IPG PHOTONICS CORP
Form 10-Q
August 03, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2015

OR

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

Commission File Number 001-33155

IPG PHOTONICS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	04-3444218 (I.R.S. Employer Identification Number)
50 Old Webster Road, Oxford, Massachusetts (Address of principal executive offices)	01540 (Zip code)

(508) 373-1100
(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 ý NO ¨

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

As of July 28, 2015, there were 52,724,374 shares of the registrant's common stock issued and outstanding.

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PART I-FINANCIAL INFORMATION
ITEM 1. UNAUDITED INTERIM FINANCIAL STATEMENTS
IPG PHOTONICS CORPORATION
CONSOLIDATED BALANCE SHEETS

	June 30, 2015	December 31, 2014
	(In thousands, except share and per share data)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$571,508	$522,150
Accounts receivable, net	169,828	143,109
Inventories	190,848	171,009
Prepaid income taxes	27,822	20,967
Prepaid expenses and other current assets	24,241	21,295
Deferred income taxes, net	18,123	15,308
Total current assets	1,002,370	893,838
DEFERRED INCOME TAXES, NET	7,495	5,438
GOODWILL	516	455
INTANGIBLE ASSETS, NET	14,013	9,227
PROPERTY, PLANT AND EQUIPMENT, NET	288,553	275,082
OTHER ASSETS	21,594	26,847
TOTAL	$1,334,541	$1,210,887
LIABILITIES AND EQUITY		
CURRENT LIABILITIES:		
Revolving line-of-credit facilities	$1,600	$2,631
Current portion of long-term debt	2,000	13,333
Accounts payable	21,537	17,141
Accrued expenses and other liabilities	68,274	64,057
Deferred income taxes, net	3,670	3,241
Income taxes payable	28,690	21,672
Total current liabilities	125,771	122,075
DEFERRED INCOME TAXES AND OTHER LONG-TERM LIABILITIES	26,348	22,584
LONG-TERM DEBT, NET OF CURRENT PORTION	18,667	19,667
Total liabilities	170,786	164,326
COMMITMENTS AND CONTINGENCIES (NOTE 12)		
IPG PHOTONICS CORPORATION STOCKHOLDERS' EQUITY:		
Common stock, $0.0001 par value, 175,000,000 shares authorized; 52,721,014 shares issued and outstanding at June 30, 2015; 52,369,688 shares issued and outstanding at December 31, 2014	5	5
Additional paid-in capital	591,718	567,617
Retained earnings	709,860	591,202
Accumulated other comprehensive loss	(139,262)	(112,263)
Total IPG Photonics Corporation stockholders' equity	1,162,321	1,046,561
NONCONTROLLING INTERESTS	1,434	—
Total equity	1,163,755	1,046,561
TOTAL	$1,334,541	$1,210,887

See notes to consolidated financial statements.

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IPG PHOTONICS CORPORATION
CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
	(in thousands, except per share data)			
NET SALES	$235,138	$192,204	$434,098	$362,779
COST OF SALES	106,435	87,977	197,568	169,268
GROSS PROFIT	128,703	104,227	236,530	193,511
OPERATING EXPENSES:				
Sales and marketing	7,962	8,047	15,511	15,212
Research and development	15,114	13,362	29,344	26,146
General and administrative	15,017	13,124	27,795	26,040
Loss (gain) on foreign exchange	3,167	945	(5,585)	(425)
Total operating expenses	41,260	35,478	67,065	66,973
OPERATING INCOME	87,443	68,749	169,465	126,538
OTHER INCOME (EXPENSE), Net:				
Interest expense, net	(112)	—	(296)	(139)
Other income, net	161	239	246	573
Total other income (expense)	49	239	(50)	434
INCOME BEFORE PROVISION FOR INCOME TAXES	87,492	68,988	169,415	126,972
PROVISION FOR INCOME TAXES	(26,248)	(20,705)	(50,825)	(38,158)
NET INCOME	61,244	48,283	118,590	88,814
LESS: NET LOSS ATTRIBUTABLE TO NONCONTROLLING INTERESTS	(55)	—	(68)	—
NET INCOME ATTRIBUTABLE TO IPG PHOTONICS CORPORATION	$61,299	$48,283	$118,658	$88,814
NET INCOME ATTRIBUTABLE TO IPG PHOTONICS CORPORATION PER SHARE:				
Basic	$1.16	$0.93	$2.26	$1.71
Diluted	$1.15	$0.92	$2.22	$1.68
WEIGHTED AVERAGE SHARES OUTSTANDING:				
Basic	52,657	52,068	52,572	52,019
Diluted	53,442	52,769	53,355	52,747

See notes to consolidated financial statements.

