ADOBE SYSTEMS INC
Form 10-Q
June 28, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q
(Mark One)

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

For the quarterly period ended May 31, 2013

or

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

For the transition period from to

Commission File Number: 0-15175

ADOBE SYSTEMS INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	77-0019522 (I.R.S. Employer Identification No.)

345 Park Avenue, San Jose, California 95110-2704
(Address of principal executive offices and zip code)

(408) 536-6000
(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 x No o
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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 x No o
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No x
The number of shares outstanding of the registrant’s common stock as of June 21, 2013 was 502,261,330.

ADOBE SYSTEMS INCORPORATED
FORM 10-Q

TABLE OF CONTENTS

Table of Contents

PART I—FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

ADOBE SYSTEMS INCORPORATED
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except par value)

	May 31, 2013 (Unaudited)	November 30, 2012 (*)
ASSETS		
Current assets:		
Cash and cash equivalents	$1,246,410	$1,425,052
Short-term investments	2,619,298	2,113,301
Trade receivables, net of allowances for doubtful accounts of $10,908 and $12,643, respectively	470,052	617,233
Deferred income taxes	54,525	59,537
Prepaid expenses and other current assets	143,799	116,237
Assets held for sale	23,573	—
Total current assets	4,557,657	4,331,360
Property and equipment, net	645,865	664,302
Goodwill	4,225,169	4,133,259
Purchased and other intangibles, net	551,265	545,036
Investment in lease receivable	207,239	207,239
Other assets	93,174	93,327
Total assets	$10,280,369	$9,974,523
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Trade payables	$53,685	$49,759
Accrued expenses	538,402	590,140
Capital lease obligations	20,083	11,217
Accrued restructuring	6,671	9,287
Income taxes payable	7,129	49,886
Deferred revenue	638,885	561,463
Total current liabilities	1,264,855	1,271,752
Long-term liabilities:		
Debt and capital lease obligations	1,505,560	1,496,938
Deferred revenue	52,376	58,102
Accrued restructuring	8,790	12,263
Income taxes payable	161,937	155,096
Deferred income taxes	286,104	265,106
Other liabilities	73,445	50,084
Total liabilities	3,353,067	3,309,341
Stockholders' equity:		
Preferred stock, $0.0001 par value; 2,000 shares authorized, none issued	—	—
Common stock, $0.0001 par value; 900,000 shares authorized; 600,834 shares issued; 503,052 and 494,132 shares outstanding, respectively	61	61

Additional paid-in-capital	3,189,883	3,038,665
Retained earnings	6,855,463	7,003,003
Accumulated other comprehensive income	27,461	30,712
Treasury stock, at cost (97,782 and 106,702 shares, respectively), net of reissuances	(3,145,566)	(3,407,259)
Total stockholders' equity	6,927,302	6,665,182
Total liabilities and stockholders' equity	$10,280,369	$9,974,523

(*) The Condensed Consolidated Balance Sheet as of November 30, 2012 has been derived from the audited Consolidated Financial Statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents

ADOBE SYSTEMS INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)
(Unaudited)

	Three Months Ended		Six Months Ended	
	May 31, 2013	June 1, 2012	May 31, 2013	June 1, 2012
Revenue:				
Products	$644,899	$871,022	$1,320,688	$1,679,543
Subscription	254,521	159,519	478,787	305,749
Services and support	111,129	93,908	218,947	184,377
Total revenue	1,010,549	1,124,449	2,018,422	2,169,669
Cost of revenue:				
Products	26,805	40,074	78,787	65,742
Subscription	66,527	54,823	129,107	103,603
Services and support	41,949	36,021	84,071	69,838
Total cost of revenue	135,281	130,918	291,965	239,183
Gross profit	875,268	993,531	1,726,457	1,930,486
Operating expenses:				
Research and development	203,097	180,903	412,735	358,631
Sales and marketing	402,208	386,459	800,241	745,422
General and administrative	120,870	110,603	253,723	213,284
Restructuring and other charges	24,992	(2,191)	24,994	(5,016)
Amortization of purchased intangibles	12,792	12,614	25,231	24,043
Total operating expenses	763,959	688,388	1,516,924	1,336,364
Operating income	111,309	305,143	209,533	594,122
Non-operating income (expense):				
Interest and other income (expense), net	1,268	(1,128)	2,514	(3,913)
Interest expense	(17,205)	(16,629)	(34,039)	(33,467)
Investment gains (losses), net	(4,245)	7,188	(3,397)	8,209
Total non-operating income (expense), net	(20,182)	(10,569)	(34,922)	(29,171)
Income before income taxes	91,127	294,574	174,611	564,951
Provision for income taxes	14,581	70,698	32,948	155,866
Net income	$76,546	$223,876	$141,663	$409,085
Basic net income per share	$0.15	$0.45	$0.28	$0.83
Shares used to compute basic net income per share	503,384	495,950	500,996	494,983
Diluted net income per share	$0.15	$0.45	$0.28	$0.81
Shares used to compute diluted net income per share	512,446	501,377	511,535	502,154

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents

ADOBE SYSTEMS INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)
(Unaudited)

	Three Months Ended		Six Months Ended	
	May 31, 2013	June 1, 2012	May 31, 2013	June 1, 2012
	Increase/(Decrease)		Increase/(Decrease)	
Net income	$76,546	$223,876	$141,663	$409,085
Other comprehensive income, net of taxes:				
Available-for-sale securities:				
Unrealized gains / losses on available-for-sale securities	(5,255)	(7,297)	(4,553)	5,568
Reclassification adjustment for gains on available-for-sale securities recognized during the period	(788)	(413)	(2,372)	(911)
Net increase (decrease) from available-for-sale securities	(6,043)	(7,710)	(6,925)	4,657
Derivatives designated as hedging instruments:				
Unrealized gains on derivative instruments	10,885	10,191	32,660	22,772
Reclassification adjustment for gains on derivative instruments recognized during the period	(15,299)	(10,661)	(22,392)	(21,009)
Net increase (decrease) from derivatives designated as hedging instruments	(4,414)	(470)	10,268	1,763
Foreign currency translation adjustments	(2,192)	(17,952)	(6,594)	(15,755)
Other comprehensive income, net of taxes	(12,649)	(26,132)	(3,251)	(9,335)
Total comprehensive income, net of taxes	$63,897	$197,744	$138,412	$399,750

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents

ADOBE SYSTEMS INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Six Months Ended	
	May 31, 2013	June 1, 2012
Cash flows from operating activities:		
Net income	$141,663	$409,085
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, amortization and accretion	157,702	147,035
Stock-based compensation	163,066	142,980
Write down of assets held for sale	23,838	—
Deferred income taxes	18,661	58,094
Unrealized (gains) losses on investments	3,894	(7,403)
Other non-cash items	(9,191)	(13,578)
Excess tax benefits from stock-based compensation	—	(5,354)
Changes in operating assets and liabilities, net of acquired assets and assumed liabilities:		
Trade receivables, net	147,839	134,658
Prepaid expenses and other current assets	(18,651)	(32,956)
Trade payables	3,437	(43,203)
Accrued expenses	(46,482)	(43,767)
Accrued restructuring	(5,209)	(56,156)
Income taxes payable	(30,132)	12,593
Deferred revenue	70,744	60,553
Net cash provided by operating activities	621,179	762,581
Cash flows from investing activities:		
Purchases of short-term investments	(1,358,634)	(910,579)
Maturities of short-term investments	196,201	281,911
Proceeds from sales of short-term investments	641,203	489,623
Acquisitions, net of cash acquired	(96,356)	(353,245)
Purchases of property and equipment	(106,439)	(111,855)
Purchases of long-term investments and other assets	(59,768)	(9,448)
Proceeds from sale of long-term investments	3,240	27,626
Net cash used for investing activities	(780,553)	(585,967)
Cash flows from financing activities:		
Purchases of treasury stock	(300,000)	(305,000)
Proceeds from issuance of treasury stock	273,221	89,237
Excess tax benefits from stock-based compensation	—	5,354
Proceeds from debt and capital lease obligations	25,703	—
Repayment of debt and capital lease obligations	(9,804)	(4,554)
Debt issuance costs	(357)	(2,297)
Net cash used for financing activities	(11,237)	(217,260)
Effect of foreign currency exchange rates on cash and cash equivalents	(8,031)	2,384
Net decrease in cash and cash equivalents	(178,642)	(38,262)
Cash and cash equivalents at beginning of period	1,425,052	989,500
Cash and cash equivalents at end of period	$1,246,410	$951,238
Supplemental disclosures:		

Cash paid for income taxes, net of refunds	$68,507	$96,105
Cash paid for interest	$32,676	$34,172
Non-cash investing activities:		
Issuance of common stock and stock awards assumed in business acquisitions	$661	$4,265

See accompanying Notes to Condensed Consolidated Financial Statements.

6

Table of Contents

ADOBE SYSTEMS INCORPORATED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

We have prepared the accompanying unaudited Condensed Consolidated Financial Statements pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Pursuant to these rules and regulations, we have condensed or omitted certain information and footnote disclosures we normally include in our annual Consolidated Financial Statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). In management's opinion, we have made all adjustments (consisting only of normal, recurring adjustments, except as otherwise indicated) necessary to fairly present our financial position, results of operations and cash flows. Our interim period operating results do not necessarily indicate the results that may be expected for any other interim period or for the full fiscal year. These financial statements and accompanying notes should be read in conjunction with the Consolidated Financial Statements and notes thereto in our Annual Report on Form 10-K for the fiscal year ended November 30, 2012 on file with the SEC (our "Annual Report").

With the exception of the discussion below, there have been no material changes to our significant accounting policies as compared to the significant accounting policies described in our Annual Report.

Recent Accounting Pronouncements

In December 2011, the Financial Accounting Standards Board ("FASB") amended the accounting standards to increase the prominence of other comprehensive income ("OCI") by eliminating the option to present components of OCI as part of the statement of changes in shareholders' equity and requires the components of OCI to be presented either in a single continuous statement of comprehensive income or in two consecutive statements. We adopted the amended accounting standards at the beginning of our first quarter of fiscal 2013 by electing to present separate consolidated statements of comprehensive income from the consolidated statements of income.

In February 2013, the FASB further amended the above accounting standards to improve the presentation of amounts reclassified out of accumulated other comprehensive income in its entirety and by component by presenting the reclassification adjustments on either the face of the the statement where net income is presented or in a separate disclosure in the notes to the financial statements. Amounts that are not required to be reclassified in their entirety to net income are required to be cross referenced to related footnote disclosures that provide additional detail. We elected to early adopt the amended accounting standard at the beginning of our second quarter of fiscal 2013 by electing to present the reclassification adjustments and other required disclosures in a separate footnote.

The amended accounting standards only impact the financial statement presentation of OCI and do not change the components that are recognized in net income or OCI. The adoption had no impact on the Company's financial position or results of operations.

NOTE 2. ACQUISITIONS

On December 20, 2012, we completed our acquisition of privately held Behance, an online social media platform to showcase and discover creative work. During the first quarter of fiscal 2013, we began integrating Behance into our Digital Media reportable segment. Behance's community and portfolio capabilities will accelerate our strategy to bring additional community features to Creative Cloud. We have included the financial results of Behance in our Condensed Consolidated Financial Statements beginning on the acquisition date.

Under the acquisition method of accounting, the total purchase price was allocated to Behance's net tangible and intangible assets based upon their estimated fair values as of December 20, 2012. The total final purchase price for Behance was approximately $111.1 million of which approximately $91.4 million was allocated to goodwill, $28.5 million to identifiable intangible assets and $8.8 million to net liabilities assumed. The impact of this acquisition was not material to our Condensed Consolidated Financial Statements.

On January 13, 2012, we completed our acquisition of privately held Efficient Frontier, a multi-channel digital ad buying and optimization company. During the first quarter of fiscal 2012, we began integrating Efficient Frontier into our Digital Marketing reportable segment. The Efficient Frontier business adds cross-channel digital ad campaign forecasting, execution and optimization capabilities to our Adobe Marketing Cloud, along with a social marketing engagement platform and social ad buying capabilities. We have included the financial results of Efficient Frontier in our Condensed Consolidated Financial Statements beginning on the acquisition date.

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Under the acquisition method of accounting, the total purchase price was allocated to Efficient Frontier's net tangible and intangible assets based upon their estimated fair values as of January 13, 2012. The total final purchase price for Efficient Frontier was approximately $374.7 million of which approximately $291.4 million was allocated to goodwill, $122.7 million to identifiable intangible assets and $39.4 million to net liabilities assumed. The impact of this acquisition was not material to our Condensed Consolidated Financial Statements.

NOTE 3. CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS

Cash equivalents consist of instruments with remaining maturities of three months or less at the date of purchase. We classify all of our cash equivalents and short-term investments as "available-for-sale." In general, these investments are free of trading restrictions. We carry these investments at fair value, based on quoted market prices or other readily available market information. Unrealized gains and losses, net of taxes, are included in accumulated other comprehensive income, which is reflected as a separate component of stockholders' equity in our Condensed Consolidated Balance Sheets. Gains and losses are recognized when realized in our Condensed Consolidated Statements of Income. When we have determined that an other-than-temporary decline in fair value has occurred, the amount of the decline that is related to a credit loss is recognized in income. Gains and losses are determined using the specific identification method.

Cash, cash equivalents and short-term investments consisted of the following as of May 31, 2013 (in thousands):

	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Current assets:				
Cash	$322,438	$—	$—	$322,438
Cash equivalents:				
Corporate bonds and commercial paper	23,992	—	(1)	23,991
Money market mutual funds	761,427	—	—	761,427
Time deposits	138,554	—	—	138,554
Total cash equivalents	923,973	—	(1)	923,972
Total cash and cash equivalents	1,246,411	—	(1)	1,246,410
Short-term fixed income securities:				
Corporate bonds and commercial paper	1,406,253	7,714	(1,501)	1,412,466
Foreign government securities	14,863	44	(9)	14,898
Municipal securities	194,428	277	(31)	194,674
U.S. agency securities	534,734	1,445	(363)	535,816
U.S. Treasury securities	461,277	287	(459)	461,105
Subtotal	2,611,555	9,767	(2,363)	2,618,959
Marketable equity securities	180	159	—	339
Total short-term investments	2,611,735	9,926	(2,363)	2,619,298
Total cash, cash equivalents and short-term investments	$3,858,146	$9,926	$(2,364)	$3,865,708

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Cash, cash equivalents and short-term investments consisted of the following as of November 30, 2012 (in thousands):

	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Current assets:				
Cash	$200,771	$—	$—	$200,771
Cash equivalents:				
Corporate bonds and commercial paper	3,998	—	—	3,998
Money market mutual funds and repurchase agreements	1,171,270	—	—	1,171,270
Municipal securities	3,895	—	—	3,895
Time deposits	45,118	—	—	45,118
Total cash equivalents	1,224,281	—	—	1,224,281
Total cash and cash equivalents	1,425,052	—	—	1,425,052
Short-term fixed income securities:				
Corporate bonds and commercial paper	1,059,158	11,415	(133)	1,070,440
Foreign government securities	6,919	45	(12)	6,952
Municipal securities	180,488	97	(60)	180,525
Time deposits	20,113	—	—	20,113
U.S. agency securities	501,863	2,346	(18)	504,191
U.S. Treasury securities	330,072	801	(37)	330,836
Subtotal	2,098,613	14,704	(260)	2,113,057
Marketable equity securities	237	7	—	244
Total short-term investments	2,098,850	14,711	(260)	2,113,301
Total cash, cash equivalents and short-term investments	$3,523,902	$14,711	$(260)	$3,538,353

See Note 4 for further information regarding the fair value of our financial instruments.
The following table summarizes the fair value and gross unrealized losses related to available-for-sale securities, aggregated by investment category, that have been in an unrealized loss position for less than twelve months, as of May 31, 2013 and November 30, 2012 (in thousands):

	2013		2012	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Corporate bonds and commercial paper	$532,012	$(1,501)	$95,489	$(132)
Foreign government securities	10,076	(9)	2,105	(12)
Municipal securities	30,705	(31)	40,524	(60)
U.S. Treasury and agency securities	425,823	(823)	48,203	(55)
Total	$998,616	$(2,364)	$186,321	$(259)

There were 422 securities and 65 securities that were in an unrealized loss position for less than twelve months at May 31, 2013 and at November 30, 2012, respectively.

