

SIGMA DESIGNS INC  
Form 10-Q  
December 08, 2011  
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 October 29, 2011

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-32207

Sigma Designs, Inc.  
(Exact name of registrant as specified in its charter)

California  
(State or other jurisdiction of  
incorporation or organization)

94-2848099  
(I.R.S. Employer  
Identification No.)

1778 McCarthy Boulevard,  
Milpitas, California 95035  
(Address of principal executive offices including Zip Code)  
(408) 262-9003  
(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. (Check one):

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

(Do not check if a 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  R

As of November 30, 2011, the Company had 32,227,881 shares of Common Stock outstanding.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## SIGMA DESIGNS, INC.

## UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

	October 29, 2011	January 29, 2011
Assets		
Current assets:		
Cash and cash equivalents	\$ 52,650	\$ 72,732
Short-term marketable securities	47,350	47,482
Restricted cash	1,770	1,616
Accounts receivable, net	26,032	31,348
Inventories	22,460	37,714
Deferred tax assets	5,378	4,670
Prepaid expenses and other current assets	8,140	7,493
Total current assets	163,780	203,055
Long-term marketable securities	59,814	57,308
Software, equipment and leasehold improvements, net	36,678	28,392
Goodwill	—	44,910
Intangible assets, net	31,230	107,628
Deferred tax assets, net of current portion	13,082	13,051
Long-term investments	6,442	4,300
Other non-current assets	468	595
Total assets	\$ 311,494	\$ 459,239
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 11,918	\$ 15,650
Accrued liabilities	21,676	24,209
Total current liabilities	33,594	39,859
Other long-term liabilities	14,571	13,780
Long-term deferred tax liabilities	2,004	7,559
Total liabilities	50,169	61,198
Commitments and contingencies (Note 11)		
Shareholders' equity:		
Preferred stock	—	—
Common stock and additional paid-in capital	454,034	441,249
Treasury stock	(85,941)	(85,941)
Accumulated other comprehensive income	827	1,121
Retained earnings (accumulated deficit)	(107,595)	41,612
Total shareholders' equity	261,325	398,041

Total liabilities and shareholders' equity	\$	311,494	\$	459,239
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See the accompanying Notes to the Unaudited Condensed Consolidated Financial Statements

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SIGMA DESIGNS, INC.  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
 (In thousands, except per share data)

	Three Months Ended		Nine Months Ended	
	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Net revenue	\$ 39,725	\$ 77,805	\$ 147,051	\$ 216,310
Cost of revenue	21,723	39,192	86,263	110,563
Gross profit	18,002	38,613	60,788	105,747
<b>Operating expenses:</b>				
Research and development	21,633	20,484	65,034	57,065
Sales and marketing	8,545	8,357	25,475	23,023
General and administrative	4,828	4,781	15,460	14,033
Goodwill impairment	45,108	—	45,108	—
Intangible assets impairment	66,170	—	66,170	—
Total operating expenses	146,284	33,622	217,247	94,121
Income (loss) from operations	(128,282)	4,991	(156,459)	11,626
Interest and other income, net	542	425	2,095	1,603
Impairment of investment	—	—	—	(5,203)
Income (loss) before income taxes	(127,740)	5,416	(154,364)	8,026
Provision for (benefit from) income taxes	(6,165)	351	(5,157)	1,351
Net income (loss)	\$ (121,575)	\$ 5,065	\$ (149,207)	\$ 6,675
<b>Net income (loss) per share:</b>				
Basic	\$ (3.78)	\$ 0.16	\$ (4.67)	\$ 0.21
Diluted	\$ (3.78)	\$ 0.16	\$ (4.67)	\$ 0.21
<b>Shares used in computing net income (loss) per share:</b>				
Basic	32,139	31,327	31,928	31,167
Diluted	32,139	31,646	31,928	31,610

See the accompanying Notes to the Unaudited Condensed Consolidated Financial Statements

SIGMA DESIGNS, INC.  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (In thousands)

	Nine Months Ended	
	October 29, 2011	October 30, 2010
Cash flows from operating activities:		
Net income (loss)	\$ (149,207)	\$ 6,675
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	23,709	20,536
Stock-based compensation	9,132	9,526
Provision for excess and obsolete inventory	8,083	304
Provision for sales discounts and (recovery) of doubtful account	(44)	37
Deferred income taxes	(715)	(76)
Impairment of software license	—	336
Loss on disposal of equipment	77	54
Accretion of contributed leasehold improvements	(191)	(132)
Impairment of goodwill and intangible assets	111,278	—
Impairment of investment	—	5,203
Changes in operating assets and liabilities:		
Accounts receivable	5,360	(2,128)
Inventories	7,413	(14,108)
Prepaid expenses and other current assets	(607)	(1,726)
Other non-current assets	123	68
Accounts payable	(5,218)	7,803
Accrued liabilities	(7,886)	2,509
Other long-term liabilities	(5,643)	38
Net cash provided by (used in) operating activities	(4,336)	34,919
Cash flows from investing activities:		
Restricted cash	(154)	(83)
Purchases of marketable securities	(60,471)	(99,947)
Sales and maturities of marketable securities	57,575	73,157
Purchases of software, equipment and leasehold improvements	(9,298)	(9,797)
Cash paid in connection with acquisition	(5,000)	—
Purchases of long-term investments	(2,142)	(1,000)
Net cash used in investing activities	(19,490)	(37,670)
Cash flows from financing activities:		
Excess tax benefit from stock-based compensation	399	—
Net proceeds from exercises of employee stock options and stock purchase rights	3,254	3,003
Net cash provided by financing activities	3,653	3,003
Effect of foreign exchange rate changes on cash and cash equivalents	91	(200)
Increase (decrease) in cash and cash equivalents	(20,082)	52
Cash and cash equivalents at beginning of period	72,732	81,947



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Cash and cash equivalents at end of period	\$	52,650	\$	81,999
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Supplemental disclosure of cash flow information:

Cash paid for income taxes	\$	1,037	\$	1,121
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See the accompanying Notes to the Unaudited Condensed Consolidated Financial Statements

SIGMA DESIGNS, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Organization and summary of significant accounting policies

Organization and nature of operations: Sigma Designs, Inc. (referred to collectively in these consolidated financial statements as “Sigma,” “we,” “our” and “us”) is a leader in connected media platforms. We specialize in integrated system-on-chip, or SoC, solutions that serve as the foundation for the world’s leading IPTV set-top boxes, connected media players, residential gateways, home control systems and more. We sell our products to manufacturers, designers and to a lesser extent, to distributors who, in turn, sell to manufacturers.

Basis of presentation: The consolidated financial statements include Sigma Designs, Inc. and its wholly- owned subsidiaries. All intercompany balances and transactions are eliminated upon consolidation.

The unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, or US GAAP, for interim financial information and the rules and regulations of the Securities and Exchange Commission, or SEC. They do not include all disclosures required by US GAAP for complete financial statements. However, we believe that the disclosures are adequate and fairly present the information. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with our audited consolidated financial statements and notes thereto for the year ended January 29, 2011 included in our Annual Report on Form 10-K.

The condensed consolidated financial statements included herein are unaudited; however, they contain all normal recurring accruals and adjustments that, in our opinion, are necessary to present fairly our consolidated financial position at October 29, 2011 and January 29, 2011, the consolidated results of our operations for the three months and nine months ended October 29, 2011 and October 30, 2010, and the consolidated cash flows for the nine months ended October 29, 2011 and October 30, 2010. The results of operations for the three months and nine months ended October 31, 2011 are not necessarily indicative of the results to be expected for future quarters or the year.

Accounting period: Each of our fiscal quarters presented herein includes 13 weeks and ends on the last Saturday of the period. The third quarter of fiscal 2012 ended on October 29, 2011. The third quarter of fiscal 2011 ended on October 30, 2010.

Use of Estimates: The preparation of the consolidated financial statements in conformity with US GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ from those estimates and such differences may be material to the consolidated financial statements.

Revenue recognition: We derive our revenue primarily from product sales. Our products, which we refer to as SoC solutions consist of highly integrated semiconductors and embedded software that enables real-time processing of digital video and audio content, which we refer to as real-time software. We do not deliver software as a separate product in connection with product sales. We recognize revenue for product sales when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collectability is reasonably assured.

Valuation of inventories: Inventories are stated at the lower of standard cost, which approximates actual cost on a first-in, first-out basis, or market value. We evaluate our inventories for excess quantities and obsolescence on a quarterly basis. This evaluation includes analysis of historical and estimated future unit sales by product as well as

product purchase commitments that are not cancelable. We develop our demand forecasts based, in part, on discussions with our customers about their forecasted supply needs. However, our customers usually only provide us with firm purchase commitments for the current period and not our entire forecasted period. Additionally, our sales and marketing personnel provide estimates of future sales to prospective customers based on actual and expected design wins. A provision is recorded for inventories in excess of estimated future demand. In addition, we write off inventories that are obsolete. Obsolescence is determined from several factors, including competitiveness of product offerings, market conditions and product life cycles. Provisions for excess and obsolete inventory are charged to cost of revenue. At the time of the loss recognition, a new, lower-cost basis for that inventory is established and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. If this lower-cost inventory is subsequently sold, we will realize higher gross margins for those products.

Inventory write-downs inherently involve assumptions and judgments as to amount of future sales and selling prices. During the nine months ended October 29, 2011, we recorded an \$8.1 million provision for excess inventory. Although we believe that the assumptions we use in estimating inventory write-downs are reasonable, significant future changes in these assumptions could produce a significantly different result. There can be no assurances that future events and changing market conditions will not result in significant inventory write-downs.

Goodwill and intangible assets: Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the net tangible and intangible assets acquired. The amounts and useful lives assigned to finite lived intangible assets acquired, other than goodwill, impact the amount and timing of future amortization.

We review goodwill and intangible assets with indefinite lives for impairment annually, as of the last day of our fiscal year, and whenever events or changes in circumstances indicate the carrying value may not be recoverable. This review involves a two-step process. The first step requires identifying the reporting units and comparing the fair value of each reporting unit to its net book value, including goodwill. We have identified that we operate one reporting unit and the fair value of our operating unit is determined to be equal to our market capitalization as determined through quoted market prices, adjusted for a reasonable control premium. We estimate the control premium based on a review of acquisitions of comparable semiconductor companies that were completed during the last four years. A potential impairment exists if the fair value of the reporting unit is lower than its net book value. The second step of the process is performed if a potential impairment exists, and it involves determining the difference between the fair value of our reporting unit's net assets other than goodwill to the fair value of the reporting unit and, if the difference is less than the net book value of goodwill, impairment exists and is recorded. As of January 29, 2011, we estimated the fair value of our reporting unit exceeded the carrying value of our net assets by approximately 66%. After giving effect to an impairment of our goodwill and intangible assets that we recognized in the three months ended October 29, 2011, which is discussed in more detail below, we estimate the fair value of our reporting unit exceeds the carrying value of our net assets by approximately 30% as of October 29, 2011.

Determining the fair value of a reporting unit is judgmental in nature and involves the use of significant estimates and assumptions. These estimates and assumptions include forecasts of revenue and operating margins used to calculate projected future cash flows, risk-adjusted discount rates, future economic and market conditions and a determination of appropriate market comparables. We base our fair value estimates on assumptions we believe to be reasonable. Actual future results may differ from those estimates. Future competitive, market and economic conditions could negatively impact key assumptions including our market capitalization, actual control premiums or the carrying value of our net assets, which could require us to realize an additional impairment of our intangible assets.

We assess the carrying value of long-lived assets whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable.

As of October 29, 2011, we concluded that an interim review of the carrying value of our goodwill and indefinite-lived intangible assets should be performed due to continued reductions in our profitability, sales forecasts and market capitalization. In performing this review, we used both the income and the market valuation methodologies. In applying the income approach, we developed a forecast of the discounted cash flows expected to be generated by our operating unit and in applying the market approach, we utilized the current value of our publicly traded common stock adjusted for a control premium. The result of this review showed that the fair value of our reporting unit was less than its net book value and therefore indicated a possible impairment. Therefore, we performed the second step of the analysis by allocating the fair value of our reporting unit to all of its assets and liabilities on a fair value basis to determine the amount of the impairment. This analysis resulted in a goodwill impairment charge of \$45.1 million and an impairment charge for our indefinite-lived in-process research and development intangible assets of \$11.1 million for the three and nine months ended October 29, 2011.

As of October 29, 2011, we performed a review of the carrying value of our acquired intangible assets due to continued reductions in our profitability, sales forecasts and negative cash flows from operations. In performing this review, we developed a forecast of the total undiscounted cash flow expected to be generated by each acquired intangible asset group and compared the result to the carrying value. The results of this review indicated that two of

these intangible asset groups, consisting primarily of certain developed technology and customer relationship intangibles related to our CopperGate acquisition, were not fully recoverable. Therefore, we performed the second step of the analysis by developing a discounted cash flow analysis for each of the individual identifiable assets in these two groups to determine the amount of impairment. Our analysis resulted in an intangible asset impairment charge of \$55.1 million for the three and nine months ended October 29, 2011.

**Income taxes:** Income taxes are accounted for under an asset and liability approach. Deferred income taxes reflect the net tax effects of any temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts reported for income tax purposes, and any operating losses and tax credit carry forwards. Deferred tax liabilities are recognized for future taxable amounts and deferred tax assets are recognized for future deductions, net of any valuation allowance, to reduce deferred tax assets to amounts that are considered more likely than not to be realized.

The impact of an uncertain income tax position on the income tax return must be recognized as the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained.

Recent accounting pronouncements: In September 2011, the Financial Accounting Standards Board issued authoritative guidance related to testing of goodwill for impairment. The guidance permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis of determining whether it is necessary to perform the two-step goodwill impairment test. This new guidance is effective for annual and interim goodwill tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. We will adopt this authoritative guidance beginning in our first quarter of fiscal 2013 and we do not believe the adoption of this guidance will have a material impact on our consolidated financial statements.

## 2. Cash, cash equivalents and marketable securities

Cash, cash equivalents and marketable securities consist of the following (in thousands):

	October 29, 2011			January 29, 2011		
	Book Value	Net Unrealized Gain (Loss)	Fair Value	Book Value	Net Unrealized Gain	Fair Value
Corporate bonds	\$ 100,651	\$ (186)	\$ 100,465	\$ 89,677	\$ 266	\$ 89,943
Money market funds	17,280	—	17,280	21,946	—	21,946
Corporate commercial paper	—	—	—	8,995	2	8,997
US agency discount notes	6,699	1	6,700	6,999	—	6,999
Certificate of deposit	—	—	—	3,900	—	3,900
Total cash equivalents and marketable securities	\$ 124,630	\$ (185)	124,445	\$ 131,517	\$ 268	131,785
Cash on hand held in the United States			4,584			14,980
Cash on hand held overseas			30,785			30,757
Total cash on hand			35,369			45,737
Total cash, cash equivalents and marketable securities			\$ 159,814			\$ 177,522
Reported as:						
Cash and cash equivalents			\$ 52,650			\$ 72,732
Short-term marketable securities			47,350			47,482
Long-term marketable securities			59,814			57,308
			\$ 159,814			\$ 177,522

The amortized cost and estimated fair value of cash equivalents and marketable securities, by contractual maturity as measured on the date of purchase, are as follows (in thousands):

	October 29, 2011		January 29, 2011	
	Book Value	Fair Value	Book Value	Fair Value
Due in 1 year or less	\$ 64,534	64,631	\$ 74,398	\$ 74,477
Due in greater than 1 year	60,096	59,814	57,119	57,308
Total	\$ 124,630	\$ 124,445	\$ 131,517	\$ 131,785

Our marketable securities include primarily corporate bonds, money market funds and US agency discount notes.

3. Fair values of assets and liabilities

Fair value is defined as “the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.” The accounting standards establish a consistent framework for measuring fair value and disclosure requirements about fair value measurements and among other things, require us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

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Fair value hierarchy

The accounting standards discuss valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The standards utilize a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1 - Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2 - Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 - Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect our estimate of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

Determination of Fair Value

Our cash equivalents and marketable securities are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices, broker or dealer quotations or alternative pricing sources with reasonable levels of price transparency. The types of marketable securities valued based on quoted market prices in active markets include most U.S. government and agency securities, sovereign government obligations, money market securities and certain corporate obligations with high credit ratings and an ongoing trading market.

Our foreign currency derivative instruments are classified as Level 2 because they are valued using quoted prices and other observable data of similar instruments in active markets.

In connection with our acquisition of CopperGate Communications, Ltd (“CopperGate”) in November 2009, we agreed to pay up to an aggregate of \$5.0 million in cash to specified CopperGate employees if certain milestones are achieved over a specified period. We estimated the fair value of this contingent consideration based on the probability that certain milestones would be met and the payments would be made as outlined in the acquisition agreement. In developing these estimates, we utilized discounted cash flow models and considered the revenue projections and historical results of CopperGate.

The table below presents the balances of our assets and liabilities measured at fair value on a recurring basis as of October 29, 2011 and January 29, 2011 (in thousands):

		As of October 29, 2011		
		Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
Corporate bonds	\$ 100,465	100,465	\$ —	—



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Money market funds	17,280	17,280	—	—
US agency discount notes	6,700	6,700	—	—
Total cash equivalents and marketable securities	124,445	124,445	—	—
Restricted cash	1,770	1,770	—	—
Derivative instruments	63	—	63	—
Total assets measured at fair value	\$ 126,278	\$ 126,215	\$ 63	\$ —

	As of January 29, 2011			
	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Corporate bonds	\$ 89,943	\$ 89,943	\$ —	\$ —
Money market funds	21,946	21,946	—	—
Corporate commercial paper	8,997	8,997	—	—
US agency discount notes	6,999	6,999	—	—
Certificate of deposit	3,900	3,900	—	—
Total cash equivalents and marketable securities	131,785	131,785	—	—
Restricted cash	1,616	1,616	—	—
Derivative instruments	85	—	85	—
Total assets measured at fair value	\$ 133,486	\$ 133,401	\$ 85	\$ —
Accrued contingent payment for CopperGate acquisition	\$ 1,689	—	—	\$ 1,689

The following table represents a reconciliation of the change in the fair value measurement of the contingent liability for the nine months ended October 29, 2011 (in thousands):

	Contingent Liability
Beginning balance at January 29, 2011	\$ 1,689
Payment made	(1,689 )
Ending balance at October 29, 2011	\$ —

#### Assets measured and recorded at fair value on a non-recurring basis

Our non-marketable convertible promissory note and preferred stock investments in privately held venture capital funded technology companies are recorded at cost and only adjusted to fair value if an impairment charge is recognized. In fiscal 2009 and 2010, we purchased shares of preferred stock in a privately-held venture capital funded technology company at a total investment cost of \$2.0 million and we purchased a convertible note receivable from the same company with a face value equal to the cost of \$3.0 million, convertible into the issuer's preferred stock under certain circumstances, bearing interest at a rate of 9% per annum which became callable on November 30, 2009. During our second quarter of fiscal 2011, the issuer of the \$3.0 million convertible promissory note and the \$2.0 million of preferred stock determined that additional funding would be required to continue operations. This convertible note receivable was classified within Level 3. This issuer held discussions with various parties, and a third party made a preliminary offer to purchase substantially all of the issuer's assets at a price that would not allow us to collect any amount on our investments. Based on the available information, we determined that the value of our investments in this issuer had suffered an other-than-temporary decline in value. Accordingly, at July 31, 2010, we recorded an impairment charge of \$5.2 million to fully write-down the carrying value of the convertible promissory note, accrued interest and preferred stock investment due to our expected inability to recover any value from it. Subsequently this issuer was liquidated in bankruptcy and we received no amounts.

