

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

FORM 10-K

(Mark One)

- Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
**For the fiscal year ended March 31, 2011**
- 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: 0-21184

**MICROCHIP TECHNOLOGY INCORPORATED**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)



**86-0629024**  
(IRS Employer  
Identification No.)

**2355 W. Chandler Blvd., Chandler, AZ 85224**  
(Address of Principal Executive Offices, Including Zip Code)

**(480) 792-7200**  
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, \$0.001 Par Value Per Share	Nasdaq Global Market
Preferred Share Purchase Rights	None

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by checkmark 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 checkmark 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 (§229.405 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is large accelerated filer, an accelerated filer, or a non-accelerated filer, or smaller reporting company. See 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 smaller reporting company)

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

Aggregate market value of the voting and non-voting common equity held by non-affiliates as of September 30, 2010 based upon the closing price of the common stock as reported by the NASDAQ® Global Market on such date was approximately **\$5,717,290,437**.

Number of shares of Common Stock, \$.001 par value, outstanding as of May 20, 2011: 190,479,654.

Documents Incorporated by Reference

Document  
Proxy Statement for the 2011 Annual Meeting of Stockholders

Part of Form 10-K  
III

MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES

FORM 10-K

TABLE OF CONTENTS

	<u>Page</u>
<b>PART I</b>	
<a href="#">Item 1. Business</a>	<a href="#">3</a>
<a href="#">Item 1A. Risk Factors</a>	<a href="#">10</a>
<a href="#">Item 1B. Unresolved Staff Comments</a>	<a href="#">21</a>
<a href="#">Item 2. Properties</a>	<a href="#">21</a>
<a href="#">Item 3. Legal Proceedings</a>	<a href="#">22</a>
<a href="#">Item 4. Removed and Reserved</a>	<a href="#">22</a>
<b>PART II</b>	
<a href="#">Item 5. Market for Registrant's Common Equity and Related Stockholder Matters</a>	<a href="#">23</a>
<a href="#">Item 6. Selected Financial Data</a>	<a href="#">25</a>
<a href="#">Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">27</a>
<a href="#">Item 7A. Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">42</a>
<a href="#">Item 8. Financial Statements and Supplementary Data</a>	<a href="#">43</a>
<a href="#">Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	<a href="#">43</a>
<a href="#">Item 9A. Controls and Procedures</a>	<a href="#">44</a>
<a href="#">Item 9B. Other Information</a>	<a href="#">46</a>
<b>PART III</b>	
<a href="#">Item 10. Directors, Executive Officers and Corporate Governance</a>	<a href="#">46</a>
<a href="#">Item 11. Executive Compensation</a>	<a href="#">46</a>
<a href="#">Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	<a href="#">46</a>
<a href="#">Item 13. Certain Relationships and Related Transactions, and Director Independence</a>	<a href="#">47</a>
<a href="#">Item 14. Principal Accountant Fees and Services</a>	<a href="#">47</a>
<b>PART IV</b>	
<a href="#">Item 15. Exhibits and Financial Statement Schedules</a>	<a href="#">48</a>
<a href="#">Signatures</a>	

## PART I

*This Form 10-K contains certain forward-looking statements that involve risks and uncertainties, including statements regarding our strategy and future financial performance and those statements identified under "Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations – Note Regarding Forward-looking Statements." Our actual results could differ materially from the results described in these forward-looking statements as a result of certain factors including those set forth under "Item 1A – Risk Factors," beginning below at page 10, and elsewhere in this Form 10-K. Although we believe that the matters reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. You should not place undue reliance on these forward-looking statements. We disclaim any obligation to update information contained in any forward-looking statement.*

### Item 1. BUSINESS

We develop and manufacture specialized semiconductor products used by our customers for a wide variety of embedded control applications. Our product portfolio comprises 8-bit, 16-bit, and 32-bit PIC® microcontrollers and 16-bit dsPIC® digital signal controllers, which feature on-board Flash (reprogrammable) memory technology. In addition, we offer a broad spectrum of high-performance linear, mixed-signal, power management, thermal management, RF, safety and security, and interface devices, as well as serial EEPROMs, Serial Flash memories and Parallel Flash memories. We also license Flash-IP solutions that are incorporated in a broad range of products. Our synergistic product portfolio targets thousands of applications and a growing demand for high-performance designs in the automotive, communications, computing, consumer and industrial control markets. Our quality systems are ISO/TS16949 (2002 version) certified.

Microchip Technology Incorporated was incorporated in Delaware in 1989. In this Form 10-K, "we," "us," and "our" each refers to Microchip Technology Incorporated and its subsidiaries. Our executive offices are located at 2355 West Chandler Boulevard, Chandler, Arizona 85224-6199 and our telephone number is (480) 792-7200.

Our Internet address is [www.microchip.com](http://www.microchip.com). We post the following filings on our website as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission:

- our annual report on Form 10-K
- our quarterly reports on Form 10-Q
- our current reports on Form 8-K
- our proxy statement
- any amendments to the above-listed reports filed or furnished pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934

All SEC filings on our website are available free of charge. The information on our website is **not** incorporated into this Form 10-K.

### Industry Background

Competitive pressures require manufacturers of a wide variety of products to expand product functionality and provide differentiation while maintaining or reducing cost. To address these requirements, manufacturers often use integrated circuit-based embedded control systems that enable them to:

- differentiate their products
- replace less efficient electromechanical control devices
- reduce the number of components in their system
- add product functionality
- reduce the system level energy consumption
- decrease time to market for their products
- significantly reduce product cost

Embedded control systems have been incorporated into thousands of products and subassemblies in a wide variety of applications and markets worldwide, including:

- automotive comfort, safety and entertainment applications
- remote control devices
- handheld tools
- home appliances
- portable computers
- robotics

- accessories
- cordless and cellular telephones
- motor controls
- security systems
- educational and entertainment devices
- consumer electronics
- power supplies
- touch screens
- medical products

Embedded control systems typically incorporate a microcontroller as the principal active, and sometimes sole, component. A microcontroller is a self-contained computer-on-a-chip consisting of a central processing unit, non-volatile program memory, random access memory for data storage and various input/output peripheral capabilities. In addition to the microcontroller, a complete embedded control system incorporates application-specific software and may include specialized peripheral device controllers, non-volatile memory components such as EEPROMs, Flash memory and various analog and interface products.

The increasing demand for embedded control has made the market for microcontrollers one of the larger segments of the semiconductor market at approximately \$15 billion in calendar year 2010. Microcontrollers are currently available in 4-bit through 32-bit architectures. 4-bit microcontrollers are the smallest segment of the microcontroller market and have been in decline for several years. 8-bit microcontrollers remain very cost-effective for a wide range of high-volume embedded control applications and, as a result, continue to represent the largest portion of the overall microcontroller market. 16-bit and 32-bit microcontrollers provide higher performance and functionality, and are generally found in more complex embedded control applications.

## **Our Products**

Our strategic focus is on embedded control solutions, including:

- microcontrollers
- development tools
- analog and interface products
- memory products
- technology licensing

We provide highly cost-effective embedded control solutions that also offer the advantages of small size, high performance, extreme low power, low voltage operation and ease of development, enabling timely and cost-effective embedded control product integration by our customers.

### *Microcontrollers*

We offer a broad family of proprietary microcontroller products marketed under the PIC brand name. We believe that our PIC product family is a price/performance leader in the worldwide microcontroller market. We have shipped over 9 billion PIC microcontrollers to customers worldwide since their introduction in 1990. Our PIC products are designed for applications requiring field programmability, high performance, low power and cost effectiveness. They feature a variety of memory technology configurations, low voltage, extreme low power, small footprint and ease of use. Our performance results from a product architecture which features dual data and instruction pathways, referred to as a Harvard dual-bus architecture; a Reduced Instruction Set Computer, referred to as RISC; and variable length instructions; all of which provide significant speed advantages over alternative single-bus, Complex Instruction Set Computer architectures, referred to as CISC. With over 790 microcontrollers in our product portfolio, we target the 8-bit, 16-bit, and 32-bit microcontroller markets.

Digital Signal Controllers (DSC) are a subset of our 16-bit microcontroller offering. Our dsPIC DSC families integrate the control features of high-performance 16-bit microcontrollers with the computation capabilities of Digital Signal Processors (DSPs), along with a wide variety of peripheral functions making them suitable for a large number of embedded control applications. Our dsPIC product family offers a broad suite of hardware and software development tools, software application libraries, development boards and reference designs to ease and expedite the customer application development cycle. With its field-reprogrammability, large selection of peripheral functions, small footprint and ease of use, we believe that our dsPIC DSCs expand our addressable market.

We have used our manufacturing experience and design and process technology to bring additional enhancements and manufacturing efficiencies to the development and production of our PIC family of microcontroller products. Our extensive experience base has enabled us to develop our advanced, low-cost user programmability feature by incorporating non-volatile memory, such as Flash, EEPROM and EPROM Memory, into the microcontroller, and to be a leader in reprogrammable microcontroller product offerings.

#### *Development Tools*

We offer a comprehensive set of low-cost and easy-to-learn application development tools. These tools enable system designers to quickly and easily program a PIC microcontroller and dsPIC DSC for specific applications and, we believe, are a key factor for obtaining design wins.

Our family of development tools for PIC and dsPIC products range from entry-level systems, which include an assembler and programmer or in-circuit debugging hardware, to fully configured systems that provide in-circuit emulation capability. Customers moving from entry-level designs to those requiring real-time emulation are able to preserve their investment in learning and tools as they migrate to future PIC devices since all of our PIC and dsPIC development tools share the same integrated development environment.

Many independent companies also develop and market application development tools that support our standard microcontroller product architecture. Currently, there are approximately 200 third-party tool suppliers worldwide whose products support our proprietary microcontroller architecture.

We believe that familiarity with and adoption of both our and third-party development tools by an increasing number of product designers will be an important factor in the future selection of our embedded control products. These development tools allow design engineers to develop thousands of application-specific products from our standard microcontrollers. To date, we have shipped more than 1,000,000 development tools.

#### *Analog and Interface Products*

Our analog and interface products consist of several families with approximately 730 power management, linear, mixed-signal, thermal management, RF Linear drivers, safety and security, and interface products. At the end of fiscal 2011, our mixed-signal analog and interface products were being shipped to more than 17,500 end customers.

We market and sell our analog and interface products into our microcontroller customer base, to customers who use microcontrollers from other suppliers and to customers who use other products that may not fit our traditional PIC microcontroller and memory products customer base. We market these, and all of our products, based on an application segment approach targeted to provide customers with application solutions.

#### *Memory Products*

Our memory products consist of serial electrically erasable programmable read-only memory (referred to as Serial EEPROMs), Serial Flash Memories, Parallel Flash Memories and Serial SRAM memories. Serial EEPROMs, Serial Flash memories and Serial SRAM have a very low I/O pin requirement, permitting production of very small footprint devices. We sell our memory products primarily into the embedded control market, complementing our microcontroller offerings.

#### *Technology Licensing*

Our technology licensing business from our acquisition of SST, includes license fees and royalties associated with SST's technology licenses for the use of SuperFlash technology and fees for engineering services. We license the SuperFlash® technology to foundries, IDMs and design partners throughout the world for use in the manufacture of their advanced microcontroller products.

### **Manufacturing**

Our manufacturing operations include wafer fabrication and assembly and test. The ownership of our manufacturing resources is an important component of our business strategy, enabling us to maintain a high level of manufacturing control resulting in us being one of the lowest cost producers in the embedded control industry. By owning our wafer fabrication facilities and our assembly and test operations, and by employing statistical techniques (statistical process control, designed experiments and wafer level monitoring), we have been able to achieve and maintain high production yields. Direct control over manufacturing resources allows us to shorten our design and production cycles. This control also allows us to capture the wafer manufacturing and a portion of the assembly and testing profit margin.

Our manufacturing facilities are located in:

- Tempe, Arizona (Fab 2)
- Chandler, Arizona (probe operations)
- Gresham, Oregon (Fab 4)
- Bangkok, Thailand (assembly, probe and test)

#### *Wafer Fabrication*

Fab 2 currently produces 8-inch wafers and supports manufacturing processes from 0.35 to 5.0 microns. During fiscal 2011, Fab 2 operated at or above normal capacity levels, which we typically consider to be in the range of 90% to 95% of the actual capacity of the installed equipment. Fab 2's capacity to support more advanced technologies was increased during fiscal 2011 by making process improvements, upgrading existing equipment, and adding equipment as required.

Fab 4 currently produces 8-inch wafers using predominantly 0.22 to 0.5 micron manufacturing processes and is capable of supporting technologies below 0.18 microns. Similar to Fab 2, during fiscal 2011, Fab 4 was operating at or above normal capacity levels, which we typically consider to be in the range of 90% to 95% of the actual capacity of the installed equipment. The capacity of Fab 4 to support our most advanced technology and support new technology development was increased during fiscal 2011 by starting up more of the tools we acquired when we purchased Fab 4 in fiscal 2003 and installing new tools. A significant amount of additional clean room capacity and equipment acquired with Fab 4 can be brought on line in the future to support incremental wafer fabrication capacity needs. We believe the combined capacity of Fab 2 and Fab 4 will provide sufficient capacity to allow us to respond to increases in future demand over the next several years with modest incremental capital expenditures.

We continue to transition products to more advanced process technologies to reduce future manufacturing costs. We believe that our ability to successfully transition to more advanced process technologies is important for us to remain competitive.

We have, in recent years, outsourced a portion of our wafer production requirements to third-party wafer foundries to augment our internal manufacturing capabilities. As a result of our acquisition of SST in fiscal 2011, we have become more reliant on outside wafer foundries for our wafer fabrication requirements than we have in past periods. In fiscal 2011, approximately 20 percent of our sales came from product that was produced at outside wafer foundries.

#### *Assembly and Test*

We perform product assembly and testing at our facilities located near Bangkok, Thailand. As of March 31, 2011, approximately 61% of our assembly requirements were being performed in our Thailand facility. As of March 31, 2011, approximately 88% of our test requirements were performed in our Thailand facility. We use third-party assembly and test contractors in several Asian countries for the balance of our assembly and test requirements. During fiscal 2011, consistent with favorable business conditions, we operated at normal capacity levels and selectively increased our probe, assembly and test capacity at our Thailand facility.

#### *General Matters Impacting Our Manufacturing Operations*

We employ proprietary design and manufacturing processes in developing our microcontroller, analog and memory products. We believe our processes afford us both cost-effective designs in existing and derivative products and greater functionality in new product designs. While many of our competitors develop and optimize separate processes for their logic, analog and memory product lines, we use a common process technology for our microcontroller, analog, and non-volatile memory products. This allows us to more fully absorb our process research and development costs and to deliver new products to market more rapidly. Our engineers utilize advanced computer aided design tools and software to perform circuit design, simulation and layout, and our in-house photomask and wafer fabrication facilities enable us to rapidly verify design techniques by processing test wafers quickly and efficiently.

Due to the high fixed costs inherent in semiconductor manufacturing, consistently high manufacturing yields have significant positive effects on our gross profit and overall operating results. Our continuous focus on manufacturing productivity has allowed us to maintain excellent manufacturing yields at our facilities. Our manufacturing yields are primarily driven by a comprehensive implementation of statistical process control, extensive employee training and our effective use of our manufacturing facilities and equipment. Maintenance of manufacturing productivity and yields are important factors in the achievement of our operating results. The manufacture of integrated circuits, particularly non-volatile, erasable CMOS memory and logic devices, such as those that we produce, are complex processes. These processes are sensitive to a wide variety of factors, including the level of contaminants in the manufacturing environment, impurities in the materials used and the performance of our manufacturing personnel and equipment. As is typical in the semiconductor industry, we have from time to time experienced lower than anticipated manufacturing yields. Our operating results will suffer if we are unable to maintain yields at approximately the current levels.

Historically, we have relied on our ability to respond quickly to customer orders as part of our competitive strategy, resulting in customers placing orders with relatively short delivery schedules. In order to respond to such requirements, we have historically maintained a significant work-in-process and finished goods inventory.

At the end of fiscal 2011, we owned identifiable long-lived assets (consisting of property, plant and equipment) in the United States with a carrying value, net of accumulated depreciation, of \$330.0 million and \$210.5 million in other countries, including \$193.7 million in Thailand. At the end of fiscal 2010, we owned identifiable long-lived assets in the United States with a carrying value, net of accumulated depreciation, of \$333.0 million and \$160.0 million in other countries, including \$147.7 million in Thailand.

### **Research and Development (R&D)**

We are committed to continuing our investment in new and enhanced products, including development systems, and in our design and manufacturing process technologies. We believe these investments are significant factors in maintaining our competitive position. Our current R&D activities focus on the development of microcontrollers, digital signal controllers, Serial EEPROM memory, NOR FLASH Memory, Embedded FLASH technologies, RF products, analog and interface products, development systems, software and application-specific software libraries. We are also developing design and process technologies to enable products and innovative features as well as achieve further cost reductions and performance improvements in existing products.

In fiscal 2011, our R&D expenses were \$170.6 million, compared to \$120.8 million in fiscal 2010 and \$115.5 million in fiscal 2009. R&D expenses included share-based compensation expense of \$12.9 million in fiscal 2011, \$12.2 million in fiscal 2010 and \$10.9 million in fiscal 2009.

### **Sales and Distribution**

#### *General*

We market our products worldwide primarily through a network of direct sales personnel and distributors.

Our direct sales force focuses on a wide variety of strategic accounts in three geographical markets: the Americas, Europe and Asia. We currently maintain sales and technical support centers in major metropolitan areas in all three geographic markets. We believe that a strong technical service presence is essential to the continued development of the embedded control market. Many of our field sales engineers (FSEs), field application engineers (FAEs), and sales management have technical degrees or backgrounds and have been previously employed in high technology environments. We believe that the technical knowledge of our sales force is a key competitive advantage in the sale of our products. The primary mission of our FAE team is to provide technical assistance to customers and to conduct periodic training sessions for the balance of our sales team. FAEs also frequently conduct technical seminars and workshops in major cities around the world.

Our licensing division has dedicated sales, technology, design, product, test and reliability personnel that support the requirements of our licensees.

#### *Distribution*

Our distributors focus primarily on servicing the product requirements of a broad base of diverse customers. We believe that distributors provide an effective means of reaching this broad and diverse customer base. We believe that customers recognize Microchip for its products and brand name and use distributors as an effective supply channel.

In fiscal 2011, we derived 58% of our net sales through distributors and 42% of our net sales from customers serviced directly by Microchip. In fiscal 2010, we derived 61% of our net sales through distributors and 39% of our net sales from customers serviced directly by Microchip. In fiscal 2009, we derived 64% of our net sales through distributors and 36% of our net sales from customers serviced directly by Microchip. Our largest distributor accounted for approximately 10% of our net sales in fiscal 2011, 12% of our net sales in fiscal 2010 and 14% of our net sales in fiscal 2009. No other distributor or end customer accounted for more than 10% of our net sales in fiscal 2011, fiscal 2010 or fiscal 2009.

We do not have long-term agreements with our distributors and we, or our distributors, may each terminate our relationship with little or no advanced notice. The loss of, or the disruption in the operations of, one or more of our distributors could reduce our future net sales in a given quarter and could result in an increase in inventory returns.

## Sales by Geography

Sales by geography for fiscal 2011, fiscal 2010 and fiscal 2009 were as follows (dollars in thousands):

	Year Ended March 31,					
	2011	%	2010	%	2009	%
Americas	\$ 310,735	20.9	\$ 231,398	24.4	\$ 228,922	25.3
Europe	334,911	22.5	237,354	25.1	257,407	28.5
Asia	841,559	56.6	478,977	50.5	416,968	46.2
Total Sales	\$ 1,487,205	100.0	\$ 947,729	100.0	\$ 903,297	100.0

Sales to foreign customers accounted for approximately 80% of our net sales in fiscal 2011, approximately 77% of our net sales in fiscal 2010 and approximately 75% of our net sales in fiscal 2009. Our sales to foreign customers have been predominately in Asia and Europe, which we attribute to the manufacturing strength in those areas for automotive, communications, computing, consumer and industrial control products. The primary reason our sales to customers in Asia increased in fiscal 2011 compared to prior periods was due to our acquisition of SST whose sales were more heavily weighted to Asian customers compared to the rest of our business. Americas sales include sales to customers in the United States, Canada, Central America and South America.

Sales to customers in China, including Hong Kong, accounted for approximately 25% of our net sales in fiscal 2011, 25% of our net sales in fiscal 2010 and approximately 23% of our net sales in fiscal 2009. Sales to customers in Taiwan accounted for approximately 13% of our net sales in fiscal 2011 and approximately 10% of our net sales in fiscal 2010. We did not have sales into any other foreign countries that exceeded 10% of our net sales during fiscal 2011, fiscal 2010 or fiscal 2009.

Our international sales are substantially all U.S. dollar denominated. Although foreign sales are subject to certain government export restrictions, we have not experienced any material difficulties to date as a result of export restrictions.

The semiconductor industry is characterized by seasonality and wide fluctuations of supply and demand. Since a significant portion of our revenue is from consumer markets and international sales, our business may be subject to seasonally lower revenues in the third and fourth quarters of our fiscal year. In recent periods, global economic conditions have had a more significant impact on our results than seasonality, and has made it difficult to assess the impact of seasonal factors on our business.

## Backlog

As of April 30, 2011, our backlog was approximately \$544.9 million, compared to \$527.6 million as of April 30, 2010. Our backlog includes all purchase orders scheduled for delivery within the subsequent 12 months.

We primarily produce standard products that can be shipped from inventory within a relatively short time after we receive an order. Our business and, to a large extent, that of the entire semiconductor industry, is characterized by short-term orders and shipment schedules. Orders constituting our current backlog are subject to changes in delivery schedules, or to cancellation at the customer's option without significant penalty. Thus, while backlog is useful for scheduling production, backlog as of any particular date may not be a reliable measure of sales for any future period.

## Competition

The semiconductor industry is intensely competitive and has been characterized by price erosion and rapid technological change. We compete with major domestic and international semiconductor companies, many of which have greater market recognition and greater financial, technical, marketing, distribution and other resources than we have with which to pursue engineering, manufacturing, marketing and distribution of their products. We also compete with a number of companies that we believe have copied, cloned, pirated or reverse engineered our proprietary product lines in such countries as China, Korea and Taiwan. We are continuing to take actions to vigorously and aggressively defend and protect our intellectual property on a worldwide basis.



We currently compete principally on the basis of the technical innovation and performance of our embedded control products, including the following product characteristics:

- speed
- functionality
- density
- low power consumption
- reliability
- packaging alternatives

We believe that other important competitive factors in the embedded control market include:

- ease of use
- functionality of application development systems
- dependable delivery, quality and availability
- technical and innovative service and support
- price

We believe that we compete favorably with other companies on all of these factors, but we may be unable to compete successfully in the future, which could harm our business.

