Super Micro Computer, Inc.
Form 10-Q
May 10, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended March 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 001-33383

Super Micro Computer, Inc.
(Exact name of Registrant as specified in its charter)

Delaware	77-0353939
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)

980 Rock Avenue
San Jose, CA 95131
(Address of principal executive offices)
(408) 503-8000
(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 ¨

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 ¨

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

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

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

As of April 25, 2013, there were 42,239,626 shares of the registrant's common stock, $0.001 par value, outstanding, which is the only class of common or voting stock of the registrant issued.

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SUPER MICRO COMPUTER, INC.

QUARTERLY REPORT ON FORM 10-Q
FOR THE THREE AND NINE MONTHS ENDED MARCH 31, 2013

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PART I: FINANCIAL INFORMATION

Item 1.
SUPER MICRO COMPUTER, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)
(unaudited)

	March 31, 2013	June 30, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	$93,974	$80,826
Accounts receivable, net of allowances of $1,732 and $1,106 at March 31, 2013 and June 30, 2012, respectively (including amounts receivable from a related party of $1,316 and $1,036 at March 31, 2013 and June 30, 2012, respectively)	122,339	102,014
Inventory	257,341	276,599
Deferred income taxes-current	15,448	12,638
Prepaid income taxes	4,191	3,478
Prepaid expenses and other current assets	6,512	6,357
Total current assets	499,805	481,912
Long-term investments	2,650	2,923
Property, plant and equipment, net	95,442	97,419
Deferred income taxes-noncurrent	6,843	3,459
Other assets	3,312	3,390
Total assets	$608,052	$589,103
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable (including amounts due to a related party of $40,469 and $51,470 at March 31, 2013 and June 30, 2012, respectively)	$163,607	$173,991
Accrued liabilities	33,070	30,401
Income taxes payable	3,723	2,754
Short-term debt and current portion of long-term debt	28,745	13,362
Total current liabilities	229,145	220,508
Long-term debt-net of current portion	7,233	19,395
Other long-term liabilities	9,507	10,849
Total liabilities	245,885	250,752
Commitments and contingencies (Note 11)		
Stockholders' equity:		
Common stock and additional paid-in capital, $0.001 par value:		
Authorized shares: 100,000,000		
Issued shares: 42,663,276 and 42,034,416 at March 31, 2013 and June 30, 2012, respectively	154,579	143,806
Treasury stock (at cost), 445,028 shares at March 31, 2013 and June 30, 2012	(2,030)	(2,030)
Accumulated other comprehensive loss	(61)	(76)
Retained earnings	209,504	196,651
Total Super Micro Computer, Inc. stockholders' equity	361,992	338,351
Noncontrolling interest	175	—
Total stockholders' equity	362,167	338,351

Total liabilities and stockholders' equity	$608,052	$589,103

See accompanying notes to condensed consolidated financial statements.

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SUPER MICRO COMPUTER, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
(unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
Net sales (including related party sales of $3,600 and $3,347 in the three months ended March 31, 2013 and 2012, respectively, and $9,390 and $8,825 in the nine months ended March 31, 2013 and 2012, respectively)	$278,034	$240,178	$840,228	$737,978
Cost of sales (including related party purchases of $44,765 and $40,166 in the three months ended March 31, 2013 and 2012, respectively, and $132,704 and $115,899 in the nine months ended March 31, 2013 and 2012, respectively)	239,141	199,449	726,198	615,009
Gross profit	38,893	40,729	114,030	122,969
Operating expenses:				
Research and development	18,606	17,162	55,651	46,643
Sales and marketing	8,713	8,175	25,424	23,917
General and administrative	6,134	5,802	18,225	15,587
Total operating expenses	33,453	31,139	99,300	86,147
Income from operations	5,440	9,590	14,730	36,822
Interest and other income, net	2	9	24	46
Interest expense	(142)	(189)	(449)	(556)
Income before income tax provision	5,300	9,410	14,305	36,312
Income tax provision (benefit)	(1,740)	2,333	1,452	11,969
Net income	$7,040	$7,077	$12,853	$24,343
Net income per common share:				
Basic	$0.17	$0.17	$0.31	$0.59
Diluted	$0.16	$0.16	$0.29	$0.55
Weighted-average shares used in calculation of net income per common share:				
Basic	42,147	41,126	41,901	40,679
Diluted	44,148	44,610	43,921	43,957

See accompanying notes to condensed consolidated financial statements.

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SUPER MICRO COMPUTER, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
Net income	$7,040	$7,077	$12,853	$24,343
Other comprehensive income, net of tax:				
Foreign currency translation loss	(9)	—	(1)	—
Unrealized gains on investments	—	—	16	95
Total other comprehensive income (loss)	(9)	—	15	95
Comprehensive income	$7,031	$7,077	$12,868	$24,438

See accompanying notes to condensed consolidated financial statements.

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SUPER MICRO COMPUTER, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Nine Months Ended March 31,	
	2013	2012
OPERATING ACTIVITIES:		
Net income	$12,853	$24,343
Reconciliation of net income to net cash provided by operating activities:		
Depreciation and amortization	5,900	5,114
Stock-based compensation expense	8,662	7,430
Excess tax benefits from stock-based compensation	(844)	(1,907)
Allowance for doubtful accounts	696	203
Provision for inventory	8,744	5,686
Deferred income taxes	(6,205)	(2,082)
Exchange gain	(158)	—
Changes in operating assets and liabilities:		
Accounts receivable, net (including changes in related party balances of $(280) and $(426) during the nine months ended March 31, 2013 and 2012, respectively)	(21,021)	(16,178)
Inventory	10,514	(41,908)
Prepaid expenses and other assets	169	(2,713)
Accounts payable (including changes in related party balances of $(11,001) and $(4,512) during the nine months ended March 31, 2013 and 2012, respectively)	(9,602)	29,424
Income taxes payable, net	1,943	6,704
Accrued liabilities	3,268	3,266
Other long-term liabilities	(1,350)	1,646
Net cash provided by operating activities	13,569	19,028
INVESTING ACTIVITIES:		
Restricted cash	(407)	(39)
Proceeds from investments	300	2,075
Purchases of property, plant and equipment	(4,346)	(21,710)
Land deposit refund	—	2,868
Net cash used in investing activities	(4,453)	(16,806)
FINANCING ACTIVITIES:		
Proceeds from exercise of stock options	1,446	7,694
Minimum tax withholding paid on behalf of an officer for restricted stock awards	(1,022)	(1,109)
Excess tax benefits from stock-based compensation	844	1,907
Proceeds from debt	20,641	32,696
Repayment of debt	(17,373)	(24,662)
Payment of obligations under capital leases	(31)	(26)
Payments under receivable financing arrangements	(586)	(194)
Contributions from noncontrolling interests	168	—
Net cash provided by financing activities	4,087	16,306
Effect of exchange rate fluctuations on cash	(55)	390
Net increase in cash and cash equivalents	13,148	18,918
Cash and cash equivalents at beginning of period	80,826	69,943
Cash and cash equivalents at end of period	$93,974	$88,861

Supplemental disclosure of cash flow information:		
Cash paid for interest	$551	$545
Cash paid for taxes, net of refunds	$6,793	$6,301
Non-cash investing and financing activities:		
Accrued costs for property, plant and equipment purchases	$180	$874
Deposit applied to property acquisition	$—	$5,867
Equipment purchased under capital leases	$26	$7

See accompanying notes to condensed consolidated financial statements.

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SUPER MICRO COMPUTER, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Summary of Significant Accounting Policies

Organization

Super Micro Computer, Inc. (“Super Micro Computer”) was incorporated in 1993. Super Micro Computer is a global leader in server technology and green computing innovation. Super Micro Computer develops and provides high performance server solutions based upon an innovative, modular and open-standard architecture. Super Micro Computer has operations primarily in San Jose, California, the Netherlands and Taiwan.

Basis of Presentation
The condensed consolidated financial statements reflect the condensed consolidated balance sheets, results of operations, comprehensive income and cash flows of Super Micro Computer, Inc. and its wholly-owned subsidiaries (collectively, the “Company”). All intercompany accounts and transactions have been eliminated in consolidation.

The unaudited condensed consolidated financial statements included herein have been prepared by the Company pursuant to the rules and regulations of the United States Securities and Exchange Commission (“SEC”) and include the accounts of the Company and its wholly-owned subsidiaries. Certain information and footnote disclosures normally included in financial statements prepared in accordance with United States generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. These condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements for the fiscal year ended June 30, 2012 included in its Annual Report on Form 10-K, as filed with the SEC (the “Annual Report”).

The unaudited condensed consolidated financial statements included herein reflect all adjustments, including normal recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of the consolidated financial position, results of operations and cash flows for the periods presented. The condensed consolidated results of operations for the three and nine months ended March 31, 2013 are not necessarily indicative of the results that may be expected for future quarters or for the fiscal year ending June 30, 2013.

As of March 31, 2013, the Company contributed $168,000 and owned a 50% interest in Super Micro Business Park, Inc. ("Management Company") in Taiwan. The Management Company was established to manage the common areas shared by the Company and Ablecom for their separately constructed manufacturing facilities. The Company has concluded that the Management Company is a variable interest entity of the Company as the Company is the primary beneficiary of the Management Company. Therefore, the accounts of the Management Company have been consolidated with the accounts of the Company, and a noncontrolling interest has been recorded for Ablecom's interests in the net assets and operations of the Management Company. In the three and nine months ended March 31, 2013, $7,000 of net income attributable to Ablecom's interest was included in the Company's general and administrative expenses in the condensed consolidated statements of operations.

Reclassification

The amount previously presented for short-term debt in the condensed balance sheets as of June 30, 2012 has been reclassified to combine with short-term debt and current portion of long-term debt to conform with the current period presentation. The amount previously presented for allowance for sales returns in the condensed consolidated statements of cash flows for the nine months ended March 31, 2012 has been reclassified to combine with accounts receivable to conform with the current period presentation.

Fair Value of Financial Instruments

The Company accounts for certain assets and liabilities at fair value. Accounts receivable and accounts payable are carried at cost, which approximates fair value due to the short maturity of these instruments. Cash equivalents and long-term investments are carried at fair value. Short-term and long-term debts are carried at amortized cost, which approximates its fair value based on borrowing rates currently available to the Company for loans with similar terms. The hierarchy below lists three levels of fair value based on the extent to which inputs used in measuring fair value are observable in the market. The Company

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SUPER MICRO COMPUTER, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

categorizes each of its fair value measurements in one of these three levels based on the lowest level input that is significant to the fair value measurement in its entirety. These levels are:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 - Quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly; and
- Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Net Income Per Common Share

The Company’s restricted share awards subject to repurchase and settled in shares of common stock upon vesting have the nonforfeitable right to receive dividends on an equal basis with common stock and therefore are considered participating securities that must be included in the calculation of net income per share using the two-class method. Under the two-class method, basic and diluted net income per common share are determined by calculating net income per share for common stock and participating securities based on participation rights in undistributed earnings. Diluted net income per common share also considers the dilutive effect of in-the-money stock options, calculated using the treasury stock method. Under the treasury stock method, the amount of assumed proceeds from unexercised stock options includes the amount of compensation cost attributable to future services not yet recognized, assumed proceeds from the exercise of the options, and the incremental income tax benefit or liability as if the options were exercised during the period.

Adoption of New Accounting Pronouncements

In June 2011, the FASB issued amended authoritative guidance associated with comprehensive income, which requires companies to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This update eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The Company has adopted the provisions of this standard on a retrospective basis, except for the provision deferred. This adoption did not have an impact on the Company's results of operations or financial position, but resulted in the presentation of a separate condensed consolidated statement of comprehensive income.

In February 2013, the FASB issued authoritative guidance associated with reporting of amounts reclassified out of accumulated other comprehensive income, which requires companies to present significant reclassifications out of accumulated other comprehensive income in their entirety in the statement of operations or in a separate footnote to the financial statements. For amounts that are not required to be reclassified in their entirety to net income, the standard requires companies to cross-reference to related footnoted disclosures. The new disclosure requirements are effective on a prospective basis for financial statements issued for fiscal years, and interim periods within those years, beginning after December 15, 2012 and early adoption is permitted. The adoption of this guidance will not have a material impact on the Company's results of operations or financial position.

Note 2. Stock-based Compensation and Stockholders’ Equity

Equity Incentive Plan

In January 2011, the Board of Directors approved an amendment to the 2006 Equity Incentive Plan (the "2006 Plan") that increased by 2,000,000 the aggregate maximum number of shares that may be issued under the 2006 Plan. The amendment to the 2006 Plan was approved by the Company's stockholders in February 2011. The authorized number of shares that may be issued under the 2006 Plan automatically increases on July 1 each year through 2016, by an amount equal to (a) 3% of shares of stock issued and outstanding on the immediately preceding June 30, or (b) a lesser amount determined by the Board of Directors. The exercise price per share for incentive stock options granted to employees owning shares representing more than 10% of the Company at the time of grant cannot be less than 110% of the fair value. Nonqualified stock options and incentive stock options granted to all other persons shall be granted at a price not less than 100% of the fair value. Options generally expire ten years after the date of grant and options vest over four years; 25% at the end of one year and one sixteenth per quarter thereafter.

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SUPER MICRO COMPUTER, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

In the three and nine months ended March 31, 2013, the Company granted options for the purchase of 575,170 and 1,639,570 shares under the 2006 Plan, respectively. As of March 31, 2013, the Company had 851,288 authorized shares available for future issuance under all of its equity incentive plans.

Restricted Stock Awards

Restricted stock awards are share awards that provide the rights to a set number of shares of the Company's stock on the grant date. In August 2008, the Compensation Committee of the Board of Directors of the Company (the "Committee") approved the terms of an agreement (the "Option Exercise Agreement") with Charles Liang, a director and President and Chief Executive Officer of the Company, pursuant to which Mr. Liang exercised a fully vested option previously granted to him for the purchase of 925,000 shares. The option was exercised using a "net-exercise" procedure in which he was issued a number of shares representing the spread between the option exercise price and the then current market value of the shares subject to the option (898,205 shares based upon the market value as of the date of exercise). The shares issued upon exercise of the option are subject to vesting over five years. Vesting of the shares subject to the award may accelerate in certain circumstances pursuant to the terms of the Option Exercise Agreement. The Company determined that there was no incremental fair value of the option exchanged for the award. 718,564 and 538,923 shares were vested as of March 31, 2013 and June 30, 2012, respectively.

Determining Fair Value

Valuation and amortization method—The Company estimates the fair value of stock options granted using the Black-Scholes-option-pricing formula and a single option award approach. This fair value is then amortized ratably over the requisite service periods of the awards, which is generally the vesting period.

Expected Term—The Company's expected term represents the period that the Company's stock-based awards are expected to be outstanding and was determined based on an analysis of the relevant peer companies' post-vest termination rates and the exercise factors for the stock options granted prior to June 30, 2011. For stock options granted after June 30, 2011, the expected term is based on a combination of the Company's peer group and the Company's historical experience.

Expected Volatility—Expected volatility is based on a combination of the implied and historical volatility for its peer group and the Company's historical volatility for the stock options granted prior to September 30, 2009. For stock options granted after September 30, 2009, expected volatility is based solely on the Company's historical volatility.

Expected Dividend—The Black-Scholes valuation model calls for a single expected dividend yield as an input and the Company has no plans to pay dividends.

Risk-Free Interest Rate—The risk-free interest rate used in the Black-Scholes valuation method is based on the U.S. Treasury zero coupon issues in effect at the time of grant for periods corresponding with the expected term of option.

Estimated Forfeitures—The estimated forfeiture rate is based on the Company's historical forfeiture rates and the estimate is revised in subsequent periods if actual forfeitures differ from the estimate.

The fair value of stock option grants for the three and nine months ended March 31, 2013 and 2012 was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
Risk-free interest rate	0.80% - 0.90%	0.83% - 0.94%	0.65% - 0.90%	0.83% - 1.32%
Expected life	5.14 years	5.04 years	5.03 - 5.14 years	5.01 - 5.04 years
Dividend yield	— %	— %	— %	— %
Volatility	51.27% - 51.49%	45.62% - 52.43%	51.27% - 51.57%	45.62% - 53.72%
Weighted-average fair value	$3.92	$7.16	$4.56	$6.92

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SUPER MICRO COMPUTER, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

The following table shows total stock-based compensation expense included in the consolidated statements of operations for the three and nine months ended March 31, 2013 and 2012 (in thousands):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
Cost of sales	$232	$183	$696	$591
Research and development	1,666	1,394	4,928	3,994
Sales and marketing	389	397	1,182	1,037
General and administrative	563	619	1,856	1,808
Stock-based compensation expense before taxes	2,850	2,593	8,662	7,430
Income tax impact	(40)	(794)	(449)	(1,332)
Stock-based compensation expense, net	$2,810	$1,799	$8,213	$6,098

The cash flows resulting from the tax benefits for tax deductions resulting from the exercise of stock options in excess of the compensation expense recorded for those options (excess tax benefits) issued or modified since July 1, 2006 are classified as cash from financing activities. Excess tax benefits for stock options issued prior to July 1, 2006 are classified as cash from operating activities. The Company had $1,687,000 and $3,143,000 of excess tax benefits accounted in the Company's additional paid-in capital in the nine months ended March 31, 2013 and 2012, respectively. The Company had excess tax benefits that are classified as cash from financing activities of $844,000 and $1,907,000 in the nine months ended March 31, 2013 and 2012, respectively, for options issued since July 1, 2006. Excess tax benefits for stock options issued prior to July 1, 2006 continue to be classified as cash from operating activities.

Stock Option Activity

The following table summarizes stock option activity during the nine months ended March 31, 2013 under all stock option plans:

	Number of Shares	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value (in thousands)
Outstanding at July 1, 2012	11,302,228	$10.36	6.50	$ 66,062
Granted	1,639,570	12.23		
Exercised	(533,076)	2.71		
Forfeited or cancelled	(339,740)	14.05		
Outstanding at March 31, 2013	12,068,982	10.85	6.36	27,110
Options vested and expected to vest at March 31, 2013	11,653,093	10.85	6.26	26,899
Options vested and exercisable at March 31, 2013	8,379,739	$9.45	5.30	$ 25,439

The total pretax intrinsic value of options exercised was $1,152,000 and $4,220,000 for the three and nine months ended March 31, 2013, respectively, and $8,342,000 and $10,476,000 for the three and nine months ended March 31, 2012, respectively. As of March 31, 2013, the Company's total unrecognized compensation cost related to non-vested

stock-based awards granted since July 1, 2006 to employees and non-employee directors was $20,919,000, which will be recognized over a weighted-average vesting period of approximately 2.48 years.

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SUPER MICRO COMPUTER, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

Restricted Stock Award Activity

The following table summarizes the Company’s restricted stock award activity for the nine months ended March 31, 2013:

	Restricted Stock Awards	
	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Nonvested stock at July 1, 2012	362,782	$10.72
Granted	—	—
Vested	(179,641)	10.66
Forfeited	—	—
Nonvested stock at March 31, 2013	183,141	$10.79

The total pretax intrinsic value of restricted stock awards vested was $0 and $2,190,000 for the three and nine months ended March 31, 2013, respectively, and $0 and $2,375,000 for the three and nine months ended March 31, 2012, respectively. In the nine months ended March 31, 2013 and 2012, upon vesting, 179,641 shares of restricted stock awards were net share-settled such that the Company withheld 83,857 shares with value equivalent to an officer's minimum statutory obligation for the applicable income and other employment taxes, and remitted the cash to the appropriate taxing authorities. The total shares withheld were based on the value of the restricted stock awards on the vesting date as determined by the Company’s closing stock price. Total payments for an officer's tax obligations to the taxing authorities were $1,022,000 and $1,109,000 in the nine months ended March 31, 2013 and 2012, respectively, and are reflected as a financing activity within the Condensed Consolidated Statements of Cash Flows. These net-share settlements had the effect of share repurchases by the Company as they reduced and retired the number of shares that would have otherwise been issued as a result of the vesting and did not represent an expense to the Company.

