

NETLOGIC MICROSYSTEMS INC
Form 8-K
October 22, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): October 22, 2009
NetLogic Microsystems, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	000-50838 (Commission File Number)	77-0455244 (I.R.S. Employer Identification Number)
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1875 Charleston Road, Mountain View, CA 94043
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (650) 961-6676

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On July 17, 2009, NetLogic Microsystems, Inc. (“NetLogic”) completed the purchase of intellectual property and other assets relating to IDT’s network search engine (the “NWD Assets”) business for approximately \$100 million, which included NSE inventory valued at approximately \$10 million, subject to price adjustment based on a determination of the actual amount of inventory within 45 days after the closing pursuant to an Asset Purchase Agreement dated April 30, 2009 (the “IDT NSE Acquisition”).

The terms of the acquisition were reported previously in NetLogic's Current Reports on Form 8-K filed on May 6, 2009 and July 20, 2009.

On June 4, 2009, NetLogic filed a shelf registration statement (333-159750) on Form S-3 relating to the offering of Securities having an aggregate public offering price of up to \$150 million pursuant to Rule 415 under the Securities Act. NetLogic is filing the unaudited condensed combined financial information and unaudited pro forma condensed combined financial information related to the NWD Assets as of and for the specified periods ended June 28, 2009 and June 30, 2009, respectively, as exhibits to this Current Report on Form 8-K in order to permit the incorporation by reference of such financial information into the registration statement.

Item 9.01(a) Financial Statements of Business Acquired

The following unaudited condensed combined financial information is included in this document:

- Unaudited Statements of NWD Assets as of June 28, 2009 and Unaudited Statements of Revenues and Expenses related to the NWD Assets for the three months ended June 28, 2009.

Item 9.01(b) Pro Forma Financial Information

The following unaudited pro forma condensed combined financial information is included in this document:

- Unaudited Pro Forma Condensed Combined Consolidated Balance Sheet as of June 30, 2009 and Unaudited Pro Forma Condensed Combined Consolidated Statements of Operations for the year ended December 31, 2008 and for the six months ended June 30, 2009.

ITEM 9.01 (a) FINANCIAL STATEMENTS OF BUSINESS ACQUIRED

INTEGRATED DEVICE TECHNOLOGY, INC.
UNAUDITED STATEMENTS OF NWD ASSETS

(in thousands)

	June 28, 2009
Inventories	\$6,841
Machinery and equipment, net	479
Total NWD Assets	\$7,320

The accompanying notes are an integral part of these financial statements.

INTEGRATED DEVICE TECHNOLOGY, INC.
 UNAUDITED STATEMENTS OF REVENUES AND EXPENSES RELATED TO NWD ASSETS

(in thousands)

	Fiscal Quarter Ended June 28, 2009
Revenue	\$12,172
Costs and expenses:	
Cost of revenues	5,263
Research and development	2,637
Selling, general and administrative	1,533
Restructuring	663
Total costs and expenses	10,096
Excess (Shortfall) of revenues over costs and expenses related to NWD Assets	\$2,076

The accompanying notes are an integral part of these financial statements.

INTEGRATED DEVICE TECHNOLOGY, INC.

Notes to Financial Statements related to NWD Assets

Note 1

Overview and Basis of Presentation

Description of Transaction

On April 30, 2009, Integrated Device Technology, Inc. (“IDT” or the “Company”) signed a definitive agreement (the “Agreement”) to divest certain assets related to its network search engine business (the “NWD Assets”) to NetLogic Microsystems, Inc. The Company expects to complete this transaction on or about July 16, 2009. NetLogic is a publicly-traded fabless semiconductor company that designs, develops and markets high performance knowledge-based processors for a variety of advanced Internet, corporate and other networking systems. The purchase consideration consists of approximately \$100 million, which includes the sale of inventory currently estimated at \$10 million and subject to adjustment after the closing date and the assumption of specified liabilities related to these assets. The Company’s NWD Assets are part of the Communication reportable segment.

In connection with the transaction, the Company will provide certain transitional services and supply certain network search engine products to NetLogic for a limited time following the completion of the sale.

In accordance with Statement of Financial Accounting Standards (SFAS) 165, Subsequent Events (SFAS 165), the Company has evaluated the period from June 28, 2009, through October 22, 2009 the date of the filing for subsequent events.

Basis of Presentation

Fiscal Years:

The Company's fiscal year ends on the Sunday nearest March 31. Fiscal 2009, 2008, and 2007 each included 52 weeks and ended on March 29, 2009, March 30, 2008 and April 1, 2007.

