

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 March 31, 2012

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 000-09992

KLA-Tencor Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

04-2564110

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

One Technology Drive, Milpitas, California

(Address of Principal Executive Offices)

95035

(Zip Code)

(408) 875-3000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting
company)

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

As of April 12, 2012, there were 167,327,833 shares of the registrant's Common Stock, \$0.001 par value, outstanding.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

KLA-TENCOR CORPORATION
Condensed Consolidated Balance Sheets
(Unaudited)

<i>(In thousands)</i>	March 31, 2012	June 30, 2011
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 763,913	\$ 711,329
Marketable securities	1,605,825	1,327,206
Accounts receivable, net	638,375	583,270
Inventories	650,476	575,730
Deferred income taxes	203,382	331,397
Other current assets	125,356	147,078
Total current assets	3,987,327	3,676,010
Land, property and equipment, net	270,171	257,358
Goodwill	327,887	328,156
Purchased intangibles, net	62,897	85,902
Other non-current assets	284,922	328,095
Total assets	\$ 4,933,204	\$ 4,675,521
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 139,371	\$ 142,945
Deferred system profit	183,698	192,338
Unearned revenue	57,353	44,264
Other current liabilities	491,933	499,314
Total current liabilities	872,355	878,861
Non-current liabilities:		
Long-term debt	746,697	746,290
Income tax payable	41,801	78,337
Unearned revenue	34,916	34,905
Other non-current liabilities	78,670	76,235
Total liabilities	1,774,439	1,814,628
Commitments and contingencies (Note 12 and Note 13)		
Stockholders' equity:		
Common stock and capital in excess of par value	1,091,504	1,010,659
Retained earnings	2,075,218	1,852,633
Accumulated other comprehensive income (loss)	(7,957)	(2,399)
Total stockholders' equity	3,158,765	2,860,893
Total liabilities and stockholders' equity	\$ 4,933,204	\$ 4,675,521

See accompanying notes to condensed consolidated financial statements (unaudited).

KLA-TENCOR CORPORATION
Condensed Consolidated Statements of Operations
(Unaudited)

<i>(In thousands, except per share data)</i>	Three months ended		Nine months ended	
	March 31,		March 31,	
	2012	2011	2012	2011
Revenues:				
Product	\$ 701,179	\$ 691,270	\$ 1,852,094	\$ 1,869,736
Service	139,342	142,789	427,385	412,992
Total revenues	840,521	834,059	2,279,479	2,282,728
Costs and operating expenses:				
Costs of revenues	355,149	327,696	968,353	903,063
Engineering, research and development	110,102	95,617	334,227	285,234
Selling, general and administrative	90,996	98,967	278,873	278,170
Total costs and operating expenses	556,247	522,280	1,581,453	1,466,467
Income from operations	284,274	311,779	698,026	816,261
Interest income and other, net	3,264	3,150	10,870	193
Interest expense	13,505	13,409	40,694	40,431
Income before income taxes	274,033	301,520	668,202	776,023
Provision for income taxes	68,687	91,737	160,064	226,552
Net income	\$ 205,346	\$ 209,783	\$ 508,138	\$ 549,471
Net income per share:				
Basic	\$ 1.23	\$ 1.25	\$ 3.05	\$ 3.29
Diluted	\$ 1.21	\$ 1.22	\$ 2.99	\$ 3.23
Cash dividends declared per share	\$ 0.35	\$ 0.25	\$ 1.05	\$ 0.75
Weighted average number of shares:				
Basic	167,070	167,629	166,748	166,978
Diluted	170,146	171,313	170,023	169,974

See accompanying notes to condensed consolidated financial statements (unaudited).

KLA-TENCOR CORPORATION
Condensed Consolidated Statements of Cash Flows
(Unaudited)

<i>(In thousands)</i>	Nine months ended March 31,	
	2012	2011
Cash flows from operating activities:		
Net income	\$ 508,138	\$ 549,471
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	68,851	63,511
Asset impairment charges	1,378	7,385
Gain on sale of real estate assets	—	(1,372)
Non-cash stock-based compensation expense	61,056	62,491
Net gain on sale of marketable securities and other investments	(652)	(1,899)
Changes in assets and liabilities:		
Increase in accounts receivable, net	(52,290)	(114,301)
Increase in inventories	(86,535)	(150,016)
Decrease (increase) in other assets	19,629	(71,109)
Increase (decrease) in accounts payable	(3,497)	33,674
Increase (decrease) in deferred system profit	(8,641)	25,306
Increase in other liabilities	160,874	130,223
Net cash provided by operating activities	668,311	533,364
Cash flows from investing activities:		
Capital expenditures, net	(41,324)	(36,544)
Proceeds from sale of assets	2,228	18,185
Purchase of available-for-sale securities	(1,114,703)	(757,265)
Proceeds from sale and maturity of available-for-sale securities	823,423	536,718
Purchase of trading securities	(44,872)	(48,822)
Proceeds from sale of trading securities	45,468	67,084
Net cash used in investing activities	(329,780)	(220,644)
Cash flows from financing activities:		
Issuance of common stock	123,738	106,648
Tax withholding payments related to vested and released restricted stock units	(29,838)	(22,075)
Common stock repurchases	(196,906)	(176,870)
Payment of dividends to stockholders	(175,085)	(125,536)
Net cash used in financing activities	(278,091)	(217,833)
Effect of exchange rate changes on cash and cash equivalents	(7,856)	13,953
Net increase in cash and cash equivalents	52,584	108,840
Cash and cash equivalents at beginning of period	711,329	529,918
Cash and cash equivalents at end of period	\$ 763,913	\$ 638,758
Supplemental cash flow disclosures:		
Income taxes paid, net	\$ 17,369	\$ 196,988
Interest paid	\$ 27,763	\$ 26,743

See accompanying notes to condensed consolidated financial statements (unaudited).

KLA-TENCOR CORPORATION
Notes to Condensed Consolidated Financial Statements
(Unaudited)

NOTE 1 – BASIS OF PRESENTATION

Basis of Presentation. The condensed consolidated financial statements have been prepared by KLA-Tencor Corporation (“KLA-Tencor” or the “Company”) pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, the unaudited interim financial statements reflect all adjustments (consisting only of normal, recurring adjustments) necessary for a fair statement of the financial position, results of operations and cash flows for the periods indicated. These financial statements and notes, however, should be read in conjunction with Item 8, “Financial Statements and Supplementary Data” included in the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2011, filed with the SEC on August 5, 2011.

The condensed consolidated financial statements include the accounts of KLA-Tencor and its majority-owned subsidiaries. All significant intercompany balances and transactions have been eliminated.

The results of operations for the three and nine months ended March 31, 2012 are not necessarily indicative of the results that may be expected for any other interim period or for the full fiscal year ending June 30, 2012.

Certain reclassifications have been made to the prior year’s Condensed Consolidated Balance Sheet and notes to conform to the current year presentation. The reclassifications had no effect on the Condensed Consolidated Statements of Operations or Cash Flows.

Management Estimates. The preparation of the condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Recent Accounting Pronouncements. In December 2011, the Financial Accounting Standards Board (“FASB”) issued an accounting standard update requiring enhanced disclosure about certain financial instruments and derivative instruments that are offset in the balance sheet or subject to an enforceable master netting arrangement or similar agreement. The disclosure requirement becomes effective retrospectively in the first quarter of the Company’s fiscal year ending June 30, 2014. The Company does not expect that the requirement will have an impact on its financial position, results of operations or cash flows as it is disclosure-only in nature.

In September 2011, the FASB issued an accounting standard update intended to simplify testing goodwill for impairment. The amendments allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. An entity will no longer be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that the fair value of the reporting unit is less than its carrying amount. The amendment becomes effective for annual and interim goodwill impairment tests performed for the Company’s fiscal year ending June 30, 2013, and early adoption is permitted. The Company elected to early adopt this accounting guidance at the beginning of the three months ended December 31, 2011 (see Note 5, “Goodwill and Purchased Intangible Assets,” for a detailed description).

In June 2011, the FASB issued an accounting standard update requiring an increase in the prominence of items reported in other comprehensive income. The amendment eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity and requires that the total of comprehensive income, the components of net income, and the components of other comprehensive income be presented in a single continuous statement of comprehensive income or in two separate but consecutive statements. The amendment also required presentation of adjustments for items that are reclassified from other comprehensive income in the statement where the components of net income and the components of other comprehensive income are presented, which was indefinitely deferred by the FASB in December 2011. The amendment (other than the portion regarding the presentation of reclassification adjustments which, as noted above, has been deferred indefinitely) becomes effective during the first quarter of the Company's fiscal year ending June 30, 2013. Early adoption is permitted. The amendment will impact the presentation of the financial statements but will not have an impact on the Company's financial position, results of operations or cash flows.

In May 2011, the FASB issued an accounting standard update providing guidance on achieving a consistent definition of and common requirements for measurement of fair value between U.S. GAAP and International Financial Reporting Standards ("IFRS"). This amendment was effective prospectively for the Company's interim reporting period ended March 31, 2012. Early application is not permitted. The amendment did not have an impact on the Company's financial position, results of operations or cash flows.

NOTE 2 – FAIR VALUE MEASUREMENTS

The Company's financial assets and liabilities are measured and recorded at fair value, except for equity investments in privately-held companies. These equity investments are generally accounted for under the cost method of accounting and are periodically assessed for other-than-temporary impairment when an event or circumstance indicates that an other-than-temporary decline in value may have occurred. The Company's non-financial assets, such as goodwill, intangible assets, and land, property and equipment, are recorded at cost and are assessed for impairment when an event or circumstance indicates that an other-than-temporary decline in value may have occurred.

Fair Value Hierarchy. The authoritative guidance for fair value measurements establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- | | |
|---------|--|
| Level 1 | Valuations based on quoted prices in active markets for identical assets or liabilities that the entity has the ability to access. |
| Level 2 | Valuations based on quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities. |
| Level 3 | Valuations based on inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. |

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

All of the Company's financial instruments were classified within Level 1 or Level 2 of the fair value hierarchy as of March 31, 2012, because they were valued using quoted market prices, broker/dealer quotes, or alternative pricing sources with reasonable levels of price transparency. The types of instruments valued based on quoted market prices in active markets include money market funds, U.S. Government agency securities and certain U.S. Treasury securities and sovereign securities. Such instruments are generally classified within Level 1 of the fair value hierarchy.

The types of instruments valued based on other observable inputs include commercial paper, corporate debt securities, municipal securities and certain U.S. Treasury securities and sovereign securities. The market inputs used to value these instruments generally consist of market yields, reported trades and broker/dealer quotes. Such instruments are generally classified within Level 2 of the fair value hierarchy.

The principal market in which the Company executes its foreign currency contracts is the institutional market in an over-the-counter environment with a relatively high level of price transparency. The market participants usually are large commercial banks. The Company's foreign currency contracts' valuation inputs are based on quoted prices and quoted pricing intervals from public data sources and do not involve management judgment. These contracts are typically classified within Level 2 of the fair value hierarchy.

The types of instruments valued based on unobservable inputs included the auction rate securities that were held by the Company as of and prior to June 30, 2010. Such instruments were classified within Level 3 of the fair value hierarchy. The Company estimated the fair value of these auction rate securities using a discounted cash flow model incorporating assumptions that market participants would use in their estimates of fair value. Some of these assumptions included estimates for interest rates, timing and amount of cash flows, and expected holding periods of the auction rate securities.

Financial assets (excluding cash held in operating accounts and time deposits) and liabilities measured at fair value on a recurring basis as of the date indicated below were presented on the Company's Condensed Consolidated Balance Sheet as follows:

As of March 31, 2012 (In thousands)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Assets			
Cash equivalents:			
U.S. Treasury securities	\$ 1,900	\$ —	\$ 1,900
U.S. Government agency securities	9,963	9,963	—
Corporate debt securities	31,999	—	31,999
Money market and other	551,568	551,568	—
Marketable securities:			
U.S. Treasury securities	93,888	87,390	6,498
U.S. Government agency securities	551,790	551,790	—
Municipal securities	41,768	—	41,768
Corporate debt securities	840,124	—	840,124
Sovereign securities	33,897	11,861	22,036
Equity securities	1,943	1,943	—
Total cash equivalents and marketable securities(1)	<u>2,158,840</u>	<u>1,214,515</u>	<u>944,325</u>
Other current assets:			
Derivative assets	4,149	—	4,149
Other non-current assets:			
Executive Deferred Savings Plan:			
Money market and other	1,974	1,974	—
Mutual funds	128,174	92,820	35,354
Executive Deferred Savings Plan total	<u>130,148</u>	<u>94,794</u>	<u>35,354</u>
Total financial assets(1)	<u>\$ 2,293,137</u>	<u>\$ 1,309,309</u>	<u>\$ 983,828</u>
Other current liabilities:			
Derivative liabilities	\$ (585)	\$ —	\$ (585)
Total financial liabilities	<u>\$ (585)</u>	<u>\$ —</u>	<u>\$ (585)</u>

(1) Excludes cash of \$141.2 million held in operating accounts and time deposits of \$69.7 million as of March 31, 2012.

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Financial assets (excluding cash held in operating accounts and time deposits) and liabilities measured at fair value on a recurring basis as of the date indicated below were presented on the Company's Condensed Consolidated Balance Sheet as follows:

<u>As of June 30, 2011 (In thousands)</u>	<u>Total</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>
Assets			
<i>Cash equivalents:</i>			
U.S. Treasury securities	\$ 4,400	\$ —	\$ 4,400
U.S. Government agency securities	6,010	6,010	—
Corporate debt securities	21,982	—	21,982
Money market and other	481,770	481,770	—
<i>Marketable securities:</i>			
U.S. Treasury securities	54,496	52,396	2,100
U.S. Government agency securities	314,173	314,173	—
Municipal securities	38,957	—	38,957
Corporate debt securities	853,403	—	853,403
Sovereign securities	32,086	14,696	17,390
Total cash equivalents and marketable securities(1)	<u>1,807,277</u>	<u>869,045</u>	<u>938,232</u>
<i>Other current assets:</i>			
Derivative assets	1,970	—	1,970
<i>Other non-current assets:</i>			
Executive Deferred Savings Plan:			
Money market and other	1,806	1,806	—
Mutual funds	126,227	95,971	30,256
Executive Deferred Savings Plan total	<u>128,033</u>	<u>97,777</u>	<u>30,256</u>
Total financial assets(1)	<u>\$ 1,937,280</u>	<u>\$ 966,822</u>	<u>\$ 970,458</u>
<i>Other current liabilities:</i>			
Derivative liabilities	\$ (2,127)	\$ —	\$ (2,127)
Total financial liabilities	<u>\$ (2,127)</u>	<u>\$ —</u>	<u>\$ (2,127)</u>

(1) Excludes cash of \$165.9 million held in operating accounts and time deposits of \$65.4 million as of June 30, 2011.

Changes in the Company's Level 3 securities for the indicated periods were as follows:

<u>(In thousands)</u>	<u>Three months ended March 31,</u>		<u>Nine months ended March 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Beginning aggregate fair value of Level 3 securities	\$ —	\$ —	\$ —	\$ 16,825
Net settlements	—	—	—	(16,825)
Ending aggregate fair value of Level 3 securities	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

During the fiscal year ended June 30, 2010 (and in prior fiscal years), the Company's investment portfolio included auction rate securities, which were investments with contractual maturities generally between 20 to 30 years. In February 2008, because sell orders exceeded buy orders, auctions failed for approximately \$48.2 million in par value of municipal auction rate securities that were then held by the Company. By letter dated August 8, 2008, the Company received notification from UBS AG ("UBS"), in connection with a settlement entered into between UBS and certain regulatory agencies, offering to repurchase all of the Company's auction rate security holdings at par value. The Company formally accepted the settlement offer and entered into a repurchase agreement with UBS on November 11, 2008. On June 30, 2010, UBS repurchased the Company's \$16.8 million of then-remaining auction rate securities at par value, and the repurchase was subsequently settled in July 2010.

NOTE 3 – BALANCE SHEET COMPONENTS

(In thousands)	As of March 31, 2012	As of June 30, 2011
Accounts receivable, net:		
Accounts receivable, gross	\$ 660,799	\$ 605,376
Allowance for doubtful accounts	(22,424)	(22,106)
	<u>\$ 638,375</u>	<u>\$ 583,270</u>
Inventories:		
Customer service parts	\$ 195,231	\$ 148,466
Raw materials	220,713	235,605
Work-in-process	178,086	131,804
Finished goods	56,446	59,855
	<u>\$ 650,476</u>	<u>\$ 575,730</u>
Other current assets:		
Prepaid expenses	\$ 50,615	\$ 61,796
Income tax related receivables	45,116	59,774
Other current assets	29,625	25,508
	<u>\$ 125,356</u>	<u>\$ 147,078</u>
Land, property and equipment, net:		
Land	\$ 41,433	\$ 41,956
Buildings and leasehold improvements	237,917	234,173
Machinery and equipment	444,904	447,772
Office furniture and fixtures	19,131	19,645
Construction in process	12,174	6,979
	755,559	750,525
Less: accumulated depreciation and amortization	(485,388)	(493,167)
	<u>\$ 270,171</u>	<u>\$ 257,358</u>
Other non-current assets:		
Executive Deferred Savings Plan(1)	\$ 130,148	\$ 128,033
Deferred tax assets – long-term	130,849	173,788
Other	23,925	26,274
	<u>\$ 284,922</u>	<u>\$ 328,095</u>
Other current liabilities:		
Warranty	\$ 45,210	\$ 41,528
Executive Deferred Savings Plan(1)	130,047	128,088
Compensation and benefits	154,519	186,761
Income taxes payable	11,647	16,364
Interest payable	21,706	8,769
Accrued litigation costs	920	4,824
Other accrued expenses	127,884	112,980
	<u>\$ 491,933</u>	<u>\$ 499,314</u>

- (1) KLA-Tencor has a non-qualified deferred compensation plan whereby certain executives and non-employee directors may defer a portion of their compensation. Participants are credited with returns based on their allocation of their account balances among measurement funds. The Company controls the investment of these funds, and the participants remain general creditors of KLA-Tencor. Distributions from the plan commence the quarter following a participant's retirement or termination of employment, except in cases where such distributions are required to be delayed in order to avoid a prohibited distribution under Internal Revenue Code Section 409A. As of March 31, 2012, the Company had a deferred compensation plan related asset and liability included as a component of other non-current assets and other current liabilities on its Condensed Consolidated Balance Sheet.

NOTE 4 – MARKETABLE SECURITIES

The amortized cost and fair value of marketable securities as of the dates indicated below were as follows:

As of March 31, 2012 (In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury securities	\$ 95,693	\$ 140	\$ (45)	\$ 95,788
U.S. Government agency securities	561,286	777	(310)	561,753
Municipal securities	41,623	150	(5)	41,768
Corporate debt securities	868,270	4,366	(513)	872,123
Money market and other	551,568	—	—	551,568
Sovereign securities	33,789	110	(2)	33,897
Equity securities	1,927	16	—	1,943
Subtotal	2,154,156	5,559	(875)	2,158,840
Add: Time deposits(1)	69,663	—	—	69,663
Less: Cash equivalents	622,678	—	—	622,678
Marketable securities	\$ 1,601,141	\$ 5,559	\$ (875)	\$ 1,605,825

As of June 30, 2011 (In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury securities	\$ 58,754	\$ 165	\$ (23)	\$ 58,896
U.S. Government agency securities	319,375	931	(123)	320,183
Municipal securities	38,688	275	(6)	38,957
Corporate debt securities	870,591	5,162	(368)	875,385
Money market and other	481,770	—	—	481,770
Sovereign securities	31,932	179	(25)	32,086
Subtotal	1,801,110	6,712	(545)	1,807,277
Add: Time deposits(1)	65,402	—	—	65,402
Less: Cash equivalents	545,475	—	(2)	545,473
Marketable securities	\$ 1,321,037	\$ 6,712	\$ (543)	\$ 1,327,206

- (1) Time deposits excluded from fair value measurements.

KLA-Tencor's investment portfolio consists of both corporate and government securities that have a maximum maturity of three years. The longer the duration of these securities, the more susceptible they are to changes in market interest rates and bond yields. As yields increase, those securities with a lower yield-at-cost show a mark-to-market unrealized loss. All unrealized losses are due to changes in market interest rates, bond yields and/or credit ratings. The Company has the ability to realize the full value of all of these investments upon maturity. The following table summarizes the fair value and gross unrealized losses of the Company's investments that were in an unrealized loss position as of the date indicated below:

<u>As of March 31, 2012 (In thousands)</u>	<u>Fair Value</u>	<u>Gross Unrealized Losses(1)</u>
U.S. Treasury securities	\$ 39,027	\$ (45)
U.S. Government agency securities	196,537	(310)
Municipal securities	6,747	(5)
Corporate debt securities	230,504	(513)
Sovereign securities	6,027	(2)
Total	<u>\$ 478,842</u>	<u>\$ (875)</u>

(1) Of the total gross unrealized losses, there were no amounts that, as of March 31, 2012, had been in a continuous loss position for 12 months or more.

The contractual maturities of securities classified as available-for-sale, regardless of their classification on the Company's Condensed Consolidated Balance Sheet, as of the date indicated below were as follows:

<u>As of March 31, 2012 (In thousands)</u>	<u>Amortized Cost</u>	<u>Fair Value</u>
Due within one year	\$ 369,877	\$ 371,080
Due after one year through three years	1,231,264	1,234,745
	<u>\$ 1,601,141</u>	<u>\$ 1,605,825</u>

Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Net realized gains on the Company's investments for the three months ended March 31, 2012 and 2011 were \$0.1 million and \$0.4 million, respectively. Net realized gains on the Company's investments for the nine months ended March 31, 2012 and 2011 were \$0.7 million and \$1.9 million, respectively.

NOTE 5 – GOODWILL AND PURCHASED INTANGIBLE ASSETS

Goodwill

The following table presents goodwill balances as of the dates indicated below:

<u>(In thousands)</u>	<u>As of March 31, 2012</u>	<u>As of June 30, 2011</u>
Gross goodwill balance	\$ 604,473	\$ 604,742
Accumulated impairment losses	(276,586)	(276,586)
Net goodwill balance	<u>\$ 327,887</u>	<u>\$ 328,156</u>

The changes in the gross goodwill balance since June 30, 2011 resulted primarily from foreign currency translation adjustments.

Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in each business combination. In September 2011, the FASB amended its guidance to simplify testing goodwill for impairment, allowing an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test.

The Company performed a qualitative assessment of the goodwill by reporting unit as of November 30, 2011 during the three months ended December 31, 2011 and concluded that it was more likely than not that the fair value of each of the reporting units exceeded its carrying amount. As of December 31, 2011 and 2010, the Company's assessment indicated that goodwill in the reporting units was not impaired. There have been no significant events or circumstances affecting the valuation of goodwill subsequent to the qualitative assessment performed in the second quarter of the fiscal year ending June 30, 2012. The next annual assessment of the goodwill by reporting unit will be performed in the second quarter of the fiscal year ending June 30, 2013.

Purchased Intangible Assets

The components of purchased intangible assets as of the dates indicated below were as follows:

<u>(In thousands)</u>	Range of Useful Lives	As of March 31, 2012			As of June 30, 2011		
		Gross Carrying Amount	Accumulated Amortization and Impairment	Net Amount	Gross Carrying Amount	Accumulated Amortization and Impairment	Net Amount
Existing technology	4-7 years	\$ 134,561	\$ 106,568	\$ 27,993	\$ 134,561	\$ 94,172	\$ 40,389
Patents	6-13 years	57,648	45,372	12,276	57,648	40,591	17,057
Trade name/Trademark	4-10 years	19,893	14,053	5,840	19,893	12,907	6,986
Customer relationships	6-7 years	54,823	38,035	16,788	54,823	33,565	21,258
Other	0-1 year	16,200	16,200	—	16,200	15,988	212
Total		\$ 283,125	\$ 220,228	\$ 62,897	\$ 283,125	\$ 197,223	\$ 85,902

For the three months ended March 31, 2012 and 2011, amortization expense for other intangible assets was \$7.3 million and \$8.0 million, respectively. For the nine months ended March 31, 2012 and 2011, amortization expense for other intangible assets was \$23.0 million and \$24.9 million, respectively. Based on the intangible assets recorded as of March 31, 2012, and assuming no subsequent additions to, or impairment of, the underlying assets, the remaining estimated amortization expense is expected to be as follows:

<u>Fiscal year ending June 30:</u>	<u>Amortization (In thousands)</u>
2012 (remaining 3 months)	\$ 7,267
2013	20,914
2014	15,537
2015	12,771
2016	5,582
2017 and thereafter	826
Total	\$ 62,897

NOTE 6 – LONG-TERM DEBT

In April 2008, the Company issued \$750 million aggregate principal amount of 6.90% senior, unsecured long-term debt due in 2018 with an effective interest rate of 7.00%. The discount on the debt amounted to \$5.4 million and is being amortized over the life of the debt using the straight-line method as opposed to the interest method due to immateriality. Interest is payable semi-annually on November 1 and May 1. The debt indenture includes covenants that limit the Company's ability to grant liens on its facilities and to enter into sale and leaseback transactions, subject to significant allowances under which certain sale and leaseback transactions are not restricted. The Company was in compliance with all of its covenants as of March 31, 2012.

In certain circumstances involving a change of control followed by a downgrade of the rating of the Company's senior notes, the Company will be required to make an offer to repurchase the senior notes at a purchase price equal to 101% of the aggregate principal amount of the notes, plus accrued and unpaid interest. The Company's ability to repurchase the senior notes in such event may be limited by law, by the indenture associated with the senior notes, by the Company's then-available financial resources or by the terms of other agreements to which the Company may be party at such time. If the Company fails to repurchase the senior notes as required by the indenture, it would constitute an event of default under the indenture governing the senior notes which, in turn, may also constitute an event of default under other obligations.

Based on the trading prices of the debt on the applicable dates, the fair value of the debt as of March 31, 2012 and June 30, 2011 was \$892.5 million and \$863.5 million, respectively.

NOTE 7 – STOCK-BASED COMPENSATION**Equity Incentive Program**

Under the Company's current equity incentive program, the Company issues equity awards from its 2004 Equity Incentive Plan (the "2004 Plan"), which provides for the grant of options to purchase shares of its common stock, stock appreciation rights, restricted stock units, performance shares, performance units and deferred stock units to its employees, consultants and members of its Board of Directors. The 2004 Plan permits the issuance of up to 32.0 million shares of common stock. Any 2004 Plan awards of restricted stock units, performance shares, performance units or deferred stock units with a per share or unit purchase price lower than 100% of fair market value on the grant date are counted against the total number of shares issuable under the 2004 Plan as 1.8 shares for every one share subject thereto.

The following table summarizes the combined activity under the Company's equity incentive plans for the indicated period:

<u>(In thousands)</u>	<u>Available For Grant</u>
Balances as of June 30, 2011(1)	11,554
Restricted stock units granted(2)(3)	(4,080)
Restricted stock units canceled(2)	420
Options canceled/expired/forfeited	755
Plan shares expired(4)	(705)
Balances as of March 31, 2012(1)	<u>7,944</u>

(1) Includes shares available for issuance under the 2004 Plan, as well as under the Company's 1998 Outside Director Option Plan (the "Outside Director Plan"), which only permits the issuance of stock options to the Company's non-employee members of the Board of Directors. As of March 31, 2012, 1.7 million shares were available for grant under the Outside Director Plan.

(2) The number of restricted stock units provided in this row reflects the application of the 1.8x multiple described above.

(3) Includes 0.2 million restricted stock units granted to senior management during the nine months ended March 31, 2012 with performance-based vesting criteria (in addition to service-based vesting criteria for any of such restricted stock units that are deemed to have been earned). As of March 31, 2012, it had not yet been determined the extent to which (if at all) the performance-based vesting criteria of such restricted stock units had been satisfied. Therefore, this line item includes all such performance-based restricted stock units, reported at the maximum possible number of shares that may ultimately be issuable under such restricted stock units if all applicable performance-based and service-based criteria are fully satisfied.

