

MICRON TECHNOLOGY INC  
Form 10-Q  
January 07, 2014

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 November 28, 2013

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

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

Commission file number 1-10658

Micron Technology, Inc.  
(Exact name of registrant as specified in its charter)  
Delaware  
(State or other jurisdiction of  
incorporation or organization)

75-1618004  
(IRS Employer Identification No.)

8000 S. Federal Way, Boise, Idaho  
(Address of principal executive offices)

83716-9632  
(Zip Code)

Registrant's telephone number, including area code (208) 368-4000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  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 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

The number of outstanding shares of the registrant's common stock as of January 2, 2014, was 1,060,879,576.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## MICRON TECHNOLOGY, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions except per share amounts)

(Unaudited)

Quarter ended	November 28, 2013	November 29, 2012
Net sales	\$4,042	\$1,834
Cost of goods sold	2,761	1,617
Gross margin	1,281	217
Selling, general and administrative	176	119
Research and development	320	224
Restructure and asset impairments	(3	) (21
Other operating (income) expense, net	237	(8
Operating income (loss)	551	(97
Interest income	5	3
Interest expense	(101	) (57
Other non-operating income (expense), net	(80	) (59
	375	(210
Income tax provision	(80	) (13
Equity in net income (loss) of equity method investees	86	(52
Net income (loss)	381	(275
Net income attributable to noncontrolling interests	(23	) —
Net income (loss) attributable to Micron	\$358	\$(275
Earnings (loss) per share:		
Basic	\$0.34	\$(0.27
Diluted	0.30	(0.27
Number of shares used in per share calculations:		
Basic	1,046	1,014
Diluted	1,196	1,014

See accompanying notes to consolidated financial statements.

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## MICRON TECHNOLOGY, INC.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in millions)

(Unaudited)

Quarter ended	November 28, 2013	November 29, 2012
Net income (loss)	\$381	\$(275 )
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments	6	7
Gain (loss) on investments, net	1	2
Gain (loss) on derivative instruments, net	(2 )	(5 )
Pension liability adjustments	—	(1 )
Other comprehensive income (loss)	5	3
Total comprehensive income (loss)	386	(272 )
Comprehensive (income) loss attributable to noncontrolling interests	(23 )	—
Comprehensive income (loss) attributable to Micron	\$363	\$(272 )

See accompanying notes to consolidated financial statements.

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## MICRON TECHNOLOGY, INC.

## CONSOLIDATED BALANCE SHEETS

(in millions except par value amounts)

(Unaudited)

As of	November 28, 2013	August 29, 2013
Assets		
Cash and equivalents	\$3,654	\$2,880
Short-term investments	216	221
Receivables	2,833	2,329
Inventories	2,459	2,649
Restricted cash	—	556
Other current assets	207	276
Total current assets	9,369	8,911
Long-term marketable investments	538	499
Property, plant and equipment, net	7,733	7,626
Equity method investments	490	396
Intangible assets, net	368	386
Deferred tax assets	802	861
Other noncurrent assets	494	439
Total assets	\$19,794	\$19,118
Liabilities and equity		
Accounts payable and accrued expenses	\$2,630	\$2,115
Deferred income	236	243
Equipment purchase contracts	104	182
Current portion of long-term debt	1,543	1,585
Total current liabilities	4,513	4,125
Long-term debt	4,260	4,452
Other noncurrent liabilities	875	535
Total liabilities	9,648	9,112
Commitments and contingencies		
Micron shareholders' equity:		
Common stock, \$0.10 par value, 3,000 shares authorized, 1,058 shares issued and outstanding (1,044 as of August 29, 2013)	106	104
Additional capital	8,919	9,187
Retained earnings (accumulated deficit)	126	(212)
Accumulated other comprehensive income	68	63
Total Micron shareholders' equity	9,219	9,142
Noncontrolling interests in subsidiaries	927	864
Total equity	10,146	10,006
Total liabilities and equity	\$19,794	\$19,118

See accompanying notes to consolidated financial statements.

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MICRON TECHNOLOGY, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(in millions)  
(Unaudited)

Quarter Ended	November 28, 2013	November 29, 2012	
Cash flows from operating activities			
Net income (loss)	\$381	\$(275	)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation expense and amortization of intangible assets	491	457	
Amortization of debt discount and other costs	50	28	
Noncash loss on restructure of debt	86	—	
Stock-based compensation	22	19	
(Gains) losses from currency hedges, net	14	51	
Equity in net (income) loss of equity method investees	(86	) 52	
Restructure and asset impairments	(8	) (22	)
Change in operating assets and liabilities:			
Receivables	(494	) 98	
Inventories	190	(26	)
Accounts payable and accrued expenses	408	(108	)
Customer prepayments	212	(36	)
Deferred income taxes, net	59	4	
Other	182	(6	)
Net cash provided by operating activities	1,507	236	
Cash flows from investing activities			
Expenditures for property, plant and equipment	(526	) (434	)
Purchases of available-for-sale securities	(196	) (317	)
Decrease in restricted cash	556	—	
Proceeds from sales and maturities of available-for-sale securities	162	109	
Other	25	3	
Net cash provided by (used for) investing activities	21	(639	)
Cash flows from financing activities			
Repayments of debt	(737	) (52	)
Payments on equipment purchase contracts	(143	) (104	)
Cash paid to purchase common stock	(42	) (2	)
Proceeds from issuance of common stock under equity plans	144	—	
Cash received from noncontrolling interests	49	—	
Proceeds from equipment sale-leaseback transactions	14	26	
Proceeds from issuance of debt	—	173	
Cash received for capped call transactions	—	24	
Other	(20	) (19	)
Net cash provided by (used for) financing activities	(735	) 46	
Effect on changes in foreign currency exchange rates on cash and cash equivalents	(19	) —	
Net increase (decrease) in cash and equivalents	774	(357	)

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Cash and equivalents at beginning of period	2,880	2,459
Cash and equivalents at end of period	\$3,654	\$2,102
Noncash investing and financing activities:		
Exchange of convertible notes	756	—
Equipment acquisitions on contracts payable and capital leases	80	59
See accompanying notes to consolidated financial statements.		

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MICRON TECHNOLOGY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(All tabular amounts in millions except per share amounts)

(Unaudited)

Business and Basis of Presentation

Micron Technology, Inc. and its consolidated subsidiaries (hereinafter referred to collectively as "we," "our," "us" and similar terms unless the context indicates otherwise) is one of the world's leading providers of advanced semiconductor solutions. Through our worldwide operations, we manufacture and market a full range of DRAM, NAND Flash and NOR Flash memory, as well as other innovative memory technologies, packaging solutions and semiconductor systems for use in leading-edge computing, consumer, networking, automotive, industrial, embedded and mobile products. The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America consistent in all material respects with those applied in our Annual Report on Form 10-K for the year ended August 29, 2013. In the opinion of our management, the accompanying unaudited consolidated financial statements contain all adjustments necessary to present fairly our consolidated financial position and our consolidated results of operations and cash flows. Certain reclassifications have been made to prior period amounts to conform to current period presentation.

Our fiscal year is the 52 or 53-week period ending on the Thursday closest to August 31. Our first quarters of fiscal 2014 and 2013 ended on November 28, 2013 and November 29, 2012, respectively. All period references are to our fiscal periods unless otherwise indicated. These interim financial statements should be read in conjunction with the consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the year ended August 29, 2013.

Variable Interest Entities

We have interests in entities that are Variable Interest Entities ("VIEs"). If we are the primary beneficiary of a VIE, we are required to consolidate it. To determine if we are the primary beneficiary, we evaluate whether we have the power to direct the activities that most significantly impact the VIE's economic performance and the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. Our evaluation includes identification of significant activities and an assessment of our ability to direct those activities based on governance provisions and arrangements to provide or receive product and process technology, product supply, operations services, equity funding, financing and other applicable agreements and circumstances. Our assessments of whether we are the primary beneficiary of our VIEs require significant assumptions and judgments.

Unconsolidated Variable Interest Entities

Inotera: Inotera Memories, Inc. ("Inotera") is a VIE because its equity is not sufficient to permit it to finance its activities without additional support from its shareholders. We have determined that we do not have the power to direct the activities of Inotera that most significantly impact its economic performance, primarily due to (1) limitations on our governance rights that require the consent of other parties for key operating decisions and (2) Inotera's dependence on Nanya for financing and the ability of Inotera to operate in Taiwan. Therefore, we do not consolidate Inotera and we account for our interest under the equity method.

For further information regarding our VIEs that we account for under the equity method, see "Equity Method Investments" note.

EQUVO Entities: EQUVO HK Limited and EQUVA Capital 1 Pte. Ltd. (together, the "EQUVO Entities") are special purpose entities created to facilitate equipment sale-leaseback financing transactions between us and a consortium of financial institutions that funded a series of sale-leaseback transactions ("Financing Entities"). Neither we nor the Financing Entities have an equity interest in the EQUVO Entities. The EQUVO Entities are VIEs because their equity is not sufficient to permit them to finance their activities without additional support from the Financing Entities and because the third-party equity holder lacks characteristics of a controlling financial interest. By design, the arrangements with the EQUVO Entities are merely financing vehicles and we do not bear any significant risks from variable interests with the EQUVO Entities. Therefore, we have determined that we do not have the power to direct the activities of the EQUVO Entities that most significantly impact their economic performance and we do not consolidate the EQUVO Entities.

SC Hiroshima Energy Corporation: SC Hiroshima Energy Corporation ("SCHE") is an entity created to construct and operate a cogeneration, electrical power plant to support our wafer manufacturing facility in Hiroshima, Japan. SCHE is a VIE due to the nature of its tolling agreements with us and our purchase and call options for SCHE's assets. We do not have an equity ownership interest in SCHE. We do not control the operation and maintenance of the plant, which we have determined are the activities of SCHE that most significantly impacts its economic performance. Therefore, we do not consolidate SCHE.

#### Consolidated Variable Interest Entities

IMFT: IM Flash Technologies, LLC ("IMFT") is a VIE because all of its costs are passed to us and its other member, Intel Corporation ("Intel"), through product purchase agreements and IMFT is dependent upon us or Intel for any additional cash requirements. We determined that we have the power to direct the activities of IMFT that most significantly impact its economic performance. The primary activities of IMFT are driven by the constant introduction of product and process technology. Because we perform a significant majority of the technology development, we have the power to direct its key activities. In addition, IMFT manufactures certain products exclusively for us using our technology. We also determined that we have the obligation to absorb losses and the right to receive benefits from IMFT that could potentially be significant to it. Therefore, we consolidate IMFT.

MP Mask: MP Mask Technology Center, LLC ("MP Mask") is a VIE because substantially all of its costs are passed to us and its other member, Photronics, Inc. ("Photronics"), through product purchase agreements and MP Mask is dependent upon us or Photronics for any additional cash requirements. We determined that we have the power to direct the activities of MP Mask that most significantly impact its economic performance, primarily because (1) of our tie-breaking voting rights over key operating decisions and (2) nearly all key MP Mask activities are driven by our supply needs. We also determined that we have the obligation to absorb losses and the right to receive benefits from MP Mask that could potentially be significant to it. Therefore, we consolidate MP Mask.

For further information regarding our consolidated VIEs, see "Consolidated Variable Interest Entities" note.

#### Recently Issued Accounting Standards

There have been no recently issued accounting pronouncements that have had or are expected to have a material impact on our financial statements.

#### Elpida Memory, Inc.

On July 31, 2013, we acquired Elpida Memory, Inc. ("Elpida") and an additional 24% ownership interest in Rexchip Electronics Corporation ("Rexchip"), now known as Micron Memory Taiwan Co., Ltd. ("MMT"). Both Elpida and MMT manufacture semiconductor memory products including mobile DRAM targeted toward mobile phones and tablets. We paid \$615 million and \$334 million for the acquisition of Elpida and the additional Rexchip shares, respectively. Elpida owns, directly and indirectly through a subsidiary, approximately 65% of MMT's outstanding common stock. Therefore, as a result of the consummation of our acquisition of Elpida and the Rexchip shares, we own approximately 89% ownership interest in MMT.

In connection with the acquisition, we recorded net assets of \$2,601 million and noncontrolling interest of \$168 million. Because the fair value of the net assets acquired less noncontrolling interests exceeded the purchase price, we recognized a gain on the acquisition of \$1,484 million.



The following unaudited pro forma financial information presents the combined results of operations as if the Elpida acquisition had occurred on September 2, 2011. The pro forma financial information includes the accounting effects of the business combination, including adjustments to the amortization of intangible assets, depreciation of property, plant and equipment, interest expense and elimination of intercompany activities. The unaudited pro forma financial information below is not necessarily indicative of either future results of operations or results that might have been achieved had the Elpida acquisition occurred on September 2, 2011.

Quarter ended	November 29, 2012
Net sales	\$2,619
Net income (loss)	(226 )
Net income (loss) attributable to Micron	(237 )
Earnings (loss) per share:	
Basic	\$(0.23 )
Diluted	(0.23 )

The unaudited pro forma financial information for the first quarter of 2013 includes our results for the quarter ended November 29, 2012 and the results of Elpida, including the adjustments described above, for the quarter ended September 30, 2012.

#### Investments

As of November 28, 2013 and August 29, 2013, available-for-sale investments, including cash equivalents, were as follows:

As of	November 28, 2013				August 29, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Money market funds	\$1,677	\$ —	\$ —	\$1,677	\$1,188	\$ —	\$ —	\$1,188
Certificates of deposit	558	—	—	558	349	—	—	349
Corporate bonds	441	1	—	442	414	1	(1 )	414
Government securities	133	—	—	133	168	—	—	168
Asset-backed securities	107	—	—	107	97	—	—	97
Commercial paper	63	—	—	63	61	—	—	61
Marketable equity securities	6	—	—	6	6	—	—	6
	\$2,985	\$ 1	\$ —	\$2,986	\$2,283	\$ 1	\$(1 )	\$2,283

The table below presents the amortized cost and fair value of available-for-sale debt securities, including cash equivalents, as of November 28, 2013 by contractual maturity:

	Amortized Cost	Fair Value
Money market funds not due at a single maturity date	\$1,677	\$1,677
Due in 1 year or less	771	771
Due in 1 - 2 years	257	258

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Due in 2 - 4 years	262	262
Due after 4 years	12	12
	\$2,979	\$2,980

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Proceeds from the sales of available-for-sale securities for the first quarters of 2014 and 2013 were \$113 million and \$93 million, respectively. Gross realized gains and losses for the first quarters of 2014 and 2013 were not significant. As of November 28, 2013, no available-for-sale security had been in a loss position for longer than 12 months.

#### Receivables

As of	November 28, 2013	August 29, 2013
Trade receivables (net of allowance for doubtful accounts of \$5 and \$5, respectively)	\$2,533	\$2,069
Income and other taxes	65	74
Other	235	186
	\$2,833	\$2,329

As of November 28, 2013 and August 29, 2013, other receivables included \$68 million and \$34 million, respectively, due from Intel for amounts related to NAND Flash and certain emerging memory technologies product design and process development activities under cost-sharing agreements. (See "Consolidated Variable Interest Entities" note.)

#### Inventories

As of	November 28, 2013	August 29, 2013
Finished goods	\$836	\$796
Work in process	1,462	1,719
Raw materials and supplies	161	134
	\$2,459	\$2,649

#### Property, Plant and Equipment

As of	November 28, 2013	August 29, 2013
Land	\$86	\$86
Buildings	4,892	4,835
Equipment	15,909	15,600
Construction in progress	195	84
Software	319	315
	21,401	20,920
Accumulated depreciation	(13,668)	(13,294)
	\$7,733	\$7,626

Depreciation expense was \$468 million and \$437 million for the first quarters of 2014 and 2013, respectively. Other noncurrent assets included buildings, equipment, and other assets classified as held for sale of \$49 million as of November 28, 2013 and \$22 million as of August 29, 2013. Other noncurrent assets also included land held for development of \$55 million as of November 28, 2013 and \$54 million as of August 29, 2013.



## Equity Method Investments

As of	November 28, 2013		August 29, 2013		
	Investment Balance	Ownership Percentage	Investment Balance	Ownership Percentage	
Inotera	\$437	35	% \$344	35	%
Tera Probe	42	40	% 40	40	%
Other	11	Various	12	Various	
	\$490		\$396		

We recognize our share of earnings or losses from these entities under the equity method, generally on a two-month lag. Equity in net income (loss) of equity method investees, net of tax, included the following:

Quarter ended	November 28, 2013	November 29, 2012	
Inotera	\$84	\$(53)	)
Tera Probe	2	—	)
Other	—	1	)
	\$86	\$(52)	)

As of November 28, 2013, our maximum exposure to loss from our involvement with our equity method investments that were VIEs was \$437 million and primarily included our Inotera investment balance. We may also incur losses in connection with our rights and obligations to purchase substantially all of Inotera's wafer production capacity under a supply agreement with Inotera.

## Inotera

We have partnered with Nanya in Inotera, a Taiwanese DRAM memory company, since the first quarter of 2009. As of November 28, 2013, we held a 35% ownership interest, Nanya and certain of its affiliates held a 36% ownership interest and the remaining ownership interest in Inotera was publicly held.

As of November 28, 2013 the market value of our equity interest in Inotera was \$1.47 billion based on the closing trading price of its shares in an active market. As of November 28, 2013 and August 29, 2013, there were gains of \$50 million and \$44 million, respectively, in accumulated other comprehensive income (loss) for cumulative translation adjustments from our equity investment in Inotera.

As of September 30, 2013, Inotera's current liabilities exceeded its current assets by \$766 million, which exposes Inotera to liquidity risk. As of June 30, 2013, Inotera was not in compliance with certain of its loan covenants, and had not been in compliance for the past several years, which gives the lenders the right under the agreements to require the repayment of such loans. Inotera received a waiver from complying with the June 30, 2013 financial covenants. Inotera's management has implemented plans to improve its liquidity and for the nine-month period ended September 30, 2013, Inotera generated net income of \$333 million; however, there can be no assurance that Inotera will be successful in sufficiently improving its liquidity and complying with their loan covenants, which may result in its lenders requiring repayment of such loans during the next year.

In the second quarter of 2013, we entered into agreements with Nanya and Inotera to amend the joint venture relationship involving Inotera. The amendments included a new supply agreement (the "Inotera Supply Agreement") between us and Inotera under which we are obligated to purchase for an initial period through January 2016, substantially all of Inotera's output at a purchase price based on a discount from market prices for our comparable components. The Inotera Supply Agreement contemplates annual negotiations with respect to potential successive one-year extensions and if in any year the parties do not agree to an extension, the agreement will terminate following the end of the then-existing term plus a subsequent three-year wind-down period. Our share of Inotera's capacity would decline over the three year wind-down period. In December 2013, we renewed our supply agreement with Inotera, which extended the initial period through January 2017. Effective through December 31, 2012, we had rights and obligations to purchase 50% of Inotera's wafer production capacity based on a margin-sharing formula among Nanya, Inotera and us. Under these agreements, we purchased \$587 million and \$201 million of DRAM products in the first quarters of 2014 and 2013, respectively.

Pursuant to a cost-sharing arrangement with Nanya effective through December 31, 2012, our research and development ("R&D") costs were reduced by \$15 million in the first quarter of 2013. Nanya ceased participating in the joint development program in the second quarter of 2013.

#### Tera Probe

In the fourth quarter of 2013, we acquired, as an asset of Elpida, a 40% interest in Tera Probe, Inc. ("Tera Probe"), a Japanese-based company mainly engaged in wafer testing and contract wafer-level package testing services. The net carrying value of our investment was less than our proportionate share of Tera Probe's equity at the time of our investment, and the difference is being amortized as a net credit to earnings through equity in net income (loss) of equity method investees (the "Tera Probe Amortization"). As of November 28, 2013, \$34 million of unamortized Tera Probe Amortization was being recognized over a weighted-average period of 6 years.

As of November 28, 2013, based on the closing trading price of Tera Probe's shares in an active market, the market value of our equity interest was \$36 million. We evaluated our investment in Tera Probe and concluded that the decline in the market value below carrying value was not an other-than-temporary impairment primarily because of the limited amount of time the fair value was below the carrying value and historical volatility of the stock price.

Tera Probe performs probe services for certain of our manufacturing processes. Included in cost of goods sold for the first quarter of 2014 is \$33 million for probe services performed by Tera Probe.

#### Other

Transform: In the second quarter of 2010, we acquired a 50% interest in Transform, a developer, manufacturer and marketer of photovoltaic technology and solar panels, from Origin Energy Limited ("Origin"). As of November 28, 2013, we and Origin each held a 50% ownership interest in Transform. In the third quarter of 2012, the Board of Directors of Transform approved a liquidation plan. In the first quarter of 2013, Transform terminated a fully-paid lease to a portion of our Boise manufacturing facilities and, as a result, we recognized a restructure gain of \$25 million in the first quarter of 2013.

Aptina: Other equity method investments included a 30% equity interest in Aptina. The amount of cumulative loss we recognized from our investment in Aptina through the second quarter of 2012 reduced our investment balance to zero and we ceased recognizing our proportionate share of Aptina's losses.

In the first quarter of 2013, we recognized net sales of \$61 million and cost of goods sold of \$81 million from products sold to Aptina under a wafer supply agreement. In the third quarter of 2013, in connection with our sale of

Micron Technology Italia, S.r.l. ("MIT") to LFoundry, we assigned to LFoundry our supply agreement with Aptina to manufacture image sensors at MIT. In 2013, we also loaned \$45 million to Aptina under a short-term, interest-free, unsecured agreement. In the first quarter of 2014, Aptina repaid \$15 million of the loan and as of November 28, 2013, other current assets included \$30 million for the outstanding amount, which was repaid to us in the second quarter of 2014.

## Intangible Assets

As of	November 28, 2013		August 29, 2013	
	Gross Amount	Accumulated Amortization	Gross Amount	Accumulated Amortization
Product and process technology	\$647	\$(288 )	\$642	\$(269 )
Customer relationships	127	(118 )	127	(114 )
	\$774	\$(406 )	\$769	\$(383 )

During the first quarters of 2014 and 2013, we capitalized \$6 million and \$9 million, respectively, for product and process technology with weighted-average useful lives of 9 years. Amortization expense was \$23 million and \$20 million for the first quarters of 2014 and 2013, respectively. Annual amortization expense is estimated to be \$90 million for 2014, \$74 million for 2015, \$66 million for 2016, \$56 million for 2017 and \$45 million for 2018.