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The following table summarizes the fair value and gross unrealized losses related to available-for-sale securities, aggregated by investment category, that were in a continuous unrealized loss position for more than twelve months, as of November 30, 2012 (in thousands):

	2012	
	Fair Value	Gross Unrealized Losses
Corporate bonds and commercial paper	$2,999	$(1)
Total	$2,999	$(1)

As of May 31, 2013, there were no securities in an unrealized loss position for more than twelve months. As of November 30, 2012, there was one security in an unrealized loss position for more than twelve months.

The following table summarizes the cost and estimated fair value of short-term fixed income securities classified as short-term investments based on stated effective maturities as of May 31, 2013 (in thousands):

	Amortized Cost	Estimated Fair Value
Due within one year	$662,219	$663,737
Due between one and two years	780,088	783,575
Due between two and three years	825,495	827,482
Due after three years	343,753	344,165
Total	$2,611,555	$2,618,959

We review our debt and marketable equity securities classified as short-term investments on a regular basis to evaluate whether or not any security has experienced an other-than-temporary decline in fair value. We consider factors such as the length of time and extent to which the market value has been less than the cost, the financial condition and near-term prospects of the issuer and our intent to sell, or whether it is more likely than not we will be required to sell the investment before recovery of the investment's amortized cost basis. If we believe that an other-than-temporary decline exists in one of these securities, we write down these investments to fair value. For debt securities, the portion of the write-down related to credit loss would be recorded to interest and other income, net in our Condensed Consolidated Statements of Income. Any portion not related to credit loss would be recorded to accumulated other comprehensive income, which is reflected as a separate component of stockholders' equity in our Condensed Consolidated Balance Sheets. For equity securities, the write-down would be recorded to investment gains (losses), net in our Condensed Consolidated Statements of Income. During the six months ended May 31, 2013, we did not consider any of our investments to be other-than-temporarily impaired.

NOTE 4. FAIR VALUE MEASUREMENTS

Assets and Liabilities Measured and Recorded at Fair Value on a Recurring Basis

We measure certain financial assets and liabilities at fair value on a recurring basis. There have been no transfers between fair value measurement levels during the six months ended May 31, 2013.

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The fair value of our financial assets and liabilities at May 31, 2013 was determined using the following inputs (in thousands):

	Fair Value Measurements at Reporting Date Using			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash equivalents:				
Corporate bonds and commercial paper	$23,991	$—	$23,991	$—
Money market mutual funds	761,427	761,427	—	—
Time deposits	138,554	138,554	—	—
Short-term investments:				
Corporate bonds and commercial paper	1,412,466	—	1,412,466	—
Foreign government securities	14,898	—	14,898	—
Marketable equity securities	339	339	—	—
Municipal securities	194,674	—	194,674	—
U.S. agency securities	535,816	—	535,816	—
U.S. Treasury securities	461,105	—	461,105	—
Prepaid expenses and other current assets:				
Foreign currency derivatives	23,781	—	23,781	—
Other assets:				
Deferred compensation plan assets	18,450	399	18,051	—
Total assets	$3,585,501	$900,719	$2,684,782	$—
Liabilities:				
Accrued expenses:				
Foreign currency derivatives	$2,498	$—	$2,498	$—
Total liabilities	$2,498	$—	$2,498	$—

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The fair value of our financial assets and liabilities at November 30, 2012 was determined using the following inputs (in thousands):

	Fair Value Measurements at Reporting Date Using			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash equivalents:				
Corporate bonds and commercial paper	$3,998	$—	$3,998	$—
Money market mutual funds and repurchase agreements	1,171,270	1,171,270	—	—
Municipal securities	3,895	—	3,895	—
Time deposits	45,118	45,118	—	—
Short-term investments:				
Corporate bonds and commercial paper	1,070,440	—	1,070,440	—
Foreign government securities	6,952	—	6,952	—
Marketable equity securities	244	244	—	—
Municipal securities	180,525	—	180,525	—
Time deposits	20,113	—	20,113	—
U.S. agency securities	504,191	—	504,191	—
U.S. Treasury securities	330,836	—	330,836	—
Prepaid expenses and other current assets:				
Foreign currency derivatives	13,513	—	13,513	—
Other assets:				
Deferred compensation plan assets	15,094	436	14,658	—
Total assets	$3,366,189	$1,217,068	$2,149,121	$—
Liabilities:				
Accrued expenses:				
Foreign currency derivatives	$998	$—	$998	$—
Total liabilities	$998	$—	$998	$—

See Note 3 for further information regarding the fair value of our financial instruments.

Our fixed income available-for-sale securities consist of high quality, investment grade securities from diverse issuers with a minimum credit rating of BBB and a weighted average credit rating of AA-. We value these securities based on pricing from pricing vendors who may use quoted prices in active markets for identical assets (Level 1 inputs) or inputs other than quoted prices that are observable either directly or indirectly (Level 2 inputs) in determining fair value. However, we classify all of our fixed income available-for-sale securities as having Level 2 inputs. The valuation techniques used to measure the fair value of our financial instruments having Level 2 inputs were derived from non-binding market consensus prices that are corroborated by observable market data, quoted market prices for similar instruments, or pricing models such as discounted cash flow techniques. Our procedures include controls to ensure that appropriate fair values are recorded such as comparing prices obtained from multiple independent sources.

Our deferred compensation plan assets consist of prime money market funds and mutual funds.

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

We also have direct investments in privately held companies accounted for under the cost method, which are periodically assessed for other-than-temporary impairment. If we determine that an other-than-temporary impairment has occurred, we write down the investment to its fair value. We estimate fair value of our cost method investments considering available information such as pricing in recent rounds of financing, current cash positions, earnings and cash flow forecasts, recent operational performance and any other readily available market data. For the three and six months ended May 31, 2013, we determined there was an other-than-temporary impairment of $5.0 million on our cost method investments and wrote down the investments to fair value.

In May 2013, management approved a plan to sell land, building and other assets located in Waltham, Massachusetts (the “Waltham property assets”). The Company classified the Waltham property assets with a total carrying amount of $47.4 million as assets held for sale and recorded these assets at fair value net of estimated costs to sell on the Condensed Consolidated Balance Sheets as of May 31, 2013. The fair value, net of estimated cost to sell was approximately $23.6 million, and was measured with the assistance of third-party valuation models which used inputs such as market comparable data for similar properties to be purchased by other operating and investing entities and discounted cash flow techniques as part of the analysis. The fair value measurement was categorized as Level 3 as significant unobservable inputs were used in the valuation analysis. As a result, we recorded a write-down of $23.8 million during the second quarter of fiscal 2013. These charges are included in restructuring and other charges in our Condensed Consolidated Statements of Income. See Note 6 for further details regarding our assets held for sale.

As of May 31, 2013, the carrying value of our lease receivables approximated fair value, based on Level 2 observable inputs which include Treasury rates, LIBOR rates and applicable credit spreads. See Note 13 for further details regarding our investment in lease receivables. The fair value of our long-term debt was approximately $1.6 billion as of May 31, 2013, based on Level 2 quoted prices in inactive markets. See Note 14 for further details regarding our debt.

NOTE 5. DERIVATIVES AND HEDGING ACTIVITIES

In countries outside the U.S., we transact business in U.S. Dollars and in various other currencies. We may use foreign exchange option contracts or forward contracts to hedge certain cash flow exposures resulting from changes in these foreign currency exchange rates. These foreign exchange contracts, carried at fair value, have maturities of up to twelve months. We enter into these foreign exchange contracts to hedge a portion of our forecasted foreign currency denominated revenue in the normal course of business and accordingly, they are not speculative in nature.

We recognize these contracts as derivative instruments and they are classified as either assets or liabilities on the balance sheet and measured at fair value. Gains and losses resulting from changes in fair value are accounted for depending on the use of the derivative and whether it is designated and qualifies for hedge accounting. To receive hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedge, and the hedges must be highly effective in offsetting changes to future cash flows on hedged transactions. We record changes in the intrinsic value of these cash flow hedges in accumulated other comprehensive income in our Condensed Consolidated Balance Sheets, until the forecasted transaction occurs. When the forecasted transaction occurs, we reclassify the related gain or loss on the cash flow hedge to revenue. In the event the underlying forecasted transaction does not occur, or it becomes probable that it will not occur, we reclassify the gain or loss on the related cash flow hedge from accumulated other comprehensive income to interest and other income (expense), net in our Condensed Consolidated Statements of Income at that time. If we do not elect hedge accounting, or the derivative does not qualify for hedge accounting treatment, the changes in fair market value from period to period are recorded in interest and other income (expense), net in our Condensed Consolidated Statements of Income.

We also hedge our net recognized foreign currency denominated assets and liabilities with foreign exchange forward contracts to reduce the risk that the value of these assets and liabilities will be adversely affected by changes in exchange rates. These derivative instruments hedge assets and liabilities that are denominated in foreign currencies and are carried at fair value with changes in the fair value recorded to interest and other income (expense), net in our Condensed Consolidated Statements of Income. These derivative instruments do not subject us to material balance sheet risk due to exchange rate movements because gains and losses on these derivatives are intended to offset gains and losses on the assets and liabilities being hedged.

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The bank counterparties to these contracts expose us to credit-related losses in the event of their nonperformance. However, to mitigate that risk, we only contract with counterparties who meet our minimum requirements as determined by our counterparty risk assessment process. We monitor ratings, credit spreads and potential downgrades on at least a quarterly basis. Based on our ongoing assessment of counterparty risk, we may adjust our exposure to various counterparties. In addition, our hedging policy establishes maximum limits for each counterparty to mitigate any concentration of risk.

The aggregate fair value of derivative instruments in net asset positions as of May 31, 2013 and November 30, 2012 was $23.8 million and $13.5 million, respectively. These amounts represent the maximum exposure to loss at the reporting date as a result of all of the counterparties failing to perform as contracted. This exposure could be reduced by up to $2.5 million and $1.0 million, respectively, of liabilities included in master netting arrangements with those same counterparties.

The fair value of derivative instruments on our Condensed Consolidated Balance Sheets as of May 31, 2013 and November 30, 2012 were as follows (in thousands):

	2013		2012	
	Fair Value Asset Derivatives(1)	Fair Value Liability Derivatives(2)	Fair Value Asset Derivatives(1)	Fair Value Liability Derivatives(2)
Derivatives designated as hedging instruments:				
Foreign exchange option contracts(3)	$21,158	$—	$10,897	$—
Derivatives not designated as hedging instruments:				
Foreign exchange forward contracts	2,623	2,498	2,616	998
Total derivatives	$23,781	$2,498	$13,513	$998

(1) Included in prepaid expenses and other current assets on our Condensed Consolidated Balance Sheets.

(2) Included in accrued expenses on our Condensed Consolidated Balance Sheets.

(3) Hedging effectiveness expected to be recognized into income within the next twelve months.

The effect of derivative instruments designated as cash flow hedges and of derivative instruments not designated as hedges in our Condensed Consolidated Statements of Income for the three and six months ended May 31, 2013 was as follows (in thousands):

	Three Months		Six Months	
	Foreign Exchange Option Contracts	Foreign Exchange Forward Contracts	Foreign Exchange Option Contracts	Foreign Exchange Forward Contracts
Derivatives in cash flow hedging relationships:				
Net gain (loss) recognized in OCI, net of tax(1)	$10,885	$—	$32,660	$—
Net gain (loss) reclassified from accumulated OCI into income, net of tax(2)	$15,299	$—	$22,392	$—
Net gain (loss) recognized in income(3)	$(4,999)	$—	$(9,667)	$—
Derivatives not designated as hedging relationships:				

Net gain (loss) recognized in income(4)	$—	$3,318	$—	$4,796

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The effect of derivative instruments designated as cash flow hedges and of derivative instruments not designated as hedges in our Condensed Consolidated Statements of Income for the three and six months ended June 1, 2012 was as follows (in thousands):

	Three Months		Six Months	
	Foreign Exchange Option Contracts	Foreign Exchange Forward Contracts	Foreign Exchange Option Contracts	Foreign Exchange Forward Contracts
Derivatives in cash flow hedging relationships:				
Net gain (loss) recognized in OCI, net of tax[1]	$10,191	$—	$22,772	$—
Net gain (loss) reclassified from accumulated OCI into income, net of tax[2]	$10,661	$—	$21,009	$—
Net gain (loss) recognized in income[3]	$(6,714)	$—	$(14,958)	$—
Derivatives not designated as hedging relationships:				
Net gain (loss) recognized in income[4]	$—	$8,423	$—	$16,573

(1) Net change in the fair value of the effective portion classified in other comprehensive income ("OCI").
(2) Effective portion classified as revenue.
(3) Ineffective portion and amount excluded from effectiveness testing classified in interest and other income (expense), net.
(4) Classified in interest and other income (expense), net.

NOTE 6. ASSETS HELD FOR SALE

In May 2013, management approved a plan to sell land, building and other assets located in Waltham, Massachusetts (the "Waltham property assets") with a total carrying amount of $47.4 million. The decision to sell the Waltham property assets was largely based upon lack of operational needs for a facility of this size, in combination with recent improvements in market conditions for commercial real estate in the area. During May 2013, we began to actively market the Waltham property assets and we expect to sell the property within one year from management's approval of the plan. As of May 31, 2013, we classified the Waltham property assets as held for sale on the Condensed Consolidated Balance Sheets at its fair value, net of estimated cost to sell of $23.6 million which was the lesser of the fair value less cost to sell or carrying amount of the assets. We ceased recognizing depreciation expense on the Waltham property assets upon reclassification. As a result, we recorded a write-down of $23.8 million during the second quarter of fiscal 2013. These charges are included in restructuring and other charges in our Condensed Consolidated Statements of Income.

NOTE 7. GOODWILL AND PURCHASED AND OTHER INTANGIBLES

Goodwill as of May 31, 2013 and November 30, 2012 was $4.225 billion and $4.133 billion, respectively. The increase was primarily due to our acquisition of Behance. During the second quarter of fiscal 2013, we completed our annual goodwill impairment test associated with our three reporting units—Digital Media, Digital Marketing and Print and Publishing—and determined there was no impairment of goodwill.

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Purchased and other intangible assets subject to amortization as of May 31, 2013 and November 30, 2012 were as follows (in thousands):

	2013			2012		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Purchased technology	$358,512	$(181,269)	$177,243	$366,574	$(161,538)	$205,036
Customer contracts and relationships	$324,161	$(91,564)	$232,597	$318,027	$(74,214)	$243,813
Trademarks	66,475	(23,443)	43,032	53,293	(19,171)	34,122
Acquired rights to use technology	152,817	(66,316)	86,501	104,402	(56,782)	47,620
Localization	7,226	(2,550)	4,676	8,586	(4,654)	3,932
Other intangibles	17,644	(10,428)	7,216	18,742	(8,229)	10,513
Total other intangible assets	$568,323	$(194,301)	$374,022	$503,050	$(163,050)	$340,000
Purchased and other intangible assets, net	$926,835	$(375,570)	$551,265	$869,624	$(324,588)	$545,036

In the first quarter of fiscal 2013, we acquired rights to use certain technology for approximately $51.8 million. Of this cost, an estimated $25.3 million was related to future licensing rights and has been capitalized and will be amortized on a straight-line basis over the estimated useful lives ranging from five to ten years. We estimated that the remaining cost of approximately $26.5 million was related to historical use of licensing rights and was expensed as cost of product revenue.

