the shares. Shares that do not vest will not be subject to the purchase price payment. The Company determined the grant date fair value of the 2016 Executive PSUs and the 2016 Non-Executive PSUs using the Black-Scholes model with the following assumptions: stock price of $58.98, expected term of 2.6 years, expected volatility of 31.1% and risk-free interest rate of 0.9%.

2015 MPSUs:

On December 31, 2015, the Board of Directors granted 127,000 shares to the executive officers and certain key employees, which represent a target number of RSUs to be awarded upon achievement of both market conditions and performance conditions (“2015 MPSUs”). The maximum number of 2015 MPSUs that an employee can earn is 500% of the target shares. The 2015 MPSUs consist of four separate tranches with various performance periods ending on December 31, 2019. The first tranche contains market conditions only, which require the achievement of five MPS stock price targets ranging from $71.36 to $95.57 over a four-year period. The second, third and fourth tranches contain both market conditions and performance conditions. Each tranche requires the achievement of five MPS stock price targets to be measured against a base price equal to the greater of: (1) the average closing stock price during the 20 consecutive trading days immediately before the start of the measurement period for that tranche, or (2) the closing stock price immediately before the start of the measurement period for that tranche. In addition, each of the second, third and fourth tranches requires the achievement of one of following six operating metrics:

1. Successful implementation of full digital solutions vs. current analog topology for certain products.
2. Successful implementation and adoption by a key player of an integrated, software-based, field-oriented-control with 3D hall sensor to motor driver.
3. Successful implementation of certain advanced power analog processes.
4. Successful design wins and achievement of a specific level of revenue with a global networking customer.
5. Achievement of a specific level of revenue with a global electronics manufacturer.
6. Achievement of a specific level of market share with certain core power products.

Subject to the employees’ continued employment with the Company, the 2015 MPSUs will fully vest on January 1, 2020 if the pre-determined individual market and performance goals in each tranche are met during the performance periods and approved by the Compensation Committee. In addition, the 2015 MPSUs contain post-vesting restrictions on sales of the vested shares by employees for up to two years.

The Company determined the grant date fair value of the 2015 MPSUs using a Monte Carlo simulation model with the following weighted-average assumptions: stock price of $61.35, expected volatility of 33.2%, risk-free interest rate of 1.3%, and an illiquidity discount of 7.8% to account for the post-vesting sales restrictions. In March 2016, the Company cancelled 13,000 shares of the 2015 MPSUs as a result of the departure of its then Chief Financial Officer. Assuming the achievement of all of the required performance goals, the total stock-based compensation cost for the 2015 MPSUs is approximately $24.6 million to be recognized as follows: $8.3 million for the first tranche, $4.5 million for the second tranche, $5.2 million for the third tranche, and $6.6 million for the fourth tranche.

For the first tranche, stock-based compensation expense is being recognized over four years even if the market conditions are not satisfied. For the second, third and fourth tranches, stock-based compensation expense for each tranche will be recognized depending upon the number of the operating metrics management deems probable of achievement in each reporting period. As of March 31, 2016 and June 30, 2016, based on management’s assessment, two of the six operating metrics were considered probable of being achieved during the performance period. Accordingly, stock-based compensation expense is being recognized for the second and third tranches over four years.

Stock Options

As of June 30, 2016, outstanding and vested options totaled 34,000 shares, with a weighted-average exercise price of $15.68, a weighted-average remaining contractual term of 1.5 years, and an aggregate intrinsic value of $1.8 million.

Total intrinsic value of options exercised was $1.4 million and $12.9 million for the three months ended June 30, 2016 and 2015, respectively. Total intrinsic value of options exercised was $2.5 million and $15.4 million for the six months ended June 30, 2016 and 2015, respectively. The net cash proceeds from the exercise of stock options were $1.0 million and $6.7 million for the six months ended June 30, 2016 and 2015, respectively. As of June 30, 2016, there was no unamortized compensation expense.

Employee Stock Purchase Plan (“ESPP”)

No shares were issued under the ESPP for the three months ended June 30, 2016 and 2015. For the six months ended June 30, 2016 and 2015, 29,000 and 30,000 shares, respectively, were issued under the ESPP. As of June 30, 2016, 4.7 million shares were available for future issuance.

The intrinsic value of shares issued was $0.4 million for both the six months ended June 30, 2016 and 2015. As of June 30, 2016, the unamortized expense was $0.1 million, which will be recognized through the third quarter of 2016. The Black-Scholes model was used to value the employee stock purchase rights with the following weighted-average assumptions:

	Six Months Ended June 30,	
	2016	**2015**
Expected term (years)	0.5	0.5
Expected volatility	29.7%	35.7%
Risk-free interest rate	0.4 %	0.1 %
Dividend yield	1.4 %	1.2 %

Cash proceeds from the shares issued under the ESPP were $1.3 million and $1.1 million for the six months ended June 30, 2016 and 2015, respectively.

3. BALANCE SHEET COMPONENTS

Inventories

Inventories consist of the following (in thousands):

	June 30, 2016	**December 31, 2015**
Raw materials	$14,423	$ 14,907
Work in process	21,640	21,177
Finished goods	33,856	27,125
Total	$69,919	$ 63,209

When the Company records a write-down on inventory, it establishes a new, lower cost basis for that inventory, and subsequent changes in facts and circumstances will not result in the restoration or increase in that newly established cost basis.

Other Long-Term Assets

Other long-term assets consist of the following (in thousands):

	June 30, 2016	**December 31, 2015**
Deferred compensation plan assets	$16,217	$ 13,985
Prepaid wafer purchase	10,000	-
Other prepaid expense	1,282	1,257
Other	1,199	1,099
Total	$28,698	$ 16,341

Accrued Liabilities

Accrued liabilities consist of the following (in thousands):

	June 30, 2016	**December 31, 2015**
Dividends and dividend equivalents	$8,852	$ 8,675
Deferred revenue and customer prepayments	4,916	5,236
Stock rotation reserve	1,641	2,372
Warranty	950	289
Commissions	846	763
Sales rebate	221	268
Income tax payable	124	465
Other	1,305	1,916
Total	$18,855	$ 19,984

A roll-forward of the warranty reserve is as follows (in thousands):

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2016	**2015**	**2016**	**2015**
Balance at beginning of period	$336	$296	$289	$240
Warranty provision for product sales	734	81	819	155
Settlement made	(42)	(154)	(42)	(154)
Unused warranty provision	(78)	(18)	(116)	(36)
Balance at end of period	$950	$205	$950	$205

Other Long-Term Liabilities

Other long-term liabilities consist of the following (in thousands):

	June 30, 2016	**December 31, 2015**
Deferred compensation plan liabilities	$15,395	$ 14,147
Dividend equivalents	2,539	2,019
Other	128	379
Total	$18,062	$ 16,545

4. GOODWILL AND ACQUISITION-RELATED INTANGIBLE ASSETS, NET

There have been no changes in the balance of goodwill during the three and six months ended June 30, 2016.

Acquisition-related intangible assets subject to amortization consist of the following (in thousands):

	June 30, 2016		
	Gross Amount	**Accumulated**	**Net Amount**

		Amortization	
Know-how	$1,018	$ (399)	$ 619
Developed technologies	6,466	(3,058)	3,408
Total	$7,484	$ (3,457)	$ 4,027

	December 31, 2015		
	Gross Amount	Accumulated Amortization	Net Amount
Know-how	$1,018	$ (297)	$ 721
Developed technologies	6,466	(2,134)	4,332
Total	$7,484	$ (2,431)	$ 5,053

Amortization expense is recorded in cost of revenue in the Condensed Consolidated Statements of Operations. For the three months ended June 30, 2016 and 2015, amortization expense totaled $0.5 million and $0.4 million, respectively. For the six months ended June 30, 2016 and 2015, amortization expense totaled $1.0 million and $0.7 million, respectively.

As of June 30, 2016, the estimated future amortization expense was as follows (in thousands):

2016 (remaining six months)	$1,025
2017	2,051
2018	841
2019	110
Total	$4,027

5. NET INCOME PER SHARE

Basic net income per share is computed by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted net income per share reflects the potential dilution that would occur if outstanding securities or other contracts to issue common stock were exercised or converted into common stock, and calculated using the treasury stock method. Contingently issuable shares, including equity awards with performance conditions or market conditions, are considered outstanding common shares and included in the basic net income per share as of the date that all necessary conditions to earn the awards have been satisfied. Prior to the end of the contingency period, the number of contingently issuable shares included in the diluted net income per share is based on the number of shares, if any, that would be issuable under the terms of the arrangement at the end of the reporting period.

The Company's outstanding RSUs contain forfeitable rights to receive dividend equivalents, which are accumulated and payable to the employees when the underlying RSUs vest. Dividend equivalents accumulated on the underlying RSUs are forfeited if the employees do not fulfill their service requirement during the vesting periods. Accordingly, these awards are not treated as participating securities in the net income per share calculation.

The following table sets forth the computation of basic and diluted net income per share (in thousands, except per-share amounts):

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2016	**2015**	**2016**	**2015**
Numerator:				
Net income	$11,198	$7,899	$21,773	$13,862
Denominator:				
Weighted-average outstanding shares used to compute basic net income per share	40,387	39,570	40,208	39,337
Effect of dilutive securities	1,329	1,175	1,473	1,333
Weighted-average outstanding shares used to compute diluted net income per share	41,716	40,745	41,681	40,670
Net income per share:				
Basic	$0.28	$0.20	$0.54	$0.35
Diluted	$0.27	$0.19	$0.52	$0.34

Anti-dilutive common stock equivalents were not material in any of the periods presented.

6. SEGMENT AND GEOGRAPHIC INFORMATION

The Company operates in one reportable segment that includes the design, development, marketing and sale of high-performance power solutions for the communications, storage and computing, consumer and industrial markets. The Company’s chief operating decision maker is its chief executive officer, who reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. The Company derives a majority of its revenue from sales to customers located outside North America, with geographic revenue based on the customers’ ship-to locations.

The Company sells its products primarily through third-party distributors and value-added resellers, and directly to original equipment manufacturers, original design manufacturers and electronic manufacturing service providers. The following table summarizes those customers with sales greater than 10% of the Company's total revenue:

	Three Months Ended June 30,		**Six Months Ended June 30,**	
Customer	**2016**	**2015**	**2016**	**2015**
Distributor A	24%	23 %	22%	24 %

The following table summarizes those customers with accounts receivable balances greater than 10% of the Company’s total accounts receivable:

Customer	**June 30, 2016**	**December 31, 2015**
Distributor A	27 %	28 %
Distributor B	11 %	17 %

Both of the customers are third-party distributors. The Company’s agreements with these distributors were made in the ordinary course of business and may be terminated with or without cause by these distributors with advance notice. Although the Company may experience a short-term disruption in the distribution of its products and a short-term decline in revenue if its agreement with either of these distributors was terminated, the Company believes that such termination would not have a material adverse effect on its financial statements because it would be able to engage alternative distributors, resellers and other distribution channels to deliver its products to end customers within a few quarters following the termination of the agreement with the distributor.

The following is a summary of revenue by geographic regions (in thousands):

	Three Months Ended June 30,		**Six Months Ended June 30,**	
Country or Region	**2016**	**2015**	**2016**	**2015**
China	$60,928	$53,450	$113,316	$99,252
Taiwan	10,160	10,143	19,015	21,172
Europe	7,054	5,317	14,039	10,432
Korea	7,024	5,109	14,117	9,354
Southeast Asia	3,501	3,336	7,840	7,075
Japan	3,037	2,412	5,687	4,297
United States	2,303	1,566	4,449	3,259
Other	72	83	128	113
Total	$94,079	$81,416	$178,591	$154,954

The following is a summary of revenue by product family (in thousands):

	Three Months Ended June 30,	**Six Months Ended June 30,**

Product Family	**2016**	**2015**	**2016**	**2015**
DC to DC products	$84,221	$73,195	$161,339	$139,492
Lighting control products	9,858	8,221	17,252	15,462
Total	$94,079	$81,416	$178,591	$154,954

The following is a summary of long-lived assets by geographic regions (in thousands):

	June 30,	**December 31,**
Country	**2016**	**2015**
China	$49,959	$ 40,738
United States	41,983	40,405
Bermuda	20,598	11,624
Other	1,049	557
Total	$113,589	$ 93,324

7. LITIGATION

The Company is a party to actions and proceedings in the ordinary course of business, including litigation regarding its shareholders and its intellectual property, challenges to the enforceability or validity of its intellectual property, claims that the Company’s products infringe on the intellectual property rights of others, and employment matters. These proceedings often involve complex questions of fact and law and may require the expenditure of significant funds and the diversion of other resources to prosecute and defend. The Company defends itself vigorously against any such claims.