- (4) Represents the portion of shares listed as “Options canceled/expired/forfeited” above that were issued under the Company’s equity incentive plans other than the 2004 Plan or the Outside Director Plan. Because the Company is only currently authorized to issue equity awards under the 2004 Plan and the Outside Director Plan, any equity awards that are canceled, expire or are forfeited under any other Company equity incentive plans do not result in additional shares being available to the Company for future grant.

Except for stock options granted to non-employee Board members as part of their regular compensation package for service through the end of the first quarter of fiscal year 2008, the Company has granted only restricted stock units under its equity incentive program since September 2006. For the preceding several years until September 30, 2006, stock options were granted at the market price of the Company’s common stock on the date of grant (except for the previously disclosed retroactively priced options which were granted primarily prior to the fiscal year ended June 30, 2002), generally with a vesting period of five years and an exercise period not to exceed seven years (ten years for options granted prior to July 1, 2005) from the date of issuance. Restricted stock units may be granted with varying criteria such as service-based and/or performance-based vesting.

The fair value of stock-based awards is measured at the grant date and is recognized as an expense over the employee’s requisite service period. The fair value is determined using a Black-Scholes valuation model for purchase rights under the Company’s Employee Stock Purchase Plan and using the closing price of the Company’s common stock on the grant date for restricted stock units.

The following table shows pre-tax stock-based compensation expense for the indicated periods:

	Three months ended March 31,		Nine months ended March 31,	
	2012	2011	2012	2011
(In thousands)				
Stock-based compensation expense by:				
Costs of revenues	\$ 3,194	\$ 2,990	\$ 10,703	\$ 10,597
Engineering, research and development	4,995	5,568	16,572	19,000
Selling, general and administrative	12,725	10,289	33,781	32,894
Total stock-based compensation expense	\$ 20,914	\$ 18,847	\$ 61,056	\$ 62,491

The following table shows stock-based compensation capitalized as inventory as of the dates indicated below:

(In thousands)	As of March 31, 2012	As of June 30, 2011
Inventory	\$ 7,648	\$ 6,701

Stock Options

The following table summarizes the activity and weighted-average exercise price for stock options under all plans during the nine months ended March 31, 2012:

Stock Options	Shares (In thousands)	Weighted-Average Exercise Price
Outstanding stock options as of June 30, 2011	7,675	\$ 45.38
Granted	—	\$ —
Exercised	(2,735)	\$ 42.27
Canceled/expired/forfeited	(755)	\$ 46.89
Outstanding stock options as of March 31, 2012	4,185	\$ 47.18
Vested and exercisable as of March 31, 2012	4,183	\$ 47.18

The Company has not issued any stock options since November 1, 2007. The weighted-average remaining contractual terms for total options outstanding under all plans, and for total options vested and exercisable under all plans, as of March 31, 2012 were each 1.67 years. The aggregate intrinsic values for total options outstanding under all plans, and for total options vested and exercisable under all plans, as of March 31, 2012 were each \$32.0 million.

The authoritative guidance on stock-based compensation permits companies to select the option-pricing model used to estimate the fair value of their stock-based compensation awards. The Black-Scholes option-pricing model requires the input of assumptions, including the option's expected life and the expected price volatility of the underlying stock. For purposes of the fair value estimates presented in this report, the Company has based its expected stock price volatility assumption on the market-based implied volatility from traded options of the Company's common stock. As of March 31, 2012, the unrecognized stock-based compensation balance related to stock options was immaterial.

The following table shows the total intrinsic value of options exercised, total cash received from employees and non-employee Board members as a result of stock option exercises and tax benefits realized by the Company in connection with these stock option exercises for the indicated periods:

<u>(In thousands)</u>	<u>Three months ended</u> <u>March 31,</u>		<u>Nine months ended</u> <u>March 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Total intrinsic value of options exercised	\$ 13,690	\$ 15,244	\$ 20,259	\$ 18,533
Total cash received from employees and non-employee Board members as a result of stock option exercises	\$ 74,640	\$ 74,926	\$ 104,543	\$ 90,473
Tax benefits realized in connection with these exercises	\$ 4,619	\$ 5,290	\$ 6,782	\$ 6,742

The Company generally settles employee stock option exercises with newly issued common shares, except in certain tax jurisdictions where settling such exercises with treasury shares provides the Company or one of its subsidiaries with a tax benefit.

Restricted Stock Units

The following table shows the applicable number of restricted stock units and weighted-average grant date fair value for restricted stock units granted, vested and released, withheld for taxes, and forfeited during the nine months ended March 31, 2012 and restricted stock units outstanding as of March 31, 2012 and June 30, 2011:

<u>Restricted Stock Units</u>	<u>Shares</u> <u>(In thousands) (1)</u>	<u>Weighted-Average</u> <u>Grant Date</u> <u>Fair Value</u>
Outstanding restricted stock units as of June 30, 2011	6,540	\$ 33.56
Granted(2)	2,267	\$ 36.39
Vested and released	(1,403)	\$ 39.67
Withheld for taxes	(714)	\$ 39.68
Forfeited	(233)	\$ 32.37
Outstanding restricted stock units as of March 31, 2012(2)	6,457	\$ 32.59

- (1) Share numbers reflect actual shares subject to awarded restricted stock units. Under the terms of the 2004 Plan, each of the share numbers presented in this column is multiplied by 1.8 to calculate the impact on the share reserve under the 2004 Plan.
- (2) Includes 0.2 million restricted stock units granted to senior management during the nine months ended March 31, 2012 with performance-based vesting criteria (in addition to service-based vesting criteria for any of such restricted stock units that are deemed to have been earned). As of March 31, 2012, it had not yet been determined the extent to which (if at all) the performance-based vesting criteria of such restricted stock units had been satisfied. Therefore, this line item includes all such performance-based restricted stock units, reported at the maximum possible number of shares that may ultimately be issuable under such restricted stock units, if all applicable performance-based and service-based criteria are fully satisfied.

The restricted stock units granted by the Company since the beginning of the fiscal year ended June 30, 2007 generally vest in two equal installments on the second and fourth anniversaries of the date of grant. Prior to the fiscal year ended June 30, 2007, the restricted stock units granted by the Company generally vested in two equal installments over four or five years from the date of the grant. The value of the restricted stock units is based on the closing market price of the Company's common stock on the date of award. The restricted stock units have been awarded under the Company's 2004 Plan, and each unit will entitle the recipient to one share of common stock when the applicable vesting requirements for that unit are satisfied. However, for each share actually issued under the awarded restricted stock units, the share reserve under the 2004 Plan will be reduced by 1.8 shares, as provided under the terms of the 2004 Plan.

The following table shows the grant date fair value after estimated forfeitures and weighted-average grant date fair value per unit for the restricted stock units granted and tax benefits realized by the Company in connection with vested and released restricted stock units for the indicated periods:

<u>(In thousands, except for weighted-average grant date fair value)</u>	Three months ended March 31,		Nine months ended March 31,	
	2012	2011	2012	2011
Grant date fair value after estimated forfeitures	\$ 2,013	\$ 1,820	\$ 58,789	\$ 44,069
Weighted-average grant date fair value per unit	\$ 51.32	\$ 46.17	\$ 36.39	\$ 30.90
Tax benefits realized in connection with vested and released restricted stock units	\$ 326	\$ 1,075	\$ 28,562	\$ 23,414

As of March 31, 2012, the unrecognized stock-based compensation expense balance, net of estimated forfeitures, related to restricted stock units was \$115.4 million and will be recognized over an estimated weighted-average amortization period of 2.3 years.

Employee Stock Purchase Plan

KLA-Tencor’s Employee Stock Purchase Plan (“ESPP”) provides that eligible employees may contribute up to 10% of their eligible earnings toward the semi-annual purchase of KLA-Tencor’s common stock. The ESPP is qualified under Section 423 of the Internal Revenue Code. The employee’s purchase price is derived from a formula based on the closing price of the common stock on the first day of the offering period versus the closing price on the date of purchase (or, if not a trading day, on the immediately preceding trading day).

Effective January 1, 2010, the offering period (or length of the look-back period) under the ESPP has a duration of six months, and the purchase price with respect to each offering period beginning on or after such date is, until otherwise amended, equal to 85% of the lesser of (i) the fair market value of the Company’s common stock at the commencement of the applicable six-month offering period or (ii) the fair market value of the Company’s common stock on the purchase date.

The Company estimates the fair value of purchase rights under the ESPP using a Black-Scholes valuation model. The fair value of each purchase right under the ESPP was estimated on the date of grant using the Black-Scholes option valuation model and the straight-line attribution approach with the following weighted-average assumptions:

	Three months ended March 31,		Nine months ended March 31,	
	2012	2011	2012	2011
Stock purchase plan:				
Expected stock price volatility	39.3%	35.0%	36.0%	38.0%
Risk-free interest rate	0.1%	0.2%	0.1%	0.2%
Dividend yield	3.0%	2.6%	3.2%	3.1%
Expected life of options (in years)	0.50	0.50	0.50	0.50

The following table shows total cash received from employees for the issuance of shares under the ESPP, the number of shares purchased by employees through the ESPP, the tax benefits realized by the Company in connection with the disqualifying dispositions of shares purchased under the ESPP and the weighted-average fair value per share for the indicated periods:

<u>(In thousands, except for weighted-average fair value per share)</u>	Three months ended March 31,		Nine months ended March 31,	
	2012	2011	2012	2011
Total cash received from employees for the issuance of shares under the ESPP	\$ —	\$ —	\$ 19,195	\$ 16,175
Number of shares purchased by employees through the ESPP	—	—	545	701
Tax benefits realized in connection with the disqualifying dispositions of shares purchased under the ESPP	\$ 1,289	\$ 1,699	\$ 2,132	\$ 2,170
Weighted-average fair value per share based on Black-Scholes model	\$ 11.26	\$ 8.86	\$ 10.07	\$ 7.38

The ESPP shares are replenished annually on the first day of each fiscal year by virtue of an evergreen provision. The provision allows for share replenishment equal to the lesser of 2.0 million shares or the number of shares which KLA-Tencor estimates will be required to be issued under the ESPP during the forthcoming fiscal year. During the fiscal year ended June 30, 2011, a total of 2.0 million additional shares were reserved under the ESPP. To date, no additional shares have been reserved under the ESPP with respect to the fiscal year ending June 30, 2012. As of March 31, 2012, a total of 2.9 million shares were reserved and available for issuance under the ESPP.

NOTE 8 – STOCK REPURCHASE PROGRAM

Since July 1997, the Board of Directors has authorized the Company to systematically repurchase in the open market up to 7.8 million shares of its common stock under a repurchase program, including 10.0 million shares authorized in February 2011. This program was put into place to reduce the dilution from KLA-Tencor's equity incentive plans and employee stock purchase plan, and to return excess cash to the Company's stockholders. Subject to market conditions, applicable legal requirements and other factors, the repurchases will be made from time to time in the open market in compliance with applicable securities laws, including the Securities Exchange Act of 1934 and the rules promulgated thereunder such as Rule 10b-18. As of March 31, 2012, 4.6 million shares were available for repurchase under the Company's repurchase program.

Share repurchases for the indicated periods (based on the settlement date of the applicable repurchase) were as follows:

<u>(In thousands)</u>	<u>Three months ended</u> <u>March 31,</u>		<u>Nine months ended</u> <u>March 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Number of shares of common stock repurchased	1,341	1,286	4,510	4,817
Total cost of repurchases	\$ 66,934	\$ 57,810	\$ 196,906	\$ 175,071

NOTE 9 – NET INCOME PER SHARE

Basic net income per share is calculated by dividing net income available to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted net income per share is calculated by using the weighted-average number of common shares outstanding during the period, increased to include the number of additional shares of common stock that would have been outstanding if the shares of common stock underlying the Company's outstanding dilutive stock options and restricted stock units had been issued. The dilutive effect of outstanding options and restricted stock units is reflected in diluted net income per share by application of the treasury stock method. Under the treasury stock method, the amount the employee must pay for exercising stock options, the amount of compensation cost for future service that the Company has not yet recognized, and the amount of tax benefits that is to be recorded in additional paid-in capital when the award becomes deductible are assumed to be used to repurchase shares. The following table sets forth the computation of basic and diluted net income per share:

<u>(In thousands, except per share amounts)</u>	<u>Three months ended</u> <u>March 31,</u>		<u>Nine months ended</u> <u>March 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Numerator:				
Net income	\$ 205,346	\$ 209,783	\$ 508,138	\$ 549,471
Denominator:				
Weighted-average shares-basic, excluding unvested restricted stock units	167,070	167,629	166,748	166,978
Effect of dilutive options and restricted stock units	3,076	3,684	3,275	2,996
Weighted-average shares-diluted	170,146	171,313	170,023	169,974
Basic net income per share	\$ 1.23	\$ 1.25	\$ 3.05	\$ 3.29
Diluted net income per share	\$ 1.21	\$ 1.22	\$ 2.99	\$ 3.23
Anti-dilutive securities excluded from the computation of diluted net income per share	1,906	4,660	4,024	8,355

The total amount of dividends paid during the three months ended March 31, 2012 and 2011 was \$58.5 million and \$41.9 million, respectively. The total amount of dividends paid during the nine months ended March 31, 2012 and 2011 was \$175.1 million and \$125.5 million, respectively.

NOTE 10 – COMPREHENSIVE INCOME

The components of comprehensive income, net of tax, were as follows:

<u>(In thousands)</u>	<u>Three months ended March 31,</u>		<u>Nine months ended March 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Net income	\$ 205,346	\$ 209,783	\$ 508,138	\$ 549,471
Other comprehensive income (loss):				
Currency translation adjustments	67	4,711	(6,259)	22,689
Gains on cash flow hedging instruments	1,525	1,010	1,208	1,210
Change in unrecognized losses and transition obligation related to pension and post-retirement plans	114	93	354	265
Unrealized gains (losses) on investments	1,050	(953)	(861)	(1,382)
Other comprehensive income (loss)	<u>2,756</u>	<u>4,861</u>	<u>(5,558)</u>	<u>22,782</u>
Total comprehensive income	<u>\$ 208,102</u>	<u>\$ 214,644</u>	<u>\$ 502,580</u>	<u>\$ 572,253</u>

NOTE 11 – INCOME TAXES

The following table provides details of income taxes:

<u>(Dollar amounts in thousands)</u>	<u>Three months ended March 31,</u>		<u>Nine months ended March 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Income before income taxes	\$ 274,033	\$ 301,520	\$ 668,202	\$ 776,023
Provision for income taxes	\$ 68,687	\$ 91,737	\$ 160,064	\$ 226,552
Effective tax rate	25.1%	30.4%	24.0%	29.2%

The Company's estimated annual effective tax rate for the fiscal year ending June 30, 2012 is approximately 24.0%.

The difference between the actual effective tax rate of 25.1% during the quarter and the estimated annual effective tax rate of 24.0% is primarily due to the tax impact of the following items during the three months ended March 31, 2012:

- Tax expense was increased by \$5.7 million due to shortfalls from employee stock activity. A shortfall arises when the tax deduction is less than book compensation. Windfalls are recorded as increases to capital in excess of par value. Shortfalls are recorded as decreases to capital in excess of par value to the extent that cumulative windfalls exceed cumulative shortfalls. Shortfalls in excess of cumulative windfalls are recorded as provision for income taxes.
- Tax expense was decreased by \$3.4 million due to a non-taxable increase in the value of the assets held within the Company's Executive Deferred Savings Plan.

Tax expense was lower as a percentage of income during the three months ended March 31, 2012 compared to the three months ended March 31, 2011 primarily due to:

- A decrease in tax expense of \$5.0 million during the three months ended March 31, 2012 related to state income taxes as a result of the adoption of California budget legislation, signed on February 20, 2009, which allows a taxpayer to elect an alternative method to attribute taxable income to California for tax years beginning on or after January 1, 2011;
- A decrease in tax expense of \$13.0 million during the three months ended March 31, 2012 related to an increase in the proportion of the Company's earnings generated in jurisdictions with tax rates lower than the U.S. statutory tax rate; and
- A decrease in tax expense of \$2.7 million during the three months ended March 31, 2012 related to shortfalls from employee stock activity. The Company incurred a tax expense of \$5.7 million due to shortfalls from employee stock activity during the three months ended March 31, 2012 compared to a tax expense of \$8.4 million due to shortfalls from employee stock activity during the three months ended March 31, 2011; partially offset by
- An increase in tax expense of \$4.5 million during the three months ended March 31, 2012 related to a decrease in the domestic manufacturing deduction as a result of a change in the timing of when revenue is recognized for federal income tax purposes.

Tax expense was lower as a percentage of income during the nine months ended March 31, 2012 compared to the nine months ended March 31, 2011 primarily due to:

- A tax benefit of \$18.3 million recognized during the nine months ended March 31, 2012 resulting from a decrease in the Company's unrecognized tax benefits due to the settlement of a U.S. federal income tax examination;
- A tax benefit of \$18.0 million recognized during the nine months ended March 31, 2012 resulting from a decrease in reserves for uncertain tax positions taken in prior years;
- A decrease in tax expense of \$12.2 million during the nine months ended March 31, 2012 related to state income taxes as a result of the adoption of California budget legislation, signed on February 20, 2009, which allows a taxpayer to elect an alternative method to attribute taxable income to California for tax years beginning on or after January 1, 2011; and
- A decrease in tax expense of \$31.8 million during the nine months ended March 31, 2012 related to an increase in the proportion of the Company's earnings generated in jurisdictions with tax rates lower than the U.S. statutory tax rate; partially offset by
- An increase in tax expense of \$23.6 million during the nine months ended March 31, 2012 related to a migration of a portion of the Company's manufacturing to Singapore;
- An increase in tax expense of \$7.4 million during the nine months ended March 31, 2012 related to a non-deductible decrease in the value of the assets held within the Company's Executive Deferred Savings Plan. The Company incurred a tax benefit of \$1.0 million due to a non-taxable increase in the value of the assets held within the Company's Executive Deferred Savings Plan during the nine months ended March 31, 2012 compared to a tax benefit of \$8.4 million due to a non-taxable increase in the value of the assets held within the Company's Executive Deferred Savings Plan during the nine months ended March 31, 2011; and
- An increase in tax expense of \$12.6 million during the nine months ended March 31, 2012 related to a decrease in the domestic manufacturing deduction as a result of a change in the timing of when revenue is recognized for federal income tax purposes.

In the normal course of business, the Company is subject to examination by tax authorities throughout the world. The Company is subject to U.S. federal income tax examination for all years beginning from the fiscal year ended June 30, 2010. The Company is subject to state income tax examinations for all years beginning from the fiscal year ended June 30, 2007. The Company is also subject to examinations in other major foreign jurisdictions, including Singapore, for all years beginning from the fiscal year ended June 30, 2007. It is possible that certain examinations may be concluded in the next twelve months. The Company believes it is possible that it may recognize up to \$2.4 million of its existing unrecognized tax benefits within the next twelve months as a result of the lapse of statutes of limitations and the resolution of examinations with various tax authorities.

NOTE 12 – LITIGATION AND OTHER LEGAL MATTERS

Indemnification Obligations. As a result of the Company's indemnification obligations in connection with the litigation and government inquiries related to the Company's historical stock option practices, the Company has been paying defense costs for one former officer and employee facing an SEC civil action to which the Company is not a party. That former officer and the SEC have settled the civil action. As a result, during the three months ended December 31, 2011, the Company and the former officer entered into an agreement that releases each other from liabilities stemming from the former officer's employment with the Company and materially concludes the Company's indemnification obligations to the former officer. The terms of that release agreement have been appropriately considered within the reserve the Company has established for currently pending legal proceedings.

Other Legal Matters. The Company is named from time to time as a party to lawsuits in the normal course of its business. Actions filed against the Company include commercial, intellectual property, customer, and labor and employment related claims, including complaints of alleged wrongful termination and potential class action lawsuits regarding alleged violations of federal and state wage and hour and other laws. Litigation, in general, and intellectual property and securities litigation in particular, can be expensive and disruptive to normal business operations. Moreover, the results of legal proceedings are difficult to predict, and the costs incurred in litigation can be substantial, regardless of outcome. The Company believes the amounts provided in its condensed consolidated financial statements are adequate in light of the probable and estimated liabilities. However, because such matters are subject to many uncertainties, the ultimate outcomes are not predictable, and there can be no assurances that the actual amounts required to satisfy alleged liabilities from the matters described above will not exceed the amounts reflected in the Company's condensed consolidated financial statements or will not have a material adverse effect on its results of operations, financial condition or cash flows.

NOTE 13 – COMMITMENTS AND CONTINGENCIES

Factoring. KLA-Tencor has agreements (referred to as "factoring agreements") with financial institutions to sell certain of its trade receivables and promissory notes from customers without recourse. The Company does not believe it is at risk for any material losses as a result of these agreements. In addition, the Company periodically sells certain letters of credit ("LCs"), without recourse, received from customers in payment for goods.

The following table shows total receivables sold under factoring agreements and proceeds from sales of LCs for the indicated periods:

<u>(In thousands)</u>	<u>Three months ended March 31,</u>		<u>Nine months ended March 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Receivables sold under factoring agreements	\$ 71,897	\$ 50,417	\$ 322,227	\$ 207,028
Proceeds from sales of LCs	\$ 9,500	\$ 9,900	\$ 14,010	\$ 94,163

Factoring and LC fees for the sale of certain trade receivables were recorded in interest income and other, net and were not material for the periods presented.

Facilities. KLA-Tencor leases certain of its facilities under arrangements that are accounted for as operating leases. Rent expense was \$2.3 million and \$2.1 million for the three months ended March 31, 2012 and 2011, respectively. Rent expense was \$6.8 million and \$6.3 million for the nine months ended March 31, 2012 and 2011, respectively.

The following is a schedule of expected operating lease payments:

<u>Fiscal year ending June 30,</u>	<u>Amount (In thousands)</u>	
2012 (remaining 3 months)	\$	2,134
2013		7,509
2014		4,776
2015		2,441
2016		2,216
2017 and thereafter		3,432
Total minimum lease payments	\$	22,508

Purchase Commitments. KLA-Tencor maintains certain open inventory purchase commitments with its suppliers to ensure a smooth and continuous supply for key components. The Company's liability under these purchase commitments is generally restricted to a forecasted time-horizon as mutually agreed upon between the parties. This forecasted time-horizon can vary among different suppliers. The Company's open inventory purchase commitments were approximately \$339.3 million as of March 31, 2012 and are primarily due within the next 12 months. Actual expenditures will vary based upon the volume of the transactions and length of contractual service provided. In addition, the amounts paid under these arrangements may be less in the event that the arrangements are renegotiated or canceled. Certain agreements provide for potential cancellation penalties.

Guarantees. KLA-Tencor provides standard warranty coverage on its systems for 40 hours per week for twelve months, providing labor and parts necessary to repair the systems during the warranty period. The Company accounts for the estimated warranty cost as a charge to costs of revenues when revenue is recognized. The estimated warranty cost is based on historical product performance and field expenses. Utilizing actual service records, the Company calculates the average service hours and parts expense per system and applies the actual labor and overhead rates to determine the estimated warranty charge. The Company updates these estimated charges on a quarterly basis. The actual product performance and/or field expense profiles may differ, and in those cases the Company adjusts its warranty accruals accordingly.

The following table provides the changes in the product warranty accrual for the indicated periods:

<u>(In thousands)</u>	<u>Three months ended March 31,</u>		<u>Nine months ended March 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Beginning balance	\$ 43,476	\$ 30,892	\$ 41,528	\$ 21,109
Accruals for warranties issued during the period	13,615	11,859	35,017	33,651
Changes in liability related to pre-existing warranties	796	1,229	3,726	80
Settlements made during the period	(12,677)	(6,754)	(35,061)	(17,614)
Ending balance	<u>\$ 45,210</u>	<u>\$ 37,226</u>	<u>\$ 45,210</u>	<u>\$ 37,226</u>

The Company maintains guarantee arrangements available through various financial institutions for up to \$19.9 million, of which \$18.1 million had been issued as of March 31, 2012, primarily to fund guarantees to customs authorities for value-added tax ("VAT") and other operating requirements of the Company's subsidiaries in Europe and Asia.

KLA-Tencor is a party to a variety of agreements pursuant to which it may be obligated to indemnify the other party with respect to certain matters. Typically, these obligations arise in connection with contracts and license agreements or the sale of assets, under which the Company customarily agrees to hold the other party harmless against losses arising from, or provides customers with other remedies to protect against, bodily injury or damage to personal property caused by the Company's products, non-compliance with the Company's product performance specifications, infringement by the Company's products of third-party intellectual property rights and a breach of warranties, representations and covenants related to such matters as title to assets sold, validity of certain intellectual property rights, non-infringement of third-party rights, and certain income tax-related matters. In each of these circumstances, payment by the Company is typically subject to the other party making a claim to and cooperating with the Company pursuant to the procedures specified in the particular contract. This usually allows the Company to challenge the other party's claims or, in case of breach of intellectual property representations or covenants, to control the defense or settlement of any third-party claims brought against the other party. Further, the Company's obligations under these agreements may be limited in terms of amounts, activity (typically at the Company's option to replace or correct the products or terminate the agreement with a refund to the other party), and duration. In some instances, the Company may have recourse against third parties and/or insurance covering certain payments made by the Company.

Subject to certain limitations, the Company is obligated to indemnify its current and former directors, officers and employees with respect to certain litigation matters and investigations that arise in connection with their service to the Company. These obligations arise under the terms of the Company's certificate of incorporation, its bylaws, applicable contracts, and Delaware and California law. The obligation to indemnify generally means that the Company is required to pay or reimburse the individuals' reasonable legal expenses and possibly damages and other liabilities incurred in connection with these matters.

It is not possible to predict the maximum potential amount of future payments under these or similar agreements due to the conditional nature of the Company's obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the Company under these agreements have not had a material effect on its business, financial condition, results of operations or cash flows.

NOTE 14 – DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The authoritative guidance requires companies to recognize all derivative instruments and hedging activities, including foreign currency exchange contracts, as either assets or liabilities at fair value on the balance sheet. Changes in the fair value of derivatives that do not qualify for hedge treatment, as well as the ineffective portion of any hedges, are reflected in the Condensed Consolidated Statement of Operations. In accordance with the guidance, the Company designates foreign currency forward exchange and option contracts as cash flow hedges of certain forecasted foreign currency denominated sales and purchase transactions.

KLA-Tencor's foreign subsidiaries operate and sell KLA-Tencor's products in various global markets. As a result, KLA-Tencor is exposed to risks relating to changes in foreign currency exchange rates. KLA-Tencor utilizes foreign currency forward exchange contracts and option contracts to hedge against future movements in foreign exchange rates that affect certain existing and forecasted foreign currency denominated sales and purchase transactions, such as the Japanese yen, the euro and the Israeli new shekel. KLA-Tencor does not use derivative financial instruments for speculative or trading purposes. The Company routinely hedges its exposures to certain foreign currencies with various financial institutions in an effort to minimize the impact of certain currency exchange rate fluctuations. These currency forward exchange contracts and options, designated as cash flow hedges, generally have maturities of less than 18 months. Cash flow hedges are evaluated for effectiveness monthly, based on changes in total fair value of the derivatives. If a financial counterparty to any of the Company's hedging arrangements experiences financial difficulties or is otherwise unable to honor the terms of the foreign currency hedge, the Company may experience material losses.

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gains or losses on the derivative is reported as a component of accumulated other comprehensive income (loss) ("OCI") and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Changes in the fair value of currency forward exchange and option contracts due to changes in time value are excluded from the assessment of effectiveness. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings.

For derivative instruments that are not designated as accounting hedges, gains and losses are recognized in interest income and other, net. The Company uses foreign currency forward contracts to hedge certain foreign currency denominated assets or liabilities. The gains and losses on these derivatives are largely offset by the changes in the fair value of the assets or liabilities being hedged.