In the first quarter of fiscal 2013, certain purchased intangibles associated with our Omniture acquisition became fully amortized and were removed from the balance sheet. Excluding the expense associated with historical use of the acquired rights to use the technology discussed above, amortization expense related to purchased and other intangible assets was $37.5 million and $74.9 million for the three and six months ended May 31, 2013, respectively. Comparatively, amortization expense was $39.5 million and $72.6 million for the three and six months ended June 1, 2012, respectively. Of these amounts, $26.6 million and $53.0 million were included in cost of sales for the three and six months ended May 31, 2013, respectively, and $27.0 million and $48.6 million were included in cost of sales for the three and six months ended June 1, 2012, respectively.

As of May 31, 2013, we expect amortization expense in future periods to be as follows (in thousands):

Fiscal Year	Purchased Technology	Other Intangible Assets
Remainder of 2013	$35,578	$39,362
2014	66,544	67,134
2015	51,819	61,229
2016	13,136	55,605
2017	6,736	47,170
Thereafter	3,430	103,522
Total expected amortization expense	$177,243	$374,022

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 8. ACCRUED EXPENSES

Accrued expenses as of May 31, 2013 and November 30, 2012 consisted of the following (in thousands):

	2013	2012
Accrued compensation and benefits	$249,877	$242,887
Sales and marketing allowances	64,525	87,916
Accrued corporate marketing	31,620	39,503
Taxes payable	18,343	26,164
Royalties payable	9,470	10,040
Accrued interest expense	20,969	20,796
Other	143,598	162,834
Accrued expenses	$538,402	$590,140

Other primarily includes general corporate accruals for local and regional expenses and technical support. Other is also comprised of deferred rent related to office locations with rent escalations and foreign currency liability derivatives.

NOTE 9. STOCK-BASED COMPENSATION

Summary of Restricted Stock Units

Restricted stock unit activity for the six months ended May 31, 2013 and the fiscal year ended November 30, 2012 was as follows (in thousands):

	2013	2012
Beginning outstanding balance	18,415	16,871
Awarded	6,190	9,431
Released	(5,402)	(5,854)
Forfeited	(899)	(2,147)
Increase due to acquisition	—	114
Ending outstanding balance	18,304	18,415

Information regarding restricted stock units outstanding at May 31, 2013 and June 1, 2012 is summarized below:

	Number of Shares (thousands)	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value(*) (millions)
2013			
Restricted stock units outstanding	18,304	1.47	$785.4
Restricted stock units vested and expected to vest	16,009	1.40	$684.6
2012			
Restricted stock units outstanding	18,674	1.74	$555.6
Restricted stock units vested and expected to vest	15,949	1.64	$473.7

(*) The intrinsic value is calculated as the market value as of the end of the fiscal period. As reported by the NASDAQ Global Select Market, the market values as of May 31, 2013 and June 1, 2012 were $42.91 and $29.82, respectively.

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Summary of Performance Shares

The following table sets forth the summary of performance share activity under our Performance Share Program for fiscal 2013 (the "2013 Program") for the six months ended May 31, 2013 (in thousands):

	Shares Granted	Maximum Shares Eligible to Receive
Beginning outstanding balance	—	—
Awarded	945	1,891
Forfeited	(64)	(128)
Ending outstanding balance	881	1,763

Effective January 24, 2013, our Executive Compensation Committee modified our Performance Share Program by eliminating the use of qualitative performance objectives, with 100% of shares to be earned based on the achievement of an objective total stockholder return measure over a three-year performance period. Performance awards will be granted under the 2013 Program pursuant to the terms of our 2003 Equity Incentive Plan. The purpose of the 2013 Program is to align key management and senior leadership with stockholders' interests over the long term and to retain key employees. Performance share awards will be awarded and fully vest upon the Executive Compensation Committee's certification of the level of achievement following the three-year anniversary of the grant date on January 24, 2016. Participants in the 2013 Program generally have the ability to receive up to 200% of the target number of shares originally granted.

In the first quarter of fiscal 2013, the Executive Compensation Committee certified the actual performance achievement of participants in the 2012 Performance Share Program (the "2012 Program"). Based upon the achievement of specific and/or market-based performance goals outlined in the 2012 Program, participants had the ability to receive up to 150% of the target number of shares originally granted. Actual performance resulted in participants achieving 116% of target or approximately 1.3 million shares for the 2012 Program. One third of the shares under the 2012 Program vested in the first quarter of fiscal 2013 and the remaining two thirds vest evenly on the following two anniversaries of the grant, contingent upon the recipient's continued service to Adobe.

In the first quarter of fiscal 2012, the Executive Compensation Committee certified the actual performance achievement of participants in the 2011 Performance Share Program (the "2011 Program"). Based upon the achievement of goals outlined in the 2011 Program, participants had the ability to receive up to 150% of the target number of shares originally granted. Actual performance resulted in participants achieving 130% of target or approximately 0.5 million shares for the 2011 Program. One third of the shares under the 2011 Program vested in the first quarter of fiscal 2012 and the remaining two thirds vest evenly on the following two anniversaries of the grant, contingent upon the recipient's continued service to Adobe.

The following table sets forth the summary of performance share activity under our 2010, 2011 and 2012 programs, based upon share awards actually achieved, for the six months ended May 31, 2013 and the fiscal year ended November 30, 2012 (in thousands):

	2013	2012
Beginning outstanding balance	388	405
Achieved	1,279	492
Released	(665)	(464)
Forfeited	(125)	(45)
Ending outstanding balance	877	388

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Information regarding performance shares outstanding at May 31, 2013 and June 1, 2012 is summarized below:

	Number of Shares (thousands)	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value(*) (millions)
2013			
Performance shares outstanding	877	1.08	$37.6
Performance shares vested and expected to vest	793	1.06	$33.9
2012			
Performance shares outstanding	434	1.03	$12.9
Performance shares vested and expected to vest	394	1.01	$11.7

(*) The intrinsic value is calculated as the market value as of the end of the fiscal period. As reported by the NASDAQ Global Select Market, the market values as of May 31, 2013 and June 1, 2012 were $42.91 and $29.82, respectively.

Summary of Stock Options

Option grants during the three and six months ended May 31, 2013 and June 1, 2012 were primarily made to non-employee directors who elected to receive options during the annual equity grant period in the second quarter of each fiscal year. The assumptions used to value option grants during the three and six months ended May 31, 2013 and June 1, 2012 were as follows:

	Three Months		Six Months	
	2013	2012	2013	2012
Expected life (in years)	3.2	4.2	3.2	3.9 - 4.2
Volatility	27 %	31 %	27 %	31 - 34%
Risk free interest rate	0.36 %	0.71 %	0.36 %	0.54 - 0.71%

There were no stock purchases under the employee stock purchase plan (“ESPP”) during the three months ended May 31, 2013 and June 1, 2012. The assumptions used to value employee stock purchase rights during the six months ended May 31, 2013 and June 1, 2012 were as follows:

	Six Months	
	2013	2012
Expected life (in years)	0.5 - 2.0	0.5 - 2.0
Volatility	26 - 30%	36 %
Risk free interest rate	0.12 - 0.27%	0.06 - 0.27%

The expected life of ESPP shares is the average of the remaining purchase periods under each offering period.

Option activity for the six months ended May 31, 2013 and the fiscal year ended November 30, 2012 was as follows (in thousands):

	2013	2012

Beginning outstanding balance	24,517	34,802
Granted	25	57
Exercised	(10,462)	(6,754)
Cancelled	(1,429)	(4,692)
Increase due to acquisition	129	1,104
Ending outstanding balance	12,780	24,517

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Information regarding stock options outstanding at May 31, 2013 and June 1, 2012 is summarized below:

	Number of Shares (thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value(*) (millions)
2013				
Options outstanding	12,780	$31.84	2.89	$142.1
Options vested and expected to vest	12,576	$31.95	2.84	$138.5
Options exercisable	10,387	$33.05	2.36	$102.9
2012				
Options outstanding	27,392	$31.26	3.27	$87.0
Options vested and expected to vest	26,741	$31.38	3.20	$82.9
Options exercisable	21,503	$32.82	2.63	$47.0

(*) The intrinsic value is calculated as the difference between the market value as of the end of the fiscal period and the exercise price of the shares. As reported by the NASDAQ Global Select Market, the market values as of May 31, 2013 and June 1, 2012 were $42.91 and $29.82, respectively.

Summary of Employee Stock Purchase Plan Shares

Employees purchased 1.2 million shares at an average price of $25.49 and 1.1 million shares at an average price of $23.64 for the six months ended May 31, 2013 and June 1, 2012, respectively. The intrinsic value of shares purchased during the six months ended May 31, 2013 and June 1, 2012 was $14.5 million and $5.0 million, respectively. The intrinsic value is calculated as the difference between the market value on the date of purchase and the purchase price of the shares.

Compensation Costs

As of May 31, 2013, there was $530.5 million of unrecognized compensation cost, adjusted for estimated forfeitures, related to non-vested stock-based awards which will be recognized over a weighted average period of 2.2 years. Total unrecognized compensation cost will be adjusted for future changes in estimated forfeitures.

Total stock-based compensation costs that have been included in our Condensed Consolidated Statements of Income for the three months ended May 31, 2013 and June 1, 2012 were as follows (in thousands):

	2013		2012	
Income Statement Classifications	Option Grants and Stock Purchase Rights	Restricted Stock and Performance Share Awards	Option Grants and Stock Purchase Rights	Restricted Stock and Performance Share Awards
Cost of revenue—subscription	$446	$1,181	$701	$714
Cost of revenue—services and support	826	2,360	702	2,373
Research and development	4,734	23,210	4,217	20,288
Sales and marketing	4,893	24,026	6,387	19,373
General and administrative	2,146	15,048	3,990	12,654

Total	$13,045	$65,825	$15,997	$55,402

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Total stock-based compensation costs that have been included in our Condensed Consolidated Statements of Income for the six months ended May 31, 2013 and June 1, 2012 were as follows (in thousands):

Income Statement Classifications	2013 Option Grants and Stock Purchase Rights	2013 Restricted Stock and Performance Share Awards	2012 Option Grants and Stock Purchase Rights	2012 Restricted Stock and Performance Share Awards
Cost of revenue—subscription	$ 1,083	$ 2,244	$ 1,443	$ 1,317
Cost of revenue—services and support	1,681	4,810	1,818	4,443
Research and development	10,554	48,941	11,416	38,369
Sales and marketing	11,560	47,778	15,167	36,289
General and administrative	4,660	29,755	8,490	24,228
Total	$ 29,538	$ 133,528	$ 38,334	$ 104,646

NOTE 10. RESTRUCTURING CHARGES

Fiscal 2011 Restructuring Plan

In the fourth quarter of fiscal 2011, we initiated a restructuring plan consisting of reductions in workforce and the consolidation of facilities in order to better align our resources around our Digital Media and Digital Marketing strategies.

During the six months ended May 31, 2013, we continued to implement restructuring activities under this plan. Total costs incurred to date and expected to be incurred for closing redundant facilities are $10.7 million as all facilities under this plan have been exited as of May 31, 2013.

Other Restructuring Plans

Other restructuring plans include other Adobe plans and other plans associated with certain of our acquisitions that are substantially complete. We continue to make cash outlays to settle obligations under these plans, however the current impact to our Condensed Consolidated Financial Statements is not significant. Our other restructuring plans primarily consist of the 2009 Restructuring Plan, which was implemented in the fourth quarter of fiscal 2009, in order to appropriately align our costs in connection with our fiscal 2010 operating plan.

During the six months ended May 31, 2013 we vacated approximately 21,000 square feet of sales facilities in Australia in connection with our other restructuring plans.

Summary of Restructuring Plans

The following table sets forth a summary of restructuring activities related to all of our restructuring plans described above during the six months ended May 31, 2013 (in thousands):

	November 30, 2012	Costs Incurred	Cash Payments	Other Adjustments*	May 31, 2013
Fiscal 2011 Restructuring Plan:					
Termination benefits	$ 1,248	$—	$ (732)	$ (66)	$ 450
Cost of closing redundant facilities	9,623	—	(813)	(3,855)	4,955
Other Restructuring Plans:					
Termination benefits	991	—	(192)	(38)	761
Cost of closing redundant facilities	9,688	5,115	(4,624)	(884)	9,295
Total restructuring plans	$ 21,550	$ 5,115	$ (6,361)	$ (4,843)	$ 15,461

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

____

(*) Included in Other Adjustments are foreign currency translation adjustments and goodwill adjustments of $0.7 million and $0.2 million, respectively.

Accrued restructuring charges of approximately $15.5 million as of May 31, 2013 includes $6.7 million recorded in accrued restructuring, current and $8.8 million related to long-term facilities obligations recorded in accrued restructuring, non-current on our Condensed Consolidated Balance Sheets. We expect to pay accrued termination benefits through fiscal 2013 and facilities-related liabilities under contract through fiscal 2021 of which approximately 62% will be paid through 2015.

NOTE 11. STOCKHOLDERS' EQUITY

Retained Earnings

The changes in retained earnings for the six months ended May 31, 2013 were as follows (in thousands):

Balance as of November 30, 2012	$7,003,003
Net income	141,663
Re-issuance of treasury stock	(289,203)
Balance as of May 31, 2013	$6,855,463

We account for treasury stock under the cost method. When treasury stock is re-issued at a price higher than its cost, the difference is recorded as a component of additional paid-in-capital in our Condensed Consolidated Balance Sheets. When treasury stock is re-issued at a price lower than its cost, the difference is recorded as a component of additional paid-in-capital to the extent that there are gains to offset the losses. If there are no treasury stock gains in additional paid-in-capital, the losses upon re-issuance of treasury stock are recorded as a component of retained earnings in our Condensed Consolidated Balance Sheets.

The components of accumulated other comprehensive income and activity, net of related taxes, as of May 31, 2013 was as follows (in thousands):

	November 30, 2012	Increase / Decrease	Reclassification Adjustments	May 31, 2013
Net unrealized gains on available-for-sale securities:				
Unrealized gains on available-for-sale securities	$ 14,699	$(2,424)	$ (2,400)	$9,875
Unrealized losses on available-for-sale securities	(260)	(2,129)	28	(2,361)
Total net unrealized gains on available-for-sale securities	14,439	(4,553)	(2,372) (1)	7,514
Net unrealized gains on derivative instruments designated as hedging instruments	6,604	32,660	(22,392) (2)	16,872
Cumulative foreign currency translation adjustments	9,669	(6,594)	—	3,075
Total accumulated other comprehensive income, net of taxes	$ 30,712	$21,513	$ (24,764)	$27,461

____

(1) Classified in interest and other income (expense), net.

(2) Classified as revenue.

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The following table sets forth the taxes related to each component of other comprehensive income for the three and six months ended May 31, 2013 and June 1, 2012 (in thousands):

	Three Months		Six Months	
	2013	2012	2013	2012
Available-for-sale securities:				
Unrealized gains / losses	$24	$(3,069)	$34	$(671)
Reclassification adjustments	—	—	—	(1)
Subtotal available-for-sale securities	24	(3,069)	34	(672)
Derivatives designated as hedging instruments:				
Unrealized gains on derivative instruments*	—	—	—	—
Reclassification adjustments*	—	—	—	—
Subtotal derivatives designated as hedging instruments	—	—	—	—
Foreign currency translation adjustments	(196)	(1,897)	(500)	(2,785)
Total taxes, other comprehensive income	$(172)	$(4,966)	$(466)	$(3,457)

(*) Taxes related to derivative instruments were zero based on the tax jurisdiction where the derivative instruments were executed.