### **Patents, Licenses and Trademarks**

We maintain a portfolio of U.S. and foreign patents, expiring on various dates between 2011 and 2029. We also have numerous additional U.S. and foreign patent applications pending. We do not expect that the expiration of any particular patent will have a material impact on our business. While we intend to continue to seek patents on our technology and manufacturing processes, we believe that our continued success depends primarily on the technological skills and innovative capabilities of our personnel and our ability to rapidly commercialize product developments, rather than on our patents. Our existing and new patents, trademarks and copyrights that issue may not be of sufficient scope or strength to provide meaningful intellectual property protection or any commercial advantage to us. In addition, pursuing violations of our intellectual property rights on a worldwide basis is a complex business area involving patent law, trademark law, copyright law and the laws of certain foreign countries do not protect our intellectual property rights to the same extent as the laws of the U.S.

We have entered into certain intellectual property licenses and cross-licenses with other companies related to semiconductor products and manufacturing processes. As is typical in the semiconductor industry, we and our customers have from time to time received, and may in the future receive, communications from third parties asserting patent or other intellectual property rights on certain of our products or technologies. We investigate all such notices and respond as we believe is appropriate. Based on industry practice, we believe that in most cases we can obtain necessary licenses or other rights on commercially reasonable terms, but we cannot assure that all licenses would be on acceptable terms, that litigation would not ensue or that damages for any past infringement would not be assessed. Litigation, which could result in substantial cost to us and require significant attention from management, may be necessary to enforce our patents or other intellectual property rights, or to defend us against claimed infringement of the rights of others. The failure to obtain necessary licenses or other rights, or litigation arising out of infringement claims, could harm our business.

### **Environmental Regulation**

We must comply with many different federal, state, local and foreign governmental regulations related to the use, storage, discharge and disposal of certain chemicals and gases used in our manufacturing processes. Our facilities have been designed to comply with these regulations and we believe that our activities are conducted in material compliance with such regulations. Any changes in such regulations or in their enforcement could require us to acquire costly equipment or to incur other significant expenses to comply with environmental regulations. Any failure by us to adequately control the storage, use and disposal of regulated substances could result in future liabilities.

Increasing public attention has been focused on the environmental impact of electronic manufacturing operations. While we have not experienced any materially adverse effects on our operations from recently adopted environmental regulations, our business and results of operations could suffer if for any reason we fail to control the use of, or to adequately restrict the discharge of, hazardous substances under present or future environmental regulations.

### **Employees**

As of March 31, 2011, we had 6,970 employees. None of our employees are represented by a labor organization. We have never had a work stoppage and believe that our employee relations are good.

## Executive Officers of the Registrant

The following sets forth certain information regarding our executive officers as of April 30, 2011:

Name	Age	Position
Steve Sanghi	55	Chairman of the Board, President and Chief Executive Officer
Ganesh Moorthy	51	Executive Vice President & Chief Operating Officer
J. Eric Bjornholt	40	Vice President, Chief Financial Officer
Stephen V. Drehobl	49	Vice President, Security, Microcontroller and Technology Division
David S. Lambert	59	Vice President, Fab Operations
Mitchell R. Little	59	Vice President, Worldwide Sales and Applications
Richard J. Simoncic	47	Vice President, Analog and Interface Products Division

*Mr. Sanghi* has been President since August 1990, CEO since October 1991, and Chairman of the Board since October 1993. He has served as a director since August 1990. Mr. Sanghi holds an M.S. degree in Electrical and Computer Engineering from the University of Massachusetts and a B.S. degree in Electronics and Communication from Punjab University, India. Since May 2004, he has been a member of the Board of Directors of Xyratex Ltd., a storage and network technology company. Since May 2007, he has been a member of the Board of Directors of FIRST (For Inspiration and Recognition of Science and Technology).

*Mr. Moorthy* has served as Chief Operating Officer since June 2008, as Executive Vice President since October 2006 and as a Vice President in various roles since he joined Microchip in 2001. Prior to this time, he served in various executive capacities with other semiconductor companies. Mr. Moorthy holds an M.B.A. in Marketing from National University, a B.S. degree in Electrical Engineering from the University of Washington and a B.S. degree in Physics from the University of Mumbai, India.

*Mr. Bjornholt* has served as Vice President of Finance since 2008 and as Chief Financial Officer since January 1, 2009. He has served in various financial management capacities since he joined Microchip in 1995. Mr. Bjornholt holds a Masters degree in Taxation from Arizona State University and a B.S. degree in accounting from the University of Arizona.

*Mr. Drehobl* has served as Vice President of the Security, Microcontroller, and Technology Division since July 2001. He has been employed by Microchip since August 1989 and has served as a Vice President in various roles since February 1997. Mr. Drehobl holds a Bachelor of Technology degree from the University of Dayton.

*Mr. Lambert* has served as Vice President, Fab Operations since November 1993. From 1991 to November 1993, he served as Director of Manufacturing Engineering, and from 1989 to 1991, he served as Engineering Manager of Fab Operations. Mr. Lambert holds a B.S. degree in Chemical Engineering from the University of Cincinnati.

*Mr. Little* has served as Vice President, Worldwide Sales and Applications since July 2000. He has been employed by Microchip since 1989 and has served as a Vice President in various roles since September 1993. Mr. Little holds a B.S. degree in Engineering Technology from United Electronics Institute.

*Mr. Simoncic* has served as Vice President, Analog and Interface Products Division since September 1999. From October 1995 to September 1999, he served as Vice President in various roles. Joining Microchip in 1990, Mr. Simoncic held various roles in Design, Device/Yield Engineering and Quality Systems. Mr. Simoncic holds a B.S. degree in Electrical Engineering Technology from DeVry Institute of Technology.

## Item 1A. RISK FACTORS

When evaluating Microchip and its business, you should give careful consideration to the factors listed below, in addition to the information provided elsewhere in this Form 10-K and in other documents that we file with the Securities and Exchange Commission.

***Our operating results were adversely impacted by global economic conditions in the second half of fiscal 2009 and may fluctuate in the future due to a number of factors that could reduce our net sales and profitability.***

Our operating results are affected by a wide variety of factors that could reduce our net sales and profitability, many of which are beyond our control. Some of the factors that may affect our operating results include:

- changes in demand or market acceptance of our products and products of our customers;
- the mix of inventory we hold and our ability to satisfy orders from our inventory;
- levels of inventories at our customers;
- risk of excess and obsolete inventories;
- changes in utilization of our manufacturing capacity and fluctuations in manufacturing yields;

- our ability to secure sufficient wafer foundry, assembly and testing capacity;
- availability of raw materials and equipment;
- competitive developments including pricing pressures;
- unauthorized copying of our products resulting in pricing pressure and loss of sales;
- the level of orders that are received and can be shipped in a quarter;
- the level of sell-through of our products through distribution;
- fluctuations in the mix of products;
- changes or fluctuations in customer order patterns and seasonality;
- constrained availability from other electronic suppliers impacting our customers' ability to ship their products, which in turn may adversely impact our sales to those customers;
- costs and outcomes of any current or future tax audits or any litigation involving intellectual property, customers or other issues;
- changes in tax regulations and policies in the U.S. and other countries in which we do business;
- disruptions in our business or our customers' businesses due to terrorist activity, armed conflict, war, worldwide oil prices and supply, public health concerns, natural disasters or disruptions in the transportation system;
- fluctuations in commodity prices;
- property damage or other losses, whether or not covered by insurance; and
- general economic, industry or political conditions in the U.S. or internationally.

We believe that period-to-period comparisons of our operating results are not necessarily meaningful and that you should not rely upon any such comparisons as indications of future performance. In future periods, our operating results may fall below our public guidance or the expectations of public market analysts and investors, which would likely have a negative effect on the price of our common stock. Adverse global economic conditions and the subsequent economic recovery have caused our operating results to fluctuate significantly and make comparability between periods less meaningful.

***Our operating results will suffer if we ineffectively utilize our manufacturing capacity or fail to maintain manufacturing yields.***

The manufacture and assembly of integrated circuits, particularly non-volatile, erasable CMOS memory and logic devices such as those that we produce, are complex processes. These processes are sensitive to a wide variety of factors, including the level of contaminants in the manufacturing environment, impurities in the materials used, the performance of our wafer fabrication personnel and equipment, and other quality issues. As is typical in the semiconductor industry, we have from time to time experienced lower than anticipated manufacturing yields. Our operating results will suffer if we are unable to maintain yields at approximately the current levels. This could include delays in the recognition of revenue, loss of revenue or future orders, and customer-imposed penalties for failure to meet contractual shipment deadlines. Our operating results are also adversely affected when we operate at less than optimal capacity. During the third and fourth quarters of fiscal 2009, we reduced wafer starts in both Fab 2 and Fab 4, implemented rotating unpaid time off and had multiple planned shutdowns in our Thailand facility to help control inventory levels in response to adverse economic conditions. This lower capacity utilization resulted in certain costs being charged directly to expense and lower gross margins. In the quarter ended December 31, 2009, we increased our production output in our factories and did not have any shutdowns in our Thailand operation and reduced the amount of rotating unpaid time off in Fab 2 and Fab 4. Since the March 2010 quarter, we have been running at more optimal levels of capacity utilization.

***We are dependent on orders that are received and shipped in the same quarter and are therefore limited in our visibility of future product shipments.***

Our net sales in any given quarter depend upon a combination of shipments from backlog and orders received in that quarter for shipment in that quarter, which we refer to as turns orders. We measure turns orders at the beginning of a quarter based on the orders needed to meet the shipment targets that we set entering the quarter. Historically, we have relied on our ability to respond quickly to customer orders as part of our competitive strategy, resulting in customers placing orders with relatively short delivery schedules. Shorter lead times generally mean that turns orders as a percentage of our business are relatively high in any particular quarter and reduce our backlog visibility on future product shipments. Turns orders correlate to overall semiconductor industry conditions and product lead times. Because turns orders are difficult to predict, varying levels of turns orders make our net sales more difficult to forecast. If we do not achieve a sufficient level of turns orders in a particular quarter relative to our revenue targets, our revenue and operating results may suffer.

***Intense competition in the markets we serve may lead to pricing pressures, reduced sales of our products or reduced market share.***

The semiconductor industry is intensely competitive and has been characterized by price erosion and rapid technological change. We compete with major domestic and international semiconductor companies, many of which have greater market recognition and substantially greater financial, technical, marketing, distribution and other resources than we do. We may be unable to compete successfully in the future, which could harm our business. Our ability to compete successfully depends on a number of factors both within and outside our control, including, but not limited to:

- the quality, performance, reliability, features, ease of use, pricing and diversity of our products;
- our success in designing and manufacturing new products including those implementing new technologies;
- the rate at which customers incorporate our products into their own applications;
- product introductions by our competitors;
- the number, nature and success of our competitors in a given market;
- our ability to obtain adequate supplies of raw materials and other supplies at acceptable prices;
- our ability to protect our products and processes by effective utilization of intellectual property rights;
- our ability to remain price competitive against companies that have copied our proprietary product lines, especially in countries where intellectual property rights protection is difficult to achieve and maintain;
- our ability to address the needs of our customers; and
- general market and economic conditions.

Historically, average selling prices in the semiconductor industry decrease over the life of any particular product. The overall average selling prices of our microcontroller and proprietary analog and interface products have remained relatively constant, while average selling prices of our Serial EEPROM and non-proprietary analog and interface products have declined over time.

We have experienced, and expect to continue to experience, modest pricing declines in certain of our more mature proprietary product lines, primarily due to competitive conditions. We have been able to moderate average selling price declines in many of our proprietary product lines by continuing to introduce new products with more features and higher prices. However, there can be no assurance that we will be able to do so in the future. We have experienced in the past, and expect to continue to experience in the future, varying degrees of competitive pricing pressures in our Serial EEPROM and non-proprietary analog products. We may be unable to maintain average selling prices for our products as a result of increased pricing pressure in the future, which could adversely impact our operating results.

***Our business is dependent on selling through distributors.***

Sales through distributors accounted for approximately 58% of our net sales in fiscal 2011, approximately 61% of our net sales in fiscal 2010 and approximately 64% of our net sales in fiscal 2009. Our largest distributor accounted for approximately 10% of our net sales in fiscal 2011, approximately 12% of our net sales in fiscal 2010, and approximately 14% of our net sales in fiscal 2009. We do not have long-term agreements with our distributors and we and our distributors may each terminate our relationship with little or no advance notice.

Any future adverse conditions in the U.S. and global economies or in the U.S. and global credit markets could materially impact the operations of our distributors. Any deterioration in the financial condition of our distributors or any disruption in the operations of our distributors could adversely impact the flow of our products to our end customers and adversely impact our results of operation. In addition, during an industry and/or economic downturn, it is possible there will be an oversupply of products and a decrease in sell-through of our products by our distributors which could reduce our net sales in a given period and result in an increase in inventory returns.

***Our success depends on our ability to introduce new products on a timely basis.***

Our future operating results will depend on our ability to develop and introduce new products on a timely basis that can compete effectively on the basis of price and performance and which address customer requirements. The success of our new product introductions depends on various factors, including, but not limited to:

- proper new product selection;
- timely completion and introduction of new product designs;
- timely filing of intellectual property rights for new product designs;
- availability of development and support tools and collateral literature that make complex new products easy for engineers to understand and use; and
- market acceptance of our customers' end products.

Because our products are complex, we have experienced delays from time to time in completing development of new products. In addition, our new products may not receive or maintain substantial market acceptance. We may be unable to design, develop and introduce competitive products on a timely basis, which could adversely impact our future operating results.

Our success also depends upon our ability to develop and implement new design and process technologies. Semiconductor design and process technologies are subject to rapid technological change and require significant R&D expenditures. We and other companies in the industry have, from time to time, experienced difficulties in effecting transitions to advanced process technologies and, consequently, have suffered reduced manufacturing yields or delays in product deliveries. Our future operating results could be adversely affected if any transition to future process technologies is substantially delayed or inefficiently implemented.

***Our recently acquired technology licensing business exposes us to various risks.***

In connection with our acquisition of SST, we acquired SST's intellectual property licensing business which is based on its SuperFlash technology. The success of our licensing business will depend on the continued market acceptance of this technology and on our ability to further develop and enhance such technology and to introduce new technologies in the future. To be successful, any such technology must be able to be repeatably implemented by licensees, provide satisfactory yield rates, address licensee and customer requirements, and perform competitively. The success of our technology licensing business depends on various other factors, including, but not limited to:

- proper identification of licensee requirements;
- timely development and introduction of new or enhanced technology;
- our ability to protect our intellectual property rights for our licensed technology;
- availability of sufficient development and support services to assist licensees in their design and manufacture of products integrating our technology;
- availability of foundry licensees with sufficient capacity to support OEM production; and
- market acceptance of our customers' end products.

Because our SuperFlash technology is complex, there may be delays from time to time in developing and enhancing such technology. There can be no assurance that our existing or any enhanced or new technology will achieve or maintain substantial market acceptance. Our licensees may experience disruptions in production or lower than expected production levels which would adversely affect the revenue that we receive from them. Our technology license agreements generally include an indemnification clause that indemnifies the licensee against liability and damages (including legal defense costs) arising from intellectual property matters. We could be exposed to substantial liability for claims or damages related to intellectual property matters or indemnification claims. Any claim, with or without merit, could result in significant legal fees and require significant attention from our management. Any of the foregoing issues may adversely impact the success of our licensing business and adversely affect our future operating results.

***We must attract and retain qualified personnel to be successful and competition for qualified personnel can be intense.***

Our success depends upon the efforts and abilities of our senior management, engineering and other personnel. The competition for qualified engineering and management personnel can be intense. We may be unsuccessful in retaining our existing key personnel or in attracting and retaining additional key personnel that we require. The loss of the services of one or more of our key personnel or the inability to add key personnel could harm our business. We have no employment agreements with any member of our senior management team.

***We are dependent on several contractors to perform key manufacturing functions for us, and our licensees of our Flash technology also rely on foundries and other contractors.***

We use several contractors located in Asia for a portion of the assembly and testing of our products. We also rely on outside wafer foundries for a portion of our wafer fabrication. Although we own the majority of our manufacturing resources, the disruption or termination of any of our contractors could harm our business and operating results.

Our use of third parties involves some reduction in our level of control over the portions of our business that we subcontract. Our future operating results could suffer if any contractor were to experience financial, operations or production difficulties or situations when demand exceeds capacity, or if they were unable to maintain manufacturing yields, assembly and test yields and costs at approximately their current levels, or if due to their locations in foreign countries they were to experience political upheaval or infrastructure disruption. Further, procurement of required products and services from third parties is done by purchase order and contracts. If these third parties are unable or unwilling to timely deliver products or services conforming to our quality standards, we may not be able to qualify additional manufacturing sources for our products in a timely manner or at all, and such arrangements, if any, may not be on favorable terms to us. In such event, we could experience an interruption in production, an increase in manufacturing and production costs, decline in product reliability, and our business and operating results could be adversely affected.

Certain of our SuperFlash technology licensees also rely on outside wafer foundries for wafer fabrication services. If the licensees were to experience any disruption in supply from the wafer foundries, this would reduce the revenue we receive in our technology licensing business and would harm our operating results.

***We may lose sales if our suppliers of raw materials and equipment fail to meet our needs.***

Our semiconductor manufacturing operations require raw materials and equipment that must meet exacting standards. We generally have more than one source for these supplies, but there are only a limited number of suppliers capable of delivering various raw materials and equipment that meet our standards. The raw materials and equipment necessary for our business could become more difficult to obtain as worldwide use of semiconductors in product applications increases. We have experienced supply shortages from time to time in the past, and on occasion our suppliers have told us they need more time than expected to fill our orders or that they will no longer support certain equipment with updates or spare and replacement parts. An interruption of any raw materials or equipment sources, or the lack of supplier support for a particular piece of equipment, could harm our business.

***Our operating results may be impacted by both seasonality and the wide fluctuations of supply and demand in the semiconductor industry.***

The semiconductor industry is characterized by seasonality and wide fluctuations of supply and demand. Since a significant portion of our revenue is from consumer markets and international sales, our business may be subject to seasonally lower revenues in the third and fourth quarters of our fiscal year. However, broad fluctuations in our overall business in recent periods, semiconductor industry conditions and global economic conditions have had a more significant impact on our results than seasonality, and have made it difficult to assess the impact of seasonal factors on our business. The industry has also experienced significant economic downturns, characterized by diminished product demand and production over-capacity. We have sought to reduce our exposure to this industry cyclically by selling proprietary products that cannot be easily or quickly replaced to a geographically diverse base of customers across a broad range of market segments. However, we have experienced substantial period-to-period fluctuations in operating results and expect, in the future, to experience period-to-period fluctuations in operating results due to general industry or economic conditions.

***We are exposed to various risks related to legal proceedings or claims.***

We are currently, and in the future may be, involved in legal proceedings or claims regarding patent infringement, intellectual property rights, contracts and other matters. As is typical in the semiconductor industry, we receive notifications from customers or licensees from time to time who believe that we owe them indemnification or other obligations related to infringement claims made against ourselves or the customers or licensees by third parties. These legal proceedings and claims, whether with or without merit, could result in substantial cost to us and divert our resources. If we are not able to resolve a claim, settle a matter, obtain necessary licenses on commercially reasonable terms, reengineer our products or processes to avoid infringement, and/or successfully prosecute or defend our position, we could incur uninsured liability in any of them, be required to take an appropriate charge to operations, be enjoined from selling a material portion of our products or using certain processes, suffer a reduction or elimination in the value of our inventories, and our business, financial condition or results of operations could be harmed.

It is also possible that from time to time we may be subject to claims related to the manufacture, performance or use of our products. These claims may be due to injuries or environmental exposures related to manufacturing, a product's nonconformance to our specifications, or specifications agreed upon with the customer, changes in our manufacturing processes, or unexpected end customer system issues due to the interaction with our products or insufficient design or testing by our customers. We could incur significant expenses related to such matters, including, but not limited to:

- costs related to writing off the value of our inventory of nonconforming products;
- recalling nonconforming products;
- providing support services, product replacements, or modifications to products and the defense of such claims;
- diversion of resources from other projects;
- lost revenue or a delay in the recognition of revenue due to cancellation of orders and unpaid receivables;
- customer imposed fines or penalties for failure to meet contractual requirements; and
- a requirement to pay damages.

Because the systems into which our products are integrated have a higher cost of goods than the products we sell, our expenses and damages may be significantly higher than the sales and profits we received from the products involved. While we specifically exclude consequential damages in our standard terms and conditions, our ability to avoid such liabilities may be limited by applicable law. We do have liability insurance which covers damages arising out of product defects, but we do not expect that insurance will cover all claims or be of a sufficient amount to fully protect against such claims. Costs or payments we may make in connection with these customer claims may adversely affect the results of our operations.

Further, we sell to customers in industries such as automotive, aerospace, and medical, where failure of the systems in which our products are integrated could cause damage to property or persons. We may be subject to claims if our products, or interactions with our products, cause the system failures. We will face increased exposure to claims if there are substantial increases in either the volume of our sales into these applications or the frequency of system failures integrating our products.

***Failure to adequately protect our intellectual property could result in lost revenue or market opportunities.***

Our ability to obtain patents, licenses and other intellectual property rights covering our products and manufacturing processes is important for our success. To that end, we have acquired certain patents and patent licenses and intend to continue to seek patents on our technology and manufacturing processes. The process of seeking patent protection can be long and expensive, and patents may not be issued from currently pending or future applications. In addition, our existing and new patents, trademarks and copyrights that issue may not be of sufficient scope or strength to provide meaningful protection or any commercial advantage to us. We may be subject to or may ourselves initiate interference proceedings in the U.S. Patent and Trademark Office, patent offices of a foreign country or U.S. or foreign courts, which can require significant financial and management resources. In addition, the laws of certain foreign countries do not protect our intellectual property rights to the same extent as the laws of the U.S. Infringement of our intellectual property rights by a third party could result in uncompensated lost market and revenue opportunities for us. Although we continue to vigorously and aggressively defend and protect our intellectual property on a worldwide basis, there can be no assurance that we will be successful in our endeavors.

***Our operating results may be adversely impacted if economic conditions impact the financial viability of our licensees, customers, distributors, or suppliers.***

We regularly review the financial performance of our licensees, customers, distributors and suppliers. However, any downturn in global economic conditions may adversely impact the financial viability of our licensees, customers, distributors or suppliers. The financial failure of a large licensee, customer or distributor, an important supplier, or a group thereof, could have an adverse impact on our operating results and could result in us not being able to collect our accounts receivable balances, higher reserves for doubtful accounts, write-offs for accounts receivable, and higher operating costs as a percentage of revenues.

***We do not typically have long-term contracts with our customers.***

We do not typically enter into long-term contracts with our customers and we cannot be certain about future order levels from our customers. When we do enter into customer contracts, the contract is generally cancelable at the convenience of the customer. Even though we had over 68,000 customers and our ten largest direct customers made up approximately 9% of our total revenue for the year ended March 31, 2011, cancellation of customer contracts could have an adverse financial impact on our revenue and profits.