As of June 30, 2016, there were no material pending legal proceedings to which the Company was a party.

8. CASH, CASH EQUIVALENTS AND INVESTMENTS

The following is a summary of the Company’s cash, cash equivalents and short-term and long-term investments (in thousands):

	June 30,	December 31,
	2016	2015
Cash, cash equivalents and investments:		
Cash	$54,182	$58,217
Money market funds	27,864	31,640
Certificates of deposit	7,525	21,574
Corporate debt securities	7,581	-
U.S. treasuries and government agency bonds	146,712	123,532
Auction-rate securities backed by student-loan notes	5,294	5,361
Total	$249,158	$240,324

	June 30,	December 31,
	2016	2015
Reported as:		
Cash and cash equivalents	$82,046	$90,860
Short-term investments	161,818	144,103
Long-term investments	5,294	5,361
Total	$249,158	$240,324

The contractual maturities of the Company’s short-term and long-term available-for-sale investments are as follows (in thousands):

	June 30,	December 31,
	2016	2015
Due in less than 1 year	$131,926	$110,898
Due in 1 - 5 years	29,892	33,205
Due in greater than 5 years	5,294	5,361
Total	$167,112	$149,464

The following tables summarize the unrealized gain and loss positions related to the Company's investments in marketable securities designated as available-for sale (in thousands):

	June 30, 2016				
	Adjusted Cost	**Unrealized Gains**	**Unrealized Losses**	**Total Fair Value**	**Fair Value of Investments in Unrealized Loss Position**
Money market funds	$ 27,864	$ -	$ -	$ 27,864	$ -
Certificates of deposit	7,525	-	-	7,525	-
Corporate debt securities	7,570	11	-	7,581	-
U.S. treasuries and government agency bonds	146,619	97	(4)	146,712	16,002
Auction-rate securities backed by student-loan notes	5,570	-	(276)	5,294	5,294
Total	$ 195,148	$ 108	$ (280)	$ 194,976	$ 21,296

	December 31, 2015				
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Total Fair Value	Fair Value of Investments in Unrealized Loss Position
Money market funds	$31,640	$ -	$ -	$31,640	$ -
Certificates of deposit	21,574	-	-	21,574	-
U.S. treasuries and government agency bonds	123,698	4	(170)	123,532	110,720
Auction-rate securities backed by student-loan notes	5,570	-	(209)	5,361	5,361
Total	$182,482	$ 4	$ (379)	$182,107	$ 116,081

9. FAIR VALUE MEASUREMENTS

The following table details the fair value measurement of the financial assets (in thousands):

	Fair Value Measurement at June 30, 2016			
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
	Total	Level 1	Level 2	Level 3
Money market funds	$27,864	$ 27,864	$ -	$ -
Certificates of deposit	7,525	-	7,525	-
Corporate debt securities	7,581	-	7,581	-
U.S. treasuries and government agency bonds	146,712	-	146,712	-
Auction-rate securities backed by student-loan notes	5,294	-	-	5,294
Mutual funds under deferred compensation plan	10,162	10,162	-	-
Total	$205,138	$ 38,026	$ 161,818	$ 5,294

Fair Value Measurement at December 31, 2015

		Quoted Prices in Active Markets for Identical Assets	**Significant Other Observable Inputs**	**Significant Unobservable Inputs**
	Total	**Level 1**	**Level 2**	**Level 3**
Money market funds	$31,640	$31,640	$ -	$ -
Certificates of deposit	21,574	-	21,574	-
U.S. treasuries and government agency bonds	123,532	-	123,532	-
Auction-rate securities backed by student-loan notes	5,361	-	-	5,361
Mutual funds under deferred compensation plan	8,279	8,279	-	-
Total	$190,386	$39,919	$ 145,106	$ 5,361

The Company’s level 3 assets consist of government-backed student loan auction-rate securities, with interest rates that reset through a Dutch auction every 7 to 35 days and which became illiquid in 2008. The following table provides a rollforward of the fair value of the auction-rate securities (in thousands):

Balance at January 1, 2016	$5,361
Change in unrealized loss included in other comprehensive income	(67)
Balance at June 30, 2016	$5,294

The Company determined the fair value of the auction-rate securities using a discounted cash flow model with the following assumptions:

	June 30, 2016			December 31, 2015		
Time-to-liquidity (months)		24			24	
Expected return		2.1%			2.9%	
Discount rate	4.2%	-	7.2%	4.3%	-	7.3%

10. DEFERRED COMPENSATION PLAN

The Company has a non-qualified, unfunded deferred compensation plan, which provides certain key employees, including executive management, with the ability to defer the receipt of compensation in order to accumulate funds for retirement on a tax deferred basis. The Company does not make contributions to the plan or guarantee returns on the investments. The Company is responsible for the plan’s administrative expenses. Participants’ deferrals and investment gains and losses remain as the Company’s liabilities and the underlying assets are subject to claims of general creditors. The following table summarizes the deferred compensation plan amounts in the Condensed Consolidated Balance Sheets (in thousands):

	June 30, 2016	December 31, 2015
Deferred compensation plan assets reported in:		
Other long-term assets	$16,217	$ 13,985
Deferred compensation plan liabilities reported in:		
Accrued compensation and related benefits (short-term)	$952	$ -
Other long-term liabilities	15,395	14,147
Total	$16,347	$ 14,147

11. INCOME TAXES

The income tax provision for the three and six months ended June 30, 2016 was $0.9 million, or 7.6% of the pre-tax income, and $1.3 million, or 5.5% of the pre-tax income, respectively. The effective tax rate differed from the federal statutory rate primarily because foreign income was taxed at lower rates, and because of the benefit that the Company realized from the release of RSUs. In addition, the effective tax rate was impacted by changes in the valuation allowance.

The income tax provision for the three and six months ended June 30, 2015 was $2.4 million, or 23.7% of the pre-tax income, and $3.0 million, or 17.7% of the pre-tax income, respectively. The Company recorded a one-time net charge of $2.7 million to the income tax provision related to the resolution of the income tax audits for the tax years 2005 through 2007 in the second quarter of 2015. In addition to the impact of this charge, the effective tax rate differed from the federal statutory rate primarily because the foreign income was taxed at lower rates, and because of the benefit that the Company realized from stock option exercises and the release of RSUs, and from the release of an income tax reserve where the statute of limitations expired. In addition, the effective tax rate was impacted by changes in the valuation allowance.

On July 27, 2015, in *Altera Corp. v. Commissioner*, the U.S. Tax Court issued an opinion related to the treatment of stock-based compensation expense in an intercompany cost-sharing arrangement. A final decision was issued in December 2015, and the IRS appealed the decision in February 2016. At this time, the U.S. Department of the Treasury has not withdrawn the requirement from its regulations to include stock-based compensation. Due to the uncertainty surrounding the status of the current regulations, questions related to the scope of potential benefits, and the risk of the Tax Court's decision being overturned upon appeal, the Company has not recorded any adjustments as of June 30, 2016. The Company will continue to monitor developments related to this opinion and the potential impact on its financial statements.

Unrecognized Tax Benefits

As of June 30, 2016, the Company had $14.0 million of unrecognized tax benefits, $3.8 million of which would affect its effective tax rate if recognized after considering the valuation allowance. At December 31, 2015, the Company had $12.1 million of unrecognized tax benefits, $2.7 million of which would affect its effective tax rate if recognized after considering the valuation allowance.

Uncertain tax positions relate to the allocation of income and deductions among the Company's global entities and to the determination of the research and development tax credit. It is reasonably possible that over the next twelve-month period, the Company may experience increases or decreases in its unrecognized tax benefits. However, it is not possible to determine either the magnitude or the range of increases or decreases at this time.

The Company recognizes interest and penalties, if any, related to uncertain tax positions in its income tax provision. As of June 30, 2016 and December 31, 2015, the Company has approximately $0.3 million and $0.2 million of accrued interest related to uncertain tax positions, respectively, which were recorded in long-term income tax liabilities in the Condensed Consolidated Balance Sheets.

Income Tax Examination

The Company is subject to examination of its income tax returns by the Internal Revenue Service ("IRS") and other tax authorities. In May 2016, the IRS notified the Company that its federal income tax return for the year ended December 31, 2014 is under examination. The opening conference with the IRS for the examination is scheduled in August 2016.

12. ACCUMULATED OTHER COMPREHENSIVE INCOME

The following table summarizes the changes in accumulated other comprehensive income (in thousands):

	Unrealized Losses on Auction-Rate Securities	**Unrealized Gains (Losses) on Other Available-for-Sale Securities**	**Foreign Currency Translation Adjustments**	**Total**
Balance as of January 1, 2016	$ (209)	$ (166)	$ 1,841	$1,466
Other comprehensive income (loss) before reclassifications	(8)	220	498	710
Amounts reclassified from accumulated other comprehensive income	-	(2)	-	(2)
Net current period other comprehensive income (loss)	(8)	218	498	708
Balance as of March 31, 2016	(217)	52	2,339	2,174

Other comprehensive income (loss) before reclassifications	(59)	53	(2,039)	(2,045)
Amounts reclassified from accumulated other comprehensive income	-	(1)	-	(1)
Net current period other comprehensive income (loss)	(59)	52	(2,039)	(2,046)
Balance as of June 30, 2016	$ (276)	$ 104	$ 300	$ 128

The amounts reclassified from accumulated other comprehensive income were recorded in interest and other income, net, in the Condensed Consolidated Statement of Operations.

13. STOCK REPURCHASE

In July 2013, the Board of Directors approved a stock repurchase program that authorized the Company to repurchase up to $100 million in the aggregate of its common stock through June 30, 2015. In April 2015, the Board of Directors approved an extension of the program through December 31, 2015. The stock repurchase program expired as of December 31, 2015 with a remaining unused balance of $5.9 million. Shares were retired upon repurchase under the program.

In February 2016, the Board of Directors approved a new stock repurchase program that authorized the Company to repurchase up to $50 million in the aggregate of its common stock through December 31, 2016. Shares are retired upon repurchase under the program.

The Company did not repurchase any shares for the three and six months ended June 30, 2016. For the three months ended June 30, 2015, the Company repurchased 0.1 million shares for $7.7 million at an average price of $52.19. For the six months ended June 30, 2015, the Company repurchased 0.4 million shares for $18.1 million at an average price of $51.70.

14. DIVIDENDS AND DIVIDEND EQUIVALENTS

Cash Dividend Program

In June 2014, the Board of Directors approved a dividend program pursuant to which the Company intends to pay quarterly cash dividends on its common stock. Stockholders of record as of the last day of the quarter are entitled to receive the quarterly cash dividends when and if declared by the Board of Directors, which are generally payable on the 15th of the following month. The Board of Directors declared the following cash dividends (in thousands, except per-share amounts):

	Dividend Declared per Share	**Total Amount**
2016:		
First quarter	$ 0.20	$ 8,047
Second quarter	$ 0.20	$ 8,096
2015:		
First quarter	$ 0.20	$ 7,854
Second quarter	$ 0.20	$ 7,925

As of June 30, 2016 and December 31, 2015, accrued dividends totaled $8.1 million and $7.9 million, respectively.

The declaration of any future cash dividends is at the discretion of the Board of Directors and will depend on, among other things, the Company’s financial condition, results of operations, capital requirements, business conditions, statutory requirements of Delaware law, compliance with the terms of future indebtedness and credit facilities and other factors that the Board of Directors may deem relevant, as well as a determination that cash dividends are in the best interests of the stockholders. The Company anticipates that the cash used for future dividends will come from its current domestic cash and cash generated from ongoing U.S. operations. If cash held by the Company’s international subsidiaries is needed for the payment of dividends, the Company may be required to accrue and pay U.S. taxes to repatriate the funds.