Financial Statement Preparation:

The accompanying financial statements of the NWD Assets as of June 28, 2009 and the revenues and expenses related to the NWD Assets for the three months ended June 28, 2009 have been prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission. The NWD Assets were not operated as a separate legal entity by the Company, but were an integrated part of the Company’s consolidated operations. The Company has not historically prepared separate financial statements for the NWD Assets in accordance with generally accepted accounting principles in the United States of America.

The accompanying financial statements have been derived from the historical records of the Company in order to present statements of NWD Assets and statements of revenues and expenses related to the NWD Assets in accordance with accounting principles generally accepted in the United States of America. These statements are not intended to be a complete presentation of NWD Assets’ financial position or results of operations. The historical operating results of the NWD Assets may not be indicative of their results in the future.

All cash flow requirements of the NWD Assets were funded by the Company and cash management functions were not performed at the NWD Assets’ level. Therefore, a statement of cash flows, including cash flows from operating

and financing activities, is not presented as the NWD Assets did not maintain a separate cash balance.

The statements of NWD Assets include only the specific assets that were sold in accordance with the terms of the Agreement. The statements of revenues and expenses related to the NWD Assets include primarily the revenues and expenses attributable to the development, design, manufacture, sale and distribution of the products comprising the NWD Assets directly, including the allocation of certain indirect common costs, as described in Notes 2 and 3. The statements also include restructuring, stock-based compensation and acquired intangible assets impairment charges associated with the NWD Assets. Management believes that the allocations of direct and indirect costs are reasonable; however, these allocated expenses are not necessarily indicative of costs that would be incurred on a stand-alone basis due to economics of scale, differences in management judgment, or other factors. The statements of revenues and expenses do not include interest income and expense, other non-operating income and expenses, income taxes or any other indirect expenses not noted in Notes 2 and 3.

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Note 2

Summary of Significant Accounting Policies

Inventories. Inventories are recorded at the lower of standard cost (which approximates actual cost on a first-in, first-out basis) or market value. Inventory held at consignment locations is included in finished goods inventory as the Company retains full title and rights to the product. Inventory valuation include provisions for obsolete and excess inventory based on management's forecasts of demand over specific future time horizons and reserves to value its inventory at the lower of cost or market which rely on forecasts of average selling prices (ASPs) in future periods.

Photomask sets. Photomask sets are stated at cost. Photomask sets acquired in conjunction with mergers or acquisitions are stated at estimated fair value at the time of acquisition. For financial reporting purposes, photomask sets are depreciated using the straight-line method over estimated useful lives of 2 years.

Revenue Recognition. The Company's revenue results from semiconductors sold through three channels: direct sales to original equipment manufacturers ("OEMs") and electronic manufacturing service providers ("EMSs"), consignment sales to OEMs and EMSs, and sales through distributors. The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price is fixed or determinable, and our ability to collect proceeds is reasonably assured. For direct sales, we recognize revenue in accordance with the applicable shipping terms. Revenue related to the sale of consignment inventory is not recognized until the product is pulled from inventory stock by the customer.

For distributors who have stock rotation, price protection and ship from stock pricing adjustment rights, the Company defers revenue and related cost of revenues on sales to these distributors until the product is subsequently sold by the distributor to an end-customer. Subsequent to shipment to the distributor, the Company reduces product pricing through price protection based on market conditions, competitive considerations and other factors. Price protection is granted to distributors on the inventory that they have on hand at the date the price protection is offered. The Company also grants certain credits to its distributors on specially identified portions of the distributors' business to allow them to earn a competitive gross margin on the sale of the Company's products to their end customers. As a result of our inability to estimate these credits, we have determined that the sales price to these distributors is not fixed or determinable until the final sale to the end-customer.

In the Asia Pacific region, we have distributors for which revenue is recognized upon shipment, with reserves recorded for the estimated return and pricing adjustment exposures. The determination of the amount of reserves to be recorded for stock rotation rights requires the Company to make estimates as to the amount of product which will be returned by customers within their limited contractual rights. The Company utilizes historical return rates to estimate the exposure in accordance with Statement of Financial Accounting Standards (SFAS) No. 48, Revenue Recognition When Right of Return Exists (SFAS 48). In addition, from time-to-time, the Company is required to give pricing adjustments to distributors for product purchased in a given quarter that remains in their inventory. These amounts are estimated by management based on discussions with customers, assessment of market trends, as well as historical practice.

Based on the terms in the agreements with our distributors and the application of this policy, the Company recognizes revenue once the distributor sells our products to an end-customer for North American and European distributors and recognizes revenue upon shipment to Japanese distributors and substantially all Asian distributors.