The total intrinsic value of the outstanding restricted stock awards was $2,068,000 as of March 31, 2013. There is no incremental fair value to be recognized as compensation expense in connection with the unvested restricted stock awards of 179,641 shares as of March 31, 2013.

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SUPER MICRO COMPUTER, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

Note 3. Net Income Per Common Share

The computation of basic and diluted net income per common share using the two-class method is as follows (in thousands, except per share amounts):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
Basic net income per common share calculation				
Net income	$7,040	$7,077	$12,853	$24,343
Less: Undistributed earnings allocated to participating securities	(30)	(61)	(67)	(235)
Net income attributable to common shares—basic	$7,010	$7,016	$12,786	$24,108
Weighted-average number of common shares used to compute basic net income per common share	42,147	41,126	41,901	40,679
Basic net income per common share	$0.17	$0.17	$0.31	$0.59
Diluted net income per common share calculation				
Net income	$7,040	$7,077	$12,853	$24,343
Less: Undistributed earnings allocated to participating securities	(29)	(57)	(64)	(217)
Net income attributable to common shares—diluted	$7,011	$7,020	$12,789	$24,126
Weighted-average number of common shares used to compute basic net income per common share	42,147	41,126	41,901	40,679
Dilutive effect of options to purchase common stock	2,001	3,484	2,020	3,278
Weighted-average number of common shares used to compute diluted net income per common share	44,148	44,610	43,921	43,957
Diluted net income per common share	$0.16	$0.16	$0.29	$0.55

For the three and nine months ended March 31, 2013 and 2012, the Company had stock options outstanding that could potentially dilute basic earnings per share in the future, but were excluded from the computation of diluted net income per share in the periods presented, as their effect would have been anti-dilutive. The shares of common stock issuable upon exercise of such anti-dilutive outstanding stock options were 6,551,000 and 6,076,000 for the three and nine months ended March 31, 2013, respectively, and 2,902,000 and 3,034,000 for the three and nine months ended March 31, 2012, respectively.

Note 4. Balance Sheet Components (in thousands)

Inventory:

	March 31, 2013	June 30, 2012
Finished goods	$182,853	$203,498
Work in process	20,002	10,252
Purchased parts and raw materials	54,486	62,849
Total inventory	$257,341	$276,599

The Company recorded a provision for lower of costs or market and excess and obsolete inventory totaling $2,431,000 and $8,744,000 in the three and nine months ended March 31, 2013, respectively, and $1,784,000 and $5,686,000 in the three and nine months ended March 31, 2012, respectively.

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Property, Plant, and Equipment:

	March 31, 2013	June 30, 2012
Land	$41,774	$41,709
Buildings	43,979	43,983
Building and leasehold improvements	7,157	6,780
Machinery and equipment	25,389	22,629
Furniture and fixtures	4,687	4,449
Purchased software	5,126	4,794
	128,112	124,344
Accumulated depreciation and amortization	(32,670)	(26,925)
Property, plant and equipment, net	$95,442	$97,419

Other Assets:

As of March 31, 2013, other assets consist primarily of a long-term prepaid royalty license of $1,558,000, an investment in a privately held company of $750,000 and restricted cash of $848,000. As of June 30, 2012, other assets consist primarily of a long-term prepaid royalty license of $1,745,000, an investment in a privately held company of $750,000 and restricted cash of $441,000. Restricted cash consists primarily of certificates of deposits pledged as security for one irrevocable letter of credit required by the landlord of its warehouse lease in Fremont, California, certificates of deposits pledged as security for value added tax examination required by tax authority of Taiwan and bank guarantees required by the landlord of its office leases in the Netherlands.

Product Warranties:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
Balance, beginning of period	$6,227	$4,741	$5,522	$4,710
Provision for warranty	3,055	3,199	9,547	8,347
Costs charged to accrual	(2,963)	(3,089)	(9,020)	(8,223)
Change in estimated liability for pre-existing warranties	(240)	273	30	290
Balance, end of period	$6,079	$5,124	$6,079	$5,124

Note 5. Long-term Investments

As of March 31, 2013 and June 30, 2012, the Company held $2,650,000 and $2,923,000, respectively, of auction-rate securities (“auction rate securities”), net of unrealized losses, representing its interest in auction rate preferred shares in a closed end mutual fund invested in municipal securities; such auction rate securities were rated AAA or AA2 at March 31, 2013 and CAA3 at June 30, 2012. These auction rate preferred shares have no stated maturity date.

During February 2008, the auctions for these auction rate securities began to fail to obtain sufficient bids to establish a clearing rate and the securities were not salable in the auction, thereby losing the short-term liquidity previously provided by the auction process. As a result, these auction rate securities have been classified as long-term available-for-sale investments.

The Company has used a discounted cash flow model to estimate the fair value of the auction rate securities as of March 31, 2013 and June 30, 2012. The material factors used in preparing the discounted cash flow model are i) the discount rate utilized to present value the cash flows, ii) the time period until redemption and iii) the estimated rate of return. As of March 31, 2013, the discount rate, the time period until redemption and the estimated rate of return were 0.47%, 3 years and 1%. Management derives the estimates by obtaining input from market data on the applicable discount rate, estimated time to redemption and estimated rate of return. The changes in fair value have been primarily due to changes in the estimated rate of

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return and a change in the estimated redemption period. The fair value of the Company's investment portfolio may change between 1% to 3% by increasing or decreasing the rate of return used by 1% or by increasing or decreasing the term used by 1 year. Changes in these estimates or in the market conditions for these investments are likely in the future based upon the then current market conditions for these investments and may affect the fair value of these investments. On a quarterly basis, the Company reviews the inputs to assess their continued appropriateness and consistency. If any significant differences were to be noted, they would be researched in order to determine the reason. However, historically, no significant differences have been noted. The Company has consistently applied these valuation techniques in all periods presented and believes it has obtained the most accurate information available for the auction rate securities. Movement of these inputs would not significantly impact the fair value of the auction rate securities.

Based on this assessment of fair value, the Company determined there was a recovery in fair value of its auction rate securities of $27,000 during the nine months ended March 31, 2013 and $156,000 during the nine months ended March 31, 2012, respectively. There was no change in fair value of its auction rate securities during the three months ended March 31, 2013 and 2012. There was a cumulative total decline of $100,000 and $127,000 as of March 31, 2013 and June 30, 2012, respectively. That amount has been recorded as a component of other comprehensive income. As of March 31, 2013 and June 30, 2012, the Company has recorded an accumulated unrealized loss of $60,000 and $76,000, respectively, net of deferred income taxes, on long-term auction rate securities. The Company deems this loss to be temporary as it will not likely be required to sell the securities before their anticipated recovery and the Company has the intent and financial ability to hold these investments until recovery of cost.

Although the investment impairment is considered to be temporary, these investments are not currently liquid and in the event the Company needs to access these funds, the Company will not be able to do so without a loss of principal. The Company plans to continue to monitor the liquidity situation in the marketplace and the creditworthiness of its holdings and will perform periodic impairment analysis. During the three and nine months ended March 31, 2013, $0 and $300,000 of auction rate security were redeemed at par, respectively. During the three and nine months ended March 31, 2012, $400,000 and $2,075,000 of the auction rate securities were redeemed at par, respectively.

Note 6. Fair Value Disclosure

The financial assets of the Company measured at fair value on a recurring basis are included in cash equivalents and long-term investments. The Company’s money market funds are classified within Level 1 of the fair value hierarchy which is based on quoted market prices for the identical underlying securities in active markets. The Company’s long-term auction rate securities investments are classified within Level 3 of the fair value hierarchy which does not have observable inputs for its auction rate securities as of March 31, 2013 and June 30, 2012. Refer to Note 1 of Notes to Condensed Consolidated Financial Statements for a discussion of the Company’s policies regarding the fair value hierarchy. The Company’s methodology for valuing these investments is the discounted cash flow model and is described in Note 5 of Notes to Condensed Consolidated Financial Statements.

The following table sets forth the Company’s cash equivalents and long-term investments as of March 31, 2013 and June 30, 2012 which are measured at fair value on a recurring basis by level within the fair value hierarchy. These are classified based on the lowest level of input that is significant to the fair value measurement, (in thousands):

March 31, 2013	Level 1	Level 2	Level 3	Asset at Fair Value
Money market funds	$310	$—	$—	$310

Auction rate securities	—	—	2,650	2,650
Total	$310	$—	$2,650	$2,960

June 30, 2012	Level 1	Level 2	Level 3	Asset at Fair Value
Money market funds	$411	$—	$—	$411
Auction rate securities	—	—	2,923	2,923
Total	$411	$—	$2,923	$3,334

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The above table excludes $93,429,000 and $80,415,000 of cash and $1,142,000 and $500,000 of certificates of deposit held by the Company as of March 31, 2013 and June 30, 2012, respectively. There were no transfers between Level 1, Level 2 or Level 3 securities in the three and nine months ended March 31, 2013 and 2012.

The following table provides a reconciliation of the Company's financial assets measured at fair value on a recurring basis, consisting of long-term auction rate securities, using significant unobservable inputs (Level 3) for the three and nine months ended March 31, 2013 and 2012 (in thousands):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
Balance as of beginning of period	$2,650	$3,669	$2,923	$5,188
Total realized gains or (losses) included in net income	—	—	—	—
Total unrealized gains or (losses) included in other comprehensive income	—	—	27	156
Sales and settlements at par	—	(400)	(300)	(2,075)
Transfers in and/or out of Level 3	—	—	—	—
Balance as of end of period	$2,650	$3,269	$2,650	$3,269

The Company's short-term certificates of deposit as of March 31, 2013 and June 30, 2012 were $59,000, and are grouped in prepaid expense and other assets.

The following is a summary of the Company's long-term investments as of March 31, 2013 and June 30, 2012 (in thousands):

	March 31, 2013			
	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Auction rate securities	$2,750	$—	$(100)	$2,650

	June 30, 2012			
	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Auction rate securities	$3,050	$—	$(127)	$2,923

The Company measures the fair value of outstanding debts for disclosure purposes on a recurring basis. As of March 31, 2013 and June 30, 2012, short-term and long-term debt of $35,978,000 and $32,757,000, respectively, are reported at amortized cost. These outstanding debts are classified at Level 2 as they are not actively traded and are valued using a discounted cash flow model that uses observable market inputs. Based on the discounted cash flow model, the fair value of the outstanding debts approximates amortized cost.

Note 7. Advances from Receivable Financing Arrangements

The Company has accounts receivable financing agreements with certain financing companies whereby the financing companies pay the Company for sales transactions that have been pre-approved by these financing companies. The financing companies then collect the receivable from the customer. Such sales transactions totaled $2,778,000 and $6,216,000 for the three and nine months ended March 31, 2013, respectively, and $4,131,000 and $17,873,000 for the three and nine months ended March 31, 2012, respectively. At March 31, 2013 and June 30, 2012, $32,000 and $618,000, respectively, remained uncollected from customers subject to these arrangements. Such amounts have been recorded as advances from receivable financing arrangements as the Company has obligations to repurchase inventories seized by the financing companies from defaulting customers. Historically, the Company has not been required to repurchase inventories from the financing companies.

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These financing arrangements bear interest at rates ranging from 0.80% to 1.0% and 0.80% to 1.15% per month depending on the customers' payment terms at March 31, 2013 and June 30, 2012, respectively.

Note 8. Short-term and Long-term Obligations

Short-term and long-term obligations as of March 31, 2013 and June 30, 2012 consisted of the following (in thousands):

	March 31, 2013	June 30, 2012
Lines of credit:		
Bank of America	$10,899	$10,562
China Trust Bank	—	10,062
Total line of credit	10,899	20,624
Building term loans:		
Bank of America	10,033	12,133
China Trust Bank	15,046	—
Total building term loans	25,079	12,133
Total debts	35,978	32,757
Current portion	(28,745)	(13,362)
Long-term portion	$7,233	$19,395

Activities under Revolving Lines of Credit and Term Loans

Bank of America

In October 2011, the Company entered into an amendment to the existing credit agreement with Bank of America, N.A. ("Bank of America") which provided for (i) a $40,000,000 revolving line of credit facility through June 15, 2013 and (ii) a five-year $14,000,000 term loan facility. The term loan is secured by the three buildings purchased in San Jose, California in June 2010 and the principal and interest are payable monthly through September 30, 2016 with an interest rate at the LIBOR rate plus 1.50% per annum.

The line of credit facility provides for borrowings denominated both in U.S. dollars and in Taiwanese dollars. For borrowings denominated in U.S. dollars, the interest rate for the revolving line of credit is at the LIBOR rate plus 1.25% per annum. The LIBOR rate was 0.20% at March 31, 2013. For borrowings denominated in Taiwanese dollars, the interest rate is equal to the lender's established interest rate which is adjusted monthly. In the nine months ended March 31, 2012, the Company drew an additional $8,798,000 from the revolving line of credit with Bank of America for the construction of facilities and expansion of business operations in Taiwan and repaid $9,898,000. In the nine months ended March 31, 2013, the Company drew an additional $5,600,000 from the revolving line of credit with Bank of America for its inventory purchases in Taiwan and repaid $5,246,000.

As of March 31, 2013 and June 30, 2012, the total outstanding borrowing under the Bank of America term loan was $10,033,000 and $12,133,000, respectively. The total outstanding borrowings under the Bank of America line of credit were $10,899,000 and $10,562,000 as of March 31, 2013 and June 30, 2012, respectively. The interest rates for these loans ranged from 1.24% to 1.70% per annum at March 31, 2013 and 1.29% to 1.81% per annum at June 30, 2012, respectively. As of June 30, 2012, borrowings denominated in Taiwanese dollars under the Bank of America

line of credit were translated to U.S. dollars of $4,863,000. As of March 31, 2013, the Company paid off the borrowings denominated in Taiwanese dollars under the Bank of America line of credit. As of March 31, 2013, the unused revolving line of credit with Bank of America was $29,101,000.

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China Trust Bank

In October 2011, the Company also obtained an unsecured revolving line of credit from China Trust Bank totaling NT$300,000,000 Taiwanese dollars, or $9,898,000 U.S. dollars equivalents, that matured on July 31, 2012 with an interest rate equal to the lender's established interest rate plus 0.5% which was adjusted monthly. In fiscal year 2012, the Company drew the full amount from this revolving line of credit to repay $9,898,000 of the revolving line of credit to Bank of America. The interest rate for the borrowing under this line of credit was 1.41% per annum at June 30, 2012. The total outstanding borrowings under the China Trust Bank term loan was denominated in Taiwanese dollars and was translated into U.S. dollars of $10,062,000 as of June 30, 2012.

In July 2012, the Company entered into a NT$450,000,000 Taiwanese dollars, or $14,912,000 U.S. dollars equivalents, credit facility with China Trust Bank. The credit facility provides for a one-year term loan. In July 2012, the Company drew NT$150,000,000 Taiwanese dollars, or $5,014,000 U.S. dollars equivalents, under the term loan. In addition, the Company borrowed under the term loan to pay down the outstanding revolving line of credit of NT$300,000,000 Taiwanese dollars, or $10,027,000 U.S. dollars equivalents. The term loan is secured by the land and building located in Bade, Taiwan with an interest rate at the lender's established interest rate plus 0.3% which is adjusted monthly. The term loan matures on July 31, 2013. The Company used the proceeds from this term loan to repay $4,863,000 of the revolving line of credit to Bank of America. The interest rate for the term loan was 1.21% per annum at March 31, 2013. The total outstanding borrowings under the China Trust Bank term loan was denominated in Taiwanese dollars and was translated into U.S. dollars of $15,046,000 as of March 31, 2013.

Covenant Compliance

The credit agreement with Bank of America contains customary representations and warranties and customary affirmative and negative covenants applicable to the Company and its subsidiaries. The credit agreement contains certain financial covenants, including the following:

- Not to incur on a consolidated basis, a net loss before taxes and extraordinary items in any two consecutive quarterly accounting periods;
- The Company's funded debt to EBITDA ratio (ratio of all outstanding liabilities for borrowed money and other interest-bearing liabilities, including current and long-term debt, less the non-current portion of subordinated liabilities to EBITDA) shall not be greater than 2.00;
- The Company's unencumbered liquid assets, as defined in the agreement, held in the United States shall have an aggregate market value of not less than $30,000,000.

As of March 31, 2013 and June 30, 2012, the total assets except for the three buildings purchased in San Jose, California in June 2010 and the land and building located in Bade, Taiwan collateralizing the line of credit with Bank of America were $562,314,000 and $571,060,000, respectively. As of March 31, 2013 and June 30, 2012, total assets collateralizing the term loan with Bank of America were $17,871,000 and $18,043,000, respectively. As of March 31, 2013, the Company was in compliance with all financial covenants associated with the credit agreement with Bank of America.

As of March 31, 2013, the land and building located in Bade, Taiwan collateralizing the term loan with China Trust Bank was $27,867,000. There are no financial covenants associated with the term loan with China Trust Bank at March 31, 2013.

Note 9. Related-party and Other Transactions

Ablecom Technology Inc.—Ablecom, a Taiwan corporation, together with one of its subsidiaries, Compuware (collectively “Ablecom”), is one of the Company’s major contract manufacturers. Ablecom’s ownership of Compuware is below 50% but Compuware remains a related party as Ablecom still has significant influence over the operations. Ablecom’s chief executive officer, Steve Liang, is the brother of Charles Liang, the Company’s President, Chief Executive Officer and Chairman of the Board of Directors, and owns approximately 1.0% of the Company’s common stock. Charles Liang and his wife, also an officer of the Company, collectively own approximately 10.5% of Ablecom, while Steve Liang and other family members own approximately 35.9% of Ablecom at March 31, 2013.

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The Company has product design and manufacturing services agreements (“product design and manufacturing agreements”) and a distribution agreement (“distribution agreement”) with Ablecom.

Under the product design and manufacturing agreements, the Company outsources a portion of its design activities and a significant part of its manufacturing of components such as server chassis to Ablecom. Ablecom agrees to design products according to the Company’s specifications. Additionally, Ablecom agrees to build the tools needed to manufacture the products. The Company has agreed to pay for the cost of chassis and related product tooling and engineering services and will pay for those items when the work has been completed.

Under the distribution agreement, Ablecom purchases server products from the Company for distribution in Taiwan. The Company believes that the pricing and terms under the distribution agreement are similar to the pricing and terms of distribution arrangements the Company has with similar, third party distributors.

Ablecom’s net sales to the Company and its net sales of the Company’s products to others comprise a substantial majority of Ablecom’s net sales. The Company purchased products from Ablecom totaling $44,765,000 and $132,704,000 and sold products to Ablecom totaling $3,600,000 and $9,390,000 for the three and nine months ended March 31, 2013, respectively. The Company purchased products from Ablecom totaling $40,166,000 and $115,899,000 and sold products to Ablecom totaling $3,347,000 and $8,825,000 for the three and nine months ended March 31, 2012, respectively.