#### 4. Derivative financial instruments

Foreign exchange contracts are recognized either as assets or as liabilities on the balance sheet at fair value at the end of each reporting period. Changes in fair value of the derivatives are recorded as operating expenses or other income (expense) or as accumulated other comprehensive income, or OCI.

#### Cash flow and non-designated hedges

We currently use and expect to continue to use foreign currency derivatives such as forward and option contracts as hedges against certain anticipated transactions denominated in Israeli shekels, or NIS. For derivative instruments that are designated and qualified as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of OCI and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on these derivatives representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings.

Beginning in the first quarter of fiscal 2012, we elected to discontinue hedge accounting for current derivative contracts that are used in managing NIS denominated transactions. As a result of this change, we recognize all gains and losses from changes in the fair value of these derivative contracts immediately into earnings rather than deferring any such amounts in OCI. For hedge transactions entered into prior to January 30, 2011, which continue to be effective, the gains and losses incurred prior to January 30, 2011 continue to be recorded in OCI and will be reclassified into earnings when those hedge transactions mature.

As of October 29, 2011, we had foreign exchange contracts with notional values of approximately \$10.3 million that mature on or before September 24, 2012. Of this amount, contracts with a notional value of \$1.2 million were entered into on or before January 29, 2011 and were designated as cash flow hedges, and contracts with a notional value of \$9.1 million were entered into subsequent to January 29, 2011, and are treated as foreign exchange contracts not designated as cash flow hedges. In the three and nine months ended October 29, 2011, we recognized gains of approximately \$0.2 million and \$0.5 million, respectively, as a result of foreign exchange contracts. As of October 30, 2010, we had foreign exchange contracts to sell up to approximately \$5.8 million for a total amount of approximately NIS 22.1 million, that matured on or before September 29, 2011. In the three and nine months ended October 30, 2010, we recognized gains of approximately \$0.1 million and \$0.2 million, respectively, as a result of derivative instruments.



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	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Foreign exchange contracts gains (losses)	\$	—\$	13	\$ —\$ 10

The amount of gain (loss) associated with non-designated derivative contracts recognized in interest and other income, net, for the three and nine months ended October 29, 2011 and October 30, 2010 is as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Gain (loss) on foreign exchange contracts including forward point income	\$ (178)	\$ —	\$ 422	\$ —

5. Restricted cash

As of October 29, 2011 and January 29, 2011, we had \$1.8 million and \$1.6 million, respectively, of restricted cash related to a deposit pledged to a financial institution in connection with our foreign exchange forward contracts and for one of our office operating leases.

6. Investments in privately held companies

During fiscal 2009, we purchased shares of preferred stock in two privately held venture capital funded technology companies (“Issuer A” and “Issuer B”) at a total investment cost of \$3.0 million. In the fourth quarter of fiscal 2010, we purchased additional shares of preferred stock in Issuer B at a cost of \$1.0 million. In the third quarter of fiscal 2010, we purchased a convertible note from Issuer A with a face value equal to the cost of \$3.0 million, which is convertible into the issuer’s preferred stock under certain circumstances, bears interest at a rate of 9% per annum and became callable after November 30, 2009. In the third quarter of fiscal 2011, we purchased shares of preferred stock in another privately held technology company (“Issuer C”) at a total investment cost of \$1.0 million. In the fourth quarter of fiscal 2011, we purchased shares of preferred stock in another privately held technology company (“Issuer D”) at a total investment cost of \$1.0 million. Additionally, in the fourth quarter of fiscal 2011, we purchased a convertible note from another privately held technology company (“Issuer E”) with a face value equal to the cost of \$0.3 million. This amount of \$0.3 million will convert to a quantity of equity upon any closing of financing prior to December 31, 2012. In the second quarter of fiscal 2012, we purchased shares of preferred stock in another privately held technology company (“Issuer F”) at a total investment cost of \$2.0 million.

As of October 29, 2011, we have investments in the amount of zero, net of impairment reserve, in Issuer A, \$2.0 million in Issuer B, \$1.0 million in Issuer C, \$1.0 million in Issuer D, \$0.3 million in Issuer E and \$2.0 million in Issuer F for a total investment of \$6.3 million in these six companies. Three of our four directors hold equity interests in Issuer A in which we invested an aggregate of \$5.0 million and one of these directors is also a director of Issuer A. In the aggregate, these equity and debt interests do not rise to the level of a material or a controlling interest in Issuer A. Our board of directors appointed our director who has no interest in Issuer A to evaluate each investment in Issuer A and to recommend appropriate action to the board of directors. All investment transactions with Issuer A were approved and recommended by this independent director and made as the result of a negotiation process.

During the second quarter of fiscal 2011, Issuer A determined that additional funding would be required to continue operations. Issuer A held discussions with various parties, and a third party made a preliminary offer to purchase substantially all of its assets at a price that would not allow us to collect any amount on our investments in Issuer A. Based on the available information, we determined that the value of our investment in Issuer A had suffered an other-than-temporary decline in value. Accordingly, at July 31, 2010, we recorded an impairment charge of \$5.2 million to fully write down the carrying value of the preferred stock equity investment and fully reserve the convertible note receivable, including accrued interest, due to our expected inability to collect any amounts in connection with these investments. Subsequently this issuer was liquidated in bankruptcy and we received no

amounts. Accordingly, as of October 29, 2011 and January 29, 2011, the convertible note in Issuer A was valued at zero.

At October 29, 2011 and January 29, 2011, our equity investments in privately held companies were valued at \$6.4 million and \$4.3 million, respectively, representing their cost, net of reserve for impairment.

7. **Inventories**

Inventories consist of the following (in thousands):

	October 29, 2011	January 29, 2011
Wafers and other purchased material	\$ 12,672	\$ 24,433
Work-in-process	632	1,136
Finished goods	9,156	12,145
Total	\$ 22,460	\$ 37,714

8. **Acquisitions**

On March 21, 2011, we executed a definitive agreement to acquire certain assets, including intangible assets and products, from a business division of a large computer manufacturer for \$5.0 million in cash, which was paid on May 3, 2011.

The assets we acquired include a low-power High Definition, or HD, video encoder processor aimed at capturing HD video for visual telephony between set-top boxes, connected media players, Voice over Internet Protocol, or VoIP, devices, video phones, video conferencing TV's and video surveillance devices.

In connection with this acquisition, we obtained a valuation of the assets acquired in order to allocate the purchase price. The total purchase price was allocated to the net tangible and identified intangible assets based upon fair values as of March 21, 2011. The excess purchase price over the value of the net tangible and identifiable intangible assets was recorded as goodwill. The purchase price in the transaction was allocated as follows (in thousands, except years):

	Amount	
Purchase consideration:		
Cash	\$	5,000
Total consideration	\$	5,000
Net tangible assets	\$	752
		Estimated Useful Life
Identifiable intangible assets:		
Developed technology:		
Technology	1,250	5 years
Technology Leveraged	1,680	8 years
Customer relationships	750	5 years
In-process research and development	370	—
Goodwill	198	—
Total consideration	\$	5,000

On November 10, 2009, we acquired all of the issued and outstanding share capital, including vested stock options, of CopperGate Communications Ltd., or CopperGate, pursuant to an Acquisition Agreement dated October 12, 2009, as amended by the First Amendment to Acquisition Agreement dated November 10, 2009 (the "Agreement"). CopperGate is headquartered in Tel Aviv, Israel and is a provider of silicon-based modem solutions enabling distribution of media-rich digital content over all three types of wires in the home: coaxial cable, phone and power. CopperGate solutions are deployed by service providers enabling the delivery of HDTV, VoIP and fast internet services. Significant reasons for our acquisition of CopperGate were to obtain synergy by expanding the breadth of our technology and to extend our position as a leading provider of complete home entertainment chipset solutions for all forms of media processing and communications that would enable a more comprehensive set of solutions to capitalize on a broader range of market opportunities. These significant factors were the basis for the recognition of goodwill. The goodwill is not expected to be deductible for tax purposes. Under the terms of the Agreement, we paid approximately \$116.0 million in cash of which approximately \$11.6 million was held in escrow for a period of 18 months and issued an aggregate of 3,931,352 shares of our common stock, of which 393,138 shares were held in escrow for a period of 18 months from the closing date. The escrow amounts were paid during the second fiscal quarter of 2012. At the closing, we also assumed all unvested CopperGate options and, as a result, issued unvested options to purchase an aggregate of 574,881 shares of our common stock, which options will vest over time. Under the terms of the Agreement, we also agreed to pay up to an aggregate of \$5.0 million in cash to specified CopperGate employees provided that certain milestones are achieved over a specified period of time. All milestones were achieved and all amounts were paid.

In connection with the CopperGate acquisition, we obtained a valuation of the net assets acquired in order to allocate the purchase price to the acquired assets. The total purchase price was allocated to CopperGate net tangible and



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intangible assets based upon fair values as of November 10, 2009. The excess purchase price over the value of the net tangible and identifiable intangible assets was recorded as goodwill. The valuation of identifiable intangible assets was based on both the income and cost approach methods and included the following significant estimates and assumptions: income forecasts, weighted average cost of capital and discounted cash flows. The purchase price in the transaction was allocated as follows (in thousands, except years):

	Amount	
Cash consideration	\$	115,956
Common stock issued		48,513
Contingent consideration		4,900
Total consideration	\$	169,369
Net tangible assets	\$	19,804
		Estimated Useful Life
Identifiable intangible assets:		
Developed technology	53,600	7 years
Customer relationships	49,300	7 years
Trademarks	1,200	2 years
In-process research and development	10,700	—
Goodwill	34,765	—
Total consideration	\$	169,369

A \$4.9 million liability was recorded for the net present value as of the acquisition date of the estimated fair value of the acquisition-related contingent consideration based on the probability of the achievement of revenue and product related milestones. The estimated fair value of the contingent consideration was based on the probability that these milestones would be met and the payments would be made on the targeted dates outlined in the acquisition agreement. In developing these estimates, we considered the revenue projections and historical results of CopperGate. Any change in the fair value of the acquisition-related contingent consideration subsequent to the closing date, including changes from events after the closing date, will be recognized in earnings in the period the estimated fair value changes. As of October 29, 2011, the contingent liability has been paid in full.

The fair value of the common stock issued was determined based on the closing market price of our common shares on the acquisition date.

As a result of the acquisition, we recorded \$43.2 million of tangible assets consisting of \$26.8 million of cash and cash equivalents and marketable securities, \$1.0 million of restricted cash, \$2.6 million of account receivables, \$9.3 million of inventories, \$1.1 million of property and equipment and \$2.4 million of other assets. We recorded \$23.4 million of liabilities, consisting of \$2.3 million of accounts payables, \$6.9 million of accrued liabilities and \$14.2 million of tax liabilities.

The amounts of revenue and net loss of CopperGate included in our consolidated statement of operations from the acquisition date to the period ended January 30, 2010 were as follows (in thousands):

	January 30, 2010
Revenue	\$ 15,067
Net loss	(5,567)

The following table presents the unaudited pro forma results as though the CopperGate acquisition described above occurred at the beginning of the periods indicated. Such historical results include acquisition-related costs totaling \$3.7 million recorded in fiscal 2010. The pro forma information presented does not purport to be indicative of the results that would have been achieved had the acquisition been made as of those dates nor of the results which may occur in the future (in thousands except per share data).

	January 30, 2010 (Unaudited)	January 31, 2009 (Unaudited)
Revenue	\$ 252,491	\$ 272,676
Net income	2,442	34,770
Net income per share – basic	\$ 0.09	\$ 1.29
Net income per share – diluted	\$ 0.09	\$ 1.26

9. Goodwill and Intangible assets

Goodwill

The following table summarizes the activity related to the carrying value of our goodwill during the nine months ended October 29, 2011 (in thousands):

	October 29, 2011
Balance at January 29, 2011	\$ 44,910

Acquisition		198
Goodwill impairment		(45,108)
Balance at October 29, 2011	\$	--

We review goodwill for impairment annually, as of the last day of our fiscal year, and whenever events or changes in circumstances indicate the carrying value may not be recoverable. As of October 29, 2011, we concluded that an interim review of the carrying value of our goodwill and indefinite-lived intangible assets should be performed due to continued reductions in our profitability, sales forecasts and market capitalization. In performing this review, we used both the income and the market valuation methodologies. In applying the income approach, we developed a forecast of the discounted cash flows expected to be generated by our operating unit and in applying the market approach, we utilized the current value of our publically traded common stock adjusted for a control premium. The result of this review showed that the fair value of our reporting unit was less than its net book value and therefore indicated a possible impairment. Therefore, we performed the second step of the analysis by allocating the fair value of our reporting unit to all of its assets and liabilities on a fair value basis to determine the amount of the impairment. This analysis resulted in a goodwill impairment charge of \$45.1 million and an impairment charge for our indefinite-lived in-process research and development intangible assets of \$11.1 million for the three and nine months ended October 29, 2011.

#### Intangible assets

Acquired intangible assets, subject to amortization, were as follows as of October 29, 2011 and January 29, 2011 (in thousands, except for years):

As of October 29, 2011

	Gross Value	Impairment	Accumulated Amortization and Effect of Currency Translation	Net Value	Weighted average remaining amortization period (years)
Developed technology	\$75,827	\$(24,614)	\$(26,950)	\$24,263	4.9
Customer relationships	51,173	(30,486)	(14,648)	6,039	5.1
Trademarks	2,678	—	(1,750)	928	6.7
Non-compete agreements	1,400	—	(1,400)	—	—
	131,078	(55,100)	(44,748)	31,230	5
In-process research and development	11,070	(11,070)	—	—	—
	\$142,148	\$(66,170)	\$(44,748)	\$31,230	

As of January 29, 2011

	Gross Value	Accumulated Amortization and Effect of Currency Translation	Net Value	Weighted average remaining amortization period (years)
Developed technology	\$ 72,910	\$(18,770)	\$ 54,140	5.7
Customer relationships	50,423	(9,146)	41,277	6.0
Trademarks	2,677	(1,166)	1,511	5.4
Non-compete agreements	1,400	(1,400)	—	—
	127,410	(30,482)	96,928	5.8
In-process research and development	10,700	—	10,700	—

\$	138,110	\$	(30,482)	\$	107,628
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We assess the carrying value of long-lived assets whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. As of October 29, 2011, we performed a review of the carrying value of our acquired intangible assets due to continued reductions in our profitability, sales forecasts and negative cash flows from operations. In performing this review, we developed a forecast of the total undiscounted cash flow expected to be generated by each acquired intangible asset group and compared the result to the carrying value. The results of this review indicated that two of these intangible asset groups, consisting primarily of certain developed technology and customer relationship intangibles related to our CopperGate acquisition, were not fully recoverable. Therefore, we performed the second step of the analysis by developing a discounted cash flow analysis for each of the individual identifiable assets in these two groups to determine the amount of impairment. Our analysis resulted in an intangible asset impairment charge of \$55.1 million for the three and nine months ended October 29, 2011. In addition, as a result of our review of indefinite-lived intangible assets, we recorded an impairment charge for our in-process research and development intangible assets of \$11.1 million for the three months ended October 29, 2011.

Amortization expense related to acquired intangible assets was \$4.8 million and \$14.3 million for the three and nine months ended October 29, 2011, respectively, and \$4.6 million and \$13.8 million for the three and nine months ended October 30, 2010, respectively. As of October 29, 2011, we expect amortization expense in future periods to be as follows (in thousands):

Fiscal year	Developed Technology	Customer Relationships	Trademarks	Total
Remainder of 2012	\$ 1,523	\$ 317	\$ 56	\$ 1,896
2013	6,115	1,265	178	7,558
2014	5,359	1,265	119	6,743
2015	3,892	1,265	118	5,275
2016	3,860	1,109	118	5,087
Thereafter	3,514	818	339	4,671
	\$ 24,263	\$ 6,039	\$ 928	\$ 31,230

#### 10. Product warranty

In general, we sell products with a one-year limited warranty that our products will be free from defects in materials and workmanship. Warranty cost is estimated at the time revenue is recognized based on historical activity, and additionally, for any specific known product warranty issues. Accrued warranty cost includes hardware repair and/or replacement and software support costs and is included in accrued liabilities on the consolidated balance sheets.

Details of the change in accrued warranty as of October 29, 2011 and October 30, 2010 are as follows (in thousands):

Three Months Ended	Balance Beginning of Period	Additions	Deductions	Balance End of Period
October 29, 2011	\$ 1,327	\$ 326	\$ (312)	\$ 1,341
October 30, 2010	1,244	219	(163)	1,300
Nine Months Ended				
October 29, 2011	\$ 1,300	\$ 856	\$ (815)	\$ 1,341
October 30, 2010	1,100	673	(473)	1,300

#### 11. Commitments and contingencies

##### Commitments

##### Leases

Our primary facility in Milpitas, California is leased under a non-cancelable operating lease, which expires in September 2012. We also lease facilities in Canada, Denmark, France, Hong Kong, Israel, Japan, Singapore, Taiwan and Vietnam, and vehicles in Israel under non-cancelable operating leases. Future minimum annual payments under operating leases are as follows (in thousands):

Fiscal years		Operating Leases
Remainder of 2012	\$	928
2013		2,863
2014		1,320
2015		893
2016		775
Thereafter		1,401
Total minimum lease payments	\$	8,180

### Purchase commitments

We place non-cancelable orders to purchase semiconductor products from our suppliers on an eight to sixteen week lead-time basis. As of October 29, 2011, the total amount of outstanding non-cancelable purchase orders was approximately \$13.5 million.

### Indemnifications

In certain limited circumstances, we have agreed and may agree in the future to indemnify certain customers against patent infringement claims from third parties related to our intellectual property. In these limited circumstances, the terms and conditions of sale generally limit the scope of the available remedies to a variety of industry-standard methods including, but not limited to, a right to control the defense or settlement of any claim, procure the right for continued usage, and a right to replace or modify the infringing products to make them non-infringing. To date, we have not incurred or accrued any significant costs related to any claims under such indemnification provisions.

### Royalties

We pay royalties for the right to sell certain products under various license agreements. During the three and nine months ended October 29, 2011, we recorded royalty expense of \$0.5 million and \$1.6 million, respectively, and \$0.8 million and \$2.4 million for the three and nine months ended October 30, 2010, respectively, which was recorded to cost of revenue.

Our wholly owned subsidiary, Sigma Designs Israel S.D.I. Ltd., participated in programs sponsored by the Office of the Chief Scientist of Israel's Ministry of Industry, Trade and Labor, or the OCS, for the support of research and development activities that we conducted in Israel. Through October 29, 2011, we had obtained grants from the OCS aggregating to \$4.8 million for certain of our research and development projects in Israel. We completed the most recent of these projects in 2007. We are obligated to pay royalties to the OCS, amounting to 4.5% of the sales of certain products up to an amount equal to 100% of the grants received. As of October 29, 2011, our remaining obligation under these programs was \$0.6 million.