## Accounts Payable and Accrued Expenses

As of	November 28, 2013	August 29, 2013
Accounts payable	\$1,164	\$1,048
Related party payables	605	374
Salaries, wages and benefits	337	267
Customer advances	192	140
Income and other taxes	42	47
Other	290	239
	\$2,630	\$2,115

As of November 28, 2013 and August 29, 2013, related party payables included \$578 million and \$345 million, respectively, due to Inotera primarily for the purchase of DRAM products under the Inotera Supply Agreement. As of November 28, 2013 and August 29, 2013, respectively, related party payables also included \$27 million and \$29 million due to Tera Probe for probe services performed. (See "Equity Method Investments" note.)

As of November 28, 2013 and August 29, 2013, customer advances included \$100 million and \$134 million, respectively, for amounts received from Intel to be applied to Intel's future purchases under a NAND Flash supply agreement. (See "Consolidated Variable Interest Entities – IMFT" note.)

As of November 28, 2013 customer advances also included \$90 million for amounts received from a customer in the first quarter of 2014 under a DRAM supply agreement to be applied to purchases through September 2016. In addition, as of November 28, 2013, other noncurrent liabilities included \$158 million from this agreement.

As of November 28, 2013 and August 29, 2013, other accounts payable and accrued expenses included \$11 million and \$8 million, respectively, due to Intel for NAND Flash product design and process development and licensing fees pursuant to cost-sharing agreements. (See "Consolidated Variable Interest Entities – IMFT" note.)

## Debt

As of	November 28, 2013	August 29, 2013
Capital lease obligations	\$1,107	\$1,252
Elpida creditor installment payments	1,095	1,644
2014 convertible senior notes, due June 2014 <sup>(1)</sup>	471	465
2027 convertible senior notes, due June 2027	160	147
2031A convertible senior notes, due August 2031	284	277
2031B convertible senior notes, due August 2031	104	253
2032C convertible senior notes, due May 2032 <sup>(1)</sup>	467	463
2032D convertible senior notes, due May 2032 <sup>(1)</sup>	371	369
2033E convertible senior notes, due February 2033	273	272
2033F convertible senior notes, due February 2033	261	260
2043G convertible senior notes, due November 2043 <sup>(1)</sup>	628	—
Other notes payable	582	635
	5,803	6,037
Less current portion	1,543	1,585
	\$4,260	\$4,452

<sup>(1)</sup> For these notes, we have the option to pay cash for the aggregate amount due upon conversion. It is our current intent to settle the principal amount of these notes in cash upon conversion. As a result, the notes are considered in diluted earnings per share under the treasury stock method.

## Elpida Creditor Installment Payments

As of November 28, 2013, under the terms and conditions of the respective plans of reorganization of Elpida and Akita Elpida Memory, Inc. ("Akita" and, together with Elpida, the "Elpida Companies"), we are obligated to pay 142 billion yen (or the equivalent of \$1,388 million based on exchange rates as of November 28, 2013) to the external creditors of the Elpida Companies (the "Elpida Creditor Installment Payments"). In October 2013, we made the first installment payments of \$534 million to the external creditors of the Elpida Companies from funds that had been held in a restricted cash account since the acquisition date. The remaining payments are payable at the end of each calendar year beginning in 2014 through 2019.

## Debt Restructure

In November 2013, we initiated a series of actions resulting in the restructure of certain of our series of convertible notes as follows:

**Exchange Transactions:** On November 12, 2013, we exchanged with various note holders in a series of separate non-cash transactions an aggregate principal amount of \$440 million of 2027 Notes, 2031A Notes and 2031B Notes (the "Exchanged Notes") into 3.00% Convertible Senior Notes due 2043 (the "2043G Notes") (the "Exchange Transactions").

In the Exchange Transactions, we exchanged \$80 million in principal amount of our 2027 Notes, \$155 million in principal amount of our 2031A Notes and \$205 million in principal amount of our 2031B Notes into \$820 million aggregate issue price of 2043G Notes. The principal amount of 2043G Notes will accrete from their issue price to an aggregate principal amount at maturity of \$1,025 million. The liability and equity components of the Exchanged Notes had previously been stated separately within debt and additional capital in our consolidated balance sheet. Accordingly, the Exchange Transaction resulted in derecognition for the Exchanged Notes of \$345 million of carrying

value of debt (which was the aggregate principal amount of \$440 million, net of \$95 million of unamortized debt discount) and \$411 million of additional capital. In connection with the Exchange Transactions, we recognized a loss of \$38 million based on the difference between the fair value and carrying value of the debt component of the Exchanged Notes (Level 2 fair value measurements). In addition, we recognized \$11 million of interest expense to pay a "make-whole premium," which was included in the non-cash exchanges into 2043G Notes.



**Termination of Conversion Rights:** On November 7, 2013, we gave notice to (1) terminate the conversion rights of the remaining 2027 Notes, not participating in the Exchange Transactions, effective as of December 13, 2013 and (2) settle entirely in cash any conversions of the 2027 Notes that occur prior to the conversion right termination date (the "Termination of Conversion Rights"). Through December 13, 2013, all holders of the 2027 Notes notified us of the exercise of their option to convert their 2027 Notes entirely (convertible into approximately 9 million shares of our common stock). Based on our notice to settle entirely in cash any conversions of the remaining 2027 Notes, the settlement obligation constituted a derivative instrument subject to mark-to-market accounting treatment. Therefore, we reclassified the \$58 million fair value (Level 2 fair value measurement) of the equity component of the remaining 2027 Notes from additional capital to a derivative debt liability as of November 7, 2013, which resulted in an aggregate carrying value of the remaining 2027 Notes on that date of \$138 million.

Under the terms of the indenture of the 2027 Notes, the final cash settlement amount is determined based on the shares underlying the remaining 2027 Notes multiplied by the volume-weighted-average price of our common stock over a period of 20 consecutive trading days. Through the end of our first quarter of 2014, we recognized a loss of \$22 million, included in other non-operating expense, on our derivative settlement obligations based on an increase in the settlement amounts. The carrying value of the remaining 2027 Notes was \$160 million as of November 28, 2013. Subsequent to the end of our first quarter of 2014, due to a further increase in the settlement amounts, we paid the holders of the remaining 2027 Notes \$179 million to settle our conversion obligations. As a result, our second quarter of 2014 will include an additional loss of \$19 million in other non-operating expense related to the Termination of Conversion Rights.

**Redemption Notice:** On November 7, 2013, we gave notice of our intent to redeem the remaining 2031A Notes, not participating in the Exchange Transactions, on December 7, 2013 (the "Redemption Notice"). In connection therewith, we recognized \$5 million of interest expense to pay a "make-whole premium" upon redemption of the remaining 2031A Notes. From November 7, 2013 through the end of our first quarter of 2014, holders of \$112 million principal amount of 2031A Notes (convertible into approximately 12 million shares of our common stock) notified us of the exercise of their option to convert their 2031A Notes entirely. For each of these conversion notices, we elected to settle the conversions entirely in cash. Based on our elections to settle amounts in cash, the settlement obligations became derivative instruments subject to mark-to-market accounting treatment and we therefore reclassified an aggregate of \$115 million of fair value (Level 2 fair value measurements) of the equity components from additional capital to a derivative debt liability.

Under the terms of the indenture of the 2031A Notes, the final cash settlement amount is determined based on the underlying shares multiplied by the volume-weighted-average price of our common stock over a period of 20 consecutive trading days. Through the end of our first quarter of 2014, we recognized a loss of \$15 million, included in other non-operating expense, on our derivative settlement obligations based on an increase in the settlement amounts. The carrying value of the remaining 2031A Notes was \$284 million as of November 28, 2013. Subsequent to the end of our first quarter of 2014, holders of the remaining \$78 million principal amount of the 2031A Notes (convertible into approximately 8 million shares of our common stock) notified us of the exercise of their option to convert their 2031A Notes entirely. For each of these conversion notices, we elected to settle the conversions entirely in cash. Based on our elections to settle amounts in cash, the settlement obligations became derivative instruments and we therefore reclassified the \$102 million fair value of the equity component from additional capital to a derivative debt liability. As a result, we estimate that our second quarter of 2014 will include an additional loss of \$49 million in other non-operating expense related to conversions effective in the first quarter in response to the Redemption Notice.

#### 2043G Notes

In connection with the Exchange Transactions, on November 12, 2013, we issued \$1,025 million of 2043G Notes. Each \$1,000 principal amount at maturity has an issue price of \$800 for purposes of the indenture. An amount equal to

the difference between the issue price and the principal amount at maturity will accrete in accordance with a schedule set forth in the indenture. The issue price plus such accretion is the accreted principal amount. The initial conversion rate for the 2043 Notes is 34.2936 shares of common stock per \$1,000 principal amount at maturity, equivalent to an initial conversion price of approximately \$29.16 per share of common stock. Issuance costs for the 2043 Notes totaled \$7 million. Interest is payable in May and November of each year.

Upon issuance of the 2043G Notes, we recorded \$627 million of debt, \$173 million of additional capital and \$5 million of deferred debt issuance costs (included in other noncurrent assets). The amount recorded as debt was based on the fair value of the debt component as a standalone instrument and was determined using an average interest rate for similar nonconvertible debt issued by entities with credit ratings comparable to ours at the time of issuance (Level 2 fair value measurements). We recorded a debt discount of \$398 million for the difference between the debt recorded at inception and the principal amount at maturity. Holders of the 2043G Notes have the right to require us to repurchase all or a portion of their notes in November 2028 at the accreted principal amount which is scheduled to be \$917 million.

**Conversion Rights:** Holders may convert their 2043G Notes under the following circumstances: (1) if the 2043G Notes are called for redemption; (2) during any calendar quarter if the closing price of our common stock for at least 20 trading days in the 30 consecutive trading days ending on the last trading day of the preceding calendar quarter is more than 130% of the conversion price (approximately \$37.91 per share) of the 2043G Notes; (3) if the trading price of the 2043G Notes is less than 98% of the product of the closing price of our common stock and the conversion rate of the 2043G Notes during the periods specified in the indenture; (4) if specified distributions or corporate events occur, as set forth in the indenture for the 2043G Notes; or (5) at any time after August 15, 2043.

We have the option to pay cash, issue shares of common stock or any combination thereof for the aggregate amount due upon conversion. It is our intent to settle the principal amount of the 2043G Notes in cash upon conversion. As a result, upon conversion of the 2043G Notes, only the amounts payable in excess of the principal amounts of the 2043G Notes are considered in diluted earnings per share under the treasury stock method.

**Cash Redemption at Our Option:** We may redeem for cash the 2043G Notes prior to November 20, 2018 if the closing price of our common stock is more than 130% of the conversion price for at least 20 trading days in the 30 consecutive trading days ending within five trading days prior to the date on which we provide notice of redemption. The redemption price will equal the principal amount at maturity plus accrued and unpaid interest. We may redeem for cash the 2043G Notes on or after November 20, 2018 without regard to the closing price of our common stock. The redemption price will equal the accreted principal amount plus accrued and unpaid interest. If we redeem the 2043G Notes prior to November 20, 2018, we will also pay a make-whole premium in cash, as specified in the indenture to the 2043G Notes.

**Cash Repurchase at the Option of the Holder:** We may be required by the holders of the 2043G Notes to repurchase for cash all or a portion of the 2043G Notes on November 15, 2028. The repurchase price is equal to the accreted principal amount plus accrued and unpaid interest. Upon a change in control or a termination of trading, as defined in the indenture, holders of the 2043G Notes may require us to repurchase for cash all or a portion of their 2043G Notes at a repurchase price equal to the accreted principal amount plus accrued and unpaid interest.

## Convertible Notes With Debt and Equity Components

The accounting standards for convertible debt instruments that may be fully or partially settled in cash upon conversion require the debt and equity components to be separately accounted for in a manner that reflects our nonconvertible borrowing rate when interest expense is recognized in subsequent periods. The amount recorded as debt is based on the fair value of the debt component as a standalone instrument, determined using an average interest rate for similar nonconvertible debt issued by entities with credit ratings comparable to ours at the time of issuance. The difference between the debt recorded at inception and its principal amount is to be accreted to principal through interest expense through the estimated life of the note.

	Term (Years) <sup>(1)</sup>	Date Holders	Interest Rate		Discount as of	
		Can Put Back to Us <sup>(2)</sup>	Stated	Effective	November 28, 2013	August 29, 2013
2014 Notes	Less than 1	—	1.875	% 7.9	% \$14	\$20
2027 Notes <sup>(3)</sup>	Less than 1	N/A	1.875	% 6.9	% 14	28
2031A Notes <sup>(3)</sup>	Less than 1	N/A	1.500	% 6.5	% 36	68
2031B Notes	7	August 2020	1.875	% 7.0	% 36	92
2032C Notes	5	May 2019	2.375	% 6.0	% 83	87
2032D Notes	7	May 2021	3.125	% 6.3	% 79	81
2033E Notes	4	February 2018	1.625	% 4.5	% 27	28
2033F Notes	6	February 2020	2.125	% 4.9	% 39	40
2043G Notes	15	November 2028	3.000	% 6.8	% 397	—

<sup>(1)</sup> Expected term for amortization of the remaining debt discount as of November 28, 2013. For the 2043G Notes, \$289 million of debt discount is expected to be amortized over the 15-year expected term. See "2043G Notes" above.

<sup>(2)</sup> Holders of these notes have the right to require us to repurchase all or a portion of their notes on the dates specified.

<sup>(3)</sup> In connection with the November 2013 debt restructure transactions, all holders exercised their option to convert their notes in the second quarter of 2014.

Conversion prices per share and the conversion value in excess of principal for our convertible notes were as follows:

	Initial Conversion			Conversion Price Per Share Threshold <sup>(2)</sup>	Conversion Value in Excess of Principal	
	Outstanding Principal	Price Per Share	Number of Shares <sup>(1)</sup>		November 28, 2013 <sup>(3)</sup>	August 29, 2013 <sup>(4)</sup>
2014 Notes	\$485	14.23	34	18.50	\$237	\$—
2027 Notes	95	10.90	9	14.17	89	43
2031A Notes	190	9.50	20	12.35	233	148
2031B Notes	140	9.50	15	12.35	172	148
2032C Notes	550	9.63	57	12.52	659	225
2032D Notes	450	9.98	45	12.97	504	162
2033E Notes	300	10.93	27	14.21	281	72
2033F Notes	300	10.93	27	14.21	281	72
2043G Notes	1,025	29.16	35	37.91	—	—
	\$3,535		269		\$2,456	\$870

<sup>(1)</sup> Shares issuable, upon conversion, for the principal amount of the notes.

<sup>(2)</sup> Holders may convert their notes during any calendar quarter if the closing price of our common stock for at least 20 trading days in a 30 trading day period ending on the last trading day of the immediately preceding calendar quarter is

130% of the initial conversion price per share.

<sup>(3)</sup>Based on our closing share price of \$21.17 and outstanding principal balances as of November 28, 2013.

<sup>(4)</sup>Based on our closing share price of \$13.57 and outstanding principal balances as of August 29, 2013. The principal balances were not reduced by the amount of the Exchange Transactions that occurred in the first quarter of 2014 as described below.

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## Subsequent Event - Financing

On December 20, 2013, we issued \$462 million in aggregate principal amount of 1.258% Secured Notes due 2019 (the "2019 Notes"). The 2019 Notes mature on January 15, 2019 and bear interest at a rate of 1.258% per annum, payable semi-annually in arrears in January and July of each year, commencing in January 2014. The principal amount of the 2019 Notes are payable in 10 consecutive semi-annual installments payable in arrears in January and July of each year, commencing in July 2014. The Notes are collateralized by certain equipment. The Export-Import Bank of the United States ("Ex-Im Bank") guaranteed payment of all regularly scheduled installment payments of principal of, and interest on, the 2019 Notes. We paid \$23 million to Ex-Im Bank for their guarantee upon issuance of the 2019 Notes.

At any time prior to the maturity date of the 2019 Notes, we may redeem the 2019 Notes, in whole or in part, at a price equal to the principal amount of the 2019 Notes to be redeemed plus a "make-whole premium" as described in the indenture, together with accrued and unpaid interest and any other unpaid amounts then due under the indenture, to the date of redemption. If we or certain related persons described in the indenture are or become a person to whom Ex-Im Bank is prohibited by law from providing financing or other credit support, we will be required to redeem the 2019 Notes in whole, at a price equal to the principal amount of the 2019 Notes plus a "make-whole premium," together with accrued and unpaid interest and any other unpaid amounts then due to the date of redemption.

The indenture for the 2019 Notes contains covenants which are customary for financings of this type, including negative covenants that limit or restrict our ability to create liens or dispose of the equipment securing the 2019 Notes. Events of default also include, among others, the occurrence of any event or circumstance that, in the reasonable judgment of Ex-Im Bank, is likely materially and adversely to affect our ability to perform any payment obligation, or all or any of our other obligations which are material obligations, under the indenture, the 2019 Notes or under any other related transaction documents to which it is a party.

## Maturities of Notes Payable and Future Minimum Lease Payments

As of November 28, 2013, maturities of notes payable, excluding the 2019 Notes which were issued subsequent to November 28, 2013, were as follows:

As of November 28, 2013	Notes Payable
Remainder of 2014	\$1,110
2015	359
2016	348
2017	317
2018	516
2019 and thereafter <sup>(1)</sup>	2,960
Discounts <sup>(1)</sup>	(914 )
	\$4,696

<sup>(1)</sup> Includes \$917 million of scheduled accreted principal amount and \$289 million of discount for the 2043G Notes. See "2043G Notes" above.

## Contingencies

We have accrued a liability and charged operations for the estimated costs of adjudication or settlement of various asserted and unasserted claims existing as of the balance sheet date, including those described below. We are currently a party to other legal actions arising from the normal course of business, none of which is expected to have a material adverse effect on our business, results of operations or financial condition.

### Rambus

On May 5, 2004, Rambus, Inc. ("Rambus") filed a complaint in the Superior Court of the State of California (San Francisco County) against us and other DRAM suppliers which alleged that the defendants harmed Rambus by engaging in concerted and unlawful efforts affecting Rambus DRAM by eliminating competition and stifling innovation in the market for computer memory technology and computer memory chips. Rambus' complaint alleged various causes of action under California state law including, among other things, a conspiracy to restrict output and fix prices, a conspiracy to monopolize, intentional interference with prospective economic advantage, and unfair competition. Rambus sought a judgment for damages of approximately \$3.9 billion, joint and several liability, trebling of damages awarded, punitive damages, a permanent injunction enjoining the defendants from the conduct alleged in the complaint, interest, and attorneys' fees and costs. Trial began on June 20, 2011, and the case went to the jury on September 21, 2011. On November 16, 2011, the jury found for us on all claims. On April 2, 2012, Rambus filed a notice of appeal to the California 1st District Court of Appeal.

We were engaged in litigation with Rambus relating to certain of Rambus' patents and certain of our claims and defenses. Our lawsuits with Rambus related to patent matters were pending in the U.S. District Court for the District of Delaware, U.S. District Court for the Northern District of California, Germany, France, and Italy.

In December 2013, subsequent to the end of our first fiscal quarter of 2014, we settled all pending litigation between us and Rambus, including all antitrust and patent matters. We also entered into a 7-year term patent cross-license agreement with Rambus that allows us to avoid costs of patent-related litigation during the term. We agreed to pay Rambus up to \$10 million per quarter over 7 years, for a total of \$280 million. The primary benefits we received from these arrangements were (1) the settlement and termination of all existing litigation, (2) the avoidance of future litigation expenses and (3) the avoidance of future management and customer disruptions. As a result, other operating expense for the quarter ended November 28, 2013 included a \$233 million charge to accrue a liability, which reflects the discounted value of amounts due under this arrangement.

### Patent Matters

As is typical in the semiconductor and other high technology industries, from time to time others have asserted, and may in the future assert, that our products or manufacturing processes infringe their intellectual property rights.

On September 1, 2011, HSM Portfolio LLC and Technology Properties Limited LLC filed a patent infringement action in the U.S. District Court for the District of Delaware against us and seventeen other defendants, including Elpida Memory, Inc. and Elpida Memory (USA) Inc. (collectively "Elpida"). On August 22, 2013, the plaintiffs filed a third amended complaint. The third amended complaint alleges that certain of our DRAM and image sensor products infringe four U.S. patents and that certain Elpida DRAM products infringe two U.S. patents and seeks damages, attorneys' fees, and costs. On March 23, 2012, Elpida filed a Notice of Filing and Hearing on Petition Under Chapter 15 of the U.S. Bankruptcy Code and Issuance of Provisional Relief that included an order of the U.S. Bankruptcy Court for the District of Delaware staying judicial proceedings against Elpida. Accordingly, the plaintiffs' case against Elpida is stayed.

On December 5, 2011, the Board of Trustees for the University of Illinois filed a patent infringement action against us in the U.S. District Court for the Central District of Illinois. The complaint alleges that unspecified semiconductor products of ours infringe three U.S. patents and seeks injunctive relief, damages, attorneys' fees, and costs. We have filed three petitions for inter-partes review by the Patent and Trademark Office, challenging the validity of each of the patents in suit. The Patent Trial and Appeal Board held a hearing in connection with the three petitions on December 9, 2013. A final decision is expected by the end of March 2014. The District Court has stayed the litigation pending the outcome of the inter-partes review by the Patent Office.



On April 27, 2012, Semcon Tech, LLC filed a patent infringement action against us in the U.S. District Court for the District of Delaware. The complaint alleges that our use of various chemical mechanical planarization systems purchased from Applied Materials and others infringes a single U.S. patent and seeks injunctive relief, damages, attorneys' fees, and costs. On September 24, 2013, the Court entered an order staying our case pending the resolution of co-pending cases brought by Semcon Tech, LLC against Applied Materials and Ebara Technologies, Inc.