Stock Repurchase Program

To facilitate our stock repurchase program, designed to return value to our stockholders and minimize dilution from stock issuances, we repurchase shares in the open market and also enter into structured repurchase agreements with third parties.

We currently have authority granted by our Board of Directors to repurchase up to $2.0 billion in common stock through the end of fiscal 2015. This stock repurchase program is similar to our previous $1.6 billion stock repurchase program which we exhausted during the second quarter of fiscal 2012.

During the six months ended May 31, 2013 and June 1, 2012, we entered into structured stock repurchase agreements with large financial institutions, whereupon we provided them with prepayments of $300.0 million and $305.0 million, respectively. The $300.0 million prepayments during the six months ended May 31, 2013 were under the new $2.0 billion stock repurchase authority while the $305.0 million prepayments during the six months ended June 1, 2012 were under the previous $1.6 billion authority. We enter into these agreements in order to take advantage of repurchasing shares at a guaranteed discount to the Volume Weighted Average Price (“VWAP”) of our common stock over a specified period of time. We only enter into such transactions when the discount that we receive is higher than the foregone return on our cash prepayments to the financial institutions. There were no explicit commissions or fees on these structured repurchases. Under the terms of the agreements, there is no requirement for the financial institutions to return any portion of the prepayment to us.

The financial institutions agree to deliver shares to us at monthly intervals during the contract term. The parameters used to calculate the number of shares deliverable are: the total notional amount of the contract, the number of trading days in the contract, the number of trading days in the interval and the average VWAP of our stock during the interval less the agreed upon discount. During the six months ended May 31, 2013, we repurchased approximately 6.6 million shares at an average price of $41.07 through structured repurchase agreements entered into during fiscal 2012 and the six months ended May 31, 2013. During the six months ended June 1, 2012, we repurchased approximately 7.1 million shares at an average price of $32.38 through structured repurchase agreements entered into during the six months ended June 1, 2012.

As of May 31, 2013, the prepayments were classified as treasury stock on our Condensed Consolidated Balance Sheets at the payment date, though only shares delivered to us by the financial statement date were excluded from the computation of earnings per share. As of May 31, 2013, $60.7 million of prepayment remained under this agreement.

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 12. NET INCOME PER SHARE

The following table sets forth the computation of basic and diluted net income per share for the three and six months ended May 31, 2013 and June 1, 2012 (in thousands, except per share data):

	Three Months		Six Months	
	2013	2012	2013	2012
Net income	$76,546	$223,876	$141,663	$409,085
Shares used to compute basic net income per share	503,384	495,950	500,996	494,983
Dilutive potential common shares:				
Unvested restricted stock and performance share awards	5,758	2,614	7,262	4,622
Stock options	3,304	2,813	3,277	2,549
Shares used to compute diluted net income per share	512,446	501,377	511,535	502,154
Basic net income per share	$0.15	$0.45	$0.28	$0.83
Diluted net income per share	$0.15	$0.45	$0.28	$0.81

For the three months ended May 31, 2013, options to purchase shares of common stock with exercise prices greater than the average fair market value of our stock of $43.60 were not included in the calculation because the effect would have been anti-dilutive. The number of shares of common stock under these options was immaterial. For the six months ended May 31, 2013, options to purchase approximately 1.5 million shares of common stock with exercise prices greater than the average fair market value of our stock of $40.76 were not included in the calculation because the effect would have been anti-dilutive. Comparatively, for the three and six months ended June 1, 2012, options to purchase approximately 18.3 million and 21.4 million shares of common stock with exercise prices greater than the average fair market value of our stock of $33.02 and $31.61, respectively, were not included in the calculation because the effect would have been anti-dilutive.

NOTE 13. COMMITMENTS AND CONTINGENCIES

Lease Commitments

We occupy three office buildings in San Jose, California where our corporate headquarters are located. We reference these office buildings as the Almaden Tower and the East and West Towers.

The lease agreements for the East and West Towers and the Almaden Tower are effective through August 2014 and March 2017, respectively. We are the investors in the lease receivables related to these leases for the East and West Towers and the Almaden Tower in the amount of $126.8 million and $80.4 million, respectively, which is recorded as investment in lease receivables on our Condensed Consolidated Balance Sheets. As of May 31, 2013, the carrying value of the lease receivables related to the towers approximated fair value. Under the agreement for the East and West Towers and the agreement for the Almaden Tower, we have the option to purchase the buildings at any time during the lease term for approximately $143.2 million and $103.6 million, respectively. The residual value guarantees under the East and West Towers and the Almaden Tower obligations are $126.8 million and $89.4 million, respectively. If we purchase the properties, the investments in the lease receivables may be credited against the purchase price.

These two leases are both subject to standard covenants including certain financial ratios that are reported to the lessors quarterly. In addition, we are required to maintain a standby letter of credit for approximately $16.6 million for one of the leases which enables us to secure a lower interest rate and reduce the number of covenants. As defined in the lease agreement, the standby letter of credit primarily represents the lease investment equity balance which is callable in the event of default. As of May 31, 2013, we were in compliance with all of the covenants. In the case of a default, the lessor may demand we purchase the buildings for an amount equal to the lease balance, or require that we remarket or relinquish the buildings. If we choose to remarket or are required to do so upon relinquishing the buildings, we are bound to arrange the sale of the buildings to an unrelated party and will be required to pay the lessor any shortfall between the net remarketing proceeds and the lease balance, up to the residual value guarantee amount less our investment in the lease receivables. Both leases qualify for operating lease accounting treatment and, as such, the buildings and the related obligations are not included in our Condensed Consolidated Balance Sheets.

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

In the first quarter of fiscal 2013, we entered into a sale-leaseback agreement totaling $25.7 million over a period of 24 months. This transaction was classified as a capital lease obligation and recorded at fair value.
The following are our future minimum lease payments under our non-cancellable capital leases for each of the next five years and thereafter as of May 31, 2013 (in thousands):

Fiscal Year	Capital Lease Obligations
Remainder of 2013	$16,848
2014	13,660
2015	—
2016	—
2017	—
Thereafter	—
Gross lease commitment	$30,508
Less: interest	(524)
Net lease commitment	$29,984

Royalties

We have royalty commitments associated with the shipment and licensing of certain products. Royalty expense is generally based on a dollar amount per unit shipped or a percentage of the underlying revenue.

Indemnifications

In the normal course of business, we provide indemnifications of varying scope to customers against claims of intellectual property infringement made by third parties arising from the use of our products and from time to time, we are subject to claims by our customers under these indemnification provisions. Historically, costs related to these indemnification provisions have not been significant and we are unable to estimate the maximum potential impact of these indemnification provisions on our future results of operations.

To the extent permitted under Delaware law, we have agreements whereby we indemnify our directors and officers for certain events or occurrences while the director or officer is or was serving at our request in such capacity. The indemnification period covers all pertinent events and occurrences during the director's or officer's lifetime. The maximum potential amount of future payments we could be required to make under these indemnification agreements is unlimited, however, we have director and officer insurance coverage that limits our exposure and enables us to recover a portion of any future amounts paid.

Legal Proceedings

In connection with disputes relating to the validity or alleged infringement of third-party intellectual property rights, including patent rights, we have been, are currently and may in the future be subject to claims, negotiations or complex, protracted litigation. Intellectual property disputes and litigation may be very costly and can be disruptive to our business operations by diverting the attention and energies of management and key technical personnel. Although we have successfully defended or resolved past litigation and disputes, we may not prevail in any ongoing or future litigation and disputes. Third-party intellectual property disputes could subject us to significant liabilities, require us to enter into royalty and licensing arrangements on unfavorable terms, prevent us from licensing certain of our products or offering certain of our services, subject us to injunctions restricting our sale of products or services, cause severe disruptions to our operations or the markets in which we compete, or require us to satisfy indemnification commitments with our customers including contractual provisions under various license arrangements and service agreements.

In addition to intellectual property disputes, we are subject to legal proceedings, claims and investigations in the ordinary course of business, including claims relating to commercial, employment and other matters. Some of these disputes and legal proceedings may include speculative claims for substantial or indeterminate amounts of damages. We consider all claims on a quarterly basis in accordance with GAAP and based on known facts assess whether potential losses are considered reasonably possible, probable and estimable. Based upon this assessment, we then evaluate disclosure requirements and whether to accrue for such claims in our financial statements. This determination is then reviewed and discussed with our Audit Committee and our independent registered public accounting firm.

We make a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular case. Unless otherwise specifically disclosed in this note, we have determined that no provision for liability nor disclosure is required related to any claim against us because: (a) there is not a reasonable possibility that a loss exceeding amounts already recognized (if any) may be incurred with respect to such claim; (b) a reasonably possible loss or range of loss cannot be estimated; or (c) such estimate is immaterial.

All legal costs associated with litigation are expensed as incurred. Litigation is inherently unpredictable. However, we believe that we have valid defenses with respect to the legal matters pending against us. It is possible, nevertheless, that our consolidated financial position, cash flows or results of operations could be negatively affected by an unfavorable resolution of one or more of such proceedings, claims or investigations.

In connection with our anti-piracy efforts, conducted both internally and through organizations such as the Business Software Alliance, from time to time we undertake litigation against alleged copyright infringers. Such lawsuits may lead to counter-claims alleging improper use of litigation or violation of other laws. We believe we have valid defenses with respect to such counter-claims; however, it is possible that our consolidated financial position, cash flows or results of operations could be affected in any particular period by the resolution of one or more of these counter-claims.

NOTE 14. DEBT

Notes

In February 2010, we issued $600.0 million of 3.25% senior notes due February 1, 2015 (the “2015 Notes”) and $900.0 million of 4.75% senior notes due February 1, 2020 (the “2020 Notes” and, together with the 2015 Notes, the “Notes”). Our proceeds were approximately $1.5 billion and were net of an issuance discount of $6.6 million. The Notes rank equally with our other unsecured and unsubordinated indebtedness. In addition, we incurred issuance costs of approximately $10.7 million. Both the discount and issuance costs are being amortized to interest expense over the respective terms of the Notes using the effective interest method. The effective interest rate including the discount and issuance costs is 3.45% for the 2015 Notes and 4.92% for the 2020 Notes. Interest is payable semi-annually, in arrears, on February 1 and August 1, commencing on August 1, 2010. In February 2013, we made a semi-annual interest payment of $31.1 million. The proceeds from the Notes are available for general corporate purposes, including repayment of any balance outstanding on our credit facility. Based on quoted prices in inactive markets, the fair value of the Notes was approximately $1.6 billion as of May 31, 2013.

We may redeem the Notes at any time, subject to a make-whole premium. In addition, upon the occurrence of certain change of control triggering events, we may be required to repurchase the Notes, at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase. The Notes also include covenants that limit our ability to grant liens on assets and to enter into sale and leaseback transactions, subject to significant allowances. As of May 31, 2013, we were in compliance with all of the covenants.

Credit Agreement

On March 2, 2012, we entered into a five-year $1.0 billion senior unsecured revolving credit agreement (the “Credit Agreement”), providing for loans to us and certain of our subsidiaries. Pursuant to the terms of the Credit Agreement, we may, subject to the agreement of the applicable lenders, request up to an additional $500.0 million in commitments, for a maximum aggregate commitment of $1.5 billion. Loans under the Credit Agreement will bear interest at either (i) the London Interbank Offered Rate ("LIBOR") plus a margin, based on our debt ratings, ranging from 0.795% and 1.30% or (ii) the base rate, which is defined as the highest of (a) the agent's prime rate, (b) the federal funds effective rate plus 0.50% or (c) LIBOR plus 1.00% plus a margin, based on our debt ratings, ranging from 0.00% to 0.30%. Commitment fees are payable quarterly at rates between 0.08% and 0.20% per year also based on our public debt ratings. Subject to certain conditions stated in the Credit Agreement, we and

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

any of our subsidiaries designated as additional borrowers may borrow, prepay and re-borrow amounts under the revolving credit facility at any time during the term of the Credit Agreement.

The Credit Agreement contains customary representations, warranties, affirmative and negative covenants, including a financial covenant, events of default and indemnification provisions in favor of the lenders. The negative covenants include restrictions regarding the incurrence of liens and indebtedness, certain merger and acquisition transactions, dispositions and other matters, all subject to certain exceptions. The financial covenant, based on a quarterly financial test, requires us not to exceed a maximum leverage ratio.

On March 1, 2013, we exercised an option under the Credit Agreement to extend the maturity date of the Credit Agreement by one year to March 2, 2018. The facility will terminate and all amounts owing thereunder will be due and payable on the maturity date unless (a) the commitments are terminated earlier upon the occurrence of certain events, including an event of default, or (b) the maturity date is further extended upon our request, subject to the agreement of the lenders.

As of May 31, 2013, there were no outstanding borrowings under this Credit Agreement and we were in compliance with all covenants.

Capital Lease Obligations

In the first quarter of fiscal 2013, we entered into a sale-leaseback agreement totaling $25.7 million over a period of 24 months. As of May 31, 2013, our capital lease obligations of $30.0 million includes $20.1 million of current debt.

NOTE 15. NON-OPERATING INCOME (EXPENSE)

Non-operating income (expense), net for the three and six months ended May 31, 2013 and June 1, 2012 included the following (in thousands):

	Three Months		Six Months	
	2013	2012	2013	2012
Interest and other income (expense), net:				
Interest income	$5,606	$5,929	$11,288	$12,123
Foreign exchange gains (losses)	(5,418)	(7,738)	(11,592)	(17,459)
Realized gains on fixed income investment	800	474	2,399	1,176
Realized losses on fixed income investment	(13)	(61)	(27)	(267)
Other	293	268	446	514
Interest and other income (expense), net	$1,268	$(1,128)	$2,514	$(3,913)
Interest expense	$(17,205)	$(16,629)	$(34,039)	$(33,467)
Investment gains (losses), net:				
Realized investment gains	$76	$8,542	$494	$8,787
Unrealized investment gains	679	—	1,123	—
Realized investment losses	(5,000)	(1)	(5,014)	(34)
Unrealized investment losses	—	(1,353)	—	(544)
Investment gains (losses), net	$(4,245)	$7,188	$(3,397)	$8,209
Non-operating income (expense), net	$(20,182)	$(10,569)	$(34,922)	$(29,171)

NOTE 16. SEGMENTS

We report segment information based on the “management” approach. The management approach designates the internal reporting used by management for making decisions and assessing performance as the source of our reportable segments.

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Our CEO, the chief operating decision maker, reviews revenue and gross margin information for each of our reportable segments, but does not review operating expenses on a segment by segment basis. In addition, with the exception of goodwill and intangible assets, we do not identify or allocate our assets by the reportable segments. Effective in the first quarter of fiscal 2013, we moved our video server solutions products from our Digital Media segment to our Digital Marketing segment to better align the role of how Adobe can help its customers monetize their video assets with our Digital Marketing solutions. Prior year information in the table below has been updated to reflect this change.

We have the following reportable segments:

- Digital Media—Our Digital Media segment provides tools and solutions that enable individuals, small businesses and enterprises to create, publish, promote and monetize their digital content anywhere. Our customers include traditional content creators, web application developers and digital media professionals, as well as their management in marketing departments and agencies, companies and publishers.
- Digital Marketing—Our Digital Marketing segment provides solutions and services for how digital advertising and marketing are created, managed, executed, measured and optimized. Our customers include digital marketers, advertisers, publishers, merchandisers, web analysts, chief marketing officers and chief revenue officers.
- Print and Publishing—Our Print and Publishing segment addresses market opportunities ranging from the diverse publishing needs of technical and business publishing to our legacy type and OEM printing businesses.