### Contingencies

#### Litigation

On August 6, 2011, Powerline Innovations, LLC, or Powerline, filed suit against us, certain of our subsidiaries and many other named defendants, including Qualcomm Incorporated, Qualcomm Atheros, Inc., Broadcom Corporation and ST Microelectronics N.V. in the United States District Court for the Eastern District of Texas asserting infringement of U.S. Patent No. 5,471,190. The Powerline complaint seeks unspecified monetary damages and injunctive relief. At this time, we are unable to determine the outcome of this matter and, accordingly, cannot estimate the potential financial impact this action could have on our business, operating results, cash flows or financial position.

From time to time, we are involved in claims and legal proceedings that arise in the ordinary course of business. We expect that the number and significance of these matters will increase as our business expands. In particular, we could face an increasing number of patent and other intellectual property claims as the number of products and competitors in our industry grows. Any claims or proceedings against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time, result in the diversion of significant operational resources or cause us to enter into royalty or licensing agreements which, if required, may not be available on terms favorable to us or at all. If an unfavorable outcome were to occur against us, there exists the possibility of a



material adverse impact on our financial position and results of operations for the period in which the unfavorable outcome occurs and, potentially, in future periods.

#### Third-party licensed technology

We license technologies from various third parties and incorporate that technology into our products. From time to time, we are audited by licensors of these technologies for compliance with the terms of these licenses. Currently, we are under two such audits and have recently been notified of a third. If we are found not to be in compliance with the terms of the applicable license contract, we could be subject to revocation of the applicable license or other penalties, including cash penalties.

## 12. Comprehensive income (loss)

Components of our comprehensive income (loss) for the three and nine months ended October 29, 2011 and October 30, 2010 are as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Net income (loss)	\$(121,575 )	\$5,065	\$(149,207 )	\$6,675
Unrealized gain (loss) on marketable securities	(551 )	377	(522 )	585
Currency translation adjustment	(177 )	547	228	(168 )
Comprehensive income (loss)	\$(122,303 )	\$5,989	\$(149,501 )	\$7,092

## 13. Net income (loss) per share

Basic net income per share for the periods presented is computed by dividing net income by the weighted average number of common shares outstanding. Diluted net income per share is computed by including dilutive options. Basic and diluted net loss per share for the periods presented is computed by dividing net loss by the weighted average number of common shares outstanding.

The following table sets forth the basic and diluted net income (loss) per share computed for the three and nine months ended October 29, 2011 and October 30, 2010 (in thousands, except per share amounts):

	Three Months Ended		Nine Months Ended	
	October 29, 2011	October 30, 2010	October 29 2011	October 30, 2010
Numerator:				
Net income (loss), as reported	\$(121,575 )	\$5,065	\$(149,207 )	\$6,675
Denominator:				
Weighted average common shares outstanding - basic	32,139	31,327	31,928	31,167
Effect of dilutive securities:				
Stock options	—	319	—	443
Shares used in computation - diluted	32,139	31,646	31,928	31,610
Net income (loss) per share:				
Basic	\$(3.78 )	\$0.16	\$(4.67 )	\$0.21
Diluted	\$(3.78 )	\$0.16	\$(4.67 )	\$0.21

The following table sets forth the excluded anti-dilutive and excluded potentially dilutive securities for the three and nine months ended October 29, 2011 and October 30, 2010 is as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Stock options excluded because the effect of including would be anti-dilutive	296	-	412	-
Stock options excluded because exercise price is in excess of average stock price	5,338	5,315	4,732	5,091

14. Equity incentive plans and employee benefits

Stock option plans

We have adopted equity incentive plans that provide for the grant of stock option awards to employees, directors and consultants that are designed to encourage and reward their long-term contributions to us and provide an incentive for them to remain with us. These plans also align our employees' interest with the creation of long-term shareholder value. As of October 29, 2011, we have four stock option plans: the 2003 Director Stock Option Plan (the "2003 Director Plan"), the 2001 Stock Plan (the "2001 Plan"), the Amended and Restated 2009 Stock Incentive Plan (the "2009 Incentive Plan") and the CopperGate Share Option Plan (the "CopperGate Plan"). The 2009 Incentive Plan was approved by our shareholders in July 2009 along with the approval of a one-time stock option exchange program and on July 8, 2011, by shareholder approval, was amended and restated to increase the number of shares of common stock authorized for issuance by 2,000,000. The CopperGate Plan was assumed by us in connection with the acquisition of CopperGate in November 2009.

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Our 2009 Incentive Plan provides for the grant of stock options, restricted stock, restricted stock units, and other stock-related and performance awards that may be settled in cash, stock or other property. In July 2009, 2,900,000 shares of common stock were reserved for issuance and in July 2011 an additional 2,000,000 shares were reserved for issuance under the 2009 Incentive Plan. In addition, up to 1,000,000 shares of common stock subject to stock awards outstanding under the 2001 Plan but terminated prior to exercise and would otherwise be returned to the share reserves under our 2001 Plan may become available for issuance under the 2009 Incentive Plan.

As of October 29, 2011, 2,959,552 shares were available for future grants under our stock incentive plans. Additionally, up to 798,869 shares of common stock subject to stock awards outstanding under the 2001 Plan may become available for issuance under the 2009 Incentive Plan. As of September 23, 2009, the 2001 Plan and the 2003 Director Plan were closed for future grants, however, these plans will continue to govern all outstanding options that we originally granted from each plan.

The total stock option activities and balances of our stock option plans are summarized as follows:

	Number of Shares Outstanding	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Balance, January 29, 2011	6,084,125	\$ 12.26	6.91	\$ 19,493,166
Granted	111,200	13.70		
Cancelled	(66,184)	12.34		
Exercised	(138,255)	8.43		
Balance, April 30, 2011	5,990,886	\$ 12.38	6.74	\$ 13,048,120
Granted	220,100	11.84		
Cancelled	(143,846)	11.81		
Exercised	(33,004)	3.26		
Balance, July 30, 2011	6,034,136	\$ 12.42	6.59	\$ 2,732,931
Granted	-	-		
Cancelled	(89,414)	12.24		
Exercised	(57,257)	2.19		
Balance, October 29, 2011	5,887,465	\$ 12.52	6.31	\$ 2,302,384
Ending Vested and Expected to Vest	5,764,410	\$ 12.55	6.27	\$ 2,271,193
Ending Exercisable	3,613,124	\$ 12.86	5.40	\$ 2,001,194

The aggregate intrinsic value as of October 29, 2011, in the table above, represents the total pretax intrinsic value, based on our closing stock price of \$8.45 on that date, which would have been received by the option holders had all options holders exercised their options as of that date. The aggregate exercise date intrinsic value of options that were exercised under our stock option plans was \$0.3 million for each of the three months ended October 29, 2011 and October 30, 2010, determined as of the option exercise. The aggregate exercise date intrinsic value of options that were exercised under our stock option plans was \$1.2 million and \$2.4 million for the nine months ended October 29, 2011 and October 30, 2010, respectively, determined as of the date of option exercise. The total fair value of options that vested during the three months ended October 29, 2011 and October 30, 2010 was \$2.3 million and \$4.8 million, respectively. The total fair value of options that vested during the nine months ended October 29, 2011 and October 30, 2010 was \$8.4 million and \$8.9 million, respectively.

The options outstanding and currently exercisable at October 29, 2011 were in the following exercise price ranges:

Range of Exercise Prices Per Share			Options Outstanding			Options Exercisable		
			Number of Shares Outstanding at October 29, 2011	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price Per Share	Number of Shares Exercisable at October 29, 2011	Weighted Average Exercise Price Per Share	
\$ 0.92	\$ 7.89		650,416	2.47	\$ 4.91	601,138	\$ 5.12	
\$ 7.99	\$ 10.51		342,752	7.01	\$ 9.66	192,107	\$ 9.55	
\$ 10.59	\$ 10.59		620,591	8.22	\$ 10.59	217,077	\$ 10.59	
\$ 10.87	\$ 10.87		684,980	6.94	\$ 10.87	398,116	\$ 10.87	
\$ 11.06	\$ 11.07		1,029,611	6.35	\$ 11.07	686,644	\$ 11.06	
\$ 11.09	\$ 11.66		669,706	6.05	\$ 11.33	466,277	\$ 11.33	
\$ 11.69	\$ 12.21		593,513	7.92	\$ 11.96	205,656	\$ 12.05	
\$ 12.27	\$ 15.25		611,536	6.30	\$ 14.56	274,929	\$ 14.38	
\$ 15.32	\$ 41.58		631,360	6.06	\$ 25.03	529,666	\$ 25.90	
\$ 45.83	\$ 45.83		53,000	6.02	\$ 45.83	41,514	\$ 45.83	
\$ 0.92	\$ 45.83		5,887,465	6.31	\$ 12.52	3,613,124	\$ 12.86	

Restricted Stock Awards

We value restricted stock awards using the intrinsic value on the date of grant. These awards are granted under our 2009 Stock Incentive Plan and reduce shares available to grant under the plan by 1.3 shares for every 1 share of restricted stock granted and consist of time-based restricted shares, which shares remain subject to our right of repurchase until vested. The shares vest over five years according to the terms specified in the individual grants. There were no shares of restricted stock outstanding as of October 30, 2010. The following table sets forth the shares of restricted stock outstanding as of October 29, 2011:

	Restricted Stock Awards	Weighted Average Grant Date Fair Value per Unit	Aggregate Intrinsic Value
Balance as of January 29, 2011	85,137	\$13.39	\$1,139,984
Granted	28,070	8.63	242,244
Balance as of October 29, 2011	113,207	\$12.21	\$1,382,228

Employee stock purchase plan

As of October 29, 2011, we had reserved a total of 2,500,000 shares of common stock for issuance under the 2010 Purchase Plan, of which 286,171 had been issued.

Valuation of stock-based compensation

The fair value of stock-based compensation awards is estimated at the grant date using the Black-Scholes option valuation model. The determination of fair value of stock-based compensation awards on the date of grant using an option-pricing model is affected by our stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to, our expected stock price volatility over the term of the awards and actual employee stock option exercise behavior.

The fair value of each option and employee stock purchase right was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	Three Months Ended			
	October 29, 2011		October 30, 2010	
	Stock Option Plan	Employee Stock Purchase Plan	Stock Option Plan	Employee Stock Purchase Plan
Expected volatility	-	49.49%	55.01%	41.67%
Risk-free interest rate	-	0.10%	1.50%	0.22%
Expected term (in years)	-	0.50	5.93	0.50
Dividend yield	-	None	None	None
Weighted average fair value at grant date	-	\$2.27	\$5.46	\$2.63

	Nine Months Ended			
	October 29, 2011		October 30, 2010	
	Stock Option Plan	Employee Stock	Stock Option Plan	Employee Stock

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		Purchase Plan		Purchase Plan
Expected volatility	51.78%	49.49%	55.28%	41.67%
Risk-free interest rate	1.90%	0.10%	2.56%	0.22%
Expected term (in years)	5.93	0.50	5.94	0.50
Dividend yield	None	None	None	None
Weighted average fair value at grant date	\$6.25	\$2.27	\$5.92	\$2.63

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The computation of the expected volatility assumptions used in the Black-Scholes calculations for new grants and purchase rights is based on the historical volatility of our stock price, measured over a period equal to the expected term of the grants or purchase rights. The risk-free interest rate is based on the yield available on U.S. Treasury STRIPS with an equivalent remaining term. The expected term life of employee stock options represents the weighted-average period that the stock options are expected to remain outstanding and was determined based on historical experience of similar awards, giving consideration to the contractual terms of the stock-based awards and vesting schedules. The expected term of purchase rights is the period of time remaining in the then current offering period. The dividend yield assumption is based on our history of not paying dividends and assumption of not paying dividends in the future.

The following table sets forth the stock-based compensation expense for the three and nine months ended October 29, 2011 and October 30, 2010 (in thousands):

	Three Months Ended	
	October 29, 2011	October 30, 2010
Cost of revenue	\$ 123	\$ 159
Research and development expenses	1,544	1,806
Sales and marketing expenses	475	541
General and administrative expenses	664	824
Total stock-based compensation	\$ 2,806	\$ 3,330

	Nine Months Ended	
	October 29, 2011	October 30, 2010
Cost of revenue	\$ 352	\$ 431
Research and development expenses	4,760	5,188
Sales and marketing expenses	1,634	1,525
General and administrative expenses	2,386	2,382
Total stock-based compensation	\$ 9,132	\$ 9,526

As of October 29, 2011, the unrecorded stock-based compensation balance related to stock options outstanding excluding estimated forfeitures was \$22.9 million and will be recognized over an estimated weighted average amortization period of 3.0 years. The amortization period is based on the expected remaining vesting term of the options.

#### 401(k) tax deferred savings plan

We maintain a 401(k) tax deferred savings plan for the benefit of qualified employees who are U.S. based. Under the 401(k) tax deferred savings plan, U.S. based employees may elect to reduce their current annual taxable compensation up to the statutorily prescribed limit, which is \$16,500 in calendar year 2011. Employees age 50 or over may elect to contribute an additional \$5,500. We have a matching contribution program whereby we match employee contributions made by each employee at a rate of \$0.25 per \$1.00 contributed. The matching contributions to the 401(k) tax deferred savings plan totaled \$0.2 million and \$0.2 million for the three months ended October 29, 2011 and October 30, 2010, respectively. The matching contributions to the 401(k) tax deferred savings plan totaled \$0.7 million and \$0.6 million for the nine months ended October 29, 2011 and October 30, 2010, respectively.

#### Group registered retirement savings plan



We maintain a Group Registered Retirement Savings Plan, or GRRSP, for the benefit of qualified employees who are based in Canada. Under the GRRSP, Canadian based employees may elect to reduce their annual taxable compensation up to the statutorily prescribed limit, which is \$22,000 Canadian in calendar year 2011. We have a matching contribution program under the GRRSP whereby we match employee contributions made by each employee up to 2.5% of their annual salary. The matching contributions to the GRRSP totaled \$29,000 and \$22,000 for the three months ended October 29, 2011 and October 30, 2010, respectively. The matching contributions to the GRRSP totaled \$86,000 and \$66,000 for the nine months ended October 29, 2011 and October 30, 2010, respectively.

#### Retirement pension plan

We maintain a Retirement Pension Plan for the benefit of qualified employees who are based in Denmark. Under the Retirement Pension Plan, Denmark-based employees may elect to reduce their annual taxable compensation up to their annual salary. We have a matching contribution program whereby we will contribute 3.0% of our employee's annual salary and may elect to terminate future contributions at our option at any time. The matching contributions to the Retirement Pension Plan totaled \$48,000 and \$34,000 for the three months ended October 29, 2011 and October 30, 2010, respectively. The matching contributions to the Retirement Pension Plan totaled \$140,000 and \$88,000 for the nine months ended October 29, 2011 and October 30, 2010, respectively.

In addition, for our qualified Taiwan-based employees, we are required by Labor Standards Law in Taiwan to contribute to their Labor Pension Fund accounts monthly at the rate of 6% of their base salary. Employees may voluntarily contribute per month, up to 6% of monthly wages to their fund account. The Labor Pension fund is managed by Local Authority. The employer contributions to the Labor Pension Fund totaled \$14,000 and \$38,000 for the three and nine months ended October 29, 2011, respectively. There were no employer contributions to the Labor Pension Fund for the three and nine months ended October 30, 2010.

#### Severance plan

We maintain a severance plan for Israeli employees pursuant to Israel's Severance Pay Law based on the most recent salary of the employees multiplied by the number of years of employment. Upon termination of employment, employees are entitled to one-month salary for each year of employment or portion thereof. As of October 29, 2011, we have an accrued severance liability of \$1.5 million offset by \$1.4 million of accrued employee severance funds.

#### 15. Segment and geographical information

Operating segments are defined as components of an enterprise for which separate financial information is available and evaluated regularly by the chief operating decision-maker in deciding how to allocate resources and in assessing performance. We are organized as, and operate in, one reportable segment. Our operating segment consists of our geographically based entities in Israel, Hong Kong, Singapore and the United States. Our chief operating decision-maker reviews consolidated financial information, accompanied by information about revenue by product group, target market and geographic region. We do not assess the performance of our geographic regions on other measures of income or expense, such as depreciation and amortization or net income.

The following table sets forth net revenue for each geographic region based on the ship-to location of customers (in thousands):

	Three Months Ended		Nine Months Ended	
	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Asia	\$ 34,919	\$ 71,477	\$ 135,108	\$ 201,316
North America	2,176	4,385	7,076	9,780
Europe	2,563	1,812	4,492	5,002
Other regions	67	131	375	212
Net revenue	\$ 39,725	\$ 77,805	\$ 147,051	\$ 216,310

The following table sets forth net revenue to each significant country based on the ship-to location of customers (in thousands):

	Three Months Ended		Nine Months Ended	
	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
China, including Hong Kong	\$ 29,163	\$ 63,062	\$ 116,260	\$ 176,366
Rest of the world	10,562	14,743	30,791	39,944
Net revenue	\$ 39,725	\$ 77,805	\$ 147,051	\$ 216,310

The following table sets forth the major customers that accounted for 10% or more of our net revenue:

Three Months Ended	Nine Months Ended
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	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Alpha Networks	14%	*	*	*
Gemtek	14%	29%	25%	24%
Motorola	13%	24%	17%	24%

\*Total net revenue from customer was less than 10% of our total net revenue for these periods.

Four international customers each accounted for 10%, 12%, 14% and 21% of total accounts receivable at October 29, 2011. Two international customers each accounted for 23% and 19% of total accounts receivable at January 29, 2011.

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

You should read the following discussion in conjunction with our unaudited condensed consolidated financial statements and related notes in this Form 10-Q and our Form 10-K previously filed with the Securities and Exchange Commission. Except for historical information, the following discussion contains forward-looking statements within the meaning of Section 27A of the Securities Exchange Act of 1933 and Section 21E of the Securities Exchange Act of 1934. In some cases, you can identify forward-looking statements by terms such as "may," "might," "will," "objective," "intend," "should," "could," "can," "would," "expect," "believe," "estimate," "predict," "potential," "plan," or the negative of these terms, and similar expressions intended to identify forward-looking statements. These forward-looking statements, include, but are not limited to, statements about our capital resources and needs, including the adequacy of our current cash reserves, revenue, our expectations that our operating expenses will increase in absolute dollars as our revenue grows and our expectations that our gross margin will vary from period to period. These forward-looking statements involve risks and uncertainties. Our actual results may differ significantly from those projected in the forward-looking statements. Factors that might cause future results to differ materially from those discussed in the forward-looking statements include, but are not limited to, those discussed under Part II, Item 1A "Risk Factors" in this Form 10-Q as well as other information found in the documents we file from time to time with the Securities and Exchange Commission. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this Form 10-Q. Unless required by U.S. federal securities laws, we do not intend to update any of these forward-looking statements to reflect circumstances or events that occur after the statement is made.

### Overview

We are a leader in connected media platforms. We specialize in integrated system-on-chip, or SoC, solutions that serve as the foundation for the world's leading IPTV set-top boxes, connected media players, residential gateways, home control systems and more. We offer four separate product lines: media processors, home networking products, video image processors and home control and energy management automation products. Each of these product lines contributes to our SoC offerings. We sell our products into four primary target markets: the IPTV media processor, connected home, connected media player and prosumer and industrial audio/video markets. We also sell a small amount of our products into other markets, such as the high definition television, or HDTV, and PC-based add-in markets, which we refer to as our other market.