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IPG PHOTONICS CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
	(In thousands)			
Net income	$61,244	$48,283	$118,590	$88,814
Other comprehensive income, net of tax:				
Translation adjustments	11,225	6,683	(27,094)	(5,983)
Unrealized gain on derivatives	52	44	95	83
Total other comprehensive loss	11,277	6,727	(26,999)	(5,900)
Comprehensive income	72,521	55,010	91,591	82,914
Comprehensive loss attributable to noncontrolling interest	(55)	—	(68)	—
Comprehensive income attributable to IPG Photonics Corporation	$72,576	$55,010	$91,659	$82,914

See notes to consolidated financial statements.

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IPG PHOTONICS CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30, 2015	2014
	(In thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$118,590	$88,814
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	20,176	17,088
Deferred income taxes	(2,118)	(4,893)
Stock-based compensation	8,862	7,172
Realized and unrealized gains on cash and cash equivalents and unrealized gains on foreign currency transactions	(3,412)	(2,225)
Other	95	335
Provisions for inventory, warranty & bad debt	18,804	12,207
Changes in assets and liabilities that (used) provided cash:		
Accounts receivable	(31,748)	(20,720)
Inventories	(33,211)	(14,988)
Prepaid expenses and other current assets	1,945	436
Accounts payable	4,422	(2,684)
Accrued expenses and other liabilities	(2,397)	(170)
Income and other taxes payable	7,067	(1,071)
Tax benefit from exercise of employee stock options	(5,665)	(2,426)
Net cash provided by operating activities	101,410	76,875
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of and deposits on property, plant and equipment	(32,606)	(45,781)
Proceeds from sales of property, plant and equipment	139	254
Acquisition of businesses, net of cash acquired	(4,958)	—
Other	86	42
Net cash used in investing activities	(37,339)	(45,485)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from line-of-credit facilities	9,432	15,376
Payments on line-of-credit facilities	(10,209)	(15,911)
Principal payments on long-term borrowings	(12,333)	(667)
Exercise of employee stock options and issuances under employee stock purchase plan	9,574	3,379
Tax benefit from exercise of employee stock options	5,665	2,426
Net cash provided by financing activities	2,129	4,603
EFFECT OF CHANGES IN EXCHANGE RATES ON CASH AND CASH EQUIVALENTS	(16,842)	(1,337)
NET INCREASE IN CASH AND CASH EQUIVALENTS	49,358	34,656
CASH AND CASH EQUIVALENTS — Beginning of period	522,150	448,776
CASH AND CASH EQUIVALENTS — End of period	$571,508	$483,432
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid for interest	$533	$223
Cash paid for income taxes	$44,728	$41,525
Non-cash transactions:		
Demonstration units transferred from inventory to other assets	$1,479	$1,318
Inventory transferred to machinery and equipment	$1,072	$1,030
Additions to property, plant and equipment included in accounts payable	$406	$1,209

See notes to consolidated financial statements.