On December 7, 2007, Tessera, Inc. filed a patent infringement against Elpida Memory, Inc., Elpida Memory (USA) Inc. (collectively "Elpida"), and numerous other defendants, in the United States District Court for the Eastern District of Texas. The complaint alleges that certain Elpida products infringe four U.S. patents and seeks injunctive relief, damages, attorneys' fees, and costs. Prior to answering the complaint, Elpida and other defendants filed motions to stay the case pending final resolution of a case before the International Trade Commission ("ITC") against Elpida and other respondents, alleging infringement of the same patents asserted in the Eastern District of Texas case (In The Matter of Certain Semiconductor Chips with Minimized Chip Package Size and Products Containing Same (III), ITC No. 337-TA-630 (the "ITC Action")). On February 25, 2008, the Eastern District of Texas Court granted the defendants' motion to stay the action. On December 29, 2009, the ITC issued a Notice of Final Determination in the ITC Action finding no violation by Elpida. Tessera Inc. subsequently appealed the matter to the U.S. Court of Appeals for the Federal Circuit. On May 23, 2011, the Federal Circuit affirmed the ITC's Final Determination. The Eastern District of Texas case currently remains stayed.

Among other things, the above lawsuits pertain to certain of our DDR, DDR2, DDR3, SDR SDRAM, PSRAM, RDRAM, LPDDR, NAND Flash, image sensor products and certain other memory products we manufacture, which account for a significant portion of our net sales.

We are unable to predict the outcome of assertions of infringement made against us and therefore cannot estimate the range of possible loss. A court determination that our products or manufacturing processes infringe the intellectual property rights of others could result in significant liability and/or require us to make material changes to our products and/or manufacturing processes. Any of the foregoing could have a material adverse effect on our business, results of operations or financial condition.

#### Antitrust Matters

At least sixty-eight purported class action price-fixing lawsuits have been filed against us and other DRAM suppliers in various federal and state courts in the United States and in Puerto Rico on behalf of indirect purchasers alleging a conspiracy to increase DRAM prices in violation of federal and state antitrust laws and state unfair competition law, and/or unjust enrichment relating to the sale and pricing of DRAM products during the period from April 1999 through at least June 2002. The complaints seek joint and several damages, trebled, in addition to restitution, costs and attorneys' fees. A number of these cases were removed to federal court and transferred to the U.S. District Court for the Northern District of California for consolidated pre-trial proceedings. In July, 2006, the Attorneys General for approximately forty U.S. states and territories filed suit in the U.S. District Court for the Northern District of California. The complaints allege, among other things, violations of the Sherman Act, Cartwright Act, and certain other states' consumer protection and antitrust laws and seek joint and several damages, trebled, as well as injunctive and other relief. On October 3, 2008, the California Attorney General filed a similar lawsuit in California Superior Court, purportedly on behalf of local California government entities, alleging, among other things, violations of the Cartwright Act and state unfair competition law. On June 23, 2010, we executed a settlement agreement resolving these purported class-action indirect purchaser cases and the pending cases of the Attorneys General relating to alleged DRAM price-fixing in the United States. Subject to certain conditions, including final court approval of the class settlements, we agreed to pay approximately \$67 million in aggregate in three equal installments over a two-year period. We paid the full amount into an escrow account by the end of the first quarter of 2013 in accordance with the settlement agreement.

On June 21, 2010, the Brazil Secretariat of Economic Law of the Ministry of Justice ("SDE") announced that it had initiated an investigation relating to alleged anticompetitive activities within the DRAM industry. The SDE's Notice of Investigation names various DRAM manufacturers and certain executives, including us, and focuses on the period from July 1998 to June 2002.

We are unable to predict the outcome of these matters and therefore cannot estimate the range of possible loss, except as noted in the above discussion of the U.S. indirect purchaser cases. The final resolution of these alleged violations of antitrust laws could result in significant liability and could have a material adverse effect on our business, results of operations or financial condition.

#### Securities Matters

On July 12, 2013, seven former shareholders of Elpida Memory, Inc. ("Elpida") filed a complaint against Messrs. Sakamoto, Adachi, Gomi, Shirai, Tsay-Jiu, Wataki, Kinoshita, and Takahasi in their capacity as members of the board of directors of Elpida as of February 2013. The complaint alleges that the defendants engaged in various acts and misrepresentations to hide the financial condition of Elpida and deceive shareholders prior to Elpida filing a petition for corporate reorganization on February 27, 2013. The plaintiffs seek joint and several damages equal to the market value of shares owned by each of the plaintiffs on February 23, 2013, along with attorneys' fees and interest. At a hearing on September 25, 2013, the plaintiffs withdrew the complaint against Mr. Tsay-Jiu.

We are unable to predict the outcome of this matter and therefore cannot estimate the range of possible loss. The final resolution of this matter could result in significant liability and could have a material adverse effect on our business, results of operations or financial condition.

#### Commercial Matters

On January 20, 2011, Dr. Michael Jaffé, administrator for Qimonda AG ("Qimonda") insolvency proceedings, filed suit against us and Micron Semiconductor B.V., our Netherlands subsidiary, in the District Court of Munich, Civil Chamber. The complaint seeks to void under Section 133 of the German Insolvency Act a share purchase agreement between us and Qimonda signed in fall 2008 pursuant to which we purchased all of Qimonda's shares of Inotera Memories, Inc. and seeks an order requiring us to retransfer the Inotera shares purchased from Qimonda to the Qimonda estate. The complaint also seeks to terminate under Sections 103 or 133 of the German Insolvency Code a patent cross-license between us and Qimonda entered into at the same time as the share purchase agreement. A three-judge panel will render a decision after a series of hearings with pleadings, arguments and witnesses. The most recent hearing was held on November 12, 2013 and an additional hearing is scheduled in January 2014. We are unable to predict the outcome of this lawsuit and therefore cannot estimate the range of possible loss. The final resolution of this lawsuit could result in the loss of the Inotera shares or equivalent monetary damages and the termination of the patent cross-license, which could have a material adverse effect on our business, results of operation or financial condition. As of November 28, 2013, the Inotera shares purchased from Qimonda had a carrying value of \$241 million and a market value of \$814 million.

#### Other

In the normal course of business, we are a party to a variety of agreements pursuant to which we may be obligated to indemnify the other party. It is not possible to predict the maximum potential amount of future payments under these types of agreements due to the conditional nature of our obligations and the unique facts and circumstances involved in each particular agreement. Historically, our payments under these types of agreements have not had a material adverse effect on our business, results of operations or financial condition.

## Micron Shareholders' Equity and Noncontrolling Interests in Subsidiaries

Changes in the components of equity were as follows:

	Quarter Ended November 28, 2013			Quarter Ended November 29, 2012		
	Attributable to Micron	Noncontrolling Interests	Total Equity	Attributable to Micron	Noncontrolling Interests	Total Equity
Beginning balance	\$9,142	\$864	\$10,006	\$7,700	\$717	\$8,417
Net income (loss)	358	23	381	(275)	—	(275)
Other comprehensive income (loss)	5	—	5	3	—	3
Comprehensive income (loss)	363	23	386	(272)	—	(272)
Contribution from noncontrolling interests	—	49	49	—	—	—
Distributions to noncontrolling interests	—	(9)	(9)	—	—	—
Capital and other transactions attributable to Micron	(286)	—	(286)	41	—	41
Ending balance	\$9,219	\$927	\$10,146	\$7,469	\$717	\$8,186

## Capped Calls

Issued and Outstanding Capped Calls: We have entered into a series of capped call transactions intended to reduce the effect of potential dilution upon conversion of the 2031, 2032 and 2033 Notes which may be settled in shares or cash, at our election. The capped calls transactions are considered capital transactions and the related cost was recorded as a charge to additional capital.

The following table presents information related to the issued and outstanding capped calls as of November 28, 2013.

Capped Calls	Expiration Dates	Strike Price <sup>(1)</sup>	Cap Price Range		Common Shares Covered	Value at Expiration <sup>(2)</sup>	
			Low	High		Minimum	Maximum
2031	Jul 2014 - Feb 2016	\$9.50	\$11.40	\$13.17	73	\$—	\$207
2032C	May 2016 - Nov 2017	9.80	14.26	15.69	56	—	307
2032D	Nov 2016 - May 2018	10.16	14.62	16.04	44	—	244
2033E	Jan 2018 - Feb 2018	10.93	14.51	14.51	27	—	98
2033F	Jan 2020 - Feb 2020	10.93	14.51	14.51	27	—	98
					227	\$—	\$954

<sup>(1)</sup> Initial strike prices are subject to certain adjustments.

<sup>(2)</sup> Settlement in cash on the respective expiration dates would result in us receiving an amount ranging from zero, if the market price per share of our common stock is at or below the respective low strike price, to the respective

maximum amount if the market price per share of our common stock is at or above the respective high cap price. If share settlement were elected, the number of shares repurchased would be determined by the value of the capped calls at the time of settlement divided by the share price on the settlement date.

## Accumulated Other Comprehensive Income (Loss)

The changes in accumulated other comprehensive income (loss) by component in the first quarter of 2014 were as follows:

	Cumulative Foreign Currency Translation Adjustments	Gains (Losses) on Derivative Instruments, Net	Gains (Losses) on Investments, Net	Pension Liability Adjustments	Total
August 29, 2013	\$44	\$21	\$—	\$(2	) \$63
Other comprehensive income before reclassifications	6	(2	) 1	—	5
Net other comprehensive income (loss)	6	(2	) 1	—	5
November 28, 2013	\$50	\$19	\$1	\$(2	) \$68

In the first quarter of 2014, amounts reclassified from accumulated other comprehensive income were de minimis. Gains on derivative instruments in accumulated other comprehensive income (loss) reclassified to cost of goods sold were \$3 million in the first quarter of 2013.

## Derivative Instruments

We are exposed to currency exchange rate risk for monetary assets and liabilities held or denominated in foreign currencies, primarily the euro, shekel, Singapore dollar and yen. We are also exposed to currency exchange rate risk for capital expenditures and operating cash flows, primarily denominated in the euro and yen. Additionally, we are exposed to interest rate fluctuation risk on our four-year note payable, under which we borrowed \$312 million on August 27, 2013 at a variable interest rate. We use derivative instruments to manage a portion of our exposures to changes in currency exchange rates and variable interest rates. For exposures associated with our monetary assets and liabilities, our primary objective in entering into currency derivatives is to reduce the volatility that changes in currency exchange rates have on our earnings. For exposures associated with our capital expenditures and operating cash flows, our primary objective of entering into currency derivatives is to reduce the volatility that changes in currency exchange rates have on future cash flows. For exposures associated with our variable-rate debt, our primary objective is to reduce the volatility that changes in interest rates have on interest expense.

Our currency derivatives consist primarily of forward contracts and currency options and our interest rate derivatives consist of interest rate swap agreements. These derivative instruments expose us to credit risk to the extent the counterparties may be unable to meet the terms of the derivative instrument. As of November 28, 2013, our maximum exposure to loss due to credit risk if counterparties fail completely to perform according to the terms of the contracts was generally equal to the fair value of our assets for these contracts as listed in the tables below. We seek to mitigate such risk by limiting our counterparties to major financial institutions and by spreading risk across multiple major financial institutions. In addition, we monitor the potential risk of loss with any one counterparty resulting from this type of credit risk on an ongoing basis. We also seek to mitigate risk through entering into master netting arrangements with our counterparties (see "Master Netting Arrangements" below).

We have the following risk management programs:

#### Derivative Instruments without Hedge Accounting Designation

We utilize a rolling hedge strategy with currency forward contracts that generally mature within 35 days to hedge our exposure to changes in currency exchange rates from our monetary assets and liabilities. At the end of each reporting period, monetary assets and liabilities held or denominated in currencies other than the U.S. dollar are remeasured in U.S. dollars and the associated outstanding forward contracts are marked-to-market. Currency forward contracts are valued at fair values based on the middle of bid and ask prices of dealers or exchange quotations (Level 2 fair value measurements). Currency options are valued at their fair value using a modified Black-Scholes option valuation model using inputs of the current spot rate, strike price, risk-free interest rate, maturity, volatility and credit-risk spread (Level 2 fair value measurements). These options are marked-to-market at the end of each reporting period. Realized and unrealized gains and losses on derivative instruments without hedge accounting designation as well as the change in the underlying monetary assets and liabilities due to changes in currency exchange rates are included in other non-operating income (expense).

In connection with the currency exchange rate risk associated with our acquisition of Elpida and the Rexchip shares, we entered into currency exchange transactions (the "Elpida Hedges" and the "Rexchip Hedges" and, together, the "Elpida Acquisition Hedges"). The Elpida Acquisition Hedges were not designated for hedge accounting and were remeasured at fair value each period with gains and losses reflected in other non-operating income (expense). We recorded losses from the Elpida Acquisition Hedges of \$62 million in the first quarter of 2013. To mitigate the risk that increases in exchange rates have on the payments due in 2014 and 2015, we entered into forward contracts to purchase 20 billion yen on November 28, 2014 and 10 billion yen on November 27, 2015.

In connection with the Termination of Conversion Rights and Redemption Notice on November 7, 2013, our settlement obligations for the 2027 Notes and 2031A Notes were treated as derivative instruments without hedge accounting designation from November 7, 2013 through their settlement dates, which range between December 10, 2013 and January 9, 2014. The fair values of the underlying conversion options were initially determined using the Black-Scholes option valuation model (Level 2 fair value measurements). The Black-Scholes model requires the input of assumptions, including the stock price, expected stock-price volatility, estimated option life, risk-free interest rate and dividend rate. Subsequent measurements through November 28, 2013 of our convertible notes settlement obligations were based on the value-weighted average stock price (Level 1 fair value measurements). Changes in fair values of the derivative settlement obligations were included in other non-operating income (expense).

We are party to interest rate swap contracts that mature in August 2017 to hedge against the variability of future interest payments due on \$312 million of floating-rate debt, which effectively converts the floating-rate debt to fixed-rate debt. As of November 28, 2013, the principle balance on the floating-rate debt was \$293 million. We designated 80% of the swaps as cash flow hedges and the remaining 20% were not designated for hedge accounting treatment. Changes in the fair value of the undesignated portion are included in interest income (expense). The fair values of the interest rate swaps are calculated by discounting the expected future cash flows based on inputs that are readily available in publicly quoted markets (Level 2 fair value measurements).

Total gross notional amounts and fair values for derivative instruments without hedge accounting designation were as follows:

As of November 28, 2013	Notional Amount <sup>(1)</sup>	Fair Value of Current Assets <sup>(2)</sup>	Noncurrent Assets <sup>(3)</sup>	(Current Liabilities) <sup>(4)</sup>	(Noncurrent Liabilities) <sup>(5)</sup>
Currency forward contracts:					
Yen	\$496	\$—	\$—	\$(13 )	\$(4 )
Singapore dollar	265	—	—	(2 )	—
Shekel	81	—	—	—	—
Euro	58	—	—	(1 )	—
Interest rate swap contracts	59	—	—	—	—
	\$959				
Convertible notes settlement obligations	21	—	—	(444 )	—
		\$—	\$—	\$(460 )	\$(4 )
As of August 29, 2013					
Forward contracts:					
Yen	\$336	\$1	\$3	\$—	\$—
Singapore dollar	218	—	—	—	—
Shekel	78	—	—	(1 )	—
Euro	217	1	—	(1 )	—
Interest rate swap contracts	62	—	—	—	—
Currency options:					
New Taiwan dollar	351	—	—	—	—
	\$1,262	\$2	\$3	\$(2 )	\$—

(1) Notional amounts of forward, option and interest rate swap contracts in U.S. dollars and convertible notes settlement obligations in shares.

(2) Included in receivables – other.

(3) Included in other noncurrent assets.

(4) Included in accounts payable and accrued expenses – other for forward, option and interest rate swap contracts and in current portion of long-term debt for convertible notes settlement obligations.

(5) Included in other noncurrent liabilities.

For derivative instruments without hedge accounting designation, we recognized net losses in the first quarter of 2014 of \$37 million for the convertible notes settlement obligations and \$14 million for the foreign exchange contracts. We recognized net losses in the first quarter of 2013 of \$51 million for foreign exchange contracts. Gains (losses) on foreign exchange contracts and convertible notes settlement obligations were included in other non-operating income (expense). Gains (losses) recognized from interest rate swap contracts in the first quarter of 2014 were not significant and were included in interest expense.



## Derivative Instruments with Cash Flow Hedge Accounting Designation

We utilize currency forward contracts that generally mature within 12 months and currency options that generally mature from 12 to 18 months to hedge our exposure to changes in cash flows from changes in currency exchange rates for certain capital expenditures and forecasted operating cash flows. Currency forward contracts are valued at their fair values based on market-based observable inputs including currency exchange spot and forward rates, interest rate and credit risk spread (Level 2 fair value measurements). Currency options are valued at their fair value using a modified Black-Scholes option valuation model using inputs of the current spot rate, strike price, risk-free interest rate, maturity, volatility and credit-risk spread (Level 2 fair value measurements). We are party to interest rate swap contracts that mature in August 2017 to hedge against the variability in future interest payments due on \$312 million of floating-rate debt and designated 80% of the swaps as cash flow hedges. As of November 28, 2013, the principle balance on the floating-rate debt was \$293 million. The fair values of the interest rate swaps have been calculated by discounting the expected future cash flows based on inputs that are readily available in publicly quoted markets (Level 2 fair value measurements).

For derivative instruments designated as cash flow hedges, the effective portion of the realized and unrealized gain or loss on the derivatives is included as a component of accumulated other comprehensive income (loss). For derivative instruments hedging capital expenditures, the amounts in accumulated other comprehensive income (loss) for these cash flow hedges are reclassified into earnings in the same line items of the consolidated statements of operation and in the same periods in which the underlying transactions affect earnings. Amounts in accumulated other comprehensive income (loss) for inventory purchases are reclassified to earnings when inventory is sold. Amounts in accumulated other comprehensive income (loss) for interest rate swaps are reclassified to earnings when the related interest payments affect earnings. The ineffective or excluded portion of the realized and unrealized gain or loss is included in other non-operating income (expense). Total gross notional amounts and fair values for derivative instruments with cash flow hedge accounting designation were as follows:

As of November 28, 2013	Notional Amount (in U.S. Dollars)	Fair Value of Current Liabilities <sup>(1)</sup>
Currency forward contracts:		
Euro	\$15	\$—
Yen	12	—
Currency options:		
Yen	11	(1 )
Interest swap contracts:	234	(2 )
	\$272	\$(3 )
As of August 29, 2013		
Currency forward contracts:		
Yen	\$6	\$(1 )
Euro	6	—
Currency options:		
Yen	21	(2 )
Interest swap contracts:	250	—
	\$283	\$(3 )

<sup>(1)</sup> Included in accounts payable and accrued expenses – other.

For the first quarters of 2014 and 2013, we recognized \$2 million and \$4 million, respectively, of net pre-tax losses in accumulated other comprehensive income (loss) from the effective portion of cash flow hedges. The ineffective and excluded portions of cash flow hedges recognized in other non-operating income (expense) were not significant for

the first quarters of 2014 and 2013. In the first quarter of 2013, \$3 million of net gains for foreign exchange contracts were reclassified from accumulated other comprehensive income (loss) to cost of goods sold. As of November 28, 2013, the amount of pre-tax net cash flow hedge gains included in accumulated other accumulated comprehensive income (loss) expected to be reclassified into earnings in the next 12 months was \$6 million.

## Master Netting Arrangements

We seek to enter into master netting arrangements with our counterparties to mitigate credit risk in derivative hedge transactions. These master netting arrangements allow us and our counterparties to net settle amounts owed to each other. Derivative assets and liabilities that can be net settled under these arrangements have been presented in our consolidated balance sheet on a net basis. The following table presents the gross amounts of our derivative assets and liabilities and the net amounts recorded in our consolidated balance sheet:

As of November 28, 2013	Current Assets <sup>(1)</sup>	(Current Liabilities) <sup>(2)</sup>	(Noncurrent Liabilities) <sup>(3)</sup>
Gross amount	\$1	\$(463 )	\$(4 )
Gross amounts offset in the statement of financial position	(1 )	1	—
Net amounts presented in the statement of financial position	\$—	\$(462 )	\$(4 )

<sup>(1)</sup> Included in receivables – other.

<sup>(2)</sup> Included in current portion of long-term debt and accounts payable and accrued expenses – other.

<sup>(3)</sup> Included in other noncurrent liabilities.

## Fair Value Measurements

Accounting standards establish three levels of inputs that may be used to measure fair value: quoted prices in active markets for identical assets or liabilities (referred to as Level 1), inputs other than Level 1 that are observable for the asset or liability either directly or indirectly (referred to as Level 2) and unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities (referred to as Level 3).

## Fair Value Measurements on a Recurring Basis

All marketable debt and equity investments are classified as available-for-sale and are carried at fair value. Assets measured at fair value on a recurring basis were as follows:

As of	November 28, 2013				August 29, 2013			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Cash equivalents:								
Money market funds	\$1,677	\$—	\$—	\$1,677	\$1,188	\$—	\$—	\$1,188
Certificates of deposit	—	543	—	543	—	38	—	38
Commercial paper	—	5	—	5	—	35	—	35
	1,677	548	—	2,225	1,188	73	—	1,261
Short-term investments:								
Corporate bonds	—	112	—	112	—	112	—	112
Commercial paper	—	58	—	58	—	26	—	26
Government securities	—	37	—	37	—	72	—	72
Certificates of deposit	—	8	—	8	—	9	—	9
Asset-backed securities	—	1	—	1	—	2	—	2
	—	216	—	216	—	221	—	221
Long-term marketable investments:								
Corporate bonds	—	330	—	330	—	302	—	302
Asset-backed securities	—	106	—	106	—	95	—	95
Government securities	—	96	—	96	—	96	—	96
Marketable equity securities	6	—	—	6	6	—	—	6
	6	532	—	538	6	493	—	499
Restricted cash:								
Certificates of deposit	—	7	—	7	—	302	—	302
	—	7	—	7	—	302	—	302
	\$1,683	\$1,303	\$—	\$2,986	\$1,194	\$1,089	\$—	\$2,283

Government securities consist of securities issued directly by or deemed to be guaranteed by government entities such as U.S and non U.S. agency securities, government bonds and treasury securities. Level 2 securities are valued using information obtained from pricing services, which obtain quoted market prices for similar instruments, non-binding market consensus prices that are corroborated by observable market data, or various other methodologies, to determine the appropriate value at the measurement date. We perform supplemental analysis to validate information obtained from our pricing services. As of November 28, 2013, no adjustments were made to such pricing information.

## Fair Value Measurements on a Nonrecurring Basis

In connection with the Exchange Transactions, we determined the fair value of the debt component of the Exchanged Notes as if it were a stand-alone instrument using an average interest rate for similar nonconvertible debt issued by entities with credit ratings comparable to ours at the time of issuance.