### IPTV Media Processor market:

The IPTV media processor market consists of consumer and commercial products, primarily set-top boxes, which receive and distribute streaming video and audio using IP. We serve this market primarily with our secure media processor, or SMP, product line. We are one of the leading providers of high definition digital media processor SoCs for set-top boxes in the IPTV media processor market in terms of units shipped. Our products are used by leading IPTV set-top box providers, such as Cisco Systems, Motorola, Netgem and Samsung. IPTV set-top boxes incorporating our chipsets are deployed by telecommunications carriers globally including carriers in Asia, Europe and North America such as AT&T, Deutsche Telekom, NTT and SFR. We work with these carriers and set-top box providers as well as with systems software providers, such as Microsoft and various Android and Linux providers, to design solutions that address the carriers' specific requirements regarding features, security and performance. In connection with our efforts to expand our IPTV media processor market, we have development projects underway to address the hybrid set-top box opportunities that result from combining IPTV with cable and terrestrial broadcast reception.

### Connected Home market:

The connected home market consists of communication devices that use a standard protocol to connect equipment inside the home and stream IP-based video and audio, voice over IP, or VoIP, or data through wired or wireless connectivity. We target the connected home market with our wired and wireless home networking and home control and energy management automation products. Our wired networking products use three technologies, HPNA, HPAV and G.hn. Our HPNA products are currently used in IPTV set-top boxes as well as residential gateways, optical network terminals, multi-dwelling unit masters and network adapters by leading OEMs, such as Pace, Cisco Systems and Motorola. Set-top boxes containing our products are deployed globally, primarily in North America, by telecommunications carriers such as AT&T, Bell Aliant, Bell Canada, Century Link and Telus. To date, we have not generated significant revenue from our products based on HPAV or G.hn technologies. Our wireless products use Z-Wave technology. Our wireless Z-Wave home control and energy management automation products are used in a wide variety of consumer products such as thermostats, light switches and door locks. These consumer products are designed by leading industry participants such as Danfoss, Ingersoll-Rand (Schlage and Trane), Leviton and Cooper Wiring.

#### Connected Media Player market:

The connected media player market consists primarily of digital media adapters, or DMAs, portable media devices, wireless streaming PC or IP to TV devices and Blu-ray DVD players that perform playback of digital media stored in optical or hard disk formats. We target this market with our media processor product line. Our media processor SoCs are used by consumer electronics providers, such as Netgear, Sony and Western Digital in applications such as DMAs, Blu-ray DVD players and other connected media player devices.

#### Prosumer and Industrial Audio/Video market:

The prosumer and industrial audio/video market consists of studio quality audio/video receivers and monitors, video conferencing, digital projectors and medical video monitors. We target this market with our VXP video image processor product line. Our VXP video image processor products are one of the leading solutions for studio-quality video image processing and are used by leading industry participants such as Harris, Panasonic, Polycom and Sony.

#### Our SoC Solutions

We consider all of our semiconductor products to be SoCs because of their high degree of integrated processing capabilities and advanced software. As a result, we believe our SoC solutions enable our customers to efficiently bring consumer multimedia devices to market. We believe IPTV set-top box and connected media player designers and consumer device manufacturers select our SoC solutions because of the compelling nature of their performance and ease of integration. These SoCs are enhanced by the addition of various connectivity solutions including HPNA, HPAV, Z-Wave and others. Our highly integrated products have replaced a number of single function semiconductors with a multi-function SoC, which significantly improves performance and lowers power consumption and cost.

We sell our SoC solutions into each of our primary target markets. For both the three and nine months ended October 29, 2011 and October 30, 2010, we derived nearly all of our net revenue from our SoC solutions.

#### Characteristics of Our Business

We do not enter into long-term commitment contracts with our customers and generate substantially all of our net revenue based on customer purchase orders. We forecast demand for our products based not only on our assessment of the requirements of our direct customers, but also on the anticipated requirements of the telecommunications carriers that our direct customers serve. We work with both our direct customers and these carriers to address the market demands and the necessary specifications for our technologies. However, our failure to accurately forecast demand can lead to product shortages that can impede production by our customers and harm our relationship with these customers or lead to excess inventory, which could negatively impact our gross margins in a particular period. For the nine months ended October 29, 2011, we recorded provisions for excess inventory of \$8.1 million primarily due to a large end customer's transition to a next generation product sold by one of our competitors.

Many of our target markets are characterized by intense price competition. The semiconductor industry is highly competitive and, as a result, we expect our average selling prices to decline over time. On occasion, we have reduced our prices for individual customer volume orders as part of our strategy to obtain a competitive position in our target markets. The willingness of customers to design our SoCs into their products depends to a significant extent upon our ability to sell our products at competitive prices. If we are unable to reduce our costs sufficiently to offset any declines in product selling prices or are unable to introduce more advanced products with higher gross margins in a timely manner, we could see declines in our market share or gross margins. We expect our gross margins will vary from period to period due to changes in our average selling prices and average costs, volume order discounts, mix of

product sales, amount of development revenue and provisions for inventory excess and obsolescence.

#### Critical Accounting Policies and Estimates

Management's discussion and analysis of financial condition and results of operations are based on our unaudited condensed consolidated financial statements which have been prepared in accordance with United States generally accepted accounting principles or GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts and disclosures of the assets and liabilities at the date of the unaudited condensed consolidated financial statements and also revenue and expenses during the period reported. By their nature, these estimates and judgments are subject to an inherent degree of uncertainty. Management bases its estimates and judgments on historical experience, market trends and other factors that are believed to be reasonable under the circumstances. These estimates form the basis for judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from what we anticipate and different assumptions or estimates about the future could change our reported results. We believe the critical accounting policies as disclosed in our Annual Report on Form 10-K for the year ended January 29, 2011, except the following policies which have been updated, reflect the more significant judgments and estimates used in preparation of our annual and interim financial statements.

Revenue recognition: We derive our revenue primarily from product sales. Our products, which we refer to as 'SoC solutions', consist of highly integrated semiconductors and embedded software that enables real-time processing of digital video and audio content, which we refer to as real-time software. We do not deliver software as a separate product in connection with product sales. We recognize revenue for product sales when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collectability is reasonably assured.

Valuation of inventories: Inventories are stated at the lower of standard cost, which approximates actual cost on a first-in, first-out basis, or market value. We evaluate our inventories for excess quantities and obsolescence on a quarterly basis. This evaluation includes analysis of historical and estimated future unit sales by product as well as product purchase commitments that are not cancelable. We develop our demand forecasts based, in part, on discussions with our customers about their forecasted supply needs. However, our customers usually only provide us with firm purchase commitments for the current period and not our entire forecasted period. Additionally, our sales and marketing personnel provide estimates of future sales to prospective customers based on actual and expected design wins. A provision is recorded for inventories in excess of estimated future demand. In addition, we write off inventories that are obsolete. Obsolescence is determined from several factors, including competitiveness of product offerings, market conditions and product life cycles. Provisions for excess and obsolete inventory are charged to cost of revenue. At the time of the loss recognition, a new, lower-cost basis for that inventory is established and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. If this lower-cost inventory is subsequently sold, we will realize higher gross margins for those products.

Inventory write-downs inherently involve assumptions and judgments as to amount of future sales and selling prices. During the nine months ended October 29, 2011, we recorded an \$8.1 million provision for excess inventory. Although we believe that the assumptions we use in estimating inventory write-downs are reasonable, significant future changes in these assumptions could produce a significantly different result. There can be no assurances that future events and changing market conditions will not result in significant inventory write-downs.

Business Combinations: We are required to allocate the purchase price of acquired companies to the tangible and intangible assets acquired and liabilities assumed, as well as in-process research and development, or IPR&D, based on their estimated fair values. Such valuations require us to make significant estimates and assumptions, especially with respect to intangible assets. The significant purchased intangible assets recorded by us include customer relationships, developed technology, IPR&D and trademarks.

We base our valuation of identifiable intangible assets on methods known as the income approach and the cost approach. The income approach attempts to value an asset by estimating the present value of the future economic benefits it is expected to produce. These benefits can include earnings, cost savings, tax deductions and disposition proceeds from the asset. An indication of value may be developed in this approach by discounting expected cash flows to their present value at a rate of return that incorporates the risk-free rate for the use of funds, the expected rate of inflation over the asset's holding period, and the risks associated with realizing the cash flows in the amounts and at the times projected. The discount rate selected is typically based on rates of return available from alternative investments of similar type and quality as of the valuation date. The most commonly employed income approach to valuation is the discounted cash flow analysis. The market approach attempts to value an asset by examining observable market values for similar assets. Sales and offering prices for comparable assets are adjusted to reflect differences between the asset being valued and the comparable assets, such as, location, time and terms of sale, utility and physical characteristics. When applied to the valuation of equity, the analysis may include consideration of the financial condition and operating performance of the company being valued relative to those of publicly traded companies or to those of companies acquired in a single transaction, which operate in the same or similar lines of business.



Critical estimates and assumptions used in valuing these assets include but are not limited to: future expected cash flows from acquired products, customer relationships and acquired developed technologies and patents; expected costs to develop IPR&D into commercially viable products, calculation of the weight average cost of capital and expected cash flows from completed projects; assumptions regarding brand awareness and market position, and assumptions about the period of time the brand will continue to be used in our product portfolio; and assumptions about discount rates. The estimated fair values are based upon assumptions that we believe to be reasonable but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates.

Goodwill and intangible assets: Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the net tangible and intangible assets acquired. The amounts and useful lives assigned to finite lived intangible assets acquired, other than goodwill, impact the amount and timing of future amortization.

We review goodwill and intangible assets with indefinite lives for impairment annually, as of the last day of our fiscal year, and whenever events or changes in circumstances indicate the carrying value may not be recoverable. This review involves a two-step process. The first step requires identifying the reporting units and comparing the fair value of each reporting unit to its net book value, including goodwill. We have identified that we operate one reporting unit and the fair value of our operating unit is determined to be equal to our market capitalization as determined through quoted market prices, adjusted for a reasonable control premium. We estimate the control premium based on a review of acquisitions of comparable semiconductor companies that were completed during the last four years. A potential impairment exists if the fair value of the reporting unit is lower than its net book value. The second step of the process is performed if a potential impairment exists, and it involves determining the difference between the fair value of our reporting unit's net assets other than goodwill to the fair value of the reporting unit and, if the difference is less than the net book value of goodwill, impairment exists and is recorded. As of January 29, 2011, we estimated the fair value of our reporting unit exceeded the carrying value of our net assets by approximately 66%. After giving effect to an impairment of our goodwill and intangible assets that we recognized in the three months ended October 29, 2011, which is discussed in more detail below, we estimate the fair value of our reporting unit exceeds the carrying value of our net assets by approximately 30% as of October 29, 2011.

Determining the fair value of a reporting unit is judgmental in nature and involves the use of significant estimates and assumptions. These estimates and assumptions include forecasts of revenue and operating margins used to calculate projected future cash flows, risk-adjusted discount rates, future economic and market conditions and a determination of appropriate market comparables. We base our fair value estimates on assumptions we believe to be reasonable. Actual future results may differ from those estimates. Future competitive, market and economic conditions could negatively impact key assumptions including our market capitalization, actual control premiums or the carrying value of our net assets, which could require us to realize an additional impairment of our intangible assets.

We assess the carrying value of long-lived assets whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable.

As of October 29, 2011, we concluded that an interim review of the carrying value of our goodwill and indefinite-lived intangible assets should be performed due to continued reductions in our profitability, sales forecasts and market capitalization. In performing this review, we used both the income and the market valuation methodologies. In applying the income approach, we developed a forecast of the discounted cash flows expected to be generated by our operating unit and in applying the market approach, we utilized the current value of our publically traded common stock adjusted for a control premium. The result of this review showed that the fair value of our reporting unit was less than its net book value and therefore indicated a possible impairment. Therefore, we performed the second step of the analysis by allocating the fair value of our reporting unit to all of its assets and liabilities on a fair value basis to determine the amount of the impairment. This analysis resulted in a goodwill impairment charge of \$45.1 million and an impairment charge for our indefinite-lived in-process research and development intangible assets of \$11.1 million for the three and nine months ended October 29, 2011.

As of October 29, 2011, we performed a review of the carrying value of our acquired intangible assets due to continued reductions in our profitability, sales forecasts and negative cash flows from operations. In performing this review, we developed a forecast of the total undiscounted cash flow expected to be generated by each acquired intangible asset group and compared the result to the carrying value. The results of this review indicated that two of these intangible asset groups, consisting primarily of certain developed technology and customer relationship intangibles related to our CopperGate acquisition, were not fully recoverable. Therefore, we performed the second step of the analysis by developing a discounted cash flow analysis for each of the individual identifiable assets in these two groups to determine the amount of impairment. Our analysis resulted in an intangible asset impairment charge of \$55.1 million for the three and nine months ended October 29, 2011.

## Results of Operations

The following table is derived from our unaudited condensed consolidated financial statements and sets forth our historical operating results as a percentage of net revenue for each of the periods indicated (in thousands, except percentages):

	Three Months Ended				Nine Months Ended			
	October 29, 2011	% of Net Revenue	October 30, 2010	% of Net Revenue	October 29, 2011	% of Net Revenue	October 30, 2010	% of Net Revenue
Net revenue	\$39,725	100%	\$77,805	100%	\$147,051	100%	\$216,310	100%
Cost of revenue	21,723	54%	39,192	50%	86,263	59%	110,563	51%
Gross profit	18,002	46%	38,613	50%	60,788	41%	105,747	49%
Operating expenses:								

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Research and development	21,633	54%	20,484	26%	65,034	44%	57,065	26%
Sales and marketing	8,545	22%	8,357	11%	25,475	17%	23,023	11%
General and administrative	4,828	12%	4,781	6%	15,460	11%	14,033	6%
Goodwill impairment	45,108	114%	—	—	45,108	31%	—	—
Intangible assets impairment	66,170	166%	—	—	66,170	45%	—	6%
Total operating expenses	146,284	368%	33,622	43%	217,247	148%	94,121	43%
Income (loss) from operations	(128,282 )	(323%)	4,991	7%	(156,459)	(106%)	11,626	6%
Interest income and other income, net	542	1%	425	*	2,095	1%	1,603	1%
Impairment of investment	—	—	—	—	—	—	(5,203 )	(2%)
Income (loss) before income taxes	(127,740 )	(322%)	5,416	7%	(154,364)	(105%)	8,026	5%
Provision for (benefit from) income taxes	(6,165 )	16%	351	*	(5,157 )	4%	1,351	1%
Net income (loss)	\$(121,575 )	(306%)	\$ 5,065	7%	\$(149,207)	(101%)	\$ 6,675	4%

\* The percentage of net revenue is less than one percent.

## Net revenue

Our net revenue for the three months ended October 29, 2011 decreased \$38.1 million, or 49%, compared to the corresponding period in the prior fiscal year. The decrease was primarily due to a 33% decrease in units shipped and a 24% decline in average selling price, or ASP. The decrease in units shipped was comprised of a 46% decline for our media processor products and a 25% decline for our home connectivity and networking products.

Our net revenue for the nine months ended October 29, 2011 decreased \$69.3 million, or 32%, compared to the corresponding period in the prior fiscal year. The decrease was primarily due to an 18% decrease in ASP and a 17% decrease in units shipped. The decrease in units shipped was the result of a 42% decline in shipments of our media processor products.

For the comparative three and nine month periods, the decrease in ASPs was primarily due to the increase, as a percentage of net revenue, of sales of our home networking, connectivity and new generation media processor products compared to sales of our older generation media processor products because ASPs for our home networking, connectivity and new generation media processor products have lower ASPs than our older generation media processor products. The decrease in units shipped was primarily due to the timing of new product introductions at telecommunications service providers and other consumer electronics companies, inventory levels at contract manufacturers who manufacture equipment incorporating our products and competitive factors. We expect our revenue to fluctuate in future periods based on each of these factors.

## Net revenue by target market

We sell our products into four primary target markets, which are the IPTV media processor market, the connected home market, the connected media player market and the prosumer and industrial audio/video market. We also sell a small amount of our products into other markets, such as the high definition television, or HDTV, and PC-based add-in markets, which we refer to collectively as our other market.

The following table sets forth our net revenue by target market and the percentage of net revenue represented by our product sales to each target market (in thousands, except percentages):

	Three Months Ended		Three Months Ended		Nine Months Ended		Nine Months Ended	
	October 29, 2011	% of Net Revenue	October 30, 2010	% of Net Revenue	October 29, 2011	% of Net Revenue	October 30, 2010	% of Net Revenue
Connected home	\$ 16,757	42%	\$ 28,019	36%	\$ 63,603	44%	\$ 70,650	33%
IPTV media processor	10,774	27%	35,819	46%	51,431	35%	105,969	49%
Connected media player	9,136	23%	9,003	12%	22,614	15%	29,059	13%
Prosumer and industrial audio/video	2,839	7%	4,964	6%	8,992	6%	10,534	5%
Other	219	1%	—	*	411	*	98	*
Net revenue	\$ 39,725	100%	\$ 77,805	100%	\$ 147,051	100%	\$ 216,310	100%

\* This market provided less than 1% of our net revenue in this period.

Connected home market: For the three and nine months ended October 29, 2011, net revenue from sales of our products into the connected home market decreased \$11.3 million, or 40%, and \$7.0 million, or 10%, respectively, compared to the corresponding periods in the prior fiscal year. The decrease was primarily attributable to a decrease in units shipped in connection with a decrease in demand from contract manufacturers who manufacture equipment

incorporating our products for deployment by telecommunications providers and the timing of new product introductions by telecommunications providers.

Our revenue from the connected home market as a percentage of our total net revenue for the three and nine months ended October 29, 2011 compared to the corresponding period in the prior fiscal year increased by 6% and 11%, respectively. The increase for the comparative three and nine months was primarily the result of the overall decrease in units shipped into the IPTV media processor market relative to shipments into the connected home market. We expect our revenue from the connected home market to fluctuate in future periods based on the timing of new product introductions and adoption of our products that are based on both new and existing technologies such as G.hn and Z-Wave. Additionally, competitive factors and changes in inventory levels at contract manufacturers who manufacture equipment incorporating our products for deployment by telecommunication providers will also cause these revenues to fluctuate.

**IPTV media processor market:** For the three and nine months ended October 29, 2011, net revenue from sales of our products into the IPTV media processor market decreased \$25.0 million, or 70%, and \$54.5 million, or 51%, respectively, compared to the corresponding periods in the prior fiscal year. This decline was primarily attributable to a decline in units shipped as a result of reduced demand for our SoCs in the IPTV media processor market as a result of competitive factors in connection with product transitions at telecommunications service providers to the next generation IPTV media processor solutions.

Our revenue from the IPTV media processor market as a percentage of our total net revenue for the three and nine months ended October 29, 2011 compared to the corresponding periods in the prior fiscal year decreased by 19% and 14%, respectively, primarily as a result of the decrease in demand for our SoCs in the IPTV media processor market. We expect our revenue from the IPTV media processor market to fluctuate in future periods as this revenue is dependent on IPTV service deployments by telecommunication service providers, adoption of our newer and future generations of our technology, changes in inventory levels at the contract manufacturers that supply them and competitive market pressures. Additionally, due to decreases in the ASPs of our newer generation products relative to our older generation products, we must increase unit shipments of our products substantially in order to increase our revenue. We do not expect an increase in our revenue from the IPTV media processor market until at least the first half of fiscal 2013.