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IPG PHOTONICS CORPORATION
CONSOLIDATED STATEMENTS OF EQUITY

	Six Months Ended June 30,			
	2015		2014	
	(In thousands, except share and per share data)			
	Shares	Amount	Shares	Amount
COMMON STOCK				
Balance, beginning of year	52,369,688	$5	51,930,978	$5
Exercise of stock options	333,703	—	172,786	—
Common stock issued under employee stock purchase plan	17,623	—	17,458	—
Balance, end of period	52,721,014	5	52,121,222	5
ADDITIONAL PAID-IN CAPITAL				
Balance, beginning of year		567,617		538,908
Stock-based compensation		8,862		7,172
Exercise of stock options and related tax benefit from exercise		14,131		4,784
Common stock issued under employee stock purchase plan		1,108		1,021
Balance, end of period		591,718		551,885
RETAINED EARNINGS				
Balance, beginning of year		591,202		390,757
Net income attributable to IPG Photonics Corporation		118,658		88,814
Balance, end of period		709,860		479,571
ACCUMULATED OTHER COMPREHENSIVE LOSS				
Balance, beginning of year		(112,263)		(1,701)
Translation adjustments		(27,094)		(5,983)
Change in unrealized gain on derivatives, net of tax		95		83
Balance, end of period		(139,262)		(7,601)
TOTAL IPG PHOTONICS CORPORATION STOCKHOLDERS' EQUITY		$1,162,321		$1,023,860
NONCONTROLLING INTERESTS				
Balance, beginning of year		—		—
NCI of acquired company		1,579		—
Net loss attributable to NCI		(68)		—
Other comprehensive loss attributable to NCI		(77)		—
Balance, end of period		1,434		—
TOTAL STOCKHOLDERS' EQUITY		$1,163,755		$1,023,860

See notes to consolidated financial statements.

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IPG PHOTONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share data)

1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared by IPG Photonics Corporation, or "IPG", "we", "our", "its" or the "Company". 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 the rules and regulations of the Securities and Exchange Commission ("SEC"). The consolidated financial statements include the Company's accounts and those of its subsidiaries. All intercompany balances have been eliminated in consolidation. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

In the opinion of the Company's management, the unaudited financial information for the interim periods presented reflects all adjustments necessary for a fair presentation of the Company's financial position, results of operations and cash flows. The results reported in these consolidated financial statements are not necessarily indicative of results that may be expected for the entire year.

The Company has evaluated subsequent events through the time of filing this Quarterly Report on Form 10-Q with the SEC.

2. RECENT ACCOUNTING PRONOUNCEMENTS

Accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require
adoption until a future date are not expected to have a material impact on the Company's financial statements upon adoption.

3. INVENTORIES

Inventories consist of the following:

	June 30, 2015	December 31, 2014
Components and raw materials	$66,618	$54,925
Work-in-process	46,387	58,603
Finished goods	77,843	57,481
Total	$190,848	$171,009

The Company recorded inventory provisions totaling $3,685 and $3,432 for the three months ended June 30, 2015 and 2014, respectively, and $7,011 and $5,812 for the six months ended June 30, 2015 and 2014, respectively. These provisions relate to the recoverability of the value of inventories due to technological changes and excess quantities. These provisions are reported as a reduction to components and raw materials and finished goods.

4. ACCRUED EXPENSES AND OTHER LIABLILITES

Accrued expenses and other liabilities consist of the following:

	June 30, 2015	December 31, 2014
Accrued compensation	$26,872	$31,673
Customer deposits and deferred revenue	22,435	16,605
Current portion of accrued warranty	12,061	9,489
Other	6,906	6,290
Total	$68,274	$64,057

(In thousands, except share and per share data)

5. FINANCING ARRANGEMENTS

The Company's borrowings under existing financing arrangements consist of the following:

	June 30, 2015	December 31, 2014
Revolving line-of-credit facilities:		
European overdraft facilities	$338	$828
Euro line of credit	1,262	1,803
Total	$1,600	$2,631
Term debt:		
U.S. long-term note	$—	$11,333
Collateralized long-term note	20,667	21,667
Less: current portion	(2,000)	(13,333)
Total long-term debt	$18,667	$19,667

The U.S. and Euro lines of credit are available to certain foreign subsidiaries and allow for borrowings in the local currencies of those subsidiaries. At June 30, 2015 and December 31, 2014, there were no amounts drawn on the U.S. line of credit, however there were $0 and $87, respectively, of guarantees issued against the line which reduces total availability. At June 30, 2015, there was $1,262 drawn on the Euro line of credit, and there were $8,275 and $4,309 of guarantees issued against the line as of June 30, 2015 and December 31, 2014, respectively, which reduces total availability. On April 30, 2015, the Company increased its U.S. line of credit with Bank of America to $50,000 and extended the maturity to April 2020.

The U.S. long-term note outstanding at December 31, 2014 matured and was paid in June 2015.