Further, as the practice has become more commonplace in the industry, we have entered into contracts with certain customers that differ from our standard terms of sale. For example, under these contracts we may commit to supply specific quantities of products on scheduled delivery dates, or agree to extend our obligations for certain liabilities such as warranties or indemnification for claims of intellectual property infringement. If we agree to special supply terms and we become unable to supply the customer as required under the contract, the customer may incur additional production costs, lost revenues due to subsequent delays in their own manufacturing schedule, or quality-related issues. If we agree to special warranty or indemnification provisions, we may be liable for the customer's costs, expenses and damages associated with their claims and we may be obligated to defend the customer against claims of intellectual property infringement and pay the associated legal fees. While we try to limit the number of contracts that we sign which contain such special provisions, manage the risks underlying such liabilities and set caps on our liability exposure, such provisions do expose us to significant additional risks and could result in a material adverse impact on our results of operation and financial condition.

***Business interruptions could harm our business.***

Operations at any of our facilities, or at the facilities of any of our wafer fabrication or assembly and test subcontractors, may be disrupted for reasons beyond our control, including work stoppages, power loss, incidents of terrorism or security risk, political instability, public health issues, telecommunications, transportation or other infrastructure failure, fire, earthquake, floods, or other natural disasters. We have taken steps to mitigate the impact of some of these events should they occur; however, we cannot be certain that our actions will be effective to avoid a significant impact on our business in the event of a disaster or other business interruption.

If operations at any of our facilities, or our subcontractors' facilities are interrupted, we may not be able to shift production to other facilities on a timely basis, and we may need to spend significant amounts to repair or replace our facilities and equipment. If we experienced business interruptions, we would likely experience delays in shipments of products to our customers and alternate sources for production may be unavailable on acceptable terms. This could result in reduced revenues and profits and the cancellation of orders or loss of customers. While the earthquake off the coast of Japan in March 2011 did not directly impact any of our facilities or have a short-term impact on our supply of materials, the longer-term impact on our supply of materials and subcontractors, and the economic impact that this event may have had on our customers and licensees, is not yet fully known. In addition, business interruption insurance will likely not be enough to compensate us for any losses that may occur and any losses or damages incurred by us as a result of business interruptions could significantly harm our business.

***We are highly dependent on foreign sales and operations, which exposes us to foreign political and economic risks.***

Sales to foreign customers account for a substantial portion of our net sales. During fiscal 2011, approximately 80% of our net sales were made to foreign customers. During fiscal 2010, approximately 77% of our net sales were made to foreign customers. We purchase a substantial portion of our raw materials and equipment from foreign suppliers. In addition, we own product assembly and testing facilities located near Bangkok, Thailand, which has experienced periods of political instability in the past, and experienced some instability in Bangkok in May 2010, though the situation in 2010 did not noticeably affect the area in which our facilities are located. We also use various foreign contractors for a portion of our assembly and testing and for a portion of our wafer fabrication requirements. Substantially all of our finished goods inventory is maintained in Thailand.

Our reliance on foreign operations, foreign suppliers, maintenance of substantially all of our finished goods inventory at foreign locations and significant foreign sales exposes us to foreign political and economic risks, including, but not limited to:

- political, social and economic instability;
- public health conditions;
- trade restrictions and changes in tariffs;
- import and export license requirements and restrictions;
- difficulties in staffing and managing international operations;
- employment regulations;
- disruptions in international transport or delivery;
- difficulties in collecting receivables;
- economic uncertainty in the worldwide markets served by us; and
- potentially adverse tax consequences.

If any of these risks materialize, our sales could decrease and our operating results could suffer.

Fluctuations in foreign currency exchange rates could impact our operating results. We use forward currency exchange contracts in an attempt to reduce the adverse earnings impact from the effect of exchange rate fluctuations on our non-U.S. dollar net balance sheet exposures. Nevertheless, in periods when the U.S. dollar significantly fluctuates in relation to the non-U.S. currencies in which we transact business, the value of our non-U.S. dollar transactions can have an adverse effect on our results of operations and financial condition. In particular, in periods when a foreign currency significantly declines in value in relation to the U.S. dollar, such as past declines in the Euro relative to the U.S. dollar, customers transacting in that foreign currency may find it more difficult to fulfill their previously committed contractual obligations or to undertake new obligations to make payments or purchase products and customers transacting in that foreign currency may find it more difficult to fulfill their previously committed contractual obligations or to undertake new obligations to make payments or purchase products. In periods when the U.S. dollar is significantly declining in relation to the British pound, Euro and Thai baht, the operational costs in our European and Thailand subsidiaries are adversely affected.



***Interruptions in our information technology systems could adversely affect our business.***

We rely on the efficient and uninterrupted operation of complex information technology systems and networks to operate our business. Any significant system or network disruption, including but not limited to new system implementations, computer viruses, security breaches, or energy blackouts could have a material adverse impact on our operations, sales and operating results. We have implemented measures to manage our risks related to such disruptions, but such disruptions could still occur and negatively impact our operations and financial results. In addition, we may incur additional costs to remedy the damages caused by these disruptions or security breaches.

***The occurrence of events for which we are self-insured, or which exceed our insurance limits, may adversely affect our profitability and liquidity.***

We have insurance contracts with independent insurance companies related to many different types of risk; however, we self-insure for some potentially significant risks and obligations. In these circumstances, we have determined that it is more cost effective to self-insure certain risks than to pay the high premium costs. The risks and exposures that we self-insure include, but are not limited to, certain property, product defects, political risks, and intellectual property matters. Should there be a loss or adverse judgment or other decision in an area for which we are self-insured, then our financial condition, results of operations and liquidity may be adversely affected.

***We are subject to stringent environmental regulations, which may force us to incur significant expenses.***

We must comply with many different federal, state, local and foreign governmental regulations related to the use, storage, discharge and disposal of toxic, volatile or otherwise hazardous substances used in our products and manufacturing processes. Our failure to comply with applicable regulations could result in the imposition of fines, suspension of production, cessation of operations or future liabilities. Such environmental regulations have required us in the past and could require us in the future to acquire costly equipment or to incur other significant expenses to comply with such regulations. Any failure by us to control the use of or adequately restrict the discharge of hazardous substances could also restrict our ability to ship certain products to certain countries, require us to modify our operations logistics, or require us to incur other significant costs and expenses. Over the past several years, there has been an expansion in environmental laws focusing on reducing or eliminating hazardous substances in electronic products. The European Union and countries such as the U.S., China, Korea and Brazil, have enacted or may enact such laws or regulations. These and other future environmental regulations could require us to reengineer certain of our existing products and may make it more expensive for us to manufacture and sell our products. In addition, over the last several years, the number and complexity of laws focused on the energy efficiency of electronic products and accessories, the recycling of electronic products, and the reduction in quantity and the recycling of packaging materials have expanded significantly. It may be difficult for us to timely comply with these laws and we may not have sufficient quantities of compliant products to meet customers' needs, thereby adversely impacting our sales and profitability. We may also have to write off inventory in the event that we hold inventory that is not saleable as a result of changes to regulations. We expect these risks and trends to continue. In addition, we anticipate increased customer requirements to meet voluntary criteria related to the reduction or elimination of hazardous substances in our products and energy efficiency measures.

***Customer demands and new regulations related to conflict-free minerals may force us to incur additional expenses.***

The Dodd-Frank Wall Street Reform and Consumer Protection Act requires disclosure of use of "conflict" minerals mined from the Democratic Republic of Congo and adjoining countries and efforts to prevent the use of such minerals. In the semiconductor industry, these minerals are most commonly found in metals. As there may be only a limited number of suppliers offering "conflict free" metals, we cannot be sure that we will be able to obtain necessary metals in sufficient quantities or at competitive prices. Also, since our supply chain is complex and some suppliers will not share their confidential supplier information, we may face challenges with our customers and suppliers if we are unable to sufficiently verify that the metals used in our products are "conflict free." Some customers may choose to disqualify us as a supplier and we may have to write off inventory in the event that it becomes unsaleable as a result of these evolving regulations.

***Climate change regulations and sustained adverse climate change poses both regulatory and physical risks that could harm our results of operations or affect the way we conduct our business.***

New climate change regulations could require us to limit emissions, change our manufacturing processes, obtain substitute materials that may cost more or be less available, increase our investment in control technology for greenhouse gas emissions, fund offset projects or undertake other costly activities. These regulations could significantly increase our costs and restrict our manufacturing operations by virtue of requirements for new equipment. It is possible that new permits will be required for our current or expanded operations. Failure to receive timely permits could result in the imposition of fines, suspension of production, or cessation of operations. In addition, new restrictions on carbon dioxide or other greenhouse gas emissions could result in significant costs such as higher energy costs, and utility companies passing down carbon taxes, emission cap and trade programs and renewable portfolio standards. The cost of complying, or of failing to comply, with these and other climate change and emissions regulations could have an adverse effect on our operating results.

Further, any sustained adverse change in climate could have a direct adverse economic impact on us such as water and power shortages, higher costs for water or energy to control the temperature inside of our facilities. Also, certain of our operations are located in tropical regions, such as Thailand. Some environmental experts predict that these regions may become vulnerable to storms, floods and droughts due to climate change. While we maintain business recovery plans that are intended to allow us to recover from natural disasters or other events that can be disruptive to our business, we cannot be certain that our plans will protect us from all such disasters or events.

***Regulatory authorities in jurisdictions into which we ship our products could levy fines or restrict our ability to export products.***

A significant portion of our sales are made outside of the U.S. through the exporting and re-exporting of products. In addition to local jurisdictions' export regulations, our U.S.-manufactured products or products based on U.S. technology are subject to U.S. laws and regulations governing international trade and exports, including, but not limited to the Foreign Corrupt Practices Act, Export Administration Regulations (EAR), and trade sanctions against embargoed countries and destinations administered by the U.S. Department of the Treasury, Office of Foreign Assets Control (OFAC). Licenses or proper license exceptions are required for the shipment of our products to certain countries. A determination by the U.S. or local government that we have failed to comply with these or other export regulations, or anti-bribery regulations can result in penalties which may include denial of export privileges, fines, civil or criminal penalties, and seizure of products. Such penalties could have a material adverse effect on our business including our ability to meet our sales and earnings targets. Further, a change in these laws and regulations could restrict our ability to export to previously permitted countries, customers, distributors or other third parties. Any one or more of these sanctions or a change in laws or regulations could have a material adverse effect on our business, financial condition and results of operations.

***The outcome of currently ongoing and future examinations of our income tax returns by the IRS could have an adverse effect on our results of operations.***

We are subject to examination of our income tax returns by the IRS and other tax authorities for fiscal 2009 and later. We are currently being audited by the IRS for fiscal 2009 and fiscal 2010. We are subject to certain income tax examinations in foreign jurisdictions for fiscal 2004 and later. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from these continuing examinations will not have an adverse effect on our future operating results.

***The future trading price of our common stock could be subject to wide fluctuations in response to a variety of factors.***

The market price of our common stock has fluctuated significantly in the past and is likely to fluctuate in the future. The future trading price of our common stock could be subject to wide fluctuations in response to a variety of factors, many of which are beyond our control, including, but not limited to:

- quarterly variations in our operating results and the operating results of other technology companies;
- actual or anticipated announcements of technical innovations or new products by us or our competitors;
- changes in analysts' estimates of our financial performance or buy/sell recommendations;
- changes in our financial guidance or our failure to meet such guidance;
- any acquisitions we pursue or complete;
- general conditions in the semiconductor industry; and
- global economic and financial conditions.

In addition, the stock market has from time to time experienced significant price and volume fluctuations that have affected the market prices for many companies and that often have been unrelated to the operating performance of such companies. These broad market fluctuations and other factors have harmed and may harm the market price of our common stock. Some or all of the foregoing factors could also cause the market price of our convertible debentures to decline or fluctuate substantially.

***We may not fully realize the anticipated benefits of our completed or future acquisitions or divestitures.***

We have acquired, and expect in the future to acquire, additional businesses that we believe will complement or augment our existing businesses. The integration process for our acquisitions, such as our acquisition of SST, may be complex, costly and time consuming and include unanticipated issues, expenses and liabilities. We may not be able to successfully or profitably integrate, operate, maintain and manage any newly acquired operations or employees. We may not be able to maintain uniform standards, procedures and policies and we may be unable to realize the expected synergies and cost savings from the integration. There may be increased risk due to integrating financial reporting and internal control systems. We may have difficulty in developing, manufacturing and marketing the products of a newly acquired company, or in growing the business at the rate we anticipate. Following an acquisition, we may not achieve the revenue or net income levels that justify the acquisition. We may suffer loss of key employees, customers and strategic partners of acquired companies. We may be subject to claims by terminated employees, shareholders of acquired companies and other third parties related to the transaction. Acquisitions may also result in one-time charges (such as acquisition-related expenses, write-offs, restructuring charges, or future impairment of goodwill), contingent liabilities, adverse tax consequences, additional stock-based compensation expense and other charges that adversely affect our operating results. Additionally, we may fund acquisitions of new businesses or strategic alliances by utilizing cash, raising debt, issuing shares of common stock, or other mechanisms.

While the risks above may be relevant to all of our acquisitions, our April 2010 acquisition of SST was a larger and more complex transaction than our other recent transactions and exposes us to greater risks and liabilities than we have encountered in the past.

Further, when we decide to sell assets or a business, we may encounter difficulty in finding or completing divestiture opportunities or alternative exit strategies on acceptable terms or in a timely manner. These circumstances could delay the accomplishment of our strategic objectives or cause us to incur additional expenses with respect to a business that we want to dispose of, or we may dispose of a business at a price or on terms that are less favorable than we had anticipated. Even following a divestiture, we may be contractually obligated with respect to certain continuing obligations to customers, vendors or other third parties and such obligations may have a material adverse impact on our results of operation and financial condition.

In addition to acquisitions, we have in the past and expect in the future to enter into joint development agreements or other business or strategic relationships with other companies. These transactions are subject to a number of risks similar to those we face with our acquisitions including our ability to realize the expected benefits of any such transaction, to successfully market and sell any products resulting from such transactions or to successfully integrate any technology developed through such transactions.

***We may in the future incur impairments to goodwill or long-lived assets.***

We review our long-lived assets, including goodwill and other intangible assets, for impairment annually in the fourth quarter or whenever events or changes in circumstances indicate that the carrying amount of those assets may not be recoverable. Factors that may be considered in assessing whether goodwill or intangible assets may not be recoverable include a decline in our stock price or market capitalization, reduced estimates of future cash flows and slower growth rates in our industry. Our valuation methodology for assessing impairment requires management to make judgments and assumptions based on historical experience and to rely heavily on projections of future operating performance. Because we operate in highly competitive environments, projections of future operating results and cash flows may vary significantly from our actual results. No goodwill or long-lived asset impairment charges were recorded in fiscal 2011, fiscal 2010 or fiscal 2009.

***Our financial condition and results of operations could be adversely affected if we do not effectively manage our convertible debt.***

As a result of our sale of \$1.15 billion of principal value 2.125% junior subordinated convertible debentures in December 2007, we have a substantially greater amount of long-term debt than we have maintained in the past. Our maintenance of substantial levels of debt could adversely affect our ability to take advantage of corporate opportunities and could adversely affect our financial condition and results of operations. We may need or desire to refinance all or a portion of our debentures or any other future indebtedness that we incur on or before the maturity of the debentures. There can be no assurance that we will be able to refinance any of our indebtedness on commercially reasonable terms, if at all.

***Conversion of our debentures will dilute the ownership interest of existing stockholders, including holders who had previously converted their debentures.***

The conversion of some or all of our outstanding debentures will dilute the ownership interest of existing stockholders to the extent we deliver common stock upon conversion of the debentures. Upon conversion, we may satisfy our conversion obligation by delivering cash, shares of common stock or any combination, at our option. If upon conversion we elect to deliver cash for the lesser of the conversion value and principal amount of the debentures, we would pay the holder the cash value of the applicable number of shares of our common stock. Upon conversion, we intend to satisfy the lesser of the principal amount or the conversion value of the debentures in cash. If the conversion value of a debenture exceeds the principal amount of the debenture, we may also elect to deliver cash in lieu of common stock for the conversion value in excess of the one thousand dollars principal amount (i.e. the conversion spread). There would be no adjustment to the numerator in the net income per common share computation for the cash settled portion of the debentures as that portion of the debt instrument will always be settled in cash. The conversion spread will be included in the denominator for the computation of diluted net income per common share. Any sales in the public market of any common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock. In addition, the existence of the debentures may encourage short selling by market participants because the conversion of the debentures could be used to satisfy short positions, or anticipated conversion of the debentures into shares of our common stock could depress the price of our common stock.

***Our reported financial results may be adversely affected by new accounting pronouncements or changes in existing accounting standards and practices.***

We prepare our financial statements in conformity with accounting principles generally accepted in the U.S. These accounting principles are subject to interpretation or changes by the FASB and the SEC. New accounting pronouncements and varying interpretations of accounting standards and practices have occurred in the past and may occur in the future. New accounting pronouncements or a change in the interpretation of existing accounting standards or practices may have a significant effect on our reported financial results and may even affect our reporting of transactions completed before the change is announced or effective.

***Potential U.S. tax legislation regarding our foreign earnings could materially and adversely impact our business and financial results.***

Currently, a majority of our revenue is generated from customers located outside the U.S., and a substantial portion of our assets, including employees, are located outside the U.S. Present U.S. income taxes and foreign withholding taxes have not been provided on undistributed earnings for certain of our non-U.S. subsidiaries, because such earnings are intended to be indefinitely reinvested in the operations of those subsidiaries. In fiscal 2009, President Obama's administration announced initiatives that would substantially reduce our ability to defer U.S. taxes including repealing the deferral of U.S. taxation of foreign earnings, eliminating utilization of or substantially reducing our ability to claim foreign tax credits, and eliminating various tax deductions until foreign earnings are repatriated to the U.S. Changes in tax law such as these proposals could have a material negative impact on our financial position and results of operations.

***The value of our investments in marketable equity investments could change materially.***

Our investments in available-for-sale marketable securities at March 31, 2011 consist of shares of public company common stock, the value of which is determined by the closing price of such shares on the respective markets on which the shares are traded as of our balance sheet date. The market value of these investments was approximately \$26.9 million at March 31, 2011. The stock prices of these securities could materially decrease due to company performance and/or market-related activity, negatively affecting the value of these investments. If we wanted to liquidate these investments at a time in which the stock prices had decreased from current levels, our realized return would be materially and adversely affected. Depending on the number of shares we desire to sell relative to the daily trading volume in the shares, in the event we desire to sell our marketable securities, it may take several weeks or months to dispose of our position and our efforts to sell could drive down the price of the shares we are selling.

***We may not realize a return on our non-marketable equity investments.***

At March 31, 2011, we had investments of \$7.7 million in several privately held companies, including those that we acquired as a result of our SST acquisition that SST had purchased to support its strategic initiatives. These companies range from early-stage companies to more mature companies with established revenue and business models. Many factors are critical to the success of these companies, including product and technology development, market acceptance of their products and technology, and efficiency of operations. If any of these private companies are unsuccessful as a result of these or other factors, we could lose all or part of our investment in that company. Also, if we determine that an other-than-temporary impairment to fair value exists in any of our non-marketable equity investments, we will need to write down the investment to its fair value and recognize the related impairment charge.

Additionally, we may desire to dispose of one or more of these non-marketable equity investments. However, our investments in these private companies are not liquid and we may not be able to dispose of the investments to our advantage or even at all. Also, for investments accounted for under the equity method of accounting, the income or loss we are required to share from the investee's income or loss could affect our earnings. Gains or losses from equity securities could vary from our expectations depending on gains or losses realized on the sale or exchange of securities, gains or losses from equity method investments, and impairment charges.

***Credit conditions have adversely impacted our holdings of auction rate securities.***

At March 31, 2011, \$12.5 million of the fair value of our investment portfolio was invested in ARS. Historically, the carrying value of ARS approximated fair value due to the frequent resetting of the interest rates. With the continuing liquidity issues in the global credit and capital markets, our ARS have experienced multiple failed auctions. As a result, we will not be able to access such funds until a future auction on these investments is successful.

Our ARS have experienced multiple rating downgrades by the major rating agencies. The fair value of these ARS has been estimated based on market information and estimates determined by management and could change significantly based on market conditions. Based on the estimated values, we concluded these investments were other than temporarily impaired and recognized an impairment charge on these investments of \$1.6 million during fiscal 2011, \$4.7 million during fiscal 2010 and \$3.6 million during fiscal 2009. If the issuers are unable to successfully close future auctions or if their credit ratings deteriorate further, we may be required to further adjust the carrying value of the investments through an additional impairment charge to earnings.

The majority of our short and long-term investments are in highly rated government agency bonds and corporate bonds. Other than with respect to our holdings of ARS, we have not experienced any liquidity or impairment issues with such investments. However, there can be no assurance that credit markets conditions will not in the future adversely affect the liquidity or value of our investments in government agency bonds or corporate bonds.

**Item 1B. UNRESOLVED STAFF COMMENTS**

None.

**Item 2. PROPERTIES**

At March 31, 2011, we owned the facilities described below:

<b>Location</b>	<b>Approximate Total Sq. Ft.</b>	<b>Uses</b>
Chandler, Arizona	415,000	Executive and Administrative Offices; Wafer Probe; R&D Center; Sales and Marketing; and Computer and Service Functions
Tempe, Arizona	379,000	Wafer Fabrication (Fab 2); R&D Center; Administrative Offices; and Warehousing
Gresham, Oregon	826,500	Wafer Fabrication (Fab 4); R&D Center; Administrative Offices; and Warehousing
Chacherngsao, Thailand	489,000	Test and Assembly; Wafer Probe; Sample Center; Warehousing; and Administrative Offices
Chacherngsao, Thailand	215,000	Assembly and Test
Bangalore, India	67,174	Research and Development; Marketing Support and Administrative Offices

In addition to the facilities we own, we lease several research and development facilities and sales offices in North America, Europe and Asia. Our aggregate monthly rental payment for our leased facilities is approximately \$0.7 million.

We currently believe that our existing facilities are suitable and will be adequate to meet our requirements for at least the next 12 months.

See page 36 for a discussion of the capacity utilization of our manufacturing facilities.

**Item 3. LEGAL PROCEEDINGS**

In the ordinary course of our business, we are involved in a limited number of legal actions, both as plaintiff and defendant, and could incur uninsured liability in any one or more of them. We also periodically receive notification from various third parties alleging infringement of patents, intellectual property rights or other matters. With respect to these pending legal actions to which we are a party, although the outcome of these actions are generally not determinable, we believe that the ultimate resolution of these matters will not harm our business and will not have a material adverse effect on our financial position, cash flows or results of operations. Litigation relating to the semiconductor industry is not uncommon, and we are, and from time to time have been, subject to such litigation. No assurances can be given with respect to the extent or outcome of any such litigation in the future.