**Connected media player market:** For the three months ended October 29, 2011, net revenue from sales of our products into the connected media player market was relatively unchanged compared to the corresponding period in the prior fiscal year as a result of a 31% increase in units shipped due to timing of new product introductions by our customers which was partially offset by a 22% decline in ASP primarily due to transition to our lower ASP next generation products. For the nine months ended October 29, 2011, net revenue from sales of our products into the connected media player market decreased by \$6.4 million, or 22%, compared to the corresponding period in the prior fiscal year, primarily attributable to a 8% decrease in units shipped due to our customers' timing of new product introductions and a 16% decrease in ASP. The decrease in ASP was primarily due to certain customers achieving cumulative volume pricing discounts on purchases of our products and a transition to our lower ASP next generation products. Our revenue from the connected media player market as a percentage of our total net revenue for the three and nine months ended October 29, 2011 compared to the corresponding periods in the prior fiscal year increased by 11% and 2%, respectively, primarily as a result of the overall decrease in units shipped into the IPTV media processor market. We expect our revenue from the connected media player market to fluctuate in future periods primarily due to the timing and nature of new product introductions by consumer electronics companies that incorporate our products and their transition to our newer generation products. Additionally, due to decreases in the ASPs of our newer generation products relative to our older generation products, we must increase unit shipments of our products substantially in order to increase our revenue.

**Prosumer and industrial audio/video market:** For the three and nine months ended October 29, 2011, net revenue from sales of our products into the prosumer and industrial audio/video market decreased by \$2.1 million, or 43%, and \$1.5 million, or 15%, respectively, compared to the corresponding periods in the prior fiscal year. The decrease was

attributable to both a decrease in units shipped and a decrease in ASP. The decrease in units shipped was primarily due to lower demand from our customers who manufacture high-end audio/video prosumer electronics and video conferencing products. The decrease in ASP was primarily due to a shift in product mix to our lower ASP next generation products. Our revenue from sales into the prosumer and industrial audio/video market as a percentage of total net revenue for the three and nine months ended October 29, 2011 compared to the corresponding periods in the prior fiscal year increased by 1% for each period. We expect our revenue from the prosumer and industrial audio/video market to fluctuate based on broad economic trends affecting discretionary consumer spending and also business spending on video conferencing and high end audio/video products as well as our ability to obtain design wins in our customers' new generation products.

Other: Our other markets consist of HDTV, PC add-in boards, development contracts, services and other ancillary markets. The revenue derived from our other markets was not a significant portion of our total net revenue.

## Net revenue by product group

Our primary product group consists of our SoC solutions. To a lesser extent, we derive net revenue from other products and services. The following table sets forth net revenue in each of our product groups and the percentage of net revenue represented by each product group (in thousands, except percentages):

	Three Months Ended		Three Months Ended		Nine Months Ended		Nine Months Ended	
	October 29, 2011	% of Net Revenue	October 30, 2010	% of Net Revenue	October 29, 2011	% of Net Revenue	October 30, 2010	% of Net Revenue
SoCs	\$ 39,490	99%	\$ 77,385	99%	\$ 146,250	99%	\$ 215,169	99%
Other	235	1%	420	1%	801	1%	1,141	1%
Net revenue	\$ 39,725	100%	\$ 77,805	100%	\$ 147,051	100%	\$ 216,310	100%

SoCs: Our SoCs are targeted toward manufacturers and large volume designer and manufacturer customers building products for the IPTV, connected home, connected media player and prosumer and industrial audio/video consumer electronic markets. The decrease in revenue of \$37.9 million, or 49%, and \$68.9 million, or 32%, respectively, in the three and nine months ended October 29, 2011 compared to the corresponding periods in the prior fiscal year was due primarily to a decrease in ASP of 24% and 18%, respectively, and a decrease in units shipped of 33% and 17%, respectively. The decrease in ASP was primarily due to the increase, as a percentage of net revenue, of sales of our home connectivity and networking products and new generation media processor products compared to sales of our prior generation media processor products because ASPs for our home connectivity and networking products and new generation media processor products are lower than ASPs for our prior generation media processor products. The decline in units shipped was primarily due to the timing of new product introductions at telecommunications service providers and other consumer electronics companies.

Other: We derive a minor portion of our revenue from other products and services, including software development kits, engineering support services for hardware and software, engineering development for customization of SoCs and other accessories. The revenue derived from other products and services was not a significant portion of our total net revenue.

## Net revenue by geographic region

The following table sets forth net revenue for each geographic region based on the ship-to location of customers (in thousands, except percentages):

	Three Months Ended		Three Months Ended		Nine Months Ended		Nine Months Ended	
	October 29, 2011	% of Net Revenue	October 30, 2010	% of Net Revenue	October 29, 2011	% of Net Revenue	October 30, 2010	% of Net Revenue
Asia	\$ 34,919	88%	\$ 71,477	92%	\$ 135,108	92%	\$ 201,316	93%
North America	2,176	6%	4,385	6%	7,076	5%	9,780	5%
Europe	2,563	6%	1,812	2%	4,492	3%	5,002	2%
Other regions	67	*	131	*	375	*	212	*
Net revenue	\$ 39,725	100%	\$ 77,805	100%	\$ 147,051	100%	\$ 216,310	100%

\* The percentage of net revenue in this region is less than one percent.



Asia: Our net revenue in absolute dollars from Asia decreased \$36.6 million, or 51%, and \$66.2 million, or 33%, respectively, for the three and nine months ended October 29, 2011 compared to the corresponding periods in the prior fiscal year. Our net revenue from Asia decreased 4% and 1% as a percentage of our total net revenue for the three and nine months ended October 29, 2011 compared to the corresponding periods in the prior fiscal year. For the comparative three-month periods, the decrease in net revenue from Asia in absolute dollars was primarily attributable to lower demand for our SoC solutions for the IPTV media processor and connected home markets. For the comparative nine-month periods, the decrease in net revenue from Asia in absolute dollars was primarily attributable to lower demand for our SoC solutions for the IPTV media processor, connected home and connected media player markets.

North America: Our net revenue in absolute dollars from North America decreased \$2.2 million, or 50%, and \$2.7 million, or 28%, respectively, for the three and nine months ended October 29, 2011 compared to the corresponding periods in the prior fiscal year. These decreases were primarily due to lower demand in North America for our SoC solutions across all of our target markets. Our net revenue from North America was unchanged for each period as a percentage of our total net revenue for the three and nine months ended October 29, 2011 compared to the corresponding periods in the prior fiscal year due to declines in other regions.

For each of the three months ended October 29, 2011 and October 30, 2010, our net revenue generated outside North America was 94% of our net revenue. For each of the nine months ended October 29, 2011 and October 30, 2010, our net revenue generated outside North America was 95% of our net revenue.

Europe: Our net revenue in absolute dollars from Europe increased by \$0.8 million, or 41%, and decreased by \$0.5 million, or 10%, for the three and nine months ended October 29, 2011, respectively, compared to the corresponding periods in the prior fiscal year. Our net revenue from Europe fluctuated in both absolute dollars and as a percentage of our total net revenue for the three and nine months ended October 29, 2011 compared to the corresponding periods in the prior fiscal year primarily due to changes in location of the contract manufacturers used by our customers.

#### Major Customers

The following table sets forth the major customers that accounted for 10% or more of our net revenue:

	Three Months Ended		Nine Months Ended	
	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Alpha Networks	14%	*	*	*
Gemtek	14%	29%	25%	24%
Motorola	13%	24%	17%	24%

\*Total net revenue from customer was less than 10% of our total net revenue for these periods.

#### Gross Profit and Gross Margin

The following table sets forth our gross profit and gross margin (in thousands, except percentages):

	Three Months Ended			Nine Months Ended		
	October 29, 2011	% change	October 30, 2010	October 29, 2011	% change	October 30, 2010
Gross profit	\$ 18,002	(53%)	\$ 38,613	\$ 60,788	(43%)	\$ 105,747
Gross margin	45.3%		49.6%	41.3%		48.9%

The \$20.6 million decrease in gross profit and 4.3 percentage point decrease in gross margin, for the three months ended October 29, 2011, compared to the corresponding period in the prior fiscal year was primarily due to a 33% decline in units shipped and a 24% decline in our ASP per SoC, which was partially offset by a 19% decline in average cost per unit, or ACU. Additionally, due to the 33% decline in units shipped, fixed costs such as depreciation and amortization and compensation costs for operations are higher as a percentage of net revenue. The decrease in ASPs was primarily due to the increase, as a percentage of net revenue, of sales of our home connectivity and networking products and our new generation media processor products compared to sales of our older generation media processor products because our home connectivity and networking products and new generation media processor products have lower ASP than our older generation media processor products. The decrease in units shipped was primarily due to the timing of new product introductions at telecommunications service providers and other consumer electronics companies and competitive factors. The decrease in ACU was primarily due to the shift in relative product mix to home connectivity and control products and newer generation media processor products. During the three months ended October 29, 2011 and October 30, 2010, we sold, scrapped or otherwise disposed of an insignificant amount of inventory that had been previously written-down.

The \$45.0 million decrease in gross profit and 7.6 percentage point decrease in gross margin, for the nine months ended October 29, 2011, compared to the corresponding period in the prior fiscal year was primarily due to an 18% decline in our ASP per SoC and an \$8.1 million provision recorded for excess inventory primarily in connection with our SMP8634 and SMP8656 series die bank. The provision for the SMP8634 was \$5.8 million and was triggered mainly by notification to us by a certain large volume customer that it would not order any substantial quantity of this product in the future as it had completed its transition to a next generation product sold by one of our competitors. The provision for the SMP8656 was \$1.8 million and was triggered by target customers shifting focus in their designs to a different version of our product. We also recorded a provision of \$0.5 million for other excess and obsolete products during this period. During the nine months ended October 29, 2011 and October 30, 2010, we sold, scrapped or otherwise disposed of an insignificant amount of inventory that had been previously written-down. Additionally, due to a 17% decline in units shipped, fixed costs such as depreciation and amortization and compensation costs for operations are higher as a percentage of net revenue. The decrease in ASP was due to the increase, as a percentage of net revenue, of sales of our home connectivity and networking products compared to sales of our media processor products because ASPs for our home connectivity and networking products are lower than ASPs for our media processor products. The decline in units shipped was primarily due to the timing of new product introductions at telecommunications service providers and other consumer electronics companies.

## Research and development expense

Research and development expense consists primarily of compensation and benefits for our employees engaged in research, design and development activities, including variable compensation expense such as profit sharing, stock-based compensation expense, engineering design tools, mask and prototyping costs, testing and subcontracting costs, and costs for facilities and equipment.

The following tables set forth details of research and development expense for the three and nine months ended October 29, 2011 and October 30, 2010 (in thousands, except percentages):

	Three Months Ended October		Three Months Ended October		Increase (Decrease)	% Change
	29, 2011	% of Net Revenue	30, 2010	% of Net Revenue		
Compensation and benefits	\$12,514	32%	\$12,428	16%	\$86	1%
Development and design costs	3,247	8%	2,868	4%	379	13%
Depreciation and amortization	2,705	7%	1,901	2%	804	42%
Stock-based compensation	1,544	4%	1,806	2%	(262)	(15%)
Other	1,623	4%	1,481	2%	142	10%
Total research and development expenses	\$21,633	55%	\$20,484	26%	\$1,149	6%

	Nine Months Ended October		Nine Months Ended October		Increase (Decrease)	% Change
	29, 2011	% of Net Revenue	30, 2010	% of Net Revenue		
Compensation and benefits	\$ 37,113	25%	\$ 33,867	16%	\$ 3,246	10%
Development and design costs	10,549	7%	8,574	4%	1,975	23%
Depreciation and amortization	7,409	5%	5,138	2%	2,271	44%
Stock-based compensation	4,760	3%	5,188	2%	(428)	(8%)
Other	5,203	4%	4,298	2%	905	21%
Total research and development expenses	\$ 65,034	44%	\$ 57,065	26%	\$ 7,969	14%

For the three and nine months ended October 29, 2011 compared to the three and nine months ended October 30, 2010, compensation and benefits increased primarily due to an increase in headcount to support increased new product development activity as well as salary increases, which were partially offset by a decrease in variable compensation expenses. The increase in development and design costs, depreciation and amortization and other expenses was also in support of increased new product development activity. Stock-based compensation decreased due to the timing of option grants and cancellations.

## Sales and marketing expense

Sales and marketing expense consists primarily of compensation and benefits costs, including commissions to our direct sales force, stock-based compensation expense, trade shows, travel and entertainment expenses and external commissions.

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The following tables set forth details of sales and marketing expense for the three and nine months ended October 29, 2011 and October 30, 2010 (in thousands, except percentages):

	Three Months Ended October		Three Months Ended October		Increase (Decrease)	% Change
	29, 2011	% of Net Revenue	30, 2010	% of Net Revenue		
Compensation and benefits	\$4,130	10%	\$3,654	5%	\$476	13%
Depreciation and amortization	2,116	5%	2,055	3%	61	3%
Trade shows, travel and entertainment	824	2%	796	1%	28	4%
Stock-based compensation	475	1%	541	1%	(66 )	(12%)
External commissions	228	1%	348	*	(120 )	(34%)
Other	772	2%	963	1%	(191 )	(20%)
Total sales and marketing expenses	\$8,545	21%	\$8,357	11%	\$188	2%

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	Nine Months Ended October		Nine Months Ended October		Increase (Decrease)	% Change
	29, 2011	% of Net Revenue	30, 2010	% of Net Revenue		
Compensation and benefits	\$ 11,722	8%	\$ 9,896	4%	\$ 1,826	18%
Depreciation and amortization	6,319	4%	6,148	3%	171	3%
Trade shows, travel and entertainment	2,532	2%	2,015	1%	517	26%
Stock-based compensation	1,634	1%	1,525	1%	109	7%
External commissions	1,012	1%	1,145	1%	(133)	(12%)
Other	2,255	2%	2,294	1%	(39)	(2%)
Total sales and marketing expenses	\$ 25,474	18%	\$ 23,023	11%	\$ 2,451	11%

\* The percentage of net revenue is less than one percent.

For the three and nine months ended October 29, 2011 compared to the three and nine months ended October 30, 2010, compensation and benefits increased primarily due to an increase in headcount to support new product introduction and promotion as well as salary increases. Depreciation and amortization costs are primarily comprised of amortization of intangible assets in connection with our acquisition of CopperGate. The depreciation and amortization expense increased primarily as a result of increased asset purchases. Trade shows, travel and entertainment expenses increased primarily due to increased participation in trade shows to introduce and promote our products. Stock-based compensation fluctuated in the comparative periods due the timing of option grants and cancellations. External commissions decreased due to lower net revenues for our products sold through external sales representatives. Other expenses decreased primarily due to a reduction in outside services.

#### General and administrative expense

General and administrative expense consists primarily of compensation and benefits costs, stock-based compensation expense, legal, accounting and other professional fees and facilities expenses.

The following tables set forth details of general and administrative expense for the three and nine months ended October 29, 2011 and October 30, 2010 (in thousands, except percentages):

	Three Months Ended October		Three Months Ended October		Increase (Decrease)	% Change
	29, 2011	% of Net Revenue	30, 2010	% of Net Revenue		
Compensation and benefits	\$ 2,049	5%	\$ 2,075	3%	\$ (26)	(1%)
Legal and accounting fees	768	2%	740	1%	28	4%
Stock-based compensation	664	2%	824	1%	(160)	(19%)
Outside service fees	145	*	265	*	(120)	(45%)
Facilities and IT infrastructure costs	600	2%	287	*	313	109%
Other	602	2%	590	1%	12	(2%)
Total general and administrative expenses	\$ 4,828	13%	\$ 4,781	6%	\$ 47	1%

	Nine Months Ended October		Nine Months Ended October		Increase (Decrease)	% Change
	29, 2011	% of Net Revenue	30, 2010	% of Net Revenue		

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Compensation and benefits	\$ 6,255	4%	\$ 5,320	3%	\$ 935	18%
Legal and accounting fees	2,636	2%	2,799	1%	(163)	(6%)
Stock-based compensation	2,386	2%	2,382	1%	4	*
Outside service fees	524	*	862	*	(338)	39%
Facilities and IT infrastructure costs	1,706	1%	818	*	888	109%
Other	1,953	1%	1,852	1%	101	5%
Total general and administrative expenses	\$ 15,460	11%	\$ 14,033	6%	\$ 1,427	10%

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\*The percentage is less than one percent.

For the three months ended October 29, 2011 compared to the three months ended October 30, 2010, compensation and benefits were approximately unchanged as a result of a decrease in variable compensation which was partially offset by headcount and salary increases. Legal and accounting fees were approximately unchanged. Stock-based compensation decreased due to the timing of option grants and cancellations. Outside service fees decreased due to lower consulting and outsourcing fees for administrative support. Facilities and IT infrastructure costs increased due to investments to update and support our worldwide systems and increased headcount.

For the nine months ended October 29, 2011 compared to the nine months ended October 30, 2010, compensation and benefits increased primarily due to headcount and salary increases that were partially offset by a decrease in variable compensation. Legal and accounting fees decreased primarily due to increased efficiency in our audit and internal control activities. Stock-based compensation was approximately flat due to the timing of option and restricted stock grants and option cancellations.

#### Stock-based compensation expense

The following table sets forth the total stock-based compensation expense that is included in each functional line item in the consolidated statements of operations (in thousands):

	Three Months Ended		Nine Months Ended	
	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Cost of revenue	\$ 123	\$ 159	\$ 352	\$ 431
Research and development expenses	1,544	1,806	4,760	5,188
Sales and marketing expenses	475	541	1,634	1,525
General and administrative expenses	664	824	2,386	2,382
Total share-based compensation	\$ 2,806	\$ 3,330	\$ 9,132	\$ 9,526

The expensing of employee stock options grants will continue to have an adverse impact on our results of operations.

#### Goodwill and indefinite-lived intangible assets impairment

As of October 29, 2011, we concluded that an interim review of the carrying value of our goodwill and indefinite-lived intangible assets should be performed due to continued reductions in our profitability, sales forecasts and market capitalization. As a result, we recognized a goodwill impairment charge of \$45.1 million and an impairment charge for our indefinite-lived in-process research and development intangible assets of \$11.1 million for the three and nine months ended October 29, 2011.

#### Impairment and amortization of intangible assets

As of October 29, 2011, we performed a review of the carrying value of our acquired intangible assets due to continued reductions in our profitability, sales forecasts and negative cash flows from operations. As a result, we recognized an intangible asset impairment charge of \$55.1 million for the three and nine months ended October 29, 2011.



We classify our expense from the amortization of acquired developed technology of \$2.7 million and \$8.1 million for the three and nine months ended October 29, 2011, respectively, and \$2.6 million and \$7.8 million for the corresponding periods of the prior year, as cost of revenue. We classify our amortization expense for acquired customer relationships and trademarks of \$2.0 million and \$6.1 million for the three and nine months ended October 29, 2011, respectively, and \$2.0 million and \$6.0 million for the corresponding periods of the prior year, as sales and marketing expense. At October 29, 2011, the unamortized balance from purchased intangible assets was \$31.2 million, which we intend to amortize to future periods based on the remaining estimated useful life of each acquired intangible asset. If we purchase additional intangible assets in the future, our cost of revenue or other operating expenses may increase from the amortization of those assets.