Cash Dividend Equivalent Rights

Under the Company’s stock plans, outstanding RSUs contain rights to receive cash dividend equivalents, which entitle employees who hold RSUs to the same dividend value per share as holders of common stock. The dividend equivalents are accumulated and are payable to the employees when the underlying RSUs vest. Dividend equivalents accumulated on the underlying RSUs are forfeited if the employees do not fulfill their service requirement during the vesting periods. As of June 30, 2016 and December 31, 2015, accrued dividend equivalents totaled $3.3 million and $2.8 million, respectively, which will be payable to the employees when the underlying RSUs vest.

15. SUBSEQUENT EVENT

2016 PSUs

In July 2016, the Company appointed Mr. Bernie Blegen as its new Chief Financial Officer. In connection with the appointment, the Board granted 12,000 shares to Mr. Blegen, subject to the terms and conditions of the 2016 Executive PSUs (see Note 2).

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

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that have been made pursuant to and in reliance on the provisions of the Private Securities Litigation Reform Act of 1995. These statements include among other things, statements concerning:

- the above-average industry growth of product and market areas that we have targeted,
- our plan to increase our revenue through the introduction of new products within our existing product families as well as in new product categories and families,
- our belief that we may incur significant legal expenses that vary with the level of activity in each of our legal proceedings,
- the effect that liquidity of our investments has on our capital resources,
- the continuing application of our products in the communications, storage and computing, consumer and industrial markets, which account for a majority of our revenue,
- estimates of our future liquidity requirements,
- the cyclical nature of the semiconductor industry,
- protection of our proprietary technology,
- near-term business outlook for the remainder of 2016 and beyond,
- the factors that we believe will impact our ability to achieve revenue growth,
- the percentage of our total revenue from various market segments,
- our ability to identify, acquire and integrate acquisitions and achieve the anticipated benefits from such acquisitions,
- our intention and ability to continue our stock repurchase program and pay future cash dividends, and
- the factors that differentiate us from our competitors.

In some cases, words such as “would,” “could,” “may,” “should,” “predict,” “potential,” “targets,” “continue,” “anticipate,” “e “intend,” “plan,” “believe,” “seek,” “estimate,” “project,” “forecast,” “will,” the negative of these terms or other variations of s terms and similar expressions relating to the future identify forward-looking statements. All forward-looking statements are based on our current outlook, expectations, estimates, projections, beliefs and plans or objectives about our business and our industry. These statements are not guarantees of future performance and are subject to risks and uncertainties. Actual events or results could differ materially and adversely from those expressed in any such forward-looking statements. Risks and uncertainties that could cause actual results to differ materially include those set forth throughout this Quarterly Report on Form 10-Q and, in particular, in the section entitled “Item 1A. Risk Factors.” Except as required by law, we disclaim any duty to and undertake no obligation to update any forward-looking statements, whether as a result of new information relating to existing conditions, future events or otherwise or to release publicly the results of any future revisions we may make to forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Readers are cautioned not to place undue reliance on such statements, which speak only as of the date of this Quarterly Report on Form 10-Q. Readers should carefully review future reports and documents that we file from time to time with the Securities and Exchange Commission, such as our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and any Current Reports on Form 8-K.

The following management’s discussion and analysis should be read in connection with the information presented in our unaudited condensed consolidated financial statements and related notes for the three and six months ended June 30, 2016 included in this report and our audited consolidated financial statements and related notes for the year ended December 31, 2015 included in our Annual Report on Form 10-K.

Overview

We are a leading company in high performance power solutions. Founded in 1997, we design and provide small, highly energy efficient, easy-to-use power solutions for systems found in industrial applications, telecommunication infrastructure, cloud computing, automotive, and consumer applications. Our mission is to reduce total energy consumption in our customers' systems with green, practical, compact solutions. We believe that we differentiate ourselves by offering solutions that are more highly integrated, smaller in size, more energy efficient, more accurate with respect to performance specifications and, consequently, more cost-effective than many competing solutions. We plan to continue to introduce new products within our existing product families, as well as in new innovative product categories.

We operate in the cyclical semiconductor industry where there is seasonal demand for certain products. We are not and will not be immune from current and future industry downturns, but we have targeted product and market areas that we believe have the ability to offer above average industry performance.

We work with third parties to manufacture and assemble our integrated circuits (“ICs”). This has enabled us to limit our capital expenditures and fixed costs, while focusing our engineering and design resources on our core strengths.

Following the introduction of a product, our sales cycle generally takes a number of quarters after we receive an initial customer order for a new product to ramp up. Typical lead time for orders is fewer than 90 days. These factors, combined with the fact that orders in the semiconductor industry can typically be cancelled or rescheduled without significant penalty to the customer, make the forecasting of our orders and revenue difficult.

We derive most of our revenue from sales through distribution arrangements and direct sales to customers in Asia, where the products we produce are incorporated into end-user products. Our revenue from direct or indirect sales to customers in Asia was 90% and 91% for the three months ended June 30, 2016 and 2015, and 90% and 91% for the six months ended June 30, 2016 and 2015, respectively. We derive a majority of our revenue from the sales of our DC to DC converter product family which serves the communications, storage and computing, consumer and industrial markets. We believe our ability to achieve revenue growth will depend, in part, on our ability to develop new products, enter new market segments, gain market share, manage litigation risk, diversify our customer base and successfully secure manufacturing capacity.

Critical Accounting Policies and Estimates

There have been no significant changes in our critical accounting policies and estimates used in the preparation of our financial statements during the three and six months ended June 30, 2016, as compared to those disclosed in the Annual Report on Form 10-K for the year ended December 31, 2015.

Results of Operations

The table below sets forth the data in the Condensed Consolidated Statements of Operations as a percentage of revenue:

	Three Months Ended June 30,				**Six Months Ended June 30,**			
	2016		**2015**		**2016**		**2015**	
	(in thousands, except percentages)							
Revenue	$94,079	100.0%	$81,416	100.0%	$178,591	100.0%	$154,954	100.0%
Cost of revenue	43,153	45.9	37,287	45.8	82,155	46.0	71,142	45.9
Gross profit	50,926	54.1	44,129	54.2	96,436	54.0	83,812	54.1
Operating expenses:								
Research and development	17,876	19.0	15,743	19.3	35,197	19.7	31,781	20.5
Selling, general and administrative	21,531	22.9	17,964	22.1	39,299	22.0	35,482	22.9
Litigation expense (benefit), net	(8)	-	311	0.4	37	-	581	0.4
Total operating expenses	39,399	41.9	34,018	41.8	74,533	41.7	67,844	43.8
Income from operations	11,527	12.2	10,111	12.4	21,903	12.3	15,968	10.3
Interest and other income, net	597	0.7	235	0.3	1,140	0.6	877	0.6
Income before income taxes	12,124	12.9	10,346	12.7	23,043	12.9	16,845	10.9
Income tax provision	926	1.0	2,447	3.0	1,270	0.7	2,983	1.9
Net income	$11,198	11.9 %	$7,899	9.7 %	$21,773	12.2 %	$13,862	9.0 %

Revenue

The following table shows our revenue by product family:

Product Family	Three Months Ended June 30,							Six Months Ended June 30,							
	2016	% of Revenue		2015	% of Revenue		Change		2016	% of Revenue		2015	% of Revenue		Change	
	(in thousands, except percentages)															
DC to DC products	$84,221	89.5	%	$73,195	89.9	%	15.1 %	$161,339	90.3	%	$139,492	90.0	%	15.7 %	
Lighting control products	9,858	10.5	%	8,221	10.1	%	19.9 %	17,252	9.7	%	15,462	10.0	%	11.6 %	
Total	$94,079	100.0	%	$81,416	100.0	%	15.6 %	$178,591	100.0	%	$154,954	100.0	%	15.3 %	

Revenue for the three months ended June 30, 2016 was $94.1 million, an increase of $12.7 million, or 15.6%, from $81.4 million for the three months ended June 30, 2015. This increase was due to higher sales of both DC to DC and lighting control products, as unit shipments increased 10% due to higher market demand with current customers and recent design wins with new customers, coupled with a 5% increase in average sales prices. Revenue from our DC to DC products was $84.2 million for the three months ended June 30, 2016, an increase of $11.0 million, or 15.1%, from the same period in 2015. This increase was primarily due to higher sales of our DC to DC converters and battery chargers, which were offset in part by lower sales of our Mini-Monsters products. Revenue from our lighting control products was $9.9 million for the three months ended June 30, 2016, an increase of $1.6 million, or 19.9%, compared with the same period in 2015.

Revenue for the six months ended June 30, 2016 was $178.6 million, an increase of $23.6 million, or 15.3%, from $155.0 million for the six months ended June 30, 2015. This increase was due to higher sales of both DC to DC and lighting control products, as unit shipments increased 15% due to higher market demand with current customers and recent design wins with new customers, which was partially offset by a 1% decrease in average sales prices. Revenue from our DC to DC products was $161.3 million for the six months ended June 30, 2016, an increase of $21.8 million, or 15.7%, from the same period in 2015. This increase was primarily due to higher sales of our DC to DC converters and battery chargers, which were offset in part by lower sales of our Mini-Monsters products. Revenue from our lighting control products was $17.3 million for the six months ended June 30, 2016, an increase of $1.8 million, or 11.6%, compared with the same period in 2015.

Cost of Revenue and Gross Margin

Cost of revenue primarily consists of costs incurred to manufacture, assemble and test our products, as well as warranty costs, inventory-related and other overhead costs, and stock-based compensation expenses. In addition, cost of revenue includes amortization of acquisition-related intangible assets.

	Three Months Ended June 30,			**Six Months Ended June 30,**		
	2016	**2015**	**Change**	**2016**	**2015**	**Change**
	(in thousands, except percentages)					
Cost of revenue	$43,153	$37,287	15.7 %	$82,155	$71,142	15.5 %
Cost of revenue as a percentage of revenue	45.9 %	45.8 %		46.0 %	45.9 %	
Gross profit	$50,926	$44,129	15.4 %	$96,436	$83,812	15.1 %
Gross margin	54.1 %	54.2 %		54.0 %	54.1 %	

Cost of revenue was $43.2 million, or 45.9% of revenue, for the three months ended June 30, 2016, and $37.3 million, or 45.8% of revenue, for the three months ended June 30, 2015. The $5.9 million increase in cost of revenue was primarily due to a 10% increase in unit shipments, coupled with a 3% increase in the average direct cost of units shipped. The increase in cost of revenue was also driven by increases of $0.6 million in warranty expenses and $0.3 million in inventory write-downs.

Gross margin was 54.1% for the three months ended June 30, 2016, compared with 54.2% for the three months ended June 30, 2015. The decrease in gross margin was primarily due to higher warranty expenses and inventory write-downs, partially offset by increased sales of higher margin products and lower labor and overhead costs as a percentage of revenue.

Cost of revenue was $82.2 million, or 46.0% of revenue, for the six months ended June 30, 2016, and $71.1 million, or 45.9% of revenue, for the six months ended June 30, 2015. The $11.1 million increase in cost of revenue was primarily due to a 15% increase in unit shipments, partially offset by a 1% decrease in the average direct cost of units shipped. The increase in cost of revenue was also driven by increases of $0.8 million in inventory write-downs and $0.6 million in warranty expenses.

Gross margin was 54.0% for the six months ended June 30, 2016, compared with 54.1% for the six months ended June 30, 2015. The decrease in gross margin was primarily due to higher inventory write-downs and warranty expenses, partially offset by lower labor and overhead costs as a percentage of revenue.

When we record a write-down on inventory, it establishes a new, lower cost basis for that inventory, and subsequent changes in facts and circumstances will not result in the restoration or increase in that newly established cost basis.

Research and Development

Research and development ("R&D") expenses primarily consist of salary and benefit expenses, bonuses and stock-based compensation expenses for design and product engineers, expenses related to new product development and supplies, and facility costs.

	Three Months Ended June 30,			**Six Months Ended June 30,**		
	2016	**2015**	**Change**	**2016**	**2015**	**Change**
	(in thousands, except percentages)					
R&D expenses	$17,876	$15,743	13.5 %	$35,197	$31,781	10.7 %
As a percentage of revenue	19.0 %	19.3 %		19.7 %	20.5 %	

R&D expenses were $17.9 million, or 19.0% of revenue, for the three months ended June 30, 2016 and $15.7 million, or 19.3% of revenue, for the three months ended June 30, 2015. The $2.2 million increase in R&D expenses was primarily due to an increase of $0.9 million in cash compensation expenses, which include salary, benefits and bonuses, an increase of $0.8 million in stock-based compensation expenses mainly associated with the performance and market-based equity awards, and an increase of $0.6 million in new product development expenses. Our R&D headcount was 540 employees as of June 30, 2016, compared with 495 employees as of June 30, 2015.