Amounts owed to the Company by Ablecom as of March 31, 2013 and June 30, 2012, were $1,316,000 and $1,036,000, respectively. Amounts owed to Ablecom by the Company as of March 31, 2013 and June 30, 2012, were $40,469,000 and $51,470,000, respectively. For the three and nine months ended March 31, 2013, the Company paid Ablecom the majority of invoiced dollars between 49 and 92 days of invoice. For the three and nine months ended March 31, 2013, the Company paid $531,000 and $3,398,000, respectively, for tooling assets and miscellaneous costs to Ablecom. For the three and nine months ended March 31, 2012, the Company paid $1,024,000 and $3,759,000, respectively, for tooling assets and miscellaneous costs to Ablecom.

The Company’s exposure to loss as a result of its involvement with Ablecom is limited to (a) potential losses on its purchase orders in the event of an unforeseen decline in the market price and/or demand of the Company’s products such that the Company incurs a loss on the sale or cannot sell the products and (b) potential losses on outstanding accounts receivable from Ablecom in the event of an unforeseen deterioration in the financial condition of Ablecom such that Ablecom defaults on its payable to the Company. Outstanding purchase orders with Ablecom were $59,897,000 and $63,151,000 at March 31, 2013 and June 30, 2012, respectively, representing the maximum exposure to loss relating to (a) above. The Company does not have any direct or indirect guarantees of losses of Ablecom.

In May 2012, the Company and Ablecom jointly established Super Micro Business Park, Inc. ("Management Company") in Taiwan to manage the common areas shared by the Company and Ablecom for their separately constructed manufacturing facilities. Each company contributed $168,000 and owns 50% of the Management Company. Although the operations of the Management Company are independent of the Company, through governance rights, the Company has the ability to direct the Management Company's business strategies. Therefore, the Company has concluded that the Management Company is a variable interest entity of the Company as the Company is the primary beneficiary of the Management Company. As of March 31, 2013, the accounts of the Management Company have been consolidated with the accounts of the Company, and a noncontrolling interest has been recorded for the Ablecom's interests in the net assets and operations of the Management Company. In the three

and nine months ended March 31, 2013, $7,000 of net income attributable to Ablecom's interest was included in the Company's general and administrative expenses in the condensed consolidated statements of operations.

Note 10. Income Taxes

The Company recorded provisions for (benefit from) income taxes of $(1,740,000) and $1,452,000 for the three and nine months ended March 31, 2013, respectively, and $2,333,000 and $11,969,000 for the three and nine months ended March 31, 2012. The effective tax rate was (32.8)% and 10.2% for the three and nine months ended March 31, 2013, respectively, and 24.8% and 33.0% for the three and nine months ended March 31, 2012, respectively. The provision for income taxes and the effective tax rates for the three and nine months ended March 31, 2013 were lower than the federal statutory rate primarily due to lower income and the Company's recognition of total tax benefits of approximately $4,885,000 related to the reinstatement of

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the U.S. federal research and development ("R&D") tax credit on January 2, 2013 and the release of unrecognized tax benefit as a result of the resolution of the Internal Revenue Service ("IRS") audits, in part offset by the impact of stock option expenses.

In the three months ended March 31, 2013, the American Taxpayer Relief Act of 2012 reinstated the U.S. federal R&D tax credit for two years to December 31, 2013, retroactive to January 1, 2012. As a result, during the three months ended March 31, 2013, the Company recognized a total tax benefit of $2,868,000, of which $2,344,000 related to calendar year 2012.

In the three months ended March 31, 2013, the IRS and the Company agreed to all outstanding items related to the audit of the Company's federal income tax returns for the fiscal years ended June 30, 2008 through June 30, 2010. As a result of the resolution, the Company increased its income tax payable by $130,000 and recognized a net benefit to the provision for income taxes of $2,017,000, which included a reduction in interest expense of $266,000.

As of March 31, 2013, the Company had a liability for gross unrecognized tax benefits of $7,668,000, substantially all of which, if recognized, would affect the Company's effective tax rate. During the three and nine months ended March 31, 2013, the liability for gross unrecognized tax benefit was reduced by $2,017,000 primarily due to the IRS audit settlement and lapse of statute of limitations in foreign jurisdictions.

The Company’s policy is to include interest and penalties related to unrecognized tax benefits within the provision for taxes on the condensed consolidated statements of operations. As of March 31, 2013, the Company had accrued $717,000 for the payment of interest and penalties relating to unrecognized tax benefits.

The Company is subject to U.S. federal income tax as well as income taxes in many state and foreign jurisdictions. The Company does not expect its unrecognized tax benefits to change materially over the next 12 months. The status of limitation in federal jurisdiction remain open in general for tax years 2010 through 2013. The state jurisdictions remain open in general for tax years 2007 through 2013. The major foreign jurisdictions remain open for examination in general for tax years 2006 through 2013.

Note 11. Commitments and Contingencies

Litigation and Claims — From time to time, the Company is involved in various legal proceedings arising from the normal course of business activities. The Company defends itself vigorously against any such claims. In management’s opinion, the resolution of any matters will not have a material adverse effect on the Company’s condensed consolidated financial condition, results of operations or liquidity.

Purchase Commitments — The Company has agreements to purchase certain units of inventory and non-inventory items through fiscal year 2016. As of March 31, 2013, these remaining non-cancellable commitments were $315,871,000, which will be paid through December 2015.

Included in the above non-cancellable commitments are hard disk drive purchase commitments totaling approximately $183,177,000, which have terms expiring through March 2014. In May 2013, the Company entered into an amendment to the purchase agreement, which decreases its hard disk drive purchase commitments to $179,260,000 and extends the terms to December 2014. The Company entered into purchase agreements with selected suppliers of hard disk drives in order to ensure continuity of supply for these components. The agreements provide for some variation in the amount of units the Company is required to purchase and the suppliers may modify the purchase price

for these components due to significant changes in market or component supply conditions. Product mix for these components may be negotiated quarterly and the purchase price for these components will be reviewed quarterly with the suppliers. The Company has been negotiating the purchase price with the suppliers on an ongoing basis based upon market rates.

Note 12. Segment Reporting

The Company operates in one operating segment that develops and provides high performance server solutions based upon an innovative, modular and open-standard architecture. The Company's chief operating decision maker is the Chief Executive Officer.

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International net sales are based on the country and region to which the products were shipped. The following is a summary for the three and nine months ended March 31, 2013 and 2012, of net sales by geographic region (in thousands):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
Net sales:				
United States	$157,370	$135,632	$448,729	$431,422
Europe	61,115	55,347	191,438	159,495
Asia	52,820	43,486	177,917	127,640
Other	6,729	5,713	22,144	19,421
	$278,034	$240,178	$840,228	$737,978

The following is a summary of long-lived assets, excluding financial instruments, deferred tax assets, other assets, goodwill and intangible assets (in thousands):

	March 31, 2013	June 30, 2012
Long-lived assets:		
United States	$62,389	$63,709
Asia	32,614	33,257
Europe	439	453
	$95,442	$97,419

The following is a summary of net sales by product type (in thousands):

	Three Months Ended March 31,						Nine Months Ended March 31,					
	2013			2012			2013			2012		
	Amount	Percent of Net Sales		Amount	Percent of Net Sales		Amount	Percent of Net Sales		Amount	Percent of Net Sales	
Server systems	$116,209	41.8	%	$116,420	48.5	%	$349,175	41.6	%	$324,000	43.9	%
Subsystems and accessories	161,825	58.2	%	123,758	51.5	%	491,053	58.4	%	413,978	56.1	%
Total	$278,034	100.0	%	$240,178	100.0	%	$840,228	100.0	%	$737,978	100.0	%

Subsystems and accessories are comprised of serverboards, chassis and accessories. Server systems constitute an assembly of subsystems and accessories done by the Company. No customer represented greater than 10% of the Company’s total net sales nor did net sales in any country other than the United States represent greater than 10% of the Company’s total net sales in the three and nine months ended March 31, 2013 and 2012. No customer accounted for 10% or more of accounts receivable as of March 31, 2013 and June 30, 2012.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This section and other parts of this Form 10-Q contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended that involve risks and uncertainties. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology including “would,” “could,” “may,” “will,” “should,” “expect,” “intend,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” or “continue,” the negative of these terms or other comparable terminology. In evaluating these statements, you should specifically consider various factors, including the risks described under “Risk Factors” below and in other parts of this Form 10-Q as well as in our other filings with the SEC. These factors may cause our actual results to differ materially from those anticipated or implied in the forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. We cannot guarantee future results, levels of activity, performance or achievements.

Overview

We are a global leader in high-performance, high-efficiency server technology and green computing innovation. We develop and provide end-to-end green computing solutions for Enterprise IT, Datacenter, Cloud Computing, High Performance Computing, or HPC, and Embedded Systems worldwide. Our solutions include a range of complete rackmount, workstation, blade, storage, GPU systems, networking devises and full rack solutions, as well as subsystems and accessories which can be used by distributors, OEMs and end customers to assemble server systems. To date, we have generated the majority of our net sales from subsystems. Net sales of optimized servers were $116.2 million and $349.2 million for the three and nine months ended March 31, 2013, respectively, and $116.4 million and $324.0 million for the three and nine months ended March 31, 2012, respectively. Net sales of subsystems and accessories were $161.8 million and $491.1 million for the three and nine months ended March 31, 2013, respectively, and $123.8 million and $414.0 million for the three and nine months ended March 31, 2012, respectively. The increase in our net sales in the three and nine months ended March 31, 2013 compared with the three and nine months ended March 31, 2012 was primarily due to increased sales in subsystems and accessories and sales in server systems with Intel's Sandy Bridge processors offset in part by our lower sales of more mature server systems.

We commenced operations in 1993 and have been profitable every year since inception. Our net sales were $278.0 million and $840.2 million for the three and nine months ended March 31, 2013, respectively, and $240.2 million and $738.0 million for the three and nine months ended March 31, 2012, respectively. Our net income was $7.0 million and $12.9 million for the three and nine months ended March 31, 2013, respectively, and $7.1 million and $24.3 million for the three and nine months ended March 31, 2012, respectively.

Our decrease in net income in the three and nine months ended March 31, 2013 compared to the three and nine months ended March 31, 2012 was primarily attributable to a decrease in our gross profit resulting primarily from higher sales of subsystems and accessories which contain higher content of lower margin hard disk drives and memory and higher research and development expenses incurred for new products relating to the Intel's Sandy Bridge and Ivy Bridge processors and our FatTwin products partially offset by a tax benefit of $2.9 million related to the reinstatement of the U.S.federal R&D tax credit, of which $2.3 million related to calendar year 2012 and the recognition of $2.0 million related to our resolution during the three months ended March 31, 2013 of IRS audits for all outstanding items covering fiscal year 2008 through 2010.

We sell our server systems and subsystems and accessories primarily through distributors and to a lesser extent to OEMs as well as through our direct sales force. We derived 58.8% and 56.2% of our net sales from products sold to distributors and derived 41.2% and 43.8% from sales to OEMs and to end customers for the three and nine months ended March 31, 2013, respectively, and 52.6% and 54.8% of our net sales from products sold to distributors, and

47.4% and 45.2% from sales to OEMs and to end customers for the three and nine months ended March 31, 2012, respectively. None of our customers accounted for 10% or more of our net sales in the three and nine months ended March 31, 2013 and 2012. We derived 56.6% and 53.4% of our net sales from customers in the United States for the three and nine months ended March 31, 2013, respectively, and 56.5% and 58.5% for the three and nine months ended March 31, 2012, respectively. We derived 43.4% and 46.6% of our net sales from customers outside the United States for the three and nine months ended March 31, 2013, respectively, and 43.5% and 41.5% for the three and nine months ended March 31, 2012, respectively.

We perform the majority of our research and development efforts in-house. Research and development expenses represented 6.7% and 6.6% of our net sales for the three and nine months ended March 31, 2013, respectively, and 7.2% and 6.4% for the three and nine months ended March 31, 2012, respectively.

We use several suppliers and contract manufacturers to design and manufacture components in accordance with our specifications, with most final assembly and testing performed at our manufacturing facility in San Jose, California. During

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fiscal year 2013, we expect to continue to invest in expanding our operations both in San Jose, California and our subsidiaries in the Netherlands and Taiwan in order to support our growth. We have increased our research and development operations in Taiwan and increased our manufacturing and service operations in the Netherlands and Taiwan to support our European and Asian customers. One of our key suppliers is Ablecom, a related party, which supplies us with contract design and manufacturing support. For the three and nine months ended March 31, 2013, our purchases from Ablecom represented 18.8% and 18.3%, respectively, compared to 20.1% and 18.8% of our cost of sales for the three and nine months ended March 31, 2012, respectively. Ablecom's sales to us constitute a substantial majority of Ablecom's net sales. We continue to maintain our manufacturing relationship with Ablecom in Asia in an effort to reduce our product costs and do not have any current plans to reduce our reliance on Ablecom product purchases. In addition to providing a larger volume of contract manufacturing services for us, Ablecom continues to warehouse for us a number of components and subassemblies manufactured by multiple suppliers prior to shipment to our facilities in the United States and Europe. We typically negotiate the price of products that we purchase from Ablecom on a quarterly basis; however, either party may re-negotiate the price of products with each order. As a result of our relationship with Ablecom, it is possible that Ablecom may in the future sell products to us at a price higher or lower than we could obtain from an unrelated third party supplier. This may result in our future reporting of gross profit as a percentage of net sales that is less than or in excess of what we might have obtained absent our relationship with Ablecom.

In order to continue to increase our net sales and profits, we believe that we must continue to develop flexible and customizable server solutions and be among the first to market with new features and products. We measure our financial success based on various indicators, including growth in net sales, gross profit as a percentage of net sales, operating income as a percentage of net sales, levels of inventory, and days sales outstanding, or DSOs. In connection with these efforts, we monitor daily and weekly sales and shipment reports. Among the key non-financial indicators of our success is our ability to rapidly introduce new products and deliver the latest application optimized server solutions. In this regard, we work closely with microprocessor and other component vendors to take advantage of new technologies as they are introduced. Historically, our ability to introduce new products rapidly has allowed us to benefit from the introduction of new microprocessors and as a result we monitor the introduction cycles of Intel, AMD and Nvidia carefully. This also impacts our research and development expenditures. For example, in fiscal year 2012 and in prior years, our results have been adversely impacted by customer order delays in anticipation of the introduction of the new lines of microprocessors and research and development expenditures necessary for us to prepare for the introduction.

Other Financial Highlights

The following is a summary of other financial highlights of the third quarter of fiscal year 2013:

- Net cash provided by (used in) operating activities was $8.0 million and $13.6 million during the three and nine months ended March 31, 2013, respectively, and $(17.9) million and $19.0 million during the three and nine months ended March 31, 2012, respectively. Our cash and cash equivalents, together with our investments, were $96.7 million at the end of the third quarter of fiscal year 2013, compared with $83.8 million at the end of fiscal year 2012. The increase in our cash, cash equivalents and investments at the end of the third quarter of fiscal year 2013 was primarily due to $13.6 million of cash generated from our operating activities and $3.3 million of borrowings, net of repayments, offset in part by $4.3 million of purchases of property and equipments.

- Days sales outstanding in accounts receivables ("DSO") at the end of the third quarter of fiscal year 2013 was 39 days, compared with 33 days at the end of fiscal year 2012. The increase in DSO was primarily due to an increase in sales late in the quarter and an increase in sales with longer payment terms.

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Our inventory balance was $257.3 million at the end of the third quarter of fiscal year 2013, compared with $276.6 million at the end of fiscal year 2012. Days sales of inventory ("DSI") at the end of the third quarter of fiscal year 2013 was 94 days, compared with 100 days at the end of fiscal year 2012. The decrease in our inventory balance and DSI at the end of the third quarter of fiscal year 2013 was in part due to a decrease in hard disk drives and memory as supply and pricing for hard disk drives have become more stable since the end of fiscal year 2012.

- Our purchase commitments with contract manufacturers and suppliers were $315.9 million at the end of the third quarter of fiscal year 2013 and $355.6 million at the end of fiscal year 2012.

Included in the above non-cancellable commitments are hard disk drive purchase commitments totaling approximately $183.2 million, which have terms expiring through March 2014. In May 2013, the Company entered into an amendment to the purchase agreement, which decreases its hard disk drive purchase

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commitments to $179.3 million and extends the terms to December 2014. We entered into purchase agreements with selected suppliers of hard disk drives in order to ensure continuity of supply for these components. The agreements provide for some variation in the amount of units we are required to purchase and the suppliers may modify the purchase price for these components due to significant changes in market or component supply conditions. Product mix for these components may be negotiated quarterly and the purchase price for these components will be reviewed quarterly with the suppliers. We have been negotiating the purchase price with the suppliers on an ongoing basis based upon market rates.

In the third quarter of fiscal year 2013, the profitability of our sales of subsystems and accessories increased from the second quarter of fiscal year 2013 primarily due to more stable pricing for hard disk drives. We expect that hard disk drives pricing will continue to be more stable and have less of an impact on our net income in the following quarters. See "Liquidity and Capital Resources - Contractual Obligations" for more information about our purchase commitments.

Fiscal Year

Our fiscal year ends on June 30. References to fiscal year 2013, for example, refer to the fiscal year ending June 30, 2013.

Revenues and Expenses

Net sales. Net sales consist of sales of our server solutions, including server systems, subsystems and accessories. The main factors which impact our net sales are unit volumes shipped and average selling prices. The prices for server systems range widely depending upon the configuration, and the prices for our subsystems and accessories vary based on the type. As with most electronics-based products, average selling prices typically are highest at the time of introduction of new products which utilize the latest technology and tend to decrease over time as such products mature in the market and are replaced by next generation products.

Cost of sales. Cost of sales primarily consists of the costs to manufacture our products, including the costs of materials, contract manufacturing, shipping, personnel and related expenses, equipment and facility expenses, warranty costs and inventory excess and obsolete provisions. The primary factors that impact our cost of sales are the mix of products sold and cost of materials, which include raw material costs, shipping costs and salary and benefits related to production. Cost of sales as a percentage of net sales may increase over time if decreases in average selling prices are not offset by corresponding decreases in our costs. Our cost of sales, as a percentage of net sales, is generally lower on server systems than on subsystems and accessories. Our cost of sales is subject to change based on market conditions.

Research and development expenses. Research and development expenses consist of the personnel and related expenses of our research and development teams, and materials and supplies, consulting services, third party testing services and equipment and facility expenses related to our research and development activities. All research and development costs are expensed as incurred. We occasionally receive non-recurring engineering, or NRE funding from certain suppliers and customers. Under these programs, we are reimbursed for certain research and development costs that we incur as part of the joint development of our products and those of our suppliers and customers. These amounts offset a portion of the related research and development expenses and have the effect of reducing our reported research and development expenses.

Sales and marketing expenses. Sales and marketing expenses consist primarily of salaries and incentive bonuses for our sales and marketing personnel, costs for tradeshows, independent sales representative fees and marketing programs. From time to time, we receive cooperative marketing funding from certain suppliers. Under these programs,

we are reimbursed for certain marketing costs that we incur as part of the joint promotion of our products and those of our suppliers. These amounts offset a portion of the related expenses and have the effect of reducing our reported sales and marketing expenses. Similarly, we from time to time offer our distributors cooperative marketing funding which has the effect of increasing our expenses. The timing, magnitude and estimated usage of our programs and those of our suppliers can result in significant variations in reported sales and marketing expenses from period to period. Spending on cooperative marketing, either by us or our suppliers, typically increases in connection with significant product releases by us or our suppliers.