Acquired intangible assets subject to amortization were as follows as of October 29, 2011 (in thousands, except for years):

	Gross Value	Impairment adjustment	As of October 29, 2011		Weighted average remaining amortization period (years)
			Accumulated Amortization and Effect of Currency Translation	Net Value	
Developed technology	\$75,827	\$(24,614 )	\$(26,950 )	\$24,263	4.9
Customer relationships	51,173	(30,486 )	(14,648 )	6,039	5.1
Trademarks	2,678	—	(1,750 )	928	6.7
Non-compete agreements	1,400	—	(1,400 )	—	—
	131,078	(55,100 )	(44,748 )	31,230	5
In-process research and development	11,070	(11,070 )	—	—	—
	\$142,148	\$(66,170 )	\$(44,748 )	\$31,230	

#### Interest and other income, net

The following table sets forth net interest and other income and the related percentage change (in thousands, except percentages):

	Three Months Ended			Nine Months Ended		
	October 29, 2011	% change	October 30, 2010	October 29, 2011	% change	October 30, 2010
Interest and other income, net	\$ 542	28%	\$ 425	\$ 2,095	31%	\$ 1,603

Our other income and expense primarily consists of interest income from marketable securities, income from refundable research and development credits, gains or losses on foreign exchange transactions, gains or losses on sales of marketable securities and gains or losses on currency hedging activities. The increase of \$0.1 million, or 28%, and \$0.5 million, or 31%, respectively, for the three and nine months ended October 29, 2011 compared to the corresponding periods in the prior fiscal year was primarily due to foreign currency fluctuations.

#### Provision for income taxes

We recorded a benefit from income taxes of \$6.2 million and \$5.2 million for the three and nine months ended October 29, 2011, respectively, and a provision for income taxes of \$0.4 million and \$1.4 million for the three and nine months ended October 30, 2010, respectively. Included in the benefit from income taxes for the three and nine months ended October 29, 2011 is a \$5.6 million tax benefit resulting from the \$66.2 million charge for impairment of intangible assets that was recorded in the three months ended October 29, 2011. Included in our provision for (benefit from) income taxes for all periods presented are foreign exchange gains or losses on unsettled income tax liabilities that are payable in foreign currencies.

## Liquidity and Capital Resources

The following table sets forth the balances of cash and cash equivalents and short-term marketable securities (in thousands):

	October 29, 2011	January 29, 2011
Cash and cash equivalents	\$ 52,650	\$ 72,732
Short-term marketable securities	47,350	47,482
	\$ 100,000	\$ 120,214

As of October 29, 2011, our principal sources of liquidity consisted of cash and cash equivalents and short-term marketable securities of \$100.0 million, which represents a decrease of \$20.2 million from \$120.2 million at January 29, 2011. The decrease in cash and cash equivalents and short-term marketable securities was primarily the result of \$9.3 million in purchases of software, equipment and leasehold improvements, \$5.0 million in net cash paid in connection with an acquisition, \$4.3 million cash used in operations, \$2.5 million in net purchases of long-term marketable securities, and \$2.1 million related to the purchase of long-term investments. These outflows of cash, cash equivalents and short-term marketable securities were partially offset by \$3.3 million in net proceeds from the sales of our common stock through our stock option and stock purchase plans.

As of October 29, 2011, we held \$59.8 million of long-term marketable securities. Our long-term securities consist of corporate bonds and similar securities with a maturity of more than one year. Because the market for these financial instruments is active and not subject to discounts when sold, we classify them as available-for-sale and may access these funds prior to their contractual maturities. Because these instruments tend to have a higher interest rate, we prefer to collect the higher interest income and hold them to maturity.

The following table sets forth the primary net cash inflows and outflows (in thousands):

	Nine Months Ended	
	October 29, 2011	October 30, 2010
Net cash provided by (used in):		
Operating activities	\$ (4,336)	\$ 34,919
Investing activities	(19,490)	(37,670)
Financing activities	3,653	3,003
Effect of foreign exchange rate changes on cash and cash equivalents	91	(200)
Net increase (decrease) in cash and cash equivalents	\$ (20,082)	\$ 52

## Cash flows from operating activities

Net cash used in operating activities of \$4.3 million for the nine months ended October 29, 2011 was primarily due to a net loss of \$149.2 million, a decrease of \$7.9 million in accrued liabilities, a decrease of \$5.6 million in other long-term liabilities, a decrease of \$5.2 million in accounts payable and a \$0.6 million increase in prepaid expenses and other current assets. These amounts were partially offset by a \$7.4 million decrease in inventories, a \$5.4 million decrease in accounts receivable, and non-cash expenses of \$151.3 million, consisting primarily of \$111.3 million in impairment of goodwill and intangible assets, \$23.7 million in depreciation and amortization, \$9.1 million in stock-based compensation expense and \$8.1 million in provision for excess and obsolete inventory.

The decrease in accounts receivable was primarily the result of the decrease in revenues. The decrease in inventories was primarily due to an \$8.1 million write-off of excess inventory in the level of our die bank and other purchased materials during the current nine-month period in response to lower demand. Additionally, lower demand has resulted in a decrease in our annualized rate of inventory turns to 3.8 times per year for the fiscal quarter ended October 29, 2011 compared to 5.8 times per year for the same quarter last year. The decreases in accounts payable and accrued liabilities were primarily due to lower inventory purchases and the timing of payments for inventories and engineering software tools. The decrease in other long-term liabilities was due to a reduction in long-term deferred tax liabilities as a result of the impairment of intangible assets.

Net cash provided by operating activities of \$34.9 million for the nine months ended October 30, 2010 was primarily due to net income of \$6.7 million, non-cash expenses of \$30.6 million, a \$5.2 million non-cash investment impairment charge, a \$7.8 million increase in accounts payable and a \$2.5 million increase in accrued liabilities. These amounts were partially offset by a \$14.1 million increase in inventories, a \$2.1 million increase in accounts receivable and a \$1.7 million increase in prepaid expenses and other current assets. Non-cash expenses included in net income for the nine months ended October 30, 2010 consisted primarily of \$20.5 million in depreciation and amortization and \$9.5 million in share-based compensation expense.

The increase in inventories in the nine months ended October 30, 2010 was the result of an increase in the level of our wafers, die bank and finished goods during the third quarter of fiscal 2011 to support forecasted demand. The increase in accounts receivable was primarily the result of an increase in revenue. The increase in accounts payable was primarily due to the timing of payments for inventories and increased production.

Cash flows from our operating activities will continue to fluctuate based upon our ability to grow net revenues while managing the timing of payments to us from customers and from us to vendors, the timing of inventory purchases and subsequent manufacture and sale of our products.

#### Cash flows from investing activities

Net cash used in investing activities was \$19.5 million for the nine months ended October 29, 2011 which was primarily due to purchases of capital assets such as engineering software tools, equipment and leasehold improvements of \$9.3 million, cash paid in connection with the May 21, 2011 acquisition of \$5.0 million, purchase of investments in privately held companies of \$2.1 million, and net purchases of marketable securities of \$2.9 million.

Net cash used in investing activities was \$37.7 million for the nine months ended October 30, 2010, which was primarily due to net purchases of marketable securities of \$26.8 million, purchases of software, equipment and leasehold improvements of \$9.8 million and investments in privately held companies of \$1.0 million.

#### Cash flows from financing activities

Net cash provided by financing activities was \$3.7 million in the nine months ended October 29, 2011, which primarily consisted of proceeds from exercises of employee stock options.

Net cash provided by financing activities was \$3.0 million in the nine months ended October 30, 2010, which was due to proceeds from the exercise of employee stock options and stock purchase rights.

While we generated cash from operations for fiscal 2011, 2010 and 2009, we consumed cash in operations in the first nine months of fiscal 2012 and it is possible that our operations will consume additional cash in future periods. Based on our current anticipated cash needs, we believe that our current balances of cash, cash equivalents and short-term marketable securities will be sufficient to meet our anticipated working capital requirements, obligations, capital expenditures, strategic investments and other cash needs for at least the next twelve months. However, it is possible that we may need to raise additional funds to finance our activities during or beyond the next 12 months and our future capital requirements may vary significantly from those currently planned. Our cash, cash equivalent and marketable security balances will continue to fluctuate based upon our ability to grow revenue, the timing of payments to us from customers and to vendors from us and the timing of inventory purchases and subsequent manufacture and sale of our products. From time to time, we may also increase our long-term investments, which will cause our marketable securities balances to decrease.

As of October 29, 2011, \$34.1 million of the \$161.6 million of our cash, cash equivalents, restricted cash and marketable securities was held by our foreign subsidiaries. Approximately \$29.0 million of these funds are directly or indirectly owed to the US based parent organization by our foreign subsidiaries to settle intercompany loans. If the remaining amount of \$5.1 million of these funds is needed for our operations in the U.S., we would be required to accrue and pay U.S. taxes to repatriate these funds. However, our intent is to permanently reinvest these funds outside of the U.S. and our current plans do not demonstrate a need to repatriate them to fund our U.S. operations. We are not aware of any trends, demands or uncertainties as a result of this policy that are reasonably likely to have a material effect on our business, as a whole or that may be relevant to our financial flexibility.

Our marketable securities include primarily corporate bonds, money market funds and US agency discount notes. We monitor all our marketable securities for impairment and if these securities are reported to have had a decline in fair value, we may need to use significant judgment to identify events or circumstances that would likely have a significant adverse effect on the future value of each investment including: (i) the nature of the investment; (ii) the cause and duration of any impairment; (iii) the financial condition and near term prospects of the issuer; (iv) for securities with a reported decline in fair value, our ability to hold the security for a period of time sufficient to allow for any anticipated recovery of fair value; (v) the extent to which fair value may differ from cost; and (vi) a comparison of the income generated by the securities compared to alternative investments. We would recognize an impairment charge if a decline in the fair value of our marketable securities is judged to be other-than-temporary.

#### Contractual obligations and commitments

We generally do not have guaranteed price or quantity commitments from any of our suppliers. Additionally, we generally acquire products for sale to our customers based on purchase orders received as well as forecasts from such customers. Purchase orders from our customers with delivery dates greater than sixteen weeks are typically cancelable without penalty. We currently place non-cancelable orders to purchase semiconductor wafers, other materials and finished goods from our suppliers on an eight to sixteen week lead-time basis.

The following table sets forth the amounts of payments due under specified contractual obligations as of October 29, 2011 (in thousands):

	Payments Due by Period				Total
	Remainder Fiscal 2012	Fiscal 2013 2014	Fiscal 2015 2016	Fiscal 2017 and thereafter	
Contractual Obligations					
Operating leases	\$ 928	\$ 4,183	1,668	\$ 1,401	\$ 8,180
Non-cancelable purchase orders	13,500	-	-	-	13,500
	\$ 14,428	\$ 4,183	\$ 1,668	\$ 1,401	\$ 21,680

#### Recent accounting pronouncements

See Note 1, "Recent Accounting Pronouncements," of the Notes to Unaudited Condensed Consolidated Financial Statements of this Form 10-Q.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following discussion about our market risk disclosures involves forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements. We face exposure to market risk from adverse movements in interest rates and foreign currency exchange rates, which could impact our operations and financial condition. To mitigate some of the foreign currency exchange rate risk, we utilize derivative financial instruments to hedge certain foreign currency exposures. We do not use derivative financial instruments for speculative or trading purposes.

**Interest rate sensitivity:** At October 29, 2011 and January 29, 2011, we held approximately \$159.8 million and \$177.5 million, respectively, of cash, cash equivalents and short-term and long-term marketable securities. If short-term interest rates were to decrease 10%, the decreased interest income associated with these cash, cash equivalents and marketable securities would not have a significant impact on our net income and cash flows.

**Foreign currency exchange rate sensitivity:**

We transact our revenues in U.S. dollars. The U.S. dollar is our functional and reporting currency except for our subsidiaries in Canada, Denmark, France, Japan, Taiwan and Vietnam where the Canadian dollar, Danish krone, Euro, Japanese Yen, Taiwanese dollar and Vietnamese Dong are the primary financial currencies, respectively. Additionally, significant portions of our Israel subsidiary's expenses are payroll related and are denominated in Israeli shekels, or NIS. This foreign currency exposure gives rise to market risk associated with exchange rate movements of the U.S. dollar against the NIS. To the extent the U.S. dollar weakens against the NIS, our Israeli subsidiary will experience a negative impact on its results of operations.

As of October 29, 2011, with the exception of our Israel operation, we have not entered into foreign exchange forward contracts to hedge certain balance sheet exposures and inter-company balances against future movements in foreign exchange rates. For our Israel operation, we do hedge portions of our forecasted expenses that are denominated in the NIS with foreign exchange forward contracts. As of October 29, 2011, we had foreign exchange contracts with notional values of approximately \$10.3 million that mature on or before September 24, 2012. Of this amount, contracts with a notional value of \$1.2 million were entered into on or before January 29, 2011 and were designated as cash flow hedges, and contracts with a notional value of \$9.1 million were entered into subsequent to January 29, 2011 and are treated as foreign exchange contracts not designated as cash flow hedges. These hedges of cash flow exposures will only mitigate a portion of our foreign exchange exposure. If foreign exchange rates were to weaken against the U.S. dollar immediately and uniformly by 10% from the exchange rates at October 29, 2011, the notional

value of our hedges would decline and we would record a foreign exchange loss of approximately \$0.7 million.

We maintain certain cash balances denominated in the Canadian dollar, Danish krone, Euro, Hong Kong dollar, Israeli shekel, Singapore dollar, Taiwanese dollar and Vietnamese Dong. If foreign exchange rates were to weaken against the U.S. dollar immediately and uniformly by 10% from the exchange rates at October 29, 2011, the fair value of these foreign currency amounts would decline and we would record a charge of approximately \$0.5 million.

#### ITEM 4. CONTROLS AND PROCEDURES

We are committed to maintaining disclosure controls and procedures designed to ensure that information required to be disclosed in our periodic reports filed under the Securities and Exchange Act of 1934, as amended (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 for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, we recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and we necessarily are required to apply our judgment in evaluating the cost-benefit relationship of possible controls and procedures and implementing controls and procedures.



As of October 29, 2011, the end of the period covered by this Quarterly Report on Form 10-Q, we have, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of the design and effectiveness of our disclosure controls and procedures, as such terms are defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act. Based on this evaluation, we have concluded that our disclosure controls and procedures were effective as of October 29, 2011 at a reasonable assurance level.

During the third quarter ended October 29, 2011, there were no changes in our internal control over financial reporting (as defined in Rule 13(a) – 15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. We are continuously seeking to improve the efficiency and effectiveness of our operations and of our internal controls. This results in refinements to processes throughout our organization.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

On August 6, 2011, Powerline Innovations, LLC, or Powerline, filed suit against us, certain of our subsidiaries and many other named defendants, including Qualcomm Incorporated, Qualcomm Atheros, Inc., Broadcom Corporation and ST Microelectronics N.V. in the United States District Court for the Eastern District of Texas asserting infringement of U.S. Patent No. 5,471,190. The Powerline complaint seeks unspecified monetary damages and injunctive relief. At this time, we are unable to determine the outcome of this matter and, accordingly, cannot estimate the potential financial impact this action could have on our business, operating results, cash flows or financial position.

From time to time, we are involved in claims and legal proceedings that arise in the ordinary course of business. We expect that the number and significance of these matters will increase as our business expands. In particular, we could face an increasing number of patent and other intellectual property claims as the number of products and competitors in our industry grows. Any claims or proceedings against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of our time, result in the diversion of significant operational resources, or require us to enter into royalty or licensing agreements which, if required, may not be available on terms favorable to us or at all. Were an unfavorable outcome to occur against us, there exists the possibility of a material adverse impact on our financial position and results of operations for the period in which the unfavorable outcome occurs, and potentially in future periods.

### ITEM 1A. RISK FACTORS

If any of the following risks actually occurs, our business, financial condition and results of operations could be harmed. In that case, the trading price of our common stock could decline and you might lose all or part of your investment in our common stock. The risks and uncertainties described below are not the only ones we face. You should also refer to other information set forth in this Form 10-Q, including our unaudited condensed consolidated financial statements and the related notes. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations.

#### Risks Related to Our Business and Our Industry

If we do not successfully anticipate market needs and develop products and product enhancements in a timely manner that meet those needs, or if those products do not gain market acceptance, we may not be able to compete effectively and our ability to generate revenue will suffer.

We may not be able to accurately anticipate future market needs or be able to develop new products or product enhancements to meet such needs or to meet them in a timely manner. Our ability to develop and deliver new products successfully will depend on various factors, including our ability to:

accurately predict market requirements and evolving industry standards;

accurately design new SoC products;

timely complete and introduce new product designs;

timely qualify and obtain industry interoperability certification of our products and the equipment into which our products will be incorporated;

ensure that our subcontractors have sufficient foundry, assembly and test capacity and packaging materials and achieve acceptable manufacturing yields;

shift our products to smaller geometry process technologies to achieve lower cost and higher levels of design integration; and

gain market acceptance of our products and our customers' products.

If we fail to anticipate market requirements or to develop new products or product enhancements to meet those needs in a cost-effective and timely manner, it could substantially decrease market acceptance and sales of our present and future products and we may be unable to attract new customers or retain our existing customers, which would significantly harm our business and financial results.

Even if we are able to anticipate, develop and commercially introduce new products and enhancements, our new products or enhancements may not achieve widespread market acceptance. Any failure of our products to achieve market acceptance could adversely affect our business and financial results.

Our industry is highly competitive and we may not be able to compete effectively, which would harm our market share and cause our revenue to decline.

The markets in which we operate are extremely competitive and are characterized by rapid technological change, continuously evolving customer requirements and declining average selling prices. We may not be able to compete successfully against current or potential competitors. Most of our products compete with large semiconductor providers that have substantial experience and expertise in video, audio and multimedia technology and in selling to consumer equipment providers. Many of these companies have substantially greater engineering, marketing and financial resources than we have. As a result, our competitors may be able to respond better to new or emerging technologies or standards and to changes in customer requirements. Further, some of our competitors are in a better financial and marketing position from which to influence industry acceptance of a particular industry standard or competing technology than we are. Our competitors may also be able to devote greater resources to the development, promotion and sale of products, and may be able to deliver competitive products at a lower price. We also may face competition from newly established competitors, suppliers of products based on new or emerging technologies and customers who choose to develop their own SoCs. Additionally, some of our competitors operate their own fabrication facilities or may have stronger manufacturing partner relationships than we have. We expect our current customers, particularly in the IPTV media processor and connected media player markets, to seek additional suppliers of SoCs for inclusion in their products, which will increase competition and could reduce our market share. If we do not compete successfully, our market share and net revenue could decline.

If we fail to achieve initial design wins for our products, we may be unable to recoup our investments in our products and revenue could decline.