(in thousands)	Digital Media	Digital Marketing	Print and Publishing	Total
Three months ended May 31, 2013				
Revenue	$669,998	$285,399	$55,152	$1,010,549
Cost of revenue	34,881	97,752	2,648	135,281
Gross profit	$635,117	$187,647	$52,504	$875,268
Gross profit as a percentage of revenue	95 %	66 %	95 %	87 %
Three months ended June 1, 2012				
Revenue	$812,595	$256,796	$55,058	$1,124,449
Cost of revenue	41,943	86,868	2,107	130,918
Gross profit	$770,652	$169,928	$52,951	$993,531
Gross profit as a percentage of revenue	95 %	66 %	96 %	88 %

(in thousands)	Digital Media	Digital Marketing	Print and Publishing	Total
Six months ended May 31, 2013				
Revenue	$1,358,398	$553,099	$106,925	$2,018,422
Cost of revenue	88,590	196,031	7,344	291,965
Gross profit	$1,269,808	$357,068	$99,581	$1,726,457
Gross profit as a percentage of revenue	93 %	65 %	93 %	86 %
Six months ended June 1, 2012				
Revenue	$1,536,948	$522,633	$110,088	$2,169,669
Cost of revenue	67,568	166,415	5,200	239,183
Gross profit	$1,469,380	$356,218	$104,888	$1,930,486
Gross profit as a percentage of revenue	96 %	68 %	95 %	89 %

28

Table of Contents

ADOBE SYSTEMS INCORPORATED

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

NOTE 17. SUBSEQUENT EVENTS

In June 2013, we entered into a definitive agreement under which we expect to acquire privately held Neolane SA ("Neolane") for approximately $600.0 million in cash. Based in Paris, France, Neolane provides customers with cross-channel campaign management marketing solutions across Web, email, social, mobile, call center, direct mail, point of sale and other emerging channels. The transaction is subject to customary closing conditions and is expected to close in the third quarter of our fiscal 2013. Following the closing, we intend to integrate Neolane into our Digital Marketing reportable segment for financial reporting purposes.

Table of Contents

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

The following discussion should be read in conjunction with the Condensed Consolidated Financial Statements and Notes thereto.

In addition to historical information, this Quarterly Report on Form 10-Q contains forward-looking statements, including statements regarding product plans, future growth and market opportunities, which involve risks and uncertainties that could cause actual results to differ materially from these forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in the section entitled "Risk Factors" in Part II, Item 1A of this report. You should carefully review the risks described herein and in other documents we file from time to time with the Securities and Exchange Commission (the "SEC"), including our Annual Report on Form 10-K for fiscal 2012. When used in this report, the words "expects," "could," "would," "may," "anticipates," "intends," "plans," "believes," "seeks," "targets," "estimates," "looks for," "looks to," "continues" and similar expressions, as statements regarding our focus for the future, are generally intended to identify forward-looking statements. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances after the date of this document.

BUSINESS OVERVIEW

Founded in 1982, Adobe Systems Incorporated is one of the largest and most diversified software companies in the world. We offer a line of software and services used by creative professionals, marketers, knowledge workers, application developers, enterprises and consumers for creating, managing, delivering, measuring, optimizing and engaging with compelling content and experiences across multiple operating systems, devices and media. We market and license our software directly to enterprise customers through our sales force and to end users through app stores and our own website at www.adobe.com. We also distribute our products through a network of distributors, value-added resellers ("VARs"), systems integrators, independent software vendors ("ISVs"), retailers and original equipment manufacturers ("OEMs"). In addition, we license our technology to hardware manufacturers, software developers and service providers for use in their products and solutions. We offer some of our products via a Software-as-a-Service ("SaaS") model (also known as a hosted or "cloud-based" model) as well as through term subscription and pay-per-use models. Our software runs on personal computers ("PCs") and server-based computers, as well as on mobile, tablets and other devices, depending on the product. We have operations in the Americas, Europe, Middle East and Africa ("EMEA") and Asia-Pacific ("APAC").

We maintain executive offices and principal facilities at 345 Park Avenue, San Jose, California 95110-2704. Our telephone number is 408-536-6000. We maintain a website at www.adobe.com. Investors can obtain copies of our SEC filings from this site free of charge, as well as from the SEC website at www.sec.gov.

OPERATIONS OVERVIEW

For our second quarter of fiscal 2013, we reported strong financial results consistent with the continued execution of our plans for our two strategic growth areas, Digital Media and Digital Marketing, while continuing to market and license a broad portfolio of products and solutions.

Within our Digital Marketing segment, revenue from Adobe Marketing Cloud has increased 17% and 18% during the three and six months ended May 31, 2013, respectively, compared to the year ago periods. In addition, during the six months ended May 31, 2013, we introduced a managed services, term-based offering of Adobe Experience Manager for which revenue is recognized ratably. We expect continued adoption of this offering will increase recurring revenue in this segment which may impact the timing of Adobe Experience Manager revenue recognition.

Within our Digital Media segment, in May 2012, we launched Adobe Creative Suite 6 ("CS6") which is at the center of Creative Cloud, our new subscription-based model for creating and publishing content and applications that was also released in May 2012. The launch of CS6 included major updates to all of our core Creative Suite ("CS") point products as well as four suite versions. Late in the fourth quarter of fiscal 2012, we launched Creative Cloud for teams, a platform for teams and workgroups to access all applications and online services in Creative Cloud. Over time, we expect Creative Cloud to transform our business model and drive higher revenue growth through an expansion of our customer base by acquiring new users through a lower cost of entry, as well as keeping existing customers current on our latest release. This model will drive our revenue to be more recurring and predictable since revenue is recognized ratably. We continue to implement strategies that will accelerate the adoption of our Creative Cloud subscription model, causing our traditional perpetual license revenue to decline. While we continue to offer the perpetual licensing model as we transition our customers to the subscription-based model, we plan to focus our future creative software development efforts on the Creative Cloud subscription offering.

Table of Contents

During the first six months of fiscal 2013, adoption of our Creative Cloud subscription offering continued to accelerate, which has and will continue to cause our traditional perpetual license revenue and, in turn, total net revenue in fiscal 2013, to decline. As anticipated during this transition, expenses did not and are not expected to decline in correlation to the decrease in revenue, which will adversely affect our net income and operating margin throughout fiscal 2013. However, over time we expect this business model transition will significantly increase our long-term revenue growth rate by attracting new users, keeping our end user base current and thereby driving higher average revenue per user. Additionally, our shift to a subscription model will increase the amount of recurring revenue that is ratably recognized, driven by broader Creative Cloud adoption over the next several years.

To assist with the understanding of this transition and the related shift in revenue described above, we are using certain performance metrics to assess the health and trajectory of our overall Digital Media segment.

These metrics include the total number of current paid subscriptions and Annualized Recurring Revenue ("ARR"). We define ARR as the sum of:

- the number of current paid subscriptions, multiplied by the average subscription price paid per user per month, multiplied by twelve months; plus,
- twelve months of contract value of Enterprise Term License Agreements ("ETLAs") where the revenue is ratably recognized over the life of the contract.

In addition, we expect renewal rates associated with Creative Cloud, and potentially other subscription offerings, will become key metrics used to measure their performance. Because the majority of Creative Cloud subscriptions have been annual and the Creative Cloud launched in May 2012, we anticipate that meaningful data regarding subscription renewal rates will first become available later in fiscal year 2013.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

In preparing our Condensed Consolidated Financial Statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") and pursuant to the rules and regulations of the SEC, we make assumptions, judgments and estimates that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosures of contingent assets and liabilities. We base our assumptions, judgments and estimates on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results could differ materially from these estimates under different assumptions or conditions. On a regular basis, we evaluate our assumptions, judgments and estimates. We also discuss our critical accounting policies and estimates with the Audit Committee of the Board of Directors.

We believe that the assumptions, judgments and estimates involved in the accounting for revenue recognition, stock-based compensation, business combinations, goodwill impairment and income taxes have the greatest potential impact on our Condensed Consolidated Financial Statements. These areas are key components of our results of operations and are based on complex rules requiring us to make judgments and estimates, so we consider these to be our critical accounting policies. Historically, our assumptions, judgments and estimates relative to our critical accounting policies have not differed materially from actual results.

With the exception of the discussion below, there have been no significant changes in our critical accounting policies and estimates during the six months ended May 31, 2013, as compared to the critical accounting policies and estimates disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended November 30, 2012.

Goodwill Impairment

In accordance with updated goodwill impairment guidance issued by the Financial Accounting Standards Board ("FASB") , we completed our annual goodwill impairment test during the second quarter of fiscal 2013. We elected to use the Step 1 quantitative assessment for our three reporting units—Digital Media, Digital Marketing and Print and Publishing—and determined there was no impairment of goodwill. There is no significant risk of material goodwill impairment in any of our reporting units, based upon the results of our annual goodwill impairment test.

Recent Accounting Pronouncements

In December 2011, the FASB amended the accounting standards to increase the prominence of other comprehensive income ("OCI") by eliminating the option to present components of OCI as part of the statement of changes in shareholders' equity and

Table of Contents

requires the components of OCI to be presented either in a single continuous statement of comprehensive income or in two consecutive statements. We adopted the amended accounting standards at the beginning of our first quarter of fiscal 2013 by electing to present separate consolidated statements of comprehensive income from the consolidated statements of income.

In February 2013, the FASB further amended the above accounting standards to improve the presentation of amounts reclassified out of accumulated other comprehensive income in its entirety and by component by presenting the reclassification adjustments on either the face of the the statement where net income is presented or in a separate disclosure in the notes to the financial statements. Amounts that are not required to be reclassified in their entirety to net income are required to be cross referenced to related footnote disclosures that provide additional detail. We elected to early adopt the amended accounting standard at the beginning of our second quarter of fiscal 2013 by electing to present the reclassification adjustments and other required disclosures in a separate footnote.

The amended accounting standards only impact the financial statement presentation of OCI and do not change the components that are recognized in net income or OCI. The adoption had no impact on the Company's financial position or results of operations.

Recent Accounting Pronouncements Not Yet Effective

There have been no new accounting pronouncements not yet effective that have significance, or potential significance, to our Condensed Consolidated Financial Statements.

RESULTS OF OPERATIONS

Financial Performance Summary for the Second Quarter of Fiscal 2013

- We continue to derive the majority of our revenue from perpetual licenses. However, consistent with our strategy, during the three months ended May 31, 2013, our subscription revenue as a percentage of total revenue increased to 25% from 14%, compared to the year ago period, as we transition more of our business to a subscription-based model.

- Total Digital Media ARR of approximately $440.0 million as of May 31, 2013 increased by $237.0 million, or 117% from November 30, 2012, primarily due to increases in the number of paid Creative Cloud individual and team subscribers and adoption of our enterprise Creative Cloud offering through our ETLAs.

- Our total deferred revenue of $691.3 million as of May 31, 2013 increased by $71.7 million, or 12% from November 30, 2012, primarily due to increases in ETLAs and renewals for our Adobe Marketing Cloud services.

- Cost of revenue of $135.3 million increased by $4.4 million, or 3%, year-over-year during the three months ended May 31, 2013, from $130.9 million. The increase is primarily due to increases in costs associated with compensation and related benefits driven by additional headcount and increased hosting and server costs associated with our subscription and SaaS offerings.

- Operating expenses of $764.0 million increased by $75.6 million, or 11%, year-over-year during the three months ended May 31, 2013 from $688.4 million. The increase is primarily due to increases in costs associated with compensation and related benefits driven by additional headcount and to a lesser extent, a write-down of assets reclassified as held for sale.

- Net income of $76.5 million decreased by $147.4 million, or 66%, year-over-year during the three months ended May 31, 2013 from $223.9 million. The decrease is primarily due to the revenue model becoming more ratable as well as the reasons stated above.

- Net cash flow from operations of $621.2 million during the six months ended May 31, 2013 decreased by $141.4 million, or 19% compared to the six months ended June 1, 2012 primarily due to lower net income as discussed above.

32

Table of Contents

Revenue for the Three and Six Months Ended May 31, 2013 and June 1, 2012 (dollars in millions)

	Three Months			Six Months		
	2013	2012	% Change	2013	2012	% Change
Product	$644.9	$871.0	(26)%	$1,320.7	$1,679.5	(21)%
Percentage of total revenue	64 %	78 %		65 %	78 %	
Subscription	254.5	159.5	60 %	478.8	305.8	57 %
Percentage of total revenue	25 %	14 %		24 %	14 %	
Services and support	111.1	93.9	18 %	218.9	184.4	19 %
Percentage of total revenue	11 %	8 %		11 %	8 %	
Total revenue	$1,010.5	$1,124.4	(10)%	$2,018.4	$2,169.7	(7)%

Our subscription revenue is comprised primarily of fees we charge for our subscription and hosted service offerings including certain of our Adobe Marketing Cloud services and Creative Cloud. We recognize subscription revenue ratably over the term of agreements with our customers, beginning on the commencement of the service. We expect our subscription revenue will continue to increase as a result of our investments in new SaaS and subscription models. We also expect this to increase the amount of recurring revenue we generate as a percent of our total revenue. Of the $254.5 million and $478.8 million in subscription revenue during the three and six months ended May 31, 2013 respectively, approximately $159.5 million and $314.3 million, respectively, is from our Digital Marketing segment, with the remaining amounts substantially representing our Digital Media segment offerings. Of the $159.5 million and $305.8 million in subscription revenue during the three and six months ended June 1, 2012, respectively, approximately $138.2 million and $267.4 million, respectively, is from our Digital Marketing segment, with the remaining amounts substantially representing our Digital Media segment offerings.

Our services and support revenue is comprised of consulting, training and maintenance and support, primarily related to the licensing of our enterprise, developer and platform products and the sale of our hosted Adobe Marketing Cloud services. Our support revenue also includes technical support and developer support to partners and developer organizations related to our desktop products. Our maintenance and support offerings, which entitle customers to receive desktop product upgrades and enhancements or technical support, depending on the offering, are generally recognized ratably over the term of the arrangement.

As described in Note 16 of our Notes to Condensed Consolidated Financial Statements, we have the following segments: Digital Media, Digital Marketing and Print and Publishing.

Effective in the first quarter of fiscal 2013, we moved our video server solutions products from our Digital Media segment to our Digital Marketing segment to better align the role of how Adobe can help its customers monetize their video assets with our Digital Marketing solutions. Prior year information has been updated to reflect this change.

Segment Information (dollars in millions)

	Three Months			Six Months		
	2013	2012	% Change	2013	2012	% Change
Digital Media	$670.0	$812.6	(18)%	$1,358.4	$1,537.0	(12)%
Percentage of total revenue	66 %	72 %		67 %	71 %	
Digital Marketing	285.4	256.8	11 %	553.1	522.6	6 %
Percentage of total revenue	28 %	23 %		28 %	24 %	
Print and Publishing	55.1	55.0	— %	106.9	110.1	(3)%
Percentage of total revenue	6 %	5 %		5 %	5 %	
Total revenue	$1,010.5	$1,124.4	(10)%	$2,018.4	$2,169.7	(7)%

Digital Media

Revenue from Digital Media decreased $142.6 million and $178.6 million during the three and six months ended May 31, 2013, respectively, as compared to the three and six months ended June 1, 2012, primarily due to continued strong adoption of Creative Cloud and ETLAs as we continue to transition more of our business to a subscription-based model.