Derivatives in Cash Flow Hedging Relationships: Foreign Exchange Contracts

The locations and amounts of designated and non-designated derivative instruments' gains and losses reported in the condensed consolidated financial statements for the indicated periods are as follows:

<u>(In thousands)</u>	<u>Location in Financial Statements</u>	<u>Three months ended</u> <u>March 31,</u>		<u>Nine months ended</u> <u>March 31,</u>	
		<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Derivatives designated as hedging instruments					
Gains in accumulated OCI on derivatives (effective portion)	Accumulated OCI	\$ 2,269	\$ 1,318	\$ 852	\$ 78
Gains (losses) reclassified from accumulated OCI into income (effective portion):	Revenues	\$ 122	\$ (696)	\$ (851)	\$ (2,023)
	Costs of revenues	(220)	(14)	(172)	156
	Total losses reclassified from accumulated OCI into income (effective portion)	\$ (98)	\$ (710)	\$ (1,023)	\$ (1,867)
Gains recognized in income on derivatives (ineffective portion and amount excluded from effectiveness testing)	Interest income and other, net	\$ 77	\$ 76	\$ 175	\$ 223
Derivatives not designated as hedging instruments					
Gains (losses) recognized in income	Interest income and other, net	\$ 5,605	\$ 2,164	\$ (6,205)	\$ 295

The U.S. dollar equivalent of all outstanding notional amounts of hedge contracts, with maximum maturity of 13 months, as of the dates indicated below was as follows:

<u>(In thousands)</u>	<u>As of March 31, 2012</u>	<u>As of June 30, 2011</u>
Cash flow hedge contracts		
Purchase	\$ 12,102	\$ 3,381
Sell	\$ 48,478	\$ 30,133
Other foreign currency hedge contracts		
Purchase	\$ 74,492	\$ 174,499
Sell	\$ 88,707	\$ 216,738

The location and fair value amounts of the Company's derivative instruments reported in its Condensed Consolidated Balance Sheets as of the dates indicated below were as follows:

	Asset Derivatives			Liability Derivatives		
	Balance Sheet Location	As of March 31, 2012	As of June 30, 2011	Balance Sheet Location	As of March 31, 2012	As of June 30, 2011
(In thousands)	Fair Value			Fair Value		
Derivatives designated as hedging instruments						
Foreign exchange contracts	Other current assets	\$ 2,097	\$ 145	Other current liabilities	\$ 74	\$ 475
Total derivatives designated as hedging instruments		\$ 2,097	\$ 145		\$ 74	\$ 475
Derivatives not designated as hedging instruments						
Foreign exchange contracts	Other current assets	\$ 2,052	\$ 1,825	Other current liabilities	\$ 511	\$ 1,652
Total derivatives not designated as hedging instruments		\$ 2,052	\$ 1,825		\$ 511	\$ 1,652
Total derivatives		\$ 4,149	\$ 1,970		\$ 585	\$ 2,127

The following table provides the balances and changes in accumulated other comprehensive income (loss) related to derivative instruments for the indicated periods:

(In thousands)	Three months ended March 31,		Nine months ended March 31,	
	2012	2011	2012	2011
Beginning balance	\$ (480)	\$ (2,077)	\$ 12	\$ (1,994)
Amount reclassified to income	98	710	1,023	1,867
Net change	2,269	1,318	852	78
Ending balance	\$ 1,887	\$ (49)	\$ 1,887	\$ (49)

NOTE 15 – RELATED PARTY TRANSACTIONS

During the three and nine months ended March 31, 2012 and 2011, the Company purchased from, or sold to, several entities, where one or more executive officers of the Company or members of the Company's Board of Directors, or their immediate family members, also serves as an executive officer or board member, including JDS Uniphase Corporation, Cisco Systems, Inc. and Avago Technologies Ltd. The following table provides the transactions with these parties for the indicated periods (for the portion of such period that they were considered related):

(In thousands)	Three months ended March 31,		Nine months ended March 31,	
	2012	2011	2012	2011
Total revenues	\$ 3,287	\$ 126	\$ 3,412	\$ 373
Total purchases	\$ 2,351	\$ 1,762	\$ 6,622	\$ 4,567

The Company's receivable balance from these parties was \$1.6 million and \$0.2 million as of March 31, 2012 and June 30, 2011, respectively. Management believes that such transactions are at arm's length and on similar terms as would have been obtained from unaffiliated third parties.

NOTE 16 – SEGMENT REPORTING AND GEOGRAPHIC INFORMATION

KLA-Tencor reports one reportable segment in accordance with the provisions of the authoritative guidance for segment reporting. Operating segments are defined as components of an enterprise about which separate financial information is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. KLA-Tencor's chief operating decision maker is the Chief Executive Officer.

The Company is engaged primarily in designing, manufacturing, and marketing process control and yield management solutions for the semiconductor and related nanoelectronics industries. All operating units have been aggregated due to their inter-dependencies, commonality of long-term economic characteristics, products and services, the production processes, class of customer and distribution processes. The Company's service products are an extension of the system product portfolio and provide customers with spare parts and fab management services (including system preventive maintenance and optimization services) to improve yield, increase production uptime and throughput, and lower the cost of ownership. Since the Company operates in one segment, all financial segment information required by the authoritative guidance can be found in the condensed consolidated financial statements.

The Company's significant operations outside the United States include manufacturing facilities in Israel and Singapore, and sales, marketing and service offices in Western Europe, Japan and the Asia Pacific regions. For geographical revenue reporting, revenues are attributed to the geographic location in which the customer is located. Long-lived assets consist primarily of net property and equipment and are attributed to the geographic region in which they are located.

The following is a summary of revenues by geographic region for the indicated periods (as a percentage of total revenues):

<u>(Dollar amounts in thousands)</u>	Three months ended March 31,				Nine months ended March 31,			
	2012		2011		2012		2011	
Revenues:								
United States	\$ 185,195	22%	\$ 253,347	30%	\$ 543,922	24%	\$ 489,709	21%
Taiwan	209,772	25%	264,137	32%	602,076	26%	685,759	30%
Japan	92,370	11%	78,631	9%	337,506	15%	232,332	10%
Europe & Israel	89,116	11%	72,082	9%	251,382	11%	171,820	8%
Korea	198,374	24%	58,705	7%	339,951	15%	343,949	15%
Rest of Asia	65,694	7%	107,157	13%	204,642	9%	359,159	16%
Total	<u>\$ 840,521</u>	<u>100%</u>	<u>\$ 834,059</u>	<u>100%</u>	<u>\$ 2,279,479</u>	<u>100%</u>	<u>\$ 2,282,728</u>	<u>100%</u>

The following is a summary of revenues by major products for the indicated periods (as a percentage of total revenues):

(Dollar amounts in thousands)	Three months ended March 31,				Nine months ended March 31,			
	2012		2011		2012		2011	
Revenues:								
Defect inspection	\$ 474,164	56%	\$ 563,193	68%	\$ 1,261,259	55%	\$ 1,479,666	65%
Metrology	185,332	22%	123,563	14%	499,090	22%	347,158	15%
Service	139,343	17%	142,789	17%	427,386	19%	412,992	18%
Other	41,682	5%	4,514	1%	91,744	4%	42,912	2%
Total	\$ 840,521	100%	\$ 834,059	100%	\$ 2,279,479	100%	\$ 2,282,728	100%

Three customers each accounted for greater than 10% of total revenues for the three and nine months ended March 31, 2012. Three customers accounted for greater than 10% of total revenues for the three months ended March 31, 2011. Two customers accounted for greater than 10% of total revenues for the nine months ended March 31, 2011. Three customers accounted for greater than 10% of net accounts receivable as of March 31, 2012. Two customers accounted for greater than 10% of net accounts receivable as of June 30, 2011.

Long-lived assets by geographic region as of the dates indicated below were as follows:

(In thousands)	As of March 31, 2012		As of June 30, 2011	
Long-lived assets:				
United States	\$	206,722	\$	202,520
Taiwan		761		803
Japan		3,590		4,256
Europe & Israel		81,032		90,163
Korea		2,586		2,804
Rest of Asia		47,814		53,106
Total	\$	342,505	\$	353,652

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

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical fact may be forward-looking statements. You can identify these and other forward-looking statements by the use of words such as "may," "will," "could," "would," "should," "expects," "plans," "anticipates," "relies," "believes," "estimates," "predicts," "intends," "potential," "continue," "thinks," "seeks," or the negative of such terms, or other comparable terminology. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements. Such forward-looking statements include, among others, forecasts of the future results of our operations; orders for our products and capital equipment generally; sales of semiconductors; the allocation of capital spending by our customers (and, in particular, the percentage of spending that our customers allocate to process control); growth of revenue in the semiconductor industry, the semiconductor capital equipment industry and our business; technological trends in the semiconductor industry; future developments or trends in the global capital and financial markets; our future product offerings and product features; the success and market acceptance of new products; timing of shipment of backlog; the future of our product shipments and our product and service revenues; our future gross margins; our future research and development expenses and selling, general and administrative expenses; our ability to successfully maintain cost discipline; international sales and operations; our ability to maintain or improve our existing competitive position; success of our product offerings; creation and funding of programs for research and development; attraction and retention of employees; results of our investment in leading edge technologies; the effects of hedging transactions; the effect of the sale of trade receivables and promissory notes from customers; our future income tax rate; future payments of dividends to our stockholders; the completion of any acquisitions of third parties, or the technology or assets thereof; benefits received from any acquisitions and development of acquired technologies; sufficiency of our existing cash balance, investments and cash generated from operations to meet our operating and working capital requirements; and the adoption of new accounting pronouncements.

Our actual results may differ significantly from those projected in the forward-looking statements in this report. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in Part II, Item 1A, "Risk Factors" in this report as well as in Item 1, "Business" and Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended June 30, 2011, filed with the Securities and Exchange Commission on August 5, 2011. You should carefully review these risks and also review the risks described in other documents we file from time to time with the Securities and Exchange Commission. You are cautioned not to place undue reliance on these forward-looking statements, and we expressly assume no obligation to update the forward-looking statements in this report after the date hereof.

EXECUTIVE SUMMARY

KLA-Tencor Corporation is a leading supplier of process control and yield management solutions for the semiconductor and related nanoelectronics industries. Our broad portfolio of products and services primarily supports integrated circuit ("IC" or "chip") manufacturers throughout the semiconductor fabrication process, from research and development to final volume production. We provide leading-edge equipment, software and support that enable IC manufacturers to identify, resolve and manage significant advanced technology manufacturing process challenges and obtain higher finished product yields at lower overall cost. In addition to serving the semiconductor industry, we also provide a range of technology solutions to a number of other high technology industries, including the light emitting diode ("LED"), data storage and photovoltaic industries, as well as general materials research.

Our products and services are used by the vast majority of bare wafer, IC, lithography reticle ("reticle" or "mask") and disk manufacturers in the world. Our equipment, services and expertise are used by our customers to measure and control nanometric-level manufacturing processes, and to detect, analyze and resolve critical product defects that arise in that environment. Our revenues are driven largely by our customers' spending on capital equipment and related maintenance services necessary to support key transitions in their underlying product technologies, or to increase their production volumes in response to market demand. Our semiconductor customers generally operate in one or more of the three major semiconductor markets -- memory, foundry and logic. All three of these markets are characterized by rapid technological changes and sudden shifts in end-user demand, which influence the level and pattern of our customers' spending on our products and services. Although capital spending in all three semiconductor markets has historically been very cyclical, the demand for more advanced and lower cost chips used in a growing number of consumer electronics, communications, data processing, and industrial products has resulted in favorable long-term revenue growth rates for our process control and yield management solutions.

As a supplier to the global semiconductor and semiconductor-related industries, we are subject to the cyclical capital spending that characterizes these industries. The timing, length and volatility of capacity-oriented capital spending cycles of our customers are unpredictable. In addition, our customer base continues to become more highly concentrated over time, thereby increasing the potential impact of a sudden change in capital spending by a major customer on our revenues and profitability.

The growing use of increasingly sophisticated semiconductor devices in communications, consumer electronics, data processing, and automotive and aerospace products, combined with a somewhat improved economic environment, particularly in Asia, have caused many of our customers to invest in additional semiconductor manufacturing capabilities and capacity. These investments have included process control and yield management equipment and services, which have had a significant favorable impact on our revenues.

During the three months ended March 31, 2012, our revenues and earnings increased compared to the prior quarter as we responded to meet the high level of customer demand for our products. During the quarter ended March 31, 2012, our customers continued to maintain the prior quarter's elevated levels of process control equipment orders, and we expect our revenues and earnings to remain strong in the next quarter as we increase deliveries to meet customer demand for our products. We believe that, over the long term, our customers will continue to invest in advanced technologies and new materials to enable smaller design rules and higher density applications, as well as to reduce cost. We expect that this in turn will drive long-term increased adoption of process control equipment and services that reduce semiconductor defectivity and improve manufacturing yields, reinforcing the longer-term growth drivers in our industry.

The following table sets forth some of the key quarterly unaudited financial information that we use to manage our business:

<u>(In thousands, except net income per share)</u>	Three months ended						
	March 31, 2012	December 31, 2011	September 30, 2011	June 30, 2011	March 31, 2011	December 31, 2010	September 30, 2010
Total revenues	\$ 840,521	\$ 642,482	\$ 796,476	\$ 892,439	\$ 834,059	\$ 766,327	\$ 682,342
Total costs and operating expenses	\$ 556,247	\$ 483,019	\$ 542,187	\$ 548,370	\$ 522,280	\$ 497,461	\$ 446,726
Gross margin	\$ 485,372	\$ 369,627	\$ 456,127	\$ 536,259	\$ 506,363	\$ 454,929	\$ 418,373
Income from operations	\$ 284,274	\$ 159,463	\$ 254,289	\$ 344,069	\$ 311,779	\$ 268,866	\$ 235,616
Net income	\$ 205,346	\$ 110,797	\$ 191,995	\$ 245,017	\$ 209,783	\$ 185,492	\$ 154,196
Net income per share:							
Basic (1)	\$ 1.23	\$ 0.67	\$ 1.15	\$ 1.46	\$ 1.25	\$ 1.11	\$ 0.92
Diluted (1)	\$ 1.21	\$ 0.66	\$ 1.13	\$ 1.43	\$ 1.22	\$ 1.09	\$ 0.91

- (1) Basic and diluted earnings per share are computed independently for each of the quarters presented based on the weighted average basic and fully diluted shares outstanding for each quarter. Therefore, the sum of quarterly basic and diluted per share information may not equal annual (or other multiple-quarter calculations of) basic and diluted earnings per share.

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

The preparation of our Condensed Consolidated Financial Statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions in applying our accounting policies that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. Note 1 to the Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended June 30, 2011 describes the significant accounting policies and methods used in preparation of the Consolidated Financial Statements. We base these estimates and assumptions on historical experience, and evaluate them on an on-going basis to ensure that they remain reasonable under current conditions. Actual results could differ from those estimates. We discuss the development and selection of the critical accounting estimates with the Audit Committee of our Board of Directors on a quarterly basis, and the Audit Committee has reviewed our related disclosure in this Quarterly Report on Form 10-Q. The accounting policies that reflect our more significant estimates, judgments and assumptions and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results include the following:

- Revenue Recognition
- Inventories
- Warranty
- Allowance for Doubtful Accounts
- Stock-Based Compensation
- Contingencies and Litigation
- Goodwill and Intangible Assets
- Income Taxes

There were no significant changes in our critical accounting estimates and policies during the three months ended March 31, 2012. Please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Part II, Item 7 of our Annual Report on Form 10-K for our fiscal year ended June 30, 2011 for a more complete discussion of our critical accounting policies and estimates.

Valuation of Goodwill and Intangible Assets

We performed a qualitative assessment of the goodwill by reporting unit as of November 30, 2011 during the three months ended December 31, 2011 and concluded that there was no impairment. We assess goodwill for impairment annually as well as whenever events or changes in circumstances indicate that the carrying amount of goodwill in any reporting unit may not be recoverable. Long-lived assets are tested for recoverability whenever events or changes in circumstances indicate that the assets' carrying amount may not be recoverable.

Our next annual evaluation of the goodwill by reporting unit will be performed during the three months ending December 31, 2012. If we were to encounter challenging economic conditions, such as a decline in our operating results, an unfavorable industry or macroeconomic environment, a substantial decline in our stock price, or any other adverse change in market conditions, we may be required to perform the two-step quantitative goodwill impairment analysis. In addition, if such conditions have the effect of changing one of the critical assumptions or estimates we use to calculate the value of our goodwill or intangible assets, we may be required to record goodwill and/or intangible asset impairment charges in future periods, whether in connection with our next annual impairment assessment in the second quarter of fiscal year 2013 or prior to that, if any triggering event occurs outside of the quarter during which the annual goodwill impairment assessment is performed. It is not possible at this time to determine if any such future impairment charge would result or, if it does, whether such charge would be material to our results of operations.

Revenue Recognition

We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the selling price is fixed or determinable, and collectability is reasonably assured. We enter into arrangements that may consist of multiple deliverables of our products and services where certain elements of the sales arrangement are not delivered and accepted in one reporting period. Judgment is required to properly identify the accounting units of the multiple deliverable transactions and to determine the manner in which revenue should be allocated among the accounting units. Additionally, judgment is required to interpret various commercial terms and to determine when all criteria of revenue recognition have been met in order for revenue recognition to occur in the appropriate accounting period. While changes in the allocation of the estimated sales price between the accounting units will not affect the amount of total revenue recognized for a particular arrangement, any material changes in these allocations could impact the timing of revenue recognition, which could have a material effect on our financial position and results of operations.

Recent Accounting Pronouncements

In December 2011, the Financial Accounting Standards Board (“FASB”) issued an accounting standard update requiring enhanced disclosure about certain financial instruments and derivative instruments that are offset in the balance sheet or subject to an enforceable master netting arrangement or similar agreement. The disclosure requirement becomes effective retrospectively in the first quarter of our fiscal year ending June 30, 2014. We do not expect that the requirement will have an impact on our financial position, results of operations or cash flows as it is disclosure-only in nature.

In September 2011, the FASB issued an accounting standard update intended to simplify testing goodwill for impairment. The amendments allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. An entity will no longer be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that the fair value of the reporting unit is less than its carrying amount. The amendment becomes effective for annual and interim goodwill impairment tests performed for our fiscal year ending June 30, 2013, and early adoption is permitted. We elected to early adopt this accounting guidance at the beginning of the three months ended December 31, 2011 (see Note 5, “Goodwill and Purchased Intangible Assets,” to the Condensed Consolidated Financial Statements for a detailed description).

In June 2011, the FASB issued an accounting standard update requiring an increase in the prominence of items reported in other comprehensive income. The amendment eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity and requires that the total of comprehensive income, the components of net income, and the components of other comprehensive income be presented in a single continuous statement of comprehensive income or in two separate but consecutive statements. The amendment also required presentation of adjustments for items that are reclassified from other comprehensive income in the statement where the components of net income and the components of other comprehensive income are presented, which was indefinitely deferred by the FASB in December 2011. The amendment (other than the portion regarding the presentation of reclassification adjustments which, as noted above, has been deferred indefinitely) becomes effective during the first quarter of our fiscal year ending June 30, 2013. Early adoption is permitted. The amendment will impact the presentation of the financial statements but will not have an impact on our financial position, results of operations or cash flows.

In May 2011, the FASB issued an accounting standard update providing guidance on achieving a consistent definition of and common requirements for measurement of fair value between U.S. GAAP and International Financial Reporting Standards (“IFRS”). This amendment was effective prospectively for our interim reporting period ended March 31, 2012. Early application is not permitted. The amendment did not have an impact on our financial position, results of operations or cash flows.

RESULTS OF OPERATIONS

Revenues and Gross Margin

<u>(Dollar amounts in thousands)</u>	Three months ended			Q3 FY12 vs.		Q3 FY12 vs.	
	March 31, 2012	December 31, 2011	March 31, 2011	Q2 FY12	Q3 FY11		
Revenues:							
Product	\$ 701,179	\$ 500,659	\$ 691,270	\$ 200,520	40 %	\$ 9,909	1 %
Service	139,342	141,823	142,789	(2,481)	(2)%	(3,447)	(2)%
Total revenues	\$ 840,521	\$ 642,482	\$ 834,059	\$ 198,039	31 %	\$ 6,462	1 %
Costs of revenues	\$ 355,149	\$ 272,855	\$ 327,696	\$ 82,294	30 %	\$ 27,453	8 %
Gross margin percentage	58%	58%	61%				

<u>(Dollar amounts in thousands)</u>	Nine months ended March 31,		Q3 FY12 YTD vs.	
	2012	2011	Q3 FY11 YTD	
Revenues:				
Product	\$ 1,852,094	\$ 1,869,736	\$ (17,642)	(1)%
Service	427,385	412,992	14,393	3 %
Total revenues	\$ 2,279,479	\$ 2,282,728	\$ (3,249)	— %
Costs of revenues	\$ 968,353	\$ 903,063	\$ 65,290	7 %
Gross margin percentage	58%	60%		

Product revenues

Our business is cyclical with respect to the capital equipment procurement practices of semiconductor manufacturers, with revenues impacted by the investment patterns of such manufacturers.

Product revenues increased during the three months ended March 31, 2012 compared to the three months ended December 31, 2011 due to a resurgence in overall industry demand and customer orders in the three months ended December 31, 2011 for process control equipment, as compared to the prior quarter. That increase in orders was primarily a result of increased demand in the semiconductor electronics end-market, and, during the three months ended March 31, 2012, we were able to recognize revenue on many of those sales. Product revenues were substantially flat (increasing by 1%) during the three months ended March 31, 2012 compared to the three months ended March 31, 2011, as both quarters benefited from high levels of orders in the preceding quarter fueled by similar end-market demand trends.

Product revenues were substantially flat (decreasing by 1%) during the nine months ended March 31, 2012 compared to the nine months ended March 31, 2011. Each of those nine-month periods was similarly highlighted by increased volumes of shipment and installation of our products to satisfy customer demand for process control equipment, primarily driven by high demand in the semiconductor electronics end-market.

Service revenues

Service revenues are generated from maintenance contracts, as well as billable time and material service calls made to our customers after the expiration of the warranty period. The amount of service revenues is typically a function of the number of post-warranty systems installed at our customers' sites and the utilization of those systems. Service revenues during the three months ended March 31, 2012 slightly decreased compared to the three months ended December 31, 2011 and March 31, 2011 as a result of a lower amount of billable time and materials.

Service revenues increased during the nine months ended March 31, 2012 compared to the nine months ended March 31, 2011 as a result of an increase in the number of post-warranty systems installed at our customers' sites, as well as service work completed in the three months ended September 30, 2011 to assist our customers in Japan as their operations recovered from the effects of the 2011 Tohoku earthquake and tsunami.

Revenues by region

Revenues by region for the periods indicated were as follows:

<u>(Dollar amounts in thousands)</u>	Three months ended					
	March 31, 2012		December 31, 2011		March 31, 2011	
United States	\$ 185,195	22%	\$ 160,484	25%	\$ 253,347	30%
Taiwan	209,772	25%	169,015	26%	264,137	32%
Japan	92,370	11%	110,321	17%	78,631	9%
Europe & Israel	89,116	11%	69,270	11%	72,082	9%
Korea	198,374	24%	61,979	10%	58,705	7%
Rest of Asia	65,694	7%	71,413	11%	107,157	13%
Total	\$ 840,521	100%	\$ 642,482	100%	\$ 834,059	100%

A significant portion of our revenues continues to be generated in Asia, where a substantial portion of the world's semiconductor manufacturing capacity is located, and we expect that trend to continue.

Gross margin

Our gross margin fluctuates with revenue levels and product mix and is affected by variations in costs related to manufacturing and servicing our products, including our ability to scale our operations efficiently and effectively in response to prevailing business conditions. Over the past several years, we have embarked on various advanced product development, customer satisfaction improvement and globalization initiatives to improve our competitiveness and gross margins.

The following tables summarize the major factors that contributed to the changes in gross margin percentage for the periods indicated:

	Gross Margin Percentage		Gross Margin Percentage	
	Three months ended		Three months ended	Nine months ended
December 31, 2011	57.5 %		March 31, 2011	60.7 %
Revenue volume of products and service	1.4 %		Revenue volume of products and service	(0.6)%
Mix of products and services sold	(3.0)%		Mix of products and services sold	(2.7)%
Manufacturing labor, overhead and efficiencies	1.3 %		Manufacturing labor, overhead and efficiencies	0.1 %
Other service and manufacturing costs	0.5 %		Other service and manufacturing costs	(0.8)%
March 31, 2012	57.7 %		March 31, 2012	57.5 %

Changes in gross margin percentage driven by revenue volume reflect our ability to leverage existing infrastructure to generate higher revenues. It also includes the effect of fluctuations in foreign exchange rates and average customer pricing. Changes in gross margin percentage from mix of products and services sold reflect the impact of changes in the composition within product and service offerings, as well as differences in transaction-specific revenue realization. Changes in gross margin percentage from manufacturing labor, overhead and efficiencies reflect our ability to manage costs and drive productivity as we scale our manufacturing activity to respond to customer requirements; this includes the impact of capacity utilization, use of overtime and variability of cost structure. Changes in gross margin percentage from other service and manufacturing costs include the impact of customer support costs, including the efficiencies with which we deliver services to our customers, and the effectiveness with which we manage our production plans and inventory risk.

Engineering, Research and Development (“R&D”)

(Dollar amounts in thousands)	Three months ended			Q3 FY12 vs. Q2 FY12	Q3 FY12 vs. Q3 FY11
	March 31, 2012	December 31, 2011	March 31, 2011		
R&D expenses	\$ 110,102	\$ 116,363	\$ 95,617	\$ (6,261) (5)%	\$ 14,485 15%
R&D expenses as a percentage of total revenues	13%	18%	11%		

(Dollar amounts in thousands)	Nine months ended March 31,		Q3 FY12 YTD vs. Q3 FY11 YTD
	2012	2011	
R&D expenses	\$ 334,227	\$ 285,234	\$ 48,993 17%
R&D expenses as a percentage of total revenues	15%	12%	

R&D expenses during the three months ended March 31, 2012 decreased compared to the three months ended December 31, 2011, primarily due to a decrease in engineering material costs of \$8.6 million, as some of the program development related to our next-generation products entered into the production phase, partially offset by a decrease of \$2.4 million in benefit to R&D expense from external funding.

R&D expenses during the three months ended March 31, 2012 increased compared to the three months ended March 31, 2011, primarily due to an increase in employee-related expenses of \$6.1 million as a result of additional engineering headcount, an increase in depreciation of fixed assets of \$1.4 million and a decrease in external R&D funding of \$6.0 million.

R&D expenses during the nine months ended March 31, 2012 increased compared to the nine months ended March 31, 2011, primarily due to an increase in employee-related expenses of \$22.1 million as a result of additional engineering headcount, an increase in engineering material costs of \$14.5 million, an increase in depreciation of fixed assets of \$3.7 million and a decrease in external R&D funding of \$5.8 million.

R&D expenses include the benefit of \$0.4 million, \$2.8 million and \$6.4 million of external funding received during the three months ended March 31, 2012, December 31, 2011 and March 31, 2011, respectively, for certain strategic development programs from government grants.

Our future operating results will depend significantly on our ability to produce products and provide services that have a competitive advantage in our marketplace. To do this, we believe that we must continue to make substantial investments in our research and development. We remain committed to product development in new and emerging technologies as we address the yield challenges our customers face at future technology nodes.

Selling, General and Administrative (“SG&A”)

(Dollar amounts in thousands)	Three months ended			Q3 FY12 vs. Q2 FY12	Q3 FY12 vs. Q3 FY11
	March 31, 2012	December 31, 2011	March 31, 2011		
SG&A expenses	\$ 90,996	\$ 93,801	\$ 98,967	\$ (2,805)	(3)%
SG&A expenses as a percentage of total revenues	11%	15%	12%		(8)%

(Dollar amounts in thousands)	Nine months ended March 31,		Q3 FY12 YTD vs. Q3 FY11 YTD
	2012	2011	
SG&A expenses	\$ 278,873	\$ 278,170	\$ 703
SG&A expenses as a percentage of total revenues	12%	12%	—%

SG&A expenses during the three months ended March 31, 2012 decreased compared to the three months ended December 31, 2011, primarily due to a decrease of \$3.6 million in legal expenses, reflecting the resolution of certain litigation matters during the three months ended March 31, 2012, partially offset by an increase in employee-related expenses of \$1.0 million, primarily driven by higher stock-based compensation expense and higher headcount.

