

ANALOG DEVICES INC
Form 10-Q
February 20, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 10-Q**

(Mark One)

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

For the quarterly period ended February 2, 2008

OR

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

For the transition period from _____ to _____

Commission File No. 1-7819

Analog Devices, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts

(State or other jurisdiction of incorporation or organization)

04-2348234

(I.R.S. Employer Identification No.)

One Technology Way, Norwood, MA

(Address of principal executive offices)

02062-9106

(Zip Code)

(781) 329-4700

(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 such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

As of February 2, 2008 there were 293,935,311 shares of Common Stock, \$0.16 2/3 par value per share, outstanding.

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ANALOG DEVICES, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(thousands, except per share amounts)

| | Three Months Ended | |
|---|---------------------|---------------------|
| | February 2, 2008 | February 3, 2007 |
| Product revenue | \$ 613,909 | \$ 591,265 |
| Revenue from one-time IP license | | 35,000 |
| Total revenue | 613,909 | 626,265 |
| Cost of sales (1) | 238,106 | 226,601 |
| Gross margin | 375,803 | 399,664 |
| Operating expenses: | | |
| Research and development (1) | 129,539 | 123,077 |
| Selling, marketing, general and administrative (1) | 100,351 | 101,980 |
| Special charges | | 5,196 |
| | 229,890 | 230,253 |
| Operating income | 145,913 | 169,411 |
| Nonoperating (income) expense: | | |
| Interest income | (12,526) | (24,837) |
| Other, net | 173 | (7,465) |
| | (12,353) | (32,302) |
| Income from continuing operations before income taxes and minority interest | 158,266 | 201,713 |
| Provision for income taxes | 36,418 | 45,479 |
| Minority interest | | 219 |
| Income from continuing operations, net of tax | 121,848 | 156,453 |
| Discontinued operations: | | |
| Income (loss) from discontinued operations, net of tax | 1,888 | (3,226) |
| Gain on sale of discontinued operations, net of tax | 246,983 | |
| Income (loss) from discontinued operations, net of tax | 248,871 | (3,226) |
| Net income | \$ 370,719 | \$ 153,227 |

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| | | | |
|---|---------|----------|----------|
| Shares used to compute earnings per share | basic | 299,141 | 338,698 |
| Shares used to compute earnings per share | diluted | 304,260 | 349,208 |
| Basic earnings per share from continuing operations | | \$ 0.41 | \$ 0.46 |
| Basic earnings per share | | \$ 1.24 | \$ 0.45 |
| Diluted earnings per share from continuing operations | | \$ 0.40 | \$ 0.45 |
| Diluted earnings per share | | \$ 1.22 | \$ 0.44 |
| Dividends declared and paid per share | | \$ 0.18 | \$ 0.16 |
| (1) Includes stock-based compensation expense as follows: | | | |
| Cost of sales | | \$ 1,953 | \$ 2,910 |
| Research and development | | \$ 5,524 | \$ 7,738 |
| Selling, marketing, general and administrative | | \$ 5,415 | \$ 7,988 |
| See accompanying notes. | | | |

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ANALOG DEVICES, INC.
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited)
 (thousands)

| | February 2, 2008 | November 3, 2007 |
|--|---------------------|---------------------|
| Assets | | |
| Cash and cash equivalents | \$ 633,089 | \$ 424,972 |
| Short-term investments | 638,677 | 656,235 |
| Accounts receivable, net | 340,080 | 323,777 |
| Inventories (1): | | |
| Raw materials | 15,872 | 14,655 |
| Work in process | 226,704 | 224,211 |
| Finished goods | 87,620 | 85,507 |
| | 330,196 | 324,373 |
| Deferred tax assets | 79,526 | 111,682 |
| Deferred compensation plan investments | 1,164 | 1,233 |
| Prepaid expenses and other current assets | 53,811 | 50,130 |
| Current assets of discontinued operations | 22,862 | 87,457 |
| Total current assets | 2,099,405 | 1,979,859 |
| Property, plant and equipment, at cost: | | |
| Land and buildings | 376,697 | 372,162 |
| Machinery and equipment | 1,447,501 | 1,412,913 |
| Office equipment | 76,258 | 76,684 |
| Leasehold improvements | 65,015 | 62,883 |
| | 1,965,471 | 1,924,642 |
| Less accumulated depreciation and amortization | 1,404,176 | 1,368,567 |
| Net property, plant and equipment | 561,295 | 556,075 |
| Deferred compensation plan investments | 34,779 | 35,210 |
| Other investments | 137 | 1,692 |
| Goodwill | 262,316 | 279,469 |
| Intangible assets, net | 21,286 | 24,153 |
| Deferred tax assets | 52,691 | 52,491 |
| Other assets | 40,997 | 43,000 |
| Non-current assets of discontinued operations | 62,037 | |
| Total other assets | 474,243 | 436,015 |
| | \$ 3,134,943 | \$ 2,971,949 |

(1) Includes \$3,012 and \$3,371 related to stock-based compensation at February 2, 2008 and November 3, 2007, respectively.

See accompanying notes.

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CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(thousands, except share amounts)

| | February 2, 2008 | November 3, 2007 |
|--|---------------------|---------------------|
| Liabilities and Shareholders' Equity | | |
| Accounts payable | \$ 119,440 | \$ 156,192 |
| Deferred income on shipments to distributors | 160,366 | 151,423 |
| Income taxes payable | 37,612 | 65,690 |
| Deferred compensation plan liability | 1,164 | 1,233 |
| Accrued liabilities | 185,847 | 149,360 |
| Current liabilities of discontinued operations | 206,996 | 24,153 |
| Total current liabilities | 711,425 | 548,051 |
| Deferred income taxes | 10,903 | 10,146 |
| Deferred compensation plan liability | 34,680 | 35,320 |
| Other non-current liabilities | 38,682 | 40,291 |
| Total non-current liabilities | 84,265 | 85,757 |
| Commitments and contingencies | | |
| Shareholders' Equity | | |
| Preferred stock, \$1.00 par value, 471,934 shares authorized, none outstanding | | |
| Common stock, \$0.16 2/3 par value, 1,200,000,000 shares authorized, 293,935,311 shares issued and outstanding (303,354,180 on November 3, 2007) | 48,990 | 50,560 |
| Capital in excess of par value | | |
| Retained earnings | 2,258,811 | 2,253,483 |
| Accumulated other comprehensive income | 31,452 | 34,098 |
| Total shareholders' equity | 2,339,253 | 2,338,141 |
| | \$ 3,134,943 | \$ 2,971,949 |

See accompanying notes.

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ANALOG DEVICES, INC.
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (Unaudited)
 (thousands)

| | Three Months Ended | |
|---|---------------------|---------------------|
| | February 2, 2008 | February 3, 2007 |
| Cash flows from operating activities: | | |
| Net income | \$ 370,719 | \$ 153,227 |
| Adjustments to reconcile net income to net cash provided by operations: | | |
| Depreciation | 35,551 | 35,613 |
| Amortization of intangibles | 2,423 | 3,610 |
| Stock-based compensation expense | 10,595 | 20,057 |
| Gain on sale of businesses | (246,983) | |
| Deferred income taxes | 18 | 2,433 |
| Excess tax benefit-stock options | (6,710) | (6,467) |
| Gain on sale of an investment | | (7,919) |
| Minority interest | | (219) |
| Other non-cash activity | (73) | 134 |
| Changes in operating assets and liabilities | 11,880 | 7,684 |
| Total adjustments | (193,299) | 54,926 |
| Net cash provided by operating activities | 177,420 | 208,153 |
| Cash flows from investing activities: | | |
| Purchases of short-term available-for-sale investments | (351,221) | (646,407) |
| Maturities of short-term available-for-sale investments | 371,396 | 878,619 |
| Additions to property, plant and equipment | (40,115) | (37,726) |
| Decrease in other assets | 2,795 | 153 |
| Net proceeds from sale of businesses | 406,665 | |
| Proceeds from sale of an investment | | 8,003 |
| Net cash provided by investing activities | 389,520 | 202,642 |
| Cash flows from financing activities: | | |
| Repurchase of common stock | (359,376) | (333,223) |
| Liability from common stock repurchases | 24,879 | |
| Net proceeds from employee stock plans | 24,497 | 24,497 |
| Excess tax benefit-stock options | 6,710 | 6,467 |
| Dividend payments to shareholders | (53,836) | (54,737) |
| Net cash used for financing activities | (357,126) | (356,996) |
| Effect of exchange rate changes on cash | (1,697) | 803 |

| | | |
|--|------------|------------|
| Net increase in cash and cash equivalents | 208,117 | 54,602 |
| Cash and cash equivalents at beginning of period | 424,972 | 343,947 |
| Cash and cash equivalents at end of period | \$ 633,089 | \$ 398,549 |

See accompanying notes.

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ANALOG DEVICES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED FEBRUARY 2, 2008

(all tabular amounts in thousands except per share amounts and percentages)

Note 1 Basis of Presentation

In the opinion of management, the information furnished in the accompanying condensed consolidated financial statements reflects all normal recurring adjustments that are necessary to fairly state the results for these interim periods and should be read in conjunction with the Company's Annual Report on Form 10-K for the fiscal year ended November 3, 2007 and related notes. The results of operations for the interim period shown in this report are not necessarily indicative of the results that may be expected for the fiscal year ending November 1, 2008 or any future period.

The Company sold its baseband chipset business and related support operations, or Baseband Chipset Business, to MediaTek Inc. and sold its CPU voltage regulation and PC thermal monitoring business to certain subsidiaries of ON Semiconductor Corporation during the first quarter of fiscal 2008. The Company has reflected the financial results of these businesses as discontinued operations in the consolidated statements of income for all periods presented. The assets and liabilities of these businesses are reflected as assets and liabilities of discontinued operations in the consolidated balance sheets as of February 2, 2008 and November 3, 2007. The historical results of operations of these businesses have been segregated from the Company's consolidated financial statements and are included in income (loss) from discontinued operations, net of tax, in the consolidated statements of income.

The Company has a 52-53 week fiscal year that ends on the Saturday closest to the last day in October. Fiscal 2008 is a 52-week fiscal year and fiscal 2007 was a 53-week fiscal year. The additional week in fiscal 2007 was included in the first quarter ended February 3, 2007. Therefore, the first three months of fiscal 2007 included an additional week of operations as compared to the first three months of fiscal 2008.

Note 2 Stock-Based Compensation

On December 16, 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004), *Share-Based Payment* (SFAS 123R). SFAS 123R supersedes APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and amends SFAS No. 95, *Statement of Cash Flows*. Generally, the approach in SFAS 123R is similar to the approach described in SFAS 123 *Accounting for Stock-Based Compensation*. However, SFAS 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement over their vesting period based on their fair values at the date of grant.

On October 30, 2005 (the first day of its 2006 fiscal year), the Company adopted SFAS 123R using the modified prospective method as permitted under SFAS 123R. Under this transition method, compensation cost recognized in future periods includes: (a) compensation cost for all share-based payments granted prior to but not yet vested as of October 29, 2005, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123, and (b) compensation cost for all share-based payments granted subsequent to October 29, 2005, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123R. In accordance with the modified prospective method of adoption, the Company's results of operations and financial position for prior periods have not been restated.

Table of Contents**Grant-Date Fair Value**

The Company uses the Black-Scholes option pricing model to calculate the grant-date fair value of an award. Information pertaining to the Company's stock option awards and the related estimated weighted-average assumptions to calculate the fair value of stock options granted during the three-month periods ended February 2, 2008 and February 3, 2007 is as follows:

| Stock Options | Three Months Ended | |
|---|-----------------------------|-----------------------------|
| | February 2, 2008 | February 3, 2007 |
| Options granted (in thousands) | 5,550 | 7,409 |
| Weighted-average exercise price of stock options | \$ 29.90 | \$ 33.40 |
| Weighted-average grant-date fair value of stock options | \$ 7.91 | \$ 9.46 |
| Assumptions: | | |
| Weighted-average expected volatility | 32.2% | 30.5% |
| Weighted-average expected term (in years) | 5.1 | 5.1 |
| Risk-free interest rate | 3.3% | 4.6% |
| Expected dividend yield | 2.41% | 2.15% |

Expected volatility The Company is responsible for estimating volatility and has considered a number of factors, including third-party estimates, when estimating volatility. The Company currently believes that the exclusive use of implied volatility results in the best estimate of the grant-date fair value of employee stock options because it reflects the market's current expectations of future volatility. In evaluating the appropriateness of exclusively relying on implied volatility, the Company concluded that: (1) options in the Company's common stock are actively traded with sufficient volume on several exchanges; (2) the market prices of both the traded options and the underlying shares are measured at a similar point in time to each other and on a date close to the grant date of the employee share options; (3) the traded options have exercise prices that are both near-the-money and close to the exercise price of the employee share options; and (4) the maturities of the traded options used to estimate volatility are at least one year.

Expected term The Company uses historical employee exercise and option expiration data to estimate the expected term assumption for the Black-Scholes grant-date valuation. The Company believes that this historical data is currently the best estimate of the expected term of a new option, and that generally its employees exhibit similar exercise behavior.

Risk-free interest rate The yield on zero-coupon U.S. Treasury securities for a period that is commensurate with the expected term assumption is used as the risk-free interest rate.

Expected dividend yield Expected dividend yield is calculated by annualizing the cash dividend declared by the Company's Board of Directors for the current quarter and dividing that result by the closing stock price on the date of grant. Until such time as the Company's Board of Directors declares a cash dividend for an amount that is different from the current quarter's cash dividend, the current dividend will be used in deriving this assumption. Cash dividends are not paid on options, restricted stock or restricted stock units.

Stock-Based Compensation Expense

The Company used the graded attribution method to recognize expense for all stock-based awards prior to the adoption of SFAS 123R. Upon adoption of SFAS 123R on October 30, 2005, the Company changed to the straight-line attribution method to recognize expense for stock-based awards granted after October 29, 2005. The change to the straight-line attribution method was made so that the expense associated with each stock-based award is recognized ratably over the vesting period. The expense associated with the unvested portion of the pre-adoption grants will continue to be expensed using the graded attribution method.

The amount of stock-based compensation recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest. SFAS 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The term "forfeitures" is distinct from "cancellations" or "expirations" and represents only the unvested portion of the surrendered stock-based

award. Based on an analysis of its historical forfeitures, the Company has applied an annual forfeiture rate of 4.3% to all unvested stock-based awards as of February 2, 2008. The rate of 4.3% represents the portion that is expected to be forfeited each year over the vesting period. This analysis will be re-evaluated quarterly and the forfeiture rate will be adjusted as necessary. Ultimately, the actual expense recognized over the vesting period will only be for those shares that vest.

Table of Contents**Stock-Based Compensation Activity**

A summary of the activity under the Company's stock option plans as of February 2, 2008 and changes during the three-month period then ended is presented below:

| | Options Outstanding | Weighted-Average Exercise Price Per Share | Weighted-Average Remaining Contractual Term in Years | Aggregate Intrinsic Value |
|---|------------------------|--|--|---------------------------------|
| Options outstanding at November 3, 2007 | 80,158 | \$ 35.39 | | |
| Options granted | 5,550 | \$ 29.90 | | |
| Options exercised | (2,905) | \$ 10.61 | | |
| Options forfeited | (1,839) | \$ 36.54 | | |
| Options expired | (497) | \$ 42.45 | | |
| Options outstanding at February 2, 2008 | 80,467 | \$ 35.83 | 5.4 | \$ 126,640 |
| Options exercisable at February 2, 2008 | 59,259 | \$ 36.20 | 4.3 | \$ 125,171 |
| Options vested or expected to vest at February 2, 2008 (1) | 78,653 | \$ 35.87 | 5.3 | \$ 127,031 |

(1) In addition to the vested options, the Company expects a portion of the unvested options to vest at some point in the future. Options expected to vest is calculated by applying an estimated forfeiture rate to the unvested options.

During the three months ended February 2, 2008, the total intrinsic value of options exercised (i.e., the difference between the market price at exercise and the price paid by the employee to exercise the options) was \$55.6 million,

and the total amount of cash received from exercise of these options was \$30.8 million. The \$24.5 million in the Company's statement of cash flows is net of the value of shares surrendered by employees to satisfy employee tax obligations upon vesting of restricted stock or restricted stock units and in connection with the exercise of stock options granted to our employees under our equity compensation plans. The total grant-date fair value of stock options that vested during the three months ended February 2, 2008 was approximately \$74.3 million.

During the three months ended February 3, 2007, the total intrinsic value of options exercised was \$35.1 million, and the total amount of cash received from exercise of these options was \$24.5 million. The total grant-date fair value of stock options that vested during the three months ended February 3, 2007 was approximately \$37.3 million.

A summary of the Company's restricted stock and restricted stock unit award activity as of February 2, 2008 and changes during the three-month period then ended is presented below:

| | Restricted Shares and/ or Units Outstanding | | Weighted- Average Grant Date Fair Value Per Share |
|--|--|----|--|
| Non-vested shares outstanding at November 3, 2007 | 79 | \$ | 34.97 |
| Awards and/or units granted | 6 | \$ | 32.63 |
| Restrictions lapsed | (3) | \$ | 32.96 |
| Awards and/or units forfeited | (1) | \$ | 31.09 |
| Non-vested shares outstanding at February 2, 2008 | 81 | \$ | 34.93 |

As of February 2, 2008, there was \$160.1 million (before tax consideration) of total unrecognized compensation cost related to unvested share-based awards, including stock options, restricted stock and restricted stock units. That cost is expected to be recognized over a weighted-average period of 1.9 years.

Table of Contents**Note 3 Comprehensive Income**

Components of comprehensive income include net income and certain transactions that have generally been reported in the consolidated statement of shareholders' equity and consist of the following:

| | Three Months Ended | |
|---|---------------------|---------------------|
| | February 2, 2008 | February 3, 2007 |
| Income from continuing operations, net of tax | \$ 121,848 | \$ 156,453 |
| Foreign currency translation adjustments | (3,596) | 1,850 |
| Change in unrealized holding gains (net of taxes of \$374 and \$1,117, respectively) on securities classified as short-term investments | 2,243 | 1,980 |
| Change in unrealized holding losses (net of taxes of \$27 and \$47, respectively) on securities classified as other investments | (50) | (87) |
| Change in unrealized (losses) gains on derivative instruments designated as cash flow hedges | (1,485) | 1,655 |
| Foreign currency translation adjustment related to accumulated other comprehensive income - pension plans | | |
| Transition asset | 1 | |
| Net actuarial gain | 241 | |
| Other comprehensive (loss) income | (2,646) | 5,398 |
| Comprehensive income from continuing operations | 119,202 | 161,851 |
| Income (loss) from discontinued operations, net of tax | 248,871 | (3,226) |
| Comprehensive income | \$ 368,073 | \$ 158,625 |

The components of accumulated other comprehensive income at February 2, 2008 and November 3, 2007 consisted of the following:

| | February 2, 2008 | November 3, 2007 |
|--|---------------------|---------------------|
| Foreign currency translation adjustment | \$ 16,458 | \$ 20,054 |
| Unrealized gains (losses) on available-for-sale securities | 1,731 | (462) |
| Unrealized gains on derivative instruments | 5,834 | 7,319 |
| Accumulated other comprehensive income - pension plans | | |
| Prior service cost | (13) | (13) |
| Transition asset | 29 | 28 |
| Net actuarial gain | 7,413 | 7,172 |

| | | | | |
|--|----|--------|----|--------|
| Total accumulated other comprehensive income | \$ | 31,452 | \$ | 34,098 |
|--|----|--------|----|--------|

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Basic earnings per share is computed based only on the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed using the weighted average number of common shares outstanding during the period, plus the dilutive effect of potential future issuances of common stock relating to stock option programs and other potentially dilutive securities using the treasury stock method. In calculating diluted earnings per share, the dilutive effect of stock options is computed using the average market price for the respective period. In addition, under SFAS 123R, the assumed proceeds under the treasury stock method include the average unrecognized compensation expense of stock options that are in-the-money. This results in the assumed buyback of additional shares, thereby reducing the dilutive impact of stock options. Potential shares related to certain of the Company's outstanding stock options were excluded because they were anti-dilutive. Those potential shares, determined based on the weighted average exercise prices during the respective periods, related to the Company's outstanding stock options could be dilutive in the future.

| | Three Months Ended | |
|---|---------------------|---------------------|
| | February 2, 2008 | February 3, 2007 |
| Income from continuing operations, net of tax | \$ 121,848 | \$ 156,453 |
| Income (loss) from discontinued operations, net of tax | 248,871 | (3,226) |
| Net income | \$ 370,719 | \$ 153,227 |
| Basic shares: | | |
| Weighted-average shares outstanding | 299,141 | 338,698 |
| Earnings per share-basic: | | |
| Income from continuing operations, net of tax | \$ 0.41 | \$ 0.46 |
| Income (loss) from discontinued operations, net of tax | 0.83 | (0.01) |
| Net income | \$ 1.24 | \$ 0.45 |
| Diluted shares: | | |
| Weighted-average shares outstanding | 299,141 | 338,698 |
| Assumed exercise of common stock equivalents | 5,119 | 10,510 |
| Weighted-average common and common equivalent shares | 304,260 | 349,208 |
| Earnings per share-diluted: | | |
| Income from continuing operations, net of tax | \$ 0.40 | \$ 0.45 |
| Income (loss) from discontinued operations, net of tax | 0.82 | (0.01) |
| Net income | \$ 1.22 | \$ 0.44 |
| Anti-dilutive common stock equivalents related to outstanding stock options | 56,707 | 56,551 |

| | | | | | | | | | | |
|------------------------------------|----|-------|----|-------|----|--------|----|-------|----|--------|
| Balance at February 2, 2008 | \$ | 3,429 | \$ | 3,018 | \$ | 13,966 | \$ | 6,917 | \$ | 27,330 |
|------------------------------------|----|-------|----|-------|----|--------|----|-------|----|--------|

Closure of Wafer Fabrication Facility in Sunnyvale

During the fourth quarter of fiscal 2005, the Company recorded a special charge of \$20.3 million as a result of a decision to close its California wafer fabrication operations and transfer virtually all of the production of products manufactured there to the Company's facility in Wilmington, Massachusetts. The charge was for severance and fringe benefit costs that were recorded pursuant to SFAS 88, *Employers' Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits*, or SFAS 88, under the Company's ongoing benefit plan for 339 manufacturing employees and 28 general and administrative employees. The severance benefit was calculated based on length of past service, and employees had to continue to be employed until they were involuntarily terminated in order to receive the severance benefit. The Company completed the final cleanup and closure activities associated with this action during the second quarter of fiscal 2007.

In addition to the charge recorded in the fourth quarter of fiscal 2005, the Company recorded additional expense during fiscal 2006, which consisted of \$18.3 million of non-cash cost of sales expenses for additional depreciation due to shortened useful lives of certain manufacturing equipment and \$2.0 million for stay-on bonuses. The Company reversed approximately \$2.0 million of its severance accrual during fiscal 2006 because some employees voluntarily left the Company, other employees found alternative employment within the Company, and there was an over accrual related to fringe benefits because

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severance payments, normally paid as income continuance, were paid in lump sum payments, which reduced the benefit costs associated with these payments. The employment of all of the remaining employees included in this action has been terminated by the Company.

The Company ceased production at the wafer fabrication facility on November 9, 2006. During the first quarter of fiscal 2007, the Company recorded additional expense, in accordance with SFAS 146, *Accounting for Costs Associated with Exit or Disposal Activities*, which consisted of \$3.2 million for clean-up and closure costs that were charged to expense as incurred and \$0.4 million for lease obligation costs for a warehouse facility the Company ceased using during the first quarter of fiscal 2007. During the second quarter of fiscal 2007, the Company recorded a special charge, in accordance with SFAS 146, which included \$5.0 million of expense for future lease obligation costs for the wafer fabrication facility that the Company ceased using during the second quarter of fiscal 2007. The lease obligation costs are being paid out on a monthly basis over the remaining lease term which expires in 2010. Also included in the special charge was \$1.7 million for clean-up and closure costs that were charged to expense as incurred. The clean-up activity was completed during the second quarter of fiscal 2007, and the Company does not expect to incur any additional charges related to this action.

Reorganization of Product Development and Support Programs

During the fourth quarter of fiscal 2005, the Company recorded a special charge of \$11.2 million as a result of its decision to reorganize its product development and support programs with the goal of providing greater focus on its analog and digital signal processing product programs. The charge was for severance and fringe benefit costs that were recorded pursuant to SFAS 88 under the Company's ongoing benefit plan or statutory requirements at foreign locations for 60 manufacturing employees and 154 engineering and selling, marketing, general and administrative employees.

During fiscal 2006, the Company recorded an additional special charge of \$3.8 million related to this reorganization action. Approximately \$1.5 million of this charge was for lease obligation costs for a facility the Company ceased using during the first quarter of fiscal 2006 and the write-off of property, plant and equipment and other items at this facility. The remaining \$2.3 million related to severance and fringe benefit costs that were recorded in the fourth quarter of fiscal 2006 pursuant to SFAS 88 under the Company's ongoing benefit plan or statutory requirements at foreign locations for 46 engineering and selling, marketing, general and administrative employees.

During the first quarter of fiscal 2007, the Company recorded an additional special charge of \$1.6 million related to this reorganization action. Approximately \$0.6 million of this charge was for contract termination costs. The remaining \$1.0 million relates to severance and fringe benefit costs recorded pursuant to SFAS 88 under the Company's ongoing benefit plan for six engineering employees.

During the second quarter of fiscal 2007, the Company recorded an additional special charge of \$3.4 million related to this reorganization action. Approximately \$3.2 million relates to the severance and fringe benefit costs recorded pursuant to SFAS 88 under the Company's ongoing benefit plan or minimum statutory requirements at foreign locations for 20 engineering and selling, marketing, general and administrative employees. The remaining \$0.2 million of this charge was for lease obligation costs for a facility the Company ceased using during the second quarter of fiscal 2007.

During the fourth quarter of fiscal 2007, the Company reversed approximately \$0.9 million of the Company's severance accrual because some employees voluntarily left the Company and other employees found alternative employment within the Company, and were therefore no longer entitled to severance payments.

The employment of all employees included in this action has been terminated and amounts owed to employees for severance are being paid out as income continuance. The Company does not expect to incur any further charges related to this reorganization action.

Fourth Quarter of Fiscal 2007 Special Charges

Consolidation of a Wafer Fabrication Facility in Limerick

During the fourth quarter of fiscal 2007, the Company recorded a special charge of \$13.7 million as a result of the Company's decision to solely use eight-inch technology at its wafer fabrication facility in Limerick. Certain manufacturing processes and products produced on the Limerick facility's six-inch production line will transition to the existing eight-inch production line in Limerick while others will transition to external foundries. The charge is for

severance and fringe benefit costs recorded pursuant to SFAS 88 under the Company's ongoing benefit plan for 150 manufacturing employees. Production is expected to cease in the six-inch wafer fabrication facility during the first half of fiscal 2009, and the employment of the affected employees will be terminated.

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As of February 2, 2008, 147 of the 150 employees included in this action were still employed by the Company. These employees must continue to be employed until their employment is involuntarily terminated in order to receive the severance benefit. The Company expects to incur additional expenses related to this action during fiscal 2009 of approximately \$6 million related to clean-up and closure costs. In accordance with SFAS 146, these costs will be expensed as incurred.

Reduction of Overhead Infrastructure Costs

During the fourth quarter of fiscal 2007, the Company decided to either deemphasize or exit certain businesses or products and focus investments in products and end markets where the Company has better opportunities for profitable growth. In September 2007, the Company entered into a definitive agreement to sell its Baseband Chipset Business. As a result of these decisions, the Company decided to reduce the support infrastructure in manufacturing, engineering and SMG&A to more appropriately reflect the required overhead structure of the Company. Consequently, during the fourth quarter of fiscal 2007, the Company recorded a special charge of \$12.3 million, of which \$10.7 million is for severance and fringe benefit costs recorded pursuant to SFAS 88 under the Company's ongoing benefit plan or statutory requirements at foreign locations for 25 manufacturing employees and 127 engineering and selling, marketing, general and administrative employees. The remaining \$1.6 million is for contract termination costs related to a license agreement associated with products the Company will no longer develop and for which there is no future alternative use. These actions are expected to be substantially completed in the second quarter of fiscal 2008.

As of February 2, 2008, 25 of the 152 employees included in this action were still employed by the Company. These employees must continue to be employed until their employment is involuntarily terminated in order to receive the severance benefit.

Note 6 Segment Information

The Company operates and tracks its results in one reportable segment. The Company designs, develops, manufactures and markets a broad range of integrated circuits. The Chief Executive Officer has been identified as the Chief Operating Decision Maker as defined by SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information*.

Revenue Trends by End Market

The categorization of revenue by end market is determined using a variety of data points including the technical characteristics of the product, the sold to customer information, the ship to customer information and the end customer product or application into which the Company's product will be incorporated. As data systems for capturing and tracking this data evolve and improve, the categorization of products by end market can vary over time. When this occurs, the Company reclassifies revenue by end market for prior periods. Such reclassifications typically do not materially change the sizing of, or the underlying trends of results within, each end market.

| | Three Months Ended February 2, 2008 | | | Three Months Ended February 3, 2007 | |
|----------------------------------|--|----------------------------------|-----------|--|----------------------------------|
| | Revenue | % of Total Product Revenue | Y/Y% | Revenue | % of Total Product Revenue |
| Industrial | \$ 300,085 | 49% | 1% | \$ 298,452 | 50% |
| Communications | 145,040 | 23% | 18% | 123,105 | 21% |
| Consumer | 133,286 | 22% | 3% | 129,604 | 22% |
| Computer | 35,498 | 6% | (11%) | 40,104 | 7% |
| Total Product Revenue | \$ 613,909 | 100% | 4% | \$ 591,265 | 100% |
| Revenue from one-time IP license | | | | 35,000 | |
| Total Revenue | \$ 613,909 | | | \$ 626,265 | |

Table of Contents*Revenue Trends by Geographic Region*

Product revenue by geographic region, based upon customer location, for the three-month periods ended February 2, 2008 and February 3, 2007 is as follows:

| Region | Three Months Ended | |
|------------------------------|---------------------------|-------------------------|
| | February 2, 2008 | February 3, 2007 |
| United States Region | \$ 152,764 | \$ 163,228 |
| Europe | 156,706 | 145,194 |
| Japan | 124,236 | 118,413 |
| China | 81,295 | 69,788 |
| Rest of Asia | 98,908 | 94,642 |
| Total Product Revenue | \$ 613,909 | \$ 591,265 |

The predominant countries comprising European operations are Germany, France and the United Kingdom. The predominant countries comprising Rest of Asia are Taiwan and Korea.

Note 7 Goodwill and Intangible Assets*Goodwill*

The Company evaluates goodwill for impairment annually as well as whenever events or changes in circumstances suggest that the carrying value of goodwill may not be recoverable. Because the Company has one reporting segment under SFAS 142, the Company utilizes the entity-wide approach for assessing goodwill for impairment and compares its market value to its net book value to determine if an impairment exists. No impairment of goodwill resulted from the Company's most recent evaluation of goodwill for impairment, which occurred in the fourth quarter of fiscal 2007. No impairment of goodwill resulted in any of the fiscal periods presented. The Company's next annual impairment assessment will be made in the fourth quarter of fiscal 2008 unless indicators arise that would require the Company to reevaluate goodwill at an earlier date. The following table presents the changes in goodwill during the first three months of fiscal 2008 and the fiscal year ended November 3, 2007:

| | Three Months Ended | Fiscal Year Ended |
|--|---------------------------|--------------------------|
| | February 2, 2008 | November 3, 2007 |
| Balance at beginning of period | \$ 279,469 | \$ 256,209 |
| Acquisition of TTPCom assets(1) | | 4,273 |
| Acquisition of Integrant Technologies(2) | | 13,282 |
| Goodwill allocated to sale of businesses (3) | (12,649) | |
| Foreign currency translation adjustment | (4,504) | 5,705 |
| Balance at end of period | \$ 262,316 | \$ 279,469 |

- (1) The Company paid its final milestone related to this acquisition in the second quarter of fiscal

2007.

- (2) The Company completed the final purchase accounting for this transaction during the first quarter of fiscal 2007, which resulted in an additional \$5.6 million of goodwill. The Company also purchased additional outstanding minority shares related to this acquisition during fiscal 2007, which resulted in an additional \$7.7 million of goodwill.
- (3) The Company allocated \$12.6 million of goodwill in connection with the sale of its Baseband Chipset Business to MediaTek Inc. and the sale of its CPU voltage regulation and PC thermal monitoring business to ON Semiconductor Corporation.

Table of Contents*Intangible Assets*

The Company reviews identified intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value of assets may not be recoverable. Recoverability of these assets is measured by comparison of their carrying value to future undiscounted cash flows the assets are expected to generate over their remaining economic lives. If such assets are considered to be impaired, the impairment to be recognized in earnings equals the amount by which the carrying value of the assets exceeds their fair market value determined by either a quoted market price, if any, or a value determined by utilizing a discounted cash flow technique. In connection with the sale of its Baseband Chipset Business to MediaTek Inc., the Company wrote off \$7.9 million of intangible assets against the gain realized by the Company on the sale. These assets had been classified as current assets of discontinued operations in prior periods.

Intangible assets, which will continue to be amortized, consisted of the following:

| | February 2, 2008 | | November 3, 2007 | |
|----------------------------|-----------------------|--------------------------|-----------------------|--------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| Technology-based Tradename | \$ 42,597 | \$ 24,491 | \$ 43,626 | \$ 23,303 |
| Customer Relationships | 1,645 | 1,463 | 1,687 | 1,403 |
| Other | 5,739 | 2,880 | 5,798 | 2,470 |
| | 6,588 | 6,449 | 6,582 | 6,364 |
| Total | \$ 56,569 | \$ 35,283 | \$ 57,693 | \$ 33,540 |

Intangible assets acquired prior to the third quarter of fiscal 2006 continue to be amortized on a straight-line basis over their estimated useful lives, which range from five to ten years. The intangible assets acquired during fiscal 2006 are being amortized over their estimated useful lives of two to five years using an accelerated method of amortization that is expected to reflect the estimated pattern of economic use. The remaining amortization expense will be recognized over a weighted-average period of approximately 1.5 years. Amortization expense related to intangibles was \$2.4 million and \$3.6 million for the three-month periods ended February 2, 2008 and February 3, 2007, respectively. The Company expects amortization expense for these intangible assets to be:

| Fiscal Year | Amortization Expense |
|-------------------|----------------------|
| Remainder of 2008 | \$ 6,915 |
| 2009 | \$ 7,227 |
| 2010 | \$ 4,643 |
| 2011 | \$ 2,320 |
| 2012 | \$ 181 |

Table of Contents**Note 8 Pension Plans**

The Company has various defined benefit pension and other retirement plans for certain non-U.S. employees that are consistent with local statutory requirements and practices. The Company's funding policy for its foreign defined benefit pension plans is consistent with the local requirements of each country. The plans' assets consist primarily of U.S. and non-U.S. equity securities, bonds, property and cash.

Net periodic pension cost of non-U.S. plans is presented in the following table:

| | Three Months Ended | |
|------------------------------------|---------------------|---------------------|
| | February 2, 2008 | February 3, 2007 |
| Service cost | \$ 2,389 | \$ 2,709 |
| Interest cost | 2,542 | 2,241 |
| Expected return on plan assets | (3,056) | (2,427) |
| Amortization of prior service cost | 2 | 2 |
| Amortization of initial net asset | (10) | (8) |
| Amortization of net loss | 51 | 196 |
| Net periodic pension cost | \$ 1,918 | \$ 2,713 |

Pension contributions of \$2.2 million were made by the Company during the three months ended February 2, 2008. The Company presently anticipates contributing an additional \$6.5 million to fund its defined benefit pension plans in fiscal year 2008 for a total of \$8.7 million.

Note 9 Product Warranties

The Company generally offers a 12-month warranty for its products. The Company's warranty policy provides for replacement of the defective product. Specific accruals are recorded for known product warranty issues. Product warranty expenses were not material during either of the three-month periods ended February 2, 2008 and February 3, 2007.

Note 10 Commitments and Contingencies*Tentative Settlement of the SEC's Previously Announced Stock Option Investigation*

In the Company's 2004 Form 10-K filing, the Company disclosed that the Securities and Exchange Commission (SEC) had initiated an inquiry into its stock option granting practices, focusing on options that were granted shortly before the issuance of favorable financial results. On November 15, 2005, the Company announced that it had reached a tentative settlement with the SEC.

At all times since receiving notice of this inquiry, the Company has cooperated with the SEC. In November 2005, the Company and its President and CEO, Mr. Jerald G. Fishman, made an offer of settlement to the Staff of the SEC. The settlement has been submitted to the Commission for approval. There can be no assurance a final settlement will be approved.

The SEC's inquiry focused on two separate issues. The first issue concerned the Company's disclosure regarding grants of options to employees and directors prior to the release of favorable financial results. Specifically, the issue related to options granted to employees (including officers) of the Company on November 30, 1999 and to employees (including officers) and directors of the Company on November 10, 2000. The Staff of the SEC has indicated that, in the proposed settlement, the Commission would not charge the Company or Mr. Fishman with any violation of law with respect to this issue.

The second issue concerned the grant dates for options granted to employees (including officers) in 1998 and 1999, and the grant date for options granted to employees (including officers) and directors in 2001. Specifically, the settlement would conclude that the appropriate grant date for the September 4, 1998 options should have been September 8th (which is one trading day later than the date that was used to price the options); the appropriate grant date for the November 30, 1999 options should have been November 29th (which is one trading day earlier than the date that was used); and the appropriate grant date for the July 18, 2001 options should have been July 26th (which is

five trading days after the original date).

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In connection with the proposed settlement, the Company would consent to a cease-and-desist order under Section 10(b) of the Securities Exchange Act and Rule 10b-5 thereunder, would pay a civil money penalty of \$3 million, and would reprice options granted to Mr. Fishman in certain years. Options granted to all others would be excluded from the repricing. Mr. Fishman would consent to a cease-and-desist order under Sections 17(a)(2) and (3) of the Securities Act, would pay a civil money penalty of \$1 million, and would make a disgorgement payment with respect to options granted in certain years. With the exception of options granted in 1998, Mr. Fishman has not exercised or sold any of the options identified in this matter. The Company and Mr. Fishman would settle this matter without admitting or denying the Commission's findings.

The Company has determined that no restatement of its historical financial results would be necessary due to the proposed settlement.

Other Legal Proceedings

In May 2006, the Company received a document subpoena from the U.S. Attorney for the Southern District of New York requesting records from 2000 to the present relating to the Company's granting of stock options. The Company believes that the options at issue in this matter are the same option grants which have been the subject of investigation by the SEC. The Company has cooperated with the office of the U.S. Attorney in connection with this subpoena. The Company cannot predict the outcome of this matter, but believes the disposition of the matter will not have a material adverse effect on the Company or its financial position.

On May 25, 2006, the Company filed a lawsuit in United States District Court for the District of Delaware against Linear Technology Corp., or LTC, alleging infringement of three Company patents by LTC's making, selling and using various products. In the Company's complaint, it sought damages in an unspecified amount and injunctive relief. On July 28, 2006, LTC filed an answer and counterclaims, denying that its products infringe the asserted Company patents and asking the court to declare such patents invalid. LTC also claimed that the Company, by making, selling and using various products, infringed seven LTC patents. LTC sought damages in an unspecified amount and injunctive relief. On January 30, 2008, the Company and LTC reached a settlement with respect to this litigation. Pursuant to such settlement agreement, both parties' claims were dismissed with prejudice, and each party is entitled to sell those products accused of infringement by the other party in this litigation. Neither party is required to pay any amounts to the other party in connection with this settlement.

On October 13, 2006, a purported class action complaint was filed in the United States District Court for the District of Massachusetts on behalf of participants in the Company's Investment Partnership Plan from October 5, 2000 to the present. The complaint named as defendants the Company, certain officers and directors, and the Company's Investment Partnership Plan Administration Committee. The complaint alleges purported violations of federal law in connection with the Company's option granting practices during the years 1998, 1999, 2000, and 2001, including breaches of fiduciary duties owed to participants and beneficiaries of the Company's Investment Partnership Plan under the Employee Retirement Income Security Act. The complaint seeks unspecified monetary damages, as well as equitable and injunctive relief. The Company intends to vigorously defend against these allegations. On November 22, 2006, the Company and the individual defendants filed motions to dismiss the complaint. On January 8, 2007, the Plaintiff filed memoranda in opposition. On January 22, 2007, the Company and the individual defendants filed further memoranda in support of the motions to dismiss. The court heard the Company's motion to dismiss on January 30, 2008, but has not yet issued a ruling. Although the Company believes it has meritorious defenses to the asserted claims, it is unable at this time to predict the outcome of this proceeding.

From time to time in the ordinary course of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, environmental matters, product liability, insurance coverage and personnel and employment disputes. As to such claims and litigation the Company can give no assurance that it will prevail.

While the Company does not believe that any of the matters described above will have a material adverse effect on the Company's financial position, an adverse outcome of any of these matters is possible and could have a material adverse effect on the Company's consolidated results of operations or cash flows in the quarter or annual period in which one or more of these matters are resolved.

Table of Contents**Note 11 Common Stock Repurchase**

The Company's common stock repurchase program has been in place since August 2004. In the aggregate, the Board of Directors has authorized the company to repurchase \$4 billion of the Company's common stock under the program. Under the program, the Company may repurchase outstanding shares of its common stock from time to time in the open market and through privately negotiated transactions. Unless terminated earlier by resolution of the Company's Board of Directors, the repurchase program will expire when the Company has repurchased all shares authorized under the program. The Company repurchased approximately 12.1 million shares for approximately \$359.4 million during the first quarter of fiscal 2008. This includes \$24.9 million of repurchases made near the end of the quarter where the transaction settled subsequent to February 2, 2008. Therefore, the statement of cash flows includes a \$24.9 million liability in the financing section for the portion of stock repurchases transacted during the quarter, but paid for subsequent to the end of the quarter. As of February 2, 2008, the Company had repurchased a total of approximately 107.2 million shares of its common stock for approximately \$3.7 billion under this program and an additional \$305.9 million remains under the current authorized program. The repurchased shares are held as authorized but unissued shares of common stock.

The Company also from time to time repurchases shares in settlement of employee tax withholding obligations due upon the vesting of restricted stock or restricted stock units, or the exercise of stock options.

Note 12 New Accounting Standards*Fair Value Measurements*

In September 2006, the FASB issued SFAS 157, *Fair Value Measurements* (SFAS 157). SFAS 157 provides enhanced guidance for using fair value to measure assets and liabilities. The standard also responds to investors requests for expanded information about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value and the effect of fair value measurements on earnings. SFAS 157 applies whenever other standards require or permit assets or liabilities to be measured at fair value. This standard does not expand the use of fair value in any new circumstances. SFAS 157 is effective for fiscal years beginning after November 15, 2007, which is the Company's fiscal year 2009 that begins on November 2, 2008. The Company is currently evaluating the impact, if any, that SFAS 157 will have on the Company's financial condition and results of operations.

Accounting for Financial Assets and Financial Liabilities

In February 2007, the FASB, issued SFAS 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115* (SFAS 159). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007, which is the Company's fiscal year 2009 that begins on November 2, 2008. The Company is currently evaluating the impact, if any, that SFAS 159 may have on the Company's financial condition and results of operations.

Accounting for Uncertainty in Income Taxes

In June 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109* (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS 109, *Accounting for Income Taxes*. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The adoption of FIN 48 in the first quarter of fiscal 2008 did not have an impact on the Company's financial condition or results of operations.

Table of Contents**Note 13 Discontinued Operations**

On November 8, 2007, the Company entered into a purchase and sale agreement with certain subsidiaries of ON Semiconductor Corporation to sell the Company's CPU voltage regulation and PC thermal monitoring business which consists of core voltage regulator products for the central processing unit in computing and gaming applications and temperature sensors and fan-speed controllers for managing the temperature of the central processing unit. On December 31, 2007, the Company completed the sale of this business for net cash proceeds of \$138 million, which are net of other cash payments of approximately \$1.4 million. The Company expects to make additional cash payments of approximately \$2.2 million in the second quarter of fiscal 2008. The Company recorded a pre-tax gain of \$78 million, or \$43 million net of tax, which is recorded as a gain on sale of discontinued operations. Additionally, the Company entered into a one-year manufacturing supply agreement with a subsidiary of ON Semiconductor Corporation for an additional \$37 million. The Company has allocated the proceeds from this arrangement based on the fair value of the two elements of this transaction: 1) the sale of a business and 2) the obligation to manufacture product for a one-year period. As a result, \$85 million was recorded as a liability related to the manufacturing supply agreement, of which approximately \$78 million was outstanding as of February 2, 2008. The liability is included in current liabilities of discontinued operations on the Company's condensed consolidated balance sheet. The Company will record the revenue associated with this manufacturing supply agreement in discontinued operations over the next 11 months. The Company may receive additional proceeds of up to \$7.5 million upon the resolution of certain contingent items, which would be recorded as additional gain from the sale of discontinued operations.

In September 2007, the Company entered into a definitive agreement to sell its Baseband Chipset Business to MediaTek Inc. The decision to sell the Baseband Chipset Business was due to the Company's decision to focus its resources in areas where its signal processing expertise can provide unique capabilities and earn superior returns. On January 11, 2008, the Company completed the sale of its Baseband Chipset Business for net cash proceeds of \$269 million. The cash proceeds received are net of a refundable withholding tax of \$62 million and other cash payments of approximately \$9 million. The Company expects to make additional cash payments of approximately \$10.5 million over the next six months. The Company recorded a pre-tax gain of \$278 million, or \$204 million net of tax, which is recorded as a gain on sale of discontinued operations. The Company may receive additional proceeds of up to \$10 million upon the resolution of certain contingent items, which would be recorded as additional gain from the sale of discontinued operations.

The Company will receive additional amounts under various transition service agreements entered into in connection with these dispositions over the next four quarters. The transition service agreements include manufacturing, engineering support and certain human resource services and information technology systems support. The Company has evaluated the nature of the transition services and has concluded the services will be primarily completed within the one-year assessment period and the Company does not have the ability to exert significant influence over the disposed businesses' operating and financial policies. Accordingly, the Company has concluded that it does not have a significant continuing involvement with the disposed businesses and has presented the disposition of these businesses as discontinued operations pursuant to SFAS 144.

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The following amounts related to the CPU voltage regulation and PC thermal monitoring and Baseband Chipset businesses have been segregated from continuing operations and reported as discontinued operations and also include the revenue and costs of services provided under the manufacturing supply agreement.

| | Three Months Ended | |
|--|-----------------------------|-----------------------------|
| | February 2, 2008 | February 3, 2007 |
| Total revenue | \$ 47,363 | \$ 65,349 |
| Cost of sales | 32,983 | 47,996 |
| Operating expenses: | | |
| Research and development | 12,324 | 20,814 |
| Selling, marketing, general and administrative | 1,743 | 2,701 |
| Gain on sale of discontinued operations | 356,016 | |
| Income (loss) before income taxes | 356,329 | (6,162) |
| Provision for (benefit from) income taxes | 107,458 | (2,936) |
| Income (loss) from discontinued operations, net of tax | \$ 248,871 | \$ (3,226) |
| | | |
| | February 2, 2008 | November 3, 2007 |
| Accounts receivable, net | \$ 7,850 | \$ 34,575 |
| Inventory | 15,012 | 37,602 |
| Property, plant and equipment, net | | 7,360 |
| Intangibles, net | | 7,920 |
| Total assets reclassified to current assets of discontinued operations | \$ 22,862 | \$ 87,457 |
| Refundable foreign withholding tax | \$ 62,037 | \$ |
| Total assets reclassified to non-current assets of discontinued operations | \$ 62,037 | \$ |
| Accounts payable | \$ 8,021 | \$ 14,011 |
| Income taxes payable | 108,252 | |
| Deferred income on shipments to distributors | | 966 |
| Liabilities associated with a manufacturing supply agreement | 78,043 | |
| Accrued liabilities | 12,680 | 9,176 |
| Total liabilities reclassified to current liabilities of discontinued operations | \$ 206,996 | \$ 24,153 |

Note 14 Income Taxes

The Company has provided for potential liabilities due in the various jurisdictions in which the Company operates. Judgment is required in determining the worldwide income tax expense provision. In the ordinary course of global business, there are many transactions and calculations where the ultimate tax outcome is uncertain. Some of these uncertainties arise as a consequence of cost reimbursement arrangements among related entities. Although the Company believes its estimates are reasonable, no assurance can be given that the final tax outcome of these matters

will not be different than that which is reflected in the historical income tax provisions and accruals. Such differences could have a material impact on the Company's income tax provision and operating results in the period in which such determination is made.

On November 4, 2007 (the first day of its 2008 fiscal year), the Company adopted FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* — an interpretation of FASB Statement No. 109 (FIN 48). FIN 48 differs from the prior standards in that it requires companies to determine whether it is more likely than not that a tax position will be sustained by the appropriate taxing authorities before any benefit can be recorded in the financial statements. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. There were no changes to the Company's liabilities for uncertain tax positions as a result of the adoption of FIN 48. As of February 2, 2008, the Company had \$10.5 million of liabilities related to tax contingencies. In accordance with FIN 48, these liabilities are classified as non-current, and included in other non-current liabilities, because the Company believes that the ultimate payment or settlement of these liabilities will not occur within the next twelve months. Prior to the adoption of FIN 48, these amounts were included in current income tax payable. The \$10.5 million liability for uncertain tax positions as of February 2, 2008 included \$5.3

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million for interest and penalties. If these tax positions were settled in the Company's favor these liabilities would be reversed and lower the Company's effective tax rate in the period recorded. The Company includes interest and penalties related to unrecognized tax benefits within the provision for taxes in the condensed consolidated statements of income, and as a result, no change in classification was made upon adopting FIN 48. The condensed consolidated statement of income for the period ended February 2, 2008 includes \$0.2 million of interest and penalties related to these uncertain tax positions. Due to the complexity associated with its tax uncertainties, the Company cannot make a reasonably reliable estimate as to the period in which it expects to settle the liabilities associated with these uncertain tax positions.

During the fourth quarter of fiscal 2007, the IRS completed its field examination of fiscal years 2004 and 2005. On January 2, 2008, the IRS issued its report for fiscal 2004 and 2005, which included proposed adjustments related to these two fiscal years. The Company has provided for taxes and penalties related to certain of these proposed adjustments. There are four items with a potential total tax liability of \$46 million that the Company concluded, based on discussions with its tax advisors, are not likely to result in additional tax liability. Therefore, the Company has not recorded any tax liability for these items and is appealing these proposed adjustments through the normal processes for the resolution of differences between the IRS and taxpayers. Two of the unresolved matters are one-time issues and pertain to Section 965 of the Internal Revenue Code related to the beneficial tax treatment of dividends from foreign owned companies under The American Jobs Creation Act. The other matters pertain to the computation of research and development tax credits and the profits earned from manufacturing activities carried on outside the United States. These latter two matters could impact taxes payable for fiscal 2004 and 2005 as well as for subsequent years.

During fiscal 2006, the IRS invited the Company to participate in the Compliance Assurance Process (CAP), which is a voluntary pilot program the IRS is conducting for a limited number of large business taxpayers. The objective of CAP is to reduce taxpayer burden associated with IRS audits while assuring the IRS of the accuracy of tax returns prior to filing. The Company has agreed to participate in CAP. Under the program, the IRS is expected to contemporaneously work with the Company to achieve federal tax compliance and resolve issues prior to the filing of a tax return. CAP is designed to eliminate or substantially reduce the need for post-filing examinations of future tax returns. For fiscal 2006, the IRS has completed the CAP but has not issued its final report. The IRS and the Company have agreed on the treatment of a number of issues that have been included in an Issue Resolutions Agreement related to the 2006 tax return. However, no agreement was reached on the tax treatment of a number of issues, including the same R&D credit and foreign manufacturing issues mentioned above related to fiscal 2004 and 2005. The IRS has also indicated it plans to audit the pricing of intercompany sales (transfer pricing), and this audit is in its initial phase. The Company has not provided for any additional taxes in respect of the examination of the fiscal 2006 return. The CAP is still underway for fiscal 2007. The Company has not prepared its tax return for fiscal 2007, and the IRS has not issued a report for fiscal 2007.

Although the Company believes its estimates of income tax payable are reasonable, no assurance can be given that the Company will prevail in the matters raised related to fiscal years 2004, 2005, 2006 and 2007 and that the outcome of one or all of these matters will not be different than that which is reflected in the historical income tax provisions and accruals. The Company believes such differences would not have a material impact on the Company's financial condition but could have a material impact on the Company's income tax provision, operating results and operating cash flows in the period in which such matters are resolved.

Note 15 Subsequent Event

On February 19, 2008, the Company's Board of Directors declared a cash dividend of \$0.18 per outstanding share of common stock. The dividend will be paid on March 26, 2008 to all shareholders of record at the close of business on March 7, 2008.

Table of Contents**ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

This information should be read in conjunction with the unaudited condensed consolidated financial statements and related notes included in Item 1 of this Quarterly Report on Form 10-Q and the audited consolidated financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the fiscal year ended November 3, 2007.

This Management's Discussion and Analysis of Financial Condition and Results of Operations, including in particular the section entitled "Outlook," contains forward-looking statements regarding future events and our future results that are subject to the safe harbors created under the Securities Act of 1933 (the "Securities Act") and the Securities Exchange Act of 1934 (the "Exchange Act"). These statements are based on current expectations, estimates, forecasts, and projections about the industries in which we operate and the beliefs and assumptions of our management. Words such as "expects," "anticipates," "targets," "goals," "projects," "intends," "plans," "believes," "seeks," "estimates," and variations of such words and similar expressions are intended to identify such forward-looking statements. In addition, any statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions that are difficult to predict, including those identified in Part II, Item 1A. Risk Factors and elsewhere in our Quarterly Report on Form 10-Q. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update any forward-looking statements for any reason.

We sold our baseband chipset business and related support operations, or Baseband Chipset Business, to MediaTek Inc. and sold our CPU voltage regulation and PC thermal monitoring business to certain subsidiaries of ON Semiconductor Corporation during the first quarter of fiscal 2008. We have reflected the financial results of these businesses as discontinued operations in the consolidated statements of income for all periods presented. The assets and liabilities of these businesses are reflected as assets and liabilities of discontinued operations in the consolidated balance sheets as of February 2, 2008 and November 3, 2007. The historical results of operations of these businesses have been segregated from our consolidated financial statements and are included in income (loss) from discontinued operations, net of tax in the consolidated statements of income. Unless otherwise noted, this Management's Discussion and Analysis relates only to financial results from continuing operations.

Results of Operations

(all tabular amounts in thousands except per share amounts and percentages)

Overview

| | Three Months Ended | |
|---|-----------------------------|-----------------------------|
| | February 2, 2008 | February 3, 2007 |
| Total revenue | \$ 613,909 | \$ 626,265 |
| Gross margin % | 61.2% | 63.8% |
| Income from continuing operations, net of tax | \$ 121,848 | \$ 156,453 |
| Income from continuing operations, net of tax as a % of total revenue | 19.8% | 25.0% |
| Diluted EPS from continuing operations | \$ 0.40 | \$ 0.45 |
| Diluted EPS | \$ 1.22 | \$ 0.44 |

Fiscal 2008 is a 52-week year and fiscal 2007 was a 53-week year. The additional week in fiscal 2007 was included in the first quarter ended February 3, 2007. Therefore, the first three months of fiscal 2007 included an additional week of operations as compared to the first three months of fiscal 2008.

Table of Contents*Revenue Trends by End Market*

The categorization of revenue by end market is determined using a variety of data points including the technical characteristics of the product, the sold to customer information, the ship to customer information and the end customer product or application into which our product will be incorporated. As data systems for capturing and tracking this data evolve and improve, the categorization of products by end market can vary over time. When this occurs, we reclassify revenue by end market for prior periods. Such reclassifications typically do not materially change the sizing of, or the underlying trends of results within, each end market.

| | Three Months Ended February 2, 2008 | | | Three Months Ended February 3, 2007 | |
|----------------------------------|--|----------------------------------|-----------|--|----------------------------------|
| | Revenue | % of Total Product Revenue | Y/Y% | Revenue | % of Total Product Revenue |
| Industrial | \$ 300,085 | 49% | 1% | \$ 298,452 | 50% |
| Communications | 145,040 | 23% | 18% | 123,105 | 21% |
| Consumer | 133,286 | 22% | 3% | 129,604 | 22% |
| Computer | 35,498 | 6% | (11%) | 40,104 | 7% |
| Total product revenue | \$ 613,909 | 100% | 4% | \$ 591,265 | 100% |
| Revenue from one-time IP license | | | | 35,000 | |
| Total revenue | \$ 613,909 | | | \$ 626,265 | |

Industrial The year-to-year increase in the first quarter of fiscal 2008 as compared to the first quarter of fiscal 2007 was primarily the result of revenue growth in products sold into the automotive sector of the industrial end market and to a lesser extent the instrumentation sector of this end market. These increases were partially offset by a decline in revenue from the automatic test equipment portion of this end market.

Communications The year-to-year increase in the first quarter of fiscal 2008 as compared to the first quarter of fiscal 2007 was primarily the result of revenue growth in products used in wireless infrastructure applications and analog products used in mobile devices.

Consumer The year-to-year increase in the first quarter of fiscal 2008 as compared to the first quarter of fiscal 2007 was primarily the result of increased sales of our products used in digital cameras and advanced television systems. These increases were partially offset by a decrease in sales of our products used in digital home applications.

Computer The year-to-year decrease in the first quarter of fiscal 2008 as compared to the first quarter of fiscal 2007 was primarily the result of broad based declines in sales of our products into this end market.

Revenue from One-Time IP License During the first quarter of fiscal 2007, we recorded revenue of \$35 million received in exchange for licensing of certain intellectual property rights to a third party.

Table of Contents*Revenue Trends by Geographic Region*

Product revenue by geographic region, based upon customer location, for the three-month periods ended February 2, 2008 and February 3, 2007 was as follows:

| Region | Three Months Ended | |
|------------------------------|---------------------------|-------------------------|
| | February 2, 2008 | February 3, 2007 |
| United States Region | \$ 152,764 | \$ 163,228 |
| Europe | 156,706 | 145,194 |
| Japan | 124,236 | 118,413 |
| China | 81,295 | 69,788 |
| Rest of Asia | 98,908 | 94,642 |
| Total product revenue | \$ 613,909 | \$ 591,265 |

The predominant countries comprising European operations are Germany, France and the United Kingdom. The predominant countries comprising Rest of Asia are Taiwan and Korea.

Gross Margin

| | Three Months Ended | |
|----------------|---------------------------|-------------------------|
| | February 2, 2008 | February 3, 2007 |
| Gross margin | \$375,803 | \$ 399,664 |
| Gross margin % | 61.2% | 63.8% |

Gross margin percentage decreased 260 basis points in the first quarter of fiscal 2008 as compared to the first quarter of fiscal 2007. Gross margin percentage in the first quarter of fiscal 2007 was higher as a result of the recording of \$35 million we received in exchange for the licensing of certain intellectual property rights to a third party with no associated cost of sales.

Stock-Based Compensation Expense

During the first quarter of fiscal 2006, on October 30, 2005, we adopted the Financial Accounting Standards Board's Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*, or SFAS 123R, using the modified prospective application method. Compensation cost is calculated on the date of grant using the fair value of the options as calculated using the Black-Scholes option pricing model. As of February 2, 2008, the total compensation cost related to unvested awards not yet recognized in the statement of income was approximately \$160.1 million (before tax consideration), which will be recognized over a weighted average period of 1.9 years. See Note 2 in the Notes to our Consolidated Financial Statements contained in Item 1 of this Quarterly Report on Form 10-Q for further information regarding our adoption of SFAS 123R.

Table of Contents*Research and Development*

| | Three Months Ended | |
|--|-----------------------------|-----------------------------|
| | February 2, 2008 | February 3, 2007 |
| R&D expenses | \$ 129,539 | \$ 123,077 |
| R&D expenses as a % of product revenue | 21.1% | 20.8% |

Research and development, or R&D, expenses increased \$6.5 million, or 5%, in the first quarter of fiscal 2008 as compared to the first quarter of fiscal 2007. This increase was primarily the result of higher employee salary, benefit and bonus expense due primarily to salary increases and to a lesser extent an increase in headcount. These increases were partially offset by one less week of operations in the first quarter of fiscal 2008 as compared to the first quarter of fiscal 2007, a decrease in employee stock option expense and the savings associated with our restructuring actions. R&D expenses as a percentage of product revenue will fluctuate from quarter to quarter depending on the amount of product revenue and the success of new product development efforts, which we view as critical to our future growth. At any point in time we have hundreds of R&D projects underway, and we believe that none of these projects is material on an individual basis. We expect to continue the development of innovative technologies and processes for new products, and we believe that a continued commitment to R&D is essential in order to maintain product leadership with our existing products and to provide innovative new product offerings. Therefore, we are planning to continue to make significant R&D investments in the future.

Selling, Marketing, General and Administrative

| | Three Months Ended | |
|--|-----------------------------|-----------------------------|
| | February 2, 2008 | February 3, 2007 |
| SMG&A expenses | \$ 100,351 | \$ 101,980 |
| SMG&A expenses as a % of product revenue | 16.3% | 17.2% |

Selling, marketing, general and administrative, or SMG&A, expenses decreased \$1.6 million, or 2%, in the first quarter of fiscal 2008 as compared to the first quarter of fiscal 2007. This decrease was primarily the result of one less week of operations in the first quarter of fiscal 2008 as compared to the first quarter of fiscal 2007, lower employee stock option expense and the savings associated with our restructuring actions. These decreases were partially offset by higher employee salary, benefit and bonus expense in the first quarter of fiscal 2008 as compared to the first quarter of fiscal 2007 due primarily to salary increases.

*Special Charges**Closure of Wafer Fabrication Facility in Sunnyvale*

During the fourth quarter of fiscal 2005, we recorded a special charge of \$20.3 million as a result of a decision to close our California wafer fabrication operations and transfer virtually all of the production of products manufactured there to our facility in Wilmington, Massachusetts. The charge was for severance and fringe benefit costs that were recorded pursuant to SFAS 88, *Employers' Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits*, or SFAS 88, under our ongoing benefit plan for 339 manufacturing employees and 28 general and administrative employees. The severance benefit was calculated based on length of past service, and employees had to continue to be employed until they were involuntarily terminated in order to receive the severance benefit. We completed the final cleanup and closure activities associated with this action during the second quarter of fiscal 2007.

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In addition to the charge recorded in the fourth quarter of fiscal 2005, we recorded additional expense during fiscal 2006, which consisted of \$18.3 million of non-cash cost of sales expenses for additional depreciation due to shortened useful lives of certain manufacturing equipment and \$2.0 million for stay-on bonuses. We reversed approximately \$2.0 million of our severance accrual during fiscal 2006 because some employees voluntarily left the company, other employees found alternative employment within the company, and there was an over accrual related to fringe benefits because severance payments, normally paid as income continuance, were paid in lump sum payments, which reduced the benefit costs associated with these payments. We have terminated the employment of all of the remaining employees included in this action. We ceased production at the wafer fabrication facility on November 9, 2006.

During the first quarter of fiscal 2007, we recorded additional expense, in accordance with SFAS 146, *Accounting for Costs Associated with Exit or Disposal Activities*, which consisted of \$3.2 million for clean-up and closure costs that were charged to expense as incurred and \$0.4 million for lease obligation costs for a warehouse facility we ceased using during the first quarter of fiscal 2007. During the second quarter of fiscal 2007, we recorded a special charge, in accordance with SFAS 146, which included \$5.0 million of expense for future lease obligation costs for the wafer fabrication facility that we ceased using during the second quarter of fiscal 2007. The lease obligation costs are being paid out on a monthly basis over the remaining lease term which expires in 2010. Also included in this special charge was \$1.7 million for clean-up and closure costs that were charged to expense as incurred. The clean-up activity was completed during the second quarter of fiscal 2007, and we do not expect to incur any additional charges related to this action.

The closure of this facility has resulted in annual cost savings of approximately \$50 million per year beginning in fiscal 2007. These annual savings include: approximately \$49 million in cost of sales, of which approximately \$7 million relates to non-cash depreciation savings, and approximately \$1 million in SMG&A expenses. At current demand levels, if this facility were still in operation, the capacity of the facility would be largely underutilized resulting in significant adverse manufacturing variances associated with the underutilization of our wafer fabrication facilities.

Reorganization of Product Development and Support Programs

During the fourth quarter of fiscal 2005, we recorded a special charge of \$11.2 million as a result of our decision to reorganize our product development and support programs with the goal of providing greater focus on our analog and digital signal processing product programs. The charge was for severance and fringe benefit costs that were recorded pursuant to SFAS 88 under our ongoing benefit plan or statutory requirements at foreign locations for 60 manufacturing employees and 154 engineering and selling, marketing, general and administrative employees.

During fiscal 2006, we recorded an additional special charge of \$3.8 million related to this reorganization action. Approximately \$1.5 million of this charge was for lease obligation costs for a facility we ceased using during the first quarter of fiscal 2006 and the write-off of property, plant and equipment and other items at this facility. The remaining \$2.3 million related to the severance and fringe benefit costs that were recorded in the fourth quarter of fiscal 2006 pursuant to SFAS 88 under our ongoing benefit plan or statutory requirements at foreign locations for 46 engineering and selling, marketing, general and administrative employees.

During the first quarter of fiscal 2007, we recorded an additional special charge of \$1.6 million related to this reorganization action. Approximately \$0.6 million of this charge was for contract termination costs. The remaining \$1.0 million relates to severance and fringe benefit costs recorded pursuant to SFAS 88 under our ongoing benefit plan for six engineering employees.

During the second quarter of fiscal 2007, we recorded an additional special charge of \$3.4 million related to this reorganization action. Approximately \$3.2 million relates to the severance and fringe benefit costs recorded pursuant to SFAS 88 under our ongoing benefit plan or minimum statutory requirements at foreign locations for 20 engineering and selling, marketing, general and administrative employees. The remaining \$0.2 million of this charge was for lease obligation costs for a facility we ceased using during the second quarter of fiscal 2007.

During the fourth quarter of fiscal 2007, we reversed approximately \$0.9 million of our severance accrual because some employees voluntarily left the company and other employees found alternative employment within the company, and were therefore no longer entitled to severance payments.

The employment of all employees included in this action has been terminated and amounts owed to employees for severance are being paid out as income continuance. We do not expect to incur any further charges related to this reorganization action. These organizational changes, which were fully implemented in the fourth quarter of fiscal 2007, have resulted in savings of

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approximately \$30 million per year. These annual savings include: approximately \$17 million in R&D expenses, approximately \$10 million in SMG&A expenses and approximately \$3 million in cost of sales. As this action was completed during fiscal 2007 a portion of these savings are reflected in our results for fiscal 2007 and for the first quarter of fiscal 2008.

*Fourth Quarter of Fiscal 2007 Special Charges**Consolidation of a Wafer Fabrication Facility in Limerick*

During the fourth quarter of fiscal 2007, we recorded a special charge of \$13.7 million as a result of our decision to solely use eight-inch technology at our wafer fabrication facility in Limerick. Certain manufacturing processes and products produced on the Limerick facility's six-inch production line will transition to our existing eight-inch production line in Limerick while others will transition to external foundries. The charge is for severance and fringe benefit costs recorded pursuant to SFAS 88 under our ongoing benefit plan for 150 manufacturing employees. Production is expected to cease in the six-inch wafer fabrication facility during the first half of 2009, and the affected employees will be terminated. These employees must continue to be employed until their employment is involuntarily terminated in order to receive the severance benefit. We expect to incur additional expenses related to this action during fiscal year 2009 of approximately \$6 million related to cleanup and closure costs. In accordance with SFAS 146, these costs will be expensed as incurred. As of February 2, 2008, 147 of the 150 employees included in this cost reduction action were still employed by us. These employees must continue to be employed until their employment is involuntarily terminated in order to receive the severance benefit. The closure of this facility is estimated to result in annual cost savings of approximately \$25 million per year, expected to start during the second quarter of fiscal 2009. These annual savings will be in cost of sales, of which approximately \$1 million relates to non-cash depreciation savings.

Reduction of Overhead Infrastructure Costs

During the fourth quarter of fiscal 2007, we decided to either deemphasize or exit certain businesses or products and focus investments in products and end markets where we have better opportunities for profitable growth. In September 2007, we entered into a definitive agreement to sell our Baseband Chipset Business. As a result of these decisions, we decided to reduce the support infrastructure in manufacturing, engineering and SMG&A to more appropriately reflect our required overhead structure. Consequently, during the fourth quarter of fiscal 2007, we recorded a special charge of \$12.3 million, of which \$10.7 million is for severance and fringe benefit costs recorded pursuant to SFAS 88 under our ongoing benefit plan or statutory requirements at foreign locations for 25 manufacturing employees and 127 engineering and selling, marketing, general and administrative employees. The remaining \$1.6 million is for contract termination costs related to a license agreement associated with products we will no longer develop and for which there is no future alternative use. As of February 2, 2008, 25 of the 152 employees included in this cost reduction action were still employed by us. These employees must continue to be employed until their employment is involuntarily terminated in order to receive the severance benefit. These cost reduction actions are expected to result in savings of approximately \$15 million per year once substantially completed in the second quarter of fiscal 2008. These savings are expected to be realized as follows: approximately \$7 million in R&D expenses, approximately \$6 million in SMG&A expenses and approximately \$2 million in cost of sales. A portion of these savings is reflected in our results for the first quarter of fiscal 2008.

Operating Income from Continuing Operations

| | Three Months Ended | |
|---|-----------------------------|-----------------------------|
| | February 2, 2008 | February 3, 2007 |
| Operating income from continuing operations | \$ 145,913 | \$ 169,411 |
| Operating income from continuing operations as a % of total revenue | 23.8% | 27.1% |

The \$23.5 million decrease in operating income from continuing operations in the first quarter of fiscal 2008 as compared to the first quarter of fiscal 2007 was primarily the result of a 260 basis point decrease in the gross margin percentage and a decrease in revenue of \$12.4 million. These decreases were primarily the result of the recording of \$35 million in revenue we received in exchange for the licensing of certain intellectual property rights to a third party

with no associated cost of sales in the first quarter of fiscal 2007.

Table of Contents*Nonoperating (Income) Expense*

| | Three Months Ended | |
|----------------------------------|-----------------------------|-----------------------------|
| | February 2, 2008 | February 3, 2007 |
| Interest income | \$ (12,526) | \$ (24,837) |
| Other expense (income), net | 173 | (7,465) |
| Total nonoperating income | \$ (12,353) | \$ (32,302) |

Nonoperating income decreased by \$19.9 million in the first quarter of fiscal 2008 as compared to the first quarter of fiscal 2007 primarily as a result of lower invested cash balances and, to a lesser extent, lower interest rates in the first quarter of fiscal 2008 as compared to the first quarter of fiscal 2007. The first quarter of fiscal 2007 also included a \$7.9 million gain from the sale of an investment.

Provision for Income Taxes

| | Three Months Ended | |
|----------------------------|-----------------------------|-----------------------------|
| | February 3, 2008 | February 2, 2007 |
| Provision for income taxes | \$36,418 | \$ 45,479 |
| Effective income tax rate | 23.0% | 22.5% |

Our effective tax rate reflects the applicable tax rate in effect in the various tax jurisdictions around the world where our income is earned. Our effective tax rate for the first quarter of fiscal 2008 was higher by 50 basis points compared to our effective tax rate for the first quarter of fiscal 2007. The increase was primarily due to the fact that the first quarter of fiscal 2007 included a \$9.9 million cumulative adjustment related to the application of the U.S. federal research and development tax credit to a portion of our fiscal 2006 results that had the effect of lowering the effective tax rate in the first quarter of fiscal 2007. Additionally, this credit that was available during fiscal 2007 expired during the first half of the first quarter of fiscal 2008. The tax benefit was partially offset by a tax adjustment recorded in the first quarter of fiscal 2007 upon the finalization of the accounting for a 2006 acquisition and the following transactions in the first quarter of fiscal 2007, which were taxed at the higher U.S. tax rate: the one-time receipt of \$35 million associated with the licensing of intellectual property to a third party and the gain on the sale of an investment of \$7.9 million.

Income from Continuing Operations, net of tax

| | Three Months Ended | |
|---|-----------------------------|-----------------------------|
| | February 2, 2008 | February 3, 2007 |
| Income from continuing operations, net of tax | \$ 121,848 | \$ 156,453 |
| Income from continuing operations, net of tax as a % of total revenue | 19.8% | 25.0% |
| Diluted EPS from continuing operations | \$ 0.40 | \$ 0.45 |

Income from continuing operations, net of tax, in the first quarter of fiscal 2008 was lower than in the first quarter of fiscal 2007 by approximately \$34.6 million primarily as a result of the \$23.5 million decrease in operating income from continuing operations, and the \$19.9 million decrease in nonoperating income that were partially offset by a lower provision for income taxes in fiscal 2008.

Table of Contents*Discontinued Operations*

| | Three Months Ended | |
|--|-----------------------------|-----------------------------|
| | February 2, 2008 | February 3, 2007 |
| Income (loss) from discontinued operations, net of tax | \$ 1,888 | \$ (3,226) |
| Gain on sale of discontinued operations, net of tax | 246,983 | |
| Income (loss) from discontinued operations, net of tax | \$ 248,871 | \$ (3,226) |
| Diluted EPS from discontinued operations | \$ 0.82 | \$ (0.01) |

We sold our Baseband Chipset Business to MediaTek Inc. and our CPU voltage regulation and PC thermal monitoring business to certain subsidiaries of ON Semiconductor Corporation during the first quarter of fiscal 2008. Accordingly, the results of the operations of these businesses have been presented as discontinued operations within the consolidated financial statements in accordance with Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS 144)*.

Outlook

We are planning for revenue for the second quarter of fiscal 2008 to be in the range of \$615 million to \$640 million, or flat to up 4% from the first quarter of fiscal 2008. We are also planning for our gross margin percentage for the second quarter of fiscal 2008 to be approximately equal to the first quarter of fiscal 2008. Operating expenses are planned to be higher in the second quarter of fiscal 2008 primarily as a result of our annual salary increases which took effect at the beginning of the second quarter. Diluted EPS from continuing operations for the second quarter of fiscal 2008 is planned to be in the range of \$0.39 to \$0.42 and diluted EPS from discontinued operations for the second quarter of fiscal 2008 is expected to be \$0.01.

Liquidity and Capital Resources

| | Three Months Ended | |
|---|-----------------------------|-----------------------------|
| | February 2, 2008 | February 3, 2007 |
| Net cash provided by operations | \$ 177,420 | \$ 208,153 |
| Net cash provided by operations as a % of total revenue | 28.9% | 33.2% |

At February 2, 2008, cash, cash equivalents and short-term investments totaled \$1,271.8 million, an increase of \$190.6 million from the fourth quarter of fiscal 2007. The primary sources of funds for the first three months of fiscal 2008 were net proceeds from the sale of two businesses of \$406.7 million, net cash generated from operating activities of \$177.4 million and proceeds of \$24.5 million from our various employee stock plans. The principal uses of funds for the first three months of fiscal 2008 were the repurchase of approximately 12.1 million shares of our common stock for an aggregate of \$359.4 million (less \$24.9 million paid subsequent to the end of the first quarter), dividend payments of \$53.8 million and capital expenditures of \$40.1 million.

| | February 2, 2008 | November 3, 2007 |
|---------------------------------|-----------------------------|-----------------------------|
| Accounts receivable | \$ 340,080 | \$ 323,777 |
| Days sales outstanding | 51 | 47 |
| Inventory | \$ 330,196 | \$ 324,373 |
| Days cost of sales in inventory | 127 | 119 |

Accounts receivable at February 2, 2008 increased \$16.3 million, or 5%, from the end of the fourth quarter of fiscal 2007. The increase in receivables was primarily related to higher shipments in the last month of the first quarter of fiscal 2008 as compared to the fourth quarter of fiscal 2007. Inventory at February 2, 2008 increased by \$5.8 million,

or 2%, from the end of fiscal 2007.

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Net additions to property, plant and equipment were \$40.1 million in the first quarter of fiscal 2008 and were funded with a combination of cash on hand and cash generated from operations. Capital expenditures are expected to be approximately \$170 million in fiscal 2008.

On February 19, 2008, our Board of Directors declared a cash dividend of \$0.18 per outstanding share of our common stock. The dividend is payable on March 26, 2008 to shareholders of record on March 7, 2008 and is expected to be approximately \$53 million in the aggregate. The payment of future dividends will be based on several factors including our financial performance, outlook and liquidity. Quarterly dividends are expected to continue at \$0.18 per share, although they remain subject to declaration or change by our Board of Directors.

At February 2, 2008, our principal source of liquidity was \$1,271.8 million of cash and cash equivalents and short-term investments. We believe that our existing sources of liquidity and cash expected to be generated from future operations, together with anticipated available long-term financing, will be sufficient to fund operations, capital expenditures, research and development efforts, dividend payments (if any) and purchases of stock (if any) under our stock repurchase program for at least the next twelve months and thereafter for the foreseeable future.

Contractual Obligations

There have not been any material changes to the amounts presented in the table summarizing our contractual obligations that was included in our Annual Report on Form 10-K for the year ended November 3, 2007.

As of February 2, 2008, the total liabilities associated with uncertain tax positions under FIN 48 was \$10.5 million, which are included in Other non-current liabilities, as a result of our adoption of FIN 48. Due to the complexity associated with our tax uncertainties, we cannot make a reasonably reliable estimate of the period in which we expect to settle the non-current liabilities associated with these uncertain tax positions. Therefore, we are not updating the amounts included in the contractual obligations table.

New Accounting Pronouncements*Fair Value Measurements*

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standard (SFAS) 157, *Fair Value Measurements* (SFAS 157). SFAS 157 provides enhanced guidance for using fair value to measure assets and liabilities. The standard also responds to investors' requests for expanded information about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value and the effect of fair value measurements on earnings. SFAS 157 applies whenever other standards require or permit assets or liabilities to be measured at fair value. This standard does not expand the use of fair value in any new circumstances. SFAS 157 is effective for fiscal years beginning after November 15, 2007, which is our fiscal year 2009 that begins on November 2, 2008. We are currently evaluating the impact that SFAS 157 may have on our financial condition and results of operations.

Accounting for Financial Assets and Financial Liabilities

In February 2007, the FASB, issued SFAS 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115* (SFAS 159). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007, which is our fiscal year 2009 that begins on November 2, 2008. We are currently evaluating the impact, if any, that SFAS 159 may have on our financial condition and results of operations.

Accounting for Uncertainty in Income Taxes

In June 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109* (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS 109, *Accounting for Income Taxes*. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties,

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accounting in interim periods, disclosure, and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The adoption of FIN 48 in the first quarter of fiscal 2008 did not have an impact on our financial condition or results of operations.

Critical Accounting Policies and Estimates

There were no material changes to the information provided under the heading *Critical Accounting Policies and Estimates* included in our Annual Report on Form 10-K for the year ended November 3, 2007 except for the adoption of FIN 48 described below.

Accounting for Income Taxes

We must make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments occur in the calculation of tax credits, benefits, and deductions, and in the calculation of certain tax assets and liabilities, which arise from differences in the timing of the recognition of revenue and expense for tax and financial statement purposes, as well as the interest and penalties relating to these uncertain tax positions. We assessed the likelihood of the realization of deferred tax assets and concluded that a valuation allowance is needed to reserve the amount of the deferred tax assets that may not be realized due to the expiration of certain state credit carryovers. In reaching our conclusion, we evaluated certain relevant criteria including the existence of deferred tax liabilities that can be used to absorb deferred tax assets, the taxable income in prior carryback years in the impacted state jurisdictions that can be used to absorb net operating losses and taxable income in future years. Our judgments regarding future profitability may change due to future market conditions, changes in U.S. or international tax laws and other factors. These changes, if any, may require material adjustments to these deferred tax assets, resulting in a reduction in net income or an increase in net loss in the period when such determinations are made, which in turn, may result in an increase or decrease to our tax provision in a subsequent period.

On November 4, 2007 (the first day of our 2008 fiscal year), we adopted FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109* (FIN 48). FIN 48 differs from the prior standards in that it requires companies to determine that it is more likely than not that a tax position will be sustained by the appropriate taxing authorities before any benefit can be recorded in the financial statements. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. For those tax positions where it is more likely than not that a tax benefit will be sustained, we have recorded the largest amount of tax benefit with a greater than 50 percent likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is not more likely than not that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements. We reevaluate these uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in known facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision.

In the ordinary course of global business, there are many transactions and calculations where the ultimate tax outcome is uncertain. Some of these uncertainties arise as a consequence of cost reimbursement and royalty arrangements among related entities. Although we believe our estimates are reasonable, no assurance can be given that the final tax outcome of these matters will not be different than that which is reflected in our historical income tax provisions and accruals. Such differences could have a material impact on our income tax provision and operating results in the period in which such determination is made.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes in the information provided under Item 7A. *Qualitative and Quantitative Disclosures about Market Risk* set forth in our Annual Report on Form 10-K for the year ended November 3, 2007.

ITEM 4. Controls and Procedures

(a) *Evaluation of Disclosure Controls and Procedures.* Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of Analog's disclosure controls and procedures as of February 2, 2008. The term *disclosure controls and procedures*, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the *Exchange Act*), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the

reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and

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forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of February 2, 2008, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

(b) *Changes in Internal Control over Financial Reporting.* No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the quarter ended February 2, 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION**ITEM 1. Legal Proceedings***Tentative Settlement of the SEC's Previously Announced Stock Option Investigation*

In our 2004 Form 10-K filing, we disclosed that the Securities and Exchange Commission, or SEC, had initiated an inquiry into our stock option granting practices, focusing on options that were granted shortly before the issuance of favorable financial results. On November 15, 2005, we announced that we had reached a tentative settlement with the SEC.

At all times since receiving notice of this inquiry, we have cooperated with the SEC. In November 2005, we and our President and CEO, Mr. Jerald G. Fishman, made an offer of settlement to the Staff of the SEC. The settlement has been submitted to the Commission for approval. There can be no assurance a final settlement will be approved.

The SEC's inquiry focused on two separate issues. The first issue concerned our disclosure regarding grants of options to employees and directors prior to the release of favorable financial results. Specifically, the issue related to options granted to our employees (including officers) on November 30, 1999 and to our employees (including officers) and directors on November 10, 2000. The Staff of the SEC has indicated that, in the proposed settlement, the Commission would not charge us or Mr. Fishman with any violation of law with respect to this issue.

The second issue concerned the grant dates for options granted to employees (including officers) in 1998 and 1999, and the grant date for options granted to employees (including officers) and directors in 2001. Specifically, the settlement would conclude that the appropriate grant date for the September 4, 1998 options should have been September 8th (which is one trading day later than the date that was used to price the options); the appropriate grant date for the November 30, 1999 options should have been November 29th (which is one trading day earlier than the date that was used); and the appropriate grant date for the July 18, 2001 options should have been July 26th (which is five trading days after the original date).

In connection with the proposed settlement, we would consent to a cease-and-desist order under Section 10(b) of the Securities Exchange Act and Rule 10b-5 thereunder, would pay a civil money penalty of \$3 million, and would reprice options granted to Mr. Fishman in certain years. Options granted to all others would be excluded from the repricing. Mr. Fishman would consent to a cease-and-desist order under Sections 17(a)(2) and (3) of the Securities Act, would pay a civil money penalty of \$1 million, and would make a disgorgement payment with respect to options granted in certain years. With the exception of options granted in 1998, Mr. Fishman has not exercised or sold any of the options identified in this matter. We and Mr. Fishman would settle this matter without admitting or denying the Commission's findings.

We have determined that no restatement of our historical financial results would be necessary due to the proposed settlement.

Other Legal Proceedings

In May 2006, we received a document subpoena from the U.S. Attorney for the Southern District of New York requesting records from 2000 to the present relating to our granting of stock options. We believe that the options at issue in this matter are the same option grants which have been the subject of investigation by the SEC. We have

cooperated with the office of the U.S. Attorney in connection with this subpoena. We cannot predict the outcome of this matter, but believe the disposition of the matter will not have a material adverse effect on us or our financial position.

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On May 25, 2006, we filed a lawsuit in United States District Court for the District of Delaware against Linear Technology Corp., or LTC, alleging infringement of three of our patents by LTC's making, selling and using various products. In our complaint, we sought damages in an unspecified amount and injunctive relief. On July 28, 2006, LTC filed an answer and counterclaims, denying that its products infringe the asserted patents and asking the court to declare such patents invalid. LTC also claimed that we, by making, selling and using various products, infringed seven LTC patents. LTC sought damages in an unspecified amount and injunctive relief. On January 30, 2008, we and LTC reached a settlement with respect to this litigation. Pursuant to such settlement agreement, both parties' claims were dismissed with prejudice, and each party is entitled to sell those products accused of infringement by the other party in this litigation. Neither party is required to pay any amounts to the other party in connection with this settlement. On October 13, 2006, a purported class action complaint was filed in the United States District Court for the District of Massachusetts on behalf of participants in our Investment Partnership Plan from October 5, 2000 to the present. The complaint named us as defendants, certain officers and directors, and our Investment Partnership Plan Administration Committee. The complaint alleges purported violations of federal law in connection with our option granting practices during the years 1998, 1999, 2000, and 2001, including breaches of fiduciary duties owed to participants and beneficiaries of our Investment Partnership Plan under the Employee Retirement Income Security Act. The complaint seeks unspecified monetary damages, as well as equitable and injunctive relief. We intend to vigorously defend against these allegations. On November 22, 2006, we and the individual defendants filed motions to dismiss the complaint. On January 8, 2007, the Plaintiff filed memoranda in opposition. On January 22, 2007, we and the individual defendants filed further memoranda in support of the motions to dismiss. The court heard our motion to dismiss on January 30, 2008, but has not yet issued a ruling. Although we believe we have meritorious defenses to the asserted claims, we are unable at this time to predict the outcome of this proceeding.

ITEM 1A. Risk Factors

Set forth below and elsewhere in this report and in other documents we file with the SEC are descriptions of the risks and uncertainties that could cause our actual results to differ materially from the results contemplated by the forward-looking statements contained in this report. The description below includes any material changes to and supersedes the description of the risk factors affecting our business previously disclosed in Part I, Item 1A. Risk Factors of our Annual Report on Form 10-K for the fiscal year ended November 3, 2007.

Our future revenue, gross margins, operating results and net income are difficult to predict and may materially fluctuate.

Our future revenue, gross margins, operating results and net income are difficult to predict and may be materially affected by a number of factors, including:

changes in customer demand for our products and for end products that incorporate our products;

the timing of new product announcements or introductions by us, our customers or our competitors;

competitive pricing pressures;

fluctuations in manufacturing yields, adequate availability of wafers and other raw materials, and manufacturing, assembly and test capacity;

the risk that our backlog could decline significantly;

the timing, delay or cancellation of significant customer orders and our ability to manage inventory;

our ability to hire, retain and motivate adequate numbers of engineers and other qualified employees to meet the demands of our customers;

changes in geographic, product or customer mix;

our ability to utilize our manufacturing facilities at efficient levels;

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potential significant litigation-related costs;

the difficulties inherent in forecasting future operating expense levels, including with respect to costs associated with labor, utilities, transportation and raw materials;

the costs related to compliance with increasing worldwide environmental regulations;

changes in our effective tax rate;

the effect of adverse changes in economic conditions in the United States and international markets; and

the effects of public health emergencies, natural disasters, security risks, terrorist activities, international conflicts and other events beyond our control.

In addition, the semiconductor market has historically been cyclical and subject to significant economic downturns. Our business is subject to rapid technological changes and there can be no assurance, depending on the mix of future business, that products stocked in inventory will not be rendered obsolete before we ship them. As a result of these and other factors, there can be no assurance that we will not experience material fluctuations in future revenue, gross margins and operating results on a quarterly or annual basis. In addition, if our revenue, gross margins, operating results and net income do not meet the expectations of securities analysts or investors, the market price of our common stock may decline.

Long-term contracts are not typical for us and reductions, cancellations or delays in orders for our products could adversely affect our operating results.

In certain markets where end-user demand may be particularly volatile and difficult to predict, some customers place orders that require us to manufacture product and have it available for shipment, even though the customer is unwilling to make a binding commitment to purchase all, or even any, of the product. In other instances, we manufacture product based on forecasts of customer demands. As a result, we may incur inventory and manufacturing costs in advance of anticipated sales and are subject to the risk of cancellations of orders leading to a sharp reduction of sales and backlog. Further, orders or forecasts may be for products that meet the customer's unique requirements so that those cancelled or unrealized orders would, in addition, result in an inventory of unsaleable products, resulting in potential inventory write-offs. As a result of lengthy manufacturing cycles for certain of the products that are subject to these uncertainties, the amount of unsaleable product could be substantial. Incorrect forecasts, or reductions, cancellations or delays in orders for our products could adversely affect our operating results.

Our future success depends upon our ability to continue to innovate, improve our products, develop and market new products, and identify and enter new markets.

Our success significantly depends on our continued ability to improve our products and develop and market innovative new products. Product development, innovation and enhancement is often a complex, time-consuming and costly process involving significant investment in research and development, with no assurance of return on investment. There can be no assurance that we will be able to develop and introduce new and improved products in a timely or efficient manner or that new and improved products, if developed, will achieve market acceptance. Our products generally must conform to various evolving and sometimes competing industry standards, which may adversely affect our ability to compete in certain markets or require us to incur significant costs. In addition, our customers generally impose very high quality and reliability standards on our products, which often change and may be difficult or costly to satisfy. Any inability to satisfy such customer quality standards or comply with industry standards and technical requirements may adversely affect demand for our products and our results of operations. In addition, our growth is dependent on our continued ability to identify and penetrate new markets where we have limited experience and competition is intense. Also, some of our customers in these markets are less established, which could subject us to increased credit risk. There can be no assurance that the markets we serve will grow in the future, that our existing and new products will meet the requirements of these markets, that our products will achieve customer acceptance in these markets, that competitors will not force prices to an unacceptably low level or take market share from us, or that we can achieve or maintain profits in these markets. Furthermore, a decline in demand in

one or several of our end-user markets could have a material adverse effect on the demand for our products and our results of operations.

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We may not be able to compete successfully in markets within the semiconductor industry in the future.

We face intense technological and pricing competition in the semiconductor industry, and we expect such competition to increase in the future. Many other companies offer products that compete with our products. Some have greater financial, manufacturing, technical and marketing resources than we have. Some of our competitors may have better established supply or development relationships with our current and potential customers. Additionally, some formerly independent competitors have been purchased by larger companies. Our competitors also include emerging companies selling specialized products in markets we serve. Competition is based on design and quality of products, product performance, features and functionality, and price, with the relative importance of these factors varying among products, markets and customers. Existing or new competitors may develop products or technologies that more effectively address the demands of our customers and markets with enhanced features and functionality, lower power requirements, greater levels of integration or lower cost. Increased competition in certain markets has resulted in and may continue to result in declining average selling prices, reduced gross margins and loss of market share in such markets. There can be no assurance that we will be able to compete successfully in the future against existing or new competitors, or that our operating results will not be adversely affected by increased price competition.

We rely on third-party subcontractors and manufacturers for some industry-standard wafers and assembly and test services, and therefore cannot control their availability or conditions of supply.

We rely, and plan to continue to rely, on assembly and test subcontractors and on third-party wafer fabricators to supply most of our wafers that can be manufactured using industry-standard submicron processes. This reliance involves several risks, including reduced control over availability, capacity utilization, delivery schedules, manufacturing yields, quality assurance and costs. Additionally, we utilize a limited number of third-party wafer fabricators, primarily Taiwan Semiconductor Manufacturing Company. These suppliers manufacture components in accordance with our proprietary designs and specifications. We have no written supply agreements with these suppliers and purchase our custom components through individual purchase orders. In addition, these suppliers often provide manufacturing services to our competitors and therefore periods of increased industry demand may result in capacity constraints. If these suppliers are unable or unwilling to manufacture and deliver sufficient quantities of components to us on the time schedule and of the quality that we require, we may be forced to seek to engage additional or replacement suppliers, which could result in additional expenses and delays in product development or shipment of product to our customers.

We may not be able to satisfy sufficiently the demand for our products, and increased production may lead to overcapacity and lower prices.

The cyclical nature of the semiconductor industry has resulted in sustained and short-term periods when demand for our products has increased or decreased rapidly. During periods of rapid increases in demand, our available capacity may not be sufficient to satisfy the available demand. In addition, we may not be able to expand our workforce and operations in a sufficiently timely manner, procure adequate resources, or locate suitable third-party suppliers, to respond effectively to changes in demand for our existing products or to the demand for new products requested by our customers, and our current or future business could be materially and adversely affected. Conversely, if we expand our operations and workforce too rapidly or procure excessive resources in anticipation of increased demand for our products, and such demand does not materialize at the pace at which we expect, or declines, our operating results may be adversely affected as a result of increased operating expenses, reduced margins, underutilization of capacity or asset impairment charges. These capacity expansions by us and other semiconductor manufacturers could also lead to overcapacity in our target markets which could lead to price erosion that would adversely impact our operating results. *Our semiconductor products are complex and may contain undetected defects which could result in significant costs, claims and damage to our reputation, and adversely affect the market acceptance of our products.*

Semiconductor products are highly complex and may contain undetected defects when they are first introduced or as new versions are developed. We invest significant resources in the testing of our products; however, if any of our products contain defects, we may be required to incur additional development and remediation costs, pursuant to warranty and indemnification provisions in our customer contracts. These problems may divert our technical and other resources from other product development efforts and could result in claims against us by our customers or others, including liability for costs associated with product recalls, which may adversely impact our operating results. There

can be no assurance that we are adequately insured to protect against all such claims. If any of our products contains defects, or has reliability, quality or compatibility

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problems, our reputation may be damaged, which could make it more difficult for us to sell our products to existing and prospective customers and could adversely affect our operating results.

We have manufacturing processes that utilize a substantial amount of technology as the fabrication of integrated circuits is a highly complex and precise process. Minute impurities, contaminants in the manufacturing environment, difficulties in the fabrication process, defects in the masks used in the wafer manufacturing process, manufacturing equipment failures, wafer breakage or other factors can cause a substantial percentage of wafers to be rejected or numerous dice on each wafer to be nonfunctional. While we have significant expertise in semiconductor manufacturing, it is possible that some processes could become unstable. This instability could result in manufacturing delays and product shortages, which could have a material adverse effect on our financial position or results of operations.

We may be unable to adequately protect our proprietary rights, which may limit our ability to compete effectively.

Our success depends, in part, on our ability to protect our intellectual property. We primarily rely on patent, mask work, copyright, trademark and trade secret laws, as well as nondisclosure agreements and other methods, to protect our proprietary technologies and processes. Despite our efforts to protect our proprietary technologies and processes, it is possible that competitors or other unauthorized third parties may obtain, copy, use or disclose our technologies and processes. Moreover, the laws of foreign countries in which we design, manufacture, market and sell our products may afford little or no effective protection of our proprietary technology.

There can be no assurance that the claims allowed in our issued patents will be sufficiently broad to protect our technology. In addition, any of our existing or future patents may be challenged, invalidated or circumvented. As such, any rights granted under these patents may not provide us with meaningful protection. We may not have foreign patents or pending applications corresponding to our U.S. patents and applications. Even if foreign patents are granted, effective enforcement in foreign countries may not be available. If our patents do not adequately protect our technology, our competitors may be able to offer products similar to ours. Our competitors may also be able to develop similar technology independently or design around our patents. Other companies or individuals have obtained patents covering a variety of semiconductor designs and processes, and we might be required to obtain licenses under some of these patents or be precluded from making and selling the infringing products, if such patents are found to be valid. There can be no assurance that we would be able to obtain licenses, if required, upon commercially reasonable terms, or at all.

We generally enter into confidentiality agreements with our employees, consultants and strategic partners. We also try to control access to and distribution of our technologies, documentation and other proprietary information. Despite these efforts, internal or external parties may attempt to copy, disclose, obtain or use our products, services or technology without our authorization. Also, former employees may seek employment with our business partners, customers or competitors, and there can be no assurance that the confidential nature of our proprietary information will be maintained in the course of such future employment.

We are involved in frequent litigation, including regarding intellectual property rights, which could be costly to bring or defend and could require us to redesign products or pay significant royalties.

The semiconductor industry is characterized by frequent claims and litigation involving patent and other intellectual property rights, including claims arising under our contractual obligations to indemnify our customers. We have received from time to time, and may receive in the future, claims from third parties asserting that our products or processes infringe their patents or other intellectual property rights. In the event a third party makes a valid intellectual property claim against us and a license is not available to us on commercially reasonable terms, or at all, we could be forced either to redesign or to stop production of products incorporating that intellectual property, and our operating results could be materially and adversely affected. Litigation may be necessary to enforce our patents or other of our intellectual property rights or to defend us against claims of infringement, and this litigation could be costly and divert the attention of our key personnel. We could be subject to warranty or product liability claims that could lead to significant costs and expenses as we defend such claims or pay damage awards. While we maintain product liability insurance, there can be no assurance that such insurance will be available or adequate to protect against all such claims. We may incur costs and expenses relating to a recall of our customers' products due to an alleged failure of components we supply. See Note 10 in the Notes to our Consolidated Financial Statements contained in Item 1 of this

Quarterly Report on Form 10-Q for information concerning certain pending litigation that involves us. An adverse outcome in these matters or other litigation could have a material adverse effect on our consolidated financial position or on our consolidated results of operations or cash flows in the period in which the litigation is resolved.

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If we do not retain our key personnel, our ability to execute our business strategy will be limited.

Our continued success depends to a significant extent upon the recruitment and retention of our executive officers and key management and technical personnel, particularly our experienced engineers. The competition for these employees is intense. The loss of the services of one or more of our key personnel could have a material adverse effect on our operating results. In addition, there could be a material adverse effect on our business should the turnover rates for engineers and other key personnel increase significantly or if we are unable to continue to attract qualified personnel. We do not maintain any key person life insurance policy on any of our officers or employees.

To remain competitive, we may need to acquire other companies or purchase or license technology from third parties in order to introduce new products and services or enhance our existing products and services.

An element of our business strategy involves expansion through the acquisitions of businesses, assets, products or technologies that allow us to complement our existing product offerings, expand our market coverage, increase our engineering workforce or enhance our technological capabilities. We may not be able to find businesses that have the technology or resources we need and, if we find such businesses, we may not be able to purchase or license the technology or resources on commercially favorable terms or at all. Acquisitions and technology licenses are difficult to identify and complete for a number of reasons, including the cost of potential transactions, competition among prospective buyers and licensees and the need for regulatory approvals. In order to finance a potential transaction, we may need to raise additional funds by selling our stock or borrowing money. We may not be able to find financing on favorable terms, and the sale of our stock may result in the dilution of our existing shareholders or the issuance of securities with rights that are superior to the rights of our common stockholders. Acquisitions also involve a number of risks, including:

difficulty integrating acquired technologies, operations and personnel with our existing businesses;

diversion of management attention in connection with both negotiating the acquisitions and integrating the assets;

strain on managerial and operational resources as management tries to oversee larger operations;

the future funding requirements for acquired companies, which may be significant;

potential loss of key employees;

exposure to unforeseen liabilities of acquired companies; and

increased risk of costly and time-consuming litigation.

If we are unable to successfully address these risks, we may not realize some or all of the expected benefits of the acquisition, which may have an adverse effect on our business and results of operations.

We rely on manufacturing capacity located in geologically unstable areas, which could affect the availability of supplies and services.

We, and many companies in the semiconductor industry, rely on internal manufacturing capacity, wafer fabrication foundries and other sub-contractors in geologically unstable locations around the world. This reliance involves risks associated with the impact of earthquakes on us and the semiconductor industry, including temporary loss of capacity, availability and cost of key raw materials, utilities and equipment and availability of key services including transport of our products worldwide. Any prolonged inability to utilize one of our manufacturing facilities, or those of our subcontractors or third-party wafer fabrication foundries, as a result of fire, natural disaster, unavailability of utilities or otherwise, would have a material adverse effect on our results of operations and financial condition.

We are exposed to business, economic, political, legal and other risks through our significant worldwide operations.

During the first three months of fiscal 2008, approximately 75% of our product revenue was derived from customers in international markets. Although we engage in hedging transactions to reduce our exposure to currency exchange rate

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fluctuations, there can be no assurance that our competitive position will not be adversely affected by changes in the exchange rate of the United States dollar against other currencies. Potential interest rate increases, as well as high energy costs could have an adverse impact on industrial and consumer spending patterns and could adversely impact demand for our products. We have manufacturing facilities outside the United States in Ireland and the Philippines. In addition to being exposed to the ongoing economic cycles in the semiconductor industry, we are also subject to the economic, political and legal risks inherent in international operations and their impact on the United States economy in general, including the risks associated with ongoing uncertainties and political and economic instability in many countries around the world as well as the economic disruption from acts of terrorism, and the response to them by the United States and its allies. Other business risks associated with international operations include increased managerial complexities, air transportation disruptions, expropriation, currency controls, currency exchange rate movement, additional costs related to foreign taxes, tariffs and freight rate increases, exposure to different business practices and legal standards, particularly with respect to price protection and intellectual property, trade and travel restrictions, pandemics, import and export license requirements and restrictions, difficulties in staffing and managing worldwide operations, and accounts receivable collections.

Our future operating results are dependent on the performance of independent distributors.

A significant portion of our sales are through independent distributors that are not under our control. These independent distributors generally represent product lines offered by several companies and thus could reduce their sales efforts applied to our products or terminate their representation of us. We generally do not require letters of credit from our distributors and are not protected against accounts receivable default or bankruptcy by these distributors. Our inability to collect open accounts receivable could adversely affect our results of operations. Termination of a significant distributor, whether at our initiative or the distributor's initiative, could disrupt our current business. If we are unable to find suitable replacements in the event of terminations by significant distributors our operating results could be adversely affected.

We are subject to increasingly strict environmental regulations, which could increase our expenses and affect our operating results.

Our industry is subject to increasingly strict environmental regulations that control and restrict the use, transportation, emission, discharge, storage and disposal of certain chemicals used in the manufacturing process. Public attention on environmental controls has increased, and changes in environmental regulations require us to invest in potentially costly remediation equipment or alter the way our products are made. In addition, we use hazardous and other regulated materials that subject us to risks of liability for damages caused by accidental releases, regardless of fault. Any failure to control such materials adequately or to comply with regulatory restrictions could increase our expenses and adversely affect our operating results.

Our stock price may be volatile.

The market price of our common stock has been volatile in the past and may be volatile in the future, as it may be significantly affected by the following factors:

actual or anticipated fluctuations in our revenue and operating results;

changes in financial estimates by securities analysts or our failure to perform in line with such estimates or our published guidance;

changes in market valuations of other semiconductor companies;

announcements by us or our competitors of significant new products, technical innovations, acquisitions or dispositions, litigation or capital commitments;

departures of key personnel;

actual or perceived noncompliance with corporate responsibility or ethics standards by us or any of our employees, officers or directors; and

negative media publicity targeting us or our competitors.

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The stock market has historically experienced volatility, especially within the semiconductor industry, that often has been unrelated to the performance of particular companies. These market fluctuations may cause our stock price to fall regardless of our operating results.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds**Issuer Purchases of Equity Securities**

| Period | Total Number of Shares Purchased (a) | Average Price Paid Per Share (b) | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (c) | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs |
|--|--------------------------------------|----------------------------------|--|--|
| November 4, 2007 through December 1, 2007 | 4,622,580 | \$ 32.70 | 4,622,534 | \$ 514,066,889 |
| December 2, 2007 through December 29, 2007 | 460,938 | \$ 31.50 | 260,860 | \$ 505,857,507 |
| December 30, 2007 through February 2, 2008 | 7,243,858 | \$ 27.61 | 7,243,557 | \$ 305,853,822 |
| Total | 12,327,376 | \$ 29.67 | 12,126,951 | \$ 305,853,822 |

(a) Includes 200,425 shares paid to the Company by employees to satisfy employee tax obligations upon vesting of restricted stock or restricted stock units and in connection with the exercise of stock options granted to our employees under our equity compensation plans.

(b)

The average price paid per share of stock repurchased under the stock repurchase program includes the commissions paid to the brokers.

- (c) Repurchased pursuant to the stock repurchase program publicly announced on August 12, 2004. On December 6, 2006, our Board of Directors authorized the repurchase by us of an additional \$1 billion of our common stock, increasing the total amount of our common stock we are authorized to repurchase from \$2 billion to \$3 billion. On June 6, 2007, our Board of Directors authorized the repurchase by us of an additional \$1 billion of our common stock, increasing the total amount of our common stock we are authorized to

repurchase from
\$3 billion to
\$4 billion.

Under the
repurchase
program, we
may repurchase
outstanding
shares of our
common stock
from time to
time in the open
market and
through
privately
negotiated
transactions.

Unless
terminated
earlier by
resolution of our
Board of
Directors, the
repurchase
program will
expire when we
have
repurchased all
shares
authorized for
repurchase
under the
repurchase
program.

ITEM 6. Exhibits

The exhibits listed in the Exhibit Index immediately preceding the exhibits are filed as part of this Quarterly Report on Form 10-Q and such Exhibit Index is incorporated herein by reference.

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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.

ANALOG DEVICES, INC.

Date: February 20, 2008

By: /s/ Jerald G. Fishman
Jerald G. Fishman
President and
Chief Executive Officer
(Principal Executive Officer)

Date: February 20, 2008

By: /s/ Joseph E. McDonough
Joseph E. McDonough
Vice President-Finance
and Chief Financial Officer
(Principal Financial and
Accounting Officer)

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Exhibit Index

Exhibit

| No. | Description |
|------------|--|
| 2.1 | Amendment No. 1 to Purchase and Sale Agreement, dated January 11, 2008, among Analog Devices, Inc., various subsidiaries, and MediaTek Inc., incorporated herein by reference to Exhibit 2.2 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 16, 2008 (File No. 1-7819). |
| 2.2 | License Agreement, dated as of January 11, 2008, among Analog Devices, Inc., Analog Devices B.V., MediaTek Inc. and MediaTek Singapore Pte. Ltd., incorporated herein by reference to Exhibit 2.3 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 16, 2008 (File No. 1-7819). |
| 10.1 | Description of 2008 Executive Bonus Plan, incorporated herein by reference to Item 5.02(e) in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 23, 2008 (File No. 1-7819). |
| 31.1 | Certification Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer). |
| 31.2 | Certification Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer). |
| 32.1 | Certification Pursuant to 18 U.S.C. Section 1350 (Chief Executive Officer). |
| 32.2 | Certification Pursuant to 18 U.S.C. Section 1350 (Chief Financial Officer). |