Revenue related to our creative professional products, which include our Creative Suite editions and CS point products as well as Creative Cloud, decreased during the three and six months ended May 31, 2013 as compared to the three and six months

Table of Contents

ended March 2, 2012 due to continued customer adoption of Creative Cloud subscription offerings, released in May 2012. We continue to anticipate accelerated adoption of Creative Cloud, for which revenue is recognized over time, and that this adoption has and will continue to cause our traditional perpetual license revenue to decline.

Revenue associated with our other creative products increased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 primarily due to increases associated with distribution of third-party software via Flash Player downloads and our Digital Publishing Suite. These increases were offset in part by decreases associated with lower than expected demand for our Photoshop Elements family of products as well as an expected decline in demand for Lightroom 4 due to the Lightroom 5 release in June 2013.

For our creative offerings, the total number of perpetual units licensed decreased while the number of subscription units licensed increased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012. Unit average selling prices, excluding subscriptions, remained relatively stable during the three months ended May 31, 2013 and decreased during the six months ended May 31, 2013 as compared to the same periods in the prior year.

Document Services revenue, which includes our Acrobat product family, decreased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 primarily due to the continued shift to ETLAs offset in part by increased Document Exchange Services revenue including revenue generated from our EchoSign e-signing service.

Within Document Services, excluding large enterprise license agreement deals, the number of units decreased while the unit average selling prices increased for the three and six months ended May 31, 2013, as compared to the three and six months ended June 1, 2012.

Digital Marketing

Revenue from Digital Marketing increased $28.6 million and $30.5 million during the three and six months ended May 31, 2013, respectively, as compared to the three and six months ended June 1, 2012. The increases were primarily due to continued revenue growth associated with our Adobe Marketing Cloud, which increased 17% and 18% during the three and six months ended May 31, 2013, respectively, as compared to the year ago periods. Adobe Marketing Cloud revenue growth during the three and six months ended May 31, 2013 as compared to the year ago periods was slightly impacted due to some customer adoption of Adobe Experience Manager through a managed services, term-based offering for which revenue is recognized ratably as opposed to upfront. We expect continued adoption of this offering will increase recurring revenue in this segment which may impact the timing of Adobe Experience Manager revenue recognition. In addition, revenue associated with Adobe LiveCycle declined during the three and six months ended May 31, 2013, as expected.

Print and Publishing

Revenue from Print and Publishing remained relatively stable during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 , primarily due to decreases in royalties related to PostScript products offset by a nonrecurring font licensing transaction in the second quarter of fiscal 2013.

Geographical Information (dollars in millions)

	Three Months						Six Months					
	2013		2012		% Change		2013		2012		% Change	
Americas	$525.4		$551.3		(5	)%	$1,025.7		$1,054.4		(3	)%
Percentage of total revenue	52	%	49	%			51	%	49	%		
EMEA	262.8		325.0		(19	)%	560.3		655.7		(15	)%

Percentage of total revenue	26 %	29 %		28 %	30 %	
APAC	222.3	248.1	(10)%	432.4	459.6	(6)%
Percentage of total revenue	22 %	22 %		21 %	21 %	
Total revenue	$1,010.5	$1,124.4	(10)%	$2,018.4	$2,169.7	(7)%

Overall revenue declined across all geographies during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012. Revenue in the Americas declined during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 due to decreases in Digital Media and Print and Publishing revenue,

Table of Contents

offset in part by increases in Digital Marketing revenue. The weakening of the Euro and the British Pound against the U.S. Dollar caused revenue in EMEA to decline during the three and six months ended May 31, 2013 compared with the comparable periods a year earlier. During the three months ended May 31, 2013, revenue in EMEA decreased due to a decline in Digital Marketing revenue while revenues in Digital Marketing and Print and Publishing remained relatively stable when compared to three months ended June 1, 2012. Revenue in EMEA decreased across all reportable segments during the six months ended May 31, 2013 as compared to the six months ended June 1, 2012. Revenue in APAC decreased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 due to declines in Digital Media, offset by increases in Digital Marketing and Print and Publishing. Within each geographical region, the fluctuations in revenue by reportable segment were attributable to the factors noted in the segment information above.

Included in the overall decrease in revenue for the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 were impacts associated with foreign currency as shown below.

(in millions)	Three Months	Six Months
Revenue impact:	Increase/(Decrease)	
EMEA:		
Euro	$(1.9)	$(2.3)
British Pound	(2.1)	(2.5)
Other currencies	—	0.1
Total EMEA	(4.0)	(4.7)
Japanese Yen	(16.8)	(28.4)
Other currencies	(0.1)	(0.5)
Total revenue impact	(20.9)	(33.6)
Hedging impact:		
Japanese Yen	13.3	20.4
EMEA	2.0	2.0
Total hedging impact	15.3	22.4
Total impact	$(5.6)	$(11.2)

During the three and six months ended May 31, 2013, the U.S. Dollar strengthened against all major currencies causing revenue in EMEA and Japan measured in U.S. Dollar equivalents to decrease compared with the same reporting period last year. Our Yen currency and EMEA hedging programs resulted in hedging gains during the three and six months ended May 31, 2013 as noted in the table above.

Cost of Revenue for the Three and Six Months Ended May 31, 2013 and June 1, 2012 (dollars in millions)

	Three Months			Six Months		
	2013	2012	% Change	2013	2012	% Change
Product	$26.8	$40.1	(33)%	$78.8	$65.8	20%
Percentage of total revenue	3%	4%		4%	3%	
Subscription	66.5	54.8	21%	129.1	103.6	25%
Percentage of total revenue	7%	5%		6%	5%	
Services and support	42.0	36.0	17%	84.1	69.8	20%
Percentage of total revenue	4%	3%		4%	3%	
Total cost of revenue	$135.3	$130.9	3%	$292.0	$239.2	22%

Product

Cost of product revenue includes product packaging, third-party royalties, excess and obsolete inventory, amortization related to localization costs, purchased intangibles and acquired rights to use technology and the costs associated with the manufacturing of our products.

35

Table of Contents

Cost of product revenue decreased during the three months ended May 31, 2013 as compared to the three months ended June 1, 2012 and increased during the six months ended May 31, 2013 as compared to the six months ended June 1, 2012 due to the following:

	% Change 2013-2012 QTD	% Change 2013-2012 YTD
Amortization of purchased intangibles and technology license arrangements	3 %	43 %
Cost of sales	(12)	(12)
Royalty cost	(8)	(2)
Localization costs related to our product launches	(8)	(3)
Excess and obsolete inventory	(6)	(5)
Various individually insignificant items	(2)	(1)
Total change	(33)%	20 %

Amortization of purchased intangibles and technology license arrangements increased during the three months ended May 31, 2013 as compared to the three months ended June 1, 2012 due to increased amortization of intangible assets purchased including assets from our acquisition of Behance in the first quarter of fiscal 2013. Amortization of purchased intangibles and technology license arrangements increased during the six months ended May 31, 2013 as compared to the six months ended June 1, 2012 as we entered into certain technology licensing arrangements totaling $51.8 million in the first quarter of fiscal 2013. Of this cost, an estimated $25.3 million was related to future licensing rights and has been capitalized and will be amortized on a straight-line basis over the estimated useful lives ranging from five to ten years. We estimated that the remaining cost of approximately $26.5 million was related to historical use of licensing rights and was expensed as cost of product revenue. In connection with certain of these licensing arrangements, we have the ability to acquire additional rights to use technology in the future.

Cost of sales decreased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 primarily due to decreases in the number of perpetual units sold and packaging costs associated with our CS6 products. During May 2013, we announced that, while we will continue to offer and support CS6 products, we plan to focus our future creative development efforts on our Creative Cloud offering.

Royalty costs decreased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 primarily due to decreases in obligations to certain key vendors and royalty costs associated with the launch of CS6 and Creative Cloud in the second quarter of fiscal 2012.

Localization costs decreased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 primarily due to the launch of CS6 during the second quarter of fiscal 2012, a milestone product release, compared to minor product updates and releases during the first two quarters of fiscal 2013.

Excess and obsolete inventory decreased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 due to decreased reserve requirements for CS6.

Subscription

Cost of subscription revenue consists of expenses related to operating our network infrastructure, including depreciation expenses and operating lease payments associated with computer equipment, data center costs, salaries and related expenses of network operations, implementation, account management and technical support personnel, amortization of intangible assets and allocated overhead. We enter into contracts with third parties for the use of their data center facilities and our data center costs largely consist of the amounts we pay to these third parties for rack space, power and similar items.

Cost of subscription revenue increased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 due to the following:

	% Change 2013-2012 QTD	% Change 2013-2012 YTD
Hosted server costs	19 %	19 %

Amortization of purchased intangibles	2	6
Total change	21 %	25 %

36

Table of Contents

Hosted server costs increased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 primarily due to increases in compensation and related benefits driven by additional headcount, including from our acquisition of Behance in the first quarter of fiscal 2013, depreciation expense from higher capital expenditures late in fiscal 2012 and data center costs related to higher transaction volumes in our Adobe Marketing Cloud and Creative Cloud services.

Amortization of purchased intangibles increased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 primarily due to increased amortization of intangible assets purchased, including assets from our acquisitions of Behance in the first quarter of fiscal 2013.

Services and Support

Cost of services and support revenue is primarily comprised of employee-related costs and associated costs incurred to provide consulting services, training and product support.

Cost of services and support revenue increased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 primarily due to increases in compensation and related benefits and third-party fees related to training and consulting services provided to our customers.

Operating Expenses for the Three and Six Months Ended May 31, 2013 and June 1, 2012 (dollars in millions)

	Three Months			Six Months		
	2013	2012	% Change	2013	2012	% Change
Research and development	$203.1	$180.9	12 %	$412.7	$358.7	15 %
Percentage of total revenue	20 %	16 %		20 %	17 %	
Sales and marketing	402.2	386.5	4 %	800.3	745.4	7 %
Percentage of total revenue	40 %	34 %		40 %	34 %	
General and administrative	120.9	110.6	9 %	253.7	213.3	19 %
Percentage of total revenue	12 %	10 %		13 %	10 %	
Restructuring and other charges	25.0	(2.2)	**	25.0	(5.0)	**
Percentage of total revenue	2 %	*		1 %	*	
Amortization of purchased intangibles	12.8	12.6	2 %	25.2	24.0	5 %
Percentage of total revenue	1 %	1 %		1 %	1 %	
Total operating expenses	$764.0	$688.4	11 %	$1,516.9	$1,336.4	14 %

(*) Percentage is less than 1%.
(**) Percentage is not meaningful.

Research and Development, Sales and Marketing and General and Administrative Expenses

The increase in research and development, sales and marketing and general and administrative expenses during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 is primarily due to higher incentive program achievement in fiscal 2013 and increases in stock-based compensation expense due to higher share prices during fiscal 2013 compared to fiscal 2012.

Research and Development

Research and development expenses consist primarily of salary and benefit expenses for software developers, contracted development efforts, related facilities costs and expenses associated with computer equipment used in software development.

Table of Contents

Research and development expenses increased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 due to the following:

	% Change 2013-2012 QTD		% Change 2013-2012 YTD	
Compensation associated with incentive compensation and stock-based compensation	7	%	9	%
Compensation and related benefits associated with headcount growth	4		4	
Various individually insignificant items	1		2	
Total change	12	%	15	%

In addition to the factors noted above, the increase in compensation associated with incentive compensation and stock-based compensation during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 is also due to stock awards granted in the later part of the second quarter of fiscal 2012 associated with the CS6 launch.

We believe that investments in research and development, including the recruiting and hiring of software developers, are critical to remain competitive in the marketplace and are directly related to continued timely development of new and enhanced products. We will continue to focus on long-term opportunities available in our end markets and make significant investments in the development of our applications, tools and service offerings.

Sales and Marketing

Sales and marketing expenses consist primarily of salary and benefit expenses, sales commissions, travel expenses and related facilities costs for our sales, marketing, order management and global supply chain management personnel. Sales and marketing expenses also include the costs of programs aimed at increasing revenue, such as advertising, trade shows, public relations and other market development programs.

Sales and marketing expenses increased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 due to the following:

	% Change 2013-2012 QTD		% Change 2013-2012 YTD	
Compensation and related benefits associated with headcount growth	4	%	5	%
Compensation associated with incentive compensation and stock-based compensation	1		3	
Professional and consulting fees	(2	)	(3	)
Various individually insignificant items	1		2	
Total change	4	%	7	%

The decrease in professional and consulting fees during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 is primarily due to lower vendor support expenses and hosting fees for Adobe.com and decreased professional fees associated with our fiscal 2012 initiative to enable new process improvements and efficiencies.

General and Administrative

General and administrative expenses consist primarily of compensation and benefit expenses, travel expenses and related facilities costs for our finance, facilities, human resources, legal, information services and executive personnel. General and administrative expenses also include outside legal and accounting fees, provision for bad debts, expenses associated with computer equipment and software used in the administration of the business, charitable contributions and various forms of insurance.

Table of Contents

General and administrative expenses increased during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012 due to the following:

	% Change 2013-2012 QTD	% Change 2013-2012 YTD
Compensation and related benefits associated with headcount growth	4 %	5 %
Compensation associated with incentive compensation and stock-based compensation	3	4
Charitable contributions	—	6
Professional and consulting fees	2	2
Various individually insignificant items	—	2
Total change	9 %	19 %

The increase in charitable contributions during the six months ended May 31, 2013 as compared to the six months ended June 1, 2012 reflects a planned contribution to the Adobe Foundation during the first quarter of fiscal 2013.

Restructuring and Other Charges

In the second quarter of fiscal 2013, management approved a plan to sell land, building and other assets located in Waltham, Massachusetts (the “Waltham property assets”) with a total carrying amount of $47.4 million. As of May 31, 2013, we classified the Waltham property assets as held for sale in the Condensed Consolidated Balance Sheets at its fair value, net of estimated cost to sell of $23.6 million which was the lesser of the fair value less cost to sell or carrying amount of the assets and recorded a write-down of $23.8 million during the second quarter of fiscal 2013. We expect to sell the property within one year from management's approval of the plan. We ceased recognizing depreciation expense on the Waltham property assets upon reclassification which would have been minimal for the three months ended May 31, 2013.

During the past several years, we have initiated various restructuring plans. In connection with our Fiscal 2011 Restructuring Plan and Other Restructuring Plans, we recorded immaterial benefits/charges associated with termination benefits and closing redundant facilities during the three and six months ended May 31, 2013. These benefits/charges were offset by employee termination and facility related adjustments for changes in previous estimates during the three and six months ended May 31, 2013. We recorded net benefits of $2.2 million and $5.0 million due to changes in previous estimates to termination benefits and closing redundant facilities during three and six months ended June 1, 2012, respectively.

Amortization of Purchased Intangibles

Amortization expense increased 2% and 5% during the three and six months ended May 31, 2013, respectively, as compared to the three and six months ended June 1, 2012. The increase was primarily due to amortization expense associated with intangible assets purchased through our acquisition of Behance in the first quarter of fiscal 2013 as well as our acquisition of Efficient Frontier in the first quarter of fiscal 2012.

Non-Operating Income (Expense), Net for the Three and Six Months Ended May 31, 2013 and June 1, 2012 (dollars in millions)

	Three Months			Six Months		
	2013	2012	% Change	2013	2012	% Change
Interest and other income (expense), net	$1.3	$(1.1)	**	$2.5	$(3.9)	**
Percentage of total revenue	*	*		*	*	
Interest expense	(17.2)	(16.6)	4 %	(34.0)	(33.5)	1 %
Percentage of total revenue	(2)%	(1)%		(2)%	(2)%	
Investment gains (losses), net	(4.3)	7.2	**	(3.4)	8.2	**
Percentage of total revenue	*	*		*	*	
Total non-operating income (expense), net	$(20.2)	$(10.5)	91 %	$(34.9)	$(29.2)	20 %

(*) Percentage is less than 1%.
(**) Percentage is not meaningful.