SG&A expenses during the three months ended March 31, 2012 decreased compared to the three months ended March 31, 2011, primarily due to a decrease of \$5.4 million in legal expenses, reflecting the resolution of certain litigation matters during the three months ended March 31, 2012, and a decrease in employee-related expenses of \$5.3 million primarily as a result of lower variable compensation, partially offset by an increase in consulting expenses of \$1.1 million.

SG&A expenses during the nine months ended March 31, 2012 were substantially flat compared to the nine months ended March 31, 2011. Legal expenses decreased by \$4.3 million, reflecting the resolution of certain litigation matters during the three months ended March 31, 2012, and employee-related expenses decreased by \$4.7 million primarily as a result of lower variable compensation, while expenses related to infrastructure increased by \$5.1 million primarily to support current and anticipated business activities and consulting expenses increased by \$1.8 million.

Interest Income and Other, Net and Interest Expense

(Dollar amounts in thousands)	Three months ended		
	March 31, 2012	December 31, 2011	March 31, 2011
Interest income and other, net	\$ 3,264	\$ 740	\$ 3,150
Interest expense	\$ 13,505	\$ 13,296	\$ 13,409
Interest income and other, net as a percentage of total revenues	—%	—%	—%
Interest expense as a percentage of total revenues	2%	2%	2%

(Dollar amounts in thousands)	Nine months ended March 31,	
	2012	2011
Interest income and other, net	\$ 10,870	\$ 193
Interest expense	\$ 40,694	\$ 40,431
Interest income and other, net as a percentage of total revenues	—%	—%
Interest expense as a percentage of total revenues	2%	2%

Interest income and other, net is comprised primarily of interest income earned on our investment and cash portfolio, realized gains or losses on sales of marketable securities, gains or losses from revaluation of certain foreign currency denominated assets and liabilities as well as foreign currency contracts, and impairments associated with equity investments in privately-held companies. The increase in interest income and other, net during the three months ended March 31, 2012 compared to the three months ended December 31, 2011 was primarily due to an impairment charge of \$1.4 million recorded during the three months ended December 31, 2011 for equity investments in privately-held companies and a decrease in foreign exchange related expenses of \$0.9 million recorded during the three months ended March 31, 2012. Interest income and other, net during the three months ended March 31, 2012 compared to the three months ended March 31, 2011 remained essentially flat. The increase in interest income and other, net during the nine months ended March 31, 2012 compared to the nine months ended March 31, 2011 was primarily due to a decrease of \$4.5 million in accrued interest and penalties on uncertain tax positions and a decrease of \$5.8 million in impairment charges related to equity investments in privately-held companies.

Interest expense is primarily attributable to the \$750 million aggregate principal amount of senior fixed rate notes that we issued in the fourth quarter of the fiscal year ended June 30, 2008.

Provision for Income Taxes

The following table provides details of income taxes:

<u>(Dollar amounts in thousands)</u>	<u>Three months ended March 31,</u>		<u>Nine months ended March 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
Income before income taxes	\$ 274,033	\$ 301,520	\$ 668,202	\$ 776,023
Provision for income taxes	\$ 68,687	\$ 91,737	\$ 160,064	\$ 226,552
Effective tax rate	25.1%	30.4%	24.0%	29.2%

Our estimated annual effective tax rate for the fiscal year ending June 30, 2012 is approximately 24.0%.

The difference between the actual effective tax rate of 25.1% during the quarter and the estimated annual effective tax rate of 24.0% is primarily due to the tax impact of the following items during the three months ended March 31, 2012:

- Tax expense was increased by \$5.7 million due to shortfalls from employee stock activity. A shortfall arises when the tax deduction is less than book compensation. Windfalls are recorded as increases to capital in excess of par value. Shortfalls are recorded as decreases to capital in excess of par value to the extent that cumulative windfalls exceed cumulative shortfalls. Shortfalls in excess of cumulative windfalls are recorded as provision for income taxes.
- Tax expense was decreased by \$3.4 million due to a non-taxable increase in the value of the assets held within our Executive Deferred Savings Plan.

Tax expense was lower as a percentage of income during the three months ended March 31, 2012 compared to the three months ended March 31, 2011 primarily due to:

- A decrease in tax expense of \$5.0 million during the three months ended March 31, 2012 related to state income taxes as a result of the adoption of California budget legislation, signed on February 20, 2009, which allows a taxpayer to elect an alternative method to attribute taxable income to California for tax years beginning on or after January 1, 2011;
- A decrease in tax expense of \$13.0 million during the three months ended March 31, 2012 related to an increase in the proportion of our earnings generated in jurisdictions with tax rates lower than the U.S. statutory tax rate; and
- A decrease in tax expense of \$2.7 million during the three months ended March 31, 2012 related to shortfalls from employee stock activity. We incurred a tax expense of \$5.7 million due to shortfalls from employee stock activity during the three months ended March 31, 2012 compared to a tax expense of \$8.4 million due to shortfalls from employee stock activity during the three months ended March 31, 2011; partially offset by
- An increase in tax expense of \$4.5 million during the three months ended March 31, 2012 related to a decrease in the domestic manufacturing deduction as a result of a change in the timing of when revenue is recognized for federal income tax purposes.

Tax expense was lower as a percentage of income during the nine months ended March 31, 2012 compared to the nine months ended March 31, 2011 primarily due to:

- A tax benefit of \$18.3 million recognized during the nine months ended March 31, 2012 resulting from a decrease in our unrecognized tax benefits due to the settlement of a U.S. federal income tax examination;
- A tax benefit of \$18.0 million recognized during the nine months ended March 31, 2012 resulting from a decrease in reserves for uncertain tax positions taken in prior years;
- A decrease in tax expense of \$12.2 million during the nine months ended March 31, 2012 related to state income taxes as a result of the adoption of California budget legislation, signed on February 20, 2009, which allows a taxpayer to elect an alternative method to attribute taxable income to California for tax years beginning on or after January 1, 2011; and
- A decrease in tax expense of \$31.8 million during the nine months ended March 31, 2012 related to an increase in the proportion of our earnings generated in jurisdictions with tax rates lower than the U.S. statutory tax rate; partially offset by
- An increase in tax expense of \$23.6 million during the nine months ended March 31, 2012 related to a migration of a portion of our manufacturing to Singapore;
- An increase in tax expense of \$7.4 million during the nine months ended March 31, 2012 related to a non-deductible decrease in the value of the assets held within our Executive Deferred Savings Plan. We incurred a tax benefit of \$1.0 million due to a non-taxable increase in the value of the assets held within our Executive Deferred Savings Plan during the nine months ended March 31, 2012 compared to a tax benefit of \$8.4 million due to a non-taxable increase in the value of the assets held within our Executive Deferred Savings Plan during the nine months ended March 31, 2011; and
- An increase in tax expense of \$12.6 million during the nine months ended March 31, 2012 related to a decrease in the domestic manufacturing deduction as a result of a change in the timing of when revenue is recognized for federal income tax purposes.

In the normal course of business, we are subject to examination by tax authorities throughout the world. We are subject to U.S. federal income tax examination for all years beginning from the fiscal year ended June 30, 2010. We are subject to state income tax examinations for all years beginning from the fiscal year ended June 30, 2007. We are also subject to examinations in other major foreign jurisdictions, including Singapore, for all years beginning from the fiscal year ended June 30, 2007. It is possible that certain examinations may be concluded in the next twelve months. We believe it is possible that we may recognize up to \$2.4 million of our existing unrecognized tax benefits within the next twelve months as a result of the lapse of statutes of limitations and the resolution of examinations with various tax authorities.

LIQUIDITY AND CAPITAL RESOURCES

<u>(Dollar amounts in thousands)</u>	<u>March 31, 2012</u>	<u>June 30, 2011</u>
Cash and cash equivalents	\$ 763,913	\$ 711,329
Marketable securities	1,605,825	1,327,206
Total cash, cash equivalents and marketable securities	<u>\$ 2,369,738</u>	<u>\$ 2,038,535</u>
Percentage of total assets	48%	44%

<u>(In thousands)</u>	<u>Nine months ended March 31,</u>	
	<u>2012</u>	<u>2011</u>
Cash flow:		
Net cash provided by operating activities	\$ 668,311	\$ 533,364
Net cash used in investing activities	(329,780)	(220,644)
Net cash used in financing activities	(278,091)	(217,833)
Effect of exchange rate changes on cash and cash equivalents	(7,856)	13,953
Net increase in cash and cash equivalents	<u>\$ 52,584</u>	<u>\$ 108,840</u>

As of March 31, 2012, our cash, cash equivalents and marketable securities totaled \$2.4 billion, which is an increase of \$331.2 million from June 30, 2011. As of March 31, 2012, \$807.9 million of the \$2.4 billion of cash, cash equivalents and marketable securities were held by our foreign subsidiaries and branch offices. We currently intend to permanently reinvest \$585.2 million of the cash held by our foreign subsidiaries and branch offices. If, however, a portion of these funds were to be needed for our operations in the United States, we would be required to accrue and pay U.S. and foreign taxes of approximately 30%-50% of the funds repatriated. The amount of taxes due will depend on the amount and manner of the repatriation, as well as the location from where the funds are repatriated. We have accrued (but have not paid) U.S. taxes on the remaining cash of \$222.7 million of the \$807.9 million held by our foreign subsidiaries and branch offices. As such, these funds can be returned to the U.S. without accruing any additional U.S. tax expense.

During the three months ended March 31, 2012, our Board of Directors declared a dividend of \$0.35 per share of our outstanding common stock, which was paid on March 1, 2012 to our stockholders of record as of the close of business on February 21, 2012. During the same period in fiscal year 2011, our Board of Directors declared and paid a quarterly cash dividend of \$0.25 per share. The total amount of dividends paid during the three months ended March 31, 2012 and 2011 was \$58.5 million and \$41.9 million, respectively. The total amount of dividends paid during the nine months ended March 31, 2012 and 2011 was \$175.1 million and \$125.5 million, respectively. The increase in the amount of dividends paid during the three and nine months ended March 31, 2012 reflects the increase in the level of our quarterly dividend from \$0.25 to \$0.35 per share that was instituted during the three months ended September 30, 2011.

The shares repurchased under our stock repurchase program have decreased our basic and diluted weighted-average shares outstanding for the three and nine months ended March 31, 2012, compared to the three and nine months ended March 31, 2011. The decrease was partially offset by additional shares issued upon the exercise of employee stock options and the vesting of employee restricted stock units and in connection with stock purchases under our Employee Stock Purchase Plan.

We have historically financed our liquidity requirements through cash generated from operations. Net cash provided by operating activities during the nine months ended March 31, 2012 increased compared to the nine months ended March 31, 2011 primarily as a result of the following factors:

- A decrease in tax payments of approximately \$178 million, which includes a tax refund of \$40 million and a change in the timing of when revenue is recognized for federal income tax purposes, resulting in lower tax payments during the nine months ended March 31, 2012 compared to the nine months ended March 31, 2011. We expect that tax payments in future periods will increase to normal amounts relative to our profit before taxes, and
- An increase in cash collections of approximately \$14 million during the nine months ended March 31, 2012 compared to the nine months ended March 31, 2011, due to higher sales volume, partially offset by
- An increase in vendor payments of approximately \$27 million during the nine months ended March 31, 2012 compared to the nine months ended March 31, 2011, to support a higher level of business activities, and
- An increase in payroll expenses of approximately \$72 million during the nine months ended March 31, 2012 compared to the nine months ended March 31, 2011, mainly due to increases in employee headcount.

Net cash used in investing activities during the nine months ended March 31, 2012 increased compared to the nine months ended March 31, 2011 primarily as a result of an increase in the use of cash for purchases of available-for-sale and trading securities, net of sales and maturities, of \$88 million.

Net cash used in financing activities during the nine months ended March 31, 2012 increased compared to the nine months ended March 31, 2011 primarily as a result of the following factors:

- An increase in dividend payments of \$50 million during the nine months ended March 31, 2012 compared to the nine months ended March 31, 2011, mainly due to an increase in our quarterly dividend from \$0.25 to \$0.35 per share that was instituted during the three months ended September 30, 2011, and
- An increase in common stock repurchases of \$20 million during the nine months ended March 31, 2012 compared to the nine months ended March 31, 2011, partially offset by
- An increase in proceeds from the exercise of stock options of \$17 million during the nine months ended March 31, 2012 compared to the nine months ended March 31, 2011.

The following is a schedule summarizing our significant obligations to make future payments under contractual obligations as of March 31, 2012:

(In thousands)	Fiscal year ending June 30,							
	Total	2012 (2)	2013	2014	2015	2016	Thereafter	Other
Long-term debt obligations(1)	\$ 750,000	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 750,000	\$ —
Interest expense associated with long-term debt obligations	314,813	12,938	51,750	51,750	51,750	51,750	94,875	—
Purchase commitments	339,331	205,584	128,415	5,329	—	3	—	—
Non-current income tax payable(3)	46,517	—	—	—	—	—	—	46,517
Operating leases	22,508	2,134	7,509	4,776	2,441	2,216	3,432	—
Pension obligations	26,055	500	1,240	2,185	2,927	2,466	16,737	—
Total contractual cash obligations	\$ 1,499,224	\$ 221,156	\$ 188,914	\$ 64,040	\$ 57,118	\$ 56,435	\$ 865,044	\$ 46,517

(1) In April 2008, we issued \$750 million aggregate principal amount of senior notes due in 2018.

(2) Remaining 3 months.

(3) Represents the non-current income tax payable obligation. We are unable to make a reasonably reliable estimate of the timing of payments in individual years beyond 12 months due to uncertainties in the timing of tax audit outcomes.

We have agreements with financial institutions to sell certain of our trade receivables and promissory notes from customers without recourse. In addition, we periodically sell certain letters of credit (“LCs”), without recourse, received from customers in payment of goods.

The following table shows total receivables sold under factoring agreements and proceeds from sales of LCs for the indicated periods:

(In thousands)	Three months ended March 31,			
	2012		2011	
	2012	2011	2012	2011
Receivables sold under factoring agreements	\$ 71,897	\$ 50,417	\$ 322,227	\$ 207,028
Proceeds from sales of LCs	\$ 9,500	\$ 9,900	\$ 14,010	\$ 94,163

Factoring and LC fees for the sale of certain trade receivables were recorded in interest income and other, net and were not material for the periods presented.

We maintain guarantee arrangements available through various financial institutions for up to \$19.9 million, of which \$18.1 million had been issued as of March 31, 2012, primarily to fund guarantees to customs authorities for VAT and other operating requirements of our subsidiaries in Europe and Asia.

We maintain certain open inventory purchase commitments with our suppliers to ensure a smooth and continuous supply for key components. Our liability under these purchase commitments is generally restricted to a forecasted time-horizon as mutually agreed upon between the parties. This forecasted time-horizon can vary among different suppliers. Our open inventory purchase commitments were approximately \$339.3 million as of March 31, 2012 and are primarily due within the next 12 months. Actual expenditures will vary based upon the volume of the transactions and length of contractual service provided. In addition, the amounts paid under these arrangements may be less in the event that the arrangements are renegotiated or canceled. Certain agreements provide for potential cancellation penalties.

We provide standard warranty coverage on our systems for 40 hours per week for twelve months, providing labor and parts necessary to repair the systems during the warranty period. We account for the estimated warranty cost as a charge to costs of revenues when revenue is recognized. The estimated warranty cost is based on historical product performance and field expenses. The actual product performance and/or field expense profiles may differ, and in those cases we adjust our warranty accruals accordingly. The difference between the estimated and actual warranty costs tends to be larger for new product introductions as there is limited historical product performance to estimate warranty expense; more mature products with longer product performance histories tend to be more stable in our warranty charge estimates. Non-standard warranty coverage generally includes services incremental to the standard 40 hours per week coverage for twelve months. See Note 13, "Commitments and Contingencies," to the Condensed Consolidated Financial Statements for a detailed description.

Working capital increased to \$3.1 billion as of March 31, 2012, compared to \$2.8 billion as of June 30, 2011. As of March 31, 2012, our principal sources of liquidity consisted of \$2.4 billion of cash, cash equivalents and marketable securities. Our liquidity is affected by many factors, some of which are based on the normal ongoing operations of the business, and others of which relate to the uncertainties of global economies and the semiconductor and the semiconductor equipment industries. Although cash requirements will fluctuate based on the timing and extent of these factors, we believe that cash generated from operations, together with the liquidity provided by existing cash balances, will be sufficient to satisfy our liquidity requirements for at least the next twelve months.

In April 2008, we issued \$750 million aggregate principal amount of 6.90% senior, unsecured long-term debt due in 2018 with an effective interest rate of 7.00%. The discount on the debt amounted to \$5.4 million and is being amortized over the life of the debt using the straight-line method as opposed to the interest method due to immateriality. Interest is payable semi-annually on November 1 and May 1. The debt indenture includes covenants that limit our ability to grant liens on our facilities and to enter into sale and leaseback transactions, subject to significant allowances under which certain sale and leaseback transactions are not restricted. We were in compliance with all of our covenants as of March 31, 2012.

Our credit ratings and outlooks as of January 9, 2012 are summarized below:

<u>Rating Agency</u>	<u>Rating</u>	<u>Outlook</u>
Fitch	BBB	Stable
Moody's	Baa1	Stable
Standard & Poor's	BBB	Stable

Factors that can affect our credit ratings include changes in our operating performance, the economic environment, conditions in the semiconductor and semiconductor equipment industries, our financial position, and changes in our business strategy.

Off-Balance Sheet Arrangements

Under our foreign currency risk management strategy, we utilize derivative instruments to protect our interests from unanticipated fluctuations in earnings and cash flows caused by volatility in currency exchange rates. This financial exposure is monitored and managed as an integral part of our overall risk management program which focuses on the unpredictability of financial markets and seeks to reduce the potentially adverse effects that the volatility of these markets may have on our operating results. We continue our policy of hedging our current and forecasted foreign currency exposures with hedging instruments having tenors of up to 18 months (see Note 14, "Derivative Instruments and Hedging Activities," to the Condensed Consolidated Financial Statements for a detailed description). Our outstanding hedge contracts, with maximum maturity of 18 months, were as follows:

<u>(In thousands)</u>	<u>As of March 31, 2012</u>		<u>As of June 30, 2011</u>	
Cash flow hedge contracts				
Purchase	\$	12,102	\$	3,381
Sell	\$	48,478	\$	30,133
Other foreign currency hedge contracts				
Purchase	\$	74,492	\$	174,499
Sell	\$	88,707	\$	216,738

Indemnification Obligations. Subject to certain limitations, we are obligated to indemnify our current and former directors, officers and employees with respect to certain litigation matters and investigations that arise in connection with their service to us. These obligations arise under the terms of our certificate of incorporation, our bylaws, applicable contracts, and Delaware and California law. The obligation to indemnify generally means that we are required to pay or reimburse the individuals' reasonable legal expenses and possibly damages and other liabilities incurred in connection with these matters. For example, we have paid or reimbursed legal expenses incurred in connection with the investigation of our historical stock option practices and the related litigation and government inquiries by a number of our current and former directors, officers and employees. Although the maximum potential amount of future payments we could be required to make under these indemnification obligations is theoretically unlimited, we believe the fair value of this liability, to the extent estimable, is appropriately considered within the reserve we have established for currently pending legal proceedings.

We are a party to a variety of agreements pursuant to which we may be obligated to indemnify the other party with respect to certain matters. Typically, these obligations arise in connection with contracts and license agreements or the sale of assets, under which we customarily agree to hold the other party harmless against losses arising from, or provide customers with other remedies to protect against, bodily injury or damage to personal property caused by our products, non-compliance with our product performance specifications, infringement by our products of third-party intellectual property rights and a breach of warranties, representations and covenants related to such matters as title to assets sold, validity of certain intellectual property rights, non-infringement of third-party rights, and certain income tax-related matters. In each of these circumstances, payment by us is typically subject to the other party making a claim to and cooperating with us pursuant to the procedures specified in the particular contract. This usually allows us to challenge the other party's claims or, in case of breach of intellectual property representations or covenants, to control the defense or settlement of any third-party claims brought against the other party. Further, our obligations under these agreements may be limited in terms of amounts, activity (typically at our option to replace or correct the products or terminate the agreement with a refund to the other party), and duration. In some instances, we may have recourse against third parties and/or insurance covering certain payments made by us.

It is not possible to predict the maximum potential amount of future payments under these or similar agreements due to the conditional nature of our obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by us under these agreements have not had a material effect on our business, financial condition, results of operations or cash flows.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to financial market risks, including changes in interest rates, foreign currency exchange rates and marketable equity security prices. To mitigate these risks, we utilize derivative financial instruments, such as foreign currency hedges. We do not use derivative financial instruments for speculative or trading purposes. All of the potential changes noted below are based on sensitivity analyses performed on our financial position as of March 31, 2012. Actual results may differ materially.

As of March 31, 2012, we had an investment portfolio of fixed income securities of \$1.6 billion, excluding those classified as cash and cash equivalents. These securities, as with all fixed income instruments, are subject to interest rate risk and will fall in value if market interest rates increase. If market interest rates were to increase immediately and uniformly by 10% from levels as of March 31, 2012, the fair value of the portfolio would have declined by \$1.2 million.

As of March 31, 2012, we had net forward and option contracts to sell \$50.6 million in foreign currency in order to hedge certain currency exposures (see Note 14, "Derivative Instruments and Hedging Activities," to the Condensed Consolidated Financial Statements for a detailed description). If we had entered into these contracts on March 31, 2012, the U.S. dollar equivalent would have been \$47.0 million. A 10% adverse move in all currency exchange rates affecting the contracts would decrease the fair value of the contracts by \$18.6 million. However, if this occurred, the fair value of the underlying exposures hedged by the contracts would increase by a similar amount. Accordingly, we believe that the hedging of our foreign currency exposure should have no material impact on net income or cash flows.

In April 2008, we issued \$750 million aggregate principal amount of 6.90% senior, unsecured long-term debt due in 2018. The fair market value of long-term fixed interest rate debt is subject to interest rate risk. Generally, the fair market value of fixed interest rate debt will increase as interest rates fall and decrease as interest rates rise. As of March 31, 2012, the book value and the fair value of our fixed rate debt were \$746.7 million and \$892.5 million, respectively.

See Note 4, "Marketable Securities," to the Condensed Consolidated Financial Statements in Part I, Item 1; Management's Discussion and Analysis of Financial Condition and Results of Operations, "Liquidity and Capital Resources," in Part I, Item 2; and Risk Factors in Part II, Item 1A of this Quarterly Report on Form 10-Q for a description of recent market events that may affect the value of the investments in our portfolio that we held as of March 31, 2012.

**ITEM 4 CONTROLS AND
PROCEDURES**

Evaluation of Disclosure Controls and Procedures and Related CEO and CFO Certifications

Evaluation of Disclosure Controls and Procedures

The Company conducted an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) (“Disclosure Controls”) as of the end of the period covered by this Quarterly Report on Form 10-Q (this “Report”) required by Exchange Act Rules 13a-15(b) or 15d-15(b). The controls evaluation was conducted under the supervision and with the participation of the Company’s management, including the Company’s Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”). Based on this evaluation, the CEO and CFO have concluded that as of the end of the period covered by this Report the Company’s Disclosure Controls were effective at a reasonable assurance level.

Attached as exhibits to this Report are certifications of the CEO and CFO, which are required in accordance with Rule 13a-14 of the Exchange Act. This Controls and Procedures section includes the information concerning the controls evaluation referred to in the certifications, and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

Definition of Disclosure Controls

Disclosure Controls are controls and procedures designed to reasonably assure that information required to be disclosed in the Company’s reports filed under the Exchange Act, such as this Report, is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure Controls are also designed to reasonably assure that such information is accumulated and communicated to the Company’s management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. The Company’s Disclosure Controls include components of its internal control over financial reporting, which consists of control processes designed to provide reasonable assurance regarding the reliability of its financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles in the United States. To the extent that components of the Company’s internal control over financial reporting are included within its Disclosure Controls, they are included in the scope of the Company’s annual controls evaluation.

Limitations on the Effectiveness of Controls

The Company’s management, including the CEO and CFO, does not expect that the Company’s Disclosure Controls or internal control over financial reporting will prevent all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in Internal Control over Financial Reporting

There were no changes in the Company’s internal control over financial reporting during the three months ended March 31, 2012 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information set forth above under Note 12, "Litigation and Other Legal Matters," to the Condensed Consolidated Financial Statements in Item 1 of Part 1 is incorporated herein by reference.

ITEM 1A. RISK FACTORS

A description of factors that could materially affect our business, financial condition or operating results is provided below.

Risks Associated with Our Industry

The semiconductor equipment industry is highly cyclical. The purchasing decisions of our customers are highly dependent on the economies of both the local markets in which they are located and the semiconductor industry worldwide. If we fail to respond to industry cycles, our business could be seriously harmed.

The timing, length and severity of the up-and-down cycles in the semiconductor equipment industry are difficult to predict. The cyclical nature of the primary industry in which we operate is largely a function of our customers' capital spending patterns and need for expanded manufacturing capacity, which in turn are affected by factors such as capacity utilization, consumer demand for products, inventory levels and our customers' access to capital. This cyclicity affects our ability to accurately predict future revenue and, in some cases, future expense levels. During down cycles in our industry, the financial results of our customers may be negatively impacted, which could result not only in a decrease in, or cancellation or delay of, orders (which are generally subject to cancellation or delay by the customer with limited or no penalty) but also a weakening of their financial condition that could impair their ability to pay for our products or our ability to recognize revenue from certain customers. Our ability to recognize revenue from a particular customer may also be negatively impacted by the customer's funding status, which could be weakened not only by adverse business conditions or inaccessibility to capital markets for any number of macroeconomic or company-specific reasons, but also by funding limitations imposed by the customer's unique corporate structure. Any of these factors could negatively impact our business, operating results and financial condition.

When cyclical fluctuations result in lower than expected revenue levels, operating results may be adversely affected and cost reduction measures may be necessary in order for us to remain competitive and financially sound. During periods of declining revenues, as was experienced during fiscal year 2009, we must be in a position to adjust our cost and expense structure to prevailing market conditions and to continue to motivate and retain our key employees. If we fail to respond, or if our attempts to respond fail to accomplish our intended results, then our business could be seriously harmed. Furthermore, any workforce reductions and cost reduction actions that we adopt in response to down cycles may result in additional restructuring charges, disruptions in our operations and loss of key personnel. In addition, during periods of rapid growth, we must be able to increase manufacturing capacity and personnel to meet customer demand. We can provide no assurance that these objectives can be met in a timely manner in response to industry cycles. Each of these factors could adversely impact our operating results and financial condition.

In addition, our management typically provides quarterly forecasts for certain financial metrics, which, when made, are based on business and operational forecasts that are believed to be reasonable at the time. However, largely due to the cyclical nature of our business and the industries in which we operate, and the fact that business conditions in our industries can change very rapidly as part of these cycles, our actual results may vary (and have varied in the past) from forecasted results. These variations can occur for any number of reasons, including, but not limited to, unexpected changes in the volume or timing of customer orders, product shipments or product acceptances; an inability to adjust our operations rapidly enough to adapt to changing business conditions; or a different than anticipated effective tax rate. The impact on our business of delays or cancellations of customer orders may be exacerbated by the short lead times that our customers expect between order placement and product shipment. This is because order delays and cancellations may lead not only to lower revenues, but also, due to the advance work we must do in anticipation of receiving a product order in order to meet the expected lead times, to significant inventory write-offs and manufacturing inefficiencies that decrease our gross margin. Any of these factors could materially and adversely affect our financial results for a particular quarter and could cause those results to differ materially from financial forecasts we have previously provided. We provide these forecasts with the intent of giving investors and analysts a better understanding of management's expectations for the future, but parties reviewing such forecasts must recognize that such forecasts are comprised of, and are themselves, forward-looking statements subject to the risks and uncertainties described in this Item 1A and elsewhere in this report and in our other public filings and public statements. If our operating or financial results for a particular period differ from our forecasts or the expectations of investment analysts, or if we revise our forecasts, the market price of our common stock could decline.