R&D expenses were $35.2 million, or 19.7% of revenue, for the six months ended June 30, 2016 and $31.8 million, or 20.5% of revenue, for the six months ended June 30, 2015. The $3.4 million increase in R&D expenses was primarily due to an increase of $2.0 million in cash compensation expenses, which include salary, benefits and bonuses, and an increase of $1.9 million in stock-based compensation expenses mainly associated with the performance and market-based equity awards.

Selling, General and Administrative

Selling, general and administrative ("SG&A") expenses primarily include salary and benefit expenses, bonuses and stock-based compensation expenses for sales, marketing and administrative personnel, sales commissions, travel expenses, facilities costs, and professional service fees.

	Three Months Ended June 30,			**Six Months Ended June 30,**		
	2016	**2015**	**Change**	**2016**	**2015**	**Change**
	(in thousands, except percentages)					
SG&A expenses	$21,531	$17,964	19.9 %	$39,299	$35,482	10.8 %
As a percentage of revenue	22.9 %	22.1 %		22.0 %	22.9 %	

SG&A expenses were $21.5 million, or 22.9% of revenue, for the three months ended June 30, 2016 and $18.0 million, or 22.1% of revenue, for the three months ended June 30, 2015. The $3.5 million increase in SG&A expenses was primarily due to an increase of $1.3 million in stock-based compensation expenses mainly associated with the performance and market-based equity awards, an increase of $0.7 million in commission expenses due to higher revenue, an increase of $0.4 million in expenses from the changes in the value of the employee deferred compensation plan liabilities, an increase of $0.4 million in cash compensation expenses, which include salary, benefits and bonuses, and an increase of $0.2 million in advertising expenses. Our SG&A headcount was 331 employees as of June 30, 2016, compared with 278 employees as of June 30, 2015.

SG&A expenses were $39.3 million, or 22.0% of revenue, for the six months ended June 30, 2016 and $35.5 million, or 22.9% of revenue, for the six months ended June 30, 2015. The $3.8 million increase in SG&A expenses was primarily due to an increase of $2.7 million in stock-based compensation expenses mainly associated with the performance and market-based equity awards, an increase of $1.4 million in cash compensation expenses, which include salary, benefits and bonuses, an increase of $1.1 million in commission expenses due to higher revenue, an increase of $0.4 million in expenses from the changes in the value of the employee deferred compensation plan liabilities, and an increase of $0.3 million in advertising expenses. These increases were partially offset by a $2.9 million stock-based compensation credit. In the first quarter of 2016, our then Chief Financial Officer retired. As the service or performance conditions for certain of her unvested restricted stock units had not been satisfied at the time of her departure, we reversed previously accrued stock-based compensation expenses of approximately $2.9 million associated with the unvested shares and recorded the one-time credit in SG&A expenses for the three months ended March 31, 2016.

Litigation Expense (Benefit), Net

Litigation benefit, net, was $8,000 for the three months ended June 30, 2016, compared with litigation expense of $0.3 million for the three months ended June 30, 2015. The net benefit was attributable to $0.2 million in proceeds received in connection with a litigation settlement.

Litigation expense, net, was $37,000 for the six months ended June 30, 2016, compared with litigation expense of $0.6 million for the six months ended June 30, 2015. The decrease was primarily attributable to $0.2 million in proceeds received in connection with a litigation settlement and lower expenses due to decreased litigation activity.

Interest and Other Income, Net

Interest and other income, net, was $0.6 million for the three months ended June 30, 2016, compared with $0.2 million for the three months ended June 30, 2015. The increase was primarily due to higher income from the changes in the value of the employee deferred compensation plan assets, partially offset by foreign currency exchange losses incurred in the three months ended June 30, 2016 compared to foreign currency exchange gains recorded in the same period in 2015.

Interest and other income, net, was $1.1 million for the six months ended June 30, 2016, compared with $0.9 million for the six months ended June 30, 2015. The increase was primarily due to higher interest income and higher income from the changes in the value of the employee deferred compensation plan assets, partially offset by foreign currency exchange losses incurred in the six months ended June 30, 2016 compared to foreign currency exchange gains recorded in the same period in 2015.

Income Tax Provision

The income tax provision for the three and six months ended June 30, 2016 was $0.9 million, or 7.6% of the pre-tax income, and $1.3 million, or 5.5% of the pre-tax income, respectively. The effective tax rate differed from the federal statutory rate primarily because foreign income was taxed at lower rates, and because of the benefit that we realized from the release of RSUs. In addition, the effective tax rate was impacted by changes in the valuation allowance.

The income tax provision for the three and six months ended June 30, 2015 was $2.4 million, or 23.7% of the pre-tax income, and $3.0 million, or 17.7% of the pre-tax income, respectively. We recorded a one-time net charge of $2.7 million to the income tax provision related to the resolution of the income tax audits for the tax years 2005 through 2007 in the second quarter of 2015. In addition to the impact of this charge, the effective tax rate differed from the federal statutory rate primarily because the foreign income was taxed at lower rates, and because of the benefit that we realized from stock option exercises and the release of RSUs, and from the release of an income tax reserve where the statute of limitations expired. In addition, the effective tax rate was impacted by changes in the valuation allowance.

On July 27, 2015, in *Altera Corp. v. Commissioner*, the U.S. Tax Court issued an opinion related to the treatment of stock-based compensation expense in an intercompany cost-sharing arrangement. A final decision was issued in December 2015, and the IRS appealed the decision in February 2016. At this time, the U.S. Department of the Treasury has not withdrawn the requirement from its regulations to include stock-based compensation. Due to the uncertainty surrounding the status of the current regulations, questions related to the scope of potential benefits, and the risk of the Tax Court's decision being overturned upon appeal, we have not recorded any adjustments as of June 30, 2016. We will continue to monitor developments related to this opinion and the potential impact on our financial statements.

Liquidity and Capital Resources

	June 30, 2016	December 31, 2015
	(in thousands, except percentages)	
Cash and cash equivalents	$82,046	$90,860
Short-term investments	161,818	144,103
Total cash, cash equivalents and short-term investments	$243,864	$234,963
Percentage of total assets	52.0 %	54.5 %
Total current assets	$349,114	$331,928
Total current liabilities	(52,111)	(43,283)
Working capital	$297,003	$288,645

As of June 30, 2016, we had cash and cash equivalents of $82.0 million and short-term investments of $161.8 million, compared with cash and cash equivalents of $90.9 million and short-term investments of $144.1 million as of December 31, 2015. As of June 30, 2016, $51.4 million of cash and cash equivalents and $56.8 million of short-term investments were held by our international subsidiaries. If these funds are needed for our operations in the U.S., we may be required to accrue and pay U.S. taxes to repatriate these funds. However, our intent is to indefinitely reinvest these funds outside of the U.S. and our current plans do not demonstrate a need to repatriate them to fund the U.S. operations.

The significant components of our working capital are cash and cash equivalents, short-term investments, accounts receivable, inventories and other current assets, reduced by accounts payable, accrued compensation and related benefits, and other accrued liabilities. As of June 30, 2016, we had working capital of $297.0 million, compared with working capital of $288.6 million as of December 31, 2015. The $8.4 million increase in working capital was due to a $17.2 million increase in current assets, partially offset by a $8.8 million increase in current liabilities. The increase in current assets was primarily due to an increase in short-term investments and inventories, partially offset by a decrease in cash and cash equivalents. The increase in current liabilities was primarily due to an increase in accounts payable and accrued compensation and related benefits.

Summary of Cash Flows

The following table summarizes our cash flow activities:

	Six Months Ended June 30,	
	2016	**2015**
	(in thousands)	
Net cash provided by operating activities	$43,868	$23,349
Net cash used in investing activities	(38,386)	(47,131)
Net cash used in financing activities	(13,944)	(21,672)
Effect of exchange rate changes on cash and cash equivalents	(352)	56
Net decrease in cash and cash equivalents	$(8,814)	$(45,398)

For the six months ended June 30, 2016, net cash provided by operating activities was $43.9 million, primarily due to our net income adjusted for certain non-cash items, including depreciation and amortization and stock-based compensation, and a net decrease of $5.0 million from the changes in our operating assets and liabilities. The increase in other assets was primarily due to a prepaid wafer purchase agreement we funded in the second quarter of 2016. The increase in accounts payable was primarily driven by increased inventory and other purchases to meet future growth. The increase in inventories was primarily due to an increase in strategic wafer and die bank inventories as well as an increase in finished goods necessary to meet future demand. For the six months ended June 30, 2015, net cash provided by operating activities was $23.3 million, due to our net income adjusted for certain non-cash items, including depreciation and amortization and stock-based compensation, and a net decrease of $13.9 million from the changes in our operating assets and liabilities. The increase in inventories was primarily due to an increase in strategic wafer and die bank inventories as well as an increase in finished goods necessary to meet future demand. The increase in accounts payable was primarily driven by increased inventory and other purchases to meet future demand. The increase in accrued liabilities was primarily driven by an increase in employee contributions to the deferred compensation plan.

For the six months ended June 30, 2016, net cash used in investing activities was $38.4 million, primarily due to purchases of property and equipment of $18.7 million, net purchases of investments of $18.1 million, and net contributions to the employee deferred compensation plan of $1.6 million. For the six months ended June 30, 2015, net cash used in investing activities was $47.1 million, primarily due to net purchases of short-term investments of $37.7 million and purchases of property and equipment of $6.7 million.

During the first half of 2016, we funded the purchases of a previously leased manufacturing facility in Chengdu, China and two units of an office building in Shenzhen, China for approximately $9.1 million. In addition, in 2015, our Board of Directors approved a plan to spend up to $17 million to purchase additional office space in other locations in China in 2016 and beyond to accommodate future growth. No related purchases or commitments were made in the first half of 2016.

For the six months ended June 30, 2016, net cash used in financing activities was $13.9 million, primarily reflecting $16.5 million used to pay dividends to our stockholders and dividend equivalents to our employees who hold RSUs, partially offset by $2.3 million of cash proceeds from stock option exercises and issuance of shares through our employee stock purchase plan. For the six months ended June 30, 2015, net cash used in financing activities was $21.7 million, primarily reflecting $18.1 million used in repurchases of our common stock pursuant to our stock repurchase program and $13.8 million used to pay dividends to our stockholders and dividend equivalents to our employees who hold RSUs, partially offset by $7.8 million of cash proceeds from stock option exercises and issuance of shares through our employee stock purchase plan.

In July 2013, our Board of Directors approved a stock repurchase program that authorized us to repurchase up to $100 million in the aggregate of our common stock. The program expired on December 31, 2015. In February 2016, our Board of Directors approved a new stock repurchase program that authorized us to repurchase up to $50 million in the aggregate of our common stock through December 31, 2016. For the six months ended June 30, 2016, we did not repurchase any shares. For the six months ended June 30, 2015, we repurchased a total of 0.4 million shares for $18.1 million, at an average price of $51.70 per share.

In June 2014, our Board of Directors approved a dividend program pursuant to which we intend to pay quarterly cash dividends on our common stock. In addition, outstanding RSU awards contain rights to receive dividend equivalents, which entitle employees who hold RSUs to the same dividend value per share as holders of common stock. The dividend equivalents are accumulated and payable to the employees when the underlying RSUs vest. Dividend equivalents accumulated on the RSUs are forfeited if the employees do not fulfill their service requirement during the vesting periods. For the six months ended June 30, 2016, we paid dividends and dividend equivalents totaling $16.5 million. For the six months ended June 30, 2015, we paid dividends and dividend equivalents totaling $13.8 million.

Although cash requirements will fluctuate based on the timing and extent of many factors such as those discussed above, we believe that cash generated from operations, together with the liquidity provided by existing cash balances and short-term investments, will be sufficient to satisfy our liquidity requirements for the next 12 months. We anticipate the cash used for future dividends, dividend equivalents and the stock repurchase program will come from our current domestic cash and cash generated from ongoing U.S. operations. If cash held by our international subsidiaries is needed for these payments, we may be required to accrue and pay U.S. taxes to repatriate these funds.