Table of Contents

Interest and Other Income (Expense), Net

Interest and other income (expense), net consists primarily of interest earned on cash, cash equivalents and short-term fixed income investments. Interest and other income (expense), net also includes foreign exchange gains and losses, and gains and losses on fixed income investments.

Interest and other income (expense), net changed from net expense for the three and six months ended June 1, 2012 to net income for the three and six months ended May 31, 2013 primarily due to decreased foreign currency losses and increased realized gains on fixed income investments.

Interest Expense

Interest expense primarily consists of interest associated with our senior notes (the “Notes”). Interest expense remained relatively stable during the three and six months ended May 31, 2013 as compared to the three and six months ended June 1, 2012.

Investment Gains (Losses), Net

Investment gains (losses), net consists principally of realized gains or losses from the sale of marketable equity investments, other-than-temporary declines in the value of marketable and non-marketable equity securities and unrealized holding gains and losses associated with our deferred compensation plan assets (classified as trading securities) and gains and losses associated with our direct and indirect investments in privately held companies. Our net investment losses for the three and six months ended May 31, 2013 were primarily due to an other-than-temporary impairment on our direct investment in a privately held company offset in part by realized and unrealized gains on our deferred compensation plan assets. Our net investment gains for the three and six months ended June 1, 2012 were primarily due to realized gains on the sale of equity investments offset in part by net unrealized losses on our deferred compensation plan assets.

Provision for Income Taxes for the Three and Six Months Ended May 31, 2013 and June 1, 2012 (dollars in millions)

	Three Months			Six Months		
	2013	2012	% Change	2013	2012	% Change
Provision	$14.6	$70.7	(79)%	$32.9	$155.9	(79)%
Percentage of total revenue	1 %	6 %		2 %	7 %	
Effective tax rate	16 %	24 %		19 %	28 %	

Our effective tax rate decreased by eight percentage points for the three months ended May 31, 2013 as compared to the three months ended June 1, 2012. The decrease was primarily due to the reinstatement of the federal research and development tax credit and stronger than forecasted international profits.

Our effective tax rate decreased by nine percentage points for the six months ended May 31, 2013 as compared to the six months ended June 1, 2012. In addition to the above noted items, the decrease is also related to lower year-over-year tax costs associated with licensing intellectual property to Adobe's trading companies offset by tax benefits recognized in the first quarter of fiscal 2012 as a result of the completion of certain income tax examinations.

We are a United States-based multinational company subject to tax in multiple U.S. and foreign tax jurisdictions. A significant portion of our foreign earnings for the current fiscal year were earned by our Irish subsidiaries. In addition to providing for U.S. income taxes on earnings from the U.S., we provide for U.S. income taxes on the earnings of foreign subsidiaries unless the subsidiaries' earnings are considered permanently reinvested outside the U.S. While we do not anticipate changing our intention regarding permanently reinvested earnings, if certain foreign earnings previously treated as permanently reinvested are repatriated, the related U.S. tax liability may be reduced by any foreign income taxes paid on these earnings. Currently, there are a significant amount of foreign earnings upon which U.S. income taxes have not been provided.

Accounting for Uncertainty in Income Taxes

The gross liability for unrecognized tax benefits at May 31, 2013 was $166.6 million, exclusive of interest and penalties. If the total unrecognized tax benefits at May 31, 2013 were recognized in the future, $153.1 million of unrecognized tax benefits would decrease the effective tax rate, which is net of an estimated $13.5 million federal benefit related to deducting certain payments on future state tax returns.

As of May 31, 2013, the combined amount of accrued interest and penalties related to tax positions taken on our tax returns was approximately $14.1 million. This amount is included in non-current income taxes payable.

Table of Contents

The timing of the resolution of income tax examinations is highly uncertain as are the amounts and timing of tax payments that are part of any audit settlement process. These events could cause large fluctuations in the balance sheet classification of current and non-current assets and liabilities. We believe that within the next 12 months, it is reasonably possible that either certain audits will conclude or statutes of limitations on certain income tax examination periods will expire, or both. Given the uncertainties described above, we can only determine a range of estimated potential decreases in underlying unrecognized tax benefits ranging from $0 to approximately $5 million.

LIQUIDITY AND CAPITAL RESOURCES

This data should be read in conjunction with our Condensed Consolidated Statements of Cash Flows.

	As of	
(in millions)	May 31, 2013	November 30, 2012
Cash and cash equivalents	$1,246.4	$1,425.1
Short-term investments	$2,619.3	$2,113.3
Working capital	$3,292.8	$3,059.6
Stockholders' equity	$6,927.3	$6,665.2

A summary of our cash flows is as follows:

	Six Months Ended	
(in millions)	May 31, 2013	June 1, 2012
Net cash provided by operating activities	$621.2	$762.6
Net cash used for investing activities	(780.6)	(586.0)
Net cash used for financing activities	(11.2)	(217.3)
Effect of foreign currency exchange rates on cash and cash equivalents	(8.0)	2.4
Net decrease in cash and cash equivalents	$(178.6)	$(38.3)

Our primary source of cash is receipts from revenue. The primary uses of cash are payroll related expenses, general operating expenses including marketing, travel and office rent, and cost of product revenue. Other sources of cash are proceeds from the exercise of employee stock options and participation in the employee stock purchase plan. Other uses of cash include our stock repurchase program, which is described below, business acquisitions and purchases of property and equipment.

Cash Flows from Operating Activities

Net cash provided by operating activities of $621.2 million for the six months ended May 31, 2013 was primarily comprised of net income plus the net effect of non-cash items. The primary working capital sources of cash were net income coupled with decreases in trade receivables and increases in deferred revenue. Trade receivables declined primarily due to lower perpetual license revenue levels and improved collections compared to the fourth quarter of fiscal 2012. The increase in deferred revenue is primarily due to increased subscription and ETLA activity for our Creative Cloud offering and increases in Digital Marketing hosted services, offset in part by decreases in billings for our maintenance and software upgrade plans which we discontinued in January 2013.

The primary working capital uses of cash were decreases in accrued expenses, taxes payable and increases in prepaid expenses and other assets. Accrued expenses decreased primarily due to payment of fiscal 2012 bonuses, commissions, other incentive plans and the related payroll taxes and the decrease in sales and marketing accruals during the six months ended May 31, 2013. The decrease in taxes payable is largely attributed to tax payments made, offset in part by tax expense and other adjustments in the first two quarters of fiscal 2013. Prepaid expenses and other assets increased primarily due to payments of annual maintenance and support services associated with our licensed technologies and additions to prepaid payroll expenses.

Cash Flows from Investing Activities

Net cash used for investing activities of $780.6 million for the six months ended May 31, 2013 was primarily due to purchases of short-term investments. Other uses of cash during the six months ended May 31, 2013 represented our purchases of property and equipment primarily associated with our construction projects in Oregon and India, acquisition of Behance in the first quarter of fiscal 2013 and purchases of long-term technology licenses. These cash outflows were offset in part by sales and maturities of short-term investments.

Table of Contents

Cash Flows from Financing Activities

Net cash used for financing activities of $11.2 million for the six months ended May 31, 2013 was primarily due to payments for our treasury stock repurchases, offset in part by proceeds from treasury stock issuances and cash received from our sales-leaseback transaction. See the section titled "Stock Repurchase Program" discussed below.

We expect to continue our investing activities, including short-term and long-term investments, venture capital, facilities expansion and purchases of computer systems for research and development, sales and marketing, product support and administrative staff. Furthermore, cash reserves may be used to repurchase stock under our stock repurchase program and to strategically acquire companies, products or technologies that are complementary to our business.

Restructuring

During the past several years, we have initiated various restructuring plans. Currently, we have two active restructuring plans that were of significance to us:

- Fiscal 2011 Restructuring Plan
- Fiscal 2009 Restructuring Plan

As of May 31, 2013, we have accrued total restructuring charges of approximately $15.5 million of which approximately $14.2 million relates to the cost of closing redundant facilities and are expected to be paid under contract through fiscal 2021 of which approximately 62% will be paid through 2015.

We believe that our existing cash and cash equivalents, short-term investments and cash generated from operations will be sufficient to meet the cash outlays for the restructuring actions described above.

See Note 10 of our Notes to Condensed Consolidated Financial Statements for more detailed information regarding our restructuring plans.

Other Liquidity and Capital Resources Considerations

Our existing cash, cash equivalents and investment balances may fluctuate during fiscal 2013 due to changes in our planned cash outlay, including changes in incremental costs such as direct and integration costs related to our acquisitions. Our intent is to permanently reinvest a significant portion of our earnings from foreign operations, and current plans do not anticipate that we will need funds generated from foreign operations to fund our domestic operations. In the event funds from foreign operations are needed to fund operations in the United States and if U.S. tax has not already been previously provided, we would provide for and pay additional U.S. taxes in connection with repatriating these funds.

Cash from operations could also be affected by various risks and uncertainties, including, but not limited to the risks detailed in Part II, Item 1A titled "Risk Factors". However, based on our current business plan and revenue prospects, we believe that our existing balances, our anticipated cash flows from operations and the available balance under our credit facility will be sufficient to meet our working capital and operating resource expenditure requirements for the next twelve months.

As of May 31, 2013, the amount outstanding under our senior notes was $1.5 billion. On March 2, 2012, we entered into a five-year $1.0 billion senior unsecured revolving credit agreement (the "Credit Agreement"), providing for loans to us and certain of our subsidiaries. On March 1, 2013, we exercised an option under the Credit Agreement to extend the maturity date of the Credit Agreement by one year to March 2, 2018. As of May 31, 2013, there were no outstanding borrowings under this Credit Agreement and the entire $1.0 billion credit line remains available for borrowing.

We use professional investment management firms to manage a large portion of our invested cash. External investment firms managed, on average, 75% of our consolidated invested balances during the second quarter of fiscal 2013. The fixed income portfolio is primarily invested in corporate bonds and commercial paper, foreign government securities, money market mutual funds, municipal securities, U.S. agency securities and U.S. Treasury securities.

In June 2013, we entered into a definitive agreement under which we expect to acquire privately held Neolane SA ("Neolane") for approximately $600.0 million in cash. Based in Paris, France, Neolane provides customers with cross-channel campaign management marketing solutions across Web, email, social, mobile, call center, direct mail, point of sale and other emerging channels. The transaction is subject to customary closing conditions and is expected to close in the third quarter of our fiscal 2013. Following the closing, we intend to integrate Neolane into our Digital Marketing reportable segment for financial reporting purposes.

Table of Contents

Stock Repurchase Program

We currently have authority granted by our Board of Directors to repurchase up to $2.0 billion in common stock through the end of fiscal 2015. This stock repurchase program is similar to our previous $1.6 billion stock repurchase program which we exhausted during the second quarter of fiscal 2012.

During the six months ended May 31, 2013 and June 1, 2012, we entered into structured stock repurchase agreements with large financial institutions, whereupon we provided them with prepayments of $300.0 million and $305.0 million, respectively. The $300.0 million prepayments during the six months ended May 31, 2013 were under the new $2.0 billion stock repurchase authority while the $305.0 million of prepayments during the six months ended June 1, 2012 were under the previous $1.6 billion authority. We enter into these agreements in order to take advantage of repurchasing shares at a guaranteed discount to the Volume Weighted Average Price ("VWAP") of our common stock over a specified period of time. We only enter into such transactions when the discount we receive is higher than the foregone return on our cash prepayments to the financial institutions. There were no explicit commissions or fees on these structured repurchases. Under the terms of the agreements, there is no requirement for the financial institutions to return any portion of the prepayment to us.

The financial institutions agree to deliver shares to us at monthly intervals during the contract term. The parameters used to calculate the number of shares deliverable are: the total notional amount of the contract, the number of trading days in the contract, the number of trading days in the interval and the average VWAP of our stock during the interval less the agreed upon discount. During the six months ended May 31, 2013, we repurchased approximately 6.6 million shares at an average price of $41.07 through structured repurchase agreements entered into during fiscal 2012 and the six months ended May 31, 2013. During the six months ended June 1, 2012, we repurchased approximately 7.1 million shares at an average price of $32.38 through structured repurchase agreements entered into during the six months ended June 1, 2012.

Refer to Part II, Item 2 in this report for share repurchases during the quarter ended May 31, 2013.

Off-Balance Sheet Arrangements and Aggregate Contractual Obligations

We presented our contractual obligations in our Annual Report on Form 10-K for the fiscal year ended November 30, 2012. Our principal commitments as of May 31, 2013 consist of obligations under operating leases, capital leases, royalty agreements and various service agreements. Except as discussed below, there have been no significant changes in those obligations during the six months ended May 31, 2013. See Notes 13 and 14 of our Notes to Condensed Consolidated Financial Statements for more detailed information.

Senior Notes

Interest on our senior notes is payable semi-annually, in arrears on February 1 and August 1. At May 31, 2013, our maximum commitment for interest payments under the Notes was $338.3 million for the remaining duration of our senior notes.

Capital Lease Obligation

In January 2013, we entered into a sale-leaseback agreement to sell equipment totaling $25.7 million and leaseback the same equipment over a period of 24 months. This transaction was classified as a capital lease obligation and was recorded at fair value.

The following table updates our capital lease obligations as of May 31, 2013 to include our new sale-leaseback agreement (in millions):

	Payment Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Capital lease obligations	$30.5	$21.4	$9.1	$—	$—

Covenants

Our credit facility contains a financial covenant requiring us not to exceed a maximum leverage ratio. Our Almaden Tower lease includes certain financial ratios as defined in the lease agreements that are reported to the lessors quarterly. As of May 31, 2013, we were in compliance with all of our covenants. We believe these covenants will not impact our credit or cash in the coming fiscal year or restrict our ability to execute our business plan. Our Notes do not contain any financial covenants.

Under the terms of our credit agreement and lease agreements, we are not prohibited from paying cash dividends unless payment would trigger an event of default or one currently exists. We do not anticipate paying any cash dividends in the foreseeable future.

Royalties

We have certain royalty commitments associated with the shipment and licensing of certain products. Royalty expense is generally based on a dollar amount per unit shipped or a percentage of the underlying revenue.

Indemnifications

In the normal course of business, we provide indemnifications of varying scope to customers against claims of intellectual property infringement made by third parties arising from the use of our products and from time to time, we are subject to claims by our customers under these indemnification provisions. Historically, costs related to these indemnification provisions have not been significant and we are unable to estimate the maximum potential impact of these indemnification provisions on our future results of operations.

To the extent permitted under Delaware law, we have agreements whereby we indemnify our directors and officers for certain events or occurrences while the director or officer is or was serving at our request in such capacity. The indemnification period covers all pertinent events and occurrences during the director’s or officer’s lifetime. The maximum potential amount of future payments we could be required to make under these indemnification agreements is unlimited, however, we have director and officer insurance coverage that limits our exposure and enables us to recover a portion of any future amounts paid.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We believe that there have been no significant changes in our market risk exposures for the three and six months ended May 31, 2013, as compared with those discussed in our Annual Report on Form 10-K for the fiscal year ended November 30, 2012.

ITEM 4. CONTROLS AND PROCEDURES

Based on their evaluation as of May 31, 2013, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) were effective at the reasonable assurance level to ensure that the information required to be disclosed by us in this Quarterly Report on Form 10-Q was (i) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and regulations and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting during the quarter ended May 31, 2013 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls over financial reporting will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Adobe have been detected.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See Note 13 “Commitments and Contingencies” of our Notes to Condensed Consolidated Financial Statements regarding our legal proceedings.