We expend considerable resources in order to achieve design wins for our products, especially our new products and product enhancements, without any assurance that a customer will select our product. Once a customer designs a semiconductor into a product, it is likely to continue to use the same semiconductor or enhanced versions of that semiconductor from the same supplier across a number of similar and successor products for a lengthy period of time due to the significant costs and risks associated with qualifying a new supplier and potentially redesigning the product to incorporate a different semiconductor. As a result, if we fail to achieve an initial design win in a customer's qualification process, we may lose the opportunity for significant sales to that customer for a number of its products and for a lengthy period of time, or we would only be able to sell our products to these customers as a second source, which usually means we would only be able to sell a limited amount of product to them. Also, even if we achieve new design wins with customers, these manufacturers may not purchase our products in sufficient volumes to recoup our development costs, and they can choose at any time to stop using our products, for example, if their own products are not commercially successful. This may cause us to be unable to recoup our investments in the development of our products and cause our revenue to decline.

We base orders for inventory on our forecasts of our customers' demand and if our forecasts are inaccurate, our financial condition and liquidity will suffer.

We place orders with our suppliers based on our forecasts of our customers' demand. Our forecasts are based on multiple assumptions, each of which may introduce errors into our estimates. When the demand for our customers' products increases significantly, we may not be able to meet demand on a timely basis and we may need to expend a significant amount of time working with our customers to allocate a limited supply and maintain positive customer relations. If we underestimate customer demand, we may forego revenue opportunities, lose market share and damage our customer relationships. Conversely, if we overestimate customer demand, we may allocate resources to manufacturing products that we may not be able to sell when we expect to or at all. For example, in the nine months ended October 29, 2011, we recorded a provision for excess inventory of \$8.1 million primarily due to a definitive communication from a large customer related to our end customer's transition to a next generation product sold by one of our competitors. As a result, we would have excess or obsolete inventory, resulting in a decline in the value of our inventory, which would increase our cost of revenue and create a drain on our liquidity.

We depend on a limited number of customers and any reduction, delay or cancellation of an order from these customers or the loss of any of these customers could cause our revenue to decline.

Our dependence on a limited number of customers means that the loss of a major customer or any reduction in orders by a major customer could materially reduce our net revenue and adversely affect our results of operations. We expect that sales to relatively few customers will continue to account for a significant percentage of our net revenue for the foreseeable future. We have no firm, long-term volume commitments from any of our major customers and we generally accept purchase commitments from our customers based upon their purchase orders. Customer purchase orders may be cancelled and order volume levels can be changed, cancelled or delayed with limited or no penalties. We have experienced fluctuations in order levels from period to period and expect that we will continue to experience such fluctuations and may experience cancellations in the future. We may not be able to replace the cancelled, delayed or reduced purchase orders with new orders. Any difficulty in the collection of receivables from key customers could also harm our business.

For the three months ended October 29, 2011, Alpha Networks, Gemtek and Motorola accounted for 14%, 14% and 13%, respectively, of our net revenue. For the three months ended October 30, 2010, Gemtek and Motorola accounted for 29% and 24%, respectively, of our net revenue.

Our business also depends on demand for our SoC solutions from companies, such as large telecommunication carriers, who are not our direct customers but deploy IPTV set-boxes that incorporate our SoC solutions. Large carriers often use multiple set-top box providers, who in turn sometimes use multiple contract manufacturers to purchase our SoCs and manufacture set-top boxes. Even though we do not sell our products directly to these companies that ultimately deploy set-top boxes to consumers, these companies have a significant impact on the demand for our SoC solutions. For example, a significant number of our SoCs are incorporated into set-top boxes deployed by AT&T. This significant concentration on AT&T set-top boxes was increased by our acquisition of CopperGate. A significant percentage of the SoC solutions sold by CopperGate are also used in set-top boxes as well as gateways deployed by AT&T. In the past, companies that deploy set-top boxes incorporating our SoC solutions have had significant fluctuations in demand, which has resulted in a decline in our business from our direct customers, such as original equipment manufacturers and contract manufacturers. We may experience increased competition as companies that deploy set-top boxes incorporating our SoC solutions seek additional suppliers of SoCs for inclusion in their products. Any decrease in the demand from the companies that deploy IPTV set-top boxes incorporating our SoC solutions, and in particular AT&T, could have a material and adverse effect on our net revenue and results of operation.

If demand for our SoCs declines or does not grow, we will be unable to increase or sustain our net revenue.

We expect our SoCs to account for a substantial majority of our net revenue for the foreseeable future. For fiscal 2011, sales of our SoCs represented nearly all of our net revenue. Even if the consumer electronic markets that we target continue to expand, manufacturers of consumer products in these markets may not choose to utilize our SoCs in their products. The markets for our products are characterized by frequent introduction of new technologies, short product life cycles and significant price competition. If our customers or we are unable to manage product transitions in a timely and cost effective manner, our net revenue would suffer. In addition, frequent technological changes and introduction of next generation products may result in inventory obsolescence, which would increase our cost of revenue and adversely affect our operating performance. If demand for our SoCs declines or fails to grow or we are unable to develop new products to meet our customers' demand, our net revenue could be harmed.

The timing of our customer orders and product shipments can adversely affect our operating results and stock price.

Our net revenue and operating results depend upon the volume and timing of customer orders received during a given period and the percentage of each order that we are able to ship and recognize as net revenue during each period. Customers may change their cycle of product orders from us, which would affect the timing of our product shipments. Any failure or delay in the closing of orders expected to occur within a quarterly period, particularly from significant customers, would adversely affect our operating results. Further, to the extent we receive orders late in any given quarter, we may not be able to ship products to fill those orders during the same period in which we received the corresponding order, which could have an adverse impact on our operating results for that period.

We are facing and may face additional intellectual property claims that could be costly to defend and result in our loss of significant rights.

The semiconductor industry is characterized by frequent litigation regarding patent and intellectual property rights. We believe that it may be necessary, from time to time, to initiate litigation against one or more third parties to preserve our intellectual property rights. From time to time, we have received, and may receive in the future, notices that claim we have infringed upon, misappropriated or misused other parties' proprietary rights. Any of the foregoing events or claims could result in litigation. We have been named in a lawsuit alleging certain of our products infringe the patents held by another party. Any litigation, including the litigation to which we are currently a party, could result in significant expense to us and divert the efforts of our technical and management personnel. In the event of an adverse result in any such litigation, we could be required to pay substantial damages, cease the manufacture, use and sale of certain products or expend significant resources to develop non-infringing technology or to obtain licenses to the technology that is the subject of the litigation, and we may not be successful in such development or in obtaining such licenses on acceptable terms, if at all. In addition, patent disputes in the electronics industry have often been settled through cross-licensing arrangements. Although we have a portfolio of applicable issued patents, we may not be able to settle an alleged patent infringement claim through a cross-licensing arrangement.

To remain competitive, we need to continue to transition our SoCs to increasingly smaller sizes while maintaining or increasing functionality, and our failure to do so may harm our business.

We periodically evaluate the benefits, on a product-by-product basis, of migrating to more advanced technology to reduce the size of our SoCs. The smaller SoC size reduces our production and packaging costs, which enables us to be competitive in our pricing. We also continually strive to increase the functionality of our SoCs, which is essential to competing effectively in our target markets. The transition to smaller geometries while maintaining or increasing functionality requires us to work with our contractors to modify the manufacturing processes for our products and to redesign some products. This effort requires considerable development investment and a risk of reduced yields as a new process is brought to acceptable levels of operating and quality efficiency. In the past, we have experienced difficulties in shifting to smaller geometry process technologies or new manufacturing processes, which resulted in reduced manufacturing yields, delays in product deliveries and increased expenses. We may face similar difficulties, delays and expenses as we continue to transition our products to smaller geometry processes, all of which could harm our relationships with our customers, and our failure to do so would impact our ability to provide competitive prices to our customers, which would have a negative impact on our sales.

The complexity of our products could result in unforeseen delays or expenses and in undetected defects, which could damage our reputation with current or prospective customers, adversely affect the market acceptance of new products and result in warranty claims.

Highly complex products, such as those that we offer, frequently contain defects, particularly when they are first introduced or as new versions are released. Our SoCs contain highly sophisticated silicon technology and complex software. In the past we have experienced, and may in the future experience, defects in our products, both with our SoCs and the related software products we offer. If any of our products contain defects or have reliability, quality or compatibility problems, our reputation may be damaged and our customers may be reluctant to buy our products, which could harm our ability to retain existing customers and attract new customers. In addition, these defects could interrupt or delay sales or shipment of our products to our customers. Manufacturing defects may not be detected by the testing process performed by our subcontractors. If defects are discovered after we have shipped our products, it could result in unanticipated costs, order cancellations or deferrals and product returns or recalls, harm to our reputation and a decline in our net revenue, income from operations and gross margins.

In addition, our agreements with some customers contain warranty provisions that provide the customer with a right to damages if a defect is traced to our products or if we cannot correct errors in our product reported during the warranty period. However, any contractual limitations to our liability may be unenforceable in a particular jurisdiction. We do not have insurance coverage for any warranty or product liability claims and a successful claim could require us to pay substantial damages. A successful warranty or product liability claim against us, or a requirement that we participate in a product recall, could have adverse effects on our business results.

If our third-party manufacturers do not achieve satisfactory yields or quality, our relationships with our customers and our reputation will be harmed, which in turn would harm our operating results and financial performance.

The fabrication of semiconductors is a complex and technically demanding process. Minor deviations in the manufacturing process can cause substantial decreases in yields and, in some cases, cause production to be stopped or suspended. Although we work closely with our third-party manufacturers to minimize the likelihood of reduced manufacturing yields, their facilities have from time to time experienced lower than anticipated manufacturing yields that have resulted in our inability to meet our customer demand. It is not uncommon for yields in semiconductor fabrication facilities to decrease in times of high demand, in addition to reduced yields that may result from normal wafer lot loss due to workmanship or operational problems at these facilities. When these events occur, especially simultaneously, as happens from time to time, we may be unable to supply our customers' demands. Many of these problems are difficult to detect at an early stage of the manufacturing process and may be time consuming and expensive to correct. Poor yields from the wafer foundries or defects, integration issues or other performance problems in our products could cause us significant customer relations and business reputation problems or force us to sell our products at lower gross margins and therefore harm our financial results.



The average selling prices of semiconductor products have historically decreased rapidly and will likely do so in the future, which could harm our revenue and gross margins.

The semiconductor industry, in general, and the consumer electronics markets that we target, specifically, are characterized by intense price competition, frequent introductions of new products and short product life cycles, which can result in rapid price erosion in the average selling prices for semiconductor products. A decline in the average selling prices of our products could harm our revenue and gross margins. The willingness of customers to design our SoCs into their products depends to a significant extent upon our ability to sell our products at competitive prices. In the past, we have reduced our prices to meet customer requirements or to maintain a competitive advantage. Reductions in our average selling prices to one customer could impact our average selling prices to all customers. If we are unable to reduce our costs sufficiently to offset declines in product selling prices or are unable to introduce more advanced products with higher margins in a timely manner, we could experience declines in our net revenue and gross margins.

We rely upon patents, trademarks, copyrights and trade secrets to protect our proprietary rights and if these rights are not sufficiently protected, it could harm our ability to compete and to generate revenue.

Our ability to compete may be affected by our ability to protect our proprietary information. As of October 29, 2011, we held 100 patents that have been issued and these patents will expire within the next four to nineteen years. These patents cover the technology underlying our products. We have filed 59 patent applications that are under review. We cannot assure you that any additional patents for which we have applied will be issued or that any issued patents will provide meaningful protection of our product innovations. Like other semiconductor companies, we rely primarily on trade secrets and technological know-how in the conduct of our business. We use measures such as confidentiality agreements to protect our intellectual property. However, these methods of protecting our intellectual property may not be sufficient.

If the growth of demand in the consumer electronics market does not continue, our ability to increase our revenue could suffer.

Our business is highly dependent on developing sectors of the consumer electronics market, including IPTV media processor, connected home, connected media player and prosumer and industrial audio/video. The consumer electronics market is highly competitive and is characterized by, among other things, frequent introductions of new products and short product life cycles. The consumer electronics market may also be negatively impacted by a slowdown in overall consumer spending. The worldwide economy, generally, and consumer spending, specifically, has significantly declined, which has negatively impacted our target markets. If our target markets do not grow as rapidly or to the extent we anticipate, our business could suffer. We expect the majority of our revenue for the foreseeable future to come from the sale of our SoC solutions for use in emerging consumer applications. Our ability to sustain and increase revenue is in large part dependent on the continued growth of these rapidly evolving market sectors, whose future is largely uncertain. Many factors could impede or interfere with the expansion of these consumer market sectors, including consumer demand in these sectors, general economic conditions, and other competing consumer electronic products, delays in the deployment of telecommunications video services and insufficient interest in new technology innovations. In addition, if market acceptance of the consumer products that utilize our products does not occur as expected, our business could be harmed.

We have a history of fluctuating operating results, including a net loss for the first nine months of fiscal 2012 and we may not be able to return to profitability in the future, which may cause the market price of our common stock to decline.

We have a history of fluctuating operating results. We reported net income of \$70.2 million in fiscal 2008, net income of \$26.4 million in fiscal 2009, net income of \$2.5 million in fiscal 2010, net income of \$9.1 million in fiscal 2011 and a net loss of \$149.2 million in the first nine months of fiscal 2012. To return to profitability, we will need to successfully develop new products and product enhancements and sustain higher revenue while controlling our cost and expense levels. In recent years, we made significant investments in our product development efforts and have expended substantial funds to enhance our sales and marketing efforts and otherwise operate our business. However, we may not realize the benefits of these investments. We may incur operating losses in future quarterly periods or fiscal years, which in turn could cause the price of our common stock to decline.

We have engaged, and may in the future engage in acquisitions of other businesses and technologies that could divert our attention and prove difficult to integrate with our existing business and technology.

We continue to consider investments in and acquisitions of other businesses, technologies or products as part of our efforts to improve our market position, broaden our technological capabilities and expand our product offerings. For example, in March 2011, we completed the acquisition of certain assets from a large computer manufacturer and added 32 new employees. In November 2009, we also completed the acquisition of CopperGate Communications Ltd., an Israeli company. As a result, we added substantial operations, including 124 employees located in Israel and an additional 17 employees located outside of Israel. We also completed the acquisition of Zensys Holdings Corporation in December 2008, the acquisition of certain assets and 44 new employees of the VXP Group from Gennum Corporation in February 2008 and the acquisition of Blue7 Communications in February 2006. In the future, we may not be able to acquire or successfully identify companies, products or technologies that would enhance our business. Once we identify a strategic opportunity, the process to consummate a transaction could divert our attention from the operation of our business causing our financial results to decline.

Acquisitions may require large one-time charges and can result in increased debt or contingent liabilities, adverse tax consequences, additional stock-based compensation expense, and the recording and subsequent amortization of amounts related to certain purchased intangible assets, any of which items could negatively impact our results of operations. We may also record goodwill in connection with an acquisition and incur goodwill impairment charges in the future. In addition, in order to complete acquisitions, we may issue equity securities and incur debt, which would result in dilution to our existing shareholders and could negatively impact profitability.

We may experience difficulties in integrating acquired businesses. Integrating acquired businesses involves a number of risks, including:

- potential disruption of our ongoing business and the diversion of management resources from other business concerns;

- unexpected costs or incurring unknown liabilities;

- difficulties relating to integrating the operations and personnel of the acquired businesses;

- adverse effects on the existing customer relationships of acquired companies; and

- adverse effects associated with entering into markets and acquiring technologies in areas in which we have little experience.

If we are unable to successfully integrate the businesses we acquire, our operating results could be harmed.

The volatile global economy could negatively affect our business, results of operations and financial condition.

Current uncertainty in global economic conditions poses a risk to the overall economy as consumers and businesses may defer purchases in response to tighter credit and negative financial news, which could negatively affect demand for our products and other related matters. Consequently, demand for our products could be different from our expectations due to factors including:

- changes in business and economic conditions, including conditions in the credit market that could negatively affect consumer confidence;

customer acceptance of our products and those of our competitors;  
changes in customer order patterns including order cancellations; and  
reductions in the level of inventory our customers are willing to hold.

There could also be a number of secondary effects from the current uncertainty in global economic conditions, such as insolvency of suppliers resulting in product delays, an inability of our customers to obtain credit to finance purchases of our products or a desire of our customers to delay payment to us for the purchase of our products. The effects, including those mentioned above, of the current global economic environment could negatively impact our business, results of operations and financial condition.

Due to the cyclical nature of the semiconductor industry, our operating results may fluctuate significantly, which could adversely affect the market price of our common stock.

The semiconductor industry is highly cyclical and subject to rapid change and evolving industry standards and, from time to time, has experienced significant downturns. These downturns are characterized by decreases in product demand, excess customer inventories and accelerated erosion of prices. These factors have caused, and could cause, substantial fluctuations in our net revenue and in our operating results. Any downturns in the semiconductor industry may be severe and prolonged, and any failure of this industry to fully recover from downturns could harm our business. The semiconductor industry also periodically experiences increased demand and production capacity constraints, which may affect our ability to ship products. Accordingly, our operating results have varied and may vary significantly as a result of the general conditions in the semiconductor industry, which could cause our stock price to decline.

The complexity of our international operations may increase our operating expenses and disrupt our business.

We transact business and have operations worldwide. For example, we derive a substantial portion of our net revenue from our customers outside of North America and we plan to continue expanding our business in international markets in the future. For the nine months ended October 29, 2011, we derived 95% of our revenue from customers outside of North America. We also have significant international operations including research and development facilities in Canada and Vietnam, sales and research and development facilities in Denmark, France, Israel, Japan, Singapore and Taiwan and a sales and distribution facility in Hong Kong.

As a result of our international business, we are affected by economic, regulatory and political conditions in foreign countries, including the imposition of government controls, changes or limitations in trade protection laws, unfavorable changes in tax treaties or laws, varying statutory equity requirements, difficulties in collecting receivables and enforcing contracts, natural disasters, labor unrest, earnings expatriation restrictions, misappropriation of intellectual property, changes in import/export regulations, tariffs and freight rates, economic instability, public health crises, acts of terrorism and continued unrest in many regions and other factors, which could have a material impact on our international revenue and operations. In particular, in some countries we may experience reduced intellectual property protection. Our results of operations could also be adversely affected by exchange rate fluctuations, which could increase the sales price in local currencies of our products in international markets. Overseas sales and purchases to date have been denominated in U.S. dollars. Although we engage in some hedging of our foreign currency exposures, we do not hedge all such exposures and our hedging arrangements may not always be effective. See “Foreign currency exchange rate sensitivity” under Part I Item 3 “Quantitative and Qualitative Disclosures about Market Risk” in this Form 10-Q. Moreover, local laws and customs in many countries differ significantly from those in the United States. We also face challenges in staffing and managing our global operations. If we are unable to manage the complexity of our global operations successfully, our financial performance and operating results could suffer.

Our sales cycle can be lengthy, which could result in uncertainty and delays in generating net revenue.

Because our products are based on constantly evolving technologies, we have experienced a lengthy sales cycle for some of our SoCs, particularly those designed for set-top box applications in the IPTV media processor market. After we have qualified a product with a customer, the customer will usually test and evaluate our product with its service provider prior to the customer completing the design of its own equipment that will incorporate our product. Our customers and the telecommunications carriers our customers serve may need from three to more than nine months to test, evaluate and adopt our product and an additional three to more than nine months to begin volume production of equipment that incorporates our product. Our complete sales cycle typically ranges from nine to eighteen months, but could be longer. As a result, we may experience a significant delay between the time we increase expenditures for research and development, sales and marketing efforts and inventory and the time we generate net revenue, if any, from these expenditures. In addition, because we do not have long-term commitments from our customers, we must repeat our sales process on a continual basis even for current customers looking to purchase a new product. As a result, our business could be harmed if a customer reduces or delays its orders, chooses not to release products incorporating our SoCs or elects not to purchase a new product or product enhancements from us.