In the future, in order to strengthen our financial position, respond to unforeseen circumstances, or fund our growth in future financial periods, we may need to raise additional funds by any one or a combination of the following: issuing equity securities, issuing debt or convertible debt securities, incurring indebtedness secured by our assets, or selling certain product lines and/or portions of our business. There can be no guarantee that we will be able to raise additional funds on terms acceptable to us, or at all.

From time to time, we have engaged in discussions with third parties concerning potential acquisitions of product lines, technologies, businesses and companies, and we continue to consider potential acquisition candidates. Any such transactions could involve the issuance of a significant number of new equity securities, assumptions of debt, and/or payment of cash consideration. We may also be required to raise additional funds to complete any such acquisitions, through either the issuance of equity and debt securities or incurring indebtedness secured by our assets. If we raise additional funds or acquire businesses or technologies through the issuance of equity securities or convertible debt securities, our existing stockholders may experience significant dilution.

Contractual Obligations

We lease sales and research and development offices in China, Europe, India, Japan, Korea, Singapore, Taiwan and the United States. Certain of our facility leases provide for periodic rent increases. During the first quarter of 2016, we completed the purchase of a previously leased manufacturing facility in Chengdu, China for approximately $1.6 million.

Our outstanding purchase commitments primarily consist of wafer purchases from our foundries, assembly services and license arrangements. As of June 30, 2016, the outstanding balance under our purchase commitments was $38.6 million, compared with $32.7 million as of December 31, 2015.

Our other contractual obligations have not changed significantly from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For a discussion of market risks, refer to Item 7A, “Quantitative and Qualitative Disclosures about Market Risk” in our Annual Report on Form 10-K for the year ended December 31, 2015. During the three and six months ended June 30, 2016, there were no material changes or developments that would materially alter the market risk assessment performed as of December 31, 2015.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934 as of the end of the period covered by this Quarterly Report on Form 10-Q.

Based on this evaluation, our chief executive officer and chief financial officer concluded that, as of June 30, 2016, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are a party to actions and proceedings in the ordinary course of business, including litigation regarding our shareholders and our intellectual property, challenges to the enforceability or validity of our intellectual property, claims that our products infringe on the intellectual property rights of others, and employment matters. These proceedings often involve complex questions of fact and law and may require the expenditure of significant funds and the diversion of other resources to prosecute and defend. We defend ourselves vigorously against any such claims.

As of June 30, 2016, there were no material pending legal proceedings to which we were a party.

ITEM 1A. RISK FACTORS

Our business involves risks and uncertainties. You should carefully consider the risks described below, together with all of the other information in this Quarterly Report on Form 10-Q and other filings with the Securities and Exchange Commission in evaluating our business. If any of the following risks actually occur, our business, financial condition, operating results, and growth prospects would likely be materially and adversely affected. In such an event, the trading price of our common stock could decline, and you could lose all or part of your investment in our common stock. Our past financial performance should not be considered to be a reliable indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods. These risks involve forward-looking statements and our actual results may differ substantially from those discussed in these forward-looking statements.

The future trading price of our common stock could be subject to wide fluctuations in response to a variety of factors.

The future trading price of our common stock is likely to be highly volatile and could be subject to wide fluctuations in response to various factors, many of which are beyond our control, including:

- our results of operations and financial performance;
- general economic, industry and market conditions worldwide;
- our ability to outperform the market, and outperform at a level that meets or exceeds our investors' expectations;
- whether our forward guidance meets the expectations of our investors;
- the depth and liquidity of the market for our common stock;
- developments generally affecting the semiconductor industry;
- commencement of or developments relating to our involvement in litigation;
- investor perceptions of us and our business strategies;
- changes in securities analysts' expectations or our failure to meet those expectations;
- actions by institutional or other large stockholders;
- terrorist acts or acts of war;

- actual or anticipated fluctuations in our results of operations;
- actual or anticipated manufacturing capacity limitations;
- developments with respect to intellectual property rights;
- introduction of new products by us or our competitors;
- our sale of common stock or other securities in the future;
- conditions and trends in technology industries;
- our loss of key customers;
- changes in market valuation or earnings of our competitors;
- any mergers, acquisitions or divestitures of assets undertaken by us;
- government debt default;

- our ability to develop new products, enter new market segments, gain market share, manage litigation risk, diversify our customer base and successfully secure manufacturing capacity;
- our ability to increase our gross margins;
- market reactions to guidance from other semiconductor companies or third-party research groups;
- market reactions to merger and acquisition activities in the semiconductor industry, and rumors or expectations of further consolidation in the industry;
- investments in sales and marketing resources to enter new markets;
- costs of increasing wafer capacity and qualifying additional third-party wafer fabrication facilities;
- our ability to continue the stock repurchase program and pay quarterly cash dividends to stockholders; and
- changes in the estimation of the future size and growth rate of our markets.

In addition, the stock market often experiences substantial volatility that is seemingly unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock.

We expect our operating results to fluctuate from quarter to quarter and year to year, which may make it difficult to predict our future performance and could cause our stock price to decline and be volatile.

Our revenue, expenses, and results of operations are difficult to predict, have varied significantly in the past and will continue to fluctuate significantly in the future due to a number of factors, many of which are beyond our control. We expect fluctuations to continue for a number of reasons, including:

- changes in general demand for electronic products as a result of worldwide macroeconomic conditions;
- changes in business conditions at our distributors, value-added resellers and/or end-customers;
- changes in general economic conditions in the countries where our products are sold or used;
- the timing of developments and related expenses in our litigation matters;
- the loss of key customers or our inability to attract new customers due to customer and prospective customer concerns about being litigation targets;
- continued dependence on turns business (orders received and shipped within the same fiscal quarter);

- continued dependence on the Asian markets for our customer base;
- increases in assembly costs due to commodity price increases, such as the price of gold;
- the timing of new product introductions by us and our competitors;
- changes in our revenue mix between original equipment manufacturers ("OEMs"), original design manufacturers ("ODMs"), distributors and value-added resellers;
- changes in product mix, product returns, and actual and potential product liability;
- the acceptance of our new products in the marketplace;
- our ability to develop new process technologies and achieve volume production;

- our ability to meet customer product demand in a timely manner;
- the scheduling, rescheduling, or cancellation of orders by our customers;
- the cyclical nature of demand for our customers' products;
- fluctuations in our estimate for stock rotation reserves;
- our ability to manage our inventory levels, including the levels of inventory held by our distributors;
- product obsolescence;
- seasonality and variability in the communications, storage and computing, consumer and industrial markets;
- the availability of adequate manufacturing capacity from our outside suppliers;
- increases in prices for finished wafers due to general capacity shortages;
- the potential loss of future business resulting from capacity issues;
- changes in manufacturing yields;
- movements in foreign exchange rates, interest rates or tax rates; and
- stock-based compensation charges primarily resulting from performance and market-based equity awards granted to our employees.

Due to the factors noted above and other risks described in this section, many of which are beyond our control, you should not rely on quarter-to-quarter or year-over-year comparisons to predict our future financial performance. Unfavorable changes in any of the above factors may seriously harm our business and results of operations, and may cause our stock price to decline and be volatile.

Our business has been and may continue to be significantly impacted by worldwide economic conditions, and uncertainty in the outlook for the global economy makes it more likely that our actual results will differ materially from expectations.

In recent years, global credit and financial markets experienced disruptions, and may continue to experience disruptions in the future, including diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, increases in unemployment rates, and continued uncertainty about economic stability, such as the unfavorable reactions of international markets to the recent vote by the United Kingdom to withdraw from the European Union. These economic uncertainties affect businesses such as ours in a number of ways, making it difficult to accurately forecast and plan our future business activities. The continued or further tightening of credit in financial markets may lead consumers and businesses to postpone spending, which may cause our customers to cancel, decrease or delay their existing and future orders with us. In addition, financial difficulties experienced by our suppliers or distributors could result in product delays, increased accounts receivable defaults and inventory challenges. Volatility in the credit markets could severely diminish liquidity and capital availability. Demand for our products is a function of the health of the economies in the United States, Europe, China and the rest of the world. We cannot predict the timing, strength or duration of any economic disruption or subsequent economic recovery worldwide, in the United States, in our industry, or in the different markets that we serve. These and other economic factors have had, and may in the future have, a material adverse effect on demand for our products and on our financial condition and operating results.

We may not be profitable on a quarterly or annual basis.

Our profitability is dependent on many factors, including:

- our sales, which because of our turns business (i.e., orders received and shipped within the same fiscal quarter), are difficult to accurately forecast;
- the cancellation or rescheduling of our customers’ orders, which may occur without significant penalty to our customers;

- changes in general demand for electronic products as a result of worldwide macroeconomic conditions;
- changes in revenue mix between OEMs, ODMs, distributors and value-added resellers;
- changes in product mix, and actual and potential product liability;
- changes in revenue mix between end market segments (i.e. communications, storage and computing, consumer and industrial);
- our competition, which could adversely impact our selling prices and our potential sales;
- our manufacturing costs, including our ability to negotiate with our vendors and our ability to efficiently run our test facility in China;
- manufacturing capacity constraints;
- stock-based compensation charges primarily resulting from performance and market-based equity awards granted to our employees; and
- our operating expenses, including general and administrative expenses, selling and marketing expenses, and research and development expenses relating to products that will not be introduced and will not generate revenue until later periods, if at all.

We may not achieve profitability on a quarterly or annual basis in the future. Unfavorable changes in our operations, including any of the factors noted above, may have a material adverse effect on our quarterly or annual profitability.

We may not experience growth rates comparable to past years.

In the past, our revenue increased significantly in certain years due to increased sales of certain of our products. Due to various factors, including increased competition, loss of certain of our customers, unfavorable changes in our operations, reduced global electronics demand, end-customer market downturn, market acceptance and penetration of our current and future products and ongoing litigation, we may not experience growth rates comparable to past periods, which could materially and adversely affect our stock price and results of operations.

There can be no assurance that we will continue to declare cash dividends at all or in any particular amounts.

In June 2014, the Board of Directors approved a dividend program pursuant to which we intend to pay quarterly cash dividends on our common stock. We anticipate the cash used for future dividends will come from our current domestic cash and cash generated from ongoing U.S. operations. If cash held by our international subsidiaries is needed for the payment of dividends, we may be required to accrue and pay U.S. taxes to repatriate these funds, which may have a material adverse effect on our financial condition and results of operations.

The declaration of any future cash dividends is at the discretion of our Board of Directors and will depend on, among other things, our financial condition, results of operations, capital requirements, business conditions, statutory requirements of Delaware law, compliance with the terms of future indebtedness and credit facilities and other factors that our Board of Directors may deem relevant, as well as a determination that cash dividends are in the best interests of our stockholders. Our dividend payments may change from time to time, and we cannot provide assurance that we will continue to declare dividends at all or in any particular amounts. A reduction in or elimination of our dividend payments could have a negative effect on the price of our common stock.

We may be unsuccessful in developing and selling new products with margins similar to or better than what we have experienced in the past, which would impact our overall gross margin and financial performance.

Our success depends on products that are differentiated in the market, which result in gross margins that have historically been above industry averages. Should we fail to improve our gross margin in the future, and accordingly develop and introduce sufficiently differentiated products that result in higher gross margins than industry averages, our financial condition and results of operations could be materially and adversely affected.

The highly cyclical nature of the semiconductor industry, which has produced significant and sometimes prolonged downturns, could materially adversely affect our operating results, financial condition and cash flows.

Historically, the semiconductor industry has been highly cyclical and, at various times, has experienced significant downturns and wide fluctuations in supply and demand. These conditions have caused significant variances in product demand and production capacity, as well as rapid erosion of average selling prices. The industry may experience severe or prolonged downturns in the future, which could result in downward pressure on the price of our products as well as lower demand for our products. Because significant portions of our expenses are fixed in the short term or incurred in advance of anticipated sales, we may not be able to decrease our expenses in a timely manner to offset any sales shortfall. These conditions could have a material adverse effect on our operating results, financial condition and cash flows.

If demand for our products declines in the major end markets that we serve, our revenue will decrease and our results of operations and financial condition would be materially and adversely affected.