**Item 4. REMOVED AND RESERVED**

PART II

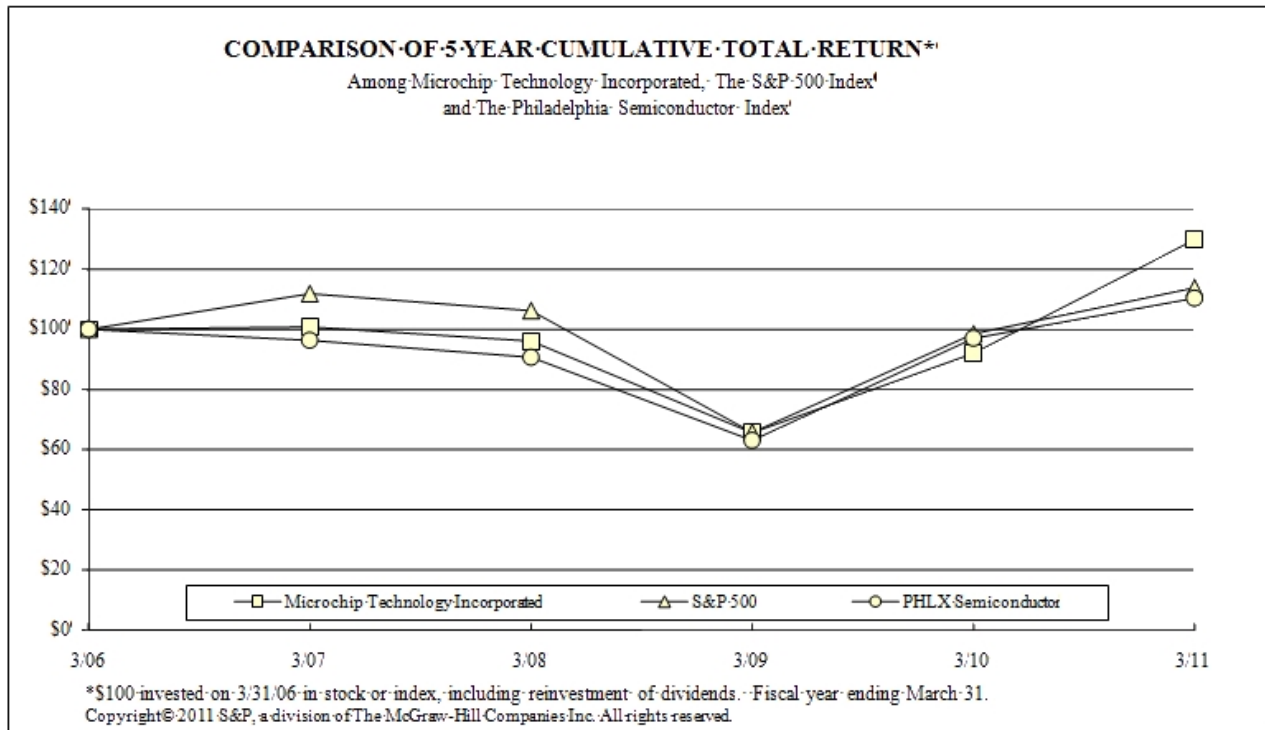
Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our common stock is traded on the NASDAQ Global Market under the symbol "MCHP." Our common stock has been quoted on such market since our initial public offering on March 19, 1993. The following table sets forth the quarterly high and low closing prices of our common stock as reported by NASDAQ for our last two fiscal years.

Fiscal 2011	High	Low	Fiscal 2010	High	Low
First Quarter	\$30.62	\$26.61	First Quarter	\$23.86	\$19.78
Second Quarter	\$31.56	\$27.60	Second Quarter	\$27.97	\$21.84
Third Quarter	\$36.31	\$30.46	Third Quarter	\$29.44	\$23.96
Fourth Quarter	\$38.31	\$34.72	Fourth Quarter	\$29.18	\$25.81

Stock Price Performance Graph

The following graph and table show a comparison of the five-year cumulative total stockholder return, calculated on a dividend reinvestment basis, for Microchip Technology Incorporated, the Standard & Poor's (S&P) 500 Stock Index, and the Philadelphia Semiconductor Index.



	Cumulative Total Return					
	March 2006	March 2007	March 2008	March 2009	March 2010	March 2011
Microchip Technology Incorporated	100.00	100.68	96.00	65.58	91.98	129.72
S&P 500 Stock Index	100.00	111.83	106.15	65.72	98.43	113.83
Philadelphia Semiconductor Index	100.00	96.27	90.68	63.02	96.93	110.29

Data acquired by Research Data Group, Inc. ([www.researchdatagroup.com](http://www.researchdatagroup.com))

On May 20, 2011, there were approximately 354 holders of record of our common stock. This figure does not reflect beneficial ownership of shares held in nominee names.

We have been declaring and paying quarterly cash dividends on our common stock since the third quarter of fiscal 2003. Our total cash dividends paid were \$256.8 million, \$249.6 million and \$246.7 million in fiscal 2011, fiscal 2010 and fiscal 2009, respectively. The following table sets forth our quarterly cash dividends per common share and the total amount of the dividend payment for each quarter in fiscal 2011 and fiscal 2010. At the end of our third fiscal quarter, a second cash dividend of \$0.345 per share was paid in the aggregate amount of \$65.0 million which was an acceleration of the dividend that would normally have been paid in March 2011 (amounts in thousands, except per share amounts):

<b>Fiscal 2011</b>	<b>Dividends per Common Share</b>	<b>Aggregate Amount of Dividend Payment</b>	<b>Fiscal 2010</b>	<b>Dividends per Common Share</b>	<b>Aggregate Amount of Dividend Payment</b>
First Quarter	\$ 0.342	\$ 63,452	First Quarter	\$ 0.339	\$ 61,991
Second Quarter	0.339	63,908	Second Quarter	0.339	62,083
Third Quarter	0.340	64,496	Third Quarter	0.340	62,520
Third Quarter*	0.341	64,952	Fourth Quarter	0.341	62,963
Fourth Quarter	None	None			

\*This dividend would normally have been paid in the fourth fiscal quarter.

On May 5, 2011, we declared a quarterly cash dividend of \$0.346 per share, which will be paid on June 2, 2011 to stockholders of record on May 19, 2011 and the total amount of such dividend is expected to be approximately \$65.7 million. Our Board of Directors is free to change our dividend practices at any time and to increase or decrease the dividend paid, or not to pay a dividend, on our common stock on the basis of our results of operations, financial condition, cash requirements and future prospects, and other factors deemed relevant by our Board of Directors. Our current intent is to provide for ongoing quarterly cash dividends depending upon market conditions and our results of operations.

Please refer to "Item 12 - Security Ownership Of Certain Beneficial Owners And Management And Related Stockholder Matters," at page 46 below, for the information required by Item 201(d) of Regulation S-K with respect to securities authorized for issuance under our equity compensation plans at March 31, 2011.



**Item 6. SELECTED FINANCIAL DATA**

You should read the following selected consolidated financial data for the five-year period ended March 31, 2011 in conjunction with our consolidated financial statements and notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in Items 7 and 8 of this Form 10-K. Our consolidated statements of income data for each of the years in the three-year period ended March 31, 2011, and the balance sheet data as of March 31, 2011 and 2010, are derived from our audited consolidated financial statements, included in Item 8 of this Form 10-K. The statements of operations data for the years ended March 31, 2008 and 2007 and balance sheet data as of March 31, 2009, 2008 and 2007 have been derived from our audited consolidated financial statements not included herein (for information below all amounts are in thousands, except per share data).

Statement of Income Data:

	Year ended March 31,				
	2011	2010	2009	2008	2007
Net sales	\$ 1,487,205	\$ 947,729	\$ 903,297	\$ 1,035,737	\$ 1,039,671
Cost of sales	612,769	413,487	386,793	410,799	414,915
Research and development	170,607	120,823	115,524	120,864	113,698
Selling, general and administrative	227,781	167,222	161,218	175,646	163,247
Special charges (1)	1,865	1,238	6,434	26,763	---
Operating income	474,183	244,959	233,328	301,665	347,811
Gains on equity method investments	157	---	---	---	---
Interest income	16,002	15,325	32,545	54,851	58,383
Interest expense	(31,521)	(31,150)	(29,440)	(9,495)	(5,416)
Other income (expense), net	1,877	8,679	(4,354)	2,435	312
Income from continuing operations before income taxes	460,698	237,813	232,079	349,456	401,090
Income tax provision (benefit)	31,531	20,808	(13,508)	52,663	44,061
Net income from continuing operations	\$ 429,167	\$ 217,005	\$ 245,587	\$ 296,793	\$ 357,029
Basic net income per common share – continuing operations	\$ 2.29	\$ 1.18	\$ 1.34	\$ 1.43	\$ 1.66
Diluted net income per common share – continuing operations	\$ 2.20	\$ 1.16	\$ 1.31	\$ 1.40	\$ 1.62
Dividends declared per common share	\$ 1.374	\$ 1.359	\$ 1.346	\$ 1.205	\$ 0.965
Basic common shares outstanding	187,066	183,642	183,158	207,220	215,498
Diluted common shares outstanding	194,715	187,339	186,788	212,048	220,848

Balance Sheet Data:

	March 31,				
	2011	2010	2009	2008	2007
Working capital	\$ 1,434,667	\$ 1,407,579	\$ 1,587,144	\$ 1,526,649	\$ 828,817
Total assets	2,968,058	2,516,313	2,405,711	2,496,031	2,269,541
Long-term obligations, less current portion	347,334	340,672	334,184	329,409	---
Stockholders' equity	1,812,438	1,533,380	1,490,311	1,539,000	2,004,368

- (1) There were no special charges during the fiscal year ended March 31, 2007. Discussions of the special charges for the fiscal years ended March 31, 2011, 2010 and 2009 are contained in Note 4 to our consolidated financial statements. An explanation of the special charge for the fiscal year ended March 31, 2008 is provided below.

The following table presents a summary of special charges for the five-year period ended March 31, 2011:

	Year ended March 31,				
	2011	2010	2009	2008	2007
Severance costs and office closing costs associated with the acquisition of SST	\$ 1,865	\$ ---	\$ ---	\$ ---	\$ ---
Patent licenses	---	1,238	4,000	---	---
In-process research and development expenses	---	---	860	---	---
Abandoned acquisition related expenses	---	---	1,574	---	---
Loss on sale of Fab 3	---	---	---	26,763	---
Totals	<u>\$ 1,865</u>	<u>\$ 1,238</u>	<u>\$ 6,434</u>	<u>\$ 26,763</u>	<u>\$ ---</u>

*Fiscal 2008 Special Charge – Loss on Sale of Fab 3*

We received an unsolicited offer on our Puyallup, Washington facility (Fab 3) in September 2007. We assessed our available capacity in our current facilities, along with potential available capacity from outside foundries and determined the capacity of Fab 3 would not be required in the near term. As a result of this assessment, we accepted the offer on September 21, 2007, and the transaction closed on October 19, 2007. We received \$27.5 million in cash, net of expenses associated with the sale, and recognized a loss on sale of \$26.8 million, representing the difference between the carrying value of the assets and the amounts received.

**Note Regarding Forward-looking Statements**

This report, including "Item 1 – Business," "Item 1A – Risk Factors," and "Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations," contains certain forward-looking statements that involve risks and uncertainties, including statements regarding our strategy, financial performance and revenue sources. We use words such as "anticipate," "believe," "plan," "expect," "estimate," "future," "continue," "intend" and similar expressions to identify forward-looking statements. These forward-looking statements include, without limitation, statements regarding the following:

- The effects that adverse global economic conditions and fluctuations in the global credit and equity markets may have on our financial condition and results of operations;
- The effects and amount of competitive pricing pressure on our product lines;
- Our ability to moderate future average selling price declines;
- The effect of product mix, capacity utilization, yields, fixed cost absorption, competitive and economic conditions on gross margin;
- The amount of, and changes in, demand for our products and those of our customers;
- The level of orders that will be received and shipped within a quarter;
- Our expectation that we will grow inventory levels in the June 2011 quarter and that it will allow us to maintain short lead times;
- The effect that distributor and customer inventory holding patterns will have on us;
- Our belief that customers recognize our products and brand name and use distributors as an effective supply channel;
- Our belief that deferred cost of sales are recorded at their approximate carrying value and will have low risk of material impairment;
- Our belief that our direct sales personnel combined with our distributors provide an effective means of reaching our customer base;
- Our ability to increase the proprietary portion of our analog and interface product lines and the effect of such an increase;
- Our belief that our processes afford us both cost-effective designs in existing and derivative products and greater functionality in new product designs;
- The impact of any supply disruption we may experience;
- Our ability to effectively utilize our facilities at appropriate capacity levels and anticipated costs;
- That we adjust capacity utilization to respond to actual and anticipated business and industry-related conditions;
- That our existing facilities will provide sufficient capacity to respond to increases in demand with modest incremental capital expenditures;
- That manufacturing costs will be reduced by transition to advanced process technologies;
- Our ability to maintain manufacturing yields;
- Continuing our investments in new and enhanced products;
- The cost effectiveness of using our own assembly and test operations;
- Our anticipated level of capital expenditures;
- Continuation and amount of quarterly cash dividends;
- The sufficiency of our existing sources of liquidity to finance anticipated capital expenditures and otherwise meet our anticipated cash requirements, and the effects that our contractual obligations are expected to have on them;
- The impact of seasonality on our business;
- The accuracy of our estimates used in valuing employee equity awards;
- That the resolution of legal actions will not have a material effect on our business, and the accuracy of our assessment of the probability of loss and range of potential loss;
- The recoverability of our deferred tax assets;
- The adequacy of our tax reserves to offset any potential tax liabilities, having the appropriate support for our income tax positions and the accuracy of our estimated tax rate;
- Our belief that the expiration of any tax holidays will not have a material impact on our overall tax expense or effective tax rate;

- Our belief that the estimates used in preparing our consolidated financial statements are reasonable;
- Our belief that recently issued accounting pronouncements listed in this document will not have a material effect on our consolidated financial statements;
- The accuracy of our estimates of the useful life and values of our property, assets, and other liabilities;
- The adequacy of our patent strategy, and our belief that the impact of the expiration of any particular patent will not have a material effect on our business;
- Our actions to vigorously and aggressively defend and protect our intellectual property on a worldwide basis;
- Our ability to obtain patents and intellectual property licenses and minimize the effects of litigation;
- The level of risk we are exposed to for product liability or indemnification claims;
- The effect of fluctuations in market interest rates on income and/or cash flows;
- The effect of fluctuations in currency rates;
- The accuracy of our estimates of market information that determines the value of our Auction Rate Securities (ARS), and that the lack of markets for the ARS will not have a material impact on liquidity, cash flow, or ability to fund operations;
- Our intention to satisfy the lesser of the principal amount or the conversion value of our debenture in cash;
- Our intention to indefinitely reinvest undistributed earnings of certain non-US subsidiaries in those subsidiaries;
- Our intent to maintain a high-quality investment portfolio that preserves principal, meets liquidity needs, avoids inappropriate concentrations and delivers an appropriate yield; and
- Our ability to collect accounts receivable.

Our actual results could differ materially from the results anticipated in these forward-looking statements as a result of certain factors including those set forth in "Item 1A – Risk Factors," and elsewhere in this Form 10-K. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. You should not place undue reliance on these forward-looking statements. We disclaim any obligation to update information contained in any forward-looking statement.

## **Introduction**

The following discussion should be read in conjunction with the consolidated financial statements and the related notes that appear elsewhere in this document, as well as with other sections of this Annual Report on Form 10-K, including "Item 1 – Business;" "Item 6 – Selected Financial Data;" and "Item 8 – Financial Statements and Supplementary Data."

We begin our Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) with a summary of Microchip's overall business strategy to give the reader an overview of the goals of our business and the overall direction of our business and products. This is followed by a discussion of the Critical Accounting Policies and Estimates that we believe are important to understanding the assumptions and judgments incorporated in our reported financial results. In the next section, beginning at page 33, we discuss our Results of Operations for fiscal 2011 compared to fiscal 2010, and for fiscal 2010 compared to fiscal 2009. We then provide an analysis of changes in our balance sheet and cash flows, and discuss our financial commitments in sections titled "Liquidity and Capital Resources," "Contractual Obligations" and "Off-Balance Sheet Arrangements."

## **Strategy**

Our goal is to be a worldwide leader in providing specialized semiconductor products for a wide variety of embedded control applications. Our strategic focus is on embedded control products, which include microcontrollers, high-performance linear and mixed signal devices, power management and thermal management devices, interface devices, Serial EEPROMs, and our patented KEELOQ® security devices. We provide highly cost-effective embedded control products that also offer the advantages of small size, high performance, low voltage/power operation and ease of development, enabling timely and cost-effective embedded control product integration by our customers. With our acquisition of SST, we have added Flash-IP solutions and SuperFlash memory products to our strategic focus. We license SuperFlash technology to foundries, IDMs and design partners throughout the world for use in the manufacture of their advanced microcontroller products.

We sell our products to a broad base of domestic and international customers across a variety of industries. The principal markets that we serve include consumer, automotive, industrial, office automation and telecommunications. Our business is subject to fluctuations based on economic conditions within these markets.

Our manufacturing operations include wafer fabrication and assembly and test. The ownership of our manufacturing resources is an important component of our business strategy, enabling us to maintain a high level of manufacturing control resulting in us being one of the lowest cost producers in the embedded control industry. By owning our wafer fabrication facilities and our assembly and test operations, and by employing statistical process control techniques, we have been able to achieve and maintain high production yields. Direct control over manufacturing resources allows us to shorten our design and production cycles. This control also allows us to capture a portion of the wafer manufacturing and the assembly and test profit margin.

We employ proprietary design and manufacturing processes in developing our embedded control products. We believe our processes afford us both cost-effective designs in existing and derivative products and greater functionality in new product designs. While many of our competitors develop and optimize separate processes for their logic and memory product lines, we use a common process technology for both microcontroller and non-volatile memory products. This allows us to more fully leverage our process research and development costs and to deliver new products to market more rapidly. Our engineers utilize advanced computer-aided design (CAD) tools and software to perform circuit design, simulation and layout, and our in-house photomask and wafer fabrication facilities enable us to rapidly verify design techniques by processing test wafers quickly and efficiently.

We are committed to continuing our investment in new and enhanced products, including development systems, and in our design and manufacturing process technologies. We believe these investments are significant factors in maintaining our competitive position. Our current research and development activities focus on the design of new microcontrollers, digital signal controllers, memory and mixed-signal products, Flash-IP systems, new development systems, software and application-specific software libraries. We are also developing new design and process technologies to achieve further cost reductions and performance improvements in our products.

We market our products worldwide primarily through a network of direct sales personnel and distributors. Our distributors focus primarily on servicing the product and technical support requirements of a broad base of diverse customers. We believe that our direct sales personnel combined with our distributors provide an effective means of reaching this broad and diverse customer base. Our direct sales force focuses primarily on major strategic accounts in three geographical markets: the Americas, Europe and Asia. We currently maintain sales and support centers in major metropolitan areas in North America, Europe and Asia. We believe that a strong technical service presence is essential to the continued development of the embedded control market. Many of our field sales engineers (FSEs), field application engineers (FAEs), and sales management have technical degrees and have been previously employed in an engineering environment. We believe that the technical knowledge of our sales force is a key competitive advantage in the sale of our products. The primary mission of our FAE team is to provide technical assistance to strategic accounts and to conduct periodic training sessions for FSEs and distributor sales teams. FAEs also frequently conduct technical seminars for our customers in major cities around the world, and work closely with our distributors to provide technical assistance and end-user support.

## **Critical Accounting Policies and Estimates**

### *General*

Our discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the U.S. We review the accounting policies we use in reporting our financial results on a regular basis. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, business combinations, share-based compensation, inventories, income taxes, junior subordinated convertible debentures and contingencies. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Our results may differ from these estimates due to actual outcomes being different from those on which we based our assumptions. We review these estimates and judgments on an ongoing basis. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements. We also have other policies that we consider key accounting policies, such as our policy regarding revenue recognition to OEMs; however, we do not believe these policies require us to make estimates or judgments that are as difficult or subjective as our policies described below.

## *Revenue Recognition – Distributors*

Our distributors worldwide generally have broad price protection and product return rights, so we defer revenue recognition until the distributor sells the product to their customer. Revenue is recognized when the distributor sells the product to an end-user, at which time the sales price becomes fixed or determinable. Revenue is not recognized upon shipment to our distributors since, due to discounts from list price as well as price protection rights, the sales price is not substantially fixed or determinable at that time. At the time of shipment to these distributors, we record a trade receivable for the selling price as there is a legally enforceable right to payment, relieve inventory for the carrying value of goods shipped since legal title has passed to the distributor, and record the gross margin in deferred income on shipments to distributors on our consolidated balance sheets.

Deferred income on shipments to distributors effectively represents the gross margin on the sale to the distributor; however, the amount of gross margin that we recognize in future periods could be less than the deferred margin as a result of credits granted to distributors on specifically identified products and customers to allow the distributors to earn a competitive gross margin on the sale of our products to their end customers and price protection concessions related to market pricing conditions.

We sell the majority of the items in our product catalog to our distributors worldwide at a uniform list price. However, distributors resell our products to end customers at a very broad range of individually negotiated price points. The majority of our distributors' resales require a reduction from the original list price paid. Often, under these circumstances, we remit back to the distributor a portion of their original purchase price after the resale transaction is completed in the form of a credit against the distributors' outstanding accounts receivable balance. The credits are on a per unit basis and are not given to the distributor until they provide information to us regarding the sale to their end customer. The price reductions vary significantly based on the customer, product, quantity ordered, geographic location and other factors and discounts to a price less than our cost have historically been rare. The effect of granting these credits establishes the net selling price to our distributors for the product and results in the net revenue recognized by us when the product is sold by the distributors to their end customers. Thus, a portion of the "deferred income on shipments to distributors" balance represents the amount of distributors' original purchase price that will be credited back to the distributor in the future. The wide range and variability of negotiated price concessions granted to distributors does not allow us to accurately estimate the portion of the balance in the deferred income on shipments to distributors account that will be credited back to the distributors. Therefore, we do not reduce deferred income on shipments to distributors or accounts receivable by anticipated future concessions; rather, price concessions are typically recorded against deferred income on shipments to distributors and accounts receivable when incurred, which is generally at the time the distributor sells the product. At March 31, 2011, we had approximately \$208.1 million of deferred revenue and \$68.1 million in deferred cost of sales recognized as \$140.0 million of deferred income on shipments to distributors. At March 31, 2010, we had approximately \$148.4 million of deferred revenue and \$49.5 million in deferred cost of sales recognized as \$98.9 million of deferred income on shipments to distributors. The deferred income on shipments to distributors that will ultimately be recognized in our income statement will be lower than the amount reflected on the balance sheet due to additional price credits to be granted to the distributors when the product is sold to their customers. These additional price credits historically have resulted in the deferred income approximating the overall gross margins that we recognize in the distribution channel of our business.