The Company includes shipping and handling costs billed to customers in net revenue. The Company's shipping and handling costs are included in cost of revenue.

Cost of Revenues. Cost of revenues includes all variable and fixed costs associated with manufacturing and testing the product, including the cost of goods purchased from third parties, direct labor, packaging supplies, fixed costs such as depreciation expense and excess and obsolete inventory charges. In addition, cost of revenues includes allocated costs of certain indirect manufactory overhead, including indirect labor and support functions such as quality assurance, manufactory accounting, logistics, information technology, shipping and handling costs and royalty expense. As such, allocations are based on various measures relevant to the expenses, including the percentage of revenue projections at the beginning of each fiscal year and estimates of time devoted to activities for such expense and projected resources utilized.

Research and Development. Research and development expenses consist of costs related to the design and development of new products and process technology and are expensed as incurred. Research and development expenses also include certain expenses allocated to NWD Assets based upon management estimates of resources utilized. Management estimates of resources utilized are based on various measures relevant to the expenses being allocated, including estimates of time devoted to activities associated with the NWD Assets and percentage of revenue.

Selling, General and Administrative. Selling, general and administrative expenses consist primarily of costs related to product management, market planning, market operations and advertising. In addition, selling, general and administrative expenses include the allocation of certain corporate sales and marketing expenses based upon management estimates of resources utilized. Management estimates of resources utilized are based on various measures relevant to the expenses being allocated, including estimates of time devoted to activities associated with the NWD Assets and percentage of revenue.

Corporate Overhead Cost. Research and development and selling, general and administrative expenses include allocations for certain corporate-related activities incurred by the Company such as information technology, finance and accounting, human resources, procurement activities, legal and sales and marketing support, profit sharing plan and incentive compensation program. These costs have been allocated to the NWD Assets using estimates that management believes to be a fairly reflection of the utilization of services provided to or benefits received by NWD assets. The allocation methods vary, and are based on headcount, square footage occupied, management estimates of resources utilized and on the percentage of revenue projections at the beginning of each fiscal year.

Stock-based Compensation. The fair value of employee restricted stock units is equal to the market value of the Company's common stock on the date the award is granted. The Company estimates the fair value of employee stock options and the rights to purchase shares under the employee stock purchase plans using the Black-Scholes valuation model, consistent with the provisions of Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment (SFAS 123(R)). Option-pricing models require the input of highly subjective assumptions, including the expected term of options, the determination of risk-free interest rates, and the expected price volatility of the stock underlying such options. In addition, the Company is required to estimate the number of stock-based awards that will be forfeited due to employee turnover based on historical trends.

The Company updates the expected term of stock option grants annually based on its analysis of the stock option exercise behavior over a period of time. The interest rate is based on the average U.S. Treasury interest rate in effect during the applicable quarter. The Company believes that the implied volatility of its common stock is an important consideration of current market conditions and a good indicator of the expected volatility of its common stock. However, due to the limited volume of options freely traded over the counter, the Company believes implied volatility, by itself, it is not representative of the expected volatility of its common stock. Therefore, upon adoption of SFAS 123(R) on April 3, 2006, the Company revised the volatility factor used to estimate the fair value of its stock-based awards, which now reflects a blend of historical volatility of its common stock and implied volatility of call options and dealer quotes on call options, generally having a term of less than twelve months. The Company has not paid, nor does it have current plans to pay dividends on its common stock in the foreseeable future.

Product Warranty. The Company maintains a reserve for obligations it incurs under its product warranty program. The standard warranty period offered is one year, though in certain instances the warranty period may be extended to as long as two years. Management estimates the fair value of its warranty liability based on actual past warranty claims experience, its policies regarding customer warranty returns and other estimates about the timing and disposition of product returned under the program. The total warranty accrual was immaterial as of June 28, 2009.

Note 3

Allocation of Indirect Costs

As described in Note 2, the Company allocated certain indirect costs to the accompanying statements of revenues and expenses related to the NWD Assets. The following table summarizes the allocated amounts:

(in thousands)	Fiscal Quarter Ended June 28, 2009
Cost of revenues	\$280
Research and development	281
Selling, general and administrative	927
Total allocated indirect costs	\$1,488

Note 4

Stock-Based Employee Compensation

Compensation Expense

Effective April 3, 2006, the Company adopted the provisions of Statement of Financial Accounting Standards ('SFAS') No. 123(R), 'Share-Based Payment' which requires the Company to measure and recognize compensation expenses for all stock-based payment awards, including employee stock options, restricted stock units (RSUs) and rights to purchase shares under employee stock purchase plans (ESPP), based on their estimated fair value and recognize the costs in the financial statements over the employees' requisite service periods.