Ongoing changes in the technology industry, as well as the semiconductor industry in particular, could expose our business to significant risks.

The semiconductor equipment industry and other industries that we serve are constantly developing and changing over time. Many of the risks associated with operating in these industries are comparable to the risks faced by all technology companies, such as the uncertainty of future growth rates in the industries that we serve, pricing trends in the end-markets for consumer electronics and other products (which place a growing emphasis on our customers' cost of ownership), changes in our customers' capital spending patterns and, in general, an environment of constant change and development, including decreasing product and component dimensions; use of new materials; and increasingly complex device structures, applications and process steps. If we fail to appropriately adjust our cost structure and operations to adapt to any of these trends, or, with respect to technological advances, if we do not timely develop new technologies and products that successfully anticipate and address these changes, we could experience a material adverse effect on our business, financial condition and operating results.

In addition, we face a number of risks specific to ongoing changes in the semiconductor industry, as the significant majority of our sales are made to semiconductor manufacturers. Some of the trends that our management monitors in operating our business include the following:

- the increasing cost of building and operating fabrication facilities and the impact of such increases on our customers' investment decisions;
- differing market growth rates and capital requirements for different applications, such as memory, logic and foundry;
- the emergence of disruptive technologies that change the prevailing semiconductor manufacturing processes (or the economics associated with semiconductor manufacturing) and, as a result, also impact the inspection and metrology requirements associated with such processes;
- the possible introduction of integrated products by our larger competitors that offer inspection and metrology functionality in addition to managing other semiconductor manufacturing processes;
- changes in semiconductor manufacturing processes that are extremely costly for our customers to implement and, accordingly, impact the amount of their budgets that are available for process control equipment;
- the bifurcation of the semiconductor manufacturing industry into (a) leading edge manufacturers driving continued research and development into next-generation products and technologies and (b) other manufacturers that are content with existing (including previous generation) products and technologies;
- the ever escalating cost of next-generation product development, which may result in joint development programs between us and our customers to help fund such programs that could restrict our control of, ownership of and profitability from the products and technologies developed through those programs;
- the potential industry transition from 300mm to 450mm wafers;
- and
- the entry by some semiconductor manufacturers into collaboration or sharing arrangements for capacity, cost or risk with other manufacturers, as well as increased outsourcing of their manufacturing activities, and greater focus only on specific markets or applications, whether in response to adverse market conditions or other market pressures.

Any of the changes described above may negatively affect our customers' rate of investment in the capital equipment that we produce, which could result in downward pressure on our prices, customer orders, revenues and gross margins. If we do not successfully manage the risks resulting from any of these or other potential changes in our industries, our business, financial condition and operating results could be adversely impacted.

We are exposed to risks associated with a highly concentrated customer base.

Our customer base, particularly in the semiconductor industry, historically has been, and is becoming increasingly, highly concentrated. In this environment, orders from a relatively limited number of manufacturers have accounted for, and are expected to continue to account for, a substantial portion of our sales. This increasing concentration exposes our business, financial condition and operating results to a number of risks, including the following:

- The mix and type of customers, and sales to any single customer, may vary significantly from quarter to quarter and from year to year, which exposes our business and operating results to increased volatility tied to individual customers.
- New orders from our foundry customers currently constitute a majority of our total orders. This concentration increases the impact that future business or technology changes within the foundry industry may have on our business, financial condition and operating results.
- In a highly concentrated business environment, if a particular customer does not place an order, or if they delay or cancel orders, we may not be able to replace the business. Furthermore, because our products are configured to customer specifications, any changes, delays or cancellations of orders may result in significant, non-recoverable costs.
- In recent years, our customer base has become increasingly consolidated due to corporate acquisitions and business closures. As a result of this consolidation, the customers that survive the consolidation represent a greater portion of our sales. Those surviving customers may have more aggressive policies regarding engaging alternative, second-source suppliers for the products we serve and, in addition, may seek, and on occasion receive, pricing, payment, intellectual property-related, or other commercial terms that are less favorable to us. Any of these changes could negatively impact our prices, customer orders, revenues and gross margins.
- Certain customers have undergone significant ownership changes, experienced management changes or have outsourced manufacturing activities, any of which may result in additional complexities in managing customer relationships and transactions.
- The highly concentrated business environment also increases our exposure to risks related to the financial condition of each of our customers. For example, as a result of the challenging economic environment during fiscal year 2009, we were (and in some cases continue to be) exposed to additional risks related to the continued financial viability of certain of our customers. To the extent our customers experience liquidity issues in the future, we may be required to incur additional bad debt expense with respect to receivables owed to us by those customers. In addition, customers with liquidity issues may be forced to discontinue operations or may be acquired by one of our customers, and in either case such event would have the effect of further consolidating our customer base.

Any of these factors could have a material adverse effect on our business, financial condition and operating results.

Risks Related to Our Business Model and Capital Structure

If we do not develop and introduce new products and technologies in a timely manner in response to changing market conditions or customer requirements, our business could be seriously harmed.

Success in the semiconductor equipment industry depends, in part, on continual improvement of existing technologies and rapid innovation of new solutions. For example, the size of semiconductor devices continues to shrink, and the industry is currently transitioning to the use of new materials and innovative fab processes. While we expect these trends will increase our customers' reliance on diagnostic products such as ours, we cannot be sure that these trends will directly improve our business. These and other evolving customer needs require us to respond with continued development programs and to cut back or discontinue older programs, which may no longer have industry-wide support. Technical innovations are inherently complex and require long development cycles and appropriate staffing of highly qualified employees. Our competitive advantage and future business success depend on our ability to accurately predict evolving industry standards, to develop and introduce new products that successfully address changing customer needs, to win market acceptance of these new products and to manufacture these new products in a timely and cost-effective manner.

In this environment, we must continue to make significant investments in research and development in order to enhance the performance, features and functionality of our products, to keep pace with competitive products and to satisfy customer demands. Substantial research and development costs typically are incurred before we confirm the technical feasibility and commercial viability of a new product, and not all development activities result in commercially viable products. There can be no assurance that revenues from future products or product enhancements will be sufficient to recover the development costs associated with such products or enhancements. In addition, we cannot be sure that these products or enhancements will receive market acceptance or that we will be able to sell these products at prices that are favorable to us. Our business will be seriously harmed if we are unable to sell our products at favorable prices or if the market in which we operate does not accept our products.

In addition, the complexity of our products exposes us to other risks. We regularly recognize revenue from a sale upon shipment of the applicable product to the customer (even before receiving the customer's formal acceptance of that product) in certain situations, including sales of products for which installation is considered perfunctory, transactions in which the product is sold to an independent distributor and we have no installation obligations, and sales of products where we have previously delivered the same product to the same customer location and that prior delivery has been accepted. However, our products are very technologically complex and rely on the interconnection of numerous subcomponents (all of which must perform to their respective specifications), so it is conceivable that a product for which we recognize revenue upon shipment may ultimately fail to meet the overall product's required specifications. In such a situation, the customer may be entitled to certain remedies, which could materially and adversely affect our operating results for various periods and, as a result, our stock price.

Our success is dependent in part on our technology and other proprietary rights. If we are unable to maintain our lead or protect our proprietary technology, we may lose valuable assets.

Our success is dependent in part on our technology and other proprietary rights. We own various United States and international patents and have additional pending patent applications relating to some of our products and technologies. The process of seeking patent protection is lengthy and expensive, and we cannot be certain that pending or future applications will actually result in issued patents or that issued patents will be of sufficient scope or strength to provide meaningful protection or commercial advantage to us. Other companies and individuals, including our larger competitors, may develop technologies and obtain patents relating to our business that are similar or superior to our technology or may design around the patents we own, adversely affecting our business. In addition, we at times engage in collaborative technology development efforts with our customers and suppliers, and these collaborations may constitute a key component of certain of our ongoing technology and product research and development projects. The termination of any such collaboration, or delays caused by disputes or other unanticipated challenges that may arise in connection with any such collaboration, could significantly impair our research and development efforts, which could have a material adverse impact on our business and operations.

We also maintain trademarks on certain of our products and services and claim copyright protection for certain proprietary software and documentation. However, we can give no assurance that our trademarks and copyrights will be upheld or successfully deter infringement by third parties.

While patent, copyright and trademark protection for our intellectual property is important, we believe our future success in highly dynamic markets is most dependent upon the technical competence and creative skills of our personnel. We attempt to protect our trade secrets and other proprietary information through confidentiality and other agreements with our customers, suppliers, employees and consultants and through other security measures. We also maintain exclusive and non-exclusive licenses with third parties for strategic technology used in certain products. However, these employees, consultants and third parties may breach these agreements, and we may not have adequate remedies for wrongdoing. In addition, the laws of certain territories in which we develop, manufacture or sell our products may not protect our intellectual property rights to the same extent as do the laws of the United States. In any event, the extent to which we can protect our trade secrets through the use of confidentiality agreements is limited, and our success will depend to a significant extent on our ability to innovate ahead of our competitors.

Our future performance depends, in part, upon our ability to continue to compete successfully worldwide.

Our industry includes large manufacturers with substantial resources to support customers worldwide. Some of our competitors are diversified companies with greater financial resources and more extensive research, engineering, manufacturing, marketing, and customer service and support capabilities than we possess. We face competition from companies whose strategy is to provide a broad array of products and services, some of which compete with the products and services that we offer. These competitors may bundle their products in a manner that may discourage customers from purchasing our products, including pricing such competitive tools significantly below our product offerings. In addition, we face competition from smaller emerging semiconductor equipment companies whose strategy is to provide a portion of the products and services that we offer, using innovative technology to sell products into specialized markets. The strength of our competitive positions in many of our existing markets is largely due to our leading technology, which is the result of continuing significant investments in product research and development. However, we may enter new markets, whether through acquisitions or new internal product development, in which competition is based primarily on product pricing, not technological superiority. Further, some new growth markets that emerge may not require leading technologies. Loss of competitive position in any of the markets we serve, or an inability to sell our products on favorable commercial terms in new markets we may enter, could negatively affect our prices, customer orders, revenues, gross margins and market share, any of which would negatively affect our operating results and financial condition.

Our business would be harmed if we do not receive parts sufficient in number and performance to meet our production requirements and product specifications in a timely and cost-effective manner.

We use a wide range of materials in the production of our products, including custom electronic and mechanical components, and we use numerous suppliers to supply these materials. We generally do not have guaranteed supply arrangements with our suppliers. Because of the variability and uniqueness of customers' orders, we do not maintain an extensive inventory of materials for manufacturing. Through our business interruption planning, we seek to minimize the risk of production and service interruptions and/or shortages of key parts by, among other things, monitoring the financial stability of key suppliers, identifying (but not necessarily qualifying) possible alternative suppliers and maintaining appropriate inventories of key parts. Although we make reasonable efforts to ensure that parts are available from multiple suppliers, key parts may be available only from a single supplier or a limited group of suppliers. Also, key parts we obtain from some of our suppliers incorporate the suppliers' proprietary intellectual property; in those cases we are increasingly reliant on third parties for high-performance, high-technology components, which reduces the amount of control we have over the availability and protection of the technology and intellectual property that is used in our products. In addition, if certain of our key suppliers experience liquidity issues and are forced to discontinue operations, which is a heightened risk during economic downturns, that would affect their ability to deliver parts and could result in delays for our products. Our operating results and business may be adversely impacted if we are unable to obtain parts to meet our production requirements and product specifications, or if we are only able to do so on unfavorable terms.

If we fail to operate our business in accordance with our business plan, our operating results, business and stock price may be significantly and adversely impacted.

We attempt to operate our business in accordance with a business plan that is established annually, revised frequently (generally quarterly), and reviewed by management even more frequently (at least monthly). Our business plan is developed based on a number of factors, many of which require estimates and assumptions, such as our expectations of the economic environment, future business levels, our customers' willingness and ability to place orders, lead-times, and future revenue and cash flow. Our budgeted operating expenses, for example, are based in part on our future revenue expectations. However, our ability to achieve our anticipated revenue levels is a function of numerous factors, including the volatile and cyclical nature of our industry, customer order cancellations, macroeconomic changes, operational matters regarding particular agreements, our ability to manage customer deliveries and resources for the installation and acceptance of our products (for products where customer acceptance is required before we can recognize revenue from such sales), our ability to manage delays or accelerations by customers in taking deliveries and the acceptance of our products (for products where customer acceptance is required before we can recognize revenue from such sales), our ability to operate our business and sales processes effectively, and a number of the other risk factors set forth in this Item 1A.

Because our expenses are in most cases relatively fixed in the short term, any revenue shortfall below expectations could have an immediate and significant adverse effect on our operating results. Similarly, if we fail to manage our expenses effectively or otherwise fail to maintain rigorous cost controls, we could experience greater than anticipated expenses during an operating period, which would also negatively affect our results of operations. If we fail to operate our business consistent with our business plan, our operating results in any period may be significantly and adversely impacted. Such an outcome could cause customers, suppliers or investors to view us as less stable, or could cause us to fail to meet financial analysts' revenue or earnings estimates, any of which could have a material adverse impact on our business, financial condition or stock price.

In addition, our management is constantly striving to balance the requirements and demands of our customers with the availability of resources, the need to manage our operating model and other factors. In furtherance of those efforts, we often must exercise discretion and judgment as to the timing and prioritization of manufacturing, deliveries, installations and payment scheduling. Any such decisions may impact our ability to recognize revenue, including the fiscal period during which such revenue may be recognized, with respect to such products, which could have a material adverse effect on our business, financial condition or stock price.

There can be no assurance that we will continue to declare cash dividends at all or in any particular amounts.

Our Board of Directors first instituted a quarterly dividend during the fiscal year ended June 30, 2005. Since that time, we have announced several increases in the amount of our quarterly dividend level. We intend to continue to pay quarterly dividends subject to capital availability and periodic determinations by our Board of Directors that cash dividends are in the best interest of our stockholders and are in compliance with all laws and agreements applicable to the declaration and payment of cash dividends by us. Future dividends may be affected by, among other factors: our views on potential future capital requirements for investments in acquisitions and the funding of our research and development; legal risks; stock repurchase programs; changes in federal and state income tax laws or corporate laws; and changes to our business model. Our dividend payments may change from time to time, and we cannot provide assurance that we will continue to declare dividends at all or in any particular amounts. A reduction in our dividend payments could have a negative effect on our stock price.

There are risks associated with our outstanding indebtedness.

As of March 31, 2012, we had \$750 million aggregate principal amount of outstanding indebtedness represented by our senior notes that will mature in 2018, and we may incur additional indebtedness in the future. Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to manage our business operations and the other risk factors discussed in this section. There can be no assurance that we will be able to manage any of these risks successfully.

In addition, changes by any rating agency to our outlook or credit rating could negatively affect the value and liquidity of both our debt and equity securities. Factors that can affect our credit rating include changes in our operating performance, the economic environment, conditions in the semiconductor and semiconductor equipment industries, our financial position, and changes in our business strategy.

In certain circumstances involving a change of control followed by a downgrade of the rating of our senior notes, we will be required to make an offer to repurchase the senior notes at a purchase price equal to 101% of the aggregate principal amount of the notes repurchased, plus accrued and unpaid interest. We cannot make any assurance that we will have sufficient financial resources at such time or will be able to arrange financing to pay the repurchase price of the senior notes. Our ability to repurchase the senior notes in such event may be limited by law, by the indenture associated with the senior notes, or by the terms of other agreements to which we may be party at such time. If we fail to repurchase the senior notes as required by the indenture, it would constitute an event of default under the indenture governing the senior notes which, in turn, may also constitute an event of default under other of our obligations.

We are exposed to risks related to our commercial terms and conditions, including our indemnification of third parties, as well as the performance of our products.

Although our standard commercial documentation sets forth the terms and conditions that we intend to apply to commercial transactions with our business partners, counterparties to such transactions may not explicitly agree to our terms and conditions. In situations where we engage in business with a third party without an explicit master agreement regarding the applicable terms and conditions, or where the commercial documentation applicable to the transaction is subject to varying interpretations, we may have disputes with those third parties regarding the applicable terms and conditions of our business relationship with them. Such disputes could lead to a deterioration of our commercial relationship with those parties, costly and time-consuming litigation, or additional concessions or obligations being offered by us to resolve such disputes, or could impact our revenue or cost recognition. Any of these outcomes could materially and adversely affect our business, financial condition and results of operations.

In addition, in our commercial agreements, from time to time in the normal course of business we indemnify third parties with whom we enter into contractual relationships, including customers and lessors, with respect to certain matters. We have agreed, under certain conditions, to hold these third parties harmless against specified losses, such as those arising from a breach of representations or covenants, other third party claims that our products when used for their intended purposes infringe the intellectual property rights of such other third parties, or other claims made against certain parties. We may be compelled to enter into or accrue for probable settlements of alleged indemnification obligations, or we may be subject to potential liability arising from our customers' involvements in legal disputes. In addition, notwithstanding the provisions related to limitations on our liability that we seek to include in our business agreements, the counterparties to such agreements may dispute our interpretation or application of such provisions, and a court of law may not interpret or apply such provisions in our favor, any of which could result in an obligation for us to pay material damages to third parties and engage in costly legal proceedings. It is difficult to determine the maximum potential amount of liability under any indemnification obligations, whether or not asserted, due to our limited history of prior indemnification claims and the unique facts and circumstances that are likely to be involved in any particular claim. Our business, financial condition and results of operations in a reported fiscal period could be materially and adversely affected if we expend significant amounts in defending or settling any purported claims, regardless of their merit or outcomes.

We are also exposed to potential costs associated with unexpected product performance issues. Our products and production processes are extremely complex and thus could contain unexpected product defects, especially when products are first introduced. Unexpected product performance issues could result in significant costs being incurred by us, including increased service or warranty costs, providing product replacements for (or modifications to) defective products, litigation related to defective products, product recalls, or product write-offs or disposal costs. These costs could be substantial and could have an adverse impact upon our business, financial condition and operating results. In addition, our reputation with our customers could be damaged as a result of such product defects, which could reduce demand for our products and negatively impact our business.

Furthermore, we occasionally enter into volume purchase agreements with our larger customers, and these agreements may provide for certain volume purchase incentives, such as credits toward future purchases. We believe that these arrangements are beneficial to our long-term business, as they are designed to encourage our customers to purchase higher volumes of our products. However, these arrangements could require us to recognize a reduced level of revenue for the products that are initially purchased, to account for the potential future credits or other volume purchase incentives. As a result, these volume purchase arrangements, while expected to be beneficial to our business over time, could materially and adversely affect our results of operations in near-term periods, including the revenue we can recognize on product sales and therefore our gross margins.

There are risks associated with our receipt of government funding for research and development.

We are exposed to additional risks related to our receipt of external funding for certain strategic development programs from various governments and government agencies, both domestically and internationally. Governments and government agencies typically have the right to terminate funding programs at any time in their sole discretion, so there is no assurance that these sources of external funding will continue to be available to us in the future. In addition, under the terms of these government grants, the applicable granting agency typically has the right to audit the costs that we incur, directly and indirectly, in connection with such programs. Any such audit could result in modifications to, or even termination of, the applicable government funding program. For example, if an audit were to identify any costs as being improperly allocated to the applicable program, those costs would not be reimbursed, and any such costs that had already been reimbursed would have to be refunded. We do not know the outcome of any future audits. Any adverse finding resulting from any such audit could lead to penalties (financial or otherwise), termination of funding programs, suspension of payments, fines and suspension or prohibition from receiving future government funding from the applicable government or government agency, any of which could adversely impact our operating results, financial condition and ability to operate our business.

We have recorded significant restructuring, inventory write-off and asset impairment charges in the past and may do so again in the future, which could have a material negative impact on our business.

During the fiscal year ended June 30, 2009, we recorded material restructuring charges of \$38.7 million related to our global workforce reduction, large excess inventory write-offs of \$85.6 million, and material impairment charges of \$446.7 million related to our goodwill and purchased intangible assets. If we were to encounter challenging economic conditions once again, we may implement additional cost reduction actions, which would require us to take additional, potentially material, restructuring charges related to, among other things, employee terminations or exit costs. We may also be required to write off additional inventory if our product build plans or usage of service inventory decline, and such additional write-offs could constitute material charges.

As noted above, we recorded a material charge during the fiscal year ended June 30, 2009 related to the impairment of our goodwill and purchased intangible assets. Goodwill represents the excess of costs over the net fair value of net assets acquired in a business combination. Goodwill is not amortized, but is instead tested for impairment at least annually in accordance with authoritative guidance for goodwill. Purchased intangible assets with estimable useful lives are amortized over their respective estimated useful lives using the straight-line method, and are reviewed for impairment in accordance with authoritative guidance for long-lived assets. The valuation of goodwill and intangible assets requires assumptions and estimates of many critical factors, including revenue and market growth, operating cash flows, market multiples, and discount rates. A substantial decline in our stock price, or any other adverse change in market conditions, particularly if such change has the effect of changing one of the critical assumptions or estimates we previously used to calculate the value of our goodwill or intangible assets (and, as applicable, the amount of any previous impairment charge), could result in a change to the estimation of fair value that could result in an additional impairment charge.

Any such additional material charges, whether related to restructuring or goodwill or purchased intangible asset impairment, may have a material negative impact on our operating results and related financial statements.

We are exposed to risks related to our financial arrangements with respect to receivables factoring and banking arrangements.

We enter into factoring arrangements with financial institutions to sell certain of our trade receivables and promissory notes from customers without recourse. In addition, we maintain bank accounts with several domestic and foreign financial institutions, any of which may prove not to be financially viable. If we were to stop entering into these factoring arrangements, our operating results, financial condition and cash flows could be adversely impacted by delays or failures in collecting trade receivables. However, by entering into these arrangements, and by engaging these financial institutions for banking services, we are exposed to additional risks. If any of these financial institutions experiences financial difficulties or is otherwise unable to honor the terms of our factoring or deposit arrangements, we may experience material financial losses due to the failure of such arrangements or a lack of access to our funds, any of which could have an adverse impact upon our operating results, financial condition and cash flows.

We are subject to the risks of additional government actions in the event we were to breach the terms of any settlement arrangement into which we have entered.

In connection with the settlement of certain government actions and other legal proceedings related to our historical stock option practices, we have explicitly agreed as a condition to such settlements that we will comply with certain laws, such as the books and records provisions of the federal securities laws. If we were to violate any such law, we might not only be subject to the significant penalties applicable to such violation, but our past settlements may also be impacted by such violation, which could give rise to additional government actions or other legal proceedings. Any such additional actions or proceedings may require us to expend significant management time and incur significant accounting, legal and other expenses, and may divert attention and resources from the operation of our business. These expenditures and diversions, as well as an adverse resolution of any such action or proceeding, could have a material adverse effect on our business, financial condition and results of operations.

General Commercial, Operational, Financial and Regulatory Risks

We are exposed to risks associated with a weakening in the condition of the financial markets and the global economy.

The severe tightening of the credit markets, turmoil in the financial markets and weakening of the global economy that were experienced during the fiscal year ended June 30, 2009 contributed to slowdowns in the industries in which we operate, which slowdowns could recur or worsen if economic conditions were to deteriorate again.

The markets for semiconductors, and therefore our business, are ultimately driven by the global demand for electronic devices by consumers and businesses. Economic uncertainty frequently leads to reduced consumer and business spending, which caused our customers to decrease, cancel or delay their equipment and service orders from us in the economic slowdown during fiscal year 2009. In addition, the tightening of credit markets and concerns regarding the availability of credit that accompanied that slowdown made it more difficult for our customers to raise capital, whether debt or equity, to finance their purchases of capital equipment, including the products we sell. Reduced demand, combined with delays in our customers' ability to obtain financing (or the unavailability of such financing), has at times in the past several years adversely affected our product and service sales and revenues and therefore has harmed our business and operating results, and our operating results and financial condition may again be adversely impacted if economic conditions decline from their current levels.

In addition, a decline in the condition of the global financial markets could adversely impact the market values or liquidity of our investments. Our investment portfolio includes corporate and government securities, money market funds and other types of debt and equity investments. Although we believe our portfolio continues to be comprised of sound investments due to the quality and (where applicable) credit ratings and government guarantees of the underlying investments, a decline in the capital and financial markets would adversely impact the market value of our investments and their liquidity. If the market value of such investments were to decline, or if we were to have to sell some of our investments under illiquid market conditions, we may be required to recognize an impairment charge on such investments or a loss on such sales, either of which could have an adverse effect on our financial condition and operating results.

If we are unable to timely and appropriately adapt to changes resulting from difficult macroeconomic conditions, our business, financial condition or results of operations may be materially and adversely affected.

A majority of our annual revenues are derived from outside the United States, and we maintain significant operations outside the United States. We are exposed to numerous risks as a result of the international nature of our business and operations.

A majority of our annual revenues are derived from outside the United States, and we maintain significant operations outside the United States. We expect that these conditions will continue in the foreseeable future. Managing global operations and sites located throughout the world presents a number of challenges, including but not limited to:

- managing cultural diversity and organizational alignment;
- exposure to the unique characteristics of each region in the global semiconductor market, which can cause capital equipment investment patterns to vary significantly from period to period;
- periodic local or international economic downturns;
- potential adverse tax consequences, including withholding tax rules that may limit the repatriation of our earnings, and higher effective income tax rates in foreign countries where we do business;
- government controls, either by the United States or other countries, that restrict our business overseas or the import or export of semiconductor products or increase the cost of our operations;
- tariffs or other trade barriers (including those applied to our products or to parts and supplies that we purchase);
- political instability, natural disasters, legal or regulatory changes, acts of war or terrorism in regions where we have operations or where we do business;
- fluctuations in interest and currency exchange rates (Although we attempt to manage near-term currency risks through the use of hedging instruments, there can be no assurance that such efforts will be adequate);
- longer payment cycles and difficulties in collecting accounts receivable outside of the United States;
- difficulties in managing foreign distributors (including monitoring and ensuring our distributors' compliance with all applicable United States and local laws); and
- inadequate protection or enforcement of our intellectual property and other legal rights in foreign jurisdictions.

Any of the factors above could have a significant negative impact on our business and results of operations.

We might be involved in intellectual property disputes or other intellectual property infringement claims that may be costly to resolve, prevent us from selling or using the challenged technology and seriously harm our operating results and financial condition.

As is typical in the semiconductor equipment industry, from time to time we have received communications from other parties asserting the existence of patent rights, copyrights, trademark rights or other intellectual property rights which they believe cover certain of our products, processes, technologies or information. In addition, we occasionally receive notification from customers who believe that we owe them indemnification or other obligations related to intellectual property claims made against such customers by third parties. Litigation tends to be expensive and requires significant management time and attention and could have a negative effect on our results of operations or business if we lose or have to settle a case on significantly adverse terms. Our customary practice is to evaluate such infringement assertions and to consider whether to seek licenses where appropriate. However, we cannot ensure that licenses can be obtained or, if obtained, will be on acceptable terms or that costly litigation or other administrative proceedings will not occur. The inability to obtain necessary licenses or other rights on reasonable terms, or the instigation of litigation or other administrative proceedings, could seriously harm our operating results and financial condition.

We are exposed to various risks related to the legal (including environmental), regulatory and tax environments in which we perform our operations and conduct our business.

We are subject to various risks related to compliance with new, existing, different, inconsistent or even conflicting laws, rules and regulations enacted by legislative bodies and/or regulatory agencies in the countries in which we operate and with which we must comply, including environmental, safety, antitrust, anti-corruption/anti-bribery and export control regulations. Our failure or inability to comply with existing or future laws, rules or regulations, or changes to existing laws, rules or regulations (including changes that result in inconsistent or conflicting laws, rules or regulations), in the countries in which we operate could result in violations of contractual or regulatory obligations that may adversely affect our operating results, financial condition and ability to conduct our business.