General and administrative expenses. General and administrative expenses consist primarily of general corporate costs, including personnel expenses, financial reporting, corporate governance and compliance and outside legal, audit and tax fees.

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Interest and other income, net. Interest and other income, net represents the net of our interest income on investments or interest expense on the building loans or letters of credit for our owned facilities offset by interest earned on our cash balances.

Income tax provision. Our income tax provision is based on our taxable income generated in the jurisdictions in which we operate, currently primarily the United States, the Netherlands and Taiwan. Our effective tax rate differs from the statutory rate primarily due to research and development tax credits and the domestic production activities deduction which were partially offset by the impact of state taxes and stock option expenses.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets, liabilities, revenues and expenses. We evaluate our estimates on an on-going basis, including those related to allowances for doubtful accounts and sales returns, inventory valuations, income taxes, warranty obligations and stock-based compensation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making the judgments we make about the carrying values of assets and liabilities that are not readily apparent from other sources. Because these estimates can vary depending on the situation, actual results may differ from the estimates.

We believe the following are our most critical accounting policies as they require our more significant judgments in the preparation of our financial statements.

Revenue recognition. We recognize revenue from sales of products, when persuasive evidence of an arrangement exists, shipment has occurred and title has transferred, the sales price is fixed or determinable, collection of the resulting receivable is reasonably assured, and all significant obligations have been met. Generally this occurs at the time of shipment when risk of loss and title has passed to the customer. Our standard arrangement with our customers includes a signed purchase order or contract, 30 to 60 days payment terms, Ex-works terms, except for a few customers who have free-on-board destination terms or customer acceptance provisions, for which revenue is recognized when the products arrive or are accepted at the destination. We generally do not provide for non-warranty rights of return except for products which have “Out-of-box” failure, where customers could return these products for credit within 30 days of receiving the items. Certain distributors and OEMs are also permitted to return products in unopened boxes, limited to purchases over a specified period of time, generally within 60 to 90 days of the purchase, or to products in the distributor’s or OEM’s inventory at certain times (such as the termination of the agreement or product obsolescence). To estimate reserves for future sales returns, we regularly review our history of actual returns for each major product line. We also communicate regularly with our distributors to gather information about end customer satisfaction, and to determine the volume of inventory in the channel. Reserves for future returns are adjusted as necessary, based on returns experience, returns expectations and communication with our distributors.

In addition, certain customers have acceptance provisions and revenue is deferred until the customers provide the necessary acceptance. At March 31, 2013 and June 30, 2012, we had deferred revenue of $0.2 million and $0.9 million and related deferred product costs of $0.2 million and $0.8 million, respectively, related to shipments to customers pending acceptances.

Probability of collection is assessed on a customer-by-customer basis. Customers are subjected to a credit review process that evaluates the customers’ financial position and ability to pay. If it is determined from the outset of an arrangement that collection is not probable based upon the review process, the customers are required to pay cash in

advance of shipment. We also make estimates of the uncollectibility of accounts receivables, analyzing accounts receivable and historical bad debts, customer concentrations, customer-credit-worthiness, current economic trends and changes in customer payment terms to evaluate the adequacy of the allowance for doubtful accounts. On a quarterly basis, we evaluate aged items in the accounts receivable aging report and provide an allowance in an amount we deem adequate for doubtful accounts. Our provision for bad debt was $0.6 million and $0.7 million in the three and nine months ended March 31, 2013, respectively, and $0.2 million in both three and nine months ended March 31, 2012. If a major customer's creditworthiness deteriorates, if actual defaults are higher than our historical experience, or if other circumstances arise, our estimates of the recoverability of amounts due to us could be overstated, and additional allowances could be required, which could have an adverse impact on our reported operating expenses. We provide for price protection to certain distributors. We assess the market competition and product technology obsolescence, and make price adjustments based on our judgment. Upon each announcement of price reductions, the accrual for price protection is calculated based on our distributors’ inventory on hand. Such reserves are recorded as a reduction to revenue at the time we reduce the product prices.

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We have an immaterial amount of service revenue relating to non-warranty repairs, which is recognized upon shipment of the repaired units to customers. Service revenue has been less than 10% of net sales for all periods presented and is not separately disclosed.

Product warranties. We offer product warranties ranging from 15 to 39 months against any defective product. We accrue for estimated returns of defective products at the time revenue is recognized, based on historical warranty experience and recent trends. We monitor warranty obligations and may make revisions to our warranty reserve if actual costs of product repair and replacement are significantly higher or lower than estimated. Accruals for anticipated future warranty costs are charged to cost of sales and included in accrued liabilities. The liability for product warranties was $6.1 million as of March 31, 2013, compared with $5.5 million as of June 30, 2012. The provision for warranty reserve was $3.1 million and $9.5 million in the three and nine months ended March 31, 2013, respectively, and $3.2 million and $8.3 million in the three and nine months ended March 31, 2012, respectively. Our estimates and assumptions used have been historically close to actual. The change in estimated liability for pre-existing warranties was ($0.2) million and $30,000 in the three and nine months ended March 31, 2013, respectively, and $0.3 million in the three and nine months ended March 31, 2012. As a result of our increase in cost of servicing warranty claims from our increase in net sales in the nine months ended March 31, 2013, the provision for warranty reserve increased $1.2 million compared to the nine months ended March 31, 2012. If in future periods, we experience or anticipate an increase or decrease in warranty claims as a result of new product introductions or change in unit volumes compared with our historical experience, or if the cost of servicing warranty claims is greater or lesser than expected, we intend to adjust our estimates appropriately.

Inventory valuation. Inventory is valued at the lower of cost or market. We evaluate inventory on a quarterly basis for lower of cost or market and excess and obsolescence and, as necessary, write down the valuation of units to lower of cost or market or for excess and obsolescence based upon the number of units that are unlikely to be sold based upon estimated demand for the following twelve months. This evaluation takes into account matters including expected demand, anticipated sales price, product obsolescence and other factors. If actual future demand for our products is less than currently forecasted, additional inventory adjustments may be required. Once a reserve is established, it is maintained until the product to which it relates is sold or scrapped. If a unit that has been written down is subsequently sold, the cost associated with the revenue from this unit is reduced to the extent of the write down, resulting in an increase in gross profit. We monitor the extent to which previously written down inventory is sold at amounts greater or less than carrying value, and based on this analysis, adjust our estimate for determining future write downs. If in future periods, we experience or anticipate a change in recovery rate compared with our historical experience, our gross margin would be affected. Our provision for inventory was $2.4 million and $8.7 million in the three and nine months ended March 31, 2013, respectively, and $1.8 million and $5.7 million in the three and nine months ended March 31, 2012, respectively.

Accounting for income taxes. We account for income taxes under an asset and liability approach. Deferred income taxes reflect the impact of temporary differences between assets and liabilities recognized for financial reporting purposes and such amounts recognized for income tax reporting purposes, net operating loss carry-forwards and other tax credits measured by applying currently enacted tax laws. Valuation allowances are provided when necessary to reduce deferred tax assets to an amount that is more likely than not to be realized.

We recognize the tax liability for uncertain income tax positions on the income tax return based on the two-step process. The first step is to determine whether it is more likely than not that each income tax position would be sustained upon audit. The second step is to estimate and measure the tax benefit as the amount that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority. Estimating these amounts requires us to determine the probability of various possible outcomes. We evaluate these uncertain tax positions on a quarterly basis. This evaluation is based on the consideration of several factors, including changes in facts or circumstances,

changes in applicable tax law, settlement of issues under audit and new exposures. If we later determine that our exposure is lower or that the liability is not sufficient to cover our revised expectations, we adjust the liability and effect a related change in our tax provision during the period in which we make such determination. See Note 10 of Notes to Condensed Consolidated Financial Statements for the impact on our condensed consolidated financial statements.

Stock-based compensation. We measure and recognize the compensation expense for all share-based awards made to employees and non-employee members of the Board of Directors including employee stock options and restricted stock awards based on estimated fair values. We are required to estimate the fair value of share-based awards on the date of grant. The value of awards that are ultimately expected to vest is recognized as an expense over the requisite service periods. Compensation expense for options and restricted stock awards granted to employees was $2.9 million and $8.7 million for the three and nine months ended March 31, 2013, respectively, and $2.6 million and $7.4 million for the three and nine months ended March 31, 2012, respectively.

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As of March 31, 2013, the total unrecognized compensation cost, adjusted for estimated forfeitures, related to unvested stock options granted since July 1, 2006 to employees and non-employee members of the Board of Directors, was $20.9 million, which is expected to be recognized as an expense over a weighted-average period of approximately 2.48 years. See Note 2 of Notes to our Condensed Consolidated Financial Statements for additional information.

We estimated the fair value of stock options granted using a Black-Scholes option-pricing model and a single option award approach. This model requires us to make estimates and assumptions with respect to the expected term of the option, the expected volatility of the price of our common stock and the expected forfeiture rate. The fair value is then amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period.

The expected term represents the period that our stock-based awards are expected to be outstanding and was determined based on an analysis of the relevant peer companies' post-vest termination rates and exercise behavior for the stock options granted prior to June 30, 2011. For stock options and restricted stock awards granted after June 30, 2011, expected term is based on a combination of our peer group and our historical experience. The expected volatility is based on a combination of the implied and historical volatility of our relevant peer group for the stock options granted prior to September 30, 2009. For stock options and restricted stock awards granted after September 30, 2009, expected volatility is based solely on our historical volatility. In addition, forfeitures of share-based awards are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. We use historical data to estimate pre-vesting option forfeitures and record stock-based compensation expense only for those awards that are expected to vest.

Variable interest entities. In June 2009, the Financial Accounting Standards Board ("FASB") issued authoritative guidance on the consolidation of variable interest entities, which is effective for fiscal years beginning after November 15, 2009 and interim periods therein and thereafter. The new guidance requires revised evaluations of whether entities represent variable interest entities, ongoing assessments of control over such entities, and additional disclosures for variable interests. We adopted this standard and have analyzed our relationship with Ablecom and its subsidiaries (collectively "Ablecom"). We have concluded that Ablecom is a variable interest entity in accordance with applicable accounting standards and guidance; however, we are not the primary beneficiary of Ablecom and therefore, we do not consolidate Ablecom. In performing our analysis, we considered our explicit arrangements with Ablecom including the supplier and distributor arrangements. Also, as a result of the substantial related party relationship between the two companies, we considered whether any implicit arrangements exist that would cause us to protect those related parties' interests in Ablecom from suffering losses. We determined that no implicit arrangements exist with Ablecom or its shareholders. Such an arrangement would be inconsistent with the fiduciary duty that we have towards our stockholders who do not own shares in Ablecom.

In May 2012, we and Ablecom jointly established Super Micro Business Park, Inc. ("Management Company") in Taiwan to manage the common areas shared by us and Ablecom for our separately constructed manufacturing facilities. Each company contributed $168,000 and own 50% of the Management Company. Although the operations of the Management Company are independent of us, through governance rights, we have the ability to direct the Management Company's business strategies. Therefore, we have concluded that the Management Company is a variable interest entity of us as we are the primary beneficiary of the Management Company. As of March 31, 2013, the accounts of the Management Company have been consolidated with our accounts, and a noncontrolling interest has been recorded for Ablecom's interests in the net assets and operations of the Management Company. In the three and nine months ended March 31, 2013, $7,000 of net income attributable to Ablecom's interest was included in our general and administrative expenses in the condensed consolidated statements of operations.

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Results of Operations

The following table sets forth our financial results, as a percentage of net sales for the periods indicated:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2013	2012	2013	2012
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of sales	86.0	83.0	86.4	83.3
Gross profit	14.0	17.0	13.6	16.7
Operating expenses:				
Research and development	6.7	7.2	6.6	6.4
Sales and marketing	3.1	3.4	3.0	3.2
General and administrative	2.2	2.4	2.2	2.1
Total operating expenses	12.0	13.0	11.8	11.7
Income from operations	2.0	4.0	1.8	5.0
Interest and other income, net	—	—	—	—
Interest expense	(0.1)	(0.1)	(0.1)	(0.1)
Income before income tax provision	1.9	3.9	1.7	4.9
Income tax provision (benefit)	(0.6)	1.0	0.2	1.6
Net income	2.5 %	2.9 %	1.5 %	3.3 %

Comparison of Three Months Ended March 31, 2013 and 2012

Net sales. Net sales increased by $37.9 million, or 15.8%, to $278.0 million from $240.2 million, for the three months ended March 31, 2013 and 2012, respectively. This increase was due primarily to an increase in the average selling price of our subsystems and accessories and server systems offset by a decrease in unit volumes of server systems and subsystems and accessories as we sold more higher density server systems on a processing compute basis in the three months ended March 31, 2013 compared to the three month ended March 31, 2012.

For the three months ended March 31, 2013, the number of server system units sold decreased 5.3% to 54,000 compared to 57,000 for the three months ended March 31, 2012. The average selling price of server system units increased 5.0% to $2,100 in the three months ended March 31, 2013 compared to $2,000 in the three months ended March 31, 2012. The average selling prices of our server systems increased primarily due to an increase in average selling prices of complete integrated-high-end servers solutions to OEM and end customers and higher average selling prices of 5000, 6000 and 7000 Series configuration of servers with Intel's Sandy Bridge processors which offered higher density computing and more memory and hard disk drive capacity. Sales of server systems decreased by $0.2 million or 0.2% from the three months ended March 31, 2012 to the three months ended March 31, 2013, primarily due to lower sales of server solutions to our internet data center customers partially offset by higher sales of storage, Micro Cloud, FatTwin and GPU solutions. Sales of server systems represented 41.8% of our net sales for the three months ended March 31, 2013 compared to 48.5% of our net sales for the three months ended March 31, 2012.

For the three months ended March 31, 2013, the number of subsystems and accessories units sold decreased 8.3% to 1,111,000 compared to 1,212,000 for the three months ended March 31, 2012. Sales of subsystems and accessories increased by $38.1 million or 30.8% from the three months ended March 31, 2012 to the three months ended March 31, 2013, primarily related to higher sales of hard disk drives and memory bundled with our server solutions to our distributors and system integrators who increasingly are purchasing additional accessories from us and completing the final assembly themselves. Sales of subsystems and accessories represented 58.2% of our net sales for the three months ended March 31, 2013 as compared to 51.5% of our net sales for the three months ended March 31, 2012.

For the three months ended March 31, 2013 and 2012, we derived 58.8% and 52.6%, respectively, of our net sales from products sold to distributors and we derived 41.2% and 47.4%, respectively, from sales to OEMs and to end customers. For the three months ended March 31, 2013, customers in the United States, Europe and Asia accounted for 56.6%, 22.0% and 19.0% of our net sales, respectively, as compared to 56.5%, 23.0% and 18.1%, respectively, for the three months ended March 31, 2012.

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Cost of sales. Cost of sales increased by $39.7 million, or 19.9%, to $239.1 million from $199.4 million, for the three months ended March 31, 2013 and 2012, respectively. Cost of sales as a percentage of net sales was 86.0% and 83.0% for the three months ended March 31, 2013 and 2012, respectively. The increase in absolute dollars of cost of sales was primarily attributable to the increase in net sales and an increase of $0.6 million in provision for inventory reserve partially offset by a decrease of $0.1 million in provision for warranty reserve. The higher cost of sales as a percentage of net sales was primarily due to higher costs of hard disk drives bundled with our server solutions compared to the lower selling prices for these components and higher mix of subsystem and accessories sales. In general, we have higher margins in server systems than in subsystems and accessories. In the three months ended March 31, 2013, we recorded a $2.4 million expense, or 0.9% of net sales, related to the inventory provision as compared to $1.8 million, or 0.7% of net sales, in the three months ended March 31, 2012. The increase in the inventory provision was primarily for older products as a result of product transitions. In the three months ended March 31, 2013, we recorded a $3.1 million expense, or 1.1% of net sales, related to the provision for warranty reserve as compared to $3.2 million, or 1.3% of net sales, in the three months ended March 31, 2012. The decrease in the provision for warranty reserve was primarily due to lower cost of servicing warranty claims in the three months ended March 31, 2013. If in future periods we experience or anticipate an increase or decrease in warranty claims as a result of new product introductions or change in unit volumes compared with our historical experience, or if the cost of servicing warranty claims is greater or lesser than expected, our gross margin would be affected.

Research and development expenses. Research and development expenses increased by $1.4 million, or 8.4%, to $18.6 million from $17.2 million, for the three months ended March 31, 2013 and 2012, respectively. Research and development expenses were 6.7% and 7.2% of net sales for the three months ended March 31, 2013 and 2012, respectively. The increase in absolute dollars was primarily due to an increase of $1.8 million in compensation and benefits including higher stock-based compensation expense, resulting from growth in research and development personnel related to expanded product development initiatives in the United States and in Taiwan offset in part by an increase of $0.4 million in non-recurring engineering funding from certain suppliers and customers. The increase as a percentage of sales was due to increased expenses relating to new product introductions, particularly related to the introduction of new products relating to Intel's Sandy Bridge processor and our Fat Twin solutions and product development for Intel's Ivy Bridge processor.

Research and development expenses include stock-based compensation expense of $1.7 million and $1.4 million for the three months ended March 31, 2013 and 2012, respectively.

Sales and marketing expenses. Sales and marketing expenses increased by $0.5 million, or 6.6%, to $8.7 million from $8.2 million, for the three months ended March 31, 2013 and 2012, respectively. Sales and marketing expenses were 3.1% and 3.4% of net sales for the three months ended March 31, 2013 and 2012, respectively. The increase in absolute dollars was primarily due to an increase of $0.5 million in compensation and benefits resulting from growth in sales and marketing personnel, an increase of $0.3 million in trade show expenses offset in part by an increase of $0.4 million in cooperative marketing funding received from vendors.

Sales and marketing expenses include stock-based compensation expense of $0.4 million for both three months ended March 31, 2013 and 2012.

General and administrative expenses. General and administrative expenses increased by $0.3 million, or 5.7%, to $6.1 million from $5.8 million, for the three months ended March 31, 2013 and 2012, respectively. General and administrative expenses were 2.2% and 2.4% of net sales for the three months ended March 31, 2013 and 2012, respectively. The increase in absolute dollars was primarily due to an increase of $0.4 million in bad debt expense, an increase of $0.2 million in compensation and benefits, offset in part by a decrease of $0.3 million in legal fees.

General and administrative expenses include stock-based compensation expense of $0.6 million for both three months ended March 31, 2013 and 2012.

Interest and other expense, net. Interest and other expense, net was $0.1 million and $0.2 million for the three months ended March 31, 2013 and 2012, respectively, which included $0.1 million and $0.2 million of interest expense for the three months ended March 31, 2013 and 2012, respectively.

Provision for (benefit from) income taxes. Provision for income taxes changed by $4.1 million, or 174.6%, to $(1.7) million from $2.3 million, for the three months ended March 31, 2013 and 2012, respectively. The effective tax rate was (32.8)% and 24.8% for the three months ended March 31, 2013 and 2012, respectively. The lower income tax provision and effective tax rate for the three months ended March 31, 2013 were primarily attributable to our lower net income, a tax benefit of $2.9 million related to the reinstatement of the U.S. federal R&D tax credit, of which $2.3 million related to calendar year

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2012, and the recognition of $2.0 million related to our resolution of IRS audits for all outstanding items covering fiscal year 2008 through 2010, offset in part by an increase in stock option expense.