Distributor advances, reflected as a reduction of deferred income on shipments to distributors on our consolidated balance sheets, totaled \$71.9 million at March 31, 2011 and \$57.5 million at March 31, 2010. On sales to distributors, our payment terms generally require the distributor to settle amounts owed to us for an amount in excess of their ultimate cost. The sales price to our distributors may be higher than the amount that the distributors will ultimately owe us because distributors often negotiate price reductions after purchasing products from us and such reductions are often significant. It is our practice to apply these negotiated price discounts to future purchases, requiring the distributor to settle receivable balances, on a current basis, generally within 30 days, for amounts originally invoiced. This practice has an adverse impact on the working capital of our distributors. As such, we have entered into agreements with certain distributors whereby we advance cash to the distributors to reduce the distributor's working capital requirements. These advances are reconciled at least on a quarterly basis and are estimated based on the amount of ending inventory as reported by the distributor multiplied by a negotiated percentage. Such advances have no impact on our revenue recognition or our consolidated statements of income. We process discounts taken by distributors against our deferred income on shipments to distributors' balance and true-up the advanced amounts generally after the end of each completed fiscal quarter. The terms of these advances are set forth in binding legal agreements and are unsecured, bear no interest on unsettled balances and are due upon demand. The agreements governing these advances can be cancelled by us at any time.

We reduce product pricing through price protection based on market conditions, competitive considerations and other factors. Price protection is granted to distributors on the inventory they have on hand at the date the price protection is offered. When we reduce the price of our products, it allows the distributor to claim a credit against its outstanding accounts receivable balances based on the new price of the inventory it has on hand as of the date of the price reduction. There is no immediate revenue impact from the price protection, as it is reflected as a reduction of the deferred income on shipments to distributors' balance.

Products returned by distributors and subsequently scrapped have historically been immaterial to our consolidated results of operations. We routinely evaluate the risk of impairment of the deferred cost of sales component of the deferred income on shipments to distributors account. Because of the historically immaterial amounts of inventory that have been scrapped, and historically rare instances where discounts given to a distributor result in a price less than our cost, we believe the deferred costs are recorded at their approximate carrying value.

#### *Business Combinations*

All of our business combinations are accounted for at fair value under the acquisition method of accounting. Under the acquisition method of accounting, (i) acquisition-related costs, except for those costs incurred to issue debt or equity securities, will be expensed in the period incurred; (ii) non-controlling interests will be valued at fair value at the acquisition date; (iii) in-process research and development will be recorded at fair value as an intangible asset at the acquisition date and amortized once the technology reaches technological feasibility; (iv) restructuring costs associated with a business combination will be expensed subsequent to the acquisition date; and (v) changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date will be recognized through income tax expense or directly in contributed capital. The measurement of fair value of assets accrued and liabilities assumed requires significant judgment. The valuation of intangible assets and acquired investments in privately held companies, in particular, requires that we use valuation techniques such as the income approach. The income approach includes the use of a discounted cash flow model, which includes discounted cash flow scenarios and requires the following significant estimates: revenue, expenses, capital spending and other costs, and discount rates based on the respective risks of the cash flows. The valuation of non-marketable equity investments acquired also takes into account variables such as conditions reflected in the capital markets, recent financing activity by the investees, the investees' capital structure and the terms of the investees' issued interests.

We acquired SST on April 8, 2010 in a business combination that is accounted for under the acquisition method of accounting. We finalized our purchase price allocation of SST in the fourth quarter of fiscal 2011. The difference between the purchase price and the fair value of net identifiable assets acquired was recorded as goodwill. Refer to Note 2 for a summary of the April 8, 2010 purchase price allocation.

#### *Share-based Compensation*

We measure at fair value and recognize compensation expense for all share-based payment awards, including grants of employee stock options, restricted stock units (RSUs) and employee stock purchase rights, to be recognized in our financial statements based on their respective grant date fair values. Total share-based compensation in fiscal 2011 was \$36.8 million, of which \$30.0 million was reflected in operating expenses. Total share-based compensation included in cost of sales in fiscal 2011 was \$6.8 million. Total share-based compensation included in our inventory balance was \$3.5 million at March 31, 2011.

Determining the appropriate fair-value model and calculating the fair value of share-based awards at the date of grant requires judgment. The fair value of our RSUs is based on the fair market value of our common stock on the date of grant discounted for expected future dividends. We use the Black-Scholes option pricing model to estimate the fair value of employee stock options and rights to purchase shares under our employee stock purchase plans. Option pricing models, including the Black-Scholes model, require the use of input assumptions, including expected volatility, expected life, expected dividend rate, and expected risk-free rate of return. We use a blend of historical and implied volatility based on options freely traded in the open market as we believe this is most reflective of market conditions and a better indicator of expected volatility than using purely historical volatility. The expected life of the awards is based on historical and other economic data trended into the future. The risk-free interest rate assumption is based on observed interest rates appropriate for the terms of our awards. The dividend yield assumption is based on our history and expectation of future dividend payouts. We estimate the number of share-based awards that will be forfeited due to employee turnover. Quarterly changes in the estimated forfeiture rate can have a significant effect on reported share-based compensation, as the effect of adjusting the rate for all expense amortization after April 1, 2006 is recognized in the period the forfeiture estimate is changed. If the actual forfeiture rate is higher or lower than the estimated forfeiture rate, then an adjustment is made to increase or decrease the estimated forfeiture rate, which will result in a decrease or increase to the expense recognized in our financial statements. If forfeiture adjustments are made, they would affect our gross margin, research and development expenses, and selling, general, and administrative expenses. The effect of forfeiture adjustments in fiscal 2011 was immaterial.

We evaluate the assumptions used to value our awards on a quarterly basis. If factors change and we employ different assumptions, share-based compensation expense may differ significantly from what we have recorded in the past. If there are any modifications or cancellations of the underlying unvested securities, we may be required to accelerate, increase or cancel any remaining unearned share-based compensation expense. Future share-based compensation expense and unearned share-based compensation will increase to the extent that we grant additional equity awards to employees or we assume unvested equity awards in connection with acquisitions.

#### *Inventories*

Inventories are valued at the lower of cost or market using the first-in, first-out method. We write down our inventory for estimated obsolescence or unmarketable inventory in an amount equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those we projected, additional inventory write-downs may be required. Inventory impairment charges establish a new cost basis for inventory and charges are not subsequently reversed to income even if circumstances later suggest that increased carrying amounts are recoverable. In estimating our inventory obsolescence, we primarily evaluate estimates of demand over a 12-month period and record impairment charges for inventory on hand in excess of the estimated 12-month demand.

In periods where our production levels are substantially below our normal operating capacity, such as in the second half of fiscal 2009 and the first half of fiscal 2010, the reduced production levels of our manufacturing facilities are charged directly to cost of sales. Approximately \$18.6 million was charged to cost of sales in fiscal 2009, and approximately \$22.3 million was charged to cost of sales in fiscal 2010, as a result of decreased production in our wafer fabs. There were no such charges in fiscal 2011.

#### *Income Taxes*

As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual current tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included in our consolidated balance sheets. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income within the relevant jurisdiction and to the extent we believe that recovery is not likely, we must establish a valuation allowance. We have provided valuation allowances for certain of our deferred tax assets where it is more likely than not that some portion, or all of such assets, will not be realized. At March 31, 2011, the valuation allowances totaled \$50.4 million and consists of state net operating loss carryforwards, foreign tax credits and state tax credits. Should we determine that we would not be able to realize all or part of our net deferred tax asset in the future, an adjustment to the deferred tax asset would be charged to income in the period such determination was made. At March 31, 2011, our gross deferred tax asset was \$88.8 million.

Various taxing authorities in the U.S. and other countries in which we do business scrutinize the tax structures employed by businesses. Companies of our size and complexity are regularly audited by the taxing authorities in the jurisdictions in which they conduct significant operations. We are currently under audit by the U.S. Internal Revenue Service (IRS) for our fiscal years 2009 and 2010. Fiscal year 2011 is open for examination by tax authorities. We recognize liabilities for anticipated tax audit issues in the U.S. and other tax jurisdictions based on our estimate of whether, and the extent to which, additional tax payments are probable. We believe that we maintain appropriate tax reserves to offset any potential tax liabilities that may arise upon these and other pending audits in the U.S. and other countries in which we do business. If such amounts ultimately prove to be unnecessary, the resulting reversal of such reserves would result in tax benefits being recorded in the period the reserves are no longer deemed necessary. If such amounts ultimately prove to be less than an ultimate assessment, a future charge to expense would be recorded in the period in which the assessment is determined.

#### *Junior Subordinated Convertible Debentures*

We separately account for the liability and equity components of our junior subordinated convertible debentures in a manner that reflects our nonconvertible debt (unsecured debt) borrowing rate when interest cost is recognized. This results in a bifurcation of a component of the debt, classification of that component in equity and the accretion of the resulting discount on the debt to be recognized as part of interest expense in our consolidated statements of operations. Additionally, certain embedded features of the debentures qualify as derivatives and are bundled as a compound embedded derivative that is measured at fair value. Lastly, we include the dilutive effect of the shares of our common stock issuable upon conversion of the outstanding junior subordinated convertible debentures in our diluted income per share calculation regardless of whether the market price trigger or other contingent conversion feature has been met. We apply the treasury stock method as we have the intent and current ability to settle the principal amount of the junior subordinated convertible debentures in cash. This method results in incremental dilutive shares when the average fair value of our common stock for a reporting period exceeds the conversion price per share, which was \$29.04 at March 31, 2011, and adjusts as dividends are recorded in the future.



## Contingencies

In the ordinary course of our business, we are involved in a limited number of legal actions, both as plaintiff and defendant, and could incur uninsured liability in any one or more of them. We also periodically receive notifications from various third parties alleging infringement of patents, intellectual property rights or other matters. With respect to pending legal actions to which we are a party, although the outcomes of these actions are not generally determinable, we believe that the ultimate resolution of these matters will not have a material adverse effect on our financial position, cash flows or results of operations. Litigation relating to the semiconductor industry is not uncommon, and we are, and from time to time have been, subject to such litigation. No assurances can be given with respect to the extent or outcome of any such litigation in the future.

## Acquisition of Silicon Storage Technology, Inc. (SST)

On April 8, 2010, we acquired SST, a public company based in Sunnyvale, California, in a merger transaction for \$3.05 per share, or a total of \$353.8 million, which included \$295.4 million of cash consideration for the outstanding shares of SST common stock, and \$58.4 million of SST shares acquired by us on March 8, 2010. The fair value of the SST shares held by us on April 8, 2010, was equal to the fair value at March 8, 2010, the date the shares were acquired, and we did not recognize any gain or loss on such shares. The SST business acquired included a variety of different business units including a licensing business focused on opportunities in the embedded control market, a microcontroller business, a variety of memory businesses and a Wi-Fi power amplifier business. Our primary reason for this acquisition was to gain access to SST's SuperFlash technology and extensive patent portfolio, which we believe are critical building blocks for advanced microcontrollers. See Note 2 of the notes to consolidated financial statements for further discussion of our SST acquisition.

The amount of continuing SST revenue included in our consolidated statements of income in fiscal 2011 was \$228.3 million. The operations of SST were fully integrated into our operations as of October 1, 2010 and as such, cost of sales and operating expenses were no longer segregated in the third or fourth quarters of fiscal 2011. The amount of continuing SST revenue and earnings included in our condensed consolidated statements of income for the period April 9, 2010 to September 30, 2010 was \$114.9 million and \$17.4 million, respectively.

## Results of Continuing Operations

The following table sets forth certain operational data as a percentage of net sales for the years indicated:

	Year Ended March 31,		
	2011	2010	2009
Net sales	100.0%	100.0%	100.0%
Cost of sales	41.2	43.6	42.8
Gross profit	58.8	56.4	57.2
Research and development	11.5	12.8	12.8
Selling, general and administrative	15.3	17.7	17.9
Special charges	0.1	0.1	0.7
Operating income	31.9%	25.8%	25.8%

## Net Sales

We operate in two industry segments and engage primarily in the design, development, manufacture and marketing of semiconductor products as well as the licensing of Flash intellectual property. We sell our products to distributors and original equipment manufacturers, referred to as OEMs, in a broad range of market segments, perform ongoing credit evaluations of our customers and generally require no collateral. In certain circumstances, a customer's financial condition may require collateral, and, in such cases, the collateral would be provided primarily by letters of credit.

Our net sales of \$1,487.2 million in fiscal 2011 increased by \$539.5 million, or 56.9%, over fiscal 2010, and our net sales of \$947.7 million in fiscal 2010 increased by \$44.4 million, or 4.9%, over fiscal 2009. The increase in net sales in fiscal 2011 over fiscal 2010 was due primarily to improving semiconductor industry conditions, market share gains in our microcontroller and analog product lines, and an increase in net sales due to the acquisition of SST. The increase in net sales in fiscal 2010 over fiscal 2009 was due primarily to improving semiconductor industry conditions and market share gains in our microcontroller and analog product lines. Average selling prices for our semiconductor products were down approximately 1% in fiscal 2011 over fiscal 2010 and were down approximately 7% in fiscal 2010 over fiscal 2009. The number of units of our semiconductor products sold was up approximately 54% in fiscal 2011 over fiscal 2010 and up approximately 12% in fiscal 2010 over fiscal 2009. The average selling prices and the unit volumes of our sales are impacted by the mix of our products sold and overall semiconductor market conditions. Key factors impacting the amount of net sales during the last three fiscal years include:

- global economic conditions in the markets we serve;
- semiconductor industry conditions;
- our acquisition of SST;
- inventory holding patterns of our customers;
- increasing semiconductor content in our customers' products;
- customers' increasing needs for the flexibility offered by our programmable solutions;
- our new product offerings that have increased our served available market; and
- continued market share gains.

Sales by product line for the fiscal years ended March 31, 2011, 2010 and 2009 were as follows (dollars in thousands):

	Year Ended March 31,					
	2011	%	2010	%	2009	%
Microcontrollers	\$ 1,013,937	68.2	\$ 767,723	81.0	\$ 731,648	81.0
Memory products	221,219	14.9	80,158	8.5	89,336	9.9
Analog and interface products	177,994	12.0	99,848	10.5	82,313	9.1
Technology licensing	72,068	4.8	---	---	---	---
Other	1,987	0.1	---	---	---	---
Total Sales	\$ 1,487,205	100.0	\$ 947,729	100.0	\$ 903,297	100.0

#### Microcontrollers

Our microcontroller product line represents the largest component of our total net sales. Microcontrollers and associated application development systems accounted for approximately 68.2% of our total net sales in fiscal 2011 and approximately 81.0% of our total net sales in each of fiscal 2010 and fiscal 2009. The primary reason for the decrease in our microcontroller net sales as a percentage of our total net sales in fiscal 2011 compared to prior fiscal years is our acquisition of SST which resulted in an increase in our memory product and technology licensing sales.

Net sales of our microcontroller products increased approximately 32.1% in fiscal 2011 compared to fiscal 2010, and increased approximately 4.9% in fiscal 2010 compared to fiscal 2009. The increase in net sales in fiscal 2011 compared to fiscal 2010 and in fiscal 2010 compared to fiscal 2009 resulted primarily from improving semiconductor industry conditions in the end markets that we serve including the consumer, automotive, industrial control, communications and computing markets, as well as market share gains.

Historically, average selling prices in the semiconductor industry decrease over the life of any particular product. The overall average selling prices of our microcontroller products have remained relatively constant over time due to the proprietary nature of these products. We have experienced, and expect to continue to experience, moderate pricing pressure in certain microcontroller product lines, primarily due to competitive conditions. We have in the past been able to, and expect in the future to be able to, moderate average selling price declines in our microcontroller product lines by introducing new products with more features and higher prices. We may be unable to maintain average selling prices for our microcontroller products as a result of increased pricing pressure in the future, which could adversely affect our operating results.

#### Memory Products

Sales of our memory products accounted for approximately 14.9% of our total net sales in fiscal 2011, approximately 8.5% of our total net sales in fiscal 2010 and approximately 9.9% of our total net sales in fiscal 2009. The primary reason for the increase in our memory product net sales as a percentage of our total net sales in fiscal 2011 compared to prior fiscal years is our acquisition of SST's SuperFlash memory products.

Net sales of our memory products increased approximately 176% in fiscal 2011 compared to fiscal 2010, and decreased approximately 10.3% in fiscal 2010 compared to fiscal 2009. Excluding the SST memory product sales, our memory product sales increased approximately 20% in fiscal 2011 compared to fiscal 2010. The increase in net sales in fiscal 2011 compared to fiscal 2010 was driven primarily by increased revenue due to our acquisition of SST, improving semiconductor industry conditions and by customer demand conditions within the Serial EEPROM and Flash memory markets. The decrease in net sales in fiscal 2010 compared to fiscal 2009 was driven primarily by global economic conditions and by customer demand conditions within the Serial EEPROM market.

Memory product pricing has historically been cyclical in nature, with steep price declines followed by periods of relative price stability, driven by changes in industry capacity at different stages of the business cycle. We have experienced, and expect to continue to experience, varying degrees of competitive pricing pressures in our memory products. We may be unable to maintain the average selling prices of our memory products as a result of increased pricing pressure in the future, which could adversely affect our operating results.

### Analog and Interface Products

Sales of our analog and interface products accounted for approximately 12.0% of our total net sales in fiscal 2011, approximately 10.5% of our total net sales in fiscal 2010 and approximately 9.1% of our total net sales in fiscal 2009.

Net sales of our analog and interface products increased approximately 78.3% in fiscal 2011 compared to fiscal 2010 and increased approximately 21.3% in fiscal 2010 compared to fiscal 2009. The increase in net sales in fiscal 2011 compared to fiscal 2010 was driven primarily by improving semiconductor industry conditions, market share gains achieved within the analog and interface market and increased revenue due to our acquisition of SST. The increase in net sales in fiscal 2010 compared to fiscal 2009 was driven primarily by improving semiconductor industry conditions and market share gains achieved within the analog and interface market.

Analog and interface products can be proprietary or non-proprietary in nature. Currently, we consider more than 70% of our analog and interface product mix to be proprietary in nature, where prices are relatively stable, similar to the pricing stability experienced in our microcontroller products. The non-proprietary portion of our analog and interface business will experience price fluctuations, driven primarily by the current supply and demand for those products. We may be unable to maintain the average selling prices of our analog and interface products as a result of increased pricing pressure in the future, which could adversely affect our operating results. We anticipate the proprietary portion of our analog and interface products will increase over time.

### Technology Licensing

Technology licensing revenue from our acquisition of SST includes a combination of license fees and royalties associated with SST's technology licensed for the use of SuperFlash technology, and fees for engineering services. Technology licensing accounted for approximately 4.8% of our total net sales in fiscal 2011.

Revenue from technology licensing can fluctuate over time due to semiconductor industry and general economic conditions.

### Other

On February 16, 2011, we acquired Millennium Microtech Thailand (MMT), a provider of assembly and test services for semiconductor manufacturers. This acquisition was done to provide us with assembly and test expansion capabilities. Revenue from assembly and test subcontracting services performed during the fourth quarter of fiscal 2011 accounted for approximately 0.1% of our total net sales in fiscal 2011.

### Distribution

Distributors accounted for 58% of our net sales in fiscal 2011, approximately 61% of our net sales in fiscal 2010 and 64% of our net sales in fiscal 2009.

Our largest distributor accounted for approximately 10% of our net sales in fiscal 2011, approximately 12% of our net sales in fiscal 2010 and approximately 14% of our net sales in fiscal 2009. Our two largest distributors together accounted for approximately 14% of our net sales in fiscal 2011, approximately 17% of our net sales in fiscal 2010 and 19% of our net sales in fiscal 2009.

Generally, we do not have long-term agreements with our distributors and we, or our distributors, may terminate our relationship with each other with little or no advanced notice. The loss of, or the disruption in the operations of, one or more of our distributors could reduce our future net sales in a given quarter and could result in an increase in inventory returns.

At March 31, 2011, our distributors maintained 40 days of inventory of our products compared to 41 days at March 31, 2010 and 38 days at March 31, 2009. Over the past three fiscal years, the days of inventory maintained by our distributors have fluctuated between approximately 31 days and 42 days. We do not believe that inventory holding patterns at our distributors will materially impact our net sales, due to the fact that we recognize revenue based on sell-through for all of our distributors.

### Sales by Geography

Sales by geography for the fiscal years ended March 31, 2011, 2010 and 2009 were as follows (dollars in thousands):

	Year Ended March 31,					
	2011	%	2010	%	2009	%
Americas	\$ 310,735	20.9	\$ 231,398	24.4	\$ 228,922	25.3
Europe	334,911	22.5	237,354	25.1	257,407	28.5
Asia	841,559	56.6	478,977	50.5	416,968	46.2
Total Sales	<u>\$ 1,487,205</u>	<u>100.0</u>	<u>\$ 947,729</u>	<u>100.0</u>	<u>\$ 903,297</u>	<u>100.0</u>

Our sales to foreign customers have been predominately in Asia and Europe, which we attribute to the manufacturing strength in those areas for automotive, communications, computing, consumer and industrial control products. Americas sales include sales to customers in the U.S., Canada, Central America and South America.

Sales to foreign customers accounted for approximately 80% of our net sales in fiscal 2011, approximately 77% of our net sales in fiscal 2010 and approximately 75% of our net sales in fiscal 2009. Substantially all of our foreign sales are U.S. dollar denominated. The primary reason our sales to customers in Asia increased in fiscal 2011 compared to prior periods was due to our acquisition of SST whose sales are more heavily weighted to Asian customers compared to the rest of our business. Further, sales to customers in Asia have generally increased over time due to many of our customers transitioning their manufacturing operations to Asia and growth in demand from the emerging Asian market. Our sales force in the Americas and Europe supports a significant portion of the design activity for products which are ultimately shipped to Asia.

Sales to customers in China, including Hong Kong, accounted for approximately 25% of our net sales in each of fiscal 2011 and 2010 and approximately 23% of our net sales in fiscal 2009. Sales to customers in Taiwan accounted for approximately 13% of our net sales in fiscal 2011 and approximately 10% of our net sales in fiscal 2010. We did not have sales into any other countries that exceeded 10% of our net sales during the last three fiscal years.

#### *Gross Profit*

Our gross profit was \$874.4 million in fiscal 2011, \$534.2 million in fiscal 2010 and \$516.5 million in fiscal 2009. Gross profit as a percent of sales was 58.8% in fiscal 2011, 56.4% in fiscal 2010 and 57.2% in fiscal 2009.

The most significant factors affecting our gross profit percentage in the periods covered by this report were:

- production levels being at or above the range of normal capacity levels in the first half of fiscal 2009, the second half of fiscal 2010 and all of fiscal 2011, compared to production levels being below the range of our normal capacity, resulting in under absorption of fixed costs, in the second half of fiscal 2009 and the first half of fiscal 2010;
- the addition of licensing and SuperFlash Memory revenue in fiscal 2011 as a result of our acquisition of SST; and
- fluctuations in the product mix of microcontrollers, proprietary and non-proprietary analog products and Serial EEPROM products.

*Other factors that impacted our gross profit percentage in the periods covered by this report include:*

- for each of fiscal 2011 and fiscal 2009, inventory write-downs being higher than the gross margin impact of sales of inventory that was previously written down;
- continual cost reductions in wafer fabrication and assembly and test manufacturing, such as new manufacturing technologies and more efficient manufacturing techniques; and
- lower depreciation as a percentage of cost of sales.