We believe that the application of our products in the communications, storage and computing, consumer and industrial markets will continue to account for the majority of our revenue. If the demand for our products declines in the major end markets that we serve, our revenue will decrease and our results of operations and financial condition would be materially and adversely affected. In addition, as technology evolves, the ability to integrate the functionalities of various components, including our discrete semiconductor products, onto a single chip and/or onto other components of systems containing our products increases. Should our customers require integrated solutions that we do not offer, demand for our products could decrease, and our business and results of operations would be materially and adversely affected.

We may be unsuccessful in developing and selling new products or in penetrating new markets required to maintain or expand our business.

Our competitiveness and future success depend on our ability to design, develop, manufacture, assemble, test, market, and support new products and enhancements on a timely and cost-effective basis. A fundamental shift in technologies in any of our product markets could have a material adverse effect on our competitive position within these markets. Our failure to timely develop new technologies or to react quickly to changes in existing technologies could materially delay our development of new products, which could result in product obsolescence, decreased revenue, and/or a loss of market share to competitors.

As we develop new product lines, we must adapt to market conditions that are unfamiliar to us, such as competitors and distribution channels that are different from those we have known in the past. Some of our new product lines require us to re-equip our labs to test parameters we have not tested in the past. If we are unable to adapt rapidly to these new and additional conditions, we may not be able to successfully penetrate new markets.

The success of a new product depends on accurate forecasts of long-term market demand and future technological developments, as well as on a variety of specific implementation factors, including:

- timely and efficient completion of process design and device structure improvements;
- timely and efficient implementation of manufacturing, assembly, and test processes;
- the ability to secure and effectively utilize fabrication capacity in different geometries;
- product performance;
- product availability;
- product quality and reliability; and
- effective marketing, sales and service.

To the extent that we fail to timely introduce new products or to quickly penetrate new markets, our revenue and financial condition could be materially adversely affected.

We derive most of our revenue from direct or indirect sales to customers in Asia and have significant operations in Asia, which may expose us to political, cultural, regulatory, economic, foreign exchange, and operational risks.

We derive most of our revenue from customers located in Asia through direct sales or indirect sales through distribution arrangements and value-added reseller agreements with parties located in Asia. As a result, we are subject to increased risks due to this geographic concentration of business and operations. For both the three and six months ended June 30, 2016, approximately 90% of our revenue was from customers in Asia. There are risks inherent in doing business in Asia, and internationally in general, including:

- changes in, or impositions of, legislative or regulatory requirements, including tax laws in the United States and in the countries in which we manufacture or sell our products;
- trade restrictions, including restrictions imposed by the United States on trading with parties in foreign countries;
- currency exchange rate fluctuations impacting intra-company transactions;
- the fluctuations in the value of the U.S. Dollar relative to other foreign currencies, which could affect the competitiveness of our products;
- transportation delays;
- changes in tax regulations in China that may impact our tax status in Chengdu, where we have significant operations;
- multi-tiered distribution channels that lack visibility to end customer pricing and purchase patterns;
- international political relationships and threats of war;
- terrorism and threats of terrorism;
- epidemics and illnesses;
- work stoppages and infrastructure problems due to adverse weather conditions or natural disasters;
- work stoppages related to employee dissatisfaction;
- economic, social and political instability;
- longer accounts receivable collection cycles and difficulties in collecting accounts receivables;
- enforcing contracts generally; and

- less effective protection of intellectual property and contractual arrangements.

If we fail to expand our customer base and significantly reduce the geographic concentration of our customers, we will continue to be subject to the foregoing risks, which could materially and adversely affect our revenue and financial condition.

We depend on a limited number of customers, including distributors, for a significant percentage of our revenue.

Historically, we have generated most of our revenue from a limited number of customers, including distributors. For example, sales to our largest distributor accounted for approximately 24% and 22% of our total revenue for the three and six months ended June 30, 2016, respectively. We continue to rely on a limited number of customers for a significant portion of our revenue. Because we rely on a limited number of customers for significant percentages of our revenue, a decrease in demand for our products from any of our major customers for any reason (including due to market conditions, catastrophic events or otherwise) could have a materially adverse impact on our financial conditions and results of operations.

We are subject to anti-corruption laws in the jurisdictions in which we operate, including the U.S. Foreign Corrupt Practices Act, or the FCPA. Our failure to comply with these laws could result in penalties which could harm our reputation and have a material adverse effect on our business, results of operations and financial condition.

We are subject to the FCPA, which generally prohibits companies and their intermediaries from making improper payments to foreign officials for the purpose of obtaining or keeping business and/or other benefits, along with various other anti-corruption laws. Although we have implemented policies and procedures designed to ensure that we, our employees and other intermediaries comply with the FCPA and other anti-corruption laws to which we are subject, there is no assurance that such policies or procedures will work effectively all of the time or protect us against liability under the FCPA or other laws for actions taken by our employees and other intermediaries with respect to our business or any businesses that we may acquire. We have significant operations in Asia, which places us in frequent contact with persons who may be considered “foreign officials” under the FCPA, resulting in an elevated risk of potential FCPA violations. If we are not in compliance with the FCPA and other laws governing the conduct of business with government entities (including local laws), we may be subject to criminal and civil penalties and other remedial measures, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Any investigation of any potential violations of the FCPA or other anti-corruption laws by U.S. or foreign authorities could harm our reputation and have an adverse impact on our business, financial condition and results of operations.

We receive a significant portion of our revenue from distribution arrangements, value-added resellers and direct customers, and the loss of any one of these distributors, value-added resellers or direct customers or failure to collect a receivable from them could adversely affect our operations and financial position.

We market our products through distribution arrangements and value-added resellers and through our direct sales and applications support organization to customers that include OEMs, ODMs and electronic manufacturing service providers (“EMSs”). Receivables from our customers are generally not secured by any type of collateral and are subject to the risk of being uncollectible. Sales to our largest distributor accounted for approximately 24% and 22% of our total revenue for the three and six months ended June 30, 2016, respectively. Significant deterioration in the liquidity or financial condition of any of our major customers or any group of our customers could have a material adverse impact on the collectability of our accounts receivable and our future operating results. We primarily conduct our sales on a purchase order basis, and we do not have any long-term supply commitments.

Moreover, we believe a high percentage of our products are eventually sold to a number of OEMs. Although we communicate with OEMs in an attempt to achieve “design wins,” which are decisions by OEMs and/or ODMs to incorporate our products, we do not have purchase commitments from these end users. Therefore, there can be no assurance that the OEMs and/or ODMs will continue to incorporate our ICs into their products. OEM technical specifications and requirements can change rapidly, and we may not have products that fit new specifications from an end-customer for whom we have had previous design wins. We cannot be certain that we will continue to achieve design wins from large OEMs, that our direct customers will continue to be successful in selling to the OEMs, or that the OEMs will be successful in selling products which incorporate our ICs. The loss of any significant customer, any material reduction in orders by any of our significant customers or by their OEM customers, the cancellation of a significant customer order, or the cancellation or delay of a customer's or an OEM's significant program or product could reduce our revenue and adversely affect our results of operations and financial condition.

Due to the nature of our business as a component supplier, we may have difficulty both in accurately predicting our future revenue and appropriately managing our expenses.

Because we provide components for end products and systems, demand for our products is influenced by our customers' end product demand. As a result, we may have difficulty in accurately forecasting our revenue and expenses. Our revenue depends on the timing, size, and speed of commercial introductions of end products and systems that incorporate our products, all of which are inherently difficult to forecast, as well as the ongoing demand for previously introduced end products and systems. In addition, demand for our products is influenced by our customers' ability to manage their inventory. Our sales to distributors are subject to higher volatility because they service demand from multiple levels of the supply chain which, in itself, is inherently difficult to forecast. If our customers, including distributors, do not manage their inventory correctly or misjudge their customers' demand, our shipments to and orders from our customers may vary significantly on a quarterly basis.

Our ability to increase product sales and revenue may be constrained by the manufacturing capacity of our suppliers.

Although we provide our suppliers with rolling forecasts of our production requirements, their ability to provide wafers to us is limited by the available capacity, particularly capacity in the geometries we require, at the facilities in which they manufacture wafers for us. As a result, this lack of capacity has at times constrained our product sales and revenue growth. In addition, an increased need for capacity to meet internal demands or demands of other customers could cause our suppliers to reduce capacity available to us. Our suppliers may also require us to pay amounts in excess of contracted or anticipated amounts for wafer deliveries or require us to make other concessions in order to acquire the wafer supply necessary to meet our customer requirements. If our suppliers extend lead times, limit supplies or the types of capacity we require, or increase prices due to capacity constraints or other factors, our revenue and gross margin may materially decline. In addition, if we experience supply delays or limitations, our customers may reduce their purchase levels with us and/or seek alternative solutions to meet their demand, which could materially and adversely impact our business and results of operations. Delays in increasing third-party manufacturing capacity may also limit our ability to meet customer demand.

We currently depend on third-party suppliers to provide us with wafers for our products. If any of our wafer suppliers become insolvent or capacity constrained and are unable and/or fail to provide us sufficient wafers at acceptable yields and at anticipated costs, our revenue and gross margin may decline or we may not be able to fulfill our customer orders.

We have a supply arrangement with certain suppliers for the production of wafers. Should any of our suppliers become insolvent or capacity constrained, we may not be able to fulfill our customer orders, which would likely cause a decline in our revenue.

While certain aspects of our relationship with these suppliers are contractual, many important aspects of this relationship depend on our suppliers’ continued cooperation and our management of relationships. In addition, the fabrication of ICs is a highly complex and precise process. Problems in the fabrication process can cause a substantial percentage of wafers to be rejected or numerous ICs on each wafer to be non-functional. This could potentially reduce yields. The failure of our suppliers to supply us wafers at acceptable yields could prevent us from fulfilling our customer orders for our products and would likely cause a decline in our revenue.

Further, as is common in the semiconductor industry, our customers may reschedule or cancel orders on relatively short notice. If our customers cancel orders after we submit a committed forecast to our suppliers for the corresponding wafers, we may be required to purchase wafers that we may not be able to resell, which would adversely affect our operating results, financial condition and cash flows.

We might not be able to deliver our products on a timely basis if our relationships with our assembly and test subcontractors are disrupted or terminated.

We do not have direct control over product delivery schedules or product quality because all of our products are assembled by third-party subcontractors and a portion of our testing is currently performed by third-party subcontractors. Also, due to the amount of time typically required to qualify assembly and test subcontractors, we could experience delays in the shipment of our products if we were forced to find alternate third parties to assemble or test our products. In addition, events such as global economic crises may materially impact our assembly suppliers' ability to operate. Any future product delivery delays or disruptions in our relationships with our subcontractors could have a material adverse effect on our operating results, financial condition and cash flows.

There may be unanticipated costs associated with adding to or supplementing our third-party suppliers' manufacturing capacity.

We anticipate that future growth of our business will require increased manufacturing capacity on the part of third-party supply foundries, assembly shops, and testing facilities for our products. In order to facilitate such growth, we may need to enter into strategic transactions, investments and other activities. Such activities are subject to a number of risks, including:

- the costs and expense associated with such activities;
- the availability of modern foundries to be developed, acquired, leased or otherwise made available to us or our third-party suppliers;
- the ability of foundries and our third-party suppliers to obtain the advanced equipment used in the production of our products;
- delays in bringing new foundry operations online to meet increased product demand; and
- unforeseen environmental, engineering or manufacturing qualification problems relating to existing or new foundry facilities, including delays in qualification of new foundries by our customers.

These and other risks may affect the ultimate cost and timing of any expansion of our third-party suppliers' capacity.

We purchase inventory in advance based on expected demand for our products, and if demand is not as expected, we may have insufficient or excess inventory, which could adversely impact our financial position.

As a fabless semiconductor company, we purchase our inventory from third party manufacturers in advance of selling our product. We place orders with our manufacturers based on existing and expected orders from our customers for particular products. While most of our contracts with our customers and distributors include lead time requirements and cancellation penalties that are designed to protect us from misalignment between customer orders and inventory levels, we must nonetheless make some predictions when we place orders with our manufacturers. In the event that our predictions are inaccurate due to unexpected increases in orders or unavailability of product within the timeframe that is required, we may have insufficient inventory to meet our customer demands. In the event that we order products that we are unable to sell due to a decrease in orders, unexpected order cancellations, injunctions due to patent litigation, or product returns, we may have excess inventory which, if not sold, may need to be disposed of or would result in a decrease in our revenue in future periods as the excess inventory at our distributors is sold. If any of these situations were to arise, it could have a material impact on our business and financial position.