In connection with the Termination of Conversion Rights and Redemption Notice on November 7, 2013, our settlement obligations for the 2027 Notes and 2031A Notes were treated as derivative instruments without hedge accounting designation from November 7, 2013 through their settlement dates, which range between December 10, 2013 and January 9, 2014. The fair values of the underlying conversion options were initially determined using the Black-Scholes option valuation model (Level 2 fair value measurements). The Black-Scholes model requires the input of assumptions, including the stock price, expected stock-price volatility, estimated option life, risk-free interest rate and dividend rate. The subsequent measurements as of November 28, 2013 of our convertible notes settlement obligations were based on the value-weighted average stock price (Level 1 fair value measurements). Changes in fair values of the derivative settlement obligations were included in other non-operating income (expense).

#### Fair Value of Financial Instruments

Amounts reported as cash and equivalents, receivables, and accounts payable and accrued expenses approximate fair value. The estimated fair value and carrying value of debt instruments (carrying value excludes the equity components of our convertible notes classified in equity) were as follows:

As of	November 28, 2013		August 29, 2013	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Convertible notes	\$6,076	\$3,019	\$4,167	\$2,506
Elpida creditor installment payments and other notes	1,680	1,677	2,269	2,279

The fair values of our convertible debt instruments were determined based on inputs that are observable in the market or that could be derived from, or corroborated with, observable market data, including our stock price and interest rates based on similar debt issued by parties with credit ratings similar to ours (Level 2). The fair value of our other debt instruments was estimated based on discounted cash flows using inputs that are observable in the market or that could be derived from, or corroborated with, observable market data, including interest rates based on similar debt issued by parties with credit ratings similar to ours (Level 2).

#### Equity Plans

As of November 28, 2013, we had an aggregate of 140 million shares of common stock reserved for the issuance of stock options and restricted stock awards, of which 67 million shares were subject to outstanding awards and 73 million shares were available for future awards. Awards are subject to terms and conditions as determined by our Board of Directors.

#### Stock Options

We granted 2 million and 4 million stock options during the first quarters of 2014 and 2013, respectively, with weighted-average grant-date fair values per share of \$7.58 and \$2.99, respectively.

The fair values of option awards were estimated at each grant date using the Black-Scholes option valuation model. The Black-Scholes model requires the input of assumptions, including the expected stock-price volatility and estimated option life. The expected volatilities utilized were based on implied volatilities from traded options on our stock and on historical volatility. The expected lives of options granted were based, in part, on historical experience and on the terms and conditions of the options. The risk-free interest rates utilized were based on the U.S. Treasury yield in effect at each grant date. No dividends were assumed in estimated option values. Assumptions used in the Black-Scholes model are presented below:

Quarter Ended	November 28, 2013	November 29, 2012
Average expected life in years	4.8	5.0
Weighted-average expected volatility	50	% 62 %
Weighted-average risk-free interest rate	1.3	% 0.7 %

## Restricted Stock and Restricted Stock Units ("Restricted Stock Awards")

As of November 28, 2013, there were 10 million shares of Restricted Stock Awards outstanding, of which 1 million were performance-based Restricted Stock Awards. For service-based Restricted Stock Awards, restrictions generally lapse in one-fourth increments during each year of employment after the grant date. For performance-based Restricted Stock Awards, vesting is contingent upon meeting certain performance goals. Restricted Stock Awards granted for the first quarters of 2014 and 2013 were as follows:

Quarter ended	November 28, 2013	November 29, 2012
Service-based awards	1	2
Performance-based awards	1	1
Weighted-average grant-date fair values per share	\$17.31	\$5.73

## Stock-based Compensation Expense

Quarter ended	November 28, 2013	November 29, 2012
Stock-based compensation expense by caption:		
Cost of goods sold	\$7	\$6
Selling, general and administrative	11	9
Research and development	4	4
	\$22	\$19
Stock-based compensation expense by type of award:		
Stock options	\$14	\$13
Restricted stock awards	8	6
	\$22	\$19

As of November 28, 2013, \$166 million of total unrecognized compensation costs, net of estimated forfeitures, related to non-vested awards was expected to be recognized through the first quarter of 2018, resulting in a weighted-average period of 1.3 years. Stock-based compensation expense in the above presentation does not reflect any significant income tax benefits, which is consistent with our treatment of income or loss from our U.S. operations. (See "Income Taxes" note.)

## Restructure and Asset Impairments

Quarter ended	November 28, 2013	November 29, 2012
Gain on termination of lease to Transform	\$—	\$(25)
Other	(3)	) 4
	\$(3)	) \$(21)

As of November 28, 2013 and August 29, 2013, we had accrued \$1 million and \$12 million, respectively, for unpaid other restructure activities related to workforce optimization activities. As of November 28, 2013, we do not anticipate incurring any significant additional costs for these restructure activities.



In May 2012, the Board of Directors of Transform approved a liquidation plan. In connection therewith, Transform terminated a lease to a portion of our manufacturing facilities in Boise, Idaho and we recognized a gain of \$25 million in the first quarter of 2013.

## Other Operating (Income) Expense, Net

Quarter ended	November 28, 2013	November 29, 2012
Rambus settlement	\$233	\$—
(Gain) loss on disposition of property, plant and equipment	8	(5 )
Other	(4 )	(3 )
	\$237	\$(8 )

In December 2013, subsequent to the end of our first fiscal quarter of 2014, we settled all pending litigation between us and Rambus, including all antitrust and patent matters. As a result, other operating expense for the quarter ended November 28, 2013 included a \$233 million charge to accrue a liability, which reflects the discounted value of amounts due under this arrangement. (See "Contingencies" note.)

## Other Non-Operating Income (Expense), Net

Quarter ended	November 28, 2013	November 29, 2012
Loss on restructure of debt	\$(75 )	\$—
Gain (loss) from changes in currency exchange rates	(6 )	(59 )
Other	1	—
	\$(80 )	\$(59 )

Loss on restructure of debt for the first quarter of 2014 resulted from a series of transactions with holders of our 2027 Notes, 2031A Notes and 2031B Notes. We estimate that our second quarter of 2014 will include an aggregate additional loss of \$68 million as a result of the debt conversions relating to the Termination of Conversion Rights for the 2027 Notes and the Redemption Notice for the remaining 2031A Notes. (See "Debt" note.)

Other non-operating expense in the first quarter of 2013 included currency losses of \$62 million from changes in the market value of yen currency hedges executed in connection with our planned acquisition of Elpida Memory, Inc. (See "Derivative Instruments" note.)

## Income Taxes

Income taxes for the first quarter of 2014 included a tax provision of \$73 million primarily related to the utilization of deferred tax assets as a result of Elpida's operations. Remaining taxes for the first quarters of 2014 and 2013 primarily reflect taxes on our non-U.S. operations. We have a full valuation allowance for our net deferred tax asset associated with our U.S. operations. The provision (benefit) for taxes on U.S. operations in the first quarters of 2014 and 2013 was substantially offset by changes in the valuation allowance.

We currently operate in several tax jurisdictions where we have arrangements that allow us to compute our tax provision at rates below the local statutory rates that expire in whole or in part at various dates through 2026. These arrangements benefitted our tax provision in the first quarters of 2014 and 2013 by \$76 million (\$0.06 per diluted share) and \$11 million (\$0.01 per diluted share), respectively.



## Earnings Per Share

Basic earnings per share is computed based on the weighted-average number of common shares outstanding. Diluted earnings per share is computed based on the weighted-average number of common shares outstanding plus the dilutive effects of equity awards and convertible notes. Potential common shares that would increase earnings per share amounts or decrease loss per share amounts are antidilutive and are therefore excluded from diluted earnings per share calculations. Antidilutive potential common shares that could dilute basic earnings per share in the future were 38 million and 357 million for the first quarters of 2014 and 2013, respectively.

Quarter ended	November 28, 2013	November 29, 2012
Net income (loss) available to Micron shareholders – Basic and Diluted	\$358	\$(275 )
Weighted-average common shares outstanding – Basic	1,046	1,014
Net effect of dilutive equity awards and convertible notes	150	—
Weighted-average common shares outstanding – Diluted	1,196	1,014
Earnings (loss) per share:		
Basic	\$0.34	\$(0.27 )
Diluted	0.30	(0.27 )

## Consolidated Variable Interest Entities

## IMFT

Since its inception in 2006 through November 28, 2013, we have owned 51% of IMFT, a venture between us and Intel to manufacture NAND Flash memory products and certain emerging memory technologies, for the exclusive use of the members. IMFT is governed by a Board of Managers and the number of managers appointed by each member to the board varies based on the members' respective ownership interests, which is based on cumulative contributions to IMFT. The IMFT joint venture agreement extends through 2024 and includes certain buy-sell rights, commencing in 2015, pursuant to which Intel may elect to sell to us, or we may elect to purchase from Intel, Intel's interest in IMFT. If Intel elects to sell to us, we would set the closing date of the transaction within two years following such election and could elect to receive financing of the purchase price from Intel for one to two years from the closing date.

IMFT manufactures NAND Flash memory products using designs and technology we develop with Intel. We generally share with Intel the cost of product design, other NAND Flash R&D costs and R&D cost of certain emerging memory technologies. Our R&D expenses were reduced by reimbursements from Intel of \$29 million and \$32 million for the first quarters of 2014 and 2013, respectively.

We sell a portion of our products to Intel through our IMFT joint venture at long-term negotiated prices approximating cost. Sales of NAND Flash products to Intel under this arrangement were \$101 million and \$99 million for the first quarters of 2014 and 2013, respectively. Receivables from Intel for IMFT sales of NAND Flash products as of November 28, 2013 and August 29, 2013, were \$59 million and \$68 million, respectively.

The following table presents the assets and liabilities of IMFT included in our consolidated balance sheets, excluding intercompany balances:

As of	November 28, 2013	August 29, 2013
<b>Assets</b>		
Cash and equivalents	\$105	\$62
Receivables	67	76
Inventories	48	49
Other current assets	4	4
Total current assets	224	191
Property, plant and equipment, net	1,364	1,382
Other noncurrent assets	47	46
Total assets	\$1,635	\$1,619
<b>Liabilities</b>		
Accounts payable and accrued expenses	\$87	\$88
Deferred income	9	9
Equipment purchase contracts	4	78
Current portion of long-term debt	6	6
Total current liabilities	106	181
Long-term debt	11	13
Other noncurrent liabilities	114	118
Total liabilities	\$231	\$312

Amounts exclude intercompany balances that were eliminated in our consolidated balance sheets.

Our ability to access IMFT's cash and other assets through cash dividends, loans or advances, including to finance our other operations, is subject to agreement by Intel. Creditors of IMFT have recourse only to its assets and do not have recourse to any other of our assets.

The following table presents IMFT's distributions to and contributions from its shareholders:

Quarter Ended	November 28, 2013	November 29, 2012
IMFT distributions to Micron	\$—	\$—
IMFT distributions to Intel	—	—
Micron contributions to IMFT	51	—
Intel contributions to IMFT	49	—

#### MP Mask

In 2006, we formed a joint venture with Photronics to produce photomasks for leading-edge and advanced next generation semiconductors. At inception and through November 28, 2013, we owned 50.01% and Photronics owned 49.99% of MP Mask. In connection with the formation of the joint venture, we received \$72 million in 2006 in exchange for entering into a license agreement with Photronics, which is being recognized over the term of the 10-year agreement. Deferred income and other noncurrent liabilities included an aggregate of \$18 million and \$19 million as of November 28, 2013 and August 29, 2013, respectively, related to this agreement. We purchase a substantial majority of the reticles produced by MP Mask pursuant to a supply arrangement.



Total MP Mask assets and liabilities included in our consolidated balance sheets were as follows:

As of	November 28, 2013	August 29, 2013
Current assets	\$32	\$26
Noncurrent assets (primarily property, plant and equipment)	176	182
Current liabilities	24	25

Amounts exclude intercompany balances that were eliminated in our consolidated balance sheets.

Creditors of MP Mask have recourse only to the assets of MP Mask and do not have recourse to any other of our assets.

### Segment Information

Segment information reported herein is consistent with how it is reviewed and evaluated by our chief operating decision makers. Factors used to identify our segments include, among others, products, technologies and customers. We have the following four reportable segments:

DRAM Solutions Group ("DSG"): Includes DRAM products sold to the PC, consumer electronics, networking and server markets.

Wireless Solutions Group ("WSG"): Includes DRAM, NAND Flash and NOR Flash products, including multi-chip packages, sold to the mobile device market.

NAND Solutions Group ("NSG"): Includes high-volume NAND Flash products sold into data storage, personal music players, and the high-density computing market, as well as NAND Flash products sold to Intel through our IMFT joint venture.

Embedded Solutions Group ("ESG"): Includes DRAM, NAND Flash and NOR Flash products sold into automotive and industrial applications, as well as NOR and NAND Flash sold to consumer electronics, networking, PC and server markets.

Our other operations do not meet the quantitative thresholds of a reportable segment and are reported under All Other.

Certain operating expenses directly associated with the activities of a specific reportable segment are charged to that segment. Other indirect operating expenses (income) are generally allocated to the reportable segments based on their respective percentage of cost of goods sold or forecasted wafer production. We did not allocate the Rambus settlement to our segments.

We do not identify or report internally our assets or capital expenditures by segment, nor do we allocate gains and losses from equity method investments, interest, other non-operating income or expense items or taxes to operating segments. There are no differences in the accounting policies for segment reporting and our consolidated results of operations.

Quarter ended	November 28, 2013	November 29, 2012	
Net sales:			
DSG	\$1,785	\$600	
WSG	1,054	263	
NSG	806	617	
ESG	366	278	
All Other	31	76	
	\$4,042	\$1,834	
Operating income (loss):			
DSG	\$432	\$(112)	)
WSG	176	(64)	)
NSG	95	13	
ESG	66	78	
All Other	15	(12)	)
Unallocated	(233)	—	)
	\$551	\$(97)	)

#### Certain Concentrations

Market Concentrations: Markets with a concentration of at least 10 percent of net sales were as follows:

For the quarter ended	November 28, 2013	November 29, 2012	
Computing (including desktop PCs, servers, notebooks and workstations)	35	% 20	%
Mobile	25	% 15	%
Consumer electronics	10	% 20	%
Solid state drives	10	% 10	%
Networking and storage	10	% 10	%

Customer Concentrations: Customer concentrations in the first quarter of 2014 included net sales to Apple Inc. ("Apple") of 13% of our total net sales. Substantially all of our sales to Apple are included in the WSG and DSG segments.



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

As used herein, "we," "our," "us" and similar terms include Micron Technology, Inc. and its subsidiaries, unless the context indicates otherwise. The following discussion contains trend information and other forward-looking statements that involve a number of risks and uncertainties. Forward-looking statements include, but are not limited to, statements such as those made in "Operating Results – Gross Margin" regarding sales of products that were written up as a result of our acquisition of Elpida; in "Operating Results by Product" regarding the timing and effect of the transition of our Singapore DRAM facility to NAND Flash production and increases in our DRAM production and sales volumes for 2014 as a result of the Elpida acquisition; in "Selling, General and Administrative" regarding SG&A costs for the second quarter of 2014; in "Research and Development" regarding R&D costs for the second quarter of 2014; in "Liquidity and Capital Resources" regarding the sufficiency of our cash and investments, regarding cash flows from operations and available financing to meet our requirements for at least the next 12 months, regarding our pursuit of additional financing and debt restructuring, regarding capital spending in 2014 and regarding the timing of payments for certain contractual obligations. Our actual results could differ materially from our historical results and those discussed in the forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, those identified in "Item 1A. Risk Factors." This discussion should be read in conjunction with the Consolidated Financial Statements and accompanying notes for the year ended August 29, 2013. All period references are to our fiscal periods unless otherwise indicated. Our fiscal year is the 52 or 53-week period ending on the Thursday closest to August 31 and fiscal 2014 and 2013 each contained 52 weeks. All production data includes the production of our consolidated joint ventures and our other partnering arrangements. All tabular dollar amounts are in millions.

Our Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is provided in addition to the accompanying consolidated financial statements and notes to assist readers in understanding our results of operations, financial condition and cash flows. MD&A is organized as follows:

**Overview:** An overview of our business and operations and highlights of key transactions and events.

**Results of Operations:** An analysis of our financial results consisting of the following:

Consolidated results;

Operating results by business segment;

Operating results by product; and

Operating expenses and other.

**Liquidity and Capital Resources:** An analysis of changes in our balance sheet and cash flows and discussion of our financial condition and potential sources of liquidity.

### Overview

We are one of the world's leading providers of advanced semiconductor solutions. Through our worldwide operations, we manufacture and market a full range of DRAM, NAND Flash and NOR Flash memory, as well as other innovative memory technologies, packaging solutions and semiconductor systems for use in leading-edge computing, consumer, networking, automotive, industrial, embedded and mobile products. We market our products through our internal sales force, independent sales representatives and distributors primarily to original equipment manufacturers ("OEMs") and retailers located around the world. Our success is largely dependent on the market acceptance of our diversified portfolio of semiconductor products, efficient utilization of our manufacturing infrastructure, successful ongoing development of advanced process technologies and generating a return on research and development ("R&D") investments.

We obtain products from three primary sources: (1) production from our wholly-owned manufacturing facilities, (2) production from our joint venture manufacturing facilities, and (3) to a lesser degree, from third party manufacturers. In recent years, we have increased our manufacturing scale and product diversity through strategic acquisitions and various partnering arrangements, including joint ventures.

We make significant investments to develop the proprietary product and process technologies that are implemented in our worldwide manufacturing facilities and through our joint ventures. These investments enable our production of semiconductor products with increasing functionality and performance at lower costs. We generally reduce the manufacturing cost of each generation of product through advancements in product and process technology such as our leading-edge line-width process technology and innovative array architecture. We continue to introduce new generations of products that offer improved performance characteristics, such as higher data transfer rates, reduced package size, lower power consumption, improved read/ write reliability and increased memory density. To leverage our significant investments in R&D, we have formed, and may continue to form, strategic joint ventures that allow us to share the costs of developing memory product and process technologies with joint venture partners. In addition, from time to time, we also sell and/or license technology to other parties. We continue to pursue additional opportunities to monetize our investment in intellectual property through partnering and other arrangements.

### Business Segments

We have the following four reportable segments:

DRAM Solutions Group ("DSG"): Includes DRAM products sold to the PC, consumer electronics, networking and server markets.

Wireless Solutions Group ("WSG"): Includes DRAM, NAND Flash and NOR Flash products, including multi-chip packages, sold to the mobile device market.

NAND Solutions Group ("NSG"): Includes high-volume NAND Flash products sold into data storage, personal music players and the high-density computing market, as well as NAND Flash products sold to Intel Corporation ("Intel") through our IM Flash Technologies, LLC. ("IMFT") joint venture.

Embedded Solutions Group ("ESG"): Includes DRAM, NAND Flash and NOR Flash products sold into automotive and industrial applications, as well as NOR and NAND Flash sold to consumer electronics, networking, PC and server markets.

Our other operations do not meet the quantitative thresholds of a reportable segment and are reported under All Other.

### Acquisition of Elpida Memory, Inc.

On July 31, 2013, we acquired Elpida Memory, Inc. ("Elpida") for \$615 million. On July 31, 2013, we also acquired a 24% ownership interest in Rexchip Electronics Corporation ("Rexchip"), now known as Micron Memory Taiwan Co., Ltd. ("MMT") for \$334 million in cash. Elpida and its subsidiaries own approximately 65% of MMT's outstanding common stock. Therefore, as a result of the consummation of our acquisition of Elpida and the Rexchip shares, we own approximately 89% of MMT's common stock and are entitled to 100% of MMT's output.

Elpida's assets include, among others: a 300mm DRAM wafer fabrication facility located in Hiroshima, Japan; its ownership interest in MMT, whose assets include a 300mm DRAM wafer fabrication facility located in Taichung City, Taiwan; and an assembly and test facility located in Akita, Japan. The Elpida and MMT fabrication facilities together represent approximately one-third of our wafer capacity. Elpida's semiconductor memory products include Mobile DRAM, targeted toward mobile phones and tablets. Elpida's operations are included primarily in the DSG and WSG segments. Our results of operations for the fourth quarter 2013 included approximately one month of operating results from the acquired Elpida operations. In addition, our results of operations for the fourth quarter 2013 included a \$1,484 million gain on the acquisition of Elpida.

The Elpida Companies are currently subject to corporate reorganization proceedings under the Corporate Reorganization Act of Japan. Because the plans of reorganization of Elpida Memory, Inc. ("Elpida") and Akita Elpida Memory, Inc. ("Akita" and, together with Elpida, the "Elpida Companies") provide for ongoing payments to creditors

following the closing of the Elpida acquisition, these proceedings are continuing, and the Elpida Companies remain subject to the oversight of the Tokyo District Court (the "Japan Court") and of the trustees appointed by the Japan Court (including a trustee designated by us, who we refer to as the business trustee, and a trustee designated by the Japan Court, who we refer to as the legal trustee), pending completion of the reorganization proceedings. As a result of this oversight and related consent rights of the Japan Court and the legal trustee, our ability to effectively integrate the Elpida Companies as part of our global operations or to cause the Elpida Companies to take certain actions that we deem advisable for their businesses could be adversely affected if the Japan Court or the legal trustee is unwilling to consent to various actions. For more information, see "Part II, Item 1. Legal Proceedings – Reorganization Proceedings of the Elpida Companies" and "Part II, Item 1A. Risk Factors."

## Rambus

In December 2013, subsequent to the end of our first fiscal quarter of 2014, we settled all pending litigation between us and Rambus, including all antitrust and patent matters. We also entered into a 7-year term patent cross-license agreement with Rambus that allows us to avoid costs of patent related litigation during the term. We agreed to pay Rambus up to \$10 million per quarter over 7 years, for a total of \$280 million. The primary benefits we received from these arrangements were (i) the settlement and termination of all existing litigation, (ii) the avoidance of future litigation expenses and (iii) the avoidance of future management and customer disruptions. As a result, other operating expense for the quarter ended November 28, 2013 included a \$233 million charge to accrue a liability, which reflects the discounted value of amounts due under this arrangement.