6. NET INCOME ATTRIBUTABLE TO IPG PHOTONICS CORPORATION PER SHARE

The following table sets forth the computation of diluted net income attributable to IPG Photonics Corporation per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net income attributable to IPG Photonics Corporation	$61,299	$48,283	$118,658	$88,814
Weighted average shares	52,657	52,068	52,572	52,019
Dilutive effect of common stock equivalents	785	701	783	728
Diluted weighted average common shares	53,442	52,769	53,355	52,747
Basic net income attributable to IPG Photonics Corporation per share	$1.16	$0.93	$2.26	$1.71
Diluted net income attributable to IPG Photonics Corporation per share	$1.15	$0.92	$2.22	$1.68

The computation of diluted weighted average common shares excludes common stock equivalents of 9,500 shares and 57,000 shares, of which, includes restricted stock units ("RSUs") of 1,300 and 8,000 and performance stock units ("PSUs") of 4,400 and 0 for the three months ended June 30, 2015 and 2014, respectively. It also excludes 52,300 shares and 81,000 shares, of which, includes RSUs of 41,700 and 28,000 and PSUs of 4,400 and 0 for the six months ended June 30, 2015 and 2014, respectively, because the effect would be anti-dilutive.

7. DERIVATIVE FINANCIAL INSTRUMENTS

Derivative instruments – The Company's primary market exposures are to interest rates and foreign exchange rates. The Company uses certain derivative financial instruments to help manage these exposures. The Company executes these instruments with financial institutions it judges to be credit-worthy. The Company does not hold or issue derivative financial instruments for trading or speculative purposes.

The Company recognizes all derivative financial instruments as either assets or liabilities at fair value in the consolidated balance sheets. Until June 2015, the Company had an interest rate swap that was classified as a cash flow hedge of its matured variable rate debt. The Company has no derivatives that are not accounted for as a hedging instrument.

IPG PHOTONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

Cash flow hedges – The Company previously had a cash flow hedge which was an interest rate swap associated with the U.S. long-term note. The interest rate swap agreement terminated with the note, which matured in June 2015. The fair value amounts in the consolidated balance sheet related to the interest rate swap were:

Notional Amounts[1]		Other Assets		Other Current Liabilities[2]		Other Long-Term Liabilities[2]	
June 30, 2015	December 31, 2014	June 30, 2015	December 31, 2014	June 30, 2015	December 31, 2014	June 30, 2015	December 31, 2014
$—	$11,333	$—	$—	$—	$151	$—	$—

(1) Notional amounts represent the gross contract/notional amount of the derivatives outstanding.
(2) As of December 31, 2014, the remaining balance of the U.S. long-term note outstanding was considered current because the note matured in June 2015.

The derivative gains and losses in the consolidated statements of income related to the Company's interest rate swap contracts were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Effective portion recognized in other comprehensive loss, pretax:				
Interest rate swap	$171	$145	$304	$283
Effective portion reclassified from other comprehensive loss to interest expense, pretax:				
Interest rate swap	$(86)	$(76)	$(153)	$(151)
Ineffective portion recognized in income:				
Interest rate swap	$—	$—	$—	$—

8. FAIR VALUE MEASUREMENTS

The Company's financial instruments consist of cash equivalents, accounts receivable, accounts payable, drawings on revolving lines of credit, auction rate securities, long-term debt and certain derivative instruments.

The valuation techniques used to measure fair value are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect internal market assumptions. These two types of inputs create the following fair value hierarchy: Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs for which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The carrying amounts of cash equivalents, accounts receivable, accounts payable and drawings on revolving lines of credit are considered reasonable estimates of their fair market value, due to the short maturity of these instruments or as a result of the competitive market interest rates, which have been negotiated. If measured at fair value, accounts receivable and accounts payable would be classified as Level 3 and drawings on the revolving lines of credit would be classified as Level 2.

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IPG PHOTONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

The following table presents information about the Company's assets and liabilities measured at fair value:

	Fair Value Measurements at June 30, 2015			
	Total	Level 1	Level 2	Level 3
Assets				
Cash equivalents	$278,329	$278,329	$—	$—
Auction rate securities	1,132	—	—	1,132
Total assets	$279,461	$278,329	$—	$1,132
Liabilities				
Contingent purchase consideration	80	—	—	80
Total liabilities	$80	$—	$—	$80

	Fair Value Measurements at December 31, 2014			
	Total	Level 1	Level 2	Level 3
Assets				
Cash equivalents	$266,011	$266,011	$—	$—
Auction rate securities	1,128	—	—	1,128
Total assets	$267,139	$266,011	$—	$1,128
Liabilities				
Contingent purchase consideration	$98	$—	$—	$98
Interest rate swaps	151	—	151	—
Total liabilities	$249	$—	$151	$98

The fair value of the auction rate securities considered prices observed in inactive secondary markets for the securities held by the Company.