Changes in effective tax rates or adverse outcomes resulting from examination of our income tax returns could adversely affect our results.

Our future effective tax rates could be adversely affected by earnings being lower than anticipated in countries where we have lower statutory rates and higher than anticipated in countries where we have higher statutory rates, by changes in the valuation of our deferred tax assets and liabilities, or by changes in tax laws, regulations, accounting principles or interpretations thereof and discrete items such as future exercises or dispositions of stock options and restricted stock releases. In addition, we are subject to the continuous examination of our income tax returns by the IRS and other tax authorities. For example, our U.S. federal income tax returns for the years ended December 31, 2005 through December 31, 2007 were examined by the IRS. We reached a resolution on the audits in April 2015 and recorded a one-time net charge of $2.7 million to our income tax provision in the second quarter of 2015. In May 2016, the IRS notified us that our U.S. federal income tax return for the year ended December 31, 2014 is under examination. We assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from any examinations will not have an adverse effect on our operating results and financial condition.

The complexity of calculating our tax provision may result in errors that could result in restatements of our financial statements.

Due to the complexity associated with the calculation of our tax provision, we have hired independent tax advisors to assist us in the calculation. If we or our independent tax advisors fail to resolve or fully understand certain issues that we may have had in the past and issues that may arise in the future, we could be subject to errors, which, if material, would result in us having to restate our financial statements. Restatements are generally costly and could adversely impact our results of operations and/or have a negative impact on the trading price of our common stock.

If we experience security breaches of our information technology systems that materially damage sensitive information on our networks, our business partner and customer relationships may be harmed, and our business and operating results may be adversely impacted.

In the ordinary course of business, we store sensitive data on our internal systems, network and servers, such as proprietary business and financial information, and confidential data pertaining to our customers, suppliers and business partners. The secure maintenance of sensitive information on our networks and the protection features of our solutions are both critical to our operations and business strategy. We devote significant resources to network security, data encryption, and other security measures to protect our systems and data. However, these security measures cannot provide absolute security. Although we make significant efforts to maintain the security and integrity of our systems and solutions, any destructive or intrusive breach could compromise our networks, creating system disruptions or slowdowns, and the information stored on our networks could be accessed, publicly disclosed, lost or stolen. If any of these types of security breaches were to occur and we were unable to protect sensitive data, our relationships with our business partners and customers could be materially damaged, our reputation could be materially harmed, and we could be exposed to a risk of litigation and possible significant liability.

If we are unsuccessful in legal proceedings brought against us or any of our customers, we could be prevented from selling many of our products and/or be required to pay substantial damages. An unfavorable outcome or an additional award of damages, attorneys' fees or an injunction could cause our revenue to decline significantly and could severely harm our business and operating results.

From time to time we are party to various legal proceedings. If we are not successful in litigation that could be brought against us or our customers, we could be ordered to pay monetary fines and/or damages. If we are found liable for willful patent infringement, damages could be significant. We and/or our customers could also be prevented from selling some or all of our products. Moreover, our customers and end-users could decide not to use our products, and our products and our customers' accounts payable to us could be seized. Finally, interim developments in these proceedings could increase the volatility in our stock price as the market assesses the impact of such developments on the likelihood that we will or will not ultimately prevail in these proceedings.

Given our inability to control the timing and nature of significant events in our legal proceedings that either have arisen or may arise, our legal expenses are difficult to forecast and may vary substantially from our publicly disclosed forecasts with respect to any given quarter, which could contribute to increased volatility in our stock price and financial condition.

Historically, we have incurred significant expenses in connection with various legal proceedings that vary with the level of activity in the proceeding. It is difficult for us to forecast our legal expenses for any given quarter, which adversely affects our ability to forecast our expected results of operations in general. We may also be subject to unanticipated legal proceedings, which would result in us incurring unexpected legal expenses. If we fail to meet the expectations of securities or industry analysts as a result of unexpected changes in our legal expenses, our stock price could be materially impacted.

Future legal proceedings may divert our financial and management resources.

The semiconductor industry is characterized by frequent claims of infringement and litigation regarding patent and other intellectual property rights. Patent infringement is an ongoing risk, in part because other companies in our industry could have patent rights that may not be identifiable when we initiate development efforts. Litigation may be necessary to enforce our intellectual property rights, and we may have to defend ourselves against additional infringement claims. Such litigation is very costly. In the event any third party makes a new infringement claim against us or our customers, we could incur additional ongoing legal expenses. In addition, in connection with these legal proceedings, we may be required to post bonds to defend our intellectual property rights in certain countries for an indefinite period of time, until such dispute is resolved. If our legal expenses materially increase or exceed anticipated amounts, our capital resources and financial condition could be adversely affected. Further, if we are not successful in any of our intellectual property defenses, our financial condition could be adversely affected and our business could be harmed. Our management team may also be required to devote a great deal of time, effort and energy to these legal proceedings, which could divert management’s attention from focusing on our operations and adversely affect our business.

We will continue to vigorously defend and enforce our intellectual property rights around the world, especially as it relates to patent litigation.

From time to time, we are faced with having to defend our intellectual property rights throughout the world. Should we become engaged in such proceedings, it could divert management’s attention from focusing on and implementing our business strategy. Further, should we not be successful in any of our intellectual property enforcement actions, our revenue may be affected and our business could be harmed.

Failure to protect our proprietary technologies or maintain the right to certain technologies may negatively affect our ability to compete.

We rely heavily on our proprietary technologies. Our future success and competitive position depend in part upon our ability to obtain and maintain protection of certain proprietary technologies used in our products. We pursue patents for some of our new products and unique technologies, and we also rely on a combination of nondisclosure agreements and other contractual provisions, as well as our employees’ commitment to confidentiality and loyalty, to protect our technology, know-how, and processes. Despite the precautions we take, it may be possible for unauthorized third parties to copy aspects of our current or future technologies or products or to obtain and use information that we regard as proprietary. We intend to continue to protect our proprietary technologies, including through patents. However, there can be no assurance that the steps we take will be adequate to protect our proprietary rights, that our patent applications will lead to issued patents, that others will not develop or patent similar or superior products or technologies, or that our patents will not be challenged, invalidated, or circumvented by others. Furthermore, the laws of the countries in which our products are or may be developed, manufactured, or sold may not protect our products and intellectual property rights to the same extent as laws in the United States. Our failure to adequately protect our proprietary technologies would materially harm our business.

The market for government-backed student loan auction-rate securities has suffered a decline in liquidity which may impact the liquidity and potential value of our investment portfolio.

The market for government-backed student loan auction-rate securities with interest rates that reset through a Dutch auction every 7 to 35 days became illiquid in 2008. We experienced our first failed auction in mid-February 2008. Since 2008, we have redeemed 87% of the original portfolio at par. At June 30, 2016, $5.6 million of our auction-rate securities have failed to reset through successful auctions and it is unclear as to when these investments will regain their liquidity. The underlying maturity of these auction-rate securities is up to 32 years.

We recorded temporary and other-than-temporary impairment charges on these investments. The valuation is subject to fluctuations in the future, which will depend on many factors, including the quality of underlying collateral, estimated time for liquidity including potential to be called or restructured, underlying final maturity, insurance guaranty and market conditions, among others.

Should there be further deterioration in the market for auction-rate securities, the value of our portfolio may decline, which may have an adverse impact on our cash position and our earnings. If the accounting rules for these securities change, there may be an adverse impact on our earnings.

We face risks in connection with our internal control over financial reporting.

Effective internal control over financial reporting is necessary for us to provide reliable and accurate financial reports. If we cannot provide reliable financial reports or prevent fraud or other financial misconduct, our business and operating results could be harmed. Our failure to implement and maintain effective internal control over financial reporting could result in a material misstatement of our financial statements or otherwise cause us to fail to meet our financial reporting obligations. This, in turn, could result in a loss of investor confidence in the accuracy and completeness of our financial reports, which could have an adverse effect on our results of operations and/or have a negative impact on the trading price of our common stock, and could subject us to stockholder litigation. In addition, we cannot assure you that we will not in the future identify material weaknesses in our internal control over financial reporting that we have not discovered to date, which may impact the reliability of our financial reporting and financial statements.

Our products must meet specifications, and undetected defects and failures may occur, which may cause customers to return or stop buying our products and may expose us to product liability risk.

Our customers generally establish demanding specifications for quality, performance, and reliability that our products must meet. Integrated circuits as complex as ours often encounter development delays and may contain undetected defects or failures when first introduced or after commencement of commercial shipments, which might require product replacement or recall. Further, our third-party manufacturing processes or changes thereof, or raw material used in the manufacturing processes may cause our products to fail. We have from time to time in the past experienced product quality, performance or reliability problems. Our standard warranty period is generally one to two years, which exposes us to significant risks of claims for defects and failures. If defects and failures occur in our products, we could experience lost revenue, increased costs, including warranty expense and costs associated with customer support, cancellations or rescheduling of orders or shipments, and product returns or discounts, any of which would harm our operating results.

In addition, product liability claims may be asserted with respect to our technology or products. Although we currently have insurance, there can be no assurance that we have obtained a sufficient amount of insurance coverage, that asserted claims will be within the scope of coverage of the insurance, or that we will have sufficient resources to satisfy any asserted claims.

The price and availability of commodities (e.g., gold, copper and silicon) may adversely impact our ability to deliver our products in a timely and cost-effective manner, and may adversely affect our business and results of operations.

Our products incorporate commodities such as gold, copper and silicon. An increase in the price or a decrease in the availability of these commodities and similar commodities that we use could negatively impact our business and results of operations.

Fluctuations in the value of the U.S. Dollar relative to other foreign currencies, including the Renminbi, may adversely affect results of operations.

Our manufacturing and packaging suppliers are and will continue to be primarily located in China for the foreseeable future. If the value of the Renminbi rises against the U.S. Dollar, there could be an increase in our manufacturing costs relative to competitors who have manufacturing facilities located in the U.S., which could adversely affect our operations. In addition, our sales are primarily denominated in the U.S. Dollar. If the value of the U.S Dollar rises against other currencies, it may adversely affect the demand for our products in international markets, which could negatively impact our business and results of operations.

We incur foreign currency exchange gains or losses related to the timing of payments for transactions between the U.S. and our foreign subsidiaries, which are reported in interest and other income in the statements of operations. Fluctuations in the value of the U.S. Dollar relative to the foreign currencies could increase the amount of foreign currency exchange losses we record, which could have an adverse impact on our results of operations.

Our business is subject to various governmental laws and regulations, and compliance with these regulations may impact our revenue and cause us to incur significant expense. If we fail to maintain compliance with applicable regulations, we may be forced to recall products and cease their distribution, and we could be subject to civil or criminal penalties.

Our business is subject to various significant laws and other legal requirements imposed by the U.S. and other countries we conduct business with, including export control laws such as the U.S. Export Administration Regulations. These laws and regulations are complex, change frequently and have generally become more stringent over time. We may be required to incur significant expense to comply with these regulations or to remedy violations of these regulations. In addition, if our customers fail to comply with these regulations, we may be required to suspend sales to these customers, which could negatively impact our results of operations. For example, on March 8, 2016, the U.S. Department of Commerce added ZTE Corporation, one of our customers, to its "Entity List" and placed certain export restrictions on ZTE and its suppliers. These restrictions were temporarily lifted until August 30, 2016. We must conform the manufacture and distribution of our products to various laws and adapt to regulatory requirements in many countries as these requirements change. If we fail to comply with these requirements in the manufacture or distribution of our products, we could be required to pay civil penalties, face criminal prosecution and, in some cases, be prohibited from distributing our products commercially until the products are brought into compliance.

We and our manufacturing partners are or will be subject to extensive Chinese government regulation, and the benefit of various incentives from Chinese governments that we and our manufacturing partners receive may be reduced or eliminated, which could increase our costs or limit our ability to sell products and conduct activities in China.

Most of our manufacturing partners are located in China. In addition, we have established manufacturing and testing facilities in China. The Chinese government has broad discretion and authority to regulate the technology industry in China. China's government has implemented policies from time-to-time to regulate economic expansion in China. It also exercises significant control over China's economic growth through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies. New regulations or the readjustment of previously implemented regulations could require us and our manufacturing partners to change our business plans, increase our costs, or limit our ability to sell products and conduct activities in China, which could adversely affect our business and operating results.