The following table summarizes stock-based compensation expense by line items appearing in the NWD's Statements of Revenues and Expenses:

(in thousands)	Fiscal Quarter Ended June 28, 2009
Research and development	\$(81)
Selling, general and administrative	(35)
Total allocated indirect costs	\$(116)

Stock-based compensation expense recognized in the Statements of Revenues and Expenses Related to NWD Assets is based on awards ultimately expected to vest and is for all share-based payment awards granted to the direct employees of NWD assets under the Company's equity incentive programs. SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The Company attributes the value of stock-based compensation to expense on an accelerated method.

Valuation Assumptions

The Company uses the Black-Scholes option-pricing model as its method of valuation for stock-based awards granted beginning in fiscal 2007. The Company's determination of the fair value of stock-based payment awards on the date of grant using an option-pricing model is affected by the Company's stock price as well as assumptions regarding a number of subjective variables. These variables include, but are not limited to the Company's expected stock price volatility over the term of the awards, as well as the expected term of the awards. The valuation assumptions used and the weighted average grant date fair value resulting from these assumptions for NWD Assets are consistent with those reported in the Company's quarterly report on Form 10-Q for the first quarter of fiscal 2010.

	Fiscal Quarter Ended June 28, 2009
Stock option plans:	
Expected Term	4.66 years
Risk-free interest rate	2.09 %
Volatility	46.6 %
Dividend Yield	0.0 %
Weighted average grant-date fair value	\$2.08

Note 5

Restructuring

In March 2009, after careful consideration of the market, revenue and prices for search engines, the Company decided to restructure the NWD business. As part of this restructuring action, the Company reduced approximately 56 positions in this business. The Company recorded restructuring expense of \$2.1 million for severance payments, payments under federal, state and province notice statutes and retention and other benefits associated with this restructuring action in fiscal 2009, of which \$0.5 million was paid in fiscal 2009. Currently, the Company expects to complete this restructuring action and pay the outstanding amount in the second quarter of fiscal 2010.

Note 6

Balance Sheet Detail

(in thousands)	June 28, 2009
Inventories	
Work-in-process	\$4,998
Finished goods	1,843
Total inventories	\$6,841
Machinery and equipment, net	
Photomasks	\$8,988
Less: accumulated depreciation	(8,509)
Total photomasks, net	\$479

Note 7

Subsequent Events

On July 17, 2009, the Company completed the sale of certain assets related to its network search engine business (the "NWD Assets") to NetLogic Microsystems, Inc ("Netlogic"), pursuant to an Asset Purchase Agreement by and between the Company and NetLogic dated April 30, 2009 (the "Agreement"). Upon closing of the transaction, NetLogic paid the Company \$100 million in cash consideration, which included inventory valued at approximately \$10 million (subject to adjustment) and assumed specified liabilities related to these assets.

ITEM 9.01 (b) PRO FORMA FINANCIAL INFORMATION

The following unaudited pro forma condensed combined consolidated balance sheet gives the effect of the purchase by NetLogic Microsystems, Inc. of intellectual property and other assets relating to Integrated Device Technology, Inc.'s ("IDT") network search engine ("NSE") business for \$100 million, including approximately \$10 million in NSE inventory, pursuant to an Asset Purchase Agreement dated April 30, 2009 (the "IDT NSE Acquisition").

The transaction was accounted for as a business combination under Statement of Financial Accounting Standards No. 141(R), Business Combinations ("SFAS 141(R)"), and accordingly, the total estimated purchase price, calculated as described in Note 1 to these unaudited pro forma condensed combined consolidated financial information, is allocated to the net tangible and intangible assets, and goodwill of the IDT NSE business in connection with the asset purchase agreement, based on the estimated fair values as of the completion of the acquisition. In accordance with SFAS No. 141(R), we are required to recognize the assets acquired, and the liabilities assumed, at their fair values as of the acquisition date. Significant assumptions and estimates have been made in determining the purchase price and the allocation of the purchase price in the unaudited pro forma condensed combined financial statements. These preliminary estimates and assumptions are subject to change during the purchase price measurement period as we finalize the valuations of the net tangible assets and intangible assets. In particular, the final valuation of identifiable intangible assets and associated tax effects may change significantly from our preliminary estimates. These changes could result in material variances between our future financial results and the amounts presented in these unaudited condensed combined financial statements, including variances in fair value recorded, as well as expenses associated with these items.

The NSE business was not operated as a stand-alone business, but was an integrated