MICROCHIP TECHNOLOGY INC Form 10-Q August 09, 2016

Table of Contents

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF $^{\rm x}$ 1934

For the quarterly period ended June 30, 2016.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF $^{\rm o}$ 1934

For the transition period from ______ to _____

Commission File Number: 0-21184

MICROCHIP TECHNOLOGY INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Delaware 86-0629024

(State or Other Jurisdiction of Incorporation or Organization) (IRS Employer Identification No.)

2355 W. Chandler Blvd., Chandler, AZ 85224-6199

(480) 792-7200

(Address, Including Zip Code, and Telephone Number,

Including Area Code, of Registrant's

Principal Executive Offices)

Indicate by checkmark 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 the 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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes 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 the 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 Smaller reporting company o (Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). (Check One)

Yes o No x

Shares Outstanding of Registrant's Common Stock

Class Outstanding at July 31, 2016

Common Stock, \$0.001 par value 215,288,443 shares

MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES

INDEX

| | | Pag | | | |
|-------------------------------|--|-----------|--|--|--|
| PART I. FINANCIAL INFORMATION | | | | | |
| Item 1. | 1. Financial Statements (Unaudited) | | | | |
| | Condensed Consolidated Balance Sheets – June 30, 2016 and March 31, 2016 | <u>3</u> | | | |
| | Condensed Consolidated Statements of Operations - Three Months Ended June 30, 2016 and 2015 | <u>4</u> | | | |
| | Condensed Consolidated Statements of Comprehensive (Loss) Income - Three Months Ended June 30, 2016 and 2015 | <u>5</u> | | | |
| | Condensed Consolidated Statements of Cash Flows – Three Months Ended June 30, 2016 and 2015 | <u>6</u> | | | |
| | Notes to Condensed Consolidated Financial Statements | 7 | | | |
| Item 2. | Management's Discussion and Analysis of Financial Condition and Results of Operations | <u>28</u> | | | |
| Item 3. | Quantitative and Qualitative Disclosures About Market Risk | <u>44</u> | | | |
| | Controls and Procedures II. OTHER INFORMATION | <u>44</u> | | | |
| Item 1. | Legal Proceedings | <u>45</u> | | | |
| Item 1A. | Risk Factors | <u>45</u> | | | |
| Item 2 | Unregistered Sales of Equity Securities and Use of Proceeds | <u>58</u> | | | |
| Item 6. | <u>Exhibits</u> | <u>59</u> | | | |
| <u>SIGNATURES</u> | | | | | |
| CERTIFICATIONS | | | | | |
| EXHIBITS | | | | | |
| | | | | | |

Table of Contents

MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share amounts) (unaudited)

Item1. Financial Statements

| ASSETS | June 30, | March 31, |
|---------------------------|-----------|-------------|
| ASSETS | 2016 | 2016 |
| Cash and cash equivalents | \$600,526 | \$2,092,751 |
| Short-term investments | 1,266 | 353,284 |
| Accounts receivable, net | 435,511 | 290,183 |
| Inventories | 518,431 | 306,815 |
| Prepaid expenses | 51,769 | 41,992 |
| Assets held for sale | 18,398 | |
| Other current assets | 47,087 | |