In addition, the Chinese government and provincial and local governments have provided, and continue to provide, various incentives to encourage the development of the semiconductor industry in China. Such incentives include tax rebates, reduced tax rates, favorable lending policies and other measures, some or all of which may be available to our manufacturing partners and to us with respect to our facilities in China. Any of these incentives could be reduced or eliminated by governmental authorities at any time. Any such reduction or elimination of incentives currently provided to our manufacturing partners could adversely affect our business and operating results.

There are inherent risks associated with the operation of our manufacturing and testing facilities in China, which could increase product costs or cause a delay in product shipments.

We have manufacturing and testing facilities in China that began operations in 2006. We face the following risks, among others, with respect to our operations in China:

- inability to hire and maintain a qualified workforce;
- inability to maintain appropriate and acceptable manufacturing controls; and
- higher than anticipated overhead and other costs of operation.

If we are unable to maintain our facilities in China at fully operational status with qualified workers, appropriate manufacturing controls and reasonable cost levels, we may incur higher costs than our current expense levels, which would affect our gross margins. In addition, if capacity restraints result in significant delays in product shipments, our business and results of operations would be adversely affected.

The average selling prices of products in our markets have historically decreased over time and will likely do so in the future, which could harm our revenue and gross profits.

Average selling prices of semiconductor products in the markets we serve have historically decreased over time. Our gross profits and financial results will suffer if we are unable to offset any reductions in our average selling prices by reducing our costs, developing new or enhanced products on a timely basis with higher selling prices or gross profits, or increasing our sales volumes. Additionally, because we do not operate our own wafer manufacturing or assembly facilities, we may not be able to reduce our costs as rapidly as companies that operate their own facilities, and our costs may even increase, which could also reduce our profit margins.

Because of the lengthy sales cycles for our products and the fixed nature of a significant portion of our expenses, we may incur substantial expenses before we earn associated revenue and may not ultimately achieve our forecasted sales for our products.

The introduction of new products presents significant business challenges because product development plans and expenditures may be made up to two years or more in advance of any sales. It generally takes us up to 12 months or more to design and manufacture a new product prototype. Only after we have a prototype do we introduce the product to the market and begin selling efforts in an attempt to achieve design wins. This sales process requires us to expend significant sales and marketing resources without any assurance of success. Volume production of products that use our ICs, if any, may not be achieved for an additional period of time after an initial sale. Sales cycles for our products are lengthy for a number of reasons, including:

- our customers usually complete an in-depth technical evaluation of our products before they place a purchase order;
- the commercial adoption of our products by OEMs and ODMs is typically limited during the initial release of their product to evaluate product performance and consumer demand;
- our products must be designed into our customers’ products or systems; and
- the development and commercial introduction of our customers’ products incorporating new technologies frequently are delayed.

As a result of our lengthy sales cycles, we may incur substantial expenses before we earn associated revenue because a significant portion of our operating expenses is relatively fixed and based on expected revenue. The lengthy sales cycles of our products also make forecasting the volume and timing of orders difficult. In addition, the delays inherent in lengthy sales cycles raise additional risks that customers may cancel or change their orders. Our sales are made by purchase orders. Because industry practice allows customers to reschedule or cancel orders on relatively short notice, backlog is not always a good indicator of our future sales. If customer cancellations or product changes occur, we could lose anticipated sales and not have sufficient time to reduce our inventory and operating expenses.

Our success depends on our investment of significant resources in research and development. We may have to invest more resources in research and development than anticipated, which could increase our operating expenses and negatively impact our operating results.

Our success depends on us investing significant amounts of resources into research and development. We expect to have to continue to invest heavily in research and development in the future in order to continue to innovate and come to market with new products in a timely manner and increase our revenue and profitability. If we have to invest more resources in research and development than we anticipate, we could see an increase in our operating expenses which may negatively impact our operating results. Also, if we are unable to properly manage and effectively utilize our research and development resources, we could see material adverse effects on our business, financial condition and operating results.

In addition, if new competitors, technological advances by existing competitors, our entry into new markets, or other competitive factors require us to invest significantly greater resources than anticipated in our research and development efforts, our operating expenses would increase. If we are required to invest significantly greater resources than anticipated in research and development efforts without a corresponding increase in revenue, our operating results could decline. Research and development expenses are likely to fluctuate from time to time to the extent we make periodic incremental investments in research and development and these investments may be independent of our level of revenue, which could negatively impact our financial results. In order to remain competitive, we anticipate that we will continue to devote substantial resources to research and development, and we expect these expenses to increase in absolute dollars in the foreseeable future due to the increased complexity and the greater number of products under development.

The loss of any of our key personnel or the failure to attract or retain specialized technical and management personnel could affect our operations or impair our ability to grow our business.

Our future success depends upon our ability to attract and retain highly qualified technical and managerial personnel. We are particularly dependent on the continued services of our key executives, including Michael Hsing, our President and Chief Executive Officer, who founded our company and developed our proprietary process technology. In addition, personnel with highly skilled analog and mixed-signal design engineering expertise are scarce and competition for personnel with these skills is intense. There can be no assurance that we will be able to retain existing key employees or that we will be successful in attracting, integrating or retaining other highly qualified personnel with critical capabilities in the future. If we are unable to retain the services of existing key employees or are unsuccessful in attracting new highly qualified employees quickly enough to meet the demands of our business, including design cycles, our business could be harmed. Furthermore, if we lose key personnel, the search for a qualified replacement and the transition could interrupt our operations as the search could take us longer than expected and divert management resources, and the newly hired employee could take longer than expected to integrate into the team.

If we fail to retain key employees in our sales, applications, finance and legal staff or to make continued improvements to our internal systems, particularly in the accounting and finance area, our business may suffer.

If we fail to continue to adequately staff our sales, applications, financial and legal staff, maintain or upgrade our business systems and maintain internal control that meet the demands of our business, our ability to operate effectively will suffer. The operation of our business also depends upon our ability to retain these employees, as these employees hold a significant amount of institutional knowledge about us and our products, and, if they were to terminate their employment, our sales and internal control over financial reporting could be adversely affected.

We intend to continue to expand our operations, which may strain our resources and increase our operating expenses.

We plan to continue to expand our domestic and foreign operations through internal growth, strategic relationships, and/or acquisitions. We expect that any such expansion will strain our systems and operational and financial controls. In addition, we are likely to incur significantly higher operating costs. To manage our growth effectively, we must continue to improve and expand our systems and controls, as well as hire experienced administrative and financial personnel. If we fail to do so, our growth will be limited. If we fail to effectively manage our planned expansion of operations, our business and operating results may be harmed.

We may not realize the anticipated benefits of any company or business that we acquire. In addition, acquisitions could result in diluting the ownership interests of our stockholders, reduce our cash balances, and cause us to incur debt or to assume contingent liabilities, which could adversely affect our business.

As a part of our business strategy, from time to time we review acquisition prospects that would complement our current product offerings, enhance our design capability or offer other competitive opportunities. For example, we completed our acquisition of Sensima Technology SA in July 2014 to further our diversification strategy and create new opportunities with key customers. As a result of completing acquisitions, we could use a significant portion of our available cash, cash equivalents and short-term investments, issue equity securities that would dilute current stockholders’ percentage ownership, incur substantial debt or contingent liabilities, and incur impairment charges related to goodwill or other acquisition-related intangibles. Such actions could impact our operating results and the price of our common stock. For example, as part of the contingent consideration arrangement that was part of our acquisition of Sensima, we may have to pay up to an additional $8.9 million to former Sensima shareholders if Sensima achieves a new product introduction as well as certain product revenue and direct margin targets in 2016. The fair value of the contingent consideration at the acquisition date of $2.5 million was recorded in other long-term liabilities in our financial statements and is remeasured at the end of each reporting period. During the fourth quarter of 2015, we determined the fair value of the contingent consideration was $0 and released the liability of $2.5 million, as we did not expect the milestones would be achieved. We will continue to assess the probability of former Sensima shareholders earning the contingent consideration in 2016 and may record additional adjustment to the fair value.

In addition, we may be unable to identify or complete prospective acquisitions for various reasons, including competition from other companies in the semiconductor industry, the valuation expectations of acquisition candidates and applicable antitrust laws or related regulations. If we are unable to identify and complete acquisitions, we may not be able to successfully expand our business and product offerings.

We cannot guarantee that the Sensima acquisition or any future acquisitions will improve our results of operations or that we will otherwise realize the anticipated benefits of any acquisitions. In addition, if we are unsuccessful in integrating any acquired company or business into our operations or if integration is more difficult than anticipated, we may experience disruptions that could harm our business and result in our failure to realize the anticipated benefits of the acquisitions. Some of the risks that may adversely affect our ability to integrate or realize any anticipated benefits from the acquired companies, businesses or assets include those associated with:

- unexpected losses of key employees or customers of the acquired companies or businesses;
- conforming the acquired company’s standards, processes, procedures and controls with our operations;
- coordinating new product and process development;
- hiring additional management and other critical personnel;
- increasing the scope, geographic diversity and complexity of our operations;
- difficulties in consolidating facilities and transferring processes and know-how;
- difficulties in the assimilation of acquired operations, technologies or products;
- the risk of undisclosed liabilities of the acquired businesses and potential legal disputes with founders or stockholders of acquired companies;
- our inability to commercialize acquired technologies;
- the risk that the future business potential as projected is not realized and as a result, we may be required to take a charge to earnings that would impact our profitability;
- the need to take impairment charges or write-downs with respect to acquired assets and technologies;
- difficulties in assessing the fair value of earn-out arrangements;
- diversion of management’s attention from other business concerns; and
- adverse effects on existing business relationships with customers.

We compete against many companies with substantially greater financial and other resources, and our market share may be reduced if we are unable to respond to our competitors effectively.

The analog and mixed-signal semiconductor industry is highly competitive, and we expect competitive pressures to continue. Our ability to compete effectively and to expand our business will depend on our ability to continue to recruit applications and design talent, our ability to introduce new products, and our ability to maintain the rate at which we introduce these new products. We compete with domestic and non-domestic semiconductor companies, many of which have substantially greater financial and other resources with which to pursue engineering, manufacturing, marketing, and distribution of their products. We are in direct and active competition, with respect to one or more of our product lines, with many manufacturers of such products, of varying size and financial strength. The number of our competitors has grown due to the expansion of the market segments in which we participate.

We cannot assure you that our products will continue to compete favorably, or that we will be successful in the face of increasing competition from new products and enhancements introduced by existing competitors or new companies entering this market, which would materially and adversely affect our results of operations and our financial condition.

If securities or industry analysts downgrade our stock or do not continue to publish research or reports about our business, our stock price and trading volume could decline.

The trading market for our common stock will depend, in part, on the research and reports that industry or securities analysts publish about us or our business. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our stock, our stock price would likely decline. If one or more of these analysts cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

Major earthquakes or other natural disasters and resulting systems outages may cause us significant losses.

Our corporate headquarters, the production facilities of our third-party wafer suppliers, our IC testing and manufacturing facilities, a portion of our assembly and research and development activities, and certain other critical business operations are located in or near seismically active regions and are subject to periodic earthquakes. We do not maintain earthquake insurance and could be materially and adversely affected in the event of a major earthquake. Much of our revenue, as well as our manufacturers and assemblers, are concentrated in Asia, particularly in China. Such concentration increases the risk that other natural disasters, labor strikes, terrorism, war, political unrest, epidemics, and/or health advisories could disrupt our operations. In addition, we rely heavily on our internal information and communications systems and on systems or support services from third parties to manage our operations efficiently and effectively. Any of these are subject to failure due to a natural disaster or other disruption. System-wide or local failures that affect our information processing could have material adverse effects on our business, financial condition, operating results and cash flows.

ITEM 6. EXHIBITS

Exhibit No.	**Description**
31.1	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation
101.DEF	XBRL Taxonomy Extension Definition
101.LAB	XBRL Taxonomy Extension Labels
101.PRE	XBRL Taxonomy Extension Presentation

* This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

MONOLITHIC POWER SYSTEMS, INC

SIGNATURES

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.

MONOLITHIC POWER SYSTEMS, INC.

Dated: July 29, 2016

/s/ T. Bernie Blegen
T. Bernie Blegen
Chief Financial Officer
(Duly Authorized Officer and Principal Financial and Accounting Officer)

EXHIBIT INDEX

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