## Results of Operations

## Consolidated Results

	First Quarter				Fourth Quarter			
	2014	% of net sales	2013	% of net sales	2013	% of net sales		
	(dollar amounts in millions)							
Net sales	\$4,042	100 %	\$1,834	100 %	\$2,843	100 %		
Cost of goods sold	2,761	68 %	1,617	88 %	2,135	75 %		
Gross margin	1,281	32 %	217	12 %	708	25 %		
SG&A	176	4 %	119	6 %	193	7 %		
R&D	320	8 %	224	12 %	267	9 %		
Restructure and asset impairments	(3 )	— %	(21 )	(1 )%	32	1 %		
Other operating (income) expense, net	237	6 %	(8 )	— %	9	— %		
Operating income (loss)	551	14 %	(97 )	(5 )%	207	7 %		
Gain on acquisition of Elpida	—	— %	—	— %	1,484	52 %		
Interest income (expense), net	(96 )	(2 )%	(54 )	(3 )%	(58 )	(2 )%		
Other non-operating income (expense), net	(80 )	(2 )%	(59 )	(3 )%	45	2 %		
Income tax provision	(80 )	(2 )%	(13 )	(1 )%	(5 )	— %		
Equity in net income (loss) of equity method investees	86	2 %	(52 )	(3 )%	37	1 %		
Net income attributable to noncontrolling interests	(23 )	(1 )%	—	— %	(2 )	— %		
Net income (loss) attributable to Micron	\$358	9 %	\$(275 )	(15 )%	\$1,708	60 %		

## Net Sales

	First Quarter				Fourth Quarter			
	2014	% of net sales	2013	% of net sales	2013	% of net sales		
DSG	\$1,785	44 %	\$600	33 %	\$1,239	44 %		
WSG	1,054	26 %	263	14 %	469	16 %		
NSG	806	20 %	617	34 %	781	27 %		
ESG	366	9 %	278	15 %	329	12 %		
All Other	31	1 %	76	4 %	25	1 %		

\$4,042 100 % \$1,834 100 % \$2,843 100 %

Total net sales for the first quarter of 2014 increased 42% as compared to the fourth quarter of 2013 primarily due to higher WSG and DSG sales resulting from the acquisition of Elpida. Increases in DRAM and NAND Flash sales volumes from our legacy operations also contributed to the increase in net sales for the first quarter of 2014 as compared to the fourth quarter of 2013 which included one month of Elpida operations. The increases in gigabit sales from our legacy operations for the first quarter of 2014 were primarily driven by higher manufacturing output as a result of improvements in product and process technology.

Total net sales for the first quarter of 2014 increased 120% as compared to the first quarter of 2013 primarily due to higher DSG and WSG sales resulting from the acquisition of Elpida. Increases in DRAM and NAND Flash sales volumes from our legacy operations also contributed to the increase in net sales for the first quarter of 2014 as compared to the first quarter of 2013. The increases in gigabit sales from our legacy operations for the first quarter of 2014 were primarily driven by higher manufacturing output as a result of improvements in product and process technology.

### Gross Margin

Our overall gross margin percentage improved to 32% for the first quarter of 2014 from 25% for the fourth quarter of 2013 due to improvements in the gross margin percentage for DSG and WSG primarily due to an increase in volume of products resulting from the acquisition of Elpida and a shift in product mix, including a higher volume of wafer sales.

Our overall gross margin percentage improved to 32% for the first quarter of 2014 from 12% for the first quarter of 2013 due to improvements in the gross margin percentage for DSG and WSG primarily due to improvements in margins for DRAM products. These improvements resulted from the acquisition of Elpida, manufacturing cost reductions and higher average selling prices. The gross margin for NSG for the first quarter of 2014 also improved from the first quarter of 2013 as cost reductions outpaced declines in average selling prices.

For the first quarter of 2014, our costs of goods sold for DRAM products were adversely impacted by write-ups of inventories obtained in the acquisition of Elpida. In accounting for the Elpida acquisition, Elpida's inventories were recorded at fair value (based on their estimated future selling prices, estimated costs to complete and other factors), which was approximately \$200 million higher than the cost of inventory recorded by Elpida prior to the acquisition. Of this amount, approximately \$111 million was included in cost of goods sold for the first quarter of 2014 and \$41 million was included in costs of goods sold for the fourth quarter of 2013. Substantially all of the remainder is expected to be included in cost of goods sold for the second quarter of 2014.

For the first quarter of 2014, our costs of goods sold for DRAM products were also adversely impacted by higher costs of products purchased from our Inotera joint venture. We purchase substantially all of Inotera's output at a purchase price based on a discount from market prices for our comparable components. Our costs for Inotera product for the first quarter of 2014 increased from the fourth and first quarters of 2013 due to the increases in average selling prices for DRAM products.

### Operating Results by Business Segments

#### DRAM Solutions Group ("DSG")

	First Quarter		Fourth Quarter
	2014	2013	2013
Net sales	\$1,785	\$600	\$1,239
Operating income (loss)	432	(112	) 183

DSG sales and operating results track closely with our average selling prices, gigabit sales volumes and cost per gigabit for our consolidated sales of DRAM products. (See "Operating Results by Product – DRAM" for further detail.) DSG sales for the first quarter of 2014 increased 44% as compared to the fourth quarter of 2013 primarily resulting from the acquisition of Elpida and higher average selling prices partially offset by the continuing transition of our Singapore DRAM fabrication facility to NAND Flash. DSG's operating margin for the first quarter of 2014 improved from the fourth quarter of 2013 primarily due to an increase in volume of products resulting from the acquisition of Elpida and a shift in product mix, including a higher volume of wafer sales.



DSG sales for the first quarter of 2014 increased 198% as compared to the first quarter of 2013 primarily due to (1) the acquisition of Elpida, (2) higher average selling prices, (3) increased DRAM supply from Inotera as a result of the restructuring of our supply agreement and (4) higher output due to improvements in product and process technology. DSG sales for the first quarter of 2014 as compared to the first quarter of 2013 were adversely impacted by the continuing transition of our Singapore DRAM fabrication facility to NAND Flash. DSG's operating margin for the first quarter of 2014 improved from the first quarter of 2013 primarily due to the acquisition of Elpida and manufacturing cost reductions and higher average selling prices.

#### Wireless Solutions Group ("WSG")

	First Quarter		Fourth Quarter
	2014	2013	2013
Net sales	\$1,054	\$263	\$469
Operating income (loss)	176	(64	) (50

In the first quarter of 2014, WSG sales were comprised primarily of DRAM, NAND Flash and NOR Flash, in decreasing order of revenue, with mobile DRAM products accounting for a significant majority of the sales. WSG sales for the first quarter of 2014 increased 125% as compared to the fourth quarter of 2013 primarily due to the acquisition of Elpida. WSG's operating margin for the first quarter of 2014 improved from the fourth quarter of 2013 primarily due to an increase in volume of products resulting from the acquisition of Elpida and a shift in product mix, including a higher volume of wafer sales.

WSG sales for the first quarter of 2014 increased 301% as compared to the first quarter of 2013 primarily due to the acquisition of Elpida. WSG's operating margin for the first quarter of 2014 improved from the first quarter of 2013 primarily due to the acquisition of Elpida.

#### NAND Solutions Group ("NSG")

	First Quarter		Fourth Quarter
	2014	2013	2013
Net sales	\$806	\$617	\$781
Operating income	95	13	66

NSG sales and operating results track closely with our average selling prices, gigabit sales volumes and cost per gigabit for our consolidated sales of NAND Flash products. (See "Operating Results by Product – NAND Flash" for further detail.) NSG sales for the first quarter of 2014 increased 3% from the fourth quarter of 2013 as increases in gigabits sold outpaced declines in average selling prices. Increases in gigabits sold for the first quarter of 2013 were primarily due to the continuing transition of our Singapore DRAM fabrication facility to NAND Flash. NSG sells a portion of its products to Intel through our IMFT joint venture at long-term negotiated prices approximating cost. NSG sales to Intel under this arrangement were \$101 million for the first quarter of 2014, \$108 million for the fourth quarter of 2013 and \$99 million for the first quarter of 2013. All other NSG products are sold to OEMs, resellers, retailers and other customers (including Intel), which we collectively refer to as "trade customers."

NSG sales of NAND Flash products to trade customers for the first quarter of 2014 increased 5% as compared to the fourth quarter of 2013 primarily due to increases in gigabits sold partially offset by declines in average selling prices. NSG operating income for the first quarter of 2014 improved from the fourth quarter of 2013 as manufacturing cost reductions and decreases in R&D costs outpaced declines in average selling prices. Manufacturing cost reductions resulted primarily from improvements in product and process technologies.

NSG sales of NAND Flash products to trade customers for the first quarter of 2014 increased 36% as compared to the first quarter of 2013 primarily due to an increase in gigabits sold partially offset by declines in average selling prices. NSG operating income for the first quarter of 2014 improved from the first quarter of 2013 as cost reductions outpaced declines in average selling prices.

Embedded Solutions Group ("ESG")

	First Quarter		Fourth Quarter
	2014	2013	2013
Net sales	\$366	\$278	\$329
Operating income	66	78	63

In the first quarter of 2014, ESG sales were comprised of NAND Flash, DRAM and NOR Flash in decreasing order of revenue. ESG sales for the first quarter of 2014 increased 11% as compared to the fourth quarter of 2013 primarily due to increased sales volume of NAND Flash, NOR Flash and DRAM products as ESG continued to expand its customer base, partially offset by declines in average selling prices for NAND Flash and NOR Flash products. ESG operating income for the first quarter of 2014 was relatively unchanged from the fourth quarter of 2013 primarily due to decreases in average selling prices mitigated by cost reductions.

ESG sales for the first quarter of 2014 increased as compared to the first quarter of 2013 primarily due to increased sales volume of NAND Flash, DRAM and NOR Flash products, partially offset by declines in average selling prices. ESG operating income for the first quarter of 2014 declined as compared to the first quarter of 2013 due to decreases in average selling prices mitigated by cost reductions.

Operating Results by Product

Net Sales by Product

	First Quarter				Fourth Quarter			
	2014	% of net sales	2013	% of net sales	2013	% of net sales	2013	% of net sales
DRAM	2,794	69 %	720	39 %	1,652	58 %		
NAND Flash	1,058	26 %	803	44 %	980	34 %		
NOR Flash	145	4 %	228	12 %	173	6 %		
Other	45	1 %	83	5 %	38	2 %		
	\$4,042	100 %	\$1,834	100 %	\$2,843	100 %		

In order to balance our future product mix in anticipation of the closing of the Elpida transaction, in the fourth quarter of 2013 we began to transition production at our DRAM fabrication facility in Singapore from DRAM to NAND Flash. We expect this transition to NAND Flash production to be substantially completed by the end of 2014 and result in a marginal reduction in wafer production during the period of this transition.

DRAM

For the year ended	First Quarter 2014 Versus	
	Fourth Quarter 2013	First Quarter 2013
	(percentage change from prior period)	
Net sales	69 %	288 %
Average selling prices per gigabit	0 %	10 %
Gigabits sold	69 %	253 %
Cost per gigabit	(11 %)	(27 %)



The increase in gigabit sales of DRAM products for the first quarter of 2014 as compared to the fourth quarter and first quarters of 2013 was primarily due to higher production volumes resulting from the acquisition of Elpida and improved product and process technologies, partially offset by the transition of the DRAM fabrication facility in Singapore from DRAM to NAND Flash. The increase in gigabit sales of DRAM products for the first quarter of 2014 as compared to the first quarter of 2013 also reflected increased output obtained from our Inotera joint venture under a new supply agreement effective in the second quarter of 2013.

Effective on January 1, 2013, we entered into the new Inotera Supply Agreement under which we purchase substantially all of Inotera's output at a purchase price based on a discount from market prices for our comparable components. Prior to the new Inotera Supply Agreement we had the right to purchase 50% of Inotera's wafer production capacity based on a margin-sharing formula among Nanya, Inotera and us. (See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Equity Method Investments" note.) Our cost of product purchased from Inotera under these supply agreements was \$587 million for the first quarter of 2014, \$518 million for the fourth quarter of 2013 and \$201 million for the first quarter of 2013. Our cost of product purchased from Inotera has increased since the beginning of calendar 2013 and was higher than our cost of similar products manufactured in our wholly-owned facilities in the first quarter of 2013 and fourth quarter of 2013. DRAM products acquired from Inotera accounted for 34% of our DRAM gigabit production for the first quarter of 2014 as compared to 50% for the fourth quarter of 2013 and 49% for the first quarter of 2013.

Our gross margin percentage on sales of DRAM products for the first quarter of 2014 improved from the fourth quarter of 2013 primarily due to an increase in volume of products resulting from the acquisition of Elpida and a shift in product mix, including a higher volume of wafer sales. Our gross margin percentage on sales of DRAM products for the first quarter of 2014 improved from the first quarter of 2013 primarily due to the acquisition of Elpida, manufacturing cost reductions and higher average selling prices.

We expect that our gigabit production and sales volumes of DRAM products will increase significantly in 2014 as compared to 2013 due to our acquisition of Elpida. Elpida has 300mm wafer fabrication facilities in Japan and Taiwan that are dedicated to the production of DRAM products. In the first quarter of 2014, DRAM products produced by the acquired Elpida facilities constituted 56% of our aggregate DRAM gigabit production. In accounting for the Elpida acquisition, Elpida's inventories were recorded at fair value, based on their estimated future selling prices, estimated costs to complete and other factors, which was approximately \$200 million higher than the cost of inventory recorded by Elpida prior to the acquisition. Of this amount, approximately \$111 million was included in cost of goods sold for the first quarter of 2014 and \$41 million was included in costs of goods sold for the fourth quarter of 2013.

#### NAND Flash

We sell a portion of our output of NAND Flash products to Intel through IMFT at long-term negotiated prices approximating cost. (See "Operating Results by Business Segments – NAND Solutions Group" for further detail.) We sell the remainder of our NAND Flash products to trade customers.

For the year ended	First Quarter 2014 Versus			
	Fourth Quarter 2013		First Quarter 2013	
	(percentage change from prior period)			
Sales to trade customers:				
Net sales	10	%	36	%
Average selling prices per gigabit	(6	)%	(8	)%
Gigabits sold	17	%	48	%
Cost per gigabit	(7	)%	(20	)%

Increases in NAND Flash gigabits sold to trade customers for the first quarter of 2014 as compared to the fourth and first quarters of 2013 were primarily due to the transition of the DRAM facility in Singapore to NAND Flash production and improved product and process technologies. Our gross margin percentage on sales of NAND Flash products for the first quarter of 2014 improved from the fourth and first quarters of 2013 as manufacturing cost reductions outpaced declines in average selling prices. Manufacturing cost reductions for the first quarter of 2014 as compared to the fourth and first quarters of 2013 reflect improvements in product and process technologies.

## NOR Flash

Sales of NOR Flash products for the first quarter of 2014 declined as compared to the fourth and first quarters of 2013 primarily due to decreases in sales of wireless products as a result of the continued transition of wireless applications to NAND Flash products, which led to significant declines in average selling prices. Our gross margin percentage on sales of NOR Flash products for the first quarter of 2014 improved as compared to the fourth quarter of 2013 primarily due to cost reductions partially offset by declines in average selling prices. Our gross margin percentage on sales of NOR Flash products for the first quarter of 2014 declined as compared to the first quarter of 2013 primarily due to decreases in average selling prices partially offset by cost reductions.

## Operating Expenses and Other

### Selling, General and Administrative

Selling, general and administrative ("SG&A") expenses for the first quarter of 2014 decreased 9% as compared to fourth quarter of 2013 primarily due to a reduction in consulting, legal and other costs incurred in connection with the acquisition of Elpida partially offset by the incremental costs associated with the Elpida operations. SG&A expense for the first quarter of 2014 increased 48% as compared to first quarter of 2013 primarily due to the incremental costs associated with the Elpida operations and higher payroll costs resulting primarily from the reinstatement of variable pay plans. We expect that SG&A expenses will approximate \$185 million to \$195 million for the second quarter of 2014.

### Research and Development

R&D expenses for the first quarter of 2014 increased 20% from the fourth quarter of 2013 primarily due to the incremental costs associated with the Elpida operations. R&D expenses for the first quarter of 2014 increased 43% from the first quarter of 2013 primarily due to the incremental costs associated with the Elpida operations and lower reimbursements from Nanya under partnering arrangements.

The April 6, 2012 agreements with Intel expanded our NAND Flash R&D cost-sharing agreement to include certain emerging memory technologies, but did not change the cost-sharing percentage. As a result of amounts reimbursable from Intel, R&D expenses were reduced by \$29 million for the first quarter of 2014, \$28 million for the fourth quarter of 2013 and \$32 million for the first quarter of 2013. Pursuant to a cost-sharing arrangement with Nanya effective through December 31, 2012, our R&D costs were reduced by \$15 million in the first quarter of 2013. Nanya ceased participating in the joint development program in the second quarter of 2013. We expect that R&D expenses, net of amounts reimbursable from our R&D partners, will be approximately \$355 million to \$365 million for the second quarter of 2014.

Our process technology R&D efforts are focused primarily on development of successively smaller line-width process technologies which are designed to facilitate our transition to next generation memory products. Additional process technology R&D efforts focus on the enablement of advanced computing and mobile memory architectures, the investigation of new opportunities that leverage our core semiconductor expertise and the development of new manufacturing materials. Product design and development efforts include our high density DDR3 and DDR4 DRAM and Mobile Low Power DDR DRAM products as well as high density and mobile NAND Flash memory (including multi-level and triple-level cell technologies), NOR Flash memory, specialty memory, solid-state drives, Hybrid Memory Cubes and other memory technologies and systems.





## Restructure and Asset Impairments

	First Quarter		Fourth Quarter
	2014	2013	2013
Gain on termination of lease to Transform	\$—	\$ (25	) \$—
Other	(3	) 4	32
	\$ (3	) \$ (21	) \$ 32

Other restructure costs for the fourth quarter of 2013 included \$17 million of costs incurred in connection with a global workforce reduction. Other restructure costs for the fourth quarter of 2013 also included \$14 million for the write down of certain assets in connection with our plans to discontinue 200mm production in Israel and sell the facility. As of November 28, 2013 and August 29, 2013, we had accrued \$1 million and \$12 million, respectively, for unpaid other restructure activities related to workforce optimization activities. As of November 28, 2013, we do not anticipate incurring any significant additional costs for these restructure activities.

## Interest Income (Expense)

Interest expense for the first quarter of 2014, fourth quarter of 2013 and first quarter of 2013, included aggregate amounts of amortization of debt discount and other interest amortization expense of \$51 million, \$35 million and \$29 million, respectively. Interest expense for the first quarter of 2014 included \$17 million of "make-whole premiums" in connection with a series of debt restructure transactions with holders of our 2027 Notes, 2031A Notes and 2031B Notes. (See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Debt" note.)

## Income Taxes

Income taxes for the first quarter of 2014 included a tax provision of \$73 million primarily related to the utilization of deferred tax assets as a result of Elpida's operations. Remaining taxes for the first quarters of 2014 and 2013 primarily reflect taxes on our non-U.S. operations. We have a valuation allowance for our net deferred tax asset associated with our U.S. operations. The provision (benefit) for taxes on U.S. operations in the first quarters of 2014 and 2013 was substantially offset by changes in the valuation allowance.

## Equity in Net Income (Loss) of Equity Method Investees

We recognize our share of earnings or losses from these entities under the equity method, generally on a two-month lag. Equity in net loss of equity method investees, net of tax, included the following:

	First Quarter		Fourth Quarter
	2014	2013	2013
Inotera	\$ 84	\$ (53	) \$ 42
Tera Probe	2	—	—
Other	—	1	(5
	\$ 86	\$ (52	) \$ 37

Our equity in net income (loss) of Inotera improved for the first quarter 2014 as compared to the first and fourth quarters of 2013 primarily due to Inotera's improved operating results as a result of higher average selling prices and lower manufacturing costs. (See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Equity Method Investments.")

## Other

In December 2013, subsequent to the end of our first fiscal quarter of 2014, we settled all pending litigation between us and Rambus, including all antitrust and patent matters and entered into a patent cross-license agreement. As a result, other operating expense for the quarter ended November 28, 2013 included a \$233 million charge to accrue a liability, which reflects the discounted value of amounts due under this arrangement. (See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Contingencies" note for further detail.)

We recognized a \$75 million loss in other non-operating expense from the restructure of debt in the first quarter of 2014 and estimate that we will recognize an additional \$68 million of losses in the second quarter of 2014 for these transactions. (See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Debt" note.)

Further discussion of other operating and non-operating income and expenses can be found in the following notes contained in "Item 1. Financial Statements – Notes to Consolidated Financial Statements":

#### Equity Plans

Other Operating (Income) Expense, Net

Other Non-Operating Income (Expense), Net

#### Liquidity and Capital Resources

As of	November 28, 2013	August 29, 2013
Cash and equivalents and short-term investments:		
Money market funds	\$1,677	\$1,188
Bank deposits	1,429	1,619
Certificates of deposit	551	47
Corporate bonds	112	112
Commercial paper	63	61
Government securities	37	72
Asset-backed securities	1	2
	\$3,870	\$3,101
Long-term marketable investments	\$538	\$499
Restricted cash:		
Current	\$—	\$556
Noncurrent (included in "Other noncurrent assets")	65	63
	\$65	\$619

Cash and equivalents and short-term investments as of November 28, 2013 included \$1,402 million held by Elpida and its subsidiaries. Substantially all of our restricted cash is held by Elpida for its installment payments to its secured and unsecured creditors. Use of cash and equivalents and restricted cash held by Elpida is subject to limitations described below.

As a result of the corporate reorganization proceedings of the Elpida Companies entered into in March 2012 and for so long as such proceedings are continuing, the Elpida Companies and their subsidiaries are subject to certain restrictions on dividends, loans and advances. The plans of reorganization of the Elpida Companies prohibit the Elpida Companies from paying dividends, including any cash dividends, to us and require that excess earnings be used in their businesses or to fund the Elpida Companies' installment payments. These prohibitions would also effectively prevent the subsidiaries of the Elpida Companies from paying cash dividends to us as any such dividends would have to be first paid to the Elpida Companies which are prohibited from repaying those amounts to us as dividends under the plans of reorganization. In addition, pursuant to an order of the Japan Court, the Elpida Companies cannot make loans or advances, other than certain ordinary course advances, to us without the consent of the Japan Court. Moreover, loans or advances by subsidiaries of the Elpida Companies may be considered outside of the ordinary course of business and subject to approval of the legal trustees and Japan Court. As a result, the assets of the Elpida

Companies and their subsidiaries, while available to satisfy the Elpida Companies' installment payments and the other obligations, capital expenditures and other operating needs of the Elpida Companies and their subsidiaries, are not available for use by us in our other operations. Moreover, certain uses of the assets of the Elpida Companies, including investments in certain capital expenditures and in MMT, may require consent of Elpida's trustees and/or the Japan Court.