We rely on a limited number of independent third-party manufacturers for the fabrication, assembly and testing of our SoCs and the failure of any of these third-party manufacturers to deliver products or otherwise perform as requested could damage our relationships with our customers, decrease our sales and limit our growth.

We are a fabless semiconductor company and thus we do not own or operate a fabrication or manufacturing facility. We depend on independent manufacturers, each of whom is a third-party manufacturer for numerous companies, to manufacture, assemble and test our products. We currently rely on Taiwan Semiconductor

Manufacturing Corporation, or TSMC, and, to a lesser extent, United Microelectronics Corporation, or UMC, to produce substantially all of our SoCs. We rely on Advanced Semiconductor Engineering, Inc., or ASE, to assemble, package and test substantially all of our products. These third-party manufacturers may allocate capacity to the production of other companies' products while reducing product deliveries or the provision of services to us on short notice or they may increase the prices of the products and services they provide to us with little or no notice. In particular, other clients that are larger and better financed than we are or that have long-term agreements with ASE, TSMC or UMC may cause any or all of them to reallocate capacity to those clients, decreasing the capacity available to us.

If we fail to effectively manage our relationships with the third-party manufacturers, if we are unable to secure sufficient capacity at our third-party manufacturers' facilities or if any of them should experience delays, disruptions or technical or quality control problems in our manufacturing operations or if we had to change or add additional third-party manufacturers or contract manufacturing sites, our ability to ship products to our customers could be delayed, our relationships with our customers would suffer and our market share and operating results would suffer. If our third-party manufacturers' pricing for the products and services they provide increases and we are unable to pass along such increases to our customers, our operating results would be adversely affected. Also, the addition of manufacturing locations or additional third-party subcontractors would increase the complexity of our supply chain management. Moreover, all of our product manufacturing, assembly and packaging is performed in Asian countries and is therefore subject to risks associated with doing business in these countries such as quarantines or closures of manufacturing facilities due to the outbreak of viruses such as swine flu, SARS, avian flu or any similar outbreaks. Each of these factors could harm our business and financial results.

In the event we seek or are required to use a new manufacturer to fabricate or to assemble and test all or a portion of our SoC products, we may not be able to bring new manufacturers on-line rapidly enough, which could damage our relationships with our customers, decrease our sales and limit our growth.

We use a single wafer foundry to manufacture a substantial majority of our products and a single source to assemble and test substantially all of our products, which exposes us to a substantial risk of delay, increased costs and customer dissatisfaction in the event our third-party manufacturers are unable to provide us with our SoC requirements. Particularly during times when semiconductor capacity is limited, we may seek to, and in the event that our current foundry were to stop producing wafers for us altogether, we would be required to, qualify one or more additional wafer foundries to meet our requirements, which would be time consuming and costly. In order to bring any new foundries on-line, our customers and we would need to qualify their facilities, which process could take as long as several months. Once qualified, each new foundry would then require an additional number of months to actually begin producing SoCs to meet our needs, by which time our perceived need for additional capacity may have passed, or the opportunities we previously identified may have been lost to our competitors. Similarly, qualifying a new provider of assembly, packaging and testing services would be a lengthy and costly process and, in both cases, they could prove to be less reliable than our existing manufacturers, which could result in increased costs and expenses as well as delays in deliveries of our products to our customers.

We may not be able to effectively manage our growth or develop our financial and managerial control and reporting systems, and we may need to incur significant expenditures to address the additional operational and control requirements of our growth, either of which could harm our business and operating results.

To continue to grow, we must continue to expand and improve our operational, engineering, accounting and financial systems, procedures, controls and other internal management systems. This may require substantial managerial and financial resources and our efforts in this regard may not be successful. Our current systems, procedures and controls may not be adequate to support our future operations. For example, we implemented a new enterprise resource management system in fiscal 2009. We integrated the operations of CopperGate into our enterprise resource management system in fiscal 2011. Any integration efforts could be costly and time consuming. If we fail to adequately manage our growth or to improve and develop our operational, financial and management information systems or fail to effectively motivate or manage our current and future employees, the quality of our products and the management of our operations could suffer, which could adversely affect our operating results.

Our ability to develop, market and sell products could be harmed if we are unable to retain or hire key personnel.

Our future success depends upon our ability to recruit and retain the services of key executive, engineering, finance and accounting, sales, marketing and support personnel. The supply of highly qualified individuals, in particular

engineers in very specialized technical areas, or sales people specializing in the semiconductor industry, is limited and competition for such individuals is intense. None of our officers or key employees is bound by an employment agreement for any specific term. The loss of the services of any of our key employees, the inability to attract or retain key personnel in the future or delays in hiring required personnel, particularly engineers and sales people, and the complexity and time involved in hiring and training new employees, could delay the development and introduction of new products, and negatively impact our ability to market, sell or support our products.

If credit market conditions deteriorate further, it could have a material adverse impact on our investment portfolio.

U.S. sub-prime mortgage defaults have had a significant impact across various sectors of the financial markets, causing global credit and liquidity related difficulties. Beginning mid 2007, global short-term funding markets have experienced credit issues, leading to liquidity issues and failed auctions in the auction rate securities market. If the global credit market continues to be weak or deteriorates further, the liquidity of our investment portfolio may be impacted and we could determine that some of our investments are impaired. This could materially adversely impact our results of operations and financial condition.



Litigation due to stock price volatility or other factors could cause us to incur substantial costs and divert our attention and resources.

In the past, securities class action litigation has often been brought against a company following periods of volatility in the market price of its securities. Companies such as ours in the semiconductor industry and other technology industries are particularly vulnerable to this kind of litigation due to the high volatility of their stock prices. While we are not aware of any such contemplated class action litigation against us, we may in the future be the target of securities litigation. Any future lawsuits to which we may become a party will likely be expensive and time consuming to investigate, defend and resolve. Such costs, which include investigation and defense, the diversion of our attention and resources and any losses resulting from these claims, could significantly increase our expenses and adversely affect our profitability and cash flow.

Our business may become subject to seasonality, which may cause our revenue to fluctuate.

Our business may become subject to seasonality as a result of our target markets. We sell a significant number of our semiconductor products into the consumer electronics market. Our customers who manufacture products for the consumer market typically experience seasonality in the sales of their products, which in turn may affect the timing and volume of orders for our SoCs. Although we have not experienced noticeable seasonality to date in sales of our products, we may, in the future, experience lower sales in our first fiscal quarter and higher sales in our second fiscal quarter as a result of the seasonality of demand associated with the consumer electronics markets if sales of our products into these markets increases as a percentage of our net revenues. As a result, our operating results may vary significantly from quarter to quarter.

Our ability to raise capital in the future may be limited and our failure to raise capital when needed could prevent us from executing our growth strategy.

We believe that our existing cash and cash equivalents, and short-term and long-term marketable securities will be sufficient to meet our anticipated cash needs for at least the next 12 months. The timing and amount of our working capital and capital expenditure requirements may vary significantly depending on numerous factors, including:

market acceptance of our products;

the need to adapt to changing technologies and technical requirements;

the existence of opportunities for expansion; and

access to and availability of sufficient management, technical, marketing and financial personnel.

If our capital resources are insufficient to satisfy our liquidity requirements, we may seek to sell additional equity securities or debt securities or obtain debt financing. During fiscal 2009, we used an aggregate of \$85.9 million to purchase 4.2 million shares of our common stock. In November 2009, we used approximately \$116.0 million in cash (which includes approximately \$28.0 million of acquired CopperGate cash) for the acquisition of CopperGate. The amount of cash we used for these repurchases and the acquisition of CopperGate could limit our ability to execute our business plans and require us to raise additional capital in the future in order to fund any further repurchases or for other purposes. The sale of additional equity securities or convertible debt securities would result in additional dilution to our shareholders. Additional debt would result in increased expenses and could result in covenants that would restrict our operations. We have not made arrangements to obtain additional financing and there is no assurance that financing, if required, will be available in amounts or on terms acceptable to us, if at all.

Regional instability in Israel may adversely affect business conditions and may disrupt our operations and negatively affect our revenues and profitability.

As a result of our acquisition of CopperGate in November 2009, we have engineering facilities, corporate and sales support operations and, as of October 29, 2011, we had 135 employees located in Israel. Accordingly, political, economic and military conditions in Israel may directly affect our business. Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its Arab neighbors, as well as incidents of civil unrest. In addition, Israel and companies doing business with Israel have, in the past, been the subject of an economic boycott. Although Israel has entered into various agreements with Egypt, Jordan and the Palestinian Authority, Israel has been and is subject to civil unrest and terrorist activity, with varying levels of severity since September 2000. Any future armed conflicts or political instability in the region may negatively affect business conditions and adversely affect our results of operations.

In addition, our business insurance does not cover losses that may occur as a result of events associated with the security situation in the Middle East. Although the Israeli government currently covers the reinstatement value of direct damages that are caused by terrorist attacks or acts of war, we cannot assure you that this government coverage will be maintained. Any losses or damages incurred by us could have a material adverse effect on our business and financial results.

Changes in our effective tax rate or tax liability may have an adverse effect on our results of operations.

As a global company, we are subject to taxation in Hong Kong, Israel, Singapore, the United States and various other countries and states. Significant judgment is required to determine and estimate worldwide tax liabilities. Any significant change in our future effective tax rates could adversely impact our consolidated financial position, results of operations and cash flows. Our future effective tax rates may be adversely affected by a number of factors including:

changes in tax laws in the countries in which we operate or the interpretation of such tax laws;

changes in the valuation of our deferred tax assets and liabilities, including the effect of foreign exchange rate fluctuations relative to the US Dollar;

increases in expenses not deductible for tax purposes, including write-offs of acquired in-process research and development and impairment of goodwill in connection with acquisitions;

changes in stock-based compensation expense;

changes in generally accepted accounting principles; and

our ability to use our tax attributes such as research and development tax credits and net operating losses of acquired companies to the fullest extent.

During fiscal 2009, we established a foreign operating subsidiary in Singapore. We anticipate that a portion of our consolidated pre-tax income will continue to be subject to foreign tax at relatively lower tax rates when compared to the United States federal statutory tax rate and, as a consequence, our effective income tax rate has been and is expected to continue to be lower than the United States federal statutory rate. Our future effective income tax rates could be adversely affected if tax authorities challenge our international tax structure or if the relative mix of United States and international income or losses changes for any reason. Accordingly, there can be no assurance that our income tax rate will be less than the United States federal statutory rate.

The income tax benefits in Israel to which we are currently entitled from our approved enterprise program may be reduced or eliminated by the Israeli government in the future and also require us to satisfy specified conditions. If they are reduced or if we fail to satisfy these conditions, we may be required to pay increased taxes and would likely be denied these benefits in the future.

The Investment Center of the Ministry of Industry, Trade and Labor has granted "approved enterprise" status to certain product development programs at our facility in Tel Aviv. Our taxable income from these approved enterprise programs is exempt from tax for a period of two years from 2010 and will be subject to a reduced tax rate for an additional eight years thereafter, depending on the percentage of our share capital held by non-Israelis. The Israeli government may reduce, or eliminate in the future, tax benefits available to approved enterprise programs. Our approved program and the resulting tax benefits may not continue in the future at their current levels or at any level. The termination or reduction of these tax benefits would likely increase our tax liability. Additionally, the

benefits available to an approved enterprise program are dependent upon the fulfillment of conditions stipulated under applicable law and in the certificate of approval. If we fail to comply with these conditions, in whole or in part, or fail to get approval in whole or in part, we may be required to pay additional taxes for the period in which we benefited from the tax exemption or reduced tax rates and would likely be denied these benefits in the future. In either case, the amount by which our taxes would increase will depend on the difference between the then applicable tax rate for non-approved enterprises and the rate of tax, if any, that we would otherwise pay as an approved enterprise, and the amount of any taxable income that we may earn in the future. The current maximum enterprise tax rate in Israel is 25%.

Failure to maintain effective internal controls over financial reporting may cause us to delay filing our periodic reports with the SEC, affect our NASDAQ listing and adversely affect our stock price.

The SEC, as directed by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules requiring public companies to include a report of management on internal control over financial reporting in their annual reports on Form 10-K. Our management is responsible for maintaining internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with GAAP. Our management assessed the effectiveness of our internal control over financial reporting as of January 29, 2011 and concluded that our internal control over financial reporting was effective. Although we review our internal control over financial reporting in order to ensure compliance with the Section 404 requirements, our failure to maintain adequate internal controls over financial reporting could result in an adverse reaction in the financial marketplace due to a loss of investor confidence in the reliability of our financial statements, which ultimately could negatively impact our stock price.

Our headquarters, certain of our other facilities, and some of our suppliers and third-party manufacturers are located in active earthquake zones. Earthquakes, tsunamis or other types of natural disasters affecting our suppliers, our manufacturers or us could cause resource shortages and production delays, which would disrupt and harm our business, results of operations and financial condition.

We are headquartered in the San Francisco Bay Area, have several research and development and sales offices in Japan and outsource most of our manufacturing to Taiwan. Each of these areas is an active earthquake zone, and certain of our suppliers and third-party manufacturers conduct operations in the same regions or in other locations that are susceptible to natural disasters. While we have not yet been materially impacted by the recent catastrophic earthquake and tsunami in Japan, any further devastation to this region could result in production delays or supply shortages. The occurrence of a natural disaster, such as an earthquake, tsunami or flood, or localized extended outages of critical utilities or transportation systems, or any critical resource shortages, affecting us, our suppliers or our third-party manufacturers could cause a significant interruption in our production, business, damage or destroy our facilities or those of our suppliers and cause us to incur significant costs or result in limitations on the availability of our raw materials, any of which could harm our business, financial condition and results of operations.

#### Risks Related to Our Common Stock

Our operating results are subject to significant fluctuations due to many factors and any of these factors could adversely affect our stock price.

Our operating results have fluctuated in the past and may continue to fluctuate in the future due to a number of factors, including:

the loss of one or more significant customers;

changes in our pricing models and product sales mix;

unexpected reductions in unit sales and average selling prices, particularly if they occur precipitously;

new product introductions by us and our competitors;

inventory excess and obsolescence;

the level of acceptance of our products by our customers and acceptance of our customers' products by their end user customers;

an interrupted or inadequate supply of semiconductor chips or other materials included in our products;

availability of third-party manufacturing capacity for production of certain products;

shifts in demand for the technology embodied in our products and those of our competitors;

the timing of, and potential unexpected delays in, our customer orders and product shipments;

the impairment and associated write-down of strategic investments that we may make from time-to-time;

write-downs of accounts receivable;

a significant increase in our effective tax rate in any particular period as a result of the exhaustion, disallowance or accelerated recognition of our net operating loss carry forwards or otherwise;

technical problems in the development, production ramp up and manufacturing of products, which could cause shipping delays;

the impact of potential economic instability in the United States and Asia-Pacific region, including the continued effects of the recent worldwide economic slowdown;

expenses related to implementing and maintaining a new enterprise resource management system and other information technologies; and

expenses related to our compliance efforts with Section 404 of the Sarbanes-Oxley Act of 2002.

In addition, the market prices of securities of semiconductor and other technology companies have been volatile. This volatility has significantly affected the market prices of securities of many technology companies for reasons frequently unrelated to the operating performance of the specific companies.

Accordingly, you may not be able to resell your shares of common stock at or above the price you paid.

Our stock price has demonstrated volatility and continued volatility in the stock market or our operating performance may cause further fluctuations or decline in our stock price.

The market for our common stock has been subject to significant volatility, which is expected to continue. For example, during the nine months ended October 29, 2011, the high and low selling prices per share of our common stock on the NASDAQ Global Market ranged from a high of \$14.73 on February 14, 2011 to a low of \$7.29 on September 6, 2011, and subsequently to a low of \$6.48 on December 1, 2011. This volatility may often be unrelated or disproportionate to our operating performance. These fluctuations, as well as general economic and market conditions, could cause the market price of our common stock to decline.

If securities or industry analysts do not publish research or reports about our business, or if they issue an adverse opinion, regarding our stock, our stock price and trading volume could decline.

The trading market for our common stock is influenced by the research and reports that industry or securities analysts publish about our business or us. If one or more of the analysts who cover us issue an adverse opinion regarding our stock, our stock price would likely decline. If one or more of these analysts cease coverage of Sigma 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.

Provisions in our organizational documents, our shareholders rights agreement and California law could delay or prevent a change in control of Sigma that our shareholders may consider favorable.

Our articles of incorporation and bylaws contain provisions that could limit the price that investors might be willing to pay in the future for shares of our common stock. Our Board of Directors can authorize the issuance of preferred stock that can be created and issued by our Board of Directors without prior shareholder approval, commonly referred to as "blank check" preferred stock, with rights senior to those of our common stock. The rights of the holders of our common stock will be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that we may issue in the future. The issuance of preferred stock could have the effect of delaying, deterring or preventing a change in control and could adversely affect the voting power of your shares. In addition, our Board of Directors has adopted a shareholder rights plan that provides each share of our common stock with an associated right to purchase from us one one-thousandth share of Series D participating preferred stock at a purchase price of \$58.00 in cash, subject to adjustment in the manner set forth in the rights agreement. The rights have anti-takeover effects in that they would cause substantial dilution to a person or group that attempts to acquire a significant interest in Sigma on terms not approved by our Board of Directors. In addition, provisions of California law could make it more difficult for a third party to acquire a majority of our outstanding voting stock by discouraging a hostile bid or delaying or deterring a merger, acquisition or tender offer in which our shareholders could receive a premium for their shares or a proxy contest for control of Sigma or other changes in our management.

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

None.

## ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. (Reserved and Removed)

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

(a)

Exhibits

The following exhibits are filed herewith:

31.1 Certification of the President and Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.

31.2 Certification of the Chief Financial Officer and Secretary pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.

32.1 Certificate of President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (1)

32.2 Certificate of Chief Financial Officer and Secretary pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (1)

101 Pursuant to Rule 405 of Regulation S-T, the following financial information from the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended October 29, 2011, is formatted in XBRL interactive data files: (i) Unaudited Condensed Consolidated Statements of Operations; (ii) Unaudited Condensed Consolidated Balance Sheets; (iii) Unaudited Condensed Consolidated Statements of Cash Flows; and (iv) Notes to Unaudited Condensed Consolidated Financial Statements.

(1) The certificates contained in Exhibits 32.1 and 32.2 are not deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934 and are not to be incorporated by reference into any filing of the registrant under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof irrespective of any general incorporation by reference language contained in any such filing, except to the extent that the registration specifically incorporates it by reference.

SIGNATURES

Pursuant to the requirement 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.

SIGMA DESIGNS, INC.

Date: December 8, 2011

By: /s/ Think Q. Tran  
Think Q. Tran

Chairman of the Board,  
President and Chief Executive  
Officer (Principal Executive  
Officer)

By: /s/ Thomas E. Gay III  
Thomas E. Gay III

Chief Financial Officer and  
Secretary  
(Principal Financial and  
Accounting Officer)

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