The fair value of accrued contingent consideration incurred was determined using an income approach at the acquisition date and reporting date. That approach is based on significant inputs that are not observable in the market. Key assumptions include assessing the probability of meeting certain milestones required to earn the contingent consideration.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Auction Rate Securities				
Balance, beginning of period	$1,130	$1,122	$1,128	$1,120
Change in fair value and accretion	2	2	4	4
Balance, end of period	$1,132	$1,124	$1,132	$1,124
Contingent Purchase Consideration				
Balance, beginning of period	$83	$366	$98	$375
Change in fair value and currency fluctuations	(3)	(9)	(18)	(18)
Balance, end of period	$80	$357	$80	$357

9. GOODWILL AND INTANGIBLES

The carrying amount of goodwill was $516 and $455 on June 30, 2015 and December 31, 2014, respectively.

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IPG PHOTONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

Intangible assets, subject to amortization, consisted of the following:

	June 30, 2015				December 31, 2014			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Lives	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Lives
Patents	$6,641	$ (4,397)	$2,244	6 Years	$6,641	$ (4,221)	$2,420	6 Years
Customer relationships	3,420	(3,169)	251	5 Years	3,660	(3,308)	352	5 Years
Production know-how	6,698	(2,957)	3,741	8 Years	6,844	(2,630)	4,214	8 Years
Technology, trademark and tradename	9,270	(1,493)	7,777	8 Years	3,315	(1,074)	2,241	8 Years
	$26,029	$ (12,016)	$14,013		$20,460	$ (11,233)	$9,227	

During the first quarter of 2015, the Company purchased a 76% ownership interest in RukhTekh LLC ("RuchTech"). RuchTech's fair value at the time was $6,579. The Company paid $5,000, which represents the fair value of its ownership interest on March 15, 2015. In connection with this purchase, the Company has included $64 of Goodwill related to expected synergies for the Company's high-power systems product line and $6,298 of Purchased Technology intangibles.

The purchase price allocation included in the Company's financial statements are not complete and represent the preliminary fair value estimates as of June 30, 2015 and are subject to subsequent adjustment as the Company obtains additional information during the measurement period and finalizes its fair value estimates. Any subsequent adjustments to these fair value estimates occurring during the measurement period will result in an adjustment to goodwill or income, as applicable.

Amortization expense for the three months ended June 30, 2015 and 2014 was $608 and $534, respectively. Amortization expense for the six months ended June 30, 2015 and 2014 was $1,120 and $1,077, respectively. The estimated future amortization expense for intangibles for the remainder of 2015 and subsequent years is as follows:

2015	2016	2017	2018	2019	Thereafter	Total
$1,276	$2,525	$2,525	$2,460	$1,872	$3,355	$14,013

10. PRODUCT WARRANTIES

The Company typically provides one to three-year parts and service warranties on lasers and amplifiers. Most of the Company's sales offices provide support to customers in their respective geographic areas. Warranty reserves have generally been sufficient to cover product warranty repair and replacement costs. The following table summarizes product warranty activity recorded during the six months ended June 30, 2015 and 2014.

	2015	2014
Balance at January 1	$19,272	$14,997
Provision for warranty accrual	10,944	5,936
Warranty claims	(5,787)	(4,226)
Foreign currency translation	(1,107)	(132)
Balance at June 30	$23,322	$16,575

Accrued warranty reported in the accompanying consolidated financial statements as of June 30, 2015 and December 31, 2014 consisted of $12,061 and $9,489 in accrued expenses and other liabilities and $11,261 and $9,783 in other long-term liabilities, respectively.