Comparison of Nine Months Ended March 31, 2013 and 2012

Net sales. Net sales increased by $102.3 million, or 13.9%, to $840.2 million from $738.0 million, for the nine months ended March 31, 2013 and 2012, respectively. This increase was due primarily to an increase in unit volumes of our subsystems and accessories and to a lesser extent an increase in the average selling price of our server systems.

For the nine months ended March 31, 2013, the number of server system units sold decreased 4.0% to 169,000 compared to 176,000 for the nine months ended March 31, 2012. The average selling price of server system units increased 16.7% to $2,100 in the nine months ended March 31, 2013 compared to $1,800 in the nine months ended March 31, 2012. The average selling prices of our server systems increased primarily due to an increase in average selling prices of complete integrated-high-end server solutions to OEM and end customers and higher average selling prices of 5000 and 6000 Series configuration of servers with Intel's Sandy Bridge processors which offered higher density computing and more memory and hard disk drive capacity. Sales of server systems increased by $25.2 million or 7.8% from the nine months ended March 31, 2012 to the nine months ended March 31, 2013, primarily due to higher sales of 2000, 5000 and 6000 Series configuration of servers with Intel's Sandy Bridge processors including storage, Micro Cloud, FatTwin and GPU solutions, higher sales of complete integrated-high-end server solutions to OEM and end customers including internet data center customers partially offset by lower sales of more mature server systems. Sales of server systems represented 41.6% of our net sales for the nine months ended March 31, 2013, compared to 43.9% of our net sales for the nine months ended March 31, 2012.

For the nine months ended March 31, 2013, the number of subsystems and accessories units sold increased 1.6% to 3,234,000 compared to 3,183,000 for the nine months ended March 31, 2012. Sales of subsystems and accessories increased by $77.1 million or 18.6% from the nine months ended March 31, 2012 to the nine months ended March 31, 2013, primarily related to higher sales of hard disk drives, chassis, serverboards and memory to our distributors and system integrators who increasingly are purchasing additional accessories from us and completing the final assembly themselves. Sales of subsystems and accessories represented 58.4% of our net sales for the nine months ended March 31, 2013 as compared to 56.1% of our net sales for the nine months ended March 31, 2012.

For the nine months ended March 31, 2013 and 2012, we derived 56.2% and 54.8% of our net sales from products sold to distributors, respectively, and we derived 43.8% and 45.2%, respectively, from sales to OEMs and to end customers. For the nine months ended March 31, 2013, customers in the United States, Europe and Asia accounted for 53.4%, 22.8% and 21.2% of our net sales, respectively, as compared to 58.5%, 21.6% and 17.3%, respectively, for the nine months ended March 31, 2012.

Cost of sales. Cost of sales increased by $111.2 million, or 18.1%, to $726.2 million from $615.0 million, for the nine months ended March 31, 2013 and 2012, respectively. Cost of sales as a percentage of net sales was 86.4% and 83.3% for the nine months ended March 31, 2013 and 2012, respectively. The increase in absolute dollars of cost of sales was primarily attributable to the increase in net sales, an increase of $3.1 million in provision for inventory reserve and an increase of $1.2 million in provision for warranty reserve. The higher cost of sales as a percentage of net sales was primarily due to higher costs of hard disk drives and memory bundled with our server solutions compared to the lower selling prices for these components and higher mix of subsystem and accessories sales. In general, we have higher margins in server systems than in subsystems and accessories. In the nine months ended March 31, 2013, we recorded a $8.7 million expense, or 1.0% of net sales, related to the inventory provision as compared to $5.7 million, or 0.8% of net sales, in the nine months ended March 31, 2012. The increase in the inventory provision was primarily for older products as a result of product transitions. In the nine months ended March 31, 2013, we recorded a $9.5 million expense, or 1.1% of net sales, related to the provision for warranty reserve as compared to $8.3 million, or 1.1% of net

sales, in the nine months ended March 31, 2012. The increase in the provision for warranty reserve was primarily due to higher cost of servicing warranty claims from higher net sales in the nine months ended March 31, 2013. If in future periods we experience or anticipate an increase or decrease in warranty claims as a result of new product introductions or change in unit volumes compared with our historical experience, or if the cost of servicing warranty claims is greater or lesser than expected, our gross margin would be affected.

Research and development expenses. Research and development expenses increased by $9.0 million, or 19.3%, to $55.7 million from $46.6 million, for the nine months ended March 31, 2013 and 2012, respectively. Research and development expenses were 6.6% and 6.4% of net sales for the nine months ended March 31, 2013 and 2012, respectively. The increase in absolute dollars was primarily due to an increase of $7.8 million in compensation and benefits including higher stock-based compensation expense, resulting from growth in research and development personnel related to expanded product development initiatives in the United States and in Taiwan, an increase of $0.4 million in sales tax expenses and a decrease of

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$0.2 million in non-recurring engineering funding from certain suppliers and customers. The increase as a percentage of sales was due to increased expenses relating to new product introductions, particularly related to the introduction of new products relating to Intel's Sandy Bridge processor and our FatTwin solutions, product development for Intel's Ivy Bridge processor and net sales which were lower than we had anticipated.

Research and development expenses include stock-based compensation expense of $4.9 million and $4.0 million for the nine months ended March 31, 2013 and 2012, respectively.

Sales and marketing expenses. Sales and marketing expenses increased by $1.5 million, or 6.3%, to $25.4 million from $23.9 million, for the nine months ended March 31, 2013 and 2012, respectively. Sales and marketing expenses were 3.0% and 3.2% of net sales for the nine months ended March 31, 2013 and 2012, respectively. The increase in absolute dollars was primarily due to an increase of $1.8 million in compensation and benefits resulting from growth in sales and marketing personnel, including higher stock-based compensation expense, an increase in advertising and promotional expenses of $0.6 million and an increase of $0.2 million in trade show expenses offset in part by an increase of $1.2 million in cooperative marketing funding received from vendors to promote the new product launches.

Sales and marketing expenses include stock-based compensation expense of $1.2 million and $1.0 million for the nine months ended March 31, 2013 and 2012, respectively.

General and administrative expenses. General and administrative expenses increased by $2.6 million, or 16.9%, to $18.2 million from $15.6 million, for the nine months ended March 31, 2013 and 2012, respectively. General and administrative expenses were 2.2% and 2.1% of net sales for the nine months ended March 31, 2013 and 2012, respectively. The increase in absolute dollars was primarily due to an increase of $0.9 million in compensation and benefits, including higher stock-based compensation expense, in part to support the expansion of our operations at our headquarters and operations in Taiwan, an increase of $0.6 million in payroll tax audit reserve, an increase of $0.5 million in bad debt expense, an increase of $0.4 million in tax and audit fees, a decrease of $0.3 million in rental income and an increase of $0.3 million in miscellaneous expenses relating to the settlement payment of one patent troll offset in part by a decrease of $0.4 million in moving expenses.

General and administrative expenses include stock-based compensation expense of $1.9 million and $1.8 million for the nine months ended March 31, 2013 and 2012, respectively.

Interest and other expense, net. Interest and other expense, net was $0.4 million of expense and $0.5 million for nine months ended March 31, 2013 and 2012, respectively, which included $0.4 million and $0.6 million of interest expense for the nine months ended March 31, 2013 and 2012, respectively.

Provision for income taxes. Provision for income taxes decreased by $10.5 million, or 87.9%, to $1.5 million from $12.0 million, for the nine months ended March 31, 2013 and 2012, respectively. The effective tax rate was 10.2% and 33.0% for the nine months ended March 31, 2013 and 2012, respectively. The lower of provision for income taxes and effective tax rate for the nine months ended March 31, 2013 were primarily attributable to our lower net income, a tax benefit of $2.9 million related to the reinstatement of the U.S. federal R&D tax credit, of which $2.3 million related to calendar year 2012, and the recognition of $2.0 million related to our resolution of IRS audits for all outstanding items covering fiscal year 2008 through 2010, offset in part by an increase in stock option expense and the expiration of federal R&D tax credits as of December 31, 2012.

Liquidity and Capital Resources

Since our inception, we have financed our growth primarily with funds generated from operations and from the proceeds of our initial public offering. In addition, we have, from time to time, utilized borrowing facilities, particularly in relation to the financing of real property acquisitions. Our cash and cash equivalents and short-term investments were $94.0 million and $80.9 million as of March 31, 2013 and June 30, 2012, respectively. Our cash held by non-U.S. subsidiaries was $10.2 million and $6.5 million at March 31, 2013 and June 30, 2012, respectively. It is management's intention to reinvest the undistributed foreign earnings indefinitely in foreign operations.

Operating Activities. Net cash provided by operating activities was $13.6 million and $19.0 million for the nine months ended March 31, 2013 and 2012, respectively.

Net cash provided by our operating activities for the nine months ended March 31, 2013 was primarily due to our net income of $12.9 million, a decrease in inventory of $10.5 million, provision for inventory of $8.7 million, stock-based

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compensation expense of $8.7 million, depreciation expense of $5.9 million, an increase in accrued liabilities of $3.3 million and an increase in net income taxes payable of $1.9 million, which were partially offset by an increase in accounts receivable of $21.0 million, a decrease in accounts payable of $9.6 million, an increase in deferred income taxes of $6.2 million and excess tax benefits from stock-based compensation of $0.8 million.

Net cash provided by our operating activities for the nine months ended March 31, 2012 consisted of our net income of $24.3 million, an increase in accounts payable of $29.4 million, stock-based compensation expense of $7.4 million, an increase in net income tax payable of $6.7 million, a provision for inventory of $5.7 million, depreciation expense of $5.1 million and an increase in accrued liabilities of $3.3 million, which was offset in part by an increase in inventory of $41.9 million, an increase of accounts receivable of $16.2 million and excess tax benefits from stock-based compensation of $1.9 million.

The increase for the nine months ended March 31, 2013 in accounts receivable was primarily due to an increase in sales late in the third quarter and an increase in sales with longer payment term. The decrease for the nine months ended March 31, 2013 in accounts payable was due to timing of payments to our vendors. The decrease for the nine months ended March 31, 2013 in inventory was in part due to increased sales in hard disk drives and memory as we have aggressively promoted hard disk drives and memory bundling with server solutions. We anticipate that accounts receivable, inventory and accounts payable will increase to the extent we continue to grow our product lines and our business.

The increase for the nine months ended March 31, 2012 in accounts receivable was primarily due to higher sales in March 2012 to customers with net payment terms. The increase for the nine months ended March 31, 2012 in accounts payable was primarily due to timing of payments to our vendors. The increase in inventory for the nine months ended March 31, 2012 was in part due to a lower growth in net sales in the third quarter of fiscal year 2012 as a result of the flooding in Thailand and the effects on our hard disk drive supply chain which prevented us from achieving a higher growth in net sales and in part due to our increase in new product relating to the Sandy Bridge products launched in the quarter ended March 31, 2012.

Investing activities. Net cash used in our investing activities was $4.5 million and $16.8 million for the nine months ended March 31, 2013 and 2012, respectively. In the nine months ended March 31, 2013, $4.3 million was related to the purchase of property, plant and equipment and $0.4 million was related to certificates of deposits pledged as security for value added tax examination required by tax authority of Taiwan, offset in part by the redemption at par of investments in auction rate securities of $0.3 million. In the nine months ended March 31, 2012, $18.8 million was related to the purchase of property, plant and equipment net of land deposit refund primarily related to the construction of facilities in Taiwan and the headquarters office expansion in San Jose, California. The purchase price and the title on the land in Taiwan, consisting of approximately 2.2 acres, was finalized and closed in December 2011. We completed the construction of facilities in Taiwan and the headquarters expansion in San Jose, California in December 2011. This was offset by the redemption at par of investments in auction rate securities of $2.1 million.

Financing activities. Net cash provided by our financing activities was $4.1 million and $16.3 million for the nine months ended March 31, 2013 and 2012, respectively. In the nine months ended March 31, 2013, we received $1.4 million of proceeds from the exercise of stock options. We withheld shares and paid the minimum tax withholding on behalf of one executive officer for his restricted stock awards of $1.0 million for the nine months ended March 31, 2013. Further, we borrowed $15.0 million under a new term loan from China Trust Bank, borrowed $5.6 million of our revolving line of credit from Bank of America and repaid $17.4 million in loans in the nine months ended March 31, 2013. In the nine months ended March 31, 2013, excess tax benefits from stock-based compensation were $0.8 million.

In the nine months ended March 31, 2012, we received $7.7 million of proceeds from the exercise of stock options. We withheld shares and paid the minimum tax withholding on behalf of one executive officer for his restricted stock awards of $1.1 million for the nine months ended March 31, 2012. In the nine months ended March 31, 2012, we obtained a new term loan of $14.0 million from Bank of America, borrowed $18.7 million of our revolving line of credits and repaid $24.7 million in loans. In the nine months ended March 31, 2012, excess tax benefits from stock-based compensation were $1.9 million.

We expect to experience continued growth in our working capital requirements and capital expenditures as we continue to expand our business. Our long-term future capital requirements will depend on many factors, including our level of revenues, the timing and extent of spending to support our product development efforts, the expansion of sales and marketing activities, the timing of our introductions of new products, the costs to ensure access to adequate manufacturing capacity and the continuing market acceptance of our products. We intend to fund this continued expansion through cash generated by operations and by drawing on the revolving credit facility or through other debt financing. However we cannot be certain whether such financing will be available on commercially reasonable or otherwise favorable terms or that such financing will

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be available at all. We anticipate that working capital and capital expenditures will constitute a material use of our cash resources. We have sufficient cash on hand to continue to operate for at least the next 12 months.

Other factors affecting liquidity and capital resources

Activities under Revolving Lines of Credit and Term Loans

Bank of America

In October 2011, the Company entered into an amendment to the existing credit agreement with Bank of America, which provided for (i) a $40.0 million revolving line of credit facility through June 15, 2013 and (ii) a five-year $14.0 million term loan facility. The term loan is secured by the three buildings purchased in San Jose, California in June 2010 and the principal and interest are payable monthly through September 30, 2016 with an interest rate at the LIBOR rate plus 1.50% per annum.

The line of credit facility provides for borrowings denominated both in U.S. dollars and in Taiwanese dollars. For borrowings denominated in U.S. dollars, the interest rate for the revolving line of credit is at the LIBOR rate plus 1.25% per annum. The LIBOR rate was 0.2% at March 31, 2013. For borrowings denominated in Taiwanese dollars, the interest rate for the revolving line of credit is equal to the lender's established interest rate which is adjusted monthly. In the nine months ended March 31, 2012, we drew an additional $8.8 million from the revolving line of credit for the construction of our Taiwan facilities and repaid $9.9 million. In the nine months ended March 31, 2013, we drew an additional $5.6 million from the revolving line of credit for our inventory purchases in Taiwan and repaid $5.2 million.

As of March 31, 2013 and June 30, 2012, the total outstanding borrowings under the Bank of America term loan was $10.0 million and $12.1 million, respectively. The total outstanding borrowings under the Bank of America line of credit was $10.9 million and $10.6 million as of March 31, 2013 and June 30, 2012, respectively. The interest rates for these loans ranged from 1.24% to 1.70% at March 31, 2013 and ranged from 1.29% to 1.81% at June 30, 2012, respectively. As of June 30, 2012, borrowings denominated in Taiwanese dollars under the Bank of America line of credit were translated to U.S. dollars of $4.9 million. As of March 31, 2013, we paid off the borrowings denominated in Taiwanese dollars under the Bank of America line of credit. As of March 31, 2013, the unused revolving line of credit under Bank of America was $29.1 million.

China Trust Bank

In October 2011, we also obtained an unsecured revolving line of credit from China Trust Bank totaling NT$300.0 million Taiwanese dollars, or $9.9 million U.S. dollars equivalents, that matured on July 31, 2012 with an interest rate equal to the lender’s established interest rate plus 0.5% which was adjusted monthly. In fiscal year 2012, we drew the full amount from this revolving line of credit to repay $9.9 million of the revolving line of credit to Bank of America. The interest rate for the borrowing under this line of credit was 1.41% per annum at June 30, 2012. The total outstanding borrowing under the China Trust Bank line of credit was denominated in Taiwanese dollars and was translated into U.S. dollars of $10.1 million as of June 30, 2012.

In July 2012, we entered into a NT$450.0 million Taiwanese dollars, or $14.9 million U.S. dollars equivalents, credit facility with China Trust Bank. The credit facility provides for a one-year term loan. In July 2012, we drew NT$150.0 million Taiwanese dollars, or $5.0 million U.S. dollars equivalents, under the term loan. In addition, we borrowed under the term loan to pay down the outstanding revolving line of credit of NT$300.0 million Taiwanese dollars, or $10.0 million U.S. dollars equivalents. The term loan is secured by the land and building located in Bade, Taiwan with an interest rate at the lender's established interest rate plus 0.3% which is adjusted monthly. The term loan matures on July 31, 2013. We used the proceeds from this term loan to repay $4.9 million of the revolving line of credit to Bank of America. The interest rate for the term loan was 1.21% per annum at March 31, 2013. The total outstanding borrowing under the China Trust Bank term loan was denominated in Taiwanese dollars and was translated into U.S. dollars of $15.0 million as of March 31, 2013.

Covenant Compliance

The credit agreement with Bank of America contains customary representations and warranties and customary affirmative and negative covenants applicable to the Company and its subsidiaries. The credit agreement contains certain financial covenants, including the following:

- Not to incur on a consolidated basis, a net loss before taxes and extraordinary items in any two consecutive quarterly accounting periods;

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- Our funded debt to EBITDA ratio (ratio of all outstanding liabilities for borrowed money and other interest-bearing liabilities, including current and long-term debt, less the non-current portion of subordinated liabilities to EBITDA) shall not be greater than 2.00;
- Our unencumbered liquid assets, as defined in the agreement, held in the United States shall have an aggregate market value of not less than $30.0 million.

As of March 31, 2013, our total assets except for the three buildings purchased in San Jose, California in June 2010 and the land and building located in Bade, Taiwan collateralizing the line of credit with Bank of America were $562.3 million. As of March 31, 2013, total assets collateralizing the term loan with Bank of America were $17.9 million. As of March 31, 2013, the Company was in compliance with all financial covenants associated with credit agreement with Bank of America.

As of March 31, 2013 , the land and building located in Bade, Taiwan collateralizing the term loan with China Trust Bank was $27.9 million. There are no financial covenants associated with the term loan with China Trust Bank at March 31, 2013.

Contract Manufacturers

For the three and nine months ended March 31, 2013, we paid our contract manufacturers within 41 to 72 days of invoice and Ablecom between 49 to 92 days of invoice. Ablecom, a Taiwan corporation, is one of our major contract manufacturers and a related party. As of March 31, 2013 and June 30, 2012 amounts owed to Ablecom by us were approximately $40.5 million and $51.5 million, respectively.

Auction Rate Securities Valuation

As of March 31, 2013, we held $2.7 million of auction rate securities, net of unrealized losses, representing our interest in auction rate preferred shares in a closed end mutual fund invested in municipal securities; the auction rate securities were rated AAA or AA2 at March 31, 2013. These auction rate preferred shares have no stated maturity date.