Cash and equivalents in the table above included \$105 million held by IMFT as of November 28, 2013 and \$62 million as of August 29, 2013. Our ability to access funds held by IMFT to finance our other operations is subject to agreement by the other member and contractual limitations. Amounts held by IMFT are not anticipated to be available to finance our other operations.

As of November 28, 2013, \$2,030 million of our cash and equivalents and short-term investments was held by foreign subsidiaries, of which \$579 million was denominated in currencies other than the U.S. dollar. As of November 28, 2013, we had \$1,789 million of cash and equivalents and short-term investments that was held by foreign subsidiaries whose earnings were considered to be indefinitely reinvested and repatriation of these funds to the U.S. would subject these funds to U.S. federal income taxes.

To mitigate credit risk, we invest through high-credit-quality financial institutions and, by policy, generally limit the concentration of credit exposure by restricting investments with any single obligor.

Cash generated by operations is our primary source of liquidity. Our liquidity is highly dependent on selling prices for our products and the timing and level of our capital expenditures, both of which can vary significantly from period to period. Depending on conditions in the semiconductor memory market, our cash flows from operations and current holdings of cash and investments may not be adequate to meet our needs for capital expenditures and operations. In 2013, we obtained \$1,121 million of proceeds from issuance of debt and \$126 million of proceeds from equipment sale-leaseback financing. As of November 28, 2013, we had credit facilities available that provides for up to \$408 million of additional financing, subject to outstanding balances of trade receivables and other conditions. We expect our cash and investments, cash flows from operations and available financing will be sufficient to meet our requirements at least through the next 12 months.

On December 31, 2013, our 2014 Notes met the criteria to be called for redemption by us. If the holders of the notes convert and we elect to settle entirely in cash, based on the \$21.17 price of our common stock as of November 28, 2013, such settlement amount would be approximately \$722 million, which exceeds the face amount of the 2014 Notes by \$237 million.

Holders of our outstanding convertible notes can convert the notes during any calendar quarter if the closing price of our common stock for at least 20 trading days in the 30 consecutive trading days ending on the last trading day of the preceding calendar quarter is more than 130% of the conversion price. We estimate that we will make aggregate payments in the second quarter of 2014 of approximately \$618 million to settle our obligations in connection with the conversion of our 2027 Notes and 2031A Notes. (See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Debt.") Excluding these 2027 Notes and 2031A Notes, as of November 28, 2013, convertible notes with an aggregate principal amount of \$740 million, contained contractual terms that require us to pay cash up to the principal amount of the notes upon conversion. All of these notes met the conversion criteria for the calendar quarter beginning after December 31, 2013.

We are continuously evaluating alternatives for efficiently financing our capital expenditures and operations and optimizing our balance sheet. We have engaged in the past, and we expect from time to time in the future to engage, in a variety of transactions for such purposes, including the issuance or incurrence of secured and unsecured debt and the refinancing and restructuring of existing debt, including our convertible notes, through exchanges, repurchases, redemptions and conversions. We have used substantial amounts of cash in recent periods in connection with repurchases and conversions of convertible notes, and we expect to use substantial additional amounts of our cash in the future in connection with such transactions, including with respect to our 1.875% convertible senior notes due 2014 scheduled to mature in June 2014.

## Operating Activities

Net cash provided by operating activities was \$1,507 million for the first quarter of 2014, due primarily to a strong market for our products and our continued focus on cost-efficient operations. Operating cash flows in the first quarter of 2014 also benefitted by approximately \$250 million of receipts from a customer for product to be supplied through September 2016, but was adversely affected by approximately \$315 million as a result of a change in payment terms for some customers of our Elpida operations.

#### Investing Activities

Net cash provided by investing activities was \$21 million for the first quarter of 2014, which consisted primarily of \$534 million of restricted cash used for the first Elpida creditor installment payment offset by cash expenditures of \$526 million for property, plant and equipment.

We believe that to develop new product and process technologies, support future growth, achieve operating efficiencies and maintain product quality, we must continue to invest in manufacturing technologies, facilities and capital equipment and R&D. We estimate that capital spending for 2014 will be approximately \$2.6 billion to \$3.2 billion. The actual amounts for 2014 will vary depending on market conditions. As of November 28, 2013, we had commitments of approximately \$875 million for the acquisition of property, plant and equipment, of which \$700 million is expected to be paid within one year.

#### Financing Activities

Net cash used for financing activities was \$735 million for the first quarter of 2014, which included \$737 million for repayments of debt and \$143 million of payments on equipment purchase contracts, which was partially offset by \$144 million of proceeds from issuance of common stock under equity plans.

As of November 28, 2013, under the terms and conditions of the Elpida Companies' respective plans of reorganization, we are obligated to pay 142 billion yen (or the equivalent of \$1,388 million based on exchange rates as of November 28, 2013) to the external creditors of the Elpida Companies. In October 2013, we made the first installment payments of \$534 million to the external creditors of the Elpida Companies from funds that had been held in a restricted cash account since the acquisition date. The remaining payments are payable at the end of each calendar year beginning in 2014 through 2019. In order to further the planned technology road maps for the Elpida and MMT operations, we will be required to make capital expenditures. (See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Elpida Memory, Inc.")

In November 2013, we entered into the following series of debt restructure transactions with certain holders of our convertible notes:

- Exchanged approximately \$80 million in aggregate principal amount of our 2027 Notes, \$155 million in aggregate principal amount of our 2031A Notes and \$205 million in aggregate principal amount of our 2031B Notes for \$1,025 million in aggregate principal amount at maturity of new 3.00% Convertible Senior Notes due 2043;
- Gave notice of our election to terminate the right of note holders to convert the remaining 2027 Notes into cash and shares of our common stock effective as of December 13, 2013. In the second quarter of 2014, the entire \$95 million of principal amount of the 2027 Notes had been converted by holders which we settled the conversion in cash for \$179 million; and
- Gave notice of our election to redeem all remaining 2031A Notes on December 7, 2013. In the second quarter of 2014, the entire \$190 million of principal amount of the 2031A Notes had been converted by holders and we are obligated to settle the conversion in cash for an estimated \$439 million.

On December 20, 2013, we issued \$462 million in aggregate principal amount of 1.258% Secured Notes Due 2019 (the "2019 Notes"). Principal is payable in equal semi-annual installments, commencing on July 15, 2014. Interest is payable in January and July of each year. The Export-Import Bank of the United States ("Ex-Im Bank") guaranteed payment of all regularly scheduled installment payments of principal of, and interest on, the 2019 Notes. We paid \$23 million to Ex-Im Bank for their guarantee upon issuance of the 2019 Notes. The Notes are collateralized by certain equipment.

#### Contractual Obligations

Total	Payments Due by Period			
	2015	2016	2017	2018

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As of November 28, 2013		Remainder of 2014					2019 and Thereafter
Notes payable <sup>(1)</sup>	\$6,379	\$1,177	\$445	\$428	\$392	\$585	\$3,352
Capital lease obligations (1)	1,208	292	354	305	84	40	133
Operating leases <sup>(2)</sup>	118	18	18	16	13	11	42
Total	\$7,705	\$1,487	\$817	\$749	\$489	\$636	\$3,527

<sup>(1)</sup> Amounts include Elpida Creditor Installment Payments, convertible notes and other notes and reflects principal and interest cash payments over the life of the obligations, including anticipated interest payments that are not recorded on our consolidated balance sheet. Notes payable amounts in the table do not include any conversion values in excess of principal amounts. Any future redemption or conversion of convertible debt could impact the timing and amount of our cash payments.

<sup>(2)</sup> Amounts do not include contingent payments.



#### Recently Issued Accounting Standards

There have been no recently issued accounting pronouncements that have had or are expected to have a material impact on our financial statements.

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

#### Interest Rate Risk

We are exposed to interest rate risk related to our indebtedness and our investment portfolio. Substantially all of our indebtedness was at fixed interest rates. As a result, the fair value of our debt fluctuates based on changes in market interest rates. We estimate that, as of November 28, 2013 and August 29, 2013, a hypothetical decrease in market interest rates of 1% would increase the fair value of our convertible notes and other notes by approximately \$161 million and \$147 million, respectively. The increase in interest expense caused by a 1% increase in the interest rates of our variable-rate note would not be significant.

As of November 28, 2013 and August 29, 2013, we held debt securities of \$1,296 million and \$787 million, respectively, that were subject to interest rate risk. We estimate that a 0.5% increase in market interest rates would decrease the fair value of these instruments by approximately \$4 million as of November 28, 2013 and August 29, 2013.

#### Foreign Currency Exchange Rate Risk

The information in this section should be read in conjunction with the information related to changes in the exchange rates of foreign currency in "Item 1A. Risk Factors." Changes in foreign currency exchange rates could materially adversely affect our results of operations or financial condition.

The functional currency for all of our operations is the U.S. dollar. As a result of our foreign operations, we incur costs and carry certain assets and liabilities that are denominated in foreign currencies. The substantial majority of our revenues are transacted in the U.S. dollar; however, significant amounts of our operating expenditures and capital purchases are incurred in or exposed to other currencies, primarily the euro, the shekel, the Singapore dollar, the new Taiwan dollar, the yen and the yuan. We have established currency risk management programs for our operating expenditures and capital purchases to hedge against fluctuations in fair value and the volatility of future cash flows caused by changes in exchange rates. We utilize currency forward and option contracts in these hedging programs. Our hedging programs reduce, but do not always entirely eliminate, the impact of currency exchange rate movements. We do not use derivative instruments for trading or speculative purposes.

To hedge our exposure to changes in currency exchange rates from our monetary assets and liabilities, we utilize a rolling hedge strategy with currency forward contracts that generally mature within 35 days. Based on our foreign currency exposures from monetary assets and liabilities, offset by balance sheet hedges, we estimate that a 10% adverse change in exchange rates versus the U.S. dollar would result in losses of approximately U.S. \$9 million as of November 28, 2013 and U.S. \$19 million as of August 29, 2013. To hedge the exposure of changes in cash flows from changes in currency exchange rates for certain capital expenditures and forecasted operating cash flows, we utilize currency forward contracts that generally mature within 12 months and currency options that generally mature from 12 to 18 months.

As of November 28, 2013, under the terms and conditions of the Elpida Companies' respective plans of reorganization, we are obligated to pay 142 billion yen (or the equivalent of \$1,388 million based on exchange rates as of November 28, 2013) to the external creditors of the Elpida Companies (the "Elpida Creditor Installment Payments"). The payments are payable at the end of each calendar year beginning in 2014 through 2019. To mitigate the risk that increases in exchange rates have on the payments due in 2014 and 2015, we entered into forward contracts to purchase 20 billion yen on November 28, 2014 and 10 billion yen on November 27, 2015. In addition, the Elpida Companies' cash and equivalent balances in yen mitigate the foreign currency exchange risk associated with the yen remaining installment payments due in 2015 and after. (See "Item 1. – Financial Statements – Notes to Consolidated Financial Statements – Debt.") Changes in the exchange rate between the U.S. dollar and the yen could have a significant impact on our financial condition and results of operations.

## Equity Price Risk

On November 7, 2013, we gave notice to (1) terminate the conversion rights of the remaining 2027 Notes, not participating in the November 2013 exchange transactions, effective as of December 13, 2013 and (2) settle entirely in cash any conversions of the 2027 Notes that occur prior to the conversion right termination date. Based on our notice to settle entirely in cash any conversions of the remaining 2027 Notes, the settlement obligation constituted a derivative debt liability. Under the terms of the indenture of the 2027 Notes, the final cash settlement amount is determined based on the shares underlying the remaining 2027 Notes multiplied by the volume-weighted-average price of our common stock over a period of 20 consecutive trading days. As such, we were exposed to price fluctuations from our common stock through the December 13, 2013 settlement date. Through the end of our first quarter of 2014, we recognized a loss of \$22 million, included in other non-operating expense, on our derivative settlement obligations. Our second quarter of 2014 will include an additional loss of \$19 million in other non-operating expense related to the termination of conversion rights of the 2027 Notes. Our equity price risk associated with the settlement of the 2027 Notes ceased with the settlement on December 13, 2013.

On November 7, 2013, we gave notice of our intent to redeem the remaining 2031A Notes, not participating in the November 2013 exchange transactions, on December 7, 2013 (the "Redemption Notice"). From November 7, 2013 through the end of our first quarter of 2014, holders of \$112 million principal amount of 2031A Notes notified us of the exercise of their option to convert their 2031A Notes entirely. For each of these conversion notices, we elected to settle the conversions in cash. Based on our elections to settle amounts in cash, the settlement obligations became derivative instruments subject to mark-to-market accounting treatment. Under the terms of the indenture of the 2031A Notes, the final cash settlement amount is determined based on the underlying shares multiplied by the volume-weighted-average price of our common stock over a period of 20 consecutive trading days. As such, we are exposed to price fluctuations from our common stock through the 20th consecutive trading day measurement period. Through the end of our first quarter of 2014, we recognized a loss of \$15 million, included in other non-operating expense, on our derivative settlement obligations based on an increase in the settlement amounts. Subsequent to the end of our first quarter of 2014, holders of the remaining \$78 million principal amount of the 2031A Notes notified us of the exercise of their option to convert their 2031A Notes entirely. For each of these conversion notices, we elected to settle the conversions entirely in cash. Based on our elections to settle amounts in cash, the settlement obligations became derivative debt instruments. As a result, we estimate that our second quarter of 2014 will include an additional loss of \$49 million in other non-operating expense related to conversions effective in the first quarter in response to the Redemption Notice. Our equity price risk associated with the settlement of the 2031A Notes will cease in January 2014.

## ITEM 4. CONTROLS AND PROCEDURES

An evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, the principal executive officer and principal financial officer concluded that those disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms and that such information is accumulated and communicated to our management, including the principal executive officer and principal financial officer, to allow timely decision regarding disclosure.

During the quarterly period covered by this report, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

#### Reorganization Proceedings of the Elpida Companies

On July 31, 2013, we completed the acquisition of Elpida Memory, Inc. ("Elpida"), a Japanese corporation, pursuant to the terms and conditions of an Agreement on Support for Reorganization Companies (as amended, the "Sponsor Agreement") that we entered into on July 2, 2012, with the trustees of Elpida and one of its subsidiaries, Akita Elpida Memory, Inc., a Japanese corporation ("Akita" and, together with Elpida, the "Elpida Companies") pursuant to and in connection with the Elpida Companies' pending corporate reorganization proceedings under the Corporate Reorganization Act of Japan.

The Elpida Companies filed petitions for commencement of corporate reorganization proceedings with the Tokyo District Court (the "Japan Court") under the Corporate Reorganization Act of Japan on February 27, 2012, and the Japan Court issued an order to commence the reorganization proceedings (the "Japan Proceedings") on March 23, 2012. On July 2, 2012, we entered into the Sponsor Agreement with the legal trustees of the Elpida Companies and the Japan Court approved the Sponsor Agreement. Under the Sponsor Agreement, we agreed to provide certain support for the reorganization of the Elpida Companies, and the trustees agreed to prepare and seek approval from the Japan Court and the Elpida Companies' creditors of plans of reorganization consistent with such support.

The trustees initially submitted the proposed plans of reorganization for the Elpida Companies to the Japan Court on August 21, 2012, and submitted final proposed plans on October 29, 2012. On October 31, 2012, the Japan Court approved submission of the trustees' proposed plans of reorganization to creditors for approval. On February 26, 2013, the Elpida Companies' creditors approved the reorganization plans and on February 28, 2013, the Japan Court issued an order approving the plans of reorganization. Appeals filed by certain creditors of Elpida in Japan challenging the plan approval order issued by the Japan Court were denied.

In a related action, Elpida filed a Verified Petition for Recognition and Chapter 15 Relief in the United States Bankruptcy Court for the District of Delaware (the "U.S. Court") on March 19, 2012 and, on April 24, 2012, the U.S. Court entered an order that, among other things, recognized Elpida's corporate reorganization proceeding as a foreign main proceeding pursuant to 11 U.S.C. § 1517(b). On June 25, 2013, the U.S. Court issued a recognition order, which recognized the order of the Japan Court approving Elpida's plan of reorganization. On November 19, 2013, the U.S. Court closed the U.S. Chapter 15 proceeding.

The plans of reorganization provide for payments by the Elpida Companies to their secured and unsecured creditors in an aggregate amount of 200 billion yen, less certain expenses of the reorganization proceedings and certain other items. The plans of reorganization also provided for the investment by us pursuant to the Sponsor Agreement of 60 billion yen (\$615 million paid at closing) in cash into Elpida in exchange for 100% ownership of Elpida's equity and the use of such investment to fund the initial installment payment by the Elpida Companies to their creditors of 60 billion yen, subject to reduction for certain items specified in the Sponsor Agreement and plans of reorganization. In the first quarter of 2014, we made the first installment payment of \$534 million to the secured and unsecured creditors of Elpida. The plans of reorganization also provide for 142 billion yen (or the equivalent of approximately \$1,388 million as of November 28, 2013) of additional payments by the Elpida Companies to their creditors, to be paid in six annual installments beginning December 2014, with payments of 20 billion yen (or the equivalent of approximately \$196 million as of November 28, 2013) in each of the first four annual installment payments, and payments of 30 billion yen (or the equivalent of approximately \$294 million as of November 28, 2013) in each of the final two annual

installment payments.

Under the Sponsor Agreement, we agreed that we would, subject to certain conditions, implement and maintain a cost plus model with the Elpida Companies in support of the execution of their plans of reorganization. In connection with these commitments, we entered into a series of cost-plus agreements with Elpida and Akita, including supply agreements, research and development services agreements and general services agreements (the "Cost Plus Agreements"). The Cost Plus Agreements are intended to generate more stable operating cash flows to meet the requirements of the Elpida Companies' businesses, including the funding of the installment payments to the Elpida Companies' creditors. We anticipate that, once fully in effect, payments we make under the Cost Plus Agreements will generally cover all of Elpida and Akita's costs.

Under Elpida's plan of reorganization, secured creditors will recover 100% of the amount of their fixed claims and unsecured creditors will recover at least 17.4% of the amount of their fixed claims. The actual recovery of unsecured creditors will be higher, however, based, in part, on events and circumstances occurring following the plan approval. The remaining portion of the unsecured claims will be discharged, without payment, over the period that payments are made pursuant to the plans of reorganization. The secured creditors will be paid in full on or before the sixth installment payment date, while the unsecured creditors will be paid in seven installments. Akita's plan of reorganization provides that secured creditors will recover 100% of the amount of their claims, whereas unsecured creditors will recover 19% of the amount of their claims. The secured creditors of Akita will be paid in full on the first installment payment date, while the unsecured creditors will be paid in seven installments.

Certain contingency matters related to the Elpida Companies, which are primarily comprised of outstanding litigation claims, were not treated as fixed claims under the plans of reorganization at the time the plans were filed with the Japan Court. A portion of each installment amount payable to the creditors of the Elpida Companies will be reserved for use in the event that any of these matters become fixed claims, in which case these fixed claims will be paid under the plans of reorganization in the same manner as the fixed claims of other creditors. To the extent the aggregate amounts reserved from the installment payments exceed the aggregate amounts payable with respect to these unfixed claims once they become fixed, the excess amounts reserved will be distributed to unsecured creditors with respect to their fixed claims, resulting in an increased recovery for the unsecured creditors out of the installment payments. To the extent the aggregate amounts reserved are less than the aggregate amounts payable with respect to these unfixed claims once they become fixed, the Elpida Companies would be responsible to fund any shortfall to ensure that the creditors receive the minimum recovery to which they are entitled under the plans of reorganization with respect to these claims. As a result, there is a possibility that the total amount payable by the Elpida Companies to their creditors under the plans of reorganization will exceed 200 billion yen. In addition, certain of these unfixed claims may be resolved pursuant to settlement arrangements or other post-petition agreements and a substantial portion of the amounts payable under such agreements may have to be funded by the Elpida Companies outside of the plans of reorganization.

Because the plans of reorganization of the Elpida Companies provide for ongoing payments to creditors following the closing of the Elpida acquisition, the Japan Proceedings are continuing, and the Elpida Companies remain subject to the oversight of the Japan Court and of the trustees (including a trustee designated by us, who we refer to as the business trustee, and a trustee designated by the Japan Court, who we refer to as the legal trustee), pending completion of the reorganization proceedings. The business trustee will make decisions in relation to the operation of the businesses of the Elpida Companies, other than decisions in relation to acts that need to be carried out in connection with the Japan Proceedings, which will be the responsibility of the legal trustee. The Japan Proceedings and oversight of the Japan Court will continue until the final creditor payment is made under the Elpida Companies' plans of reorganization, which is scheduled to occur in December 2019, but may occur on a later date to the extent any claims of creditors remain unfixed on the final scheduled installment payment date. The Elpida Companies may petition the Japan Court for an early termination of the Japan Proceedings once two-thirds of all payments under the plans of reorganization are made. Although such early terminations are customarily granted, there can be no assurance that the Japan Court will grant any such petition in these particular cases.

During the pendency of the Japan Proceedings, the Elpida Companies are obligated to provide periodic financial reports to the Japan Court and may be required to obtain the consent of the Japan Court prior to taking a number of significant actions relating to their businesses, including transferring or disposing of, or acquiring, certain material assets, incurring or guaranteeing material indebtedness, settling material disputes, or entering into certain material agreements. The consent of the legal trustee may also be required for matters that would likely have a material impact on the operations or assets of the Elpida Companies and their subsidiaries or for transfers of material assets, to the extent the matters or transfers would reasonably be expected to materially and adversely affect execution of the plans of reorganization of the Elpida Companies. Accordingly, during the pendency of the Japan Proceedings, our ability to

effectively integrate the Elpida Companies as part of our global operations or to cause the Elpida Companies to take certain actions that we deem advisable for their businesses could be adversely affected if the Japan Court or the legal trustee is unwilling to consent to various actions that we may wish to take with respect to the Elpida Companies.