11. INCOME TAXES

A reconciliation of the total amounts of unrecognized tax benefits is as follows:

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IPG PHOTONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)
(In thousands, except share and per share data)

	2015	2014
Balance at January 1	$6,494	$6,501
Reductions of prior period positions	—	—
Additions for tax positions in prior period	—	—
(Reductions) additions for tax positions in current period	—	—
Balance at June 30	$6,494	$6,501

Substantially all of the liability for uncertain tax benefits related to various federal, state and foreign income tax matters, would benefit the Company's effective tax rate, if recognized.

12. COMMITMENTS AND CONTINGENCIES

From time to time, the Company may be involved in disputes and legal proceedings in the ordinary course of its business.

These proceedings may include allegations of infringement of intellectual property, commercial disputes and employment matters. As of June 30, 2015 and through the filing date of these Financial Statements, the Company has no legal proceedings ongoing that management estimates could have a material effect on the Company's Consolidated Financial Statements.

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

You should read the following discussion in conjunction with our consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q. This discussion contains forward looking statements that are based on management's current expectations, estimates and projections about our business and operations. Our actual results may differ materially from those currently anticipated and expressed in such forward-looking statements. See "Cautionary Statement Regarding Forward-Looking Statements."

Overview

We are the leading developer and manufacturer of a broad line of high-performance fiber lasers, fiber amplifiers and diode lasers that are used for diverse applications, primarily in materials processing. We sell our products globally to original equipment manufacturers ("OEMs"), system integrators and end users. We market our products internationally primarily through our direct sales force.

We are vertically integrated such that we design and manufacture most of our key components used in our finished products, from semiconductor diodes to optical fiber preforms, finished fiber lasers and amplifiers. We also manufacture certain complementary products used with our lasers, including optical delivery cables, fiber couplers, beam switches, optical processing heads and chillers. In addition, we offer laser-based systems for certain markets and applications.

Factors and Trends That Affect Our Operations and Financial Results

In reading our financial statements, you should be aware of the following factors and trends that our management believes are important in understanding our financial performance.

Net sales. We derive net sales primarily from the sale of fiber lasers and amplifiers. We also sell diode lasers, communications systems, laser systems and complementary products. We sell our products through our direct sales organization and our network of distributors and sales representatives, as well as system integrators. We sell our products to OEMs that supply materials processing laser systems, communications systems and medical laser systems to end users. We also sell our products to end users that build their own systems which incorporate our products or use our products as an energy or light source. Our scientists and engineers work closely with OEMs, systems integrators and end users to analyze their system requirements and match appropriate fiber laser or amplifier specifications. Our sales cycle varies substantially, ranging from a period of a few weeks to as long as one year or more, but is typically several months.

Sales of our products generally are recognized upon shipment, provided that no obligations remain and collection of the receivable is reasonably assured. Our sales typically are made on a purchase order basis rather than through long-term purchase commitments.

We develop our products to standard specifications and use a common set of components within our product architectures. Our major products are based upon a common technology platform. We continually enhance these and other products by improving their components and developing new components and new product designs.

The average selling prices of our products generally decrease as the products mature. These decreases result from factors such as decreased manufacturing costs and increases in unit volumes, increased competition, the introduction of new products and market share considerations. In the past, we have lowered our selling prices in order to penetrate new markets and applications. Furthermore, we may negotiate discounted selling prices from time to time with certain customers that purchase multiple units.

Gross margin. Our total gross margin in any period can be significantly affected by total net sales in any period, by product mix, that is, the percentage of our revenue in the period that is attributable to higher or lower-power products and the mix of sales between laser and amplifier sources and complete systems, by sales mix between OEM customers who purchase devices from us in high unit volumes and other customers, by mix of sales in different geographies and by other factors, some of which are not under our control.

Our product mix affects our margins because the selling price per watt is generally higher for mid-power devices and certain specialty products than for high-power devices and certain pulsed lasers sold in large volumes. The overall cost of high-power lasers may be partially offset by improved absorption of fixed overhead costs associated with sales of larger volumes of higher-power products because they use a greater number of optical components and drive economies of scale in manufacturing. Also, the profit margins on systems can be lower than margins for our laser and amplifier sources, depending on the configuration, volume and competitive forces, among other factors.