Our properties and many aspects of our business operations are subject to various domestic and international environmental laws and regulations, including those that control and restrict the use, transportation, emission, discharge, storage and disposal of certain chemicals, gases and other substances. Any failure to comply with applicable environmental laws, regulations or requirements may subject us to a range of consequences, including fines, suspension of certain of our business activities, limitations on our ability to sell our products, obligations to remediate environmental contamination, and criminal and civil liabilities or other sanctions. In addition, changes in environmental regulations (including regulations relating to climate change and greenhouse gas emissions) could require us to invest in potentially costly pollution control equipment, alter our manufacturing processes or use substitute (potentially more expensive and/or rarer) materials. Further, we use hazardous and other regulated materials that subject us to risks of strict liability for damages caused by any release, regardless of fault. We also face increasing complexity in our manufacturing, product design and procurement operations as we adjust to new and prospective requirements relating to the materials composition of our products, including restrictions on lead and other substances and requirements to track the sources of certain metals and other materials. The cost of complying, or of failing to comply, with these and other regulatory restrictions or contractual obligations could adversely affect our operating results, financial condition and ability to conduct our business.

In addition, we may from time to time be involved in legal proceedings or claims regarding employment, contracts, product performance, product liability, antitrust, environmental regulations, securities, unfair competition and other matters (in addition to proceedings and claims related to intellectual property matters, which are separately discussed elsewhere in this Item 1A). These legal proceedings and claims, regardless of their merit, may be time-consuming and expensive to prosecute or defend, divert management's attention and resources, and/or inhibit our ability to sell our products. There can be no assurance regarding the outcome of current or future legal proceedings or claims, which could adversely affect our operating results, financial condition and ability to operate our business.

We depend on key personnel to manage our business effectively, and if we are unable to attract, retain and motivate our key employees, our sales and product development could be harmed.

Our employees are vital to our success, and our key management, engineering and other employees are difficult to replace. We generally do not have employment contracts with our key employees. Further, we do not maintain key person life insurance on any of our employees. The expansion of high technology companies worldwide has increased demand and competition for qualified personnel. If we are unable to retain key personnel, or if we are not able to attract, assimilate and retain additional highly qualified employees to meet our needs in the future, our business and operations could be harmed.

We outsource a number of services to third-party service providers, which decreases our control over the performance of these functions. Disruptions or delays at our third-party service providers could adversely impact our operations.

We outsource a number of services, including our transportation and logistics management of spare parts and certain accounting functions, to domestic and overseas third-party service providers. While outsourcing arrangements may lower our cost of operations, they also reduce our direct control over the services rendered. It is uncertain what effect such diminished control will have on the quality or quantity of products delivered or services rendered, on our ability to quickly respond to changing market conditions, or on our ability to ensure compliance with all applicable domestic and foreign laws and regulations. In addition, many of these outsourced service providers, including certain hosted software applications that we use for confidential data storage, employ "cloud computing" technology for such storage (which refers to an information technology hosting and delivery system in which data is not stored within the user's physical infrastructure but instead are delivered to and consumed by the user as an Internet-based service). These providers' cloud computing systems may be susceptible to "cyber incidents," such as intentional cyber attacks aimed at theft of sensitive data or inadvertent cyber-security compromises, that are outside of our control. If we do not effectively develop and manage our outsourcing strategies, if required export and other governmental approvals are not timely obtained, if our third-party service providers do not perform as anticipated, or do not adequately protect our data from cyber-related security breaches, or if there are delays or difficulties in enhancing business processes, we may experience operational difficulties (such as limitations on our ability to ship products), increased costs, manufacturing or service interruptions or delays, loss of intellectual property rights or other sensitive data, quality and compliance issues, and challenges in managing our product inventory or recording and reporting financial and management information, any of which could materially and adversely affect our business, financial condition and results of operations.

We rely upon certain critical information systems for our daily business operation. Our inability to use or access these information systems at critical points in time could unfavorably impact the timeliness and efficiency of our business operations.

Our global operations are linked by information systems, including telecommunications, the internet, our corporate intranet, network communications, email and various computer hardware and software applications. Despite our implementation of network security measures, our tools and servers are vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering with our computer systems and tools located at customer sites, or could be subject to system failures or malfunctions for other reasons. System failures or malfunctioning, such as difficulties with our customer relationship management (“CRM”) system, could disrupt our operations and our ability to timely and accurately process and report key components of our financial results. Our enterprise resource planning (“ERP”) system is integral to our ability to accurately and efficiently maintain our books and records, record transactions, provide critical information to our management, and prepare our financial statements. Any disruptions or difficulties that may occur in connection with our ERP system or other systems (whether in connection with the regular operation, periodic enhancements, modifications or upgrades of such systems or the integration of our acquired businesses into such systems) could adversely affect our ability to complete important business processes, such as the evaluation of our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002. Any such event could have an adverse effect on our business, operating results and financial condition.

Acquisitions are an important element of our strategy but, because of the uncertainties involved, we may not find suitable acquisition candidates and we may not be able to successfully integrate and manage acquired businesses. We are also exposed to risks in connection with strategic alliances into which we may enter.

In addition to our efforts to develop new technologies from internal sources, part of our growth strategy is to pursue acquisitions and acquire new technologies from external sources. As part of this effort, we may make acquisitions of, or significant investments in, businesses with complementary products, services and/or technologies. There can be no assurance that we will find suitable acquisition candidates or that acquisitions we complete will be successful. In addition, we may use equity to finance future acquisitions, which would increase our number of shares outstanding and be dilutive to current stockholders.

If we are unable to successfully integrate and manage acquired businesses or if acquired businesses perform poorly, then our business and financial results may suffer. It is possible that the businesses we have acquired, as well as businesses that we may acquire in the future, may perform worse than expected or prove to be more difficult to integrate and manage than expected. In addition, we may lose key employees of the acquired companies. As a result, risks associated with acquisition transactions may give rise to a material adverse effect on our business and financial results for a number of reasons, including:

- we may have to devote unanticipated financial and management resources to acquired businesses;
- the combination of businesses may cause the loss of key personnel or an interruption of, or loss of momentum in, the activities of our company and/or the acquired business;
- we may not be able to realize expected operating efficiencies or product integration benefits from our acquisitions;
- we may experience challenges in entering into new market segments for which we have not previously manufactured and sold products;
- we may face difficulties in coordinating geographically separated organizations, systems and facilities;
- the customers, distributors, suppliers, employees and others with whom the companies we acquire have business dealings may have a potentially adverse reaction to the acquisition;
- we may have to write-off goodwill or other intangible assets;
- and
- we may incur unforeseen obligations or liabilities in connection with acquisitions.

At times, we may also enter into strategic alliances with customers, suppliers or other business partners with respect to development of technology and intellectual property. These alliances typically require significant investments of capital and exchange of proprietary, highly sensitive information. The success of these alliances depends on various factors over which we may have limited or no control and requires ongoing and effective cooperation with our strategic partners. Mergers and acquisitions and strategic alliances are inherently subject to significant risks, and the inability to effectively manage these risks could materially and adversely affect our business, financial condition and operating results.

Disruption of our manufacturing facilities or other operations, or in the operations of our customers, due to earthquake, flood, other natural catastrophic events, health epidemics or terrorism could result in cancellation of orders, delays in deliveries or other business activities, or loss of customers and could seriously harm our business.

We have significant manufacturing operations in the United States, Singapore, Israel, Belgium and Germany. In addition, our business is international in nature, with our sales, service and administrative personnel and our customers located in numerous countries throughout the world. Operations at our manufacturing facilities and our assembly subcontractors, as well as our other operations and those of our customers, are subject to disruption for a variety of reasons, including work stoppages, acts of war, terrorism, health epidemics, fire, earthquake, volcanic eruptions, energy shortages, flooding or other natural disasters. Such disruption could cause delays in, among other things, shipments of products to our customers, our ability to perform services requested by our customers, or the installation and acceptance of our products at customer sites. We cannot ensure that alternate means of conducting our operations (whether through alternate production capacity or service providers or otherwise) would be available if a major disruption were to occur or that, if such alternate means were available, they could be obtained on favorable terms.

For example, recent events in Japan, including earthquakes, tsunamis and the related damage, have affected the operations of some of our customers and suppliers in that region, and may also have impacted the operations of some of our customers' other suppliers (which could impact our customers' desire to proceed with broad-based facility upgrades and related equipment purchases) or some of our suppliers' suppliers (which could impact our suppliers' ability to deliver their products to us in a timely manner). In the coming quarters, the recent events in Japan could result in delays in orders and deliveries and the other effects described earlier in this paragraph, any of which could materially and adversely affect our business, financial condition and operating results.

In addition, as part of our cost-cutting actions, we have consolidated several operating facilities. Our California operations are now primarily centralized in our Milpitas facility. The consolidation of our California operations into a single campus could further concentrate the risks related to any of the disruptive events described above, such as acts of war or terrorism, earthquakes, fires or other natural disasters, if any such event were to impact our Milpitas facility.

We are predominantly uninsured for losses and interruptions caused by terrorist acts and acts of war. If international political instability continues or increases, our business and results of operations could be harmed.

The threat of terrorism targeted at, or acts of war in, the regions of the world in which we do business increases the uncertainty in our markets. Any act of terrorism or war that affects the economy or the semiconductor industry could adversely affect our business. Increased international political instability in various parts of the world, disruption in air transportation and further enhanced security measures as a result of terrorist attacks may hinder our ability to do business and may increase our costs of operations. We maintain significant manufacturing and research and development operations in Israel, an area that has historically experienced a high degree of political instability, and we are therefore exposed to risks associated with future instability in that region. Such instability could directly impact our ability to operate our business (or our customers' ability to operate their business) in the affected region, cause us to incur increased costs in transportation, make such transportation unreliable, increase our insurance costs, and cause international currency markets to fluctuate. This same instability could have the same effects on our suppliers and their ability to timely deliver their products. If international political instability continues or increases in any region in which we do business, our business and results of operations could be harmed. We are predominantly uninsured for losses and interruptions caused by terrorist acts and acts of war.

We self insure certain risks including earthquake risk. If one or more of the uninsured events occurs, we could suffer major financial loss.

We purchase insurance to help mitigate the economic impact of certain insurable risks; however, certain other risks are uninsurable or are insurable only at significant cost or cannot be mitigated with insurance. An earthquake could significantly disrupt our manufacturing operations, a significant portion of which are conducted in California, an area highly susceptible to earthquakes. It could also significantly delay our research and engineering efforts on new products, much of which is also conducted in California. We take steps to minimize the damage that would be caused by an earthquake, but there is no certainty that our efforts will prove successful in the event of an earthquake. We self insure earthquake risks because we believe this is a prudent financial decision based on our large cash reserves and the high cost and limited coverage available in the earthquake insurance market. Certain other risks are also self-insured either based on a similar cost-benefit analysis, or based on the unavailability of insurance. If one or more of the uninsured events occurs, we could suffer major financial loss.

We are exposed to foreign currency exchange rate fluctuations. Although we hedge certain currency risks, we may still be adversely affected by changes in foreign currency exchange rates or declining economic conditions in these countries.

We have exposure to fluctuations in foreign currency exchange rates, primarily the Euro and the Japanese Yen. We have international subsidiaries that operate and sell our products globally. In addition, an increasing proportion of our manufacturing activities are conducted outside of the United States, and many of the costs associated with such activities are denominated in foreign currencies. We routinely hedge our exposures to certain foreign currencies with certain financial institutions in an effort to minimize the impact of certain currency exchange rate fluctuations, but these hedges may be inadequate to protect us from currency exchange rate fluctuations. To the extent that these hedges are inadequate, or if there are significant currency exchange rate fluctuations in currencies for which we do not have hedges in place, our reported financial results or the way we conduct our business could be adversely affected. Furthermore, if a financial counterparty to our hedges experiences financial difficulties or is otherwise unable to honor the terms of the foreign currency hedge, we may experience material financial losses.

We are exposed to fluctuations in interest rates and the market values of our portfolio investments; impairment of our investments could harm our earnings. In addition, we and our stockholders are exposed to risks related to the volatility of the market for our common stock.

Our investment portfolio primarily consists of both corporate and government debt securities that have a maximum effective maturity of three years. The longer the duration of these securities, the more susceptible they are to changes in market interest rates and bond yields. As market interest rates and bond yields increase, those securities with a lower yield-at-cost show a mark-to-market unrealized loss. We have the ability to realize the full value of all these investments upon maturity. However, an impairment of the fair market value of our investments, even if unrealized, must be reflected in our financial statements for the applicable period and may therefore have a material adverse effect on our results of operations for that period.

In addition, the market price for our common stock is volatile and has fluctuated significantly during recent years. The trading price of our common stock could continue to be highly volatile and fluctuate widely in response to various factors, including without limitation conditions in the semiconductor industry and other industries in which we operate, fluctuations in the global economy or capital markets, our operating results or other performance metrics, or adverse consequences experienced by us as a result of any of the risks described elsewhere in this Item 1A. Volatility in the market price of our common stock could cause an investor in our common stock to experience a loss on the value of their investment in us and could also adversely impact our ability to raise capital through the sale of our common stock or to use our common stock as consideration to acquire other companies.

We are exposed to risks in connection with tax audits in various jurisdictions.

We are subject to tax audits in various jurisdictions, and such jurisdictions may assess additional income or other taxes against us. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different from our historical income tax provisions and accruals. The results of an audit or litigation could have a material adverse effect on our operating results or cash flows in the period or periods for which that determination is made.

A change in our effective tax rate can have a significant adverse impact on our business.

A number of factors may adversely impact our future effective tax rates, such as the jurisdictions in which our profits are determined to be earned and taxed; the resolution of issues arising from tax audits with various tax authorities; changes in the valuation of our deferred tax assets and liabilities; adjustments to estimated taxes upon finalization of various tax returns; increases in expenses not deductible for tax purposes, including write-offs of acquired in-process research and development and impairment of goodwill in connection with acquisitions; changes in available tax credits; changes in stock-based compensation expense; changes in tax laws or the interpretation of such tax laws (for example, proposals for fundamental United States international tax reform; changes in generally accepted accounting principles; and the repatriation of earnings from outside the United States for which we have not previously provided for United States taxes. A change in our effective tax rate can adversely impact our results from operations.

Compliance with federal securities laws, rules and regulations, as well as NASDAQ requirements, is becoming increasingly complex, and the significant attention and expense we must devote to those areas may have an adverse impact on our business.

Federal securities laws, rules and regulations, as well as NASDAQ rules and regulations, require companies to maintain extensive corporate governance measures, impose comprehensive reporting and disclosure requirements, set strict independence and financial expertise standards for audit and other committee members and impose civil and criminal penalties for companies and their chief executive officers, chief financial officers and directors for securities law violations. These laws, rules and regulations have increased, and in the future are expected to continue to increase, the scope, complexity and cost of our corporate governance, reporting and disclosure practices, which could harm our results of operations and divert management's attention from business operations.

A change in accounting standards or practices or a change in existing taxation rules or practices (or changes in interpretations of such standards, practices or rules) can have a significant effect on our reported results and may even affect reporting of transactions completed before the change is effective.

New accounting pronouncements and taxation rules and varying interpretations of accounting pronouncements and taxation rules have occurred and will continue to occur in the future. Changes to (or revised interpretations or applications of) existing tax or accounting rules or the questioning of current or past practices may adversely affect our reported financial results or the way we conduct our business.

For example, the adoption of the authoritative guidance for stock-based compensation which required us to measure all employee stock-based compensation awards using a fair value method beginning in fiscal year 2006 and record such expense in our consolidated financial statements, has had a material impact on our consolidated financial statements, as reported under accounting principles generally accepted in the United States.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**Equity Repurchase Plans**

The following is a summary of stock repurchases for the three months ended March 31, 2012 (1):

<u>Period</u>	<u>Total Number of Shares Purchased (2)</u>	<u>Average Price Paid per Share</u>	<u>Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (3)</u>
January 1, 2012 to January 31, 2012	441,600	\$ 49.22	5,473,600
February 1, 2012 to February 29, 2012	450,439	\$ 50.26	5,023,161
March 1, 2012 to March 31, 2012	448,681	\$ 49.40	4,574,480
Total	1,340,720	\$ 49.92	

- (1) In July 1997, our Board of Directors authorized us to systematically repurchase up to 17.8 million shares of our common stock in the open market. This plan was put into place to reduce the dilution from our employee benefit and incentive plans, such as our equity incentive and employee stock purchase plans, and to return excess cash to our stockholders. Our Board of Directors has authorized us to repurchase additional shares of our common stock under the repurchase program in February 2005 (up to 10.0 million shares), February 2007 (up to 10.0 million shares), August 2007 (up to 10.0 million shares), June 2008 (up to 15.0 million shares), and February 2011 (up to 10.0 million shares), in each case in addition to the originally authorized 17.8 million shares described in the first sentence of this footnote.
- (2) All shares were purchased pursuant to the publicly announced repurchase program described in footnote 1 above. Shares are reported based on the settlement date of the applicable repurchase.
- (3) The stock repurchase program has no expiration date. Future repurchases of our common stock under our repurchase program may be effected through various different repurchase transaction structures, including isolated open market transactions or systematic repurchase plans.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

10.45	Executive Deferred Savings Plan (as amended and restated February 8, 2012) *
31.1	Certification of Chief Executive Officer Under Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
31.2	Certification of Chief Financial Officer Under Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 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

* Denotes a management contract, plan or arrangement.

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.

KLA-Tencor Corporation
(Registrant)

April 26, 2012

(Date)

/s/ RICHARD P. WALLACE

Richard P. Wallace
President and Chief Executive Officer
(Principal Executive Officer)

April 26, 2012

(Date)

/s/ MARK P. DENTINGER

Mark P. Dentinger
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

April 26, 2012

(Date)

/s/ VIRENDRA A. KIRLOSKAR

Virendra A. Kirloskar
Senior Vice President and Chief Accounting Officer
(Principal Accounting Officer)

KLA-TENCOR CORPORATION
EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File Number	Exhibit Number	Filing Date
10.45	Executive Deferred Savings Plan (as amended and restated February 8, 2012) *				
31.1	Certification of Chief Executive Officer under Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934				
31.2	Certification of Chief Financial Officer under Rule 13a-14(a) /15d-14(a) of the Securities Exchange Act of 1934				
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 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				

* Denotes a management contract, plan or arrangement.

KLA-TENCOR

EXECUTIVE DEFERRED SAVINGS PLAN

AS AMENDED AND RESTATED EFFECTIVE FEBRUARY 8, 2012

ARTICLE I	DEFINITIONS	1
1.1	“Account”	1
1.2	“Affiliated Company”	2
1.3	“Beneficiary”	2
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**KLA-TENCOR EXECUTIVE DEFERRED SAVINGS PLAN
AS AMENDED AND RESTATED EFFECTIVE FEBRUARY 8, 2012**

This KLA-Tencor Executive Deferred Savings Plan was originally adopted effective October 1, 1997 to amend, restate and consolidate in their entirety the KLA Instruments Corporation Supplemental Executive Benefit Plan and the Tencor Instruments Amended and Restated Deferral Plan. The Plan was previously amended and restated, effective January 1, 2009, to conform the provisions of the Plan to the applicable requirements of Section 409A of the Internal Revenue Code and the Treasury Regulations issued thereunder and thereby bring the Plan into documentary compliance with those requirements. The Plan as so amended and restated has continued (and shall continue) to function solely as a so-called "top hat" plan of deferred compensation subject to the provisions of the Employee Retirement Income Security Act of 1974 (as amended from time to time) applicable to such a plan. The Plan is hereby amended and restated, effective February 8, 2012, to clarify certain powers of the Committee.

**ARTICLE 1
DEFINITIONS**

Whenever used herein, the masculine pronoun shall be deemed to include the feminine, and the singular to include the plural, unless the context clearly indicates otherwise, and the following definitions shall govern the Plan:

1.1 "**Account**" shall mean the following accounts maintained for each Participant on the books and records of the Participating Employer to which there shall be credited the items of compensation deferred by such Participant under the Plan:

(a) The **Pre-2005 Deferred Account** to which there shall be credited the following items of compensation which were deferred and vested under the Plan as of December 31, 2004: the Participant's Deferral Amounts pursuant to Article III, any Company Contributions and any Prior Plan Company Contributions. Such account shall be subject to adjustment from time to time to reflect the Credited Investment Return (Loss) determined under Article IV, any distributions made to Participant and any charges which may be imposed on such account pursuant to the terms of the Plan.

(b) The **2005-2007 Deferred Account** to which there shall be credited the following items of compensation which were deferred under the Plan after December 31, 2004 but prior to January 1, 2008 or which were deferred under the Plan prior to January 1, 2005 but were not vested as of December 31, 2004: the Participant's Deferral Amounts pursuant to Article III and any Company Contributions. Such account shall be subject to adjustment from time to time to reflect the Credited Investment Return (Loss) determined under Article IV, any distributions made to Participant and any charges which may be imposed on such account pursuant to the terms of the Plan.

(c) The **Post-2007 Plan Year Account** which will be divided into a series of Deferral Election subaccounts (each, a "**Subaccount**"), one for each post-2007 Plan Year in which the Participant defers one or more of the following items of compensation earned for services rendered the Participating Employers after December 31, 2007: the Participant's Salary and Commission Deferral Amounts pursuant to Article III, any Bonuses attributable to Performance Periods commencing after December 31, 2007 and any Company Contributions.

Each Account or Subaccount shall be subject to adjustment from time to time to reflect the Credited Investment Return (Loss) determined for that Account or Subaccount pursuant to Article IV, any distributions made to the Participant from that Account or Subaccount and any charges which may be imposed on such Account or Subaccount pursuant to the terms of the Plan.

1.2 "**Affiliated Company**" shall mean (i) the Company and (ii) each member of the group of commonly controlled corporations or other businesses that include the Company, as determined in accordance with Sections 414(b) and (c) of the Code and the Treasury Regulations thereunder.

1.3 “**Beneficiary**” means any of the persons, trusts or other entities which a Participant shall, in his or her most recent written form of beneficiary designation filed with the Company, have designated as a beneficiary to receive benefits which may become payable hereunder following Participant’s death, as provided under Articles V and VIII.

1.4 “**Board of Directors**” or “**Board**” means the Company’s Board of Directors.

1.5 “**Bonus**” means the annual, semi-annual or quarterly bonus which the Participant may earn based on the attainment of performance objectives established for a designated Performance Period.

1.6 “**Code**” means the Internal Revenue Code of 1986, as amended from time to time.

1.7 “**Committee**” means an independent committee of two or more individuals appointed by the Board to administer this Plan, including the selection of Participants, the administration of the Deferral Election process and the designation of the available investment funds, and to take such other actions as may be specified herein.

1.8 “**Company**” means KLA-Tencor Corporation, a Delaware corporation, and any successor or assignee corporation, whether by way of merger, acquisition or other reorganization.

1.9 “**Company Contribution**” means a contribution made on behalf of a Participant by the Company pursuant to Section 3.7 hereof.

1.10 “**Credited Investment Return (Loss)**” means the notional investment return credited to the Participant’s Accounts or Deferral Election Subaccounts pursuant to Article IV.

1.11 “**Deferral Amount**” means the Salary and/or Commission Deferral Amount and the Bonus Deferral Amount which the Participant elects to contribute for Supplemental Executive Benefits pursuant to the Plan. For Participants who are non-employee Board members, the Deferral Amount means the retainer and meeting fees earned for service as a Board member or a member of one or more Board committees which the Participant elects to contribute for Supplemental Executive Benefits pursuant to the Plan.

1.12 “**Deferral Election**” means the irrevocable election filed by the Participant under Article III pursuant to which a portion of his or her salary, commissions and Bonus for each Plan Year is to be deferred under the Plan.

1.13 “**Early Termination**” means, with respect to any Pre-2005 Deferred Account, the Participant’s termination of Employee status other than pursuant to a Normal Termination.

1.14 “**Effective Date**” means, for this Amendment and Restatement, February 8, 2012.

1.15 “**Eligible Employee**” means any Employee who is either a highly compensated employee of his or her Participating Employer or part of its management personnel, as determined pursuant to guidelines established from time to time by the Committee. In no event shall any of the following individuals be deemed to be Eligible Employees:

- (i) an Employee who is not on the United States payroll of a Participating Employer,
- (ii) any individual classified as an independent contractor or consultant or as a temporary employee, or
- (iii) any individual who has ceased Employee status or otherwise incurred a Separation from Service.

1.16 “**Employee**” means any person in the employ of one or more members of the Employer Group, subject to the control and direction of the employer entity as to both the work to be performed and the manner and method of performance. An individual shall be deemed to continue in Employee status for so long as he or she continues in the employ of at least one member of the Employer Group.

1.17 “**Employer Group**” means (i) the Company and (ii) each of the other members of the controlled group that includes the Company, as determined in accordance with Sections 414(b) and (c) of the Code, except that (A) in applying Sections 1563(1), (2) and (3) of the Code for purposes of determining the controlled group of corporations under Section 414(b), the phrase “at least 50 percent” shall be used instead of “at least 80 percent” each place the latter phrase appears in such sections and (B) in applying Section 1.414(c)-2 of the Treasury Regulations for purposes of determining trades or businesses that are under common control for purposes of Section 414(c), the phrase “at least 50 percent” shall be used instead of “at least 80 percent” each place the latter phrase appears in Section 1.414(c)-2 of the Treasury Regulations.

1.18 “**Extended Deferral Election**” shall mean a Participant’s election, made in accordance with the terms and conditions of Section 8.1 of the Plan, to defer the distribution of any of his or her Post-2004 Accounts or Deferral Election Subaccounts for an additional period of at least five (5) years measured from the date or event on which that particular Account or Subaccount would otherwise first become due and payable under the Plan in the absence of such election.

1.19 “**Hardship**” means an “unforeseeable emergency,” as defined in Section 1.409A-3(i)(3)(i) of the Treasury Regulations (as it may be amended from time to time), the text of which (as of the Effective Date) is set forth in Appendix I attached hereto.

1.20 “**KLA**” means KLA Instruments Corporation or any of its subsidiaries.

1.21 “**Normal Termination**” means, with respect to any Pre-2005 Deferred Account, the Participant’s termination of Employee status on or after (i) the attainment of age fifty-five (55) and the completion of at least five (5) Years of Service or (ii) the completion of at least fifteen (15) Years of Service and means, with respect to any other Account or Subaccount, the Participant’s Separation from Service on or after the attainment of age fifty-five (55) and the completion of at least five (5) Years of Service.

1.22 “**Outside Director**” means any member of the Board of Directors who is not an Employee.

1.23 “**Participant**” means (i) an Eligible Employee selected for participation in the Plan in accordance with the provisions of Section 2.1 or (ii) any Outside Director electing to participate in the Plan.

1.24 “**Participating Employer**” means, with respect to each Participant, the Affiliated Company employing that individual which has adopted the Plan as a deferred compensation program for one or more of its Employees. The Participating Employers for the 2007 Plan Year and as of the Effective Date are set forth in attached Schedule I. Any additional Affiliated Companies which may from time to time become Participating Employers shall be listed in revised Schedule I.

1.25 “**Performance Period**” means, with respect to any annual, semi-annual or quarterly Bonus that is tied to the attainment of performance objectives, the period over which those performance objectives are to be measured for purposes of determining the amount of such Bonus (if any) to be earned by the Participant for service during that period. Accordingly, the Performance Period may be coincident with the Company’s fiscal year or with one or more semi-annual or quarterly periods within such fiscal year.

1.26 “**Plan**” means this KLA-Tencor Executive Deferred Savings Plan, as it may be amended from time to time.

1.27 “**Plan Year**” means, effective January 1, 2005, the 12-month period coincidental with each calendar year.

1.28 “**Prior Plans**” means the KLA Instruments Corporation Supplemental Executive Benefit Plan and the Tencor Instruments Amended and Restated Deferral Plan.

1.29 “**Prior Plan Company Contribution**” means the amount, if any, which the Company contributed on behalf of Participants for Supplemental Executive Benefits under the Prior Plans. Any Prior Plan Company Contributions that were credited to Participant Accounts as of October 1, 1997 and had not already been forfeited as of such date became 100% vested on that date.