ITEM 1A. RISK FACTORS

As previously discussed, our actual results could differ materially from our forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed below. These and many other factors described in this report could adversely affect our operations, performance and financial condition.

If we cannot continue to develop, market and offer new products and services or upgrades or enhancements to existing products and services that meet customer requirements, our operating results could suffer.

The process of developing new high technology products and services and enhancing existing products and services is complex, costly and uncertain. If we fail to anticipate customers' changing needs and emerging technological trends, our market share and results of operations could suffer. We must make long-term investments, develop or obtain appropriate intellectual property and commit significant resources before knowing whether our predictions will accurately reflect customer demand for our products and services. If we are unable to extend our core technologies into new applications and new platforms, including the market for mobile, tablet and other IP-connected devices (“mobile devices”), and to anticipate or respond to technological changes, the market's acceptance of our products and services could decline and our results would suffer. Additionally, any delay in the development, production, marketing or offering of a new product or service or upgrade or enhancement to an existing product or service could result in customer attrition or impede our ability to attract new customers, causing a decline in our revenues, earnings or stock price and weakening our competitive position. We maintain strategic relationships with third parties to market certain of our products and support certain product functionality. If we are unsuccessful in establishing or maintaining our strategic relationships with these third parties, our ability to compete in the marketplace, to reach new customers and geographies or to grow our revenues would be impaired and our operating results would suffer.

We offer our products on a variety of PC and mobile devices. To the extent that there is a continued slowdown of customer purchases of personal computers or a general slowdown of purchases of devices on which our solutions are offered, or to the extent that significant demand arises for our products or competitive products on other platforms before we choose and are able to offer our products on these platforms, our business could be harmed. Releases of new devices or operating systems may make it more difficult for our products to perform or may require significant costs in order for us to adapt our solutions to such devices or operating systems. These potential costs and delays could harm our business.

Introduction of new products, services and business models by existing and new competitors could harm our competitive position and results of operations.

The markets for our products and services are characterized by intense competition, evolving industry standards, emerging business and distribution models, disruptive software and hardware technology developments, frequent new product and service introductions, including limited functionality alternatives available at lower costs or free of charge, short product and service life cycles and price sensitivity on the part of customers, all of which may result in downward pressure on pricing and gross margins and could adversely affect our renewal and upgrade rates, as well as our ability to attract new customers. Our future success will depend on our ability to enhance our existing products and services, introduce new products and services on a timely and cost-effective basis, meet changing customer needs, extend our core technology into new applications, and anticipate and respond to emerging standards, business models, software delivery methods and other technological changes, such as the evolution and emergence of digital application marketplaces as a direct sales and software delivery environment. These digital application marketplaces often have exclusive distribution for certain platforms, which may make it more difficult for us to compete in these markets. If any competing products, services, or operating systems achieve widespread acceptance, our operating results could suffer. In addition, consolidation has occurred among some of the competitors in the markets in which we compete. Further consolidations in these markets may subject us to increased competitive pressures and may therefore harm our results of operations.

For additional information regarding our competition and the risks arising out of the competitive environment in which we operate, see the section entitled “Competition” contained in Item 1 of our Annual Report on Form 10-K for the fiscal year ended November 30, 2012.

If we fail to successfully manage transitions to new business models and markets, our results of operations could be negatively impacted.

We often release numerous new product and service offerings and employ new software and services delivery methods in connection with our diversification into new business models and markets. It is uncertain whether these strategies will prove successful or whether we will be able to develop the necessary infrastructure and business models more quickly than our competitors. Market acceptance of these new product and service offerings will be dependent on our ability (1) to include functionality and usability in such releases that address certain customer requirements where our operating history is less extensive, and (2) to optimally price our products in light of marketplace conditions, our costs and customer demand. Some of these new product and service offerings could subject us to increased risk of legal liability related to the provision of services as well as cause us to incur significant technical, legal or other costs. For example, with our introduction of on-demand or cloud-based services and subscription-based licensing models, such as Creative Cloud, we are entering markets that may be unaccustomed to cloud-based subscription offerings. Market acceptance of such services is affected by a variety of factors, including information security, reliability, performance, social/community engagement, local government regulations regarding online services and user-generated content, the sufficiency of technological infrastructure to support our products in certain geographies, customer concerns with entrusting

Table of Contents

a third party to store and manage their data, public concerns regarding privacy and the enactment of laws or regulations that restrict our ability to provide such services to customers in the U.S. or internationally. From time to time we open source certain of our technology initiatives, provide broader open access to our technology, license certain of our technology on a royalty-free basis, and release selected technology for industry standardization. These changes may have negative revenue implications and make it easier for our competitors to produce products or services similar to ours. If we are unable to respond to these competitive threats, our business could be harmed. Additionally, customer requirements for open standards or open-source products could impact adoption or use of some of our products or services. To the extent we incorrectly predict customer requirements for such products or services, or if there is a delay in market acceptance of such products or services, our business could be harmed.

We are also devoting significant resources to the development of technologies and service offerings in markets where our operating history is less extensive, including cloud-based computing and mobile device markets. These new offerings and markets require a considerable investment of technical, financial, compliance and sales resources, and a scalable organization. Many of our competitors may have advantages over us due to their larger presence, larger developer network, deeper experience in the cloud-based computing and mobile device markets, and larger sales, consulting and marketing resources. If we are unable to successfully establish these new offerings in light of the competitive environment, our results of operations could suffer.

The increased emphasis on a cloud strategy may give rise to risks that could harm our business.

To accelerate the growth of our business, we launched our subscription-based Creative Cloud offering in fiscal 2012 and announced in May 2013 that we will discontinue future development and new releases of the perpetually licensed line of Creative Suite products as we continue to shift our focus to Creative Cloud. As a result, we expect to derive an increasing portion of our revenues in the future from subscriptions to our creative tools and cloud-based offerings. This subscription model prices and delivers our products in a way that differs from the historical pricing and delivery methods of our creative tools. These changes reflect a significant shift from perpetual license sales and distribution of our software in favor of providing our customers the right to access certain of our software in a hosted environment or use downloaded software for a specified subscription period. This cloud strategy requires continued investment in product development and cloud operations, and may give rise to a number of risks, including the following:

- if new or current customers desire only perpetual licenses or to purchase or renew only point product subscriptions rather than acquire the entire Creative Cloud offering, our subscription sales may lag behind our expectations;
- the shift to a cloud strategy may raise concerns among our installed perpetual license customer base, including concerns regarding changes to pricing over time, information security of a cloud solution and access to files while offline;
- small businesses and hobbyists may turn to competitive or open source offerings;
- we may be unsuccessful in maintaining our target pricing, new seat adoption and projected renewal rates, or we may select a target price that is not optimal and could negatively affect our sales or earnings;
- our revenues are expected to decline over the short term and may decline over the long term as a result of this strategy;
- our shift to a subscription licensing model may result in confusion among our customers (which can slow adoption rates), partners, resellers and investors;
- our relationships with existing partners that resell perpetual license products may be damaged; and
- we may incur costs at a higher than forecasted rate as we expand our cloud operations.

Revenue from our product and service offerings may be difficult to predict.

As previously discussed, we are devoting significant resources to the development of product and service offerings as well as new distribution models where our operating history is less extensive. As our customers' purchases trend away from perpetual licenses toward subscriptions, we are experiencing and will continue to experience a deferral of revenues and cash received from customers. During this transition, our perpetual license revenue may decline more quickly than anticipated. Under a subscription model, downturns or upturns in sales may not be immediately reflected in our reported financial results. Subscription pricing allows customers to use our products at a lower initial cost when compared to the sale of a perpetual license. Although the subscription model is designed to increase the number of customers who purchase our products and services and create a recurring

Table of Contents

revenue stream that is more predictable, it creates certain risks related to the timing of revenue recognition and potential reductions in cash flows.

As a result, a portion of the subscription-based revenue we report each quarter results from the recognition of deferred revenue relating to subscription agreements entered into during previous quarters. A decline in new or renewed subscriptions in any period may not be immediately reflected in our reported financial results for that period, but may result in a decline in our revenue in future quarters. If we were to experience significant downturns in subscription sales and renewal rates, our reported financial results might not reflect such downturns until future periods. Our subscription model could also make it difficult for us to rapidly increase our revenues from subscription- or SaaS-based services through additional sales in any period, as revenue from new customers will be recognized over the applicable subscription term. Further, any increases in sales under our subscription sales model could result in decreased revenues over the short term if they are offset by a decline in sales from perpetual license customers. Additionally, in connection with our sales efforts to enterprise customers and our introduction of enterprise term license agreements, a number of factors could affect our revenues, including longer than expected sales and implementation cycles, potential deferral of revenue due to multiple-element revenue arrangements and alternate licensing arrangements. If any of our assumptions about revenue from our new businesses or our addition of a subscription-based model prove incorrect, our actual results may vary materially from those anticipated, estimated or projected.

We may be unable to predict subscription renewal or upgrade rates and the impact these rates may have on our future revenue and operating results.

The SaaS business model we utilize in our Adobe Marketing Cloud offerings typically involves selling services on a subscription basis pursuant to service agreements that are generally one to three years in length, our individual Creative Cloud subscription agreements are generally month to month or one year in length, and subscription agreements for other products and services may provide for shorter or longer terms. Although many of our service and subscription agreements contain automatic renewal terms, our customers have no obligation to renew their subscriptions for our services after the expiration of their initial subscription period, and some customers elect not to renew. We cannot provide assurance that these subscriptions will be renewed at the same or higher level of service, for the same number of seats or for the same duration of time, if at all. Moreover, under certain circumstances, some of our customers have the right to cancel their service agreements prior to the expiration of the terms of their agreements. We cannot be assured that we will be able to accurately predict future customer renewal rates. Our customers' renewal rates may decline or fluctuate as a result of a number of factors, including their satisfaction or dissatisfaction with our services, the prices of our services, the prices of services offered by our competitors, mergers and acquisitions affecting our customer base, reductions in our customers' spending levels, or declines in customer activity as a result of economic downturns or uncertainty in financial markets. If our customers do not renew their subscriptions for our services or if they renew on less favorable terms to us, our revenues may decline.

Our future growth is also affected by our ability to sell additional features and services to our current customers, which depends on a number of factors, including our customers' satisfaction with our services, the prices of our services and general economic conditions. If our efforts to cross-sell and upsell to our customers are unsuccessful, the rate at which our business grows might decline.

Security vulnerabilities in our products and systems could lead to reduced revenues or to liability claims.

Maintaining the security of our products, computers and networks is a critical issue for us and our customers. Security researchers, criminal hackers and other third parties regularly develop new techniques to penetrate computer and network security measures and have in the past managed to penetrate certain of our systems and misused certain of our systems and software. In addition, hackers also develop and deploy viruses, worms and other malicious software programs, some of which may be specifically designed to attack our products, systems, computers or networks. Sophisticated hardware and operating system software and applications that we produce or procure from third parties may contain defects in design or manufacture, including bugs and other problems that could unexpectedly compromise the security of the system. The costs to us to eliminate or alleviate cyber or other security problems, bugs, viruses, worms, malicious software programs and security vulnerabilities could be significant, and our efforts to address these problems may not be successful and could result in interruptions, delays, cessation of service and loss of

existing or potential customers that may impede our sales, manufacturing, distribution or other critical functions, as well as potential liability to the company.
Outside parties have attempted in the past and may in the future attempt to fraudulently induce our employees or users of our products to disclose sensitive information in order to gain access to our data or our customers' data. Unauthorized parties may also attempt to gain physical access to one of our facilities in order to infiltrate our information systems. These potential breaches of our security measures and the accidental loss, inadvertent disclosure or unauthorized dissemination of proprietary information or sensitive, personal or confidential data about us, our employees or our customers, including the potential loss or disclosure of

such information or data as a result of hacking, fraud, trickery or other forms of deception, could expose us, our employees, our customers or the individuals affected to a risk of loss or misuse of this information, result in litigation and potential liability or fines for us, governmental inquiry and oversight, damage our brand and reputation or otherwise harm our business.

Although these are industry-wide problems that affect computers and products across all platforms, they affect our products in particular because hackers tend to focus their efforts on the most popular operating systems and programs and we expect them to continue to do so. Critical vulnerabilities may be identified in certain of our applications. These vulnerabilities could cause such applications to crash and could potentially allow an attacker to take control of the affected system, which could result in liability to us or limit our ability to conduct our business and deliver our products and services to customers. We devote significant resources to address security vulnerabilities through engineering more secure products, enhancing security and reliability features in our products and systems, code hardening, conducting rigorous penetration tests, deploying security updates to address security vulnerabilities and improving our incident response time. The cost of these steps could reduce our operating margins, and we may be unable to implement these measures quickly enough to prevent hackers from gaining unauthorized access into our systems and products. Despite our preventative efforts, actual or perceived security vulnerabilities in our products and systems may lead to claims against us and harm our reputation, and could lead some customers to seek to return products, to stop using certain services, to reduce or delay future purchases of products or services, or to use competing products or services. If we do not make the appropriate level of investment in our technology systems or if our systems become out-of-date or obsolete and we are not able to deliver the quality of data security customers require, our business could be adversely affected. Customers may also increase their expenditures on security measures designed to protect their existing computer systems from attack, which could delay adoption of new technologies. Further, if we or our customers are subject to an attack, or our technology is utilized in a third-party attack, it may be necessary for us to take certain measures and make certain expenditures to take appropriate responsive and preventative steps. Any of these actions by customers could adversely affect our revenues or margins. Moreover, delayed sales, lower margins or lost customers resulting from the disruptions of cyber-attacks or preventative measures could adversely affect our financial results, stock price and reputation.

Uncertainty about current and future economic conditions and other adverse changes in general political conditions in any of the major countries in which we do business could adversely affect our operating results.

As our business has grown, we have become increasingly subject to the risks arising from adverse changes in economic and political conditions, both domestically and globally. Uncertainty about current and future economic and political conditions on us, our customers, suppliers and partners, makes it difficult for us to forecast operating results and to make decisions about future investments. If economic growth in the U.S., Europe and other countries slows, or if the U.S., Europe or other countries in which we do business experience further economic recessions, many customers may delay or reduce technology purchases, advertising spending or marketing spending. This could result in reductions in sales of our products and services, longer sales cycles, slower adoption of new technologies and increased price competition. Additionally, we cannot yet predict how federal or state spending cuts in the U.S. may affect our business, if at all. Our customers include government entities, including the U.S. federal government, and if spending cuts impede the government's ability to purchase our products and solutions, our revenues could decline. Deterioration in economic conditions in any of the countries in which we do business could also cause slower or impaired collections on accounts receivable, which may adversely impact our liquidity and financial condition.

There could be a number of effects from a financial institution credit crisis on our business, which could include impaired credit availability and financial stability of our customers, including our distribution partners and channels. A disruption in the financial markets may also have an effect on our derivative counterparties and could also impair our banking partners on which we rely for operating cash management. Any of these events would likely harm our business, results of operations and financial condition.

Political instability in any of the major countries in which we do business would also likely harm our business, results of operations and financial condition.

We may not realize the anticipated benefits of past or future acquisitions, and integration of these acquisitions may disrupt our business and management.

We have in the past and may in the future acquire additional companies, products or technologies. We may not realize the anticipated benefits of an acquisition, each of which involves numerous risks. These risks include:

- difficulty in integrating the operations and personnel of the acquired company;
- difficulty in effectively integrating the acquired technologies, products or services with our current technologies, products or services;
- difficulty in maintaining controls, procedures and policies during the transition and integration;