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The mix of sales between OEM customers and other customers can affect gross margin because we provide sales price discounts on products based on the number of units ordered. As the number of OEM customers increases and the number of units ordered increases, the average sales price per unit will be reduced. We expect that the impact of reduced sales price per unit will be offset by the manufacturing efficiency provided by high unit volume orders, but the timing and extent of achieving these efficiencies may not always match the mix of sales in any given time period or be realized at all.

We also regularly review our inventory for items that are slow-moving, have been rendered obsolete or determined to be excess. Any write-off of such slow-moving, obsolete or excess inventory affects our gross margins. For example, we recorded provisions for inventory totaling $3.7 million and $3.4 million for the three months ended June 30, 2015 and 2014, respectively and $11.3 million, $15.1 million and $8.2 million for the years ended December 31, 2014, 2013 and 2012, respectively.

Sales and marketing expense. We expect to continue to expand our worldwide direct sales organization, build and expand applications centers, hire additional personnel involved in marketing in our existing and new geographic locations, increase the number of units for demonstration purposes and otherwise increase expenditures on sales and marketing activities in order to support the growth in our net sales. As such, we expect that our sales and marketing expenses will increase in the aggregate.

Research and development expense. We plan to continue to invest in research and development to improve our existing components and products and develop new components, products and systems. The amount of research and development expense we incur may vary from period to period. In general, if net sales continue to increase we expect research and development expense to increase in the aggregate.

General and administrative expense. We expect our general and administrative expenses to increase as we continue to invest in systems and resources in management, finance, legal, information technology, human resources and administration to support our worldwide operations. Legal expenses vary from quarter to quarter based primarily upon the level of litigation, transaction and compliance activities.

Foreign Exchange. Because we are a U.S. based company doing business globally, we have both translational and transactional exposure to fluctuations in foreign currency exchange rates. Changes in the relative exchange rate between the U.S. dollar and the foreign currencies in which our subsidiaries operate directly affects our sales, costs and earnings. Differences in the relative exchange rates between where we sell our products and where we incur manufacturing and other operating costs (primarily in the U.S., Germany and Russia) also affects our costs, and earnings. Certain currencies experiencing significant exchange rate fluctuations like the Euro, the Russian Ruble, the Japanese Yen and Chinese Yuan have had and could have an additional significant impact on our sales, costs and earnings. Our ability to adjust the foreign currency selling prices of products in response to changes in exchange rates is limited and may not offset the impact of the changes in exchange rates on the translated value of sales or costs. In addition, if we increase the selling price of our products in local currencies this could have a negative impact the demand for our products.

Major customers. While we have historically depended on a few customers for a large percentage of our annual net sales, the composition of this group can change from year to year. Net sales derived from our five largest customers as a percentage of our net sales was 24% for the six months ended June 30, 2015 and 23%, 21% and 16% for the full years 2014, 2013 and 2012, respectively. Our largest customer accounted for 11% of our net sales for the six months ended June 30, 2015. We seek to add new customers and to expand our relationships with existing customers. We anticipate that the composition of our significant customers will continue to change. If any of our significant customers substantially reduced their purchases from us, our results would be adversely affected.

Results of Operations for the three months ended June 30, 2015 compared to the three months ended June 30, 2014

Net sales. Net sales increased by $42.9 million, or 22.3%, to $235.1 million for the three months ended June 30, 2015 from $192.2 million for the three months ended June 30, 2014.

	Three Months Ended June 30,							
	2015			2014			Change	
		% of Total			% of Total			
Materials processing	$224,486	95.5	%	$185,271	96.4	%	$39,215	21.2 %

Other applications	10,652	4.5 %	6,933	3.6 %	3,719	53.6 %
Total	$235,138	100.0 %	$192,204	100.0 %	$42,934	22.3 %

	Three Months Ended June 30,								
	2015			2014			Change		
		% of Total			% of Total				
High-Power Continuous Wave ("CW") Lasers	$131,825	56.1	%	$104,146	54.2	%	$27,679	26.6	%
Medium-Power CW Lasers	26,575	11.3	%	21,600	11.2	%	4,975	23.0	%
Low-Power CW Lasers	3,746	1.6	%	3,100	1.6	%	646	20.8	%
Pulsed Lasers	32,131	13.7	%	32,400	16.9	%	(269	)	(0.8	)%
Quasi-Continuous Wave ("QCW") Lasers	15,712	6.7	%						