We adjust our wafer fabrication and assembly and test capacity utilization as required to respond to actual and anticipated business and industry-related conditions. Our wafer fabrication facilities operated at or above normal capacity levels, which we typically consider to be 90% to 95% of the actual capacity of the installed equipment, during the first half of fiscal 2009, the fourth quarter of fiscal 2010 and all of fiscal 2011. However, during the third and fourth quarters of fiscal 2009, we reduced wafer starts at both Fab 2 and Fab 4 and implemented rotating unpaid time off at both fabrication facilities. The reduction in wafer starts and rotating unpaid time off were implemented to help control inventory levels due to adverse economic conditions in the markets we serve. Reduced levels of production continued into the third quarter of fiscal 2010. As a result of decreased production in our wafer fabs, approximately \$22.3 million was charged to cost of sales in fiscal 2010 and approximately \$18.6 million was charged to cost of sales in fiscal 2009. There were no such charges in fiscal 2011. In the future, if production levels are below normal capacity, we will charge cost of sales for the unabsorbed capacity. During the first half of fiscal 2010, we operated at levels below the total operating capacity of our Thailand facility due to adverse business conditions. During the second half of fiscal 2010 and all of fiscal 2011, as business conditions improved, we operated at normal levels of capacity at our Thailand facility, and we selectively increased our assembly and test capacity at such facility.

The process technologies utilized in our wafer fabs impact our gross margins. Fab 2 currently utilizes various manufacturing process technologies, but predominantly utilizes our 0.5 to 1.0 micron processes. Fab 4 predominantly utilizes our 0.22 to 0.5 micron processes. We continue to transition products to more advanced process technologies to reduce future manufacturing costs. All of our production has been on 8-inch wafers during the periods covered by this report.

Our overall inventory levels were \$180.8 million at March 31, 2011, compared to \$116.6 million at March 31, 2010 and \$131.5 million at March 31, 2009. We maintained 107 days of inventory on our balance sheet at March 31, 2011 compared to 97 days of inventory at March 31, 2010 and 134 days at March 31, 2009. Our inventory levels at March 31, 2011 were at the lower end of the range we have experienced over the past three years. We expect to grow inventory levels in the June 2011 quarter to allow us to maintain short lead times and support our customers' delivery requirements.

We anticipate that our gross margins will fluctuate over time, driven primarily by capacity utilization levels, the overall product mix of microcontroller, analog and interface, memory products and technology licensing revenue and the percentage of net sales of each of these products in a particular quarter, as well as manufacturing yields, fixed cost absorption, and competitive and economic conditions in the markets we serve.

At March 31, 2011, approximately 61% of our assembly requirements were performed in our Thailand facility, compared to approximately 65% at March 31, 2010 and approximately 77% at March 31, 2009. The percentage of our assembly work that is performed internally fluctuates over time based on supply and demand conditions in the semiconductor industry and our internal capacity capabilities. Third-party contractors located in Asia perform the balance of our assembly operations. At March 31, 2011, approximately 88% of our test requirements were performed in our Thailand facility compared to substantially all of our test requirements being performed in our Thailand facility in fiscal years 2010 and 2009. We believe that the assembly and test operations performed at our Thailand facility provide us with significant cost savings when compared to contractor assembly and test costs, as well as increased control over these portions of the manufacturing process. The primary reason for the decrease in the portion of assembly and test operations performed in our Thailand facility in fiscal 2011 compared to each of fiscal 2010 and fiscal 2009 was due to our acquisition of SST which had outsourced 100% of its assembly and test operations prior to being acquired by Microchip. We are bringing a portion of SST's assembly and test volume into our Thailand facilities over time.

We rely on outside wafer foundries for a portion of our wafer fabrication requirements. As a result of our acquisition of SST, we have become more reliant on outside foundries for our wafer fabrication requirements. In fiscal 2011, approximately 20% of our total net sales related to products which were purchased from outside wafer foundries.

Our use of third parties involves some reduction in our level of control over the portions of our business that we subcontract. While we review the quality, delivery and cost performance of our third-party contractors, our future operating results could suffer if any third-party contractor is unable to maintain manufacturing yields, assembly and test yields and costs at approximately their current levels.

#### *Research and Development (R&D)*

R&D expenses for fiscal 2011 were \$170.6 million, or 11.5% of sales, compared to \$120.8 million, or 12.8% of sales, for fiscal 2010 and \$115.5 million, or 12.8% of sales, for fiscal 2009. We are committed to investing in new and enhanced products, including development systems software, and in our design and manufacturing process technologies. We believe these investments are significant factors in maintaining our competitive position. R&D costs are expensed as incurred. Assets purchased to support our ongoing research and development activities are capitalized when related to products which have achieved technological feasibility or that have alternative future uses and are amortized over their expected useful lives. R&D expenses include labor, depreciation, masks, prototype wafers, and expenses for the development of process technologies, new packages, and software to support new products and design environments.

R&D expenses increased \$49.8 million, or 41.2%, for fiscal 2011 over fiscal 2010. The primary reasons for the dollar increase in R&D costs in fiscal 2011 compared to fiscal 2010 were higher salary and bonus costs and additional costs from our acquisition of SST. R&D expenses increased \$5.3 million, or 4.6%, for fiscal 2010 over fiscal 2009. The primary reasons for the dollar increase in R&D costs in fiscal 2010 compared to fiscal 2009 were higher salary and bonus costs related to restoring previous reductions in compensation programs due to improving business conditions.

#### *Selling, General and Administrative*

Selling, general and administrative expenses for fiscal 2011 were \$227.8 million, or 15.3% of sales, compared to \$167.2 million, or 17.7% of sales, for fiscal 2010, and \$161.2 million, or 17.9% of sales, for fiscal 2009. Selling, general and administrative expenses include salary expenses related to field sales, marketing and administrative personnel, advertising and promotional expenditures and legal expenses. Selling, general and administrative expenses also include costs related to our direct sales force and field applications engineers who work in sales offices worldwide to stimulate demand by assisting customers in the selection and use of our products.

Selling, general and administrative expenses increased \$60.6 million, or 36.2%, for fiscal 2011 over fiscal 2010. The primary reasons for the dollar increase in selling, general and administrative expenses in fiscal 2011 over fiscal 2010 were higher salary and bonus costs and additional costs from our acquisition of SST. Selling, general and administrative expenses increased \$6.0 million, or 3.7%, for fiscal 2010 over fiscal 2009. The primary reasons for the dollar increase in selling, general and administrative expenses in fiscal 2010 over fiscal 2009 were higher salary and bonus costs related to restoring previous reductions in compensation programs due to improving business conditions.

Selling, general and administrative expenses fluctuate over time, primarily due to revenue and operating expense investment levels.

#### *Special Charges*

##### SST Acquisition

During fiscal 2011, we incurred \$1.9 million of severance-related and office closure costs associated with our acquisition of SST.

##### Patent Licenses

During the first quarter of fiscal 2010, we agreed to the terms of a patent license with an unrelated third party and signed an agreement on July 9, 2009. The patent license settled alleged infringement claims. The total payment made to the third-party in July 2009 was \$1.4 million, \$1.2 million of which was expensed in the first quarter of fiscal 2010 and the remaining \$0.2 million was recorded as a prepaid royalty that was amortized over the remaining life of the patent, which expired in June 2010.

We entered into a patent portfolio license effective March 31, 2009 with an unrelated third-party that covered both issued patents and patent applications and settled alleged infringement claims. The total payment made to the third-party was \$8.25 million, \$4.0 million of which was expensed in the fourth quarter of fiscal 2009 and the remaining \$4.25 million of which was recorded as a prepaid royalty that will be amortized over the life of the patents. We entered into another agreement with the same unrelated third party in March 2011 and \$2.75 million was paid covering patent applications for future technology to be licensed. The \$2.75 million was recorded as a prepaid royalty that will be amortized over the life of the patents.

##### Expenses Associated with the Abandonment of the Atmel Acquisition

On October 2, 2008, we and ON Semiconductor Corporation announced that we had sent a proposal to the Board of Directors of Atmel Corporation to acquire Atmel for \$5.00 per share in cash or a total of approximately \$2.3 billion. On October 29, 2008, Atmel announced that its Board of Directors had determined that the unsolicited proposal was inadequate. On February 10, 2009, we announced our termination of our consideration of a potential transaction with Atmel in light of the economic uncertainty and the lack of visibility with respect to Atmel's business not allowing us to put a value on Atmel. In the fourth quarter of fiscal 2009, we expensed \$1.6 million of various costs associated with the terminated proposal.

##### In-Process Research and Development

During the third quarter of fiscal 2009, we completed our acquisition of Hampshire Company, a leader in the large format touch screen controller market. As a result of the acquisition, we incurred a \$0.5 million in-process research and development charge in the third quarter of fiscal 2009.

During the fourth quarter of fiscal 2009, we completed the acquisition of HI-TECH Software, a provider of software development tools and compilers. As a result of the acquisition, we incurred a \$0.2 million in-process research and development charge in the fourth quarter of fiscal 2009.

During the fourth quarter of fiscal 2009, we completed our acquisition of R&E International, a leader in developing innovative integrated circuits for smoke and carbon monoxide detectors and other life-safety systems. As a result of the acquisition, we incurred a \$0.2 million in-process research and development charge in the fourth quarter of fiscal 2009.

### *Other Income (Expense)*

Interest income in fiscal 2011 increased to \$16.0 million from \$15.3 million in fiscal 2010. Interest income in fiscal 2010 decreased to \$15.3 million from \$32.5 million in fiscal 2009. The primary reason for the increase in interest income in fiscal 2011 over fiscal 2010 was a higher rate of return realized on certain of our investments. The primary reason for the decrease in interest income in fiscal 2010 over fiscal 2009 was lower interest rates on our short-term investments. Interest expense related to our 2.125% junior subordinated convertible debentures in fiscal 2011 was \$31.5 million, compared to \$31.2 million in fiscal 2010 and \$29.4 million in fiscal 2009. Other income, net in fiscal 2011 was \$1.9 million compared to other income, net of \$8.7 million in fiscal 2010 and other expense, net of \$4.4 million in fiscal 2009. The decrease in other income, net during fiscal 2011 compared to fiscal 2010 primarily relates to \$7.5 million of gains on trading securities during fiscal 2010. The increase in other income, net in fiscal 2010 compared to fiscal 2009 primarily relates to \$7.5 million of gains on trading securities during fiscal 2010 compared to \$7.3 million of losses on trading securities during fiscal 2009. These gains and losses were a result of market fluctuations in the value of certain strategic investments in publicly traded companies, which we classified as trading securities. There were no such gains or losses in fiscal 2011.

### *Provision for Income Taxes*

Provisions for income taxes reflect tax on our foreign earnings and federal and state tax on our U.S. earnings. Our effective tax rate on income from continuing operations was 6.8% in fiscal 2011, our effective tax rate was 8.8% in fiscal 2010 and our effective tax benefit was 5.8% in fiscal 2009. Excluding one-time tax events, our effective tax rate is lower than statutory rates in the U.S. primarily due to our mix of earnings in foreign jurisdictions with lower tax rates, changes in tax regulations and the reinstatement of the R&D tax credit in the third quarter of fiscal 2011. Our effective tax rate in fiscal 2011 includes a \$24.4 million benefit related to various items including a settlement with the IRS for our fiscal 2006 through fiscal 2008 tax audits, the expiration of the statute of limitations on various tax reserves, and a charge related to a corporate restructuring. This benefit reduced our effective tax rate from continuing operations by 5.4 percentage points to an effective tax rate of 6.8%. Our effective tax rate in fiscal 2010 includes a \$8.5 million U.S. tax benefit related to our settlement with the IRS for our fiscal 2002 through fiscal 2004 tax audits. This benefit reduced our effective tax rate by 3.6 percentage points to an effective tax rate of 8.8%. Our effective tax rate in fiscal 2009 includes a \$16.9 million U.S. tax benefit related to our settlement with the IRS for our fiscal 2005 tax audit and a \$33.0 million tax reserve release associated with a favorable clarification of tax regulations which had an ongoing benefit on our effective tax rate. Combined, these tax benefits reduced our effective tax rate by 21.5 percentage points to an effective tax benefit of 5.8%.

Various taxing authorities in the U.S. and other countries in which we do business are increasing their scrutiny of the tax structures employed by businesses. Companies of our size and complexity are regularly audited by the taxing authorities in the jurisdictions in which they conduct significant operations. We are currently under audit by the IRS for our fiscal years 2009 and 2010. Fiscal year 2011 is open for examination by tax authorities. We recognize liabilities for anticipated tax audit issues in the U.S. and other tax jurisdictions based on our estimate of whether, and the extent to which, additional tax payments are probable. We believe that we maintain adequate tax reserves to offset any potential tax liabilities that may arise upon these and other pending audits in the U.S. and other countries in which we do business. If such amounts ultimately prove to be unnecessary, the resulting reversal of such reserves would result in tax benefits being recorded in the period the reserves are no longer deemed necessary. If such amounts ultimately prove to be less than any final assessment, a future charge to expense would be recorded in the period in which the assessment is determined.

Our Thailand manufacturing operations currently benefit from numerous tax holidays that have been granted to us by the Thailand government based on our investments in property, plant and equipment in Thailand. Our tax holiday periods in Thailand expire at various times in the future and any expiration of our tax holidays in Thailand are expected to have a minimal impact on our overall tax expense due to other tax holidays and increases in income in other taxing jurisdictions with lower statutory rates.

### **Results of Discontinued Operations**

As a result of our acquisition of SST, certain of SST's product lines were marketed for sale based on management's decision regarding them not being a strategic fit into our product portfolio. The discontinued businesses include various memory product lines. For financial statement purposes, the net assets and results of operations for these discontinued businesses have been segregated from those of the continuing operations and are presented in our consolidated financial statements as discontinued operations and assets held for sale. On May 21, 2010, we completed a transaction to sell one of the businesses acquired from SST to Greenliant Systems, Ltd. The sale price in this transaction was determined by management to represent fair value, and accordingly, no gain or loss was recognized on the sale of the net assets. In this sale, we disposed of approximately \$23.6 million of assets held for sale, primarily comprised of inventory, property, plant and equipment, intangible assets and non-marketable securities. Consideration in the transaction was in the form of cash and notes receivable from Greenliant Systems, Ltd. On July 8, 2010, we granted an exclusive limited license for certain Serial NOR-Flash products to Professional Computer Technology, Ltd. (PCT). The license is limited to certain industry segments and geographic regions and excludes certain multinational customers. PCT has no license to sell these products to any other industry segment or geographic region other than as set forth in our agreement with them.

The net loss from discontinued operations in fiscal 2011 was \$10.2 million, or \$0.05 per diluted share. Contributing to the net loss from discontinued operations in fiscal 2011 was \$9.4 million of inventory write-downs related to discontinued operations. As of March 31, 2011, there were no assets held for sale remaining on our consolidated balance sheet.

### **Liquidity and Capital Resources**

We had \$1,708.3 million in cash, cash equivalents and short-term and long-term investments at March 31, 2011, an increase of \$176.8 million from the March 31, 2010 balance. The increase in cash, cash equivalents and short-term and long-term investments over this time period is primarily attributable to cash generated by operating activities being offset by dividend payments of \$256.8 million during fiscal year 2011, and cash of \$112.7 million used to acquire SST, net of cash received in that acquisition.

Net cash provided from operating activities was \$582.7 million for fiscal 2011, \$452.0 million for fiscal 2010 and \$308.7 million for fiscal 2009. The increase in cash flow from operations in fiscal 2011 compared to fiscal 2010 was primarily due to higher net income in fiscal 2011 partially offset by fiscal 2010 proceeds of \$87.0 million of trading securities which were sold during that year. The increase in cash flow from operations in fiscal 2010 compared to fiscal 2009 was primarily due to net sales of trading securities in fiscal 2010 of \$87.0 million, compared to net purchases of trading securities of \$73.5 million in fiscal 2009. The lower net income in fiscal 2010 was also offset by changes in working capital.

Net cash used in investing activities was \$187.9 million for fiscal 2011, \$195.3 million for fiscal 2010 and \$19.8 million in fiscal 2009. The decrease in net cash used in investing activities in fiscal 2011 compared to fiscal 2010 was primarily due to an increase in cash related to changes in our net purchases, sales and maturities of short-term and long-term investments being partially offset by cash used to acquire SST and higher capital expenditures in fiscal 2011. The increase in net cash used in investing activities in fiscal 2010 compared to fiscal 2009 was primarily due to changes in our net purchases, sales and maturities of short-term and long-term investments offset by lower capital expenditures in fiscal 2010 and \$58.4 million used on an investment in the common stock of SST at \$3.05 per share.

Net cash used in financing activities was \$183.0 million for fiscal 2011, \$211.0 million for fiscal 2010 and \$330.2 million for fiscal 2009. Proceeds from the exercise of stock options and employee purchases under our employee stock purchase plans were \$71.9 million for fiscal 2011, \$36.5 million for fiscal 2010 and \$33.6 million for fiscal 2009. We paid cash dividends to our shareholders of \$256.8 million in fiscal 2011, \$249.6 million in fiscal 2010, and \$246.7 million in fiscal 2009. Cash expended for the repurchase of our common stock was \$123.9 million in fiscal 2009. No amounts were expended in fiscal 2011 or fiscal 2010 for the repurchase of our common stock.

Our level of capital expenditures varies from time to time as a result of actual and anticipated business conditions. Capital expenditures were \$124.5 million in fiscal 2011, \$47.6 million in fiscal 2010 and \$102.4 million in fiscal 2009. The higher capital expenditure activity in fiscal 2011 compared to the prior fiscal years was primarily driven by increased production requirements to support increases in revenue. Capital expenditures are primarily for the expansion of production capacity and the addition of research and development equipment. We currently intend to spend approximately \$125 million during the next twelve months to invest in equipment and facilities to maintain, and selectively increase, capacity to meet our currently anticipated needs.

We expect to finance our capital expenditures through our existing cash balances and cash flows from operations. We believe that the capital expenditures anticipated to be incurred over the next twelve months will provide sufficient manufacturing capacity to meet our currently anticipated needs.

We enter into derivative transactions from time to time in an attempt to reduce our exposure to currency rate fluctuations. Although none of the countries in which we conduct significant foreign operations have had a highly inflationary economy in the last five years, there is no assurance that inflation rates or fluctuations in foreign currency rates in countries where we conduct operations will not adversely affect our operating results in the future. At March 31, 2011, we had no foreign currency-forward contracts outstanding.

On December 11, 2007, we announced that our Board of Directors had authorized the repurchase of up to 10 million shares of our common stock in the open market or in privately negotiated transactions. As of March 31, 2011, we had repurchased 7.5 million shares under this 10 million share authorization for a total of \$234.7 million. There is no expiration date associated with this program. The timing and amount of future repurchases will depend upon market conditions, interest rates, and corporate considerations.

As of March 31, 2011, we held approximately 29.2 million shares as treasury shares.



On October 28, 2002, we announced that our Board of Directors had approved and instituted a quarterly cash dividend on our common stock. The initial quarterly dividend of \$0.02 per share was paid on December 6, 2003 in the amount of \$4.1 million. To date, our cumulative dividend payments have totaled approximately \$1,407.4 million. During fiscal 2011, we paid dividends in the amount of \$1.374 per share for a total dividend payment of \$256.8 million. During fiscal 2010, we paid dividends in the amount of \$1.359 per share for a total dividend payment of \$249.6 million. During fiscal 2009, we paid dividends in the amount of \$1.346 per share for a total dividend payment of \$246.7 million. On May 5, 2011, we declared a quarterly cash dividend of \$0.346 per share, which will be paid on June 2, 2011, to stockholders of record on May 19, 2011 and the total amount of such dividend is expected to be approximately \$65.7 million. Our Board is free to change our dividend practices at any time and to increase or decrease the dividend paid, or not to pay a dividend, on our common stock on the basis of our results of operations, financial condition, cash requirements and future prospects, and other factors deemed relevant by our Board. Our current intent is to provide for ongoing quarterly cash dividends depending upon market conditions and our results of operations.

We believe that our existing sources of liquidity combined with cash generated from operations will be sufficient to meet our currently anticipated cash requirements for at least the next 12 months. However, the semiconductor industry is capital intensive. In order to remain competitive, we must constantly evaluate the need to make significant investments in capital equipment for both production and research and development. We may seek additional equity or debt financing from time to time to maintain or expand our wafer fabrication and product assembly and test facilities, or for acquisitions or other purposes. The timing and amount of any such financing requirements will depend on a number of factors, including demand for our products, changes in industry conditions, product mix, competitive factors and our ability to identify suitable acquisition candidates. There can be no assurance that such financing will be available on acceptable terms, and any additional equity financing would result in incremental ownership dilution to our existing stockholders.

### Contractual Obligations

The following table summarizes our significant contractual obligations at March 31, 2011, and the effect such obligations are expected to have on our liquidity and cash flows in future periods. This table excludes amounts already recorded on our balance sheet as current liabilities at March 31, 2011 (dollars in thousands):

	Payments Due by Period				
	Total	Less than 1 year	1 – 3 years	3 – 5 years	More than 5 years
Operating lease obligations	\$ 30,856	\$ 8,785	\$ 11,778	\$ 6,307	\$ 3,986
Capital purchase obligations <sup>(1)</sup>	34,858	34,858	---	---	---
Other purchase obligations and commitments <sup>(2)</sup>	41,207	39,358	1,648	193	8
2.125% junior convertible debentures – principal and interest <sup>(3)</sup>	1,802,685	24,438	48,875	48,875	1,680,497
<b>Total contractual obligations <sup>(4)</sup></b>	<b>\$ 1,909,606</b>	<b>\$ 107,439</b>	<b>\$ 62,301</b>	<b>\$ 55,375</b>	<b>\$ 1,684,491</b>

<sup>(1)</sup> Capital purchase obligations represent commitments for construction or purchases of property, plant and equipment. These obligations were not recorded as liabilities on our balance sheet as of March 31, 2011, as we have not yet received the related goods or taken title to the property.

<sup>(2)</sup> Other purchase obligations and commitments include payments due under various types of licenses and outstanding purchase commitments with our wafer foundries of approximately \$37.3 million for delivery in fiscal 2012.

<sup>(3)</sup> For purposes of this table we have assumed that the principal of our convertible debentures will be paid on December 31, 2037.

<sup>(4)</sup> Total contractual obligations do not include contractual obligations recorded on the balance sheet as current liabilities, or certain purchase obligations as discussed below. The contractual obligations also do not include amounts related to uncertain tax positions because reasonable estimates cannot be made.

Purchase orders or contracts for the purchase of raw materials and other goods and services are not included in the table above. We are not able to determine the aggregate amount of such purchase orders that represent contractual obligations, as purchase orders may represent authorizations to purchase rather than binding agreements. For the purpose of this table, contractual obligations for the purchase of goods or services are defined as agreements that are enforceable and legally binding on us and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Our purchase orders are based on our current manufacturing needs and are fulfilled by our vendors with short time horizons. We do not have significant agreements for the purchase of raw materials or other goods specifying minimum quantities or set prices that exceed our expected requirements for three months. We also enter into contracts for outsourced services; however, the obligations under these contracts were not significant and the contracts generally contain clauses allowing for cancellation without significant penalty.