## Rambus

On May 5, 2004, Rambus, Inc. ("Rambus") filed a complaint in the Superior Court of the State of California (San Francisco County) against us and other DRAM suppliers which alleged that the defendants harmed Rambus by engaging in concerted and unlawful efforts affecting Rambus DRAM by eliminating competition and stifling innovation in the market for computer memory technology and computer memory chips. Rambus' complaint alleged various causes of action under California state law including, among other things, a conspiracy to restrict output and fix prices, a conspiracy to monopolize, intentional interference with prospective economic advantage, and unfair competition. Rambus sought a judgment for damages of approximately \$3.9 billion, joint and several liability, trebling of damages awarded, punitive damages, a permanent injunction enjoining the defendants from the conduct alleged in the complaint, interest, and attorneys' fees and costs. Trial began on June 20, 2011, and the case went to the jury on September 21, 2011. On November 16, 2011, the jury found for us on all claims. On April 2, 2012, Rambus filed a notice of appeal to the California 1st District Court of Appeal.

We were engaged in litigation with Rambus relating to certain of Rambus' patents and certain of our claims and defenses. Our lawsuits with Rambus related to patent matters were pending in the U.S. District Court for the District of Delaware, U.S. District Court for the Northern District of California, Germany, France, and Italy.

In December 2013, subsequent to the end of our first fiscal quarter of 2014, we settled all pending litigation between us and Rambus, including all antitrust and patent matters. We also entered into a 7-year term patent cross-license agreement with Rambus that allows us to avoid costs of patent related litigation during the term. We agreed to pay Rambus up to \$10 million per quarter over 7 years, for a total of \$280 million. The primary benefits we received from these arrangements were (1) the settlement and termination of all existing litigation, (2) the avoidance of future litigation expenses and (3) the avoidance of future management and customer disruptions. As a result, other operating expense for the quarter ended November 28, 2013 included a \$233 million charge to accrue a liability, which reflects the discounted value of amounts due under this arrangement.

## Patent Matters

On September 1, 2011, HSM Portfolio LLC and Technology Properties Limited LLC filed a patent infringement action in the U.S. District Court for the District of Delaware against us and seventeen other defendants, including Elpida Memory, Inc. and Elpida Memory (USA) Inc. (collectively "Elpida"). On August 22, 2013, the plaintiffs filed a third amended complaint. The third amended complaint alleges that certain of our DRAM and image sensor products infringe four U.S. patents and that certain Elpida DRAM products infringe two U.S. patents and seeks damages, attorneys' fees, and costs. On March 23, 2012, Elpida filed a Notice of Filing and Hearing on Petition Under Chapter 15 of the U.S. Bankruptcy Code and Issuance of Provisional Relief that included an order of the U.S. Bankruptcy Court for the District of Delaware staying judicial proceedings against Elpida. Accordingly, the plaintiffs' case against Elpida is stayed.

On December 5, 2011, the Board of Trustees for the University of Illinois filed a patent infringement action against us in the U.S. District Court for the Central District of Illinois. The complaint alleges that unspecified semiconductor products of ours infringe three U.S. patents and seeks injunctive relief, damages, attorneys' fees, and costs. We have filed three petitions for inter-partes review by the Patent and Trademark Office, challenging the validity of each of the patents in suit. The Patent Trial and Appeal Board held a hearing in connection with the three petitions on December 9, 2013. A final decision is expected by the end of March 2014. The District Court has stayed the litigation pending the outcome of the inter-partes review by the Patent Office.

On April 27, 2012, Semcon Tech, LLC filed a patent infringement action against us in the U.S. District Court for the District of Delaware. The complaint alleges that our use of various chemical mechanical planarization systems

purchased from Applied Materials and others infringes a single U.S. patent and seeks injunctive relief, damages, attorneys' fees, and costs. On September 24, 2013, the Court entered an order staying our case pending the resolution of co-pending cases brought by Semcon Tech, LLC against Applied Materials and Ebara Technologies, Inc.

On December 7, 2007, Tessera, Inc. filed a patent infringement against Elpida Memory, Inc., Elpida Memory (USA) Inc. (collectively "Elpida"), and numerous other defendants, in the United States District Court for the Eastern District of Texas. The complaint alleges that certain Elpida products infringe four U.S. patents and seeks injunctive relief, damages, attorneys' fees, and costs. Prior to answering the complaint, Elpida and other defendants filed motions to stay the case pending final resolution of a case before the International Trade Commission ("ITC") against Elpida and other respondents, alleging infringement of the same patents asserted in the Eastern District of Texas case (In The Matter of Certain Semiconductor Chips with Minimized Chip Package Size and Products Containing Same (III), ITC No. 337-TA-630 (the "ITC Action")). On February 25, 2008, the Eastern District of Texas Court granted the defendants' motion to stay the action. On December 29, 2009, the ITC issued a Notice of Final Determination in the ITC Action finding no violation by Elpida. Tessera subsequently appealed the matter to the U.S. Court of Appeals for the Federal Circuit. On May 23, 2011, the Federal Circuit affirmed the ITC's Final Determination. The Eastern District of Texas case currently remains stayed.

Among other things, the above lawsuits pertain to certain of our DDR, DDR2, DDR3, SDR SDRAM, PSRAM, RDRAM, LPDDR, NAND Flash, image sensor products and certain other memory products we manufacture, which account for a significant portion of our net sales.

We are unable to predict the outcome of these suits, except as noted in the above discussion of the Rambus matters. A court determination that our products or manufacturing processes infringe the product or process intellectual property rights of others could result in significant liability and/or require us to make material changes to our products and/or manufacturing processes. Any of the foregoing results could have a material adverse effect on our business, results of operations or financial condition.

#### Antitrust Matters

A number of purported class action price-fixing lawsuits have been filed against us and other DRAM suppliers. Four cases have been filed in the U.S. District Court for the Northern District of California asserting claims on behalf of a purported class of individuals and entities that indirectly purchased DRAM and/or products containing DRAM from various DRAM suppliers during the time period from April 1, 1999 through at least June 30, 2002. The complaints allege a conspiracy to increase DRAM prices in violation of federal and state antitrust laws and state unfair competition law, and/or unjust enrichment relating to the sale and pricing of DRAM products. The complaints seek joint and several damages, trebled, monetary damages, restitution, costs, interest and attorneys' fees. In addition, at least sixty-four cases have been filed in various state courts asserting claims on behalf of a purported class of indirect purchasers of DRAM. In July 2006, the Attorneys General for approximately forty U.S. states and territories filed suit in the U.S. District Court for the Northern District of California. The complaints allege, among other things, violations of the Sherman Act, Cartwright Act, and certain other states' consumer protection and antitrust laws and seek joint and several damages, trebled, as well as injunctive and other relief. On October 3, 2008, the California Attorney General filed a similar lawsuit in California Superior Court, purportedly on behalf of local California government entities, alleging, among other things, violations of the Cartwright Act and state unfair competition law. On June 23, 2010, we executed a settlement agreement resolving these purported class-action indirect purchaser cases and the pending cases of the Attorneys General relating to alleged DRAM price-fixing in the United States. Subject to certain conditions, including final court approval of the class settlements, we agreed to pay approximately \$67 million in aggregate in three equal installments over a two-year period. We paid the full amount into an escrow account by the end of the first quarter of 2013 in accordance with the settlement agreement.

On June 21, 2010, the Brazil Secretariat of Economic Law of the Ministry of Justice ("SDE") announced that it had initiated an investigation relating to alleged anticompetitive activities within the DRAM industry. The SDE's Notice of Investigation names various DRAM manufacturers and certain executives, including us, and focuses on the period from July 1998 to June 2002.

We are unable to predict the outcome of these matters, except as noted in the above discussion of the U.S. indirect purchaser cases. The final resolution of these alleged violations of antitrust laws could result in significant liability and could have a material adverse effect on our business, results of operations or financial condition.

#### Securities Matters

On July 12, 2013, seven former shareholders of Elpida Memory, Inc. filed a complaint against Messrs. Sakamoto, Adachi, Gomi, Shirai, Tsay-Jiu, Wataki, Kinoshita, and Takahasi in their capacity as members of the board of directors of Elpida as of February 2013. The complaint alleges that the defendants engaged in various acts and misrepresentations to hide the financial condition of Elpida and deceive shareholders prior to Elpida filing a petition for corporate reorganization on February 27, 2013. The plaintiffs seek joint and several damages equal to the market value of shares owned by each of the plaintiffs on February 23, 2013, along with attorneys' fees and interest. At a hearing on September 25, 2013, the plaintiffs withdrew the complaint against Mr. Tsay-Jiu.

We are unable to predict the outcome of this matter and therefore cannot estimate the range of possible loss. The final resolution of this matter could result in significant liability and could have a material adverse effect on our business, results of operations or financial condition.

#### Commercial Matters

On January 20, 2011, Dr. Michael Jaffé, administrator for Qimonda AG ("Qimonda") insolvency proceedings, filed suit against us and Micron Semiconductor B.V., our Netherlands subsidiary, in the District Court of Munich, Civil Chamber. The complaint seeks to void under Section 133 of the German Insolvency Act a share purchase agreement between us and Qimonda signed in fall 2008 pursuant to which we purchased all of Qimonda's shares of Inotera Memories, Inc. and seeks an order requiring us to retransfer the Inotera shares purchased from Qimonda to the Qimonda estate. The complaint also seeks to terminate under Sections 103 or 133 of the German Insolvency Code a patent cross-license between us and Qimonda entered into at the same time as the share purchase agreement. A three-judge panel will render a decision after a series of hearings with pleadings, arguments and witnesses. The most recent hearing was held on November 12, 2013 and an additional hearing is scheduled in January 2014. We are unable to predict the outcome of this lawsuit and therefore cannot estimate the range of possible loss. The final resolution of this lawsuit could result in the loss of the Inotera shares or equivalent monetary damages and the termination of the patent cross-license, which could have a material adverse effect on our business, results of operation or financial condition. As of November 28, 2013, the Inotera shares purchased from Qimonda had a carrying value of \$241 million and a market value of \$814 million.

(See "Item 1A. Risk Factors.")

#### ITEM 1A. RISK FACTORS

In addition to the factors discussed elsewhere in this Form 10-Q, the following are important factors which could cause actual results or events to differ materially from those contained in any forward-looking statements made by or on behalf of us.

We have experienced dramatic declines in average selling prices for our semiconductor memory products which have adversely affected our business.

If average selling prices for our memory products decrease faster than we can decrease per gigabit costs, our business, results of operations or financial condition could be materially adversely affected. We have experienced significant decreases in our average selling prices per gigabit in recent years as noted in the table below and may continue to experience such decreases in the future. In some prior periods, average selling prices for our memory products have been below our manufacturing costs and we may experience such circumstances in the future.

	DRAM	Trade NAND Flash*
	(percentage change in average selling prices)	
2013 from 2012	(11)%	(18)%
2012 from 2011	(45)%	(55)%
2011 from 2010	(39)%	(12)%
2010 from 2009	28%	26%
2009 from 2008	(52)%	(52)%

\* Trade NAND Flash excludes sales to Intel from IMFT.

We may be unable to reduce our per gigabit manufacturing costs at the rate average selling prices decline.

Our gross margins are dependent upon continuing decreases in per gigabit manufacturing costs achieved through improvements in our manufacturing processes, including reducing the die size of our existing products. In future periods, we may be unable to reduce our per gigabit manufacturing costs at sufficient levels to improve or maintain gross margins. Factors that may limit our ability to reduce costs include, but are not limited to, strategic product diversification decisions affecting product mix, the increasing complexity of manufacturing processes, difficulty in transitioning to smaller line-width process technologies, technological barriers and changes in process technologies or products that may require relatively larger die sizes. Per gigabit manufacturing costs may also be affected by the relatively smaller production quantities and shorter product lifecycles of certain specialty memory products.

The semiconductor memory industry is highly competitive.

We face intense competition in the semiconductor memory market from a number of companies, including Samsung Electronics Co., Ltd.; SanDisk Corporation; SK Hynix Inc.; Spansion Inc. and Toshiba Corporation. Some of our competitors are large corporations or conglomerates that may have greater resources to withstand downturns in the semiconductor markets in which we compete, invest in technology and capitalize on growth opportunities. Our competitors seek to increase silicon capacity, improve yields, reduce die size and minimize mask levels in their product designs. Transitions to smaller line-width process technologies and product and process improvements have resulted in significant increases in the worldwide supply of semiconductor memory. Increases in worldwide supply of semiconductor memory also result from semiconductor memory fab capacity expansions, either by way of new facilities, increased capacity utilization or reallocation of other semiconductor production to semiconductor memory production. Our competitors may increase capital expenditures resulting in future increases in worldwide supply. Increases in worldwide supply of semiconductor memory, if not accompanied with commensurate increases in demand, would lead to further declines in average selling prices for our products and would materially adversely affect our business, results of operations or financial condition.

Our acquisitions of Elpida and Rexchip involve numerous risks.

On July 31, 2013, we completed the acquisition of Elpida, pursuant to the terms and conditions of the Sponsor Agreement that we entered into on July 2, 2012, with the trustees of Elpida Memory, Inc. ("Elpida") and Akita Elpida Memory, Inc. ("Akita" and, together with Elpida, the "Elpida Companies") pursuant to and in connection with the Elpida Companies' pending corporate reorganization proceedings under the Corporate Reorganization Act of Japan. We paid \$615 million for the acquisition of 100% of Elpida's equity. On July 31, 2013, we also acquired a 24% ownership interest in Rexchip (now known as Micron Memory Taiwan Co., Ltd. ("MMT")) pursuant to a share purchase agreement. We paid \$334 million in cash for the shares. Elpida and its subsidiaries (the "Elpida Group") own approximately 65% of MMT's outstanding common stock. Therefore, as a result of the consummation of our acquisition of Elpida and the Rexchip shares, we own approximately 89% of MMT's common stock.

In addition to the acquisition risks described elsewhere, these acquisitions are expected to involve the following significant risks:

- we may be unable to maintain customers, successfully execute our integration strategies, or achieve planned synergies;
- we may be unable to accurately forecast the anticipated financial results of the combined business;
- our consolidated financial condition may be adversely impacted by the increased leverage resulting from the transactions;
-

increased exposure to the DRAM market, which experienced significant declines in pricing during the first quarter of 2013 as well as 2012 and 2011;

• deterioration of Elpida's and MMT's operations and customer base following closing;

• increased exposure to operating costs denominated in yen and New Taiwan dollar;

• integration issues with Elpida's and MMT's primary manufacturing operations in Japan and Taiwan;

• integration issues of our product and process technology with Elpida and MMT;

• integration of business systems and processes; and

• an overlap in customers.

Our acquisitions of Elpida and Rexchip are inherently risky, may not be successful and may materially adversely affect our business, results of operations or financial condition.



The operations of the Elpida Companies will be subject to continued oversight by the Japan Court during the pendency of the corporate reorganization proceedings.

Because the plans of reorganization of the Elpida Companies provide for ongoing payments to creditors following the closing of our acquisition of Elpida, the Japan Proceedings are continuing, and the Elpida Companies remain subject to the oversight of the Japan Court and of the trustees (including a trustee designated by us, who we refer to as the business trustee, and a trustee designated by the Japan Court, who we refer to as the legal trustee), pending completion of the Japan Proceedings. The Japan Proceedings and oversight of the Japan Court are expected to continue until the final creditor payment is made under the Elpida Companies' plans of reorganization, which is scheduled to occur in December 2019, but may occur on a later date to the extent any claims of creditors remain unfixed on the final scheduled installment payment date. Although we may be able to petition the court to terminate the Japan Proceedings once two-thirds of all payments under the plans of reorganization are made, there can be no assurance that the Japan Court will grant any such petition.

During the pendency of the Japan Proceedings, the Elpida Companies are obligated to provide periodic financial reports to the Japan Court and may be required to obtain the consent of the Japan Court prior to taking a number of significant actions relating to their businesses, including transferring or disposing of, or acquiring, certain material assets, incurring or guaranteeing material indebtedness, settling disputes or entering into certain material agreements. The consent of the legal trustee may also be required for matters that would likely have a material impact on the operations or assets of the Elpida Companies and their subsidiaries or for transfers of material assets, to the extent the matters or transfers would reasonably be expected to materially and adversely affect execution of the plans of reorganization of the Elpida Companies. Accordingly, during the pendency of the Japan Proceedings, our ability to effectively integrate the Elpida Companies as part of our global operations or to cause the Elpida Companies to take certain actions that we deem advisable for their businesses could be adversely affected if the Japan Court or the legal trustee is unwilling to consent to various actions that we may wish to take with respect to the Elpida Companies.

Our acquisitions of Elpida and Rexchip may increase our risk of significant deficiencies or material weaknesses in our internal controls over financial reporting.

Elpida and MMT (formerly Rexchip) have not performed an assessment of the effectiveness of the design and operation of their internal control over financial reporting. In addition, Elpida and MMT have not historically prepared their financial statements under U.S. generally accepted accounting standards. Elpida and MMT were not required to be included in our assessment of internal controls for 2013 but will be included in our assessment for 2014, which may increase our risk for material weaknesses in our internal control over financial reporting.

Debt obligations could adversely affect our financial condition.

We are engaged in a capital intensive business subject to significant changes in supply and demand and product pricing and recent periods of consolidation, any of which could result in our incurrence or assumption of indebtedness. In recent periods, our debt levels have increased. As of November 28, 2013, we had \$4.7 billion of debt, including \$485 million principal amount of convertible senior notes due in 2014. In the second quarter of 2014, our 2031A Notes and 2027 Notes will be settled in cash for an estimated amount of approximately \$618 million. As of November 28, 2013, we had two credit facilities available that provides for up to \$408 million of additional financing, subject to outstanding balances of trade receivables and other conditions. Events and circumstances may occur which would cause us to not be able to satisfy the applicable drawdown conditions and utilize either of these facilities. We have in the past and expect in the future to continue to incur additional debt to finance our capital investments, including debt incurred in connection with asset-backed financing.

As of November 28, 2013, under the terms and conditions of the Elpida Companies' respective plans of reorganization, we are obligated to pay their secured and unsecured creditors 142 billion yen (or the equivalent of \$1,388 million based on exchange rates as of November 28, 2013). If the resolution of certain unfixed claims under the plans of reorganization, primarily comprised of outstanding litigation claims, would result in payments in respect of those claims in excess of amounts reserved under the plans of reorganization to satisfy such claims, there is a possibility that we could be required to pay more than 200 billion yen to the pre-petition creditors of the Elpida Companies under the plans of reorganization. In addition, if unfixed claims of the Elpida Companies are resolved pursuant to settlement arrangements or other post-petition agreements, a substantial portion of the amounts payable with respect to the claims may have to be funded by the Elpida Companies outside of the installment payments provided for by the plans of reorganization.

Our debt obligations could adversely impact us. For example, these obligations could:

require us to use a large portion of our cash flow to pay principal and interest on debt, which will reduce the amount of cash flow available to fund working capital, capital expenditures, acquisitions, research and development expenditures and other business activities;

- limit our future ability to raise funds for capital expenditures, strategic acquisitions or business opportunities, research and development and other general corporate requirements;
- contribute to a future downgrade of our credit rating, which could increase future borrowing costs; and
- increase our vulnerability to adverse economic and semiconductor memory industry conditions.

Our ability to meet our payment obligations under our debt instruments depends on our ability to generate significant cash flow in the future. This, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors as well as other factors that are beyond our control. There can be no assurance that our business will generate cash flow from operations, or that additional capital will be available to us, in an amount sufficient to enable us to meet our debt payment obligations and to fund other liquidity needs. If we are unable to generate sufficient cash flow to service our debt obligations, we may need to refinance or restructure our debt, sell assets, reduce or delay capital investments, or seek to raise additional capital. If we were unable to implement one or more of these alternatives, we may be unable to meet our debt payment obligations, which could have a material adverse effect on our business and results of operations.

We may be unable to generate sufficient cash flows or obtain access to external financing necessary to fund our operations, make scheduled debt payments and make adequate capital investments.

Our cash flows from operations depend primarily on the volume of semiconductor memory sold, average selling prices and per unit manufacturing costs. To develop new product and process technologies, support future growth, achieve operating efficiencies and maintain product quality, we must make significant capital investments in manufacturing technology, capital equipment, facilities, R&D and product and process technology. We estimate that capital spending for 2014 will be approximately \$2.6 billion to \$3.2 billion. In addition, as a result of the Elpida acquisition, we believe that our future capital spending will be higher than our historical levels as we integrate our manufacturing operations and support the increase of capacity resulting from the Elpida transaction. As of November 28, 2013, we had cash and equivalents of \$3,654 million, short-term investments of \$216 million and long-term marketable investments of \$538 million. Cash and investments included \$1,402 million held by Elpida and its consolidated subsidiaries and \$105 million held by IM Flash Technologies, LLC ("IMFT"), none of which is generally available to finance our other operations.

As a result of the Japan Proceedings, for so long as such proceedings are continuing, the Elpida Companies and their subsidiaries are subject to certain restrictions on dividends, loans and advances. The plans of reorganization of the Elpida Companies prohibit the Elpida Companies from paying dividends, including any cash dividends, to us and require that excess earnings be used in their businesses or to fund the Elpida Companies' installment payments. These prohibitions would also effectively prevent the subsidiaries of the Elpida Companies from paying cash dividends to us in respect of the shares of such subsidiaries owned by the Elpida Companies, as any such dividends would have to be first paid to the Elpida Companies which are prohibited from repaying those amounts to us as dividends under the plans of reorganization. In addition, pursuant to an order of the Japan Court, the Elpida Companies cannot make loans or advances, other than certain ordinary course advances, to us without the consent of the Japan Court. Moreover, loans or advances by subsidiaries of the Elpida Companies may be considered outside of the ordinary course of business and subject to approval of the legal trustees and Japan Court. As a result, the assets of the Elpida Companies and their subsidiaries, while available to satisfy the Elpida Companies' installment payments and the other obligations, capital expenditures and other operating needs of the Elpida Companies and their subsidiaries, are not available for use by us in our other operations. Moreover, certain uses of the assets of the Elpida Companies, including investments

in certain capital expenditures and in MMT, may require consent of Elpida's trustees and/or the Japan Court.

In the past we have utilized external sources of financing when needed. As a result of our current debt levels, expected debt amortization and general economic conditions, it may be difficult for us to obtain financing on terms acceptable to us. There can be no assurance that we will be able to generate sufficient cash flows, use cash held by Elpida to fund its capital expenditures, access capital markets or find other sources of financing to fund our operations, make debt amortization payments and make adequate capital investments to remain competitive in terms of technology development and cost efficiency. Our inability to do the foregoing could have a material adverse effect on our business and results of operations.