1.30 “**Separation from Service**” means the Participant’s cessation of Employee status by reason of his or her death, retirement or termination of employment. The Participant shall be deemed to have terminated employment for such purpose at such time as the level of his or her bona fide services to be performed as an Employee (or non-employee consultant) permanently decreases to a level that is not more than twenty percent (20%) of the average level of services he or she rendered as an Employee during the immediately preceding thirty-six (36) months (or such shorter period for which he or she may have rendered such service). Any such determination as to Separation from Service, however, shall be made in accordance with the applicable standards of the Treasury Regulations issued under Code Section 409A. In addition to the foregoing, a Separation from Service will not be deemed to have occurred while an Employee is on military leave, sick leave or other bona fide leave of absence if the period of such leave does not exceed six (6) months or any longer period for which such Employee’s right to reemployment with one or more members of the Employer Group is provided either by statute or contract; *provided, however*, that in the event of an Employee’s leave of absence due to any medically determinable physical or mental impairment that can be expected to result in death or to last for a continuous period of not less than six (6) months and that causes such individual to be unable to perform his or her duties as an Employee, no Separation from Service shall be deemed to occur during the first twenty-nine (29) months of such leave. If the period of leave exceeds six (6) months (or twenty-nine (29) months in the event of disability as indicated above) and the Employee’s right to reemployment is not provided either by statute or contract, then such Employee will be deemed to have a Separation from Service on the first day immediately following the expiration of such six (6)-month or twenty-nine (29)-month period.

1.31 “**Specified Employee**” means any individual who is, at any time during the twelve (12)-month period ending with the identification date specified below, a “key employee” (within the meaning of that term under Code Section 416(i)), as determined by the Committee in accordance with the applicable standards of Code Section 409A and the Treasury Regulations thereunder and applied on a consistent basis for all non-qualified deferred compensation plans of the Employer Group subject to Code Section 409A. The Specified Employees shall be identified by the Committee as of December 31 of each Plan Year and shall have that status for the twelve (12)-month period beginning on the April 1 subsequent to such determination by the Committee.

1.32 “**Supplemental Executive Benefits**” means the benefits payable to the Participant and/or his or her Beneficiary under this Plan.

1.33 “**Tencor**” means Tencor Instruments or any of its subsidiaries.

1.34 “**Trust**” means the legal entity created by the Trust Agreement.

1.35 “**Trust Agreement**” means that trust agreement entered into between the Company and Wells Fargo Bank.

1.36 “**Trustee**” means the original Trustee(s) named in the Trust Agreement and any duly appointed successor or successors thereto.

1.37 “**Year of Service**” means each twelve (12) consecutive month period of Employee service measured from the date on which the Participant initially became a Company, KLA or Tencor employee, and successive anniversaries thereof, during which the Participant continues in Employee status, including leaves of absence approved by the Company or other member of the Employer Group. Should the Participant cease Employee status and then return to such status, the following break in service provisions shall be in effect:

(i) The period of Employee service following such break shall be measured from the date of the Participant’s return and shall be aggregated with the period of Employee service he or she rendered prior to the break to determine his or her total Years of Service.

(ii) The Participant shall not receive any Year of Service credit for the period of the break in service if the break is of a duration of twelve (12) months or more.

**ARTICLE II
ELIGIBILITY**

2.1 **Eligible Persons.** The Committee shall have absolute discretion in selecting the Eligible Employees who are to participate in the Plan for each Plan Year. An Eligible Employee selected for participation for any Plan Year must, in order to participate in the Plan for that year, file his or her Deferral Election on or before the last day of the immediately preceding Plan Year. However, an Eligible Employee who is first selected for participation in the Plan after the start of a Plan Year and who has not otherwise been eligible for participation in any other non-qualified elective account balance plan subject to Code Section 409A and maintained by one or more Affiliated Companies will have until the thirtieth (30th) day following the date he or she is so selected in which to file his or her Deferral Election for that Plan Year. Individuals who are selected for participation in the Plan shall be promptly notified by the Company of their eligibility to participate in the Plan. Outside Directors shall automatically be eligible to participate in the Plan and must make their Deferral Elections in accordance with the same requirements set forth above for Employee Participants. Notwithstanding the foregoing, Participants receiving benefits pursuant to the Executive Severance Plan, the 2010 Executive Severance Plan, the Employee Level E08 and Below Severance Benefits Plan, or the Employee Director Level and Above Severance Benefits Plan are not eligible to participate in the Plan and are deemed to have ceased Employee status for Plan purposes.

2.2 **Continuation of Participation.** Every Eligible Employee who becomes a Participant may continue to file Deferral Elections under the Plan for one or more subsequent Plan Years until the *earliest* of (i) his or her exclusion from the Plan upon written notice from the Committee, (ii) his or her cessation of Eligible Employee status or (iii) the termination of the Plan. The Committee shall have complete discretion to exclude one or more Eligible Employees from Participant status for one or more Plan Years as the Committee deems appropriate. However, no such exclusion authorized by the Committee shall become effective until the first day of the first Plan Year coincident with or next following the date of the Committee's determination to exclude the individual from such participation. If any Eligible Employee is excluded from Participant status for one or more Plan Years, then such individual shall not be entitled to defer any part of his or her salary, Bonus or commissions for those Plan Years.

2.3 **Resumption of Participation Following Separation from Service.** If a Participant ceases to be an Eligible Employee or an Outside Director due to a Separation from Service and thereafter returns to service with the Company or any other Participating Employer, such individual will again become a Participant as of the first day the first Plan Year coincident with or next following the date on which he or she resumes Eligible Employee or Outside Director status, provided such individual files a timely a Deferral Election under Article III with respect to that Plan Year. However, a Participant who returns to Eligible Employee or Outside Director status after a Separation from Service of more than twenty-four (24) months during which he or she was not eligible to defer any compensation under this Plan or any other non-qualified elective account balance plan subject to Code Section 409A and maintained by one or more Affiliated Companies shall, upon resumption of such service, be permitted to make a Deferral Election under Article III in accordance with the requirements applicable to a newly-selected Participant. Notwithstanding the foregoing provisions of this Section 2.3, no returning Eligible Employee shall be eligible to participate in the Plan if the Committee determines to exclude such individual from participation on or before his or her resumption of service.

2.4 **Cessation or Resumption of Participation Following a Change in Status.** If any Participant continues in the service of the Employer Group but ceases to be an Eligible Employee or Outside Director, the individual will continue to be a Participant until the entire amount of his or her Accounts distributed. However, the individual will not be entitled to make any Deferral Elections with respect to compensation earned for the period that he or she is not an Eligible Employee or Outside Director. In the event that the individual subsequently resumes Eligible Employee or Outside Director status, he or she will again become a Participant as of the first day the first Plan Year coincident with or next following the date of his or her resumption of Eligible Employee or Outside Director status, provided such individual timely files a Deferral Election under Article III with respect to that Plan Year. However, an Eligible Employee shall not be eligible to participate in the Plan upon his or her resumption of Eligible Employee status if the Committee determines to exclude such individual from participation on or before such resumption of Eligible Employee status.

ARTICLE III
SALARY, COMMISSION AND BONUS REDUCTION
CONTRIBUTIONS; COMPANY CONTRIBUTIONS

3.1 Salary and Commission Deferrals.

(a) Each Employee Participant shall have the right to file a Deferral Election to defer a portion of the salary and/or commissions earned by such Participant for service as an Employee during the Plan Year for which the Deferral Election is made. Each Deferral Election must be made by a written or electronic notice filed with the Committee or its designate in which the Participant shall indicate the percentage (up to one hundred percent (100%)) of the salary and/or commissions to be deferred. The notice must be filed on or before the last day of the calendar year immediately preceding the start of the Plan Year for which the salary and/or commissions subject to that election are to be earned. However, an Eligible Employee who is first selected for participation in the Plan after the start of a Plan Year and who has not otherwise been eligible for participation in any other non-qualified elective account balance plan subject to Code Section 409A and maintained by one or more Affiliated Companies must file his or her initial Deferral Election no later than thirty (30) days after the date he or she is so selected. Such Deferral Election shall only be effective for salary and/or commissions attributable to Employee service for the period commencing with the first day of the first calendar month next following the filing of such Deferral Election and ending with the close of such Plan Year.

(b) For purposes of determining the compensation which may be deferred pursuant to a Deferral Election under Section 3.1(a), the following provisions shall be in effect:

(i) The term "salary" shall mean the Participant's base salary, and the term "commissions" shall mean the Participant's sales commissions.

(ii) For any Deferral Election made with respect to commissions, the commissions will be deemed to be earned as a result of the Participant's service in the Plan Year in which the customer payments relating to the sales generating those particular commissions are made to the Participating Employer. Accordingly, such commissions shall only be deferred under the Plan to the extent the Participant has a Deferral Election covering commissions for that Plan Year.

(iii) For purposes of any Deferral Election made by an Outside Director, salary shall mean the compensation payable to the Outside Director for service as a member of the Board and any Board committee and/or for attendance at meetings of the Board or any Board committee on which such Outside Director serves.

(c) The salary and commissions deferred for each Plan Year shall be designated the "Salary and Commission Deferral Amount" for that Plan Year. The Salary and Commission Deferral Amount shall not be paid to the Participant, but shall be withheld from the Participant's salary and/or commissions, and an amount equal to the Salary and Commission Deferral Amount shall be credited to the Participant's Deferral Election Subaccount for the Plan Year within ten (10) business days following the date on which such deferred amount would otherwise have been paid to the Participant in the absence of the Deferral Election. The same procedure shall be utilized for crediting any fees which an Outside Director elects to defer under the Plan, except that the deferred fees shall be credited to his or her Deferral Election Subaccount within thirty (30) business days following the date on which those deferred fees would otherwise have been paid to the Outside Director in the absence of the Deferral Election.

(d) The Deferral Election for a particular Plan Year shall become irrevocable as of the first day of that Plan Year (or any later day the Deferral Election for such Plan Year may be filed under Section 3.1(a) by a newly-eligible Participant), and no subsequent changes may be made to that Deferral Election once it becomes irrevocable.

3.2 **Bonus Deferrals.**

(a) The Committee shall determine the Bonuses eligible for deferral under the Plan. Each Employee Participant shall have the right to file a separate Deferral Election to defer a portion of each eligible Bonus earned by such Participant for any Performance Period commencing in the Plan Year for which the Deferral Election is made. Each Deferral Election must be made by a written or electronic notice filed with the Committee or its designate in which the Participant shall indicate the percentage (up to one hundred percent (100%)) of the Bonus to be deferred. The notice must be filed on or before the last day of the Plan Year immediately preceding the Plan Year in which the Performance Period for the Bonus subject to that election is to commence. However, the following special rules shall be in effect for any Deferral Elections with respect to such Bonuses:

(i) The Committee may allow a Deferral Election with respect to a Bonus which is based on a Performance Period of twelve (12) months or more and which qualifies as performance-based compensation in accordance with the standards and requirements set forth in Section 1.409A-1(e) of the Treasury Regulations to be made by a Participant after the start of the Performance Period to which that Bonus pertains but not later than by a designated date that is at least six (6) months prior to the end of that Performance Period; *provided, however*, that such Participant otherwise satisfies the applicable service requirements of Section 1.409A-2(a)(8) of the Treasury Regulations. Accordingly, for a Performance Period coincidental with the Company's July 1 to June 30 fiscal year, the Committee may, in accordance with the foregoing, allow a Deferral Election with respect to any performance-based Bonus earned over that period to be made not later than December 31 of the calendar year immediately preceding the calendar year in which that Performance Period will end.

(ii) An Eligible Employee who is first selected for participation in the Plan after the start of a Plan Year and who has not otherwise been eligible for participation in any other non-qualified elective account balance plan subject to Code Section 409A and maintained by one or more Affiliated Companies must, with respect to any Bonus to be covered by his or her initial Deferral Election, file that election no later than thirty (30) days after the date he or she is so selected. Such Deferral Election shall only be effective for the portion of such Bonus determined by multiplying the dollar amount of such Bonus by a fraction, the numerator of which is the number of days remaining in the Performance Period applicable to that Bonus following the close of the calendar month in which the Participant's Deferral Election as to such Bonus is filed and the denominator of which is the total number of days in that Performance Period; *provided, however*, that in the event any such Bonus qualifies as performance-based compensation, then the provisions of subparagraph (i) shall also be applicable in determining the amount of such Bonus that may be deferred.

(b) The amount of the Bonus or Bonuses deferred for each Plan Year shall be designated the "**Bonus Deferral Amount**" for that Plan Year. The Bonus Deferral Amount shall not be paid to the Participant, but shall be withheld from the Participant's Bonus or Bonuses subject to the Deferral Election, and an amount equal to the Bonus Deferral Amount shall be credited to the Participant's Deferral Election Subaccount within ten (10) business days following the date on which such deferred amount would otherwise have been paid to the Participant in the absence of the Deferral Election.

(c) The Deferral Election shall become irrevocable as of the first day of the Plan Year to which that election relates (or any later day the Deferral Election for such Bonus may be filed pursuant to the special provisions of Section 3.2(a)), and no subsequent changes may be made to that Deferral Election once it becomes irrevocable.

3.3 Requirements for Deferral Elections.

The following requirements shall be in effect for each Deferral Election filed by a Participant for a Plan Year beginning after December 31, 2007 or a Fiscal Year beginning after June 30, 2007:

(a) The percentage of compensation which a Participant may elect to defer each Plan Year or Fiscal Year pursuant to his or her Deferral Election must comply with the following guidelines:

(i) To the extent the Participant's salary or commissions are the subject of the Deferral Election, the amount to be deferred pursuant to such election may be any multiple of one percent (1%) of the portion of such salary and commissions eligible for deferral for such Plan Year, but not less than five percent (5%) of such compensation.

(ii) To the extent the Participant's Bonus is the subject of the Deferral Election, the amount to be deferred pursuant to such election must be a multiple of five percent (5%), up to one hundred percent (100%) of the portion of such bonus eligible for deferral for such Plan Year or Fiscal Year.

(b) The Participant must also specify in the Deferral Election the date or event for the commencement of the distribution of the Deferral Election Subaccount attributable to that election. The following commencement dates or events shall be permissible:

- a date within the first sixty (60) days of any calendar year which is at least two (2) calendar years after the calendar year to which such Deferral Election relates,
- the Participant's Separation from Service, or
- the *earlier* of (i) a date within the first sixty (60) days of any calendar year which is at least two (2) calendar years after the calendar year to which the Deferral Election relates or (ii) the Participant's Separation from Service.

(c) The Participant shall also specify in the Deferral Election the manner in which the Deferral Election Subaccount attributable to that election shall be distributed. The following methods of distribution shall be permissible for a distribution tied to a specified date:

- lump sum payment, or
- substantially equal quarterly installments (subject to periodic adjustment for Credited Investment Returns (Losses)) over a five (5)-year term.

The following methods of distribution shall be permissible for a distribution tied to a Separation from Service:

- lump sum payment,
- substantially equal quarterly installments (subject to periodic adjustment for Credited Investment Returns (Losses)) over a five (5)-year term, or

- substantially equal quarterly installments (subject to periodic adjustment for Credited Investment Returns (Losses)) over a ten (10)-year term, *provided, however*, that any election of such a ten (10)-year payment stream shall only be effective if the Participant's Separation from Service is due to a Normal Termination; otherwise, such election shall automatically revert to a five (5)-year term.

For purposes of Section 8.1, an installment distribution shall be treated as a single aggregate payment, and not as a series of individual installment payments.

3.4 **Limitations on Deferrals.** In applying the Participant's Deferral Election to the salary, commissions or bonuses subject to that election, the percentage of such compensation to be deferred shall be determined based upon the Participant's gross compensation. Any payroll deductions to be made from the Participant's compensation for purposes of the Company's Employee Stock Purchase Plan ("**ESPP**") shall be calculated on the basis of the Executive's gross compensation prior to reduction for his or her Deferral Elections under the Plan. However, prior to the start of the Plan Year for which the Deferral Election is to be in effect, the amount of the Participant's compensation available for deferral hereunder shall be calculated by reducing the Participant's gross compensation by (a) the amount necessary to satisfy all federal, state and local income, employment and other payroll taxes (including FICA taxes) required to be withheld with respect to such items of compensation, (b) amounts deducted with respect to the Participant's elections regarding employee health and welfare benefits and (c) the amount of payroll deductions elected by the Participant in connection with the Company's ESPP (such reduced amount, the "**Available Deferral Amount**"). If those reductions would result in gross compensation less than the dollar amount of compensation requested to be deferred pursuant to Participant's Deferral Election for that Plan Year, then the actual dollar amount of compensation to be deferred pursuant to such Participant's Deferral Election shall be reduced, effective with the start of that Plan Year, to be equal to the Available Deferral Amount. In no event, however, may the Participant change the rate of payroll deduction in effect for him or her under the ESPP for a particular Plan Year at any time after the start of that Plan Year, if such change would otherwise affect the amount of compensation to be deferred under this Plan pursuant to his or her Deferral Election in effect for that Plan Year. Any changes to the Participant's elections regarding health and welfare benefits to be made after the start of the Plan Year for which his or her Deferral Election is in effect shall be effected in accordance with the requirements of Sections 1.409A-2(a)(10) and 1.409A-3(j)(6) of the Treasury Regulations. Any salary deferral elections made by the Participant under the Company's 401(k) Plan shall be calculated on the basis of the Executive's compensation after reduction for his or her Deferral Elections under the Plan.

3.5 **Deferral Election Subaccounts.** A separate Deferral Election Subaccount shall be established for each Plan Year for which the Participant defers a portion of his or her eligible compensation under the Plan. The Participant shall at all times be fully vested in the balance credited to each of his or her Deferral Election Subaccounts.

3.6 **Subsequent Distribution.** Each of the Participant's Deferral Election Subaccounts shall be distributed in accordance with the provisions of Articles VII and VIII of the Plan.

3.7 **Company Contributions.** The Company may, in its sole discretion, make a Company Contribution to an Account or Subaccount on behalf of a Participant, subject to such vesting and distribution conditions and limitations as the Company, in its sole discretion, shall impose at the time such contribution is made.

ARTICLE IV CREDITED INVESTMENT RETURN (LOSS) ON DEFERRAL ACCOUNTS

4.1 **Accounts.** One or more Accounts and Subaccounts shall be established and maintained for each Participant in accordance with the provisions of Section 1.1. Each Account or Subaccount shall be charged with any distributions made therefrom pursuant to the Plan and any charges imposed thereon pursuant to the terms of the Plan. In addition, any Pre-2005 Deferred Account established for a Participant was credited, as of October 1, 1997, with the ending balance (if any) accrued by that Participant under the Prior Plans.

4.2 **Credited Investment Return (Loss).**

(a) Each of the Participant's Accounts and Subaccounts shall be credited at least monthly with the Credited Investment Return (Loss) attributable to the balance credited to that Account or Subaccount. The Credited Investment Return (Loss) is the amount which the balance credited to the Account or Subaccount would have earned if that balance had in fact been invested in the Deemed Investment Options in accordance with the Participant's Investment Elections.

(b) The Committee shall, from time to time, designate the investment options available to Participants for the deemed investment of their Accounts or Subaccounts under the Plan (the "**Deemed Investment Options**"). The Committee shall specify the particular funds which shall constitute the Deemed Investment Options and may, in its sole discretion, change or add to the Deemed Investment Options; *provided, however*, that the Committee shall notify the Participants of any such change prior to the effective date thereof.

4.3 **Deemed Investment Options.** Each Participant may select among the Deemed Investment Options and specify the manner in which his or her Accounts and Subaccounts shall be deemed to be invested (the "**Investment Election**") for purposes of determining the Credited Investment Return (Loss) on those Accounts and Subaccounts. The Committee shall establish and communicate the rules, procedures and deadlines for making and changing such Investment Elections. Each Participant may continue to make such Investment Election for so long as he or she has an outstanding balance credited to an Account or Subaccount, whether or not such Participant is in Employee status or active Participant status at the time.

ARTICLE V DISTRIBUTION OF PRE-2005 DEFERRED ACCOUNT

The provisions of this Article V shall apply solely to the Participant's Pre-2005 Deferred Account for so long as that account remains exempt from the requirements of Code Section 409A by reason of the applicable effective date of those requirements.

5.1 **Distribution of Benefits upon Normal Termination.** The following provisions shall govern the distribution to be made with respect to a Participant who ceases Employee status through a Normal Termination:

(a) Unless the Participant otherwise elects pursuant to Section 5.1(b), the amount credited to his or her Pre-2005 Deferred Account shall be paid in sixty (60) substantially equal quarterly installments (subject to ongoing Credited Investment Returns (Losses)), with the first installment to be paid as soon as practicable following the first day of first calendar quarter following such Normal Termination.

(b) If the Participant has filed an appropriate distribution election with the Committee at least one (1) year prior to his or her Normal Termination, then the amount of his or her Pre-2005 Deferred Account shall be distributed in one of the following methods as the Participant may specify in that election:

- (i) a single lump sum payment;
- (ii) twenty (20) substantially equal (subject to ongoing Credited Investment Returns (Losses)) quarterly installments; or
- (iii) forty (40) substantially equal (subject to ongoing Credited Investment Returns (Losses)) quarterly installments.

The applicable distribution shall commence as soon as practicable following the first day of the first calendar quarter following such Normal Termination.

5.2 **Distribution of Benefits upon Early Termination.** The following provisions shall govern the distribution to be made with respect to a Participant who ceases Employee status through an Early Termination:

(a) Unless the Participant otherwise elects a different form of distribution in accordance the requirements and limitations of Section 5.2(b) or 5.2(c), the amount credited to his or her Pre-2005 Deferred Account shall be distributed to the Participant in a single lump sum payment within a reasonable amount of time after such Early Termination event.

(b) If the Participant with an Early Termination has more than five (5) Years of Service, then he or she may file a distribution election at least one (1) year prior to the date of such Early Termination to have the amount credited to his or her Pre-2005 Deferred Account, to the extent vested, distributed in twenty (20) substantially equal quarterly installments (subject to ongoing Credited Investment Returns (Losses)). The elected distribution shall commence as soon as reasonably practicable following the Early Termination event. Such election, however, shall not be effective if the date of the Participant's Early Termination occurs within one (1) year after the filing date of that election.

(c) If the Participant with an Early Termination has at least ten (10) Years of Service, then he or she may file a distribution election at least one (1) year prior to the date of such Early Termination to have the amount credited to his or her Pre-2005 Deferred Account, to the extent vested, distributed in either twenty (20) or forty (40) substantially equal quarterly installments (subject to ongoing Credited Investment Returns (Losses)). The elected distribution shall commence as soon as reasonably practicable following the Early Termination event. Such election, however, shall not be effective if the date of the Participant's Early Termination occurs within one (1) year after the filing date of that election.

5.3 **Election of Form of Benefit Payment.** The Participant may file a distribution election permitted under Section 5.1 or 5.2 above with the Committee or its designate at any time which is more than one (1) year prior to the applicable Normal Termination or Early Termination date and may revoke or change such election at any time or times which is more than one (1) year prior to the then applicable Normal Termination or Early Termination date. Any distribution election which is filed within one (1) year of the applicable Normal Termination or Early Termination date shall be void and without effect, and the most recently effective distribution election shall control instead.

5.4 **Payment to Beneficiary.** In the event the Participant dies after installment payments have begun but before all of the installments are paid, the undistributed installments shall be paid to his or her Beneficiary as they become due.

5.5 Early Withdrawals.

(a) Notwithstanding any other provision of this Plan, the Participant may, upon thirty (30) days prior written notice, withdraw up to ninety-two percent (92%) of the balance credited to his or her Pre-2005 Deferred Account determined at the time of such withdrawal. Upon such withdrawal, eight percent (8%) of the amount requested from the Participant's Pre-2005 Deferred Account shall be forfeited, and the Participant shall have no further right thereto. The Participant shall be prohibited from making any compensation deferrals pursuant to this Plan for the Plan Year immediately following the Plan Year in which such withdrawal occurs and for a subsequent period of months equal to the number of months (rounded to the next whole month) that elapse between the date on which such withdrawal is effected and the last day of the Plan Year in which that withdrawal occurs. The Participant may only make a maximum of two (2) early withdrawals pursuant to this Section 5.5(a).

(b) Notwithstanding any other provision of this Plan, the Participant may request to withdraw any or all of the balance credited to his or her Pre-2005 Deferred Account in the event of a Hardship. The Committee shall, in its sole discretion, determine whether or not to approve such a withdrawal request. The Participant shall be required to demonstrate to the Committee's satisfaction that the financial burden imposed by the Hardship cannot reasonably be satisfied out of his or her other financial resources. Withdrawals pursuant to a Hardship request shall only be permitted, if at all, to the extent reasonably required to satisfy the Participant's need.

(c) Notwithstanding any other provision of this Plan, a Participant may schedule an in-service distribution of any portion of the balance credited to his or her Pre-2005 Deferred Account by submitting a distribution election form (or by scheduling an in-service distribution in his or her initial enrollment election) to the Committee at least two (2) years prior to the desired distribution date. Such distribution shall be paid in a lump-sum; provided, however, that if (i) the Participant elects such form of distribution on the distribution election or initial enrollment form and (ii) the distribution commences after five (5) or more Years of Service with the Company, the distribution shall be made in twenty (20) equal quarterly installments, payable on the first day of each calendar quarter. Any Credited Investment Return (Loss) with respect to the portion of the Participant's Pre-2005 Deferred Account scheduled for an in-service installment distribution that is to be credited on and after the date of the initial in-service distribution shall be credited to the remaining portion of the Participant's Pre-2005 Deferred Account. The Participant may postpone a scheduled in-service distribution date by submitting a new distribution election form to the Committee at least one (1) year prior to the otherwise scheduled in-service distribution date. Any in-service distribution election form which is filed within one (1) year of the scheduled in-service distribution date shall be void and without effect. Once an in-service installment distribution commences, such distribution shall continue over the applicable installment period, whether or not the Participant continues in Employee status. However, if the Participant has an Early Termination or a Normal Termination prior to the first scheduled in-service distribution, then his or her in-service distribution election shall become void and without effect, and the distribution provisions relating to such Participant's Early Termination or Normal Termination, as applicable, shall control the distribution of the Participant's Pre-2005 Deferred Account.

5 . 6 Automatic Lump-Sum Distribution for Accounts below \$25,000. Notwithstanding any other provisions of this Plan or the provisions of a Participant's distribution election with respect to his or her Pre-2005 Deferred Account, in the event such Participant has less than twenty-five thousand dollars (\$25,000) credited to his or her Pre-2005 Deferred Account as of the date of his or her cessation of Employee status, then 100% of that Account shall be distributed to him or her in a single lump-sum payment within a reasonable amount of time following the date of such cessation of Employee status.

5.7 **Valuation.** The amount to be distributed from the Participant's Pre-2005 Deferred Account shall be determined on the basis of the balance credited to that Account as of the most recent practicable valuation date (as determined by the Committee or its designate) preceding the date of the actual distribution. For a Participant who has elected an installment distribution from his or her Pre-2005 Deferred Account (or any portion thereof), such distribution shall be effected through a series of substantially equal payments (as adjusted for Credited Investment Returns (Losses)), and the amount of each such installment shall accordingly be determined by dividing the balance credited to that Account (or applicable portion) as of the most recent practicable valuation date (as determined by the Committee) preceding the date of the actual distribution of that installment by the number of installments (including the current installment) remaining in the applicable distribution period.

5.8 **Tax Withholding.** Each payment made from the Participant's Pre-2005 Deferred Account shall be subject to the Participating Employer's collection of all applicable federal, state and local income and employment/payroll taxes, and each payment shall be net of such applicable withholding taxes.

5.9 **Outside Directors.** As applied to an Outside Director, for all purposes under the Plan, the terms "service," "employed" and "employment" shall mean the time during which the Outside Director serves on the Board of Directors, and the terms "retirement" and "termination" shall mean the time at which the Outside Director ceases to serve on the Board of Directors.