The expected timing of payment of the obligations discussed above is estimated based on current information. Timing of payments and actual amounts paid may be different depending on the time of receipt of goods or services or changes to agreed-upon amounts for some obligations.

#### Off-Balance Sheet Arrangements

As of March 31, 2011, we are not involved in any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

#### Recently Issued Accounting Pronouncements

In October 2009, the Financial Accounting Standards Board (FASB) issued new standards for revenue recognition with multiple deliverables. These new standards impact the determination of when the individual deliverables included in a multiple-element arrangement may be treated as separate units of accounting. Additionally, these new standards modify the manner in which the transaction consideration is allocated across the separately identified deliverables by no longer permitting the residual method of allocating arrangement consideration. These new standards are required to be adopted in the first quarter of fiscal 2012. We do not expect these new standards to have a material effect on our consolidated financial statements.

In October 2009, the FASB issued new standards for the accounting for certain revenue arrangements that include software elements. These new standards amend the scope of pre-existing software revenue guidance by removing from the guidance non-software components of tangible products and certain software components of tangible products. These new standards are required to be adopted in the first quarter of fiscal 2012. We do not expect these new standards to have a material effect on our consolidated financial statements.

In April 2010, the FASB issued amended accounting guidance for vendors who apply the milestone method of revenue recognition to research and development arrangements. The amended guidance applies to arrangements with payments that are contingent, at inception, upon achieving substantively uncertain future events or circumstances. The amended guidance is effective on a prospective basis for us for milestones achieved on or after April 1, 2011. We do not expect these new standards to have a material effect on our consolidated financial statements.

#### Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our investments are intended to establish a high-quality portfolio that preserves principal, meets liquidity needs, avoids inappropriate concentrations, and delivers an appropriate yield in relationship to our investment guidelines and market conditions. Our investment portfolio, consisting of fixed income securities, money market funds, cash deposits, and marketable securities that we hold on an available-for-sale basis, was \$1,708.3 million as of March 31, 2011 compared to \$1,506.6 million as of March 31, 2010, and we had no trading securities balance as of March 31, 2011 compared to \$24.9 million in trading securities as of March 31, 2010. The available-for-sale debt securities, like all fixed income instruments, are subject to interest rate risk and will decline in value if market interest rates increase. We have the ability to hold our fixed income investments until maturity and, therefore, we would not expect to recognize any material adverse impact in income or cash flows if market interest rates increase. The following table provides information about our available-for-sale securities that are sensitive to changes in interest rates. We have aggregated our available-for-sale securities for presentation purposes since they are all very similar in nature (dollars in thousands):

	Financial instruments maturing during the fiscal year ended March 31,					
	2012	2013	2014	2015	2016	Thereafter
Available-for-sale securities	\$ 144,771	\$ 323,507	\$ 493,296	\$ ---	\$ ---	\$ 12,475
Weighted-average yield rate	1.79%	1.69%	1.30%	---	---	2.28%

At March 31, 2011, \$12.5 million of the fair value of our investment portfolio was invested in ARS. Historically, the carrying value of ARS approximated fair value due to the frequent resetting of the interest rates. If an auction fails for amounts we have invested, our investment will not be liquid. With the continuing liquidity issues experienced in the global credit and capital markets, our ARS have experienced multiple failed auctions. While we continue to earn interest on these investments based on a pre-determined formula with spreads tied to particular interest rate indices, the estimated market value for a portion of these ARS no longer approximates the original purchase value.

The fair value of the failed ARS of \$12.5 million has been estimated based on market information and estimates determined by management and could change significantly based on market conditions. We evaluated the impairments in the value of these ARS, determining our intent to sell these securities prior to the recovery of our amortized cost basis resulted in the securities being other-than-temporarily impaired and recognized impairment charges on these investments of \$1.6 million in fiscal 2011 and \$4.7 million in fiscal 2010. If the issuers are unable to successfully close future auctions or if their credit ratings deteriorate further, we may be required to further adjust the carrying value of the investments through an additional impairment charge to earnings.

#### *Investments in Marketable Equity Investments*

Our available-for-sale marketable equity investments at March 31, 2011 consist of shares of public company common stock, the value of which is determined by the closing price of such shares on the respective markets on which the shares are traded as of the balance sheet date. These investments are classified as marketable securities and accounted for under the provisions of ASC 320 *Investments -- Debt and Equity Securities*. The market value of these investments was approximately \$26.9 million at March 31, 2011 compared to our cost basis of approximately \$26.2 million. The value of our investments in these securities would be materially impacted if there was a significant change in the market price of the shares. A hypothetical 30% favorable or unfavorable change in the stock prices compared to the stock prices at March 31, 2011 would have affected the value of our investments in marketable equity securities by approximately \$8.0 million. See Note 5 to our consolidated financial statements for additional information about our investments in these marketable securities.

#### *Investments in Non-Marketable Equity Investments*

We have investments in several privately held companies, including those that we acquired as a result of our SST acquisition that SST had purchased to support its strategic initiatives. These companies range from early-stage companies to more mature companies with established revenue and business models. These companies are dependent upon successful execution of their product and technology development, acceptance of their products and technology in the markets they serve, and financial and operational efficiency. If any of these private companies are unsuccessful in these and other related initiatives, or if there are factors beyond their control in the markets which they serve, their performance could be affected materially resulting in a loss of some or all of their value, which would in turn require us to determine if an other-than-temporary impairment to fair value exists in such investments. If an other-than-temporary impairment of fair value exists, we will need to write down the investment to its fair value and recognize the related impairment charge to our income statement. Our non-marketable equity investments, excluding those accounted for under the equity method, had a carrying amount of \$5.6 million as of March 31, 2011. As of March 31, 2011, the carrying amount of our non-marketable equity method investments was \$2.1 million.

### **Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The consolidated financial statements listed in the index appearing under Item 15(a)(1) hereof are filed as part of this Form 10-K. See also Index to Financial Statements, below.

### **Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

## **Item 9A. CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this Annual Report on Form 10-K, as required by paragraph (b) of Rule 13a-15 or Rule 15d-15 under the Securities Exchange Act of 1934, as amended, we evaluated under the supervision of our Chief Executive Officer and our Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934, as amended). Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 (i) is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Our disclosure controls and procedures are designed to provide reasonable assurance that such information is accumulated and communicated to our management. Our disclosure controls and procedures include components of our internal control over financial reporting. Management's assessment of the effectiveness of our internal control over financial reporting is expressed at the level of reasonable assurance because a control system, no matter how well designed and operated, can provide only reasonable, but not absolute, assurance that the control system's objectives will be met.

### **Management Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on our financial statements.

Management assessed our internal control over financial reporting as of March 31, 2011, the end of our fiscal year. Management based its assessment on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included evaluation of such elements as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies, and our overall control environment. This assessment is supported by testing and monitoring performed by our finance organization.

Based on our assessment, management has concluded that our internal control over financial reporting was effective as of the end of the fiscal year to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles. We reviewed the results of management's assessment with the Audit Committee of our Board of Directors.

Ernst & Young LLP, an independent registered public accounting firm, who audited our consolidated financial statements included in this Form 10-K has issued an attestation report on our internal control over financial reporting, which is included in Part II, Item 9A.

### **Changes in Internal Control over Financial Reporting**

During the three months ended March 31, 2011, there was no change in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or Rule 15d-15 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

***The Board of Directors and Stockholders of  
Microchip Technology Incorporated and subsidiaries***

We have audited Microchip Technology Incorporated and subsidiaries' internal control over financial reporting as of March 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Microchip Technology Incorporated and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Microchip Technology Incorporated and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of March 31, 2011, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the March 31, 2011 consolidated financial statements of Microchip Technology Incorporated and subsidiaries and our report dated May 31, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Phoenix, Arizona  
May 31, 2011

**Item 9B. OTHER INFORMATION**

In fiscal 2011, each of Steve Sanghi, our Chairman, Chief Executive Officer and President, J. Eric Bjornholt, our Chief Financial Officer, Mitch Little, our Vice President, Worldwide Sales and Applications, Steve Drehobl, our Vice President, Security, Microcontroller and Technology Division, and Rich Simoncic, our Vice President, Analog and Interface Products Division, entered into trading plans as contemplated by Rule 10b-5-1 under the Securities Exchange Act of 1934 and periodic sales of our common stock are expected to occur under such plans.

The foregoing disclosure is being made on a voluntary basis and not pursuant to any specific requirement under Form 10-K, Form 8-K or otherwise.

**PART III**

**Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information on the members of our Board of Directors is incorporated herein by reference to our proxy statement for our 2011 annual meeting of stockholders under the captions "The Board of Directors," and "Proposal One – Election of Directors."

Information on the composition of our audit committee and the members of our audit committee, including information on our audit committee financial experts, is incorporated by reference to our proxy statement for our 2011 annual meeting of stockholders under the caption "The Board of Directors – Committees of the Board of Directors – Audit Committee."

Information on our executive officers is provided in Item 1, Part I of this Form 10-K under the caption "Executive Officers of the Registrant" at page 10, above.

Information with respect to compliance with Section 16(a) of the Securities Exchange Act of 1934, as amended, is incorporated herein by reference to our proxy statement for our 2011 annual meeting of stockholders under the caption "Section 16(a) Beneficial Ownership Reporting Compliance."

Information with respect to our code of ethics that applies to our directors, executive officers (including our principal executive officer and our principal financial and accounting officer) and employees is incorporated by reference to our proxy statement for our 2011 annual meeting of stockholders under the caption "Code of Ethics." A copy of the Code of Ethics is available on our website at the Investor Relations section under Mission Statement/Corporate Governance on [www.microchip.com](http://www.microchip.com).

Information regarding material changes, if any, to procedures by which security holders may recommend nominees to our Board of Directors is incorporated by reference to our proxy statement for the 2011 annual meeting of stockholders under the caption "Requirements, Including Deadlines, for Receipt of Stockholder Proposals for the 2011 Annual Meeting of Stockholders; Discretionary Authority to Vote on Stockholder Proposals."

**Item 11. EXECUTIVE COMPENSATION**

Information with respect to executive compensation is incorporated herein by reference to the information under the caption "Executive Compensation" in our proxy statement for our 2011 annual meeting of stockholders.

Information with respect to director compensation is incorporated herein by reference to the information under the caption "The Board of Directors – Director Compensation" in our proxy statement for our 2011 annual meeting of stockholders.

Information with respect to compensation committee interlocks and insider participation in compensation decisions is incorporated herein by reference to the information under the caption "The Board of Directors – Compensation Committee Interlocks and Insider Participation" in our proxy statement for our 2011 annual meeting of stockholders.

Our Board compensation committee report on executive compensation is incorporated herein by reference to the information under the caption "Executive Compensation – Compensation Committee Report on Executive Compensation" in our proxy statement for our 2011 annual meeting of stockholders.

**Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Information with respect to securities authorized for issuance under our equity compensation plans is incorporated herein by reference to the information under the caption "Executive Compensation – Equity Compensation Plan Information" in our proxy statement for our 2011 annual meeting of stockholders.

Information with respect to security ownership of certain beneficial owners, members of our Board of Directors and management is incorporated herein by reference to the information under the caption "Security Ownership of Principal Stockholders, Directors and Executive Officers" in our proxy statement for our 2011 annual meeting of stockholders.

**Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item pursuant to Item 404 of Regulation S-K is incorporated by reference to the information under the caption "Certain Transactions" contained in our proxy statement for our 2011 annual meeting of stockholders.

The information required by this Item pursuant to Item 407(a) of Regulation S-K regarding the independence of our directors is incorporated by reference to the information under the caption "Meetings of the Board of Directors" contained in our proxy statement for our 2011 annual meeting of stockholders.

**Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this Item related to principal accountant fees and services as well as related pre-approval policies is incorporated by reference to the information under the caption "Independent Registered Public Accounting Firm" contained in our proxy statement for our 2011 annual meeting of stockholders.

**PART IV**

**Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as part of this Form 10-K:

	Page No.
(1) Financial Statements:	
Report of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheets as of March 31, 2011 and 2010	F-2
Consolidated Statements of Income for each of the three years in the period ended March 31, 2011	F-3
Consolidated Statements of Cash Flows for each of the three years in the period ended March 31, 2011	F-4
Consolidated Statements of Stockholders' Equity for each of the three years in the period ended March 31, 2011	F-5
Notes to Consolidated Financial Statements	F-6

(2) Financial Statement Schedules

(3) The Exhibits filed with this Form 10-K or incorporated herein by reference are set forth in the Exhibit Index beginning on page 50 hereof, which Exhibit Index is incorporated herein by this reference.

(b) See Item 15(a)(3) above.

(c) See "Index to Financial Statements" included under Item 8 to this Form 10-K.



## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

**MICROCHIP TECHNOLOGY INCORPORATED**  
(Registrant)

Date: May 31, 2011

By: /s/ Steve Sanghi  
Steve Sanghi  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Steve Sanghi</u> Steve Sanghi	Director, President and Chief Executive Officer	May 31, 2011
<u>/s/ Albert J. Hugo-Martinez</u> Albert J. Hugo-Martinez	Director	May 31, 2011
<u>/s/ L.B. Day</u> L.B. Day	Director	May 31, 2011
<u>/s/ Matthew W. Chapman</u> Matthew W. Chapman	Director	May 31, 2011
<u>/s/ Wade F. Meyercord</u> Wade F. Meyercord	Director	May 31, 2011
<u>/s/ J. Eric Bjornholt</u> J. Eric Bjornholt	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 31, 2011

**EXHIBITS**

Exhibit Number	Exhibit Description	Incorporated by Reference				
		Form	File Number	Exhibit	Filing Date	Filed Herewith
2.1	Purchase and Sale Agreement, dated as of July 18, 2002 between Registrant and Fujitsu Microelectronics, Inc.	8-K	000-21184	2.1	7/18/02	
2.2	Agreement and Plan of Merger dated as of February 2, 2010 by and among Microchip Technology Incorporated, Sun Acquisition Corporation and Silicon Storage Technology, Inc.	10-Q	000-21184	2.1	2/9/10	
2.3	Amendment No. 1 to Agreement and Plan of Merger by and among Microchip Technology Incorporated, Sun Acquisition Corporation and Silicon Storage Technology, Inc.	8-K	000-21184	2.1	2/23/09	
2.4	Amendment No. 2 to Agreement and Plan of Merger by and among Microchip Technology Incorporated, Sun Acquisition Corporation and Silicon Storage Technology, Inc.	8-K	000-21184	2.1	3/8/10	
3.1	Restated Certificate of Incorporation of Registrant	10-Q	000-21184	3.1	11/12/02	
3.2	Amended and Restated By-Laws of Registrant, as amended through January 29, 2007	10-Q	000-21184	3.1	2/6/07	
4.3	Indenture, dated as of December 7, 2007, by and between Wells Fargo Bank, National Association, as Trustee, and Microchip Technology Incorporated	8-K	000-21184	4.1	12/7/07	
4.4	Registration Rights Agreement, dated as of December 7, 2007, by and between J.P. Morgan Securities Inc. and Microchip Technology Incorporated	8-K	000-21184	4.2	12/7/07	
10.1	Form of Indemnification Agreement between Registrant and its directors and certain of its officers	S-1	33-57960	10.1	2/5/93	
10.2	*2004 Equity Incentive Plan as amended and restated by the Board on May 5, 2010	8-K	000-21184	10.1	8/19/09	
10.3	*Form of Notice of Grant for 2004 Equity Incentive Plan (including Exhibit A Stock Option Agreement)	S-8	333-119939	4.5	10/25/04	
10.4	Form of Notice of Grant (Foreign) for 2004 Equity Incentive Plan (including Exhibit A Stock Option Agreement (Foreign))	10-K	000-21184	10.4	5/23/05	
10.5	*Form of Notice of Grant of Restricted Stock Units for 2004 Equity Incentive Plan (including Exhibit A Restricted Stock Units Agreement)	10-K	000-21184	10.6	5/31/06	
10.6	*Restricted Stock Units Agreement (Domestic) for 2004 Equity Incentive Plan	10-Q	000-21184	10.3	11/7/07	
10.7	Restricted Stock Units Agreement (Foreign) for 2004 Equity Incentive Plan	10-Q	000-21184	10.4	11/7/08	
10.8	*Form of Global RSU Agreement for 2004 Equity Incentive Plan (including Notice of Grant of Restricted Stock Units)	8-K	000-21184	10.1	9/27/10	

## EXHIBITS (cont'd.)

Exhibit Number	Exhibit Description	Incorporated by Reference				
		Form	File Number	Exhibit	Filing Date	Filed Herewith
10.9	*1993 Stock Option Plan, as Amended through August 16, 2002	10-Q	000-21184	10.1	11/12/02	
10.10	*Form of Notice of Grant For 1993 Stock Option Plan, with Exhibit A thereto, Form of Stock Option Agreement; and Exhibit B thereto, Form of Stock Purchase Agreement	S-8	333-872	10.6	1/23/96	
10.11	*Microchip Technology Incorporated 2001 Employee Stock Purchase Plan as amended through August 15, 2003 (including Enrollment Form, Stock Purchase Agreement, and Change Form)	S-8	333-140773	4.4	2/16/07	
10.12	*1997 Nonstatutory Stock Option Plan, as Amended Through March 3, 2003	10-K	000-21184	10.13	6/5/03	
10.13	*Form of Notice of Grant For 1997 Nonstatutory Stock Option Plan, with Exhibit A thereto, Form of Stock Option Agreement	10-K	000-21184	10.17	5/27/98	
10.14	Microchip Technology Incorporated International Employee Stock Purchase Plan, as amended through May 1, 2006	S-8	333-140773	4.1	2/16/07	
10.15	Microchip Technology Incorporated International Stock Purchase Agreement (including attached Form of Enrollment Form)	S-8	333-140773	4.2	2/16/07	
10.16	Form of Change Form for Microchip Technology Incorporated International Employee Stock Purchase Plan	S-8	333-140773	4.3	2/16/07	
10.17	*Executive Management Incentive Compensation Plan	10-Q	000-21184	10.4	2/6/07	
10.18	*Discretionary Executive Management Incentive Compensation Plan	10-Q	000-21184	10.5	2/6/07	
10.19	*Management Incentive Compensation Plan amended by Board of Directors May 10, 2011					X
10.20	PowerSmart, Inc. 1998 Stock Incentive Plan, Including Forms of Incentive Stock Option Agreement and Nonqualified Stock Option Agreement	S-8	333-96791	4.1	7/19/02	
10.21	*Microchip Technology Incorporated Supplemental Retirement Plan	S-8	333-101696	4.1.1	12/6/02	
10.22	*Adoption Agreement to the Microchip Technology Incorporated Supplemental Retirement Plan dated January 1, 1997	S-8	333-101696	4.1.3	12/6/02	
10.23	*Amendment dated December 9, 1999 to the Adoption Agreement to the Microchip Technology Incorporated Supplemental Retirement Plan	S-8	333-101696	4.1.4	12/6/02	

## EXHIBITS (cont'd.)

Exhibit Number	Exhibit Description	Incorporated by Reference				
		Form	File Number	Exhibit	Filing Date	Filed Herewith
10.25	*February 3, 2003 Amendment to the Adoption Agreement to the Microchip Technology Incorporated Supplemental Retirement Plan	10-K	000-21184	10.28	6/5/03	
10.26	*Amendments to Supplemental Retirement Plan	10-Q	000-21184	10.1	2/9/06	
10.27	*Change of Control Severance Agreement	8-K	000-21184	10.1	12/18/08	
10.28	*Change of Control Severance Agreement	8-K	000-21184	10.2	12/18/08	
10.29	Development Agreement dated as of August 29, 1997 by and between Registrant and the City of Chandler, Arizona	10-Q	000-21184	10.1	2/13/98	
10.30	Addendum to Development Agreement by and between Registrant and the City of Tempe, Arizona, dated May 11, 2000	10-K	000-21184	10.14	5/15/01	
10.31	Development Agreement dated as of July 17, 1997 by and between Registrant and the City of Tempe, Arizona	10-Q	000-21184	10.2	2/13/98	
10.32	Amended Strategic Investment Program Contract dated as of June 8, 2009 between, Multnomah County, Oregon, City of Gresham, Oregon and Microchip Technology Incorporated	8-K	000-21184	10.1	6/11/09	
21.1	Subsidiaries of Registrant					X
23.1	Consent of Independent Registered Public Accounting Firm					X
24.1	Power of Attorney re: Microchip Technology Incorporated, the Registrant	10-K	000-21184	24.1	5/29/09	
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act)					X
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act)					X
32	Certifications Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X

\*Compensation plans or arrangements in which directors or executive officers are eligible to participate.

Annual Report on Form 10-K

Item 8, Item 15(a)(1) and (2), (b) and (c)

---

INDEX TO FINANCIAL STATEMENTS  
CONSOLIDATED FINANCIAL STATEMENTS  
EXHIBITS

---

YEAR ENDED MARCH 31, 2011  
MICROCHIP TECHNOLOGY INCORPORATED  
AND SUBSIDIARIES  
CHANDLER, ARIZONA

---

**MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES**

Index to Consolidated Financial Statements

	<u>Page Number</u>
<a href="#"><u>Report of Independent Registered Public Accounting Firm</u></a>	<a href="#"><u>F-1</u></a>
<a href="#"><u>Consolidated Balance Sheets as of March 31, 2011 and 2010</u></a>	<a href="#"><u>F-2</u></a>
<a href="#"><u>Consolidated Statements of Income for each of the three years in the period ended March 31, 2011</u></a>	<a href="#"><u>F-3</u></a>
<a href="#"><u>Consolidated Statements of Cash Flows for each of the three years in the period ended March 31, 2011</u></a>	<a href="#"><u>F-4</u></a>
<a href="#"><u>Consolidated Statements of Stockholders' Equity for each of the three years in the period ended March 31, 2011</u></a>	<a href="#"><u>F-5</u></a>
<a href="#"><u>Notes to Consolidated Financial Statements</u></a>	<a href="#"><u>F-6</u></a>

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

*The Board of Directors and Stockholders of  
Microchip Technology Incorporated and subsidiaries*

We have audited the accompanying consolidated balance sheets of Microchip Technology Incorporated and subsidiaries as of March 31, 2011 and 2010, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended March 31, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Microchip Technology Incorporated and subsidiaries at March 31, 2011 and 2010, and the consolidated results of their operations and their cash flows for each of the three years in the period ended March 31, 2011, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Microchip Technology Incorporated and subsidiaries' internal control over financial reporting as of March 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated May 31, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Phoenix, Arizona  
May 31, 2011

**MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

(in thousands, except share and per share amounts)

**ASSETS**

	March 31,	
	2011	2010
Cash and cash equivalents	\$ 703,924	\$ 492,130
Short-term investments	539,572	722,193
Accounts receivable, net	181,202	137,806
Inventories	180,800	116,579
Prepaid expenses	22,234	13,068
Deferred tax assets	88,822	77,810
Other current assets	58,429	51,383
Total current assets	<u>1,774,983</u>	<u>1,610,969</u>
Property, plant and equipment, net	540,513	493,039
Long-term investments	464,838	317,215
Goodwill	76,018	40,338
Intangible assets, net	77,929	35,527
Other assets	33,777	19,225
Total assets	<u>\$ 2,968,058</u>	<u>\$ 2,516,313</u>

**LIABILITIES AND STOCKHOLDERS' EQUITY**

Accounts payable	\$ 68,433	\$ 44,238
Accrued liabilities	131,839	60,211
Deferred income on shipments to distributors	140,044	98,941
Total current liabilities	340,316	203,390
Junior convertible debentures	347,334	340,672
Long-term income tax payable	58,125	57,140
Deferred tax liability	399,527	376,713
Other long-term liabilities	10,318	5,018
Stockholders' equity:		
Preferred stock, \$0.001 par value; 5,000,000 shares authorized; no shares issued or outstanding.	---	---
Common stock, \$0.001 par value; 450,000,000 shares authorized; 218,789,994 shares issued and 189,541,707 shares outstanding at March 31, 2011; 218,789,994 shares issued and 185,329,144 shares outstanding at March 31, 2010.	190	185
Additional paid-in capital	1,268,128	1,276,822
Retained earnings	1,428,838	1,266,699
Accumulated other comprehensive income	3,357	3,032
Common stock held in treasury: 29,248,287 shares at March 31, 2011; and 33,460,850 shares at March 31, 2010.	(888,075)	(1,013,358)
Total stockholders' equity	<u>1,812,438</u>	<u>1,533,380</u>
Total liabilities and stockholders' equity	<u>\$ 2,968,058</u>	<u>\$ 2,516,313</u>

See accompanying notes to consolidated financial statements



**MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(in thousands, except per share amounts)

	Year ended March 31,		
	2011	2010	2009
Net sales	\$ 1,487,205	\$ 947,729	\$ 903,297
Cost of sales (1)	612,769	413,487	386,793
Gross profit	874,436	534,242	516,504
<b>Operating expenses:</b>			
Research and development (1)	170,607	120,823	115,524
Selling, general and administrative (1)	227,781	167,222	161,218
Special charges	1,865	1,238	6,434
	400,253	289,283	283,176
Operating income	474,183	244,959	233,328
Gains on equity method investments	157	---	---
<b>Other income (expense):</b>			
Interest income	16,002	15,325	32,545
Interest expense	(31,521)	(31,150)	(29,440)
Other, net	1,877	8,679	(4,354)
Income from continuing operations before income taxes	460,698	237,813	232,079
Income tax provision (benefit)	31,531	20,808	(13,508)
Net income from continuing operations	429,167	217,005	245,587
<b>Discontinued operations:</b>			
Loss from discontinued operations before income taxes	(11,126)	---	---
Income tax benefit	(909)	---	---
Net loss from discontinued operations	(10,217)	---	---
Net income	\$ 418,950	\$ 217,005	\$ 245,587
<b>Basic net income per common share – continuing operations</b>			
Basic net income per common share – continuing operations	\$ 2.29	\$ 1.18	\$ 1.34
<b>Basic net loss per common share – discontinued operations</b>			
Basic net loss per common share – discontinued operations	(0.05)	---	---
Basic net income per common share	\$ 2.24	\$ 1.18	\$ 1.34
<b>Diluted net income per common share – continuing operations</b>			
Diluted net income per common share – continuing operations	\$ 2.20	\$ 1.16	\$ 1.31
<b>Diluted net loss per common share – discontinued operations</b>			
Diluted net loss per common share – discontinued operations	(0.05)	---	---
Diluted net income per common share	\$ 2.15	\$ 1.16	\$ 1.31
Dividends declared per common share	\$ 1.374	\$ 1.359	\$ 1.346
Basic common shares outstanding	187,066	183,642	183,158
Diluted common shares outstanding	194,715	187,339	186,788
<b>(1) Includes share-based compensation expense as follows:</b>			
Cost of sales	\$ 6,825	\$ 7,054	\$ 5,845
Research and development	12,874	12,194	10,866
Selling, general and administrative	17,113	17,530	15,770

See accompanying notes to consolidated financial statements

**MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Year ended March 31,		
	2011	2010	2009
<b>Cash flows from operating activities:</b>			
Net income	\$ 418,950	\$ 217,005	\$ 245,587
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>			
Depreciation and amortization	106,612	90,057	96,046
Deferred income taxes	24,003	22,330	28,111
Share-based compensation expense related to equity incentive plans	36,812	36,778	32,481
Excess tax benefit from share-based compensation	(1,854)	(2,094)	(6,798)
Convertible debt derivatives – revaluation and amortization	(185)	230	(944)
Amortization of junior convertible debenture issuance costs	219	215	215
Amortization of debt discount on convertible debentures	6,847	6,258	5,171
Gains on equity method investments	(157)	---	---
Gain on sale of assets	(89)	(100)	(100)
Unrealized impairment loss on available-for-sale investments	4,659	4,750	3,560
Special charges	---	1,238	860
Sales (purchases) of trading securities, net	---	86,970	(73,510)
(Gain) loss on trading securities	---	(7,425)	6,332
<b>Changes in operating assets and liabilities:</b>			
Decrease (increase) in accounts receivable	6,341	(49,078)	50,832
(Increase) decrease in inventories	(22,068)	15,239	(4,110)
Increase (decrease) in deferred income on shipments to distributors	38,781	15,010	(11,510)
(Decrease) increase in accounts payable and accrued liabilities	(638)	29,583	(25,097)
Change in other assets and liabilities	(35,572)	(14,919)	(38,473)
<b>Net cash provided by operating activities</b>	<b>582,661</b>	<b>452,047</b>	<b>308,653</b>
<b>Cash flows from investing activities:</b>			
Purchases of available-for-sale investments	(1,008,056)	(1,576,044)	(2,479,175)
Sales and maturities of available-for-sale investments	1,055,286	1,502,127	2,583,152
Purchase of Silicon Storage Technology, net of cash received	(112,707)	---	---
Investment in Silicon Storage Technology	---	(58,402)	---
Investment in other assets	(29,587)	(15,439)	(21,600)
Proceeds from sale of assets	31,668	100	166
Capital expenditures	(124,454)	(47,604)	(102,370)
<b>Net cash provided by investing activities</b>	<b>(187,850)</b>	<b>(195,262)</b>	<b>(19,827)</b>
<b>Cash flows from financing activities:</b>			
Payment of cash dividend	(256,811)	(249,556)	(246,657)
Repurchase of common stock	---	---	(123,929)
Proceeds from sale of common stock	71,940	36,478	33,555
Excess tax benefit from share-based compensation	1,854	2,094	6,798
<b>Net cash used in financing activities</b>	<b>(183,017)</b>	<b>(210,984)</b>	<b>(330,233)</b>
Net increase (decrease) in cash and cash equivalents	211,794	45,801	(41,407)
Cash and cash equivalents at beginning of year	492,130	446,329	487,736
<b>Cash and cash equivalents at end of year</b>	<b>\$ 703,924</b>	<b>\$ 492,130</b>	<b>\$ 446,329</b>

See accompanying notes to consolidated financial statements

**MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(in thousands)

	Common Stock and Additional Paid-in Capital		Common Stock Held in Treasury		Accumulated Other Comprehensive Income	Retained Earnings	Net Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balance at March 31, 2008	218,790	\$ 1,297,835	34,451	\$ (1,061,663)	\$ 2,508	\$ 1,300,320	\$ 1,539,000
Components of other comprehensive income:							
Net income	---	---	---	---	---	245,587	245,587
Net unrealized gains on available-for-sale investments, net of \$1,669 of tax	---	---	---	---	1,804	---	1,804
Total comprehensive income							247,391
Issuances from equity incentive plans	1,917	22,767	---	---	---	---	22,767
Employee stock purchase plan	545	10,788	---	---	---	---	10,788
Purchase of treasury stock	---	---	4,032	(123,929)	---	---	(123,929)
Treasury stock used for new issuances	(2,462)	(90,222)	(2,462)	90,222	---	---	---
Tax benefit from equity incentive plans	---	7,584	---	---	---	---	7,584
Share-based compensation	---	33,367	---	---	---	---	33,367
Cash dividend	---	---	---	---	---	(246,657)	(246,657)
Balance at March 31, 2009	218,790	1,282,119	36,021	(1,095,370)	4,312	1,299,250	1,490,311
Components of other comprehensive income:							
Net income	---	---	---	---	---	217,005	217,005
Net unrealized losses on available-for-sale investments, net of \$1,778 of tax	---	---	---	---	(1,280)	---	(1,280)
Total comprehensive income							215,725
Issuances from equity incentive plans	1,955	27,108	---	---	---	---	27,108
Employee stock purchase plan	605	9,370	---	---	---	---	9,370
Treasury stock used for new issuances	(2,560)	(82,012)	(2,560)	82,012	---	---	---
Tax benefit from equity incentive plans	---	3,709	---	---	---	---	3,709
Share-based compensation	---	36,713	---	---	---	---	36,713
Cash dividend	---	---	---	---	---	(249,556)	(249,556)
Balance at March 31, 2010	218,790	1,277,007	33,461	(1,013,358)	3,032	1,266,699	1,533,380
Components of other comprehensive income:							
Net income	---	---	---	---	---	418,950	418,950
Net unrealized gains on available-for-sale investments, net of \$493 of tax	---	---	---	---	325	---	325
Total comprehensive income							419,275
Issuances from equity incentive plans	3,591	57,396	---	---	---	---	57,396
Employee stock purchase plan	622	14,544	---	---	---	---	14,544
Treasury stock used for new issuances	(4,213)	(125,283)	(4,213)	125,283	---	---	---
Tax benefit from equity incentive plans	---	7,523	---	---	---	---	7,523
Share-based compensation	---	37,131	---	---	---	---	37,131
Cash dividend	---	---	---	---	---	(256,811)	(256,811)
Balance at March 31, 2011	218,790	\$ 1,268,318	29,248	\$ (888,075)	\$ 3,357	\$ 1,428,838	\$ 1,812,438

See accompanying notes to consolidated financial statements

**MICROCHIP TECHNOLOGY INCORPORATED AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. SIGNIFICANT ACCOUNTING POLICIES**

**Nature of Business**

Microchip develops, manufactures and sells specialized semiconductor products used by its customers for a wide variety of embedded control applications. Microchip's product portfolio comprises 8-bit, 16-bit and 32-bit PIC® microcontrollers and 16-bit dsPIC® digital signal controllers, which feature on-board Flash (reprogrammable) memory technology. In addition, Microchip offers a broad spectrum of high-performance linear, mixed-signal, power management, thermal management, RF, safety and security and interface devices, as well as serial EEPROMs, Serial Flash memories and Parallel Flash memories. Microchip also licenses Flash-IP solutions that are incorporated in a broad range of products.

**Principles of Consolidation**

The consolidated financial statements include the accounts of Microchip Technology Incorporated and its wholly-owned subsidiaries (Microchip or the Company). The Company does not have any subsidiaries in which it does not own 100% of the outstanding stock. All of the Company's subsidiaries are included in the consolidated financial statements. All significant intercompany accounts and transactions have been eliminated in consolidation.

**Revenue Recognition**

The Company recognizes revenue when the earnings process is complete, as evidenced by an agreement with the customer, transfer of title as well as fixed or determinable pricing and collectability is reasonably assured. The Company recognizes revenue from product sales to original equipment manufacturers (OEMs) upon shipment and records reserves for estimated customer returns.

For license and other arrangements for SuperFlash® technology that the Company is continuing to enhance and refine or under which it is obligated to provide unspecified enhancements, non-royalty revenue is recognized over the lesser of (1) the estimated period that the Company has historically enhanced and developed refinements to the specific technology, typically one to three years (the "upgrade period"), and (2) the remaining portion of the upgrade period after the date of delivery of all specified technology and documentation, provided that the fee is fixed or determinable and collection of the fee is reasonably assured. Royalties received during the upgrade period are recognized as revenue based on an amortization calculation of the elapsed portion of the upgrade period compared to the entire estimated upgrade period. Royalties received after the upgrade period has elapsed are recognized when reported to the Company, which generally coincides with the receipt of payment. For licenses or other technology arrangements without an upgrade period, non-royalty revenue from license is recognized upon delivery of the technology if the fee is fixed or determinable and collection of the fee is reasonably assured. Royalties are recognized when reported to the Company, which generally coincides with the receipt of payment.

Distributors worldwide generally have broad price protection and product return rights, so the Company defers revenue recognition until the distributor sells the product to their customer. Revenue is recognized when the distributor sells the product to their end customer, at which time the sales price becomes fixed or determinable. Revenue is not recognized upon the Company's shipment to the distributors since, due to discounts from list price as well as price protection rights, the sales price is not substantially fixed or determinable at that time. At the time of shipment to these distributors, the Company records a trade receivable for the selling price as there is a legally enforceable right to payment, relieves inventory for the carrying value of goods shipped since legal title has passed to the distributor, and records the gross margin in deferred income on shipments to distributors on the consolidated balance sheets.

Deferred income on shipments to distributors effectively represents the gross margin on the sale to the distributor; however, the amount of gross margin recognized by the Company in future periods will be less than the deferred margin as a result of credits granted to distributors on specifically identified products and customers to allow the distributors to earn a competitive gross margin on the sale of the Company's products to their end customers and price protection concessions related to market pricing conditions.

The Company sells the majority of the items in its product catalog to its distributors worldwide at a uniform list price. However, distributors resell the Company's products to end customers at a very broad range of individually negotiated price points. The majority of the Company's distributors' resales require a reduction from the original list price paid. Often, under these circumstances, the Company remits back to the distributor a portion of their original purchase price after the resale transaction is completed in the form of a credit against the distributors' outstanding accounts receivable balance. The credits are on a per unit basis and are not given to the distributor until they provide information regarding the sale to their end customer. The price reductions vary significantly based on the customer, product, quantity ordered, geographic location and other factors and discounts to a price less than the Company's cost have historically been rare. The effect of granting these credits establishes the net selling price from the Company to its distributors for the product and results in the net revenue recognized by the Company when the product is sold by the distributors to their end customers. Thus, a portion of the "deferred income on shipments to distributors" balance represents the amount of distributors' original purchase price that will be credited back to the distributor in the future. The wide range and variability of negotiated price concessions granted to distributors does not allow the Company to accurately estimate the portion of the balance in the deferred income on shipments to distributors account that will be credited back to the distributors. Therefore, the Company does not reduce deferred income on shipments to distributors or accounts receivable by anticipated future price concessions; rather, price concessions are recorded against deferred income on shipments to distributors when incurred, which is generally at the time the distributor sells the product.

At March 31, 2011, the Company had approximately \$208.1 million of deferred revenue and \$68.1 million in deferred cost of sales recognized as \$140.0 million of deferred income on shipments to distributors. At March 31, 2010, the Company had approximately \$148.4 million of deferred revenue and \$49.5 million of deferred cost of sales recognized as \$98.9 million of deferred income on shipments to distributors. The deferred income on shipments to distributors that will ultimately be recognized in the Company's income statement will be lower than the amount reflected on the balance sheet due to price credits to be granted to the distributors when the product is sold to their customers. These price credits historically have resulted in the deferred income approximating the overall gross margins that the Company recognizes in the distribution channel of its business.

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 they have on hand at the date the price protection is offered. When the Company reduces the price of its products, it allows the distributor to claim a credit against its outstanding accounts receivable balances based on the new price of the inventory it has on hand as of the date of the price reduction. There is no immediate revenue impact from the price protection, as it is reflected as a reduction of the deferred income on shipments to distributors' balance.

Products returned by distributors and subsequently scrapped have historically been immaterial to the Company's consolidated results of operations. The Company routinely evaluates the risk of impairment of the deferred cost of sales component of the deferred income on shipments to distributors account. Because of the historically immaterial amounts of inventory that have been scrapped, and historically rare instances where discounts given to a distributor result in a price less than the Company's cost, the Company believes the deferred costs have a low risk of material impairment.

Shipping charges billed to customers are included in net sales, and the related shipping costs are included in cost of sales.

#### **Product Warranty**

The Company generally sells its products with a limited warranty related to product quality and a limited indemnification of customers against intellectual property infringement claims related to the Company's products. Due to comprehensive product testing, the short time between product shipment and the detection and correction of product failures, and a low historical rate of payments on indemnification claims, the accrual based on historical activity and the related expense were immaterial as of and for the fiscal years ended March 31, 2011, 2010 and 2009.

## **Advertising Costs**

The Company expenses all advertising costs as incurred. Advertising costs were immaterial for the fiscal years ended March 31, 2011, 2010 and 2009.

## **Research and Development**

Research and development costs are expensed as incurred. Assets purchased to support the Company's ongoing research and development activities are capitalized when related to products which have achieved technological feasibility or that have alternative future uses and are amortized over their estimated useful lives. Research and development expenses include expenditures for labor, share-based payments, depreciation, masks, prototype wafers, and expenses for development of process technologies, new packages, and software to support new products and design environments.

## **Foreign Currency Translation and Forward Contracts**

The Company's foreign subsidiaries are considered to be extensions of the U.S. Company and any translation gains and losses related to these subsidiaries are included in other income (expense) in the consolidated statements of income. As the U.S. dollar is utilized as the functional currency, gains and losses resulting from foreign currency transactions (transactions denominated in a currency other than the subsidiaries' functional currency) are also included in income. Gains and losses associated with currency rate changes on forward contracts are recorded currently in income. These gains and losses have been immaterial to the Company's financial statements.

## **Income Taxes**

As part of the process of preparing its consolidated financial statements, the Company is required to estimate its income taxes in each of the jurisdictions in which it operates. This process involves estimating the Company's actual current tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within the Company's consolidated balance sheet. The Company must then assess the likelihood that its deferred tax assets will be recovered from future taxable income and to the extent it believes that recovery is not likely, it must establish a valuation allowance. The Company has provided valuation allowances for certain of its deferred tax assets where it is more likely than not that some portion, or all of such assets, will not be realized.

## **Cash and Cash Equivalents**

All highly liquid investments, including marketable securities purchased with a remaining maturity of three months or less when acquired are considered to be cash equivalents.

## **Investments – Available-for-Sale and Trading Securities**

The Company classifies its investments in debt and marketable equity securities as available-for-sale or trading securities based upon management's intent with regard to the investments and the nature of the underlying securities.

The Company's available-for-sale investments consist of government agency bonds, municipal bonds, auction rate securities (ARS), corporate bonds and marketable equity securities. The Company's investments are carried at fair value with unrealized gains and losses reported in stockholders' equity. Premiums and discounts are amortized or accreted over the life of the related available-for-sale security. Dividend and interest income are recognized when earned. The cost of securities sold is calculated using the specific identification method.

The Company includes within short-term investments its trading securities, as well as its income yielding available-for-sale securities that can be readily converted to cash and includes within long-term investments those income yielding available-for-sale securities with maturities of over one year that have unrealized losses attributable to them or those that cannot be readily liquidated. Except as discussed in Note 5, the Company intends and has the ability to hold its long-term investments with temporary impairments until such time as these assets are no longer impaired. Such recovery of unrealized losses is not expected to occur within the next year.

Due to the lack of availability of observable market quotes on certain of the Company's investment portfolio of ARS, it utilizes valuation models including those that are based on expected cash flow streams and collateral values, including assessments of counterparty credit quality, default risk underlying the security, discount rates and overall capital market liquidity. The valuation of the Company's ARS investment portfolio is subject to uncertainties that are difficult to predict. Factors that may impact the Company's ARS valuation include changes to credit ratings of the securities as well as to the underlying assets supporting those securities, rates of default of the underlying assets, underlying collateral value, discount rates, counterparty risk, the ongoing strength and quality of the credit markets and market liquidity.

The credit markets experienced significant deterioration and uncertainty beginning in the second half of fiscal 2008. If these conditions recur, or the Company experiences any additional ratings downgrades on any investments in its portfolio (including its ARS), the Company may incur additional impairments to its investment portfolio, which could negatively affect the Company's financial condition, cash flows and reported earnings.

#### **Non-Marketable Investments**

The Company's non-marketable equity investments are recorded using adjusted cost basis or the equity method of accounting, depending on the circumstances of each investment. The Company's non-marketable investments are classified within other assets on the Company's consolidated balance sheet. The Company's non-marketable equity investments include:

*Equity Method Investments:* When the Company has the ability to exercise significant influence, but not control, over the investee, it records equity method gain or loss as "gain or loss from equity investments." Equity method adjustments include the Company's proportionate share of the investee's income or loss.

*Cost Method Investments:* When the Company does not have the ability to exercise significant influence over the investee, it records such investments at cost.

The Company reviews its investments quarterly for indicators of impairment. The impairment review requires significant judgment and includes quantitative and qualitative analysis of identified events or circumstances that impact the fair value of the investment, such as:

- the investee's revenue and trends in earnings or losses relative to pre-defined milestones and overall business prospects;
- the technological feasibility of the investee's products and technologies;
- the general market conditions in the investee's industry or geographic area, including adverse regulatory or economic changes;
- factors related to the investee's ability to remain in business, such as the investee's liquidity, debt ratios, and the rate at which the investee is using its cash; and
- the investee's receipt of additional funding at a lower valuation.

If the fair value of an investment is below the Company's carrying value, the Company determines if the investment is other than temporarily impaired based on a quantitative and qualitative analysis, which includes assessing the severity and duration of the impairment and the likelihood of recovery before disposal. If the investment is considered to be other than temporarily impaired, the Company writes down the investment to its fair value. There were no impairments to the Company's non-marketable investments during the quarter ended March 31, 2011.

#### **Allowance for Doubtful Accounts**

The Company maintains an allowance for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments, which is included in bad debt expense. The Company determines the adequacy of this allowance by regularly reviewing the composition of its accounts receivable aging and evaluating individual customer receivables, considering such customer's financial condition, credit history and current economic conditions.

## **Inventories**

Inventories are valued at the lower of cost or market using the first-in, first-out method. The Company writes down its inventory for estimated obsolescence or unmarketable inventory in an amount equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by the Company, additional inventory write-downs may be required. Inventory impairment charges establish a new cost basis for inventory and charges are not subsequently reversed to income even if circumstances later suggest that increased carrying amounts are recoverable. In estimating reserves for obsolescence, the Company primarily evaluates estimates of demand over a twelve-month period and provides reserves for inventory on hand in excess of the estimated twelve-month demand.

In periods where the Company's production levels are substantially below normal operating capacity, such as in the second half of fiscal 2009 and the first half of fiscal 2010, unabsorbed overhead production associated with the reduced production levels of the Company's manufacturing facilities are charged directly to cost of sales.

## **Property, Plant and Equipment**

Property, plant and equipment are stated at cost. Major renewals and improvements are capitalized, while maintenance and repairs are expensed when incurred. The Company's property and equipment accounting policies incorporate estimates, assumptions and judgments relative to the useful lives of its property and equipment. Depreciation is provided for assets placed in service on a straight-line basis over the estimated useful lives of the relative assets, which range from 3 to 30 years. The Company evaluates the carrying value of its property and equipment when events or changes in circumstances indicate that the carrying value of such assets may be impaired. Asset impairment evaluations are, by nature, highly subjective.

## **Junior Subordinated Convertible Debentures**

The Company separately accounts for the liability and equity components of