During February 2008, the auctions for these auction rate securities began to fail to obtain sufficient bids to establish a clearing rate and were not saleable in the auction, thereby losing the short-term liquidity previously provided by the auction process. As a result, as of March 31, 2013, $2.7 million of these auction rate securities have been classified as long-term available-for-sale investments. Based on our assessment of fair value at March 31, 2013, we have recorded an accumulated unrealized loss of $0.1 million, net of deferred income taxes, on long-term auction rate securities. The unrealized loss was deemed to be temporary and has been recorded as a component of accumulated other comprehensive loss. During the three and nine months ended March 31, 2013, $0 and $0.3 million of auction rate securities were redeemed at par, respectively, and $0.4 million and $2.1 million were redeemed at par during the three and nine months ended March 31, 2012, respectively.

Contractual Obligations

The following table describes our contractual obligations as of March 31, 2013:

	Payments Due by Period				
	Less Than 1 Year	1 to 3 Years	3 to 5 Years	More Than 5 Years	Total
	(in thousands)				
Operating leases	$2,973	$4,088	$263	$—	$7,324
Capital leases, including interest	27	23	11	—	61
Long-term debt, including interest (1)	13,856	20,810	1,643	—	36,309
License arrangements	858	342	—	—	1,200
Purchase commitments (2)	315,488	383	—	—	315,871
Total	$333,202	$25,646	$1,917	$—	$360,765

(1) Amount reflects total anticipated cash payments, including anticipated interest payments based on the interest rate at March 31, 2013.

(2) Amount reflects total gross purchase commitments under our manufacturing arrangements with third-party contract manufacturers or vendors. Our purchase obligations were $315.9 million at March 31, 2013 primarily attributable to our entry into purchase agreements with selected suppliers of hard disk drives in the third quarter of fiscal year 2012 in order to ensure continuity of supply for these components following disruption of the hard disk drive supply chain due

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to flooding in Thailand during the first quarter of fiscal year 2012. The agreements provide for some variation in the amount of units we are required to purchase and the suppliers may modify the purchase price for these components due to significant changes in market or component supply conditions. Product mix for these components may be negotiated quarterly and the purchase price of these components will be reviewed quarterly with the suppliers. We have been negotiating the purchase price with the suppliers on an ongoing basis based upon market rates. The hard disk drive purchase commitments totaled approximately $183.2 million as of March 31, 2013 and have terms expiring through March 2014. In May 2013, we entered into an amendment to the purchase agreement, which decreases its hard disk drive purchase commitments to $179.3 million and extends the terms to December 2014.

The table above excludes liabilities for deferred revenue for warranty services of $3.4 million and unrecognized tax benefits and related interest and penalties accrual of $7.3 million as of March 31, 2013. We have not provided a detailed estimate of the payment timing of unrecognized tax benefits due to the uncertainty of when the related tax settlements will become due.

We expect to fund our remaining contractual obligations from our ongoing operations and existing cash and cash equivalents on hand.

Adoption of New Accounting Pronouncements

In June 2011, the FASB issued amended authoritative guidance associated with comprehensive income, which requires companies to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This update eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. We have adopted the provisions of this standard on a retrospective basis, except for the provision deferred. This adoption did not have an impact on our results of operations or financial position, but resulted in the presentation of a separate condensed consolidated statement of comprehensive income.

In February 2013, the FASB issued authoritative guidance associated with reporting of amounts reclassified out of accumulated other comprehensive income, which requires companies to present significant reclassifications out of accumulated other comprehensive income in their entirety in the statement of operations or in a separate footnote to the financial statements. For amounts that are not required to be reclassified in their entirety to net income, the standard requires companies to cross-reference to related footnoted disclosures. The new disclosure requirements are effective on a prospective basis for financial statements issued for fiscal years, and interim periods within those years, beginning after December 15, 2012 and early adoption is permitted. The adoption of this guidance will not have a material impact on our results of operations or financial position.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosure About Market Risks

Interest Rate Risk

The primary objectives of our investment activities are to preserve principal, provide liquidity and maximize income without significantly increasing the risk. Some of the securities we invest in are subject to market risk. This means that a change in prevailing interest rates may cause the fair value of the investment to fluctuate. To minimize this risk, we maintain our portfolio of cash equivalents and short-term investments in money market funds and certificates of

deposit. Our long-term investments include auction rate securities, which have been classified as long-term due to the lack of a liquid market for these securities. Since our results of operations are not dependent on investments, the risk associated with fluctuating interest rates is limited to our investment portfolio, and we believe that a 10% change in interest rates would not have a significant impact on our results of operations. As of March 31, 2013, our investments were in money market funds, certificates of deposits and auction rate securities (see Liquidity Risk below).

We are exposed to changes in interest rates as a result of our borrowings under our term loan and revolving lines of credit. The interest rates for the term loan and the revolving lines of credit ranged from 1.21% to 1.70% at March 31, 2013 and 1.29% to 1.81% at June 30, 2012, respectively. Based on the outstanding principal indebtedness of $36.0 million under our credit facilities as of March 31, 2013, we believe that a 10% change in interest rates would not have a significant impact on our results of operations.

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Liquidity Risk

As of March 31, 2013, we held $2.7 million of auction rate securities, net of unrealized losses, representing our interest in auction rate preferred shares in a closed end mutual fund invested in municipal securities; the auction rate security was rated AAA or AA2 at March 31, 2013. These auction rate preferred shares have no stated maturity date. During February 2008, the auctions for these auction rate securities began to fail to obtain sufficient bids to establish a clearing rate and were not saleable in the auction, thereby losing the short-term liquidity previously provided by the auction process. As a result, as of March 31, 2013, $2.7 million of these auction rate securities have been classified as long-term available-for-sale investments. Based on our assessment of fair value at March 31, 2013, we have recorded an accumulated unrealized loss of $0.1 million, net of deferred income taxes, on long-term auction rate securities. The unrealized loss was deemed to be temporary and has been recorded as a component of accumulated other comprehensive loss. During the three and nine months ended March 31, 2013, $0 and $0.3 million of auction rate securities were redeemed at par, respectively, and $0.4 million and $2.1 million were redeemed at par during the three and nine months ended March 31, 2012, respectively.

Although we have determined that we will not likely be required to sell the securities before the anticipated recovery and we have the intent and ability to hold our investments until successful auctions occur, these investments are not currently liquid and in the event we need to access these funds, we will not be able to do so without a loss of principal. There can be no assurances that these investments will be settled in the short term or that they will not become other-than-temporarily impaired subsequent to March 31, 2013, as the market for these investments is presently uncertain. In any event, we do not have a present need to access these funds for operational purposes. We will continue to monitor and evaluate these investments as there is no assurance as to when the market for these investments will allow us to liquidate them. We may be required to record impairment charges in periods subsequent to March 31, 2013 with respect to these securities and, if a liquid market does not develop for these investments, we could be required to hold them to maturity.

Foreign Currency Risk

To date, our international customer and supplier agreements have been denominated primarily in U.S. dollars, and accordingly, we have limited exposure to foreign currency exchange rate fluctuations from customer agreements, and do not currently engage in foreign currency hedging transactions. However, the functional currency of our operations in Netherlands and Taiwan is the U.S. dollar and our local accounts including financing arrangements are denominated in the local currency in the Netherlands and Taiwan, respectively, and thus we are subject to foreign currency exchange rate fluctuations associated with re-measurement to U.S. dollars. Such fluctuations have not been significant historically. Foreign exchange gain for both three and nine months ended March 31, 2013 was $0.2 million and approximately $0 and $0.1 million for the three and nine months ended March 31, 2012, respectively.

Item 4. Controls and Procedures

Evaluation of Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, the Company evaluated the effectiveness of its disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The evaluation considered the procedures designed to ensure that information required to be disclosed by us in the reports filed or submitted by the Company under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and communicated to our management as appropriate to allow timely decisions regarding required disclosure. Based on that evaluation, our Chief Executive

Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of March 31, 2013.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting as defined in Exchange Act Rule 13a-15(f) during the quarter ended March 31, 2013 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

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PART II: OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we have been involved in various legal proceedings arising from the normal course of business activities. We defend ourselves vigorously against any such claims. In management's opinion, the resolution of any pending matters will not have a material adverse effect on our condensed consolidated financial condition, results of operations, or liquidity.

Item 1A. Risk Factors

The Risk Factors included in our Annual Report on Form 10-K for the year ended June 30, 2012 have not materially changed; provided that we have added additional disclosure in the Risk Factors "We may lose sales or incur unexpected expenses relating to insufficient, excess or obsolete inventory". You should carefully consider the following risk factors, as well as the other information in this Form 10-Q. If any of the following risks actually occurs, our business, financial condition and results of operations would suffer. In this case, the trading price of our common stock would likely decline and you might lose all or part of your investment in our common stock. Additional risks that we currently do not know about or that we currently believe to be immaterial may also impair our business operations.

Risks Related to Our Business and Industry

Our quarterly operating results will likely fluctuate in the future, which could cause rapid declines in our stock price. As our business continues to grow, we believe that our quarterly operating results will be subject to greater fluctuation due to various factors, many of which are beyond our control. Factors that may affect quarterly operating results in the future include:

- our ability to attract new customers, retain existing customers and increase sales to such customers;
- unpredictability of the timing and size of customer orders, since most of our customers purchase our products on a purchase order basis rather than pursuant to a long term contract;
- fluctuations in availability and costs associated with key components and other materials needed to satisfy customer requirements;
- variability of our margins based on the mix of server systems, subsystems and accessories we sell;
- variability of operating expenses as a percentage of net sales;
- the timing of the introduction of new products by leading microprocessor vendors and other suppliers;
- our ability to introduce new and innovative server solutions that appeal to our customers;
- our ability to address technology issues as they arise, improve our products' functionality and expand our product offerings;
- changes in our product pricing policies, including those made in response to new product announcements and pricing changes of our competitors;
- mix of whether customer purchases are of full systems or subsystems and accessories and whether made directly or through indirect sales channels;
- fluctuations based upon seasonality, with the quarters ending March 31 and September 30 typically being weaker;
- the rate of expansion, domestically and internationally;
- the effectiveness of our sales force and the efforts of our distributors;
- the effect of mergers and acquisitions among our competitors, suppliers or partners;

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- general economic conditions in our geographic markets; and
- impact of regulatory changes on our cost of doing business.

Accordingly, it is difficult for us to accurately forecast our growth and results of operations on a quarterly basis. If we fail to meet expectations of investors or analysts, our stock price may fall rapidly and without notice. Furthermore, the fluctuation of quarterly operating results may render less meaningful period-to-period comparisons of our operating results, and you should not rely upon them as an indication of future performance.

We may fail to meet publicly announced financial guidance or other expectations about our business, which would cause our stock to decline in value.

We typically provide forward looking financial guidance when we announce our financial results from the prior quarter. We undertake no obligation to update such guidance at any time. From time to time in the past our financial results have failed to meet the guidance we provided. There are a number of reasons why we might fail to meet financial guidance and other expectations about our business, including, but not limited to, the factors described in the preceding Risk Factor. Given the inherent uncertainties, we expect that we will fail to meet our financial guidance from time to time in the future and that if we do so, our stock would likely decline in value.

Our cost structure and ability to deliver server solutions to customers in a timely manner may be adversely affected by volatility of the market for core components and materials for our products.

Prices of materials and core components utilized in the manufacture of our server solutions, such as serverboards, chassis, central processing units, or CPUs, memory and hard drives represent a significant portion of our cost of sales. We generally do not enter into long-term supply contracts for these materials and core components, but instead purchase these materials and components on a purchase order basis. Prices of these core components and materials are volatile, and, as a result, it is difficult to predict expense levels and operating results. In addition, if our business growth renders it necessary or appropriate to transition to longer term contracts with materials and core component suppliers, our costs may increase and our gross margins could correspondingly decrease.

Because we often acquire materials and core components on an as needed basis, we may be limited in our ability to effectively and efficiently respond to customer orders because of the then-current availability or the terms and pricing of materials and core components. Our industry has experienced materials shortages and delivery delays in the past, and we may experience shortages or delays of critical materials in the future. From time to time, we have been forced to delay the introduction of certain of our products or the fulfillment of customer orders as a result of shortages of materials and core components. For example, we were unable to fulfill certain orders at the end of the quarter ended June 30, 2010 due to component shortages. Likewise, our net sales for the quarter ended December 31, 2011 and March 31, 2012 were adversely impacted by disk drive shortages resulting from the flooding in Thailand. If shortages or delays arise, the prices of these materials and core components may increase or the materials and core components may not be available at all. In addition, in the event of shortages, some of our larger competitors may have greater abilities to obtain materials and core components due to their larger purchasing power. We may not be able to secure enough core components or materials at reasonable prices or of acceptable quality to build new products to meet customer demand, which could adversely affect our business and financial results.

We may incur additional expenses and suffer lower margins if our expectations regarding long term hard disk drive commitments prove incorrect.

Notwithstanding our general practice of not entering into long term supply contracts, as a result of severe flooding in Thailand during the first quarter of fiscal year 2012, we entered into purchase agreements with selected suppliers of hard disk drives in the third quarter of fiscal year 2012 in order to ensure continuity of supply for these components. In May 2013, we entered into an amendment to the purchase agreement, which decreases our hard disk drive purchase

commitments to $179.3 million and extends the terms to December 2014. Higher costs compared to the lower selling prices for these components incurred under these agreements contributed to our lower gross profit for the nine months ended March 31, 2013 and could adversely impact our gross profit in the future. This and any other similar future supply commitments that we may enter into expose us to risk for lower margins or loss on disposal of such inventory if our expectations of customer demand are incorrect and the market price of the material or component inventory decline.

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We may lose sales or incur unexpected expenses relating to insufficient, excess or obsolete inventory.

As a result of our strategy to provide greater choice and customization of our products to our customers, we are required to maintain a high level of inventory. If we fail to maintain sufficient inventory, we may not be able to meet demand for our products on a timely basis, and our sales may suffer. If we overestimate customer demand for our products, we could experience excess inventory of our products and be unable to sell those products at a reasonable price, or at all. As a result, we may need to record higher inventory reserves. In addition, from time to time we assume greater inventory risk in connection with the purchase or manufacture of more specialized components in connection with higher volume sales opportunities. We have from time to time experienced inventory write downs associated with higher volume sales that were not completed as anticipated. For example, we recorded a $0.7 million reserve in the quarter ended March 31, 2013 relating to specialized inventory purchased for one customer. We expect that we will experience such write downs from time to time in the future related to existing and future commitments. If we are later able to sell inventory with respect to which we have taken a reserve at a profit, it may increase the quarterly variances in our operating results. Additionally, the rapid pace of innovation in our industry could render significant portions of our existing inventory obsolete. Certain of our distributors and OEMs have rights to return products, limited to purchases over a specified period of time, generally within 60 to 90 days of the purchase, or to products in the distributor's or OEM's inventory at certain times, such as termination of the agreement or product obsolescence. Any returns under these arrangements could result in additional obsolete inventory. In addition, server systems, subsystems and accessories that have been customized and later returned by those of our customers and partners who have return rights or stock rotation rights may be unusable for other purposes or may require reformation at additional cost to be made ready for sale to other customers. Excess or obsolete inventory levels for these or other reasons could result in unexpected expenses or increases in our reserves against potential future charges which would adversely affect our business and financial results. For example, during the three and nine months ended March 31, 2013, we recorded inventory write-downs charged to cost of sales of $2.4 million and $8.7 million for lower of cost or market and excess and obsolete inventory, respectively, and $1.8 million and $5.7 million during the three and nine months ended March 31, 2012, respectively. For additional information regarding customer return rights, see “Management's Discussion and Analysis of Financial Condition and Results of Operations-Critical Accounting Policies-Revenue Recognition.”

If we do not successfully manage the expansion of our international manufacturing operations, our business could be harmed.

Since inception we have conducted substantially all of our manufacturing operations near our corporate headquarters in California. We have recently begun significant manufacturing operations in Taiwan and more limited manufacturing operations in the Netherlands. The commencement of new manufacturing operations in new locations, particularly in other jurisdictions, entails additional risks and challenges. If we are unable to successfully ramp up these operations we may incur unanticipated costs, difficulties in making timely delivery of products or suffer other business disruptions which could adversely impact our results of operations.

Economic conditions could materially adversely affect us.

Our operations and performance depend significantly on worldwide economic conditions. Uncertainty about current global economic conditions poses a risk as consumers and businesses may continue to postpone spending in response to tighter credit, unemployment, negative financial news and/or declines in income or asset values, which could have a material negative effect on demand for our products and services.
In the event of renewed financial turmoil affecting the banking system and financial markets, additional consolidation of the financial services industry, or significant financial service institution failures, there could be a new or incremental tightening in the credit markets, low liquidity, and extreme volatility in fixed income, credit, currency, and equity markets. In addition, there could be a number of follow-on effects from current or future disruptions in the

credit market on our business, including the insolvency of key outsourcing partners or suppliers or their inability to obtain credit to finance development and/or manufacture products resulting in product delays; inability of customers, including channel partners, to obtain credit to finance purchases of our products and/or customer, including channel partner, insolvencies; and failure of derivative counterparties and other financial institutions negatively impacting our treasury operations. Uncertainty about current global economic conditions could also continue to increase the volatility of our stock price.

Our future financial performance will depend on the timely introduction and widespread acceptance of new server solutions and increased functionality of our existing server solutions.

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Our future financial performance will depend on our ability to meet customer specifications and requirements by enhancing our current server solutions and developing server solutions with new and better functionality. The success of new features and new server solutions depends on several factors, including their timely introduction and market acceptance. We may not be successful in developing enhancements or new server solutions, or in timely bringing them to market. From time to time in the past, customers have deferred purchases of our existing products pending the introduction of new products based upon anticipated new microprocessor releases and we may be subject to such deferrals in the future. If our new server solutions are not competitive with solutions offered by other vendors, we may not be perceived as a technology leader and could miss market opportunities. If we are unable to enhance the functionality of our server solutions or introduce new server solutions which achieve widespread market acceptance, our reputation will be damaged, the value of our brand will diminish, and our business will suffer. In addition, uncertainties about the timing and nature of new features and products could result in increases in our research and development expenses with no assurance of future sales.

We may not be able to successfully manage our planned growth and expansion.

Over time we expect to continue to make investments to pursue new customers and expand our product offerings to grow our business rapidly. We expect that our annual operating expenses will continue to increase as we invest in sales and marketing, research and development, manufacturing and production infrastructure, and strengthen customer service and support resources for our customers. Our failure to expand operational and financial systems timely or efficiently could result in additional operating inefficiencies, which could increase our costs and expenses more than we had planned and prevent us from successfully executing our business plan. We may not be able to offset the costs of operation expansion by leveraging the economies of scale from our growth in negotiations with our suppliers and contract manufacturers. Additionally, if we increase our operating expenses in anticipation of the growth of our business and this growth does not meet our expectations, our financial results will be negatively impacted.

If our business grows, we will have to manage additional product design projects, materials procurement processes, and sales efforts and marketing for an increasing number of SKUs, as well as expand the number and scope of our relationships with suppliers, distributors and end customers. If we fail to manage these additional responsibilities and relationships successfully, we may incur significant costs, which may negatively impact our operating results. Additionally, in our efforts to be first to market with new products with innovative functionality and features, we may devote significant research and development resources to products and product features for which a market does not develop quickly, or at all. If we are not able to predict market trends accurately, we may not benefit from such research and development activities, and our results of operations may suffer.

In the last several years, we have significantly increased our operations in Taiwan and the Netherlands, in part to enable us to manufacture products and provide service closer to our customers' locations in Europe and Asia. We expect to continue to increase such operations in future periods. If we fail to effectively manage the transition of manufacturing and service operations to these locations or if we misjudge our ability to utilize this additional capacity, our gross margin and results of operations may suffer.

We may encounter difficulties with our ERP Systems.

We are in the process of planning for the implementation of a new enterprise resource planning, or ERP, System. Many companies have experienced delays and difficulties with the implementation of new or changed ERP systems that have had a negative effect on their business. Any disruptions, delays or deficiencies in the design and implementation of a revised or new ERP system could result in potentially much higher costs than we had anticipated and could adversely affect our ability to develop new products, provide services, fulfill contractual obligations, file reports with the SEC in a timely manner and/or otherwise operate our business, or otherwise impact our controls environment. Any of these consequences could have an adverse effect on our results of operations and financial

condition.

The market in which we participate is highly competitive, and if we do not compete effectively, we may not be able to increase our market penetration, grow our net sales or improve our gross margins.

The market for server solutions is intensely competitive and rapidly changing. Barriers to entry in our market are relatively low and we expect increased challenges from existing as well as new competitors. Some of our principal competitors offer server solutions at a lower price, which has resulted in pricing pressures on sales of our server solutions. We expect further downward pricing pressure from our competitors and expect that we will have to price some of our server solutions aggressively to increase our market share with respect to those products, particularly for datacenter customers. If we are unable to maintain the margins on our server solutions, our operating results could be negatively impacted. In addition, if we do not develop new innovative server solutions, or enhance the reliability, performance, efficiency and other features of our existing

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server solutions, our customers may turn to our competitors for alternatives. In addition, pricing pressures and increased competition generally may also result in reduced sales, lower margins or the failure of our products to achieve or maintain widespread market acceptance, any of which could have a material adverse effect on our business, results of operations and financial condition.

Our principal competitors include global technology companies such as Dell, Inc., Hewlett-Packard Company, IBM, Cisco and Intel. In addition, we also compete with a number of other vendors who also sell application optimized servers, contract manufacturers and original design manufacturers, or ODMs, such as Quanta Computer Incorporated. ODMs sell server solutions marketed or sold under a third party brand.

Many of our competitors enjoy substantial competitive advantages, such as:

- greater name recognition and deeper market penetration;
- longer operating histories;
- larger sales and marketing organizations and research and development teams and budgets;
- more established relationships with customers, contract manufacturers and suppliers and better channels to reach larger customer bases and larger sales volume allowing for better costs;
- larger customer service and support organizations with greater geographic scope;
- a broader and more diversified array of products and services; and
- substantially greater financial, technical and other resources.

As a result, our competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or customer requirements. Competitors may seek to copy our innovations and use cost advantages from greater size to compete aggressively with us on price. Certain customers are also current or prospective competitors and as a result, assistance that we provide to them as customers may ultimately result in increased competitive pressure against us. Furthermore, because of these advantages, even if our application optimized server solutions are more effective than the products that our competitors offer, potential customers might accept competitive products in lieu of purchasing our products. The challenges we face from larger competitors will become even greater if consolidation or collaboration between or among our competitors occurs in our industry. For all of these reasons, we may not be able to compete successfully against our current or future competitors, and if we do not compete effectively, our ability to increase our net sales may be impaired.

As we increasingly target larger customers, our customer base may become less diversified, our cost of sales may increase, and our sales may be less predictable.

We expect that as our business continues to grow, we will be increasingly dependent upon larger sales to maintain our rate of growth and that selling our server solutions to larger customers will create new challenges. However, if certain customers buy our products in greater volumes, and their business becomes a larger percentage of our net sales, we may grow increasingly dependent on those customers to maintain our growth. If our largest customers do not purchase our products at the levels or in the timeframes that we expect, our ability to maintain or grow our net sales will be adversely affected.

Additionally, as we and our distribution partners focus increasingly on selling to larger customers and attracting larger orders, we expect greater costs of sales. Our sales cycle may become longer and more expensive, as larger customers typically spend more time negotiating contracts than smaller customers. Larger customers often seek to gain greater pricing concessions, as well as greater levels of support in the implementation and use of our server solutions. These factors can result in lower margins for our products.

Increased sales to larger companies may also cause fluctuations in results of operations. A larger customer may seek to fulfill all or substantially all of its requirements in a single order, and not make another purchase for a significant period of time. Accordingly, a significant increase in revenue during the period in which we recognize the revenue from the sale may be followed by a period of time during which the customer purchases none or few of our products. A significant decline in net sales in periods following a significant order could adversely affect our stock price.

We must work closely with our suppliers to make timely new product introductions.

We rely on our close working relationships with our suppliers, including Intel, AMD and Nvidia, to anticipate and deliver new products on a timely basis when new generation materials and core components are made available. Intel, AMD and Nvidia are the only suppliers of the microprocessors we use in our server systems. If we are not able to maintain our relationships with our suppliers or continue to leverage their research and development capabilities to develop new

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technologies desired by our customers, our ability to quickly offer advanced technology and product innovations to our customers would be impaired. We have no long term agreements that obligate our suppliers to continue to work with us or to supply us with products.

Our suppliers' failure to improve the functionality and performance of materials and core components for our products may impair or delay our ability to deliver innovative products to our customers.

We need our material and core component suppliers, such as Intel, AMD and Nvidia, to provide us with core components that are innovative, reliable and attractive to our customers. Due to the pace of innovation in our industry, many of our customers may delay or reduce purchase decisions until they believe that they are receiving best of breed products that will not be rendered obsolete by an impending technological development. Accordingly, demand for new server systems that incorporate new products and features is significantly impacted by our suppliers' new product introduction schedules and the functionality, performance and reliability of those new products. If our materials and core component suppliers fail to deliver new and improved materials and core components for our products, we may not be able to satisfy customer demand for our products in a timely manner, or at all. If our suppliers' components do not function properly, we may incur additional costs and our relationships with our customers may be adversely affected.

As our business grows and if the economy does not improve, we expect that we may be exposed to greater customer credit risks.

Historically, we have offered limited credit terms to our customers. As our customer base expands, as our orders increase in size, and as we obtain more direct customers, we expect to offer increased credit terms and flexible payment programs to our customers. Doing so may subject us to increased credit risk, higher accounts receivable with longer days outstanding, and increases in charges or reserves, which could have a material adverse effect on our business, results of operations and financial condition. Likewise, if there is no sustained economic recovery, we could be exposed to greater credit risk.

Our ability to develop our brand is critical to our ability to grow.

We believe that acceptance of our server solutions by an expanding customer base depends in large part on increasing awareness of the Supermicro brand and that brand recognition will be even more important as competition in our market develops. In particular, we expect an increasing proportion of our sales to come from sales of server systems, the sales of which we believe may be particularly impacted by brand strength. Successful promotion of our brand will depend largely on the effectiveness of our marketing efforts and on our ability to develop reliable and useful products at competitive prices. To date, we have not devoted significant resources to building our brand, and have limited experience in increasing customer awareness of our brand. Our future brand promotion activities, including any expansion of our cooperative marketing programs with strategic partners, may involve significant expense and may not generate desired levels of increased revenue, and even if such activities generate some increased revenue, such increased revenue may not offset the expenses we incurred in endeavoring to build our brand. If we fail to successfully promote and maintain our brand, or incur substantial expenses in our attempts to promote and maintain our brand, we may fail to attract enough new customers or retain our existing customers to the extent necessary to realize a sufficient return on our brand-building efforts, and as a result our operating results and financial condition could suffer.

We principally rely on indirect sales channels for the sale and distribution of our products and any disruption in these channels could adversely affect our sales.

Historically, a majority of our revenues have resulted from sales of our products through third party distributors and resellers, which sales accounted for 58.8% and 56.2% of our net sales in the three and nine months ended March 31,

2013, respectively, and 52.6% and 54.8% in the three and nine months ended March 31, 2012, respectively. We depend on our distributors to assist us in promoting market acceptance of our products and anticipate that a majority of our revenues will continue to result from sales through indirect channels. To maintain and potentially increase our revenue and profitability, we will have to successfully preserve and expand our existing distribution relationships as well as develop new distribution relationships. Our distributors also sell products offered by our competitors and may elect to focus their efforts on these sales. If our competitors offer our distributors more favorable terms or have more products available to meet the needs of their customers, or utilize the leverage of broader product lines sold through the distributors, those distributors may de-emphasize or decline to carry our products. In addition, our distributors' order decision-making process is complex and involves several factors, including end customer demand, warehouse allocation and marketing resources, which can make it difficult to accurately predict total sales for the quarter until late in the quarter. We also do not control the pricing or discounts offered by

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distributors to end customers. To maintain our participation in distributors' marketing programs, in the past we have provided cooperative marketing arrangements or made short-term pricing concessions.

The discontinuation of cooperative marketing arrangements or pricing concessions could have a negative effect on our business. Our distributors could also modify their business practices, such as payment terms, inventory levels or order patterns. If we are unable to maintain successful relationships with distributors or expand our distribution channels or we experience unexpected changes in payment terms, inventory levels or other practices by our distributors, our business will suffer.

We may be unable to accurately predict future sales through our distributors, which could harm our ability to efficiently manage our resources to match market demand.

Since a significant portion of our sales are made through domestic and international distributors, our financial results, quarterly product sales, trends and comparisons are affected by fluctuations in the buying patterns of end customers and our distributors, and by the changes in inventory levels of our products held by these distributors. We generally record revenue based upon a "sell-in" model which means that we generally record revenue upon shipment to our distributors. For more information regarding our revenue recognition policies, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies." While we attempt to assist our distributors in maintaining targeted stocking level of our products, we may not consistently be accurate or successful. This process involves the exercise of judgment and use of assumptions as to future uncertainties including end customer demand. Our distributors also have various rights to return products which could, among other things, result in our having to repurchase inventory which has declined in value or is obsolete. Consequently, actual results could differ from our estimates. Inventory levels of our products held by our distributors may exceed or fall below the levels we consider desirable on a going-forward basis. This could adversely affect our distributors or our ability to efficiently manage or invest in internal resources, such as manufacturing and shipping capacity, to meet the demand for our products.

Any failure to adequately expand or retain our sales force will impede our growth.

Though we expect to continue to rely primarily on third party distributors to sell our server solutions, we expect that, over time, our direct sales force will grow. Competition for direct sales personnel with the advanced sales skills and technical knowledge we need is intense. Our ability to grow our revenue in the future will depend, in large part, on our success in recruiting, training, retaining and successfully managing sufficient qualified direct sales personnel. We have traditionally experienced greater turnover in our sales and marketing personnel as compared to other departments. New hires require significant training and may take six months or longer before they reach full productivity. Our recent hires and planned hires may not become as productive as we would like, and we may be unable to hire sufficient numbers of qualified individuals in the future in the markets where we do business. If we are unable to hire, develop and retain sufficient numbers of productive sales personnel, sales of our server solutions will suffer.

Our direct sales efforts may create confusion for our end customers and harm our relationships with our distributors and OEMs.

Though our direct sales efforts have historically been limited and focused on customers who typically do not buy from distributors or OEMs, we expect our direct sales force to grow as our business grows. As our direct sales force becomes larger, our direct sales efforts may lead to conflicts with our distributors and OEMs, who may view our direct sales efforts as undermining their efforts to sell our products. If a distributor or OEM deems our direct sales efforts to be inappropriate, the distributor or OEM may not effectively market our products, may emphasize alternative products from competitors, or may seek to terminate our business relationship. Disruptions in our

distribution channels could cause our revenues to decrease or fail to grow as expected. Our failure to implement an effective direct sales strategy that maintains and expands our relationships with our distributors and OEMs could lead to a decline in sales and adversely affect our results of operations.

If we are required to change the timing of our revenue recognition, our net sales and net income could decrease.

We currently record revenue based upon a “sell-in” model with revenues generally recorded upon shipment of products to our distributors. This is in contrast to a “sell-through” model pursuant to which revenues are generally recognized upon sale of products by distributors to their customers. This requires that we maintain a reserve to cover the estimated costs of any returns or exercises of stock rotation rights, which we estimate primarily based on our historical experience. If facts and circumstances change such that the rate of returns of our products exceeds our historical experience, we may have to increase our reserve, which, in turn, would cause our revenue to decline. Similarly, if facts and circumstances change such that we are no longer able to determine reasonable estimates of our sales returns, we would be required to defer our revenue recognition until the point of sale from the distributors to their customers. Any such change may negatively impact our net sales or net

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income for particular periods and cause a decline in our stock price. For additional information regarding our revenue recognition policies, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies.”

The average selling prices for our existing server solutions are subject to decline if customers do not continue to purchase our latest generation products, which could harm our results of operations.

As with most electronics based products, average selling prices of servers typically are highest at the time of introduction of new products, which utilize the latest technology, and tend to decrease over time as such products become commoditized and are ultimately replaced by even newer generation products. As our business continues to grow, we may increasingly be subject to this industry risk. We cannot predict the timing or amount of any decline in the average selling prices of our server solutions that we may experience in the future. In some instances, our agreements with our distributors limit our ability to reduce prices unless we make such price reductions available to them, or price protect their inventory. If we are unable to decrease per unit manufacturing costs faster than the rate at which average selling prices continue to decline, our business, financial condition and results of operations will be harmed.

If our limited number of contract manufacturers or suppliers of materials and core components fail to meet our requirements, we may be unable to meet customer demand for our products, which could decrease our revenues and earnings.

We purchase many sophisticated materials and core components from one or a limited number of qualified suppliers and rely on a limited number of contract manufacturers to provide value added design, manufacturing, assembly and test services. We generally do not have long-term agreements with these vendors, and instead obtain key materials and services through purchase order arrangements. We have no contractual assurances from any contract manufacturer that adequate capacity will be available to us to meet future demand for our products.
Consequently, we are vulnerable to any disruptions in supply with respect to the materials and core components provided by limited-source suppliers, and we are at risk of being harmed by discontinuations of design, manufacturing, assembly or testing services from our contract manufacturers. We have occasionally experienced delivery delays from our suppliers and contract manufacturers because of high industry demand or because of inability to meet our quality or delivery requirements. For example, in the past we experienced delays in the delivery of printed circuit board material as a result of the loss of two of our five printed circuit board vendors which resulted in a reduction of net sales for the quarter in which it occurred. More recently, the 2011 floods in Thailand disrupted the global supply chain for hard disk drives manufactured in Thailand. Although reduced, the impact of such disruptions continues. In addition, if our relationships with our suppliers and contract manufactures are negatively impacted by late payments or other issues, we may not receive timely delivery of materials and core components.
If we were to lose any of our current supply or contract manufacturing relationships, the process of identifying and qualifying a new supplier or contract manufacturer who will meet our quality and delivery requirements, and who will appropriately safeguard our intellectual property, may require a significant investment of time and resources, adversely affecting our ability to satisfy customer purchase orders and delaying our ability to rapidly introduce new products to market. Similarly, if any of our suppliers were to cancel, materially change contracts or commitments to us or fail to meet the quality or delivery requirements needed to satisfy customer demand for our products, whether due to shortages or other reasons, our reputation and relationships with customers could be damaged. We could lose orders, be unable to develop or sell some products cost-effectively or on a timely basis, if at all, and have significantly decreased revenues, margins and earnings, which would have a material adverse effect on our business.

Our focus on internal development and customizable server solutions could delay our introduction of new products and result in increased costs.

Our strategy is to rely to a significant degree on internally developed components, even when third party components may be available. We believe this allows us to develop products with a greater range of features and functionality and allows us to develop solutions that are more customized to customer needs. However, if not properly managed, this reliance on internally developed components may be more costly than use of third party components, thereby making our products less price competitive or reducing our margins. In addition, our reliance on internal development may lead to delays in the introduction of new products and impair our ability to introduce products rapidly to market. We may also experience increases in our inventory costs and obsolete inventory, thereby reducing our margins.

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Our research and development expenditures, as a percentage of our net sales, are considerably higher than many of our competitors and our earnings will depend upon maintaining revenues and margins that offset these expenditures.

Our strategy is to focus on being consistently rapid-to-market with flexible and customizable server systems that take advantage of our own internal development and the latest technologies offered by microprocessor manufacturers and other component vendors. Consistent with this strategy, we spend higher amounts, as a percentage of revenues, on research and development costs than many of our competitors. If we can not sell our products in sufficient volume and with adequate gross margins to compensate for such investment in research and development, our earnings may be materially and adversely affected.

Our failure to deliver high quality server solutions could damage our reputation and diminish demand for our products.

Our server solutions are critical to our customers' business operations. Our customers require our server solutions to perform at a high level, contain valuable features and be extremely reliable. The design of our server solutions is sophisticated and complex, and the process for manufacturing, assembling and testing our server solutions is challenging. Occasionally, our design or manufacturing processes may fail to deliver products of the quality that our customers require. For example, in the past a vendor provided us with a defective capacitor that failed under certain heavy use applications. As a result, our product needed to be repaired. Though the vendor agreed to pay for a large percentage of the costs of the repairs, we incurred costs in connection with the recall and diverted resources from other projects.

New flaws or limitations in our server solutions may be detected in the future. Part of our strategy is to bring new products to market quickly, and first-generation products may have a higher likelihood of containing undetected flaws. If our customers discover defects or other performance problems with our products, our customers' businesses, and our reputation, may be damaged. Customers may elect to delay or withhold payment for defective or underperforming server solutions, request remedial action, terminate contracts for untimely delivery, or elect not to order additional server solutions, which could result in an increase in our provision for doubtful accounts, an increase in collection cycles for accounts receivable or subject us to the expense and risk of litigation. We may incur expense in recalling, refurbishing or repairing defective server solutions. If we do not properly address customer concerns about our products, our reputation and relationships with our customers may be harmed. For all of these reasons, customer dissatisfaction with the quality of our products could substantially impair our ability to grow our business.

Conflicts of interest may arise between us and Ablecom Technology Inc., one of our major contract manufacturers, and those conflicts may adversely affect our operations.

We use Ablecom, a related party, for contract design and manufacturing coordination support. We work with Ablecom to optimize modular designs for our chassis and certain of other components. Our purchases from Ablecom represented 18.8% and 18.3% of our cost of sales for the three and nine months ended March 31, 2013, respectively, and 20.1% and 18.8% for the three and nine months ended March 31, 2012, respectively. Ablecom's sales to us constitute a substantial majority of Ablecom's net sales. Ablecom is a privately-held Taiwan-based company.

Steve Liang, Ablecom's Chief Executive Officer and largest shareholder, is the brother of Charles Liang, our President, Chief Executive Officer and Chairman of the Board. Charles Liang, and his spouse, Chiu-Chu (Sara) Liu Liang, our Vice President of Operations, Treasurer and director, jointly own 10.5% of Ablecom's outstanding common stock, while Mr. Steve Liang and other family members own 35.9% of Ablecom's outstanding common stock. Mr. and Mrs. Charles Liang, as directors, officers and significant stockholders of the Company, have considerable influence over the management of our business relationships. Accordingly, we may be disadvantaged by their economic

interests as stockholders of Ablecom and their personal relationship with Ablecom's Chief Executive Officer. We may not negotiate or enforce contractual terms as aggressively with Ablecom as we might with an unrelated party, and the commercial terms of our agreements may be less favorable than we might obtain in negotiations with third parties. If our business dealings with Ablecom are not as favorable to us as arms-length transactions, our results of operations may be harmed.

If Steve Liang ceases to have significant influence over Ablecom, or if those of our stockholders who hold shares of Ablecom cease to have a significant amount of the outstanding shares of Ablecom, the terms and conditions of our agreements with Ablecom may not be as favorable as those in our existing contracts. As a result, our costs could increase and adversely affect our margins and results of operations.

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Our relationship with Ablecom may allow us to benefit from favorable pricing which may result in reported results more favorable than we might report in the absence of our relationship.

Although we generally re-negotiate the price of products that we purchase from Ablecom on a quarterly basis, pursuant to our agreements with Ablecom either party may re-negotiate the price of products for each order. As a result of our relationship with Ablecom, it is possible that Ablecom may in the future sell products to us at a price lower than we could obtain from an unrelated third party supplier. This may result in future reporting of gross profit as a percentage of net sales that is in excess of what we might have obtained absent our relationship with Ablecom.

Our reliance on Ablecom could be subject to risks associated with our reliance on a limited source of contract manufacturing services and inventory warehousing.

We continue to maintain our manufacturing relationship with Ablecom in Asia. In order to provide a larger volume of contract manufacturing services for us, Ablecom will continue to warehouse for us an increasing number of components and subassemblies manufactured by multiple suppliers prior to shipment to our facilities in the U.S. and Europe. We also anticipate that we will continue to lease office space from Ablecom in Taiwan to support the research and development efforts we are undertaking and continue to operate a joint management company with Ablecom to manage the common areas shared by the Company and Ablecom for their separately constructed manufacturing facilities in Taiwan.

If we or Ablecom fail to manage the contract manufacturing services and warehouse operations in Asia, we may experience delays in our ability to fulfill customer orders. Similarly, if Ablecom’s facility in Asia is subject to damage, destruction or other disruptions, our inventory may be damaged or destroyed, and we may be unable to find adequate alternative providers of contract manufacturing services in the time that we or our customers require. We could lose orders and be unable to develop or sell some products cost-effectively or on a timely basis, if at all.

Currently, we purchase contract manufacturing services primarily for our chassis and power supply products from Ablecom. If our commercial relationship with Ablecom were to deteriorate or terminate, establishing direct relationships with those entities supplying Ablecom with key materials for our products or identifying and negotiating agreements with alternative providers of warehouse and contract manufacturing services might take a considerable amount of time and require a significant investment of resources. Pursuant to our agreements with Ablecom and subject to certain exceptions, Ablecom has the exclusive right to be our supplier of the specific products developed under such agreements. As a result, if we are unable to obtain such products from Ablecom on terms acceptable to us, we may need to identify a new supplier, change our design and acquire new tooling, all of which could result in delays in our product availability and increased costs. If we need to use other suppliers, we may not be able to establish business arrangements that are, individually or in the aggregate, as favorable as the terms and conditions we have established with Ablecom. If any of these things should occur, our net sales, margins and earnings could significantly decrease, which would have a material adverse effect on our business.

Our growth into markets outside the United States exposes us to risks inherent in international business operations.

We market and sell our systems and components both domestically and outside the United States. We intend to expand our international sales efforts, especially into Asia and are expanding our business operations in Europe and Asia, particularly in the Netherlands, Taiwan and China. In particular, we have and continue to make substantial investments for the purchase of land and the development of new facilities in Taiwan to accommodate our expected growth. Our international expansion efforts may not be successful. Our international operations expose us to risks and challenges that we would otherwise not face if we conducted our business only in the United States, such as:

- heightened price sensitivity from customers in emerging markets;
- our ability to establish local manufacturing, support and service functions, and to form channel relationships with resellers in non-U.S. markets;
- localization of our systems and components, including translation into foreign languages and the associated expenses;
- compliance with multiple, conflicting and changing governmental laws and regulations;
- foreign currency fluctuations;
- limited visibility into sales of our products by our distributors;
- laws favoring local competitors;
- weaker legal protections of intellectual property rights and mechanisms for enforcing those rights;
- market disruptions created by public health crises in regions outside the U.S., such as Avian flu, SARS and other diseases;

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- difficulties in staffing and managing foreign operations, including challenges presented by relationships with workers' councils and labor unions; and
- changing regional economic and political conditions.

These factors could limit our future international sales or otherwise adversely impact our operations or our results of operations.

We have in the past entered into plea and settlement agreements with the government relating to violations of export control and related laws; if we fail to comply with laws and regulations restricting dealings with sanctioned countries, we may be subject to future civil or criminal penalties, which may have a material adverse effect on our business or ability to do business outside the United States.

In 2006, we entered into certain plea and settlement agreement with government agencies relating to export control and related law violations for activities that occurred in the 2001 to 2003 time frame. We believe we are currently in compliance in all material respects with applicable export related laws and regulations. However, if our export compliance program is not effective, or if we are subject to any future claims regarding violation of export control and economic sanctions laws, we could be subject to civil or criminal penalties, which could lead to a material fine or other sanctions, including loss of export privileges, that may have a material adverse effect on our business, financial condition, results of operation and future prospects. In addition, these plea and settlement agreements and any future violations could have an adverse impact on our ability to sell our products to United States federal, state and local government and related entities.

Any failure to protect our intellectual property rights, trade secrets and technical know-how could impair our brand and our competitiveness.

Our ability to prevent competitors from gaining access to our technology is essential to our success. If we fail to protect our intellectual property rights adequately, we may lose an important advantage in the markets in which we compete. Trademark, patent, copyright and trade secret laws in the United States and other jurisdictions as well as our internal confidentiality procedures and contractual provisions are the core of our efforts to protect our proprietary technology and our brand. Our patents and other intellectual property rights may be challenged by others or invalidated through administrative process or litigation, and we may initiate claims or litigation against third parties for infringement of our proprietary rights. Such administrative proceedings and litigation are inherently uncertain and divert resources that could be put towards other business priorities. We may not be able to obtain a favorable outcome and may spend considerable resources in our efforts to defend and protect our intellectual property.

Furthermore, legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to us in every country in which our products are available. The laws of some foreign countries may not be as protective of intellectual property rights as those in the United States, and mechanisms for enforcement of intellectual property rights may be inadequate.

Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property and using our technology for their competitive advantage. Any such infringement or misappropriation could have a material adverse effect on our business, results of operations and financial condition.

Resolution of claims that we have violated or may violate the intellectual property rights of others could require us to indemnify our customers, resellers or vendors, redesign our products, or pay significant royalties to third parties, and materially harm our business.

Our industry is marked by a large number of patents, copyrights, trade secrets and trademarks and by frequent litigation based on allegations of infringement or other violation of intellectual property rights. Third-parties have in the past sent us correspondence regarding their intellectual property or filed claims that our products infringe or violate third parties' intellectual property rights. In addition, increasingly non-operating companies are purchasing patents and bringing claims against technology companies. Successful intellectual property claims against us from others could result in significant financial liability or prevent us from operating our business or portions of our business as we currently conduct it or as we may later conduct it. In addition, resolution of claims may require us to redesign our technology, to obtain licenses to use intellectual property belonging to third parties, which we may not be able to obtain on reasonable terms, to cease using the technology covered by those rights, and to indemnify our customers, resellers or vendors. Any claim, regardless of its merits, could be expensive and time consuming to defend against, and divert the attention of our technical and management resources.

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If we lose Charles Liang, our President, Chief Executive Officer and Chairman, or any other key employee or are unable to attract additional key employees, we may not be able to implement our business strategy in a timely manner.

Our future success depends in large part upon the continued service of our executive management team and other key employees. In particular, Charles Liang, our President, Chief Executive Officer and Chairman of the Board, is critical to the overall management of our company as well as to the development of our culture and our strategic direction. Mr. Liang co-founded our company and has been our Chief Executive Officer since our inception. His experience in running our business and his personal involvement in key relationships with suppliers, customers and strategic partners are extremely valuable to our company. We currently do not have a succession plan for the replacement of Mr. Liang if it were to become necessary. Additionally, we are particularly dependent on the continued service of our existing research and development personnel because of the complexity of our products and technologies. Our employment arrangements with our executives and employees do not require them to provide services to us for any specific length of time, and they can terminate their employment with us at any time, with or without notice, without penalty. The loss of services of any of these executives or of one or more other key members of our team could seriously harm our business.

To execute our growth plan, we must attract additional highly qualified personnel, including additional engineers and executive staff. Competition for qualified personnel is intense, especially in San Jose, where we are headquartered. We have experienced in the past and may continue to experience difficulty in hiring and retaining highly skilled employees with appropriate qualifications. In particular, we are currently working to add personnel in our finance, accounting and general administration departments, which have historically had limited budgets and staffing. If we are unable to attract and integrate additional key employees in a manner that enables us to scale our business and operations effectively, or if we do not maintain competitive compensation policies to retain our employees, our ability to operate effectively and efficiently could be limited.

Backlog does not provide a substantial portion of our net sales in any quarter.

Our net sales are difficult to forecast because we do not have sufficient backlog of unfilled orders to meet our quarterly net sales targets at the beginning of a quarter. Rather, a majority of our net sales in any quarter depend upon customer orders that we receive and fulfill in that quarter. Because our expense levels are based in part on our expectations as to future net sales and to a large extent are fixed in the short term, we might be unable to adjust spending in time to compensate for any shortfall in net sales. Accordingly, any significant shortfall of revenues in relation to our expectations would harm our operating results.

Our business and operations are especially subject to the risks of earthquakes other natural catastrophic events.

Our corporate headquarters, including our most significant research and development and manufacturing operations, are located in the Silicon Valley area of Northern California, a region known for seismic activity. We have also established significant manufacturing and research and development operations in Taiwan which is also subject to seismic activity risks. We do not currently have a comprehensive disaster recovery program and as a result, a significant natural disaster, such as an earthquake, could have a material adverse impact on our business, operating results, and financial condition. Although we are in the process of preparing such a program, there is no assurance that it will be effective in the event of such a disaster.

We invest in auction rate securities that are subject to market risk and the recent problems in the financial markets could adversely affect the value and liquidity of our assets.

As of March 31, 2013, we held $2.7 million of auction rate securities, net of unrealized losses, representing our interest in auction rate preferred shares in a closed end mutual fund invested in municipal securities; the auction rate

security was rated AAA or AA2 at March 31, 2013. These auction rate preferred shares have no stated maturity date.

Based on our assessment of fair value at March 31, 2013, we have recorded an accumulated unrealized loss of $0.1 million, net of deferred income taxes, on long-term auction rate securities. The unrealized loss was deemed to be temporary and has been recorded as a component of accumulated other comprehensive loss.

Although we have determined that we will not likely be required to sell the securities before their anticipated recovery and we have the intent and ability to hold our investments until successful auctions occur, these investments are not currently liquid and in the event we need to access these funds, we will not be able to do so without a loss of principal. There can be no assurances that these investments will be settled in the short term or that they will not become other-than-temporarily impaired subsequent to March 31, 2013, as the market for these investments is presently uncertain. In any event, we do not have a present need to access these funds for operational purposes. We will continue to monitor and evaluate these investments as there is no assurance as to when the market for these investments will allow us to liquidate them. We may be required to record

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impairment charges in periods subsequent to March 31, 2013 with respect to these securities and, if a liquid market does not develop for these investments, we could be required to hold them to maturity.

If we are unable to favorably assess the effectiveness of our internal control over financial reporting, or if our independent auditors are unable to provide an unqualified attestation report on our internal control over financial reporting, our stock price could be adversely affected.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, or Section 404, our management is required to report on the effectiveness of our internal control over financial reporting in our annual reports. In addition, our independent auditors must attest to and report on the effectiveness of our internal control over financial reporting. The rules governing the standards that must be met for management to assess our internal control over financial reporting are complex, and require significant documentation, testing and possible remediation. As a result, our efforts to comply with Section 404 have required the commitment of significant managerial and financial resources. As we are committed to maintaining high standards of public disclosure, our efforts to comply with Section 404 are ongoing, and we are continuously in the process of reviewing, documenting and testing our internal control over financial reporting, which will result in continued commitment of significant financial and managerial resources. Although we strive to maintain effective internal controls over financial reporting in order to prevent and detect material misstatements in our annual and quarterly financial statements and prevent fraud, we cannot assure that such efforts will be effective. If we fail to maintain effective internal controls in future periods, our operating results, financial position and stock price could be adversely affected.

Our operations involve the use of hazardous and toxic materials, and we must comply with environmental laws and regulations, which can be expensive, and may affect our business and operating results.

We are subject to federal, state and local regulations relating to the use, handling, storage, disposal and human exposure to hazardous and toxic materials. If we were to violate or become liable under environmental laws in the future as a result of our inability to obtain permits, human error, accident, equipment failure or other causes, we could be subject to fines, costs, or civil or criminal sanctions, face third party property damage or personal injury claims or be required to incur substantial investigation or remediation costs, which could be material, or experience disruptions in our operations, any of which could have a material adverse effect on our business. In addition, environmental laws could become more stringent over time imposing greater compliance costs and increasing risks and penalties associated with violations, which could harm our business.

We also face increasing complexity in our product design as we adjust to new and future requirements relating to the materials composition of our products, including the restrictions on lead and other hazardous substances applicable to specified electronic products placed on the market in the European Union (Restriction on the Use of Hazardous Substances Directive 2002/95/EC, also known as the RoHS Directive). We are also subject to laws and regulations such as California's "Proposition 65" which requires that clear and reasonable warnings be given to consumers who are exposed to certain chemicals deemed by the State of California to be dangerous, such as lead. We expect that our operations will be affected by other new environmental laws and regulations on an ongoing basis. Although we cannot predict the ultimate impact of any such new laws and regulations, they will likely result in additional costs, and could require that we change the design and/or manufacturing of our products, any of which could have a material adverse effect on our business.

Risks Related to Owning Our Stock

The trading price of our common stock is likely to be volatile, and you might not be able to sell your shares at or above the price at which you purchased the shares.

The trading prices of technology company securities historically have been highly volatile and the trading price of our common stock has been and is likely to continue to be subject to wide fluctuations. Factors, in addition to those outlined elsewhere in this filing, that may affect the trading price of our common stock include:

- actual or anticipated variations in our operating results;
- announcements of technological innovations, new products or product enhancements, strategic alliances or significant agreements by us or by our competitors;
- changes in recommendations by any securities analysts that elect to follow our common stock;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- the loss of a key customer;
- the loss of key personnel;

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- technological advancements rendering our products less valuable;
- lawsuits filed against us;
- changes in operating performance and stock market valuations of other companies that sell similar products;
- price and volume fluctuations in the overall stock market;
- market conditions in our industry, the industries of our customers and the economy as a whole; and
- other events or factors, including those resulting from war, incidents of terrorism or responses to these events.

Future sales of shares by existing stockholders could cause our stock price to decline.

Attempts by existing stockholders to sell substantial amounts of our common stock in the public market could cause the trading price of our common stock to decline significantly. All of our shares are eligible for sale in the public market, including 9.9 million shares held by directors, executive officers and other affiliates, which are subject to volume limitations under Rule 144 under the Securities Act. In addition, 12.1 million shares subject to outstanding options and reserved for future issuance under our stock option plans are eligible for sale in the public market to the extent permitted by the provisions of various vesting agreements. If these additional shares are sold, or if it is perceived that they will be sold in the public market, the trading price of our common stock could decline.

If securities analysts do not publish research or reports about our business or if they downgrade our stock, the price of our stock could decline.

The research and reports that industry or financial analysts publish about us or our business likely have an effect on the trading price of our common stock. If an industry analyst decides not to cover our company, or if an industry analyst decides to cease covering our company at some point in the future, we could lose visibility in the market, which in turn could cause our stock price to decline. If an industry analyst downgrades our stock, our stock price would likely decline rapidly in response.

The concentration of our capital stock ownership with insiders will likely limit your ability to influence corporate matters.

As of April 25, 2013, our executive officers, directors, current five percent or greater stockholders and affiliated entities together beneficially owned 41.8% of our common stock, net of treasury stock. As a result, these stockholders, acting together, will have significant influence over all matters that require approval by our stockholders, including the election of directors and approval of significant corporate transactions. Corporate action might be taken even if other stockholders oppose them. This concentration of ownership might also have the effect of delaying or preventing a change of control of our company that other stockholders may view as beneficial.

Provisions of our certificate of incorporation and bylaws and Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, as a result, depress the trading price of our common stock.

Our certificate of incorporation and bylaws contain provisions that could discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions:

- establish a classified board of directors so that not all members of our board are elected at one time;
- require super-majority voting to amend some provisions in our certificate of incorporation and bylaws;
- authorize the issuance of “blank check” preferred stock that our board could issue to increase the number of outstanding shares and to discourage a takeover attempt;
- limit the ability of our stockholders to call special meetings of stockholders;

- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- provide that the board of directors is expressly authorized to adopt, or to alter or repeal our bylaws; and
- establish advance notice requirements for nominations for election to our board or for proposing matters that can be acted upon by stockholders at stockholder meetings.

In addition, we are subject to Section 203 of the Delaware General Corporation Law, which, subject to some exceptions, prohibits “business combinations” between a Delaware corporation and an “interested stockholder,” which is generally defined as a stockholder who becomes a beneficial owner of 15% or more of a Delaware corporation’s voting stock

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for a three-year period following the date that the stockholder became an interested stockholder. Section 203 could have the effect of delaying, deferring or preventing a change in control that our stockholders might consider to be in their best interests.

These anti-takeover defenses could discourage, delay or prevent a transaction involving a change in control of our company. These provisions could also discourage proxy contests and make it more difficult for stockholders to elect directors of their choosing and cause us to take corporate actions other than those stockholders desire.

We do not expect to pay any cash dividends for the foreseeable future.

We do not anticipate that we will pay any cash dividends to holders of our common stock in the foreseeable future. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment. Investors seeking cash dividends in the foreseeable future should not purchase our common stock.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

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Item 6. Exhibits

(a) Exhibits.

31.1	Certification of Charles Liang, President and Chief Executive Officer of the Registrant pursuant to Section 302, as adopted pursuant to the Sarbanes-Oxley Act of 2002
31.2	Certification of Howard Hideshima, Chief Financial Officer of the Registrant pursuant to Section 302, as adopted pursuant to the Sarbanes-Oxley Act of 2002
32.1	Certification of Charles Liang, President and Chief Executive Officer of the Registrant pursuant to Section 906, as adopted pursuant to the Sarbanes-Oxley Act of 2002
32.2	Certification of Howard Hideshima, Chief Financial Officer of the Registrant pursuant to Section 906, as adopted pursuant to the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Pursuant to applicable securities laws and regulations, we are deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and are not subject to liability under any anti-fraud provisions of the federal securities laws as long as we have made a good faith attempt to comply with the submission requirements and promptly amend the interactive data files after becoming aware that the interactive data files fail to comply with the submission requirements. Users of this data are advised that, pursuant to Rule 406T, these interactive data files are deemed not filed and otherwise are not subject to liability.

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SUPER MICRO COMPUTER, INC.

Date: May 10, 2013

/S/ CHARLES LIANG
Charles Liang
President, Chief Executive Officer and Chairman of the Board
(Principal Executive Officer)

Date: May 10, 2013

/S/ HOWARD HIDESHIMA
Howard Hideshima
Chief Financial Officer
(Principal Financial and Accounting Officer)