ARTICLE VI DISTRIBUTION OF 2005-2007 DEFERRED ACCOUNT

The provisions of this Article VI shall apply solely to the Participant's 2005-2007 Deferred Account.

6.1 **Special Distribution Election.** Each Participant may, prior to December 31, 2007, make a new payment election under this Article VI with respect to the commencement date and form of payment to be in effect for his or her 2005-2007 Deferred Account (the "**Special Distribution Election**"). Any such Special Distribution Election made by the Participant shall constitute a new payment election under Q&A 19(c) of Notice 2005-1, as modified by the Preamble to the proposed Treasury Regulations under Code Section 409A and Notice 2006-79. However, any Special Distribution Election submitted during the 2007 calendar year can only apply to amounts not otherwise payable in that calendar year, and the election may not cause any amount to be paid in the 2007 calendar year that would not otherwise be payable in that year.

6.2 **Commencement Date.** In the Special Distribution Election, the Participant must specify the date or event for the commencement of the distribution of his or her 2005-2007 Deferred Account. The following commencement dates or events shall be permissible:

- a date within the first sixty (60) days of any calendar year after the 2008 calendar year,
- the Participant's Separation from Service, or
- the *earlier* of (i) a date within the first sixty (60) days of any post-2008 calendar year or (ii) the Participant's Separation from Service.

6.3 **Method of Distribution.** The Participant must specify in the Special Distribution Election the method by which his or her 2005-2007 Deferred Account shall be distributed. The following methods of distribution shall be permissible for a distribution tied to a specified date:

- lump sum payment, or
- substantially equal quarterly installments (subject to periodic adjustment for Credited Investment Returns (Losses)) over a five (5)-year term.

The following methods of distribution shall be permissible for a distribution tied to a Separation from Service:

- lump sum payment,
- substantially equal quarterly installments (subject to periodic adjustment for Credited Investment Returns (Losses)) over a five (5)-year term,
- substantially equal quarterly installments (subject to periodic adjustment for Credited Investment Returns (Losses)) over a ten (10)-year term, or
- substantially equal quarterly installments (subject to periodic adjustment for Credited Investment Returns (Losses)) over a fifteen (15)-year term;

provided, however, that any election of such a fifteen (15)-year payment stream shall only be effective if the Participant's Separation from Service due to a Normal Termination; otherwise, such election shall automatically revert to a ten (10)-year term.

For purposes of Section 8.1, an installment distribution shall be treated as a single aggregate payment, and not as a series of individual installment payments.

6.4 **Continuing Elections.** Should the Participant not file a Special Distribution Election on a timely basis in accordance with Section 6.1, then each of the separate distribution elections he or she initially made with respect to the compensation deferred under the Plan for each of the 2005, 2006 and 2007 Plan Years shall continue in full force and effect and may not be subsequently changed except in accordance with the requirements of Section 7.3 or 8.1.

6.5 **Tax Withholding.** Each payment made from the Participant's 2005-2007 Deferred Account shall be subject to the Participating Employer's collection of all applicable federal, state and local income and employment/payroll taxes, and each payment shall be net of such applicable withholding taxes.

ARTICLE VII DISTRIBUTION OF POST-2007 DEFERRAL ELECTION SUBACCOUNTS

The provisions of this Article VII shall apply to each of the Participant's Deferral Election Subaccounts attributable to a Plan Year beginning after December 31, 2007 or a Company fiscal year (a "**Fiscal Year**") beginning after June 30, 2007.

7.1 **Normal Distribution.** The Participant's Deferral Election Subaccount for a particular Plan Year or Fiscal Year shall become due and payable in accordance with the commencement date and method of distribution designated by the Participant in his or her Deferral Election for that Plan Year or Fiscal Year. Such distribution shall begin on the designated commencement date or event as soon as administratively practicable thereafter, but in no event later than the *later* of (i) the close of the calendar year in which the designated commencement date or event occurs or (ii) the fifteenth (15th) day of the third (3rd) calendar month following the occurrence of such commencement date or event.

7.2 **Tax Withholding.** Each payment made from a Deferral Election Subaccount shall be subject to the Participating Employer's collection of all applicable federal, state and local income and employment/payroll taxes, and each payment shall be net of such applicable withholding taxes.

7.3 **Special Distribution Election.** Notwithstanding the provisions of Sections 3.3, 6.1 and 7.1 of the Plan, each Participant may, prior to December 31, 2008, make a new payment election under this Article VII with respect to the commencement date and form of payment to be in effect for his or her 2005-2007 Deferred Account and/or his or her Deferral Election Subaccount for the 2008 Plan Year (the "**2008 Special Distribution Election**"). Any such 2008 Special Distribution Election made by the Participant shall constitute a new payment election under Q&A 19(c) of Notice 2005-1, as modified by the Preamble to the proposed Treasury Regulations under Code Section 409A and Notice 2006-79, and shall not be treated as an Extended Deferral Election for purposes of Section 8.1 of the Plan. However, the 2008 Special Distribution Election can only apply to amounts not otherwise payable in that calendar year, and the election may not cause any amount to be paid in the 2008 calendar year that would not otherwise be payable in that year. The 2008 Special Distribution Election must be made on or before December 31, 2008 in order to be effective.

ARTICLE VIII PROVISIONS APPLICABLE TO 2005-2007 DEFERRED ACCOUNTS AND POST-2007 DEFERRAL ELECTION SUBACCOUNTS

The provisions of this Article VIII shall apply to the Participant's 2005-2007 Deferred Account and each of his or her Deferral Election Subaccounts attributable to a Plan Year beginning after December 31, 2007. Each such Account or Subaccount shall, for purposes of this Article VIII, be designated a "**Post-2004 Account**."

8.1 **Extended Deferral Election.** A Participant may make an Extended Deferral Election with respect to any Post 2004 Account maintained for him or her under the Plan, provided the Participant remains at the time of such election a highly compensated Employee or member of the management group of a Participating Employer (as determined pursuant to guidelines established by the Committee). The Extended Deferral Election must be made by filing an appropriate election form with the Committee at least twelve (12) months prior to the date the Post-2004 Account subject to such election is scheduled to become payable pursuant to the applicable provisions of Article VI or Article VII, and the Extended Deferral Election for that Account shall in no event become effective or otherwise have any force or applicability until the expiration of the twelve (12)-month period measured from the date such election is filed with the Committee. The Extended Deferral Election must specify a commencement date in a Plan Year which is at least five (5) Plan Years later than the Plan Year in which the distribution of that Post-2004 Account would have otherwise been made or commenced in the absence of the Extended Deferral Election. As part of the Extended Deferral Election, the Participant may also elect a different method of distribution, provided the selected method complies with one of the forms of distribution permissible for that Account in accordance with the provisions of the Plan. Once the Extended Deferral Election becomes effective in accordance with the foregoing provisions of this Section 8.1, such election shall remain in effect, whether or not the Participant continues in Employee status; *provided, however*, that in the event of the Participant's death, the provisions of Section 8.4 shall apply. Notwithstanding anything to the contrary in the foregoing provisions of this Section 8.1, neither the Special Distribution Election under Section 6.1 nor the 2008 Special Distribution Election under Section 7.3 shall be deemed to be an Extended Deferral Election or otherwise be subject to the requirements of this Section 8.1

8.2 **Distribution Commencement Date.** The distribution of any Post-2004 Account shall be made or commence on the distribution date or event applicable to that Account or as soon thereafter as administratively practicable, but in no event later than the later of (i) the end of the calendar year in which that distribution date or event occurs or (ii) the fifteenth (15th) day of the third (3rd) calendar month following such distribution date or event.

8.3 **Hardship Withdrawal.** If a Participant incurs a Hardship and does not have any other resources available, whether through reimbursement or compensation (by insurance or otherwise), liquidation of existing assets (to the extent such liquidation would not itself result in financial hardship) or cancellation of his or her existing Deferral Election(s) under the Plan, to satisfy such financial emergency, then the Participant may apply to the Committee for an immediate distribution from one or more of his or her Post-2004 Accounts in an amount necessary to satisfy such Hardship and the tax liability attributable to such distribution. The Committee shall have complete discretion to accept or reject the request and shall in no event authorize a distribution in an amount in excess of that reasonably required to meet such Hardship and the tax liability attributable to that distribution.

8.4 **Death Before Full Distribution.** If the Participant dies before the entire aggregate balance of his or her Post-2004 Accounts is distributed, then the unpaid balance shall be paid in a lump sum to his or her designated Beneficiary under the Plan. Such payment shall be made as soon as administratively practical following the Participant's death, but in no event later than the *later* of (i) the end of the calendar year in which the Participant's death occurs or (ii) the fifteenth (15th) day of the third (3rd) calendar month following the date of the Participant's death. Should the Participant die without a valid Beneficiary designation in effect or after the death of his or her designated Beneficiary, then any amounts due him or her from his or her Post-2004 Accounts shall be paid to his or her estate.

8.5 **Valuation.** The amount to be distributed from any Post-2004 Account shall be determined on the basis of the balance credited to that Account as of the most recent practicable valuation date (as determined by the Committee or its designate) preceding the date of the actual distribution. For a Participant who has elected an installment distribution for any Post-2004 Account, such distribution shall be effected through a series of substantially equal payments (as adjusted for Credited Investment Returns (Losses)), and the amount of each such installment shall accordingly be determined by dividing the balance credited to that Account as of the most recent practicable valuation date (as determined by the Committee) preceding the date of the actual distribution of that installment by the number of installments (including the current installment) remaining in the applicable distribution period.

8.6 **Small Account Balances.** If the aggregate balance of the Participant's Post-2004 Accounts is not greater than the applicable dollar amount in effect under Code Section 402(g)(1)(B) at the time of the Participant's Separation from Service (note: as of the Effective Date, such amount is \$16,500 and is scheduled to increase to \$17,000 effective January 1, 2012) and the Participant is not otherwise at that time participating in any other non-qualified elective account balance plan subject to Code Section 409A and maintained by one or more Affiliated Companies, then that balance shall be distributed to the Participant in a lump sum distribution as soon as administratively practical following such Separation from Service, whether or not the Participant elected that form of distribution or distribution event, but in no event later than the *later* of (i) the end of the calendar year in which such Separation from Service occurs or (ii) the fifteenth (15th) day of the third (3rd) calendar month following the date of such Separation from Service.

8.7 **Mandatory Deferral of Distribution.** Notwithstanding any provision to the contrary in this Article VIII or any other article in the Plan, no distribution which becomes due and payable from any of the Participant's Post-2004 Accounts by reason of his or her Separation from Service shall be made to such Participant prior to the *earlier* of (i) the first day of the seventh (7th) month following the date of such Separation from Service or (ii) the date of his or her death, if the Participant is deemed at the time of such Separation from Service to be a Specified Employee *and* such delayed commencement is otherwise required in order to avoid a prohibited distribution under Code Section 409A(a)(2). Upon the expiration of such deferral period, all payments deferred pursuant to this Section 8.7 (whether they would have otherwise been payable in a single sum or in installments in the absence of such deferral) shall be paid in a lump sum to the Participant, and any remaining payments due under the Plan shall be paid in accordance with the normal payment dates specified for them herein. During such deferral period, the Participant's Account shall continue to be subject to the investment return provisions of Article IV.

ARTICLE IX BENEFICIARIES

9.1 **Designation of Beneficiary.** Executive shall have the right to designate on such form as may be prescribed by the Committee a Beneficiary to receive any Supplemental Executive Benefits due to the Participant's deferrals of compensation under the Plan which remain unpaid at the time of his or her death. The Participant shall have the right at any time to revoke such designation and to substitute another such Beneficiary.

9.2 **No Designated Beneficiary.** If, upon the Participant's death, there is no valid designation of Beneficiary, the Beneficiary shall be the Participant's estate.

ARTICLE X OBLIGATION TO PAY SUPPLEMENTAL EXECUTIVE BENEFITS

10.1 **Benefits Paid From Trust.** All benefits payable to the Participant hereunder shall be paid by the Trustee, to the extent of the assets held in the Trust by the Trustee, and by the Company to the extent the assets in the Trust are insufficient to pay the Participant the Supplemental Executive Benefits to which he or she is entitled under this Plan.

10.2 **Trustee Investment Discretion.** The Deemed Investment Options shall be for the sole purpose of determining the Credited Investment Return (Loss), and neither the Trustee nor the Company shall have any obligation to invest the Participant's Deferral Amounts in the Deemed Investment Options or in any other investment.

10.3 **No Secured Interest**. Except as otherwise provided by the Trust Agreement, the assets of the Trust shall be subject to the claims of creditors of the Company, and no Participant or Beneficiary shall have any legal or equitable interest in such assets or policies or any other asset of the Company. The Participant shall be a general unsecured creditor of the Company with respect to the promises of the Company made herein, except as otherwise expressly provided by the Trust Agreement.

ARTICLE XI ADMINISTRATION

11.1 **Administration of the Plan**. The Plan shall be administered by the Committee. The Committee shall have full power and discretionary authority to administer, construe and interpret the Plan, to establish procedures for administering the Plan, to prescribe forms, and take any and all necessary or desirable actions in connection with the Plan. The Committee's interpretation and construction of the Plan shall be conclusive and binding on all persons having an interest in the Plan, including (without limitation) all decisions relating to an individual's eligibility for participation in the Plan, his or her entitlement to benefits hereunder and the amount of any such benefit entitlement. The power and authority granted to the Committee herein includes (without limitation) the full authority, in the Committee's sole discretion, to take any action with respect to the Plan or any Participant (including former Participants) that the Committee deems necessary or advisable in order to ensure the compliance of the Plan and each Participant with all applicable laws, rules, regulations, requirements and guidelines. The Committee may appoint a committee or any other agent and delegate to them such powers and duties in connection with the administration of the Plan as the Committee may from time to time prescribe.

11.2 **Indemnification**. The Committee and each of its members shall be indemnified by the Company against any and all liabilities incurred by reason of any action taken in good faith pursuant to the provisions of the Plan.

ARTICLE XII MISCELLANEOUS

12.1 **No Employment Right**. Neither the action of the Company or the Participating Employer in establishing or maintaining the Plan, nor any action taken under the Plan by the Committee, nor any provision of the Plan itself shall be construed so as to grant any person the right to remain in the employ of the Participating Employer or any other Affiliated Company for any period of specific duration, and the Participant may be discharged at any time, with or without cause.

12.2 Amendment/Termination

(a) The Committee may at any time amend the provisions of the Plan to any extent and in any manner the Committee may deem advisable, and such amendment shall become effective at the time of such Committee action. Without limiting the generality of the foregoing, the Committee may amend the Plan to impose such restrictions upon (i) the timing, filing and effectiveness of Deferral Elections or Extended Deferral Elections and (ii) the distribution provisions of the Plan which the Committee deems appropriate or advisable in order to avoid the current income taxation of amounts deferred under the Plan which might otherwise occur as a result of changes to the tax laws and regulations governing deferred compensation arrangements such as the Plan. The Committee may also at any time terminate the Plan in whole or in part. Except for (i) such modifications, limitations or restrictions as may otherwise be required to avoid current income taxation or other adverse tax consequences to Participants as a result of changes to the tax laws and regulations applicable to the Plan or (ii) as otherwise provided in Sections 12.2(b), (c) and (d) below with respect to the distribution of Participant Accounts, no such plan amendment or plan termination authorized by the Committee shall adversely affect the benefits of Participants accrued to date under the Plan or otherwise reduce the then outstanding balances credited to their Accounts or Deferral Election Subaccounts or otherwise adversely affect the distribution provisions in effect for those Accounts or Subaccounts, and all amounts deferred prior to the date of any such plan amendment or termination shall, subject to the foregoing exception, continue to become due and payable in accordance with the distribution provisions of the Plan as in effect immediately prior to such amendment or termination.

(b) Except as otherwise provided in Sections 12.2(c) and (d) below, in the event of a termination of the Plan, the Participant Accounts may, in the Company's discretion, be distributed within the period beginning twelve (12) months after the date the Plan is terminated and ending twenty-four (24) months after the date of such plan termination, or pursuant to Articles VI, VII and VIII of the Plan, if earlier. If the Plan is terminated and Accounts are distributed, the Company and the other Participating Employers shall also terminate and liquidate all other non-qualified elective account balance deferred compensation plans maintained by them and shall not adopt a new non-qualified elective account balance deferred compensation plan for at least three (3) years after the date the Plan is terminated.

(c) The Company and the other Participating Employers may terminate the Plan thirty (30) days prior to or within twelve (12) months following a Change of Control and distribute, within the twelve (12)-month period following the termination of the Plan, the Accounts of the Participants affected by such Change in Control. If the Plan is terminated and Accounts are distributed, the Company and the other Participating Employers shall also terminate all other non-qualified elective account balance deferred compensation plans sponsored by them in which such Participants participate, and all of the benefits accrued under those terminated plans by such Participants shall be distributed to them within twelve (12) months following the termination of such plans.

(d) The Company may terminate the Plan upon a corporate dissolution of the Company that is taxed under Section 331 of the Code or with the approval of a bankruptcy court pursuant to 11 U.S.C. Section 503(b)(1)(A), provided that the Participant Accounts are distributed and included in the gross income of the Participants by the later of (i) the Plan Year in which the Plan terminates or (ii) the first Plan Year in which payment of the Accounts is administratively practicable.

(e) Notwithstanding the foregoing provisions of this Section 12.2 or any other provision in this Plan to the contrary, should the Plan be terminated, then all benefits attributable to the Participant's Pre-2005 Deferred Account shall be paid pursuant to the provisions of Section 5.2 as if such Participant had voluntarily ceased Employee status on the date of such Plan termination.

(f) All amounts remaining in the Trust after all benefits have been paid in connection with the termination of the Plan shall revert to the Company.

12.3 **Applicable Law.** The Plan is intended to constitute an unfunded deferred compensation arrangement for a select group of management and other highly compensated persons, and all rights hereunder shall be construed, administered and governed in all respects in accordance with the provisions of the Employee Retirement Income Security Act of 1974 (as amended from time to time) applicable to such an arrangement and, to the extent not pre-empted thereby, by the laws of the State of California without resort to its conflict-of-laws provisions. If any provision of this Plan shall be held by a court of competent jurisdiction to be invalid or unenforceable, the remaining provisions of the Plan shall continue in full force and effect.

12.4 **Satisfaction of Claims.** Any payment made to a Participant or his or her legal representative or beneficiary in accordance with the terms of this Plan shall to the extent thereof be in full satisfaction of all claims with respect to that payment which such person may have against the Plan, the Committee (or its designate), the Company, the Participating Employer and all other Affiliated Companies, any of whom may require the Participant or his or her legal representative or Beneficiary, as a condition precedent to such payment, to execute a receipt and release in such form as shall be determined by the Committee.

12.5 **Alienation of Benefits.** No person entitled to any benefits under the Plan shall have the right to alienate, pledge, hypothecate or otherwise encumber his or her interest in such benefits, and those benefits shall not, to the maximum extent permissible by law, be subject to claim of his or her creditors or liable to attachment, execution or other process of law. Notwithstanding the foregoing, any benefits otherwise due and payable to the Participant shall instead be distributed to one or more third parties (including, without limitation, the Participant's former spouse) to the extent such distribution is required by a domestic relations order or other order or directive of a court with jurisdiction over the Participant and his or her benefits hereunder, and the Participant shall cease to have any right, interest or entitlement to any benefits to be distributed pursuant to such order or directive.

12.6 **Expenses.** The Accounts and Subaccounts of each Participant shall be charged with its allocable share of all other costs and expenses incurred in the operation and administration of the Plan, except to the extent one or more Participating Employers elect in their sole discretion to pay all or a portion of those costs and expenses.

12.7 **Successors and Assigns.** The obligation of each Participating Employer to make the payments required hereunder shall be binding upon the successors and assigns of that Participating Employer, whether by merger, consolidation, acquisition or other reorganization. Except for such modifications, limitations or restrictions as may otherwise be required to avoid current income taxation or other adverse tax consequences to Participants as a result of changes to the tax laws and regulations applicable to the Plan, no amendment or termination of the Plan by any such successor or assign shall adversely affect or otherwise impair the rights of Participants to receive benefit payments hereunder, to the extent attributable to amounts deferred prior to the date of such amendment or termination, in accordance with the applicable distribution provisions of the Plan as in effect immediately prior to such amendment or termination.

12.8 **Reimbursement of Costs.** If the Company, the Participant, any Beneficiary or a successor in interest to any of the foregoing brings legal action to enforce any of the provisions of this Plan, the prevailing party in such legal action shall be entitled to reimbursed by the other party for the prevailing party's costs of such legal action, including (without limitation) reasonable fees of attorneys, accountants and similar advisors and expert witnesses.

12.9 **Arbitration.** Any dispute or claim relating to or arising from the Plan that cannot be resolved within thirty (30) days of the dispute or controversy through good-faith negotiation or non-binding mediation between the Participant and the Company shall be subject to binding arbitration in Santa Clara, California before the American Arbitration Association under its National Rules for the Resolution of Employment Disputes, supplemented by the California Rules of Civil Procedure. The Company and the Participant shall each bear their own respective costs and attorneys' fees incurred in connection with the arbitration; and the Company shall pay the arbitrator's fees, unless law applicable at the time of the arbitration hearing requires otherwise. The arbitrator shall issue a written decision that sets forth the essential findings of fact and conclusions of law on which the award is based. The arbitrator's decision shall be final and binding to the fullest extent permitted by law and enforceable by any court having jurisdiction thereof.

12.10 **Entire Agreement.** This Plan and any applicable deferral election and beneficiary forms constitute the entire understanding and agreement with respect to the Plan, and there are no agreements, understandings, restrictions, representations or warranties among the Participant, the Company and the Participating Employers other than those as set forth or provided for therein.

ARTICLE XIII BENEFIT CLAIMS

13.1 **Claims Procedure.** No application is required for the payment of benefits under the Plan. However, if any Participant (or beneficiary) believes he or she is entitled to a benefit from the Plan which differs from the benefit determined by the Committee, then such individual may file a written claim for benefits with the Committee. Each claim shall be acted upon and approved or disapproved within ninety (90) days following receipt by the Committee.

13.2 **Denial of Benefits.** In the event any claim for benefits is denied, in whole or in part, the Committee shall notify the claimant in writing of such denial and of his or her right to a review by the Committee and shall set forth, in a manner calculated to be understood by the claimant, specific reasons for such denial, specific references to pertinent provisions of the Plan on which the denial is based, a description of any additional material or information necessary to perfect the claim, an explanation of why such material or information is necessary, and an explanation of the review procedure.

13.3 **Review.**

(a) Any person whose claim for benefits is denied in whole or in part may appeal to the Committee for a full and fair review of the decision by submitting to the Committee, within ninety (90) days after receiving written notice from the Committee of such denial, a written statement:

- (i) requesting a review by the Committee of his or her claim for benefits;
- (ii) setting forth all of the grounds upon which the request for review is based and any facts in support thereof; and
- (iii) setting forth any issues or comments which the claimant deems pertinent to his or her claim.

(b) The Committee shall act upon each such appeal within sixty (60) days after receipt of the claimant's request for review by the Committee, unless special circumstances require an extension of time for processing. If such an extension is required, written notice of the extension shall be furnished to the claimant within the initial sixty (60)-day period, and a decision shall be rendered as soon as possible, but not later than one hundred twenty (120) days after receipt of the initial request for review. The Committee shall make a full and fair review of each such appeal and any written materials submitted by the claimant or the Participating Employer in connection therewith and may require the Participating Employer or the claimant to submit such additional facts, documents or other evidence as the Committee may, in its sole discretion, deem necessary or advisable in making such a review. On the basis of its review, the Committee shall make an independent determination of the claimant's eligibility for benefits under the Plan. The decision of the Committee on any benefit claim shall be final and conclusive upon all persons.

13.4 **Denial of Appeal.** Should the Committee deny an appeal in whole or in part, the Committee shall give written notice of such decision to the claimant, setting forth in a manner calculated to be understood by the claimant the specific reasons for such denial and specific reference to the pertinent Plan provisions on which the decision was based.

IN WITNESS WHEREOF, the Company has caused this amended and restated Plan to be executed by a duly authorized officer effective as of the Effective Date.

KLA-TENCOR CORPORATION

By: /s/ Brian M. Martin
Name: Brian M. Martin
Title: Executive Vice President and General Counsel

Dated: February 8, 2012

APPENDIX I

TEXT OF SECTION 1.409A-3(i)(3)(i) OF THE TREASURY REGULATIONS (AS OF THE EFFECTIVE DATE)

(3) *Unforeseeable emergency*—(i) *Definition*. For purposes of §§1.409A-1 and 1.409A-2, this section, and §§1.409A-4 through 1.409A-6, an *unforeseeable emergency* is a severe financial hardship to the service provider resulting from an illness or accident of the service provider, the service provider's spouse, the service provider's beneficiary, or the service provider's dependent (as defined in section 152, without regard to section 152(b)(1), (b)(2), and (d)(1)(B)); loss of the service provider's property due to casualty (including the need to rebuild a home following damage to a home not otherwise covered by insurance, for example, not as a result of a natural disaster); or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the service provider. For example, the imminent foreclosure of or eviction from the service provider's primary residence may constitute an unforeseeable emergency. In addition, the need to pay for medical expenses, including non-refundable deductibles, as well as for the costs of prescription drug medication, may constitute an unforeseeable emergency. Finally, the need to pay for the funeral expenses of a spouse, a beneficiary, or a dependent (as defined in section 152, without regard to section 152(b)(1), (b)(2), and (d)(1)(B)) may also constitute an unforeseeable emergency. Except as otherwise provided in this paragraph (i)(3)(i), the purchase of a home and the payment of college tuition are not unforeseeable emergencies. Whether a service provider is faced with an unforeseeable emergency permitting a distribution under this paragraph (i)(3)(i) is to be determined based on the relevant facts and circumstances of each case, but, in any case, a distribution on account of unforeseeable emergency may not be made to the extent that such emergency is or may be relieved through reimbursement or compensation from insurance or otherwise, by liquidation of the service provider's assets, to the extent the liquidation of such assets would not cause severe financial hardship, or by cessation of deferrals under the plan. A plan may provide for a payment upon a specific type or types of unforeseeable emergency, without providing for payment upon all unforeseeable emergencies, provided that any event upon which a payment may be made qualifies as an unforeseeable emergency.

SCHEDULE I

LIST OF PARTICIPATING EMPLOYERS AS OF THE EFFECTIVE DATE

KLA-Tencor Corporation

VLSI Standards, Inc.

LIST OF PARTICIPATING EMPLOYERS AS OF OCTOBER 1, 2008

KLA-Tencor Corporation

KLA-Tencor Technologies Corporation

VLSI Standards, Inc.

ADE Technologies, Inc.

**Certification of Chief Executive Officer
Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a) As Adopted
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Richard P. Wallace, certify that:

- 1 I have reviewed this Quarterly Report on Form 10-Q of KLA-Tencor Corporation;
- 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4 The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5 The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 26, 2012

(Date)

/s/ RICHARD P. WALLACE

Richard P. Wallace

President and Chief Executive Officer
(Principal Executive Officer)

Certification of Chief Financial Officer
Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a) As Adopted
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Mark P. Dentinger, certify that:

- 1 I have reviewed this Quarterly Report on Form 10-Q of KLA-Tencor Corporation;
- 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4 The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5 The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 26, 2012

(Date)

/s/ MARK P. DENTINGER

Mark P. Dentinger
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Richard P. Wallace, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of KLA-Tencor Corporation on Form 10-Q for the fiscal quarter ended March 31, 2012 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of KLA-Tencor Corporation.

April 26, 2012

(Date)

By: /s/ RICHARD P. WALLACE
Name: Richard P. Wallace
Title: President and Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark P. Dentinger, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of KLA-Tencor Corporation on Form 10-Q for the fiscal quarter ended March 31, 2012 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of KLA-Tencor Corporation.

April 26, 2012

(Date)

By: /s/ MARK P. DENTINGER
Name: Mark P. Dentinger
Title: Executive Vice President and Chief Financial Officer