Our Inotera Supply Agreement involves numerous risks.

In the second quarter of 2013, we entered into a new supply agreement with Inotera (the "Inotera Supply Agreement") under which we are obligated to purchase substantially all of Inotera's output at a purchase price based on a discount from market prices for our comparable components. Our Inotera Supply Agreement involves numerous risks including the following:

- higher costs for supply obtained under the market-based provisions of the Inotera Supply Agreement;
- difficulties and delays in ramping production at Inotera and delays in the future; and
- difficulties in transferring technology to Inotera.

Inotera's financial situation may adversely impact the value of our interest and our supply agreement.

As of September 30, 2013, Inotera's current liabilities exceeded its current assets by \$766 million, which exposes Inotera to liquidity risk. As of June 30, 2013, Inotera was not in compliance with certain of its loan covenants, and had not been in compliance for the past several years, which may result in its lenders requiring repayment of such loans during the next year. Inotera received a waiver from complying with the June 30, 2013 financial covenants. Inotera's management has implemented plans to improve its liquidity and for the nine-month period ended September 30, 2013, Inotera generated net income of \$333 million; however, there can be no assurance that Inotera will be successful in sufficiently improving its liquidity and complying with their loan covenants, which may result in its lenders requiring repayment of such loans during the next year. If Inotera is unable to continue to improve its liquidity, we may have to impair our investment in Inotera.

In the second quarter of 2013, we entered into agreements with Nanya Technology Corporation ("Nanya") to amend the joint venture relationship involving Inotera. Under the Inotera Supply Agreement we purchase substantially all of Inotera's output at a purchase price based on a discount from actual market prices for comparable components. For the first quarter of 2014, we purchased \$587 million of DRAM products from Inotera and our supply from Inotera accounted for 34% of our aggregate DRAM gigabit production. If our supply of DRAM from Inotera is impacted, our business, results of operations or financial condition could be materially adversely affected.

Changes in foreign currency exchange rates could materially adversely affect our business, results of operations or financial condition.

Across our multi-national operations, there are transactions and balances denominated in currencies other than the U.S. dollar (our reporting currency), primarily the euro, Singapore dollar, new Taiwan dollar and yen. We recorded net losses from changes in currency exchange rates of \$229 million for 2013 and \$6 million for 2012. Based on our foreign currency exposures from monetary assets and liabilities, offset by balance sheet hedges, we estimate that a 10% adverse change in exchange rates versus the U.S. dollar would result in losses of approximately \$9 million as of November 28, 2013. In the event that the exchange rates for U.S. dollar adversely change against our foreign currency exposures in the euro, Singapore dollar, new Taiwan dollar or yen, our results of operations or financial condition may be adversely affected.

As of November 28, 2013, we have obligations to make payments to the secured and unsecured creditors of Elpida in an aggregate amount of 142 billion yen (or the equivalent of \$1,388 million based on exchange rates as of November 28, 2013). The U.S. dollar amount of this payment obligation could increase if the yen strengthens against the U.S. dollar. As of November 28, 2013, to hedge certain yen-denominated payments resulting from our acquisition of Elpida, we had an outstanding forward contract to purchase 20 billion yen on November 28, 2014 at a yen per U.S. dollar exchange rate of 98.53 and a forward contract to purchase 10 billion yen on November 27, 2015 at a yen per U.S. dollar exchange rate of 97.25. A significant portion of Elpida's and MMT's operating costs are paid in Yen and

New Taiwan dollars so our operating results could also be adversely impacted if the exchange rates for those currencies to USD change adversely.

We may incur additional material restructure or other charges in future periods.

In response to severe downturns in the semiconductor memory industry and global economic conditions, we implemented restructure activities and may implement restructure initiatives in future periods. We may restructure or dispose of assets as we continue to optimize our manufacturing operations. As a result, we could incur restructure charges (including but not limited to severance and other termination benefits, losses on disposition or impairment of equipment or other long-lived assets and inventory write downs), lose production output, lose key personnel and experience disruptions in our operations and difficulties in the timely delivery of products. In connection with these actions, we recorded charges of \$126 million in 2013 and may incur restructure charges or other losses associated with other initiatives in future periods.

We may make future acquisitions and/or alliances, which involve numerous risks.

Acquisitions and the formation or operation of alliances, such as joint ventures and other partnering arrangements, involve numerous risks including the following:

- integrating the operations, technologies and products of acquired or newly formed entities into our operations;
- increasing capital expenditures to upgrade and maintain facilities;
- increased debt levels;
- the assumption of unknown or underestimated liabilities;
- the use of cash to finance a transaction, which may reduce the availability of cash to fund working capital, capital expenditures, research and development expenditures and other business activities;
- diverting management's attention from normal daily operations;
- managing larger or more complex operations and facilities and employees in separate and diverse geographic areas;
- hiring and retaining key employees;
- requirements imposed by governmental authorities in connection with the regulatory review of a transaction, which may include, among other things, divestitures or restrictions on the conduct of our business or the acquired business;
- inability to realize synergies or other expected benefits;
- failure to maintain customer, vendor and other relationships;
- inadequacy or ineffectiveness of an acquired company's internal financial controls, disclosure controls and procedures, and/or environmental, health and safety, anti-corruption, human resource, or other policies or practices; and
- impairment of acquired intangible assets and goodwill as a result of changing business conditions, technological advancements or worse-than-expected performance of the acquired business.

In recent years, supply of memory products has significantly exceeded customer demand resulting in significant declines in average selling prices for DRAM, NAND Flash and NOR Flash products. Resulting operating losses have led to the deterioration in the financial condition of a number of industry participants, including the liquidation of Qimonda AG and the 2012 bankruptcy filing by Elpida Memory, Inc. These types of proceedings often lead to confidential court-directed processes involving the sale of related businesses or assets. We believe the global memory industry is experiencing a period of consolidation as a result of these market conditions and other factors, and we may engage in discussions regarding potential acquisitions and similar opportunities arising out of these industry conditions. To the extent we are successful in completing any such transactions, we could be subject to some or all of the risks described above, including the risks pertaining to funding, assumption of liabilities, integration challenges and increases in debt that may accompany such transactions. Acquisitions of, or alliances with, high-technology companies are inherently risky and may not be successful and may materially adversely affect our business, results of operations or financial condition.

Our future success depends on our ability to develop and produce competitive new memory technologies.

Our key semiconductor memory technologies of DRAM, NAND Flash and NOR Flash face technological barriers to continue to meet long-term customer needs. These barriers include potential limitations on the ability to shrink products in order to reduce costs, meet higher density requirements and improve power consumption and reliability. To meet these requirements, we expect that new memory technologies will be developed by the semiconductor memory industry. Our competitors are working to develop new memory technologies that may offer performance and/or cost advantages to our existing memory technologies and render existing technologies obsolete. Accordingly, our future success may depend on our ability to develop and produce viable and competitive new memory technologies. There can be no assurance of the following:

- that we will be successful in developing competitive new semiconductor memory technologies;

that we will be able to cost-effectively manufacture new products;  
that we will be able to successfully market these technologies; and  
that margins generated from sales of these products will allow us to recover costs of development efforts.

If our efforts to develop new semiconductor memory technologies are unsuccessful, our business, results of operations or financial condition may be adversely affected.



The acquisition of our ownership interest in Inotera from Qimonda has been legally challenged by the administrator of the insolvency proceedings for Qimonda.

On January 20, 2011, Dr. Michael Jaffé, administrator for Qimonda AG ("Qimonda") insolvency proceedings, filed suit against us and Micron Semiconductor B.V., our Netherlands subsidiary, in the District Court of Munich, Civil Chamber. The complaint seeks to void under Section 133 of the German Insolvency Act a share purchase agreement between us and Qimonda signed in fall 2008 pursuant to which we purchased all of Qimonda's shares of Inotera Memories, Inc. and seeks an order requiring us to retransfer the Inotera shares purchased from Qimonda to the Qimonda estate. The complaint also seeks to terminate under Sections 103 or 133 of the German Insolvency Code a patent cross-license between us and Qimonda entered into at the same time as the share purchase agreement. A three-judge panel will render a decision after a series of hearings with pleadings, arguments and witnesses. The most recent hearing was held on November 12, 2013 and an additional hearing is scheduled in January 2014. We are unable to predict the outcome of this lawsuit and therefore cannot estimate the range of possible loss. The final resolution of this lawsuit could result in the loss of the Inotera shares or equivalent monetary damages and the termination of the patent cross-license, which could have a material adverse effect on our business, results of operation or financial condition. As of November 28, 2013, the Inotera shares purchased from Qimonda had a carrying value of \$241 million and a market value of \$814 million.

Our joint ventures and strategic relationships involve numerous risks.

We have entered into strategic relationships to manufacture products and develop new manufacturing process technologies and products. These relationships include our IMFT NAND Flash joint venture with Intel Corporation ("Intel"), our Inotera DRAM joint venture with Nanya and our MP Mask joint venture with Photronics. These joint ventures and strategic relationships are subject to various risks that could adversely affect the value of our investments and our results of operations. These risks include the following:

- our interests could diverge from our partners or we may not be able to agree with partners on ongoing manufacturing and operational activities, or on the amount, timing or nature of further investments in our joint venture;
- we may experience difficulties in transferring technology to joint ventures;
- we may experience difficulties and delays in ramping production at joint ventures;
- our control over the operations of our joint ventures is limited;
- we may recognize losses from our equity investment in Inotera in future results of operations;
- due to financial constraints, our joint venture partners may be unable to meet their commitments to us or our joint ventures and may pose credit risks for our transactions with them;
- due to differing business models or long-term business goals, our partners may decide not to join us in funding capital investment by our joint ventures, which may result in higher levels of cash expenditures by us;
- cash flows may be inadequate to fund increased capital requirements;
- we may experience difficulties or delays in collecting amounts due to us from our joint ventures and partners;
- the terms of our partnering arrangements may turn out to be unfavorable;
- and
- changes in tax, legal or regulatory requirements may necessitate changes in the agreements with our partners.

If our joint ventures and strategic relationships are unsuccessful, our business, results of operations or financial condition may be adversely affected.

An adverse determination that our products or manufacturing processes infringe the intellectual property rights of others could materially adversely affect our business, results of operations or financial condition.

As is typical in the semiconductor and other high technology industries, from time to time others have asserted, and may in the future assert, that our products or manufacturing processes infringe their intellectual property rights. We are unable to predict the outcome of assertions of infringement made against us. A court determination that our products or manufacturing processes infringe the intellectual property rights of others could result in significant liability and/or require us to make material changes to our products and/or manufacturing processes. Any of the foregoing results could have a material adverse effect on our business, results of operations or financial condition. (See "Item 1. Legal Proceedings.")

We have a number of patent and intellectual property license agreements. Some of these license agreements require us to make one time or periodic payments. We may need to obtain additional patent licenses or renew existing license agreements in the future. We are unable to predict whether these license agreements can be obtained or renewed on acceptable terms.

Products that fail to meet specifications, are defective or that are otherwise incompatible with end uses could impose significant costs on us.

Products that do not meet specifications or that contain, or are perceived by our customers to contain, defects or that are otherwise incompatible with end uses could impose significant costs on us or otherwise materially adversely affect our business, results of operations or financial condition. From time to time we experience problems with nonconforming, defective or incompatible products after we have shipped such products. In recent periods we have further diversified and expanded our product offerings which could potentially increase the chance that one or more of our products could fail to meet specifications in a particular application. As a result of these problems we could be adversely affected in several ways, including the following:

- we may be required to compensate customers for costs incurred or damages caused by defective or incompatible product or replace products;
- we could incur a decrease in revenue or adjustment to pricing commensurate with the reimbursement of such costs or alleged damages; and
- we may encounter adverse publicity, which could cause a decrease in sales of our products.

New product development may be unsuccessful.

We are developing new products that complement our traditional memory products or leverage their underlying design or process technology. We have made significant investments in product and process technologies and anticipate expending significant resources for new semiconductor product development over the next several years. The process to develop DRAM, NAND Flash, NOR Flash and certain specialty memory products requires us to demonstrate advanced functionality and performance, many times well in advance of a planned ramp of production, in order to secure design wins with our customers. There can be no assurance that our product development efforts will be successful, that we will be able to cost-effectively manufacture new products, that we will be able to successfully market these products or that margins generated from sales of these products will allow us to recover costs of development efforts.

If our manufacturing process is disrupted, our business, results of operations or financial condition could be materially adversely affected.

We manufacture products using highly complex processes that require technologically advanced equipment and continuous modification to improve yields and performance. Difficulties in the manufacturing process or the effects from a shift in product mix can reduce yields or disrupt production and may increase our per gigabit manufacturing costs. We maintain operations and continuously implement new product and process technology at our manufacturing operations which are widely dispersed in multiple locations in several countries including the U.S., Singapore, Taiwan, Japan, Israel and China. Additionally, our control over operations at our IMFT, Inotera, MP Mask and Tera Probe joint ventures is limited by our agreements with our partners. From time to time, we have experienced disruptions in our manufacturing process as a result of power outages, improperly functioning equipment and equipment failures. If production at a fabrication facility is disrupted for any reason, manufacturing yields may be adversely affected or we may be unable to meet our customers' requirements and they may purchase products from other suppliers. This could result in a significant increase in manufacturing costs or loss of revenues or damage to customer relationships, which could materially adversely affect our business, results of operations or financial condition.

The financial crisis and overall downturn in the worldwide economy may harm our business.

The financial crisis and the overall downturn in the worldwide economy have had an adverse effect on our business. A continuation or further deterioration of depressed economic conditions could have an even greater adverse effect on our business, including any economic downturn resulting from a shutdown of the U.S. federal government or any default by the U.S. federal government on any of its debt or other obligations. Adverse economic conditions affect demand for devices that incorporate our products, such as personal computers, networking products and mobile devices. Reduced demand for these products could result in significant decreases in our average selling prices and product sales. A deterioration of current conditions in worldwide credit markets would limit our ability to obtain external financing to fund our operations and capital expenditures. In addition, we may experience losses on our holdings of cash and investments due to failures of financial institutions and other parties. Difficult economic conditions may also result in a higher rate of loss on our accounts receivables due to credit defaults. As a result, our business, results of operations or financial condition could be materially adversely affected.

Consolidation of industry participants and governmental assistance to some of our competitors may contribute to uncertainty in the semiconductor memory industry and negatively impact our ability to compete.

In recent years, supply of memory products has significantly exceeded customer demand resulting in significant declines in average selling prices of DRAM, NAND Flash and NOR Flash products and substantial operating losses by us and our competitors. The operating losses as well as limited access to sources of financing have led to the deterioration in the financial condition of a number of industry participants and significant recent consolidation and, in certain cases, liquidation. Some of our competitors may try to enhance their capacity and lower their cost structure through consolidation. In addition, some governments have provided, and may be considering providing, significant financial assistance to some of our competitors. Consolidation of industry competitors could put us at a competitive disadvantage.

The limited availability of raw materials, supplies or capital equipment could materially adversely affect our business, results of operations or financial condition.

Our operations require raw materials that meet exacting standards. We generally have multiple sources of supply for our raw materials. However, only a limited number of suppliers are capable of delivering certain raw materials that meet our standards. In some cases, materials are provided by a single supplier. Various factors could reduce the availability of raw materials such as silicon wafers, photomasks, chemicals, gases, photoresist, lead frames and molding compound. Shortages may occur from time to time in the future. In addition, disruptions in transportation lines could delay our receipt of raw materials. Lead times for the supply of raw materials have been extended in the past. If our supply of raw materials is disrupted or our lead times extended, our business, results of operations or financial condition could be materially adversely affected.

Our operations are dependent on our ability to procure advanced semiconductor equipment that enables the transition to lower cost manufacturing processes. For certain key types of equipment, including photolithography tools, we are sometimes dependent on a single supplier. From time to time we have experienced difficulties in obtaining some equipment on a timely basis due to the supplier's limited capacity. Our inability to timely obtain this equipment could adversely affect our ability to transition to next generation manufacturing processes and reduce costs. Delays in obtaining equipment could also impede our ability to ramp production at new facilities and increase our overall costs of the ramp. If we are unable to timely obtain advanced semiconductor equipment, our business, results of operations or financial condition could be materially adversely affected.

Our results of operations could be affected by natural disasters and other events in the locations in which we or our customers or suppliers operate.

We have manufacturing and other operations in locations subject to natural occurrences such as severe weather and geological events including earthquakes or tsunamis that could disrupt operations. In addition, our suppliers and customers also have operations in such locations. A natural disaster, fire, chemical explosion or other event that results in a prolonged disruption to our operations, or the operations of our customers or suppliers, may adversely affect our business, results of operations or financial condition.

Our net operating loss and tax credit carryforwards may be limited.

As of August 29, 2013, we had a valuation allowance against substantially all U.S. net deferred tax assets as well as \$1.5 billion related to our foreign subsidiaries. As of August 29, 2013, our federal and state net operating loss carryforwards were \$4.2 billion and \$2.2 billion, respectively. If not utilized, our federal and state net operating loss carryforwards will expire at various dates through 2033. As of August 29, 2013, our federal and state tax credit carryforwards were \$238 million and \$203 million, respectively. If not utilized, our federal and state tax credit

carryforwards will expire at various dates through 2033. As of August 29, 2013, our foreign net operating loss carryforwards were \$7.0 billion, of which \$5.9 billion pertains to Elpida. We have placed a valuation allowance against \$4.7 billion of these foreign net operating loss carryforwards, of which \$3.8 billion pertains to Elpida. If not utilized, our foreign net operating loss carryforwards will expire at various dates through 2023.

We face risks associated with our international sales and operations that could materially adversely affect our business, results of operations or financial condition.

Sales to customers outside the United States approximated 87% of our consolidated net sales for the first quarter of 2014. In addition, a substantial portion of our manufacturing operations are located outside the United States. In particular, a significant portion of our manufacturing operations are concentrated in Taiwan, Singapore and Japan. Our international sales and operations are subject to a variety of risks, including:

- export and import duties, changes to import and export regulations, and restrictions on the transfer of funds;
- compliance with U.S. and international laws involving international operations, including the Foreign Corrupt Practices Act, export control laws and similar rules and regulations;
- political and economic instability;
- problems with the transportation or delivery of our products;
- issues arising from cultural or language differences and labor unrest;
- longer payment cycles and greater difficulty in collecting accounts receivable;
- compliance with trade, technical standards and other laws in a variety of jurisdictions;
- contractual and regulatory limitations on our ability to maintain flexibility with our staffing levels;
- disruptions to our manufacturing operations as a result of actions imposed by foreign governments;
- changes in economic policies of foreign governments; and
- difficulties in staffing and managing international operations.

These factors may materially adversely affect our business, results of operations or financial condition.

Breaches of our network security could expose us to losses.

We manage and store on our network systems, various proprietary information and sensitive or confidential data relating to our operations. We also process, store, and transmit large amounts of data for our customers, including sensitive personal information. Computer programmers and hackers may be able to gain unauthorized access to our network system and steal proprietary information, compromise confidential information, create system disruptions, or cause shutdowns. These parties may also be able to develop and deploy viruses, worms, and other malicious software programs that disrupt our operations and create security vulnerabilities. Attacks on our network systems could result in significant losses and damage our reputation with customers.

We are subject to counterparty default risks.

We have numerous arrangements with financial institutions that subject us to counterparty default risks, including cash deposits, investments, capped-call contracts on our stock and derivative instruments. As a result, we are subject to the risk that the counterparty to one or more of these arrangements will default on its performance obligations. A counterparty may not comply with their contractual commitments which could then lead to their defaulting on their obligations with little or no notice to us, which could limit our ability to take action to mitigate our exposure. Additionally, our ability to mitigate our exposures may be constrained by the terms of our contractual arrangements or because market conditions prevent us from taking effective action. If one of our counterparties becomes insolvent or files for bankruptcy, our ability to recover any losses suffered as a result of that counterparty's default may be limited by the liquidity of the counterparty or the applicable laws governing the bankruptcy proceeding. In the event of such default, we could incur significant losses, which could adversely impact our business, results of operations or financial condition.

Compliance with new regulations regarding the use of conflict minerals could limit the supply and increase the cost of certain metals used in manufacturing our products.

Increased focus on environmental protection and social responsibility initiatives led to the passage of Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), and its implementing SEC regulations. The Dodd-Frank Act imposes new supply chain diligence and disclosure requirements for certain manufacturers of products containing specific minerals that may originate in or near the Democratic Republic of the Congo (the "DRC") and finance or benefit local armed groups. These "conflict minerals" are commonly found in materials used in the manufacture of semiconductors. The implementation of these new regulations may limit the sourcing and availability of some of these materials. This in turn may affect our ability to obtain materials necessary for the manufacture of our products in sufficient quantities and may affect related material pricing. Some of our customers may elect to disqualify us as a supplier if we are unable to verify that our products are DRC conflict free.



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

During the first quarter of 2014, we acquired, as payment of withholding taxes in connection with the vesting of restricted stock and restricted stock unit awards, 2,427,702 shares of our common stock at an average price per share of \$17.18. We retired these shares in the first quarter of 2014.

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares (or units) purchased as part of publicly announced plans or programs	(d) Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs
August 30, 2013 - October 3, 2013	601,289	\$17.15	N/A	N/A
October 4, 2013 - October 31, 2013	1,774,333	17.16	N/A	N/A
November 1, 2013 - November 28, 2013	52,080	18.36	N/A	N/A
	2,427,702	17.18		

## ITEM 6. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The following documents are filed as part of this report:

Exhibit Number	Description of Exhibit
3.1	Restated Certificate of Incorporation of the Registrant (1)
3.2	Bylaws of the Registrant, as amended (2)
4.1	Indenture dated as of November 12, 2013, by and between Micron Technology, Inc. and U.S. Bank National Association, as Trustee for 3% Convertible Senior Notes due 2043 (3)
31.1	Rule 13a-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a) Certification of Chief Financial Officer
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. 1350
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

(1) Incorporated by reference to Quarterly Report on Form 10-Q for the quarter ended May 31, 2001

(2) Incorporated by reference to Current Report on Form 8-K dated July 17, 2013

(3) Incorporated by reference to Current Report on Form 8-K dated November 12, 2013

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.

Micron Technology, Inc.  
(Registrant)

Date: January 7, 2014

/s/ Ronald C. Foster  
Ronald C. Foster  
Vice President of Finance and Chief Financial Officer  
(Principal Financial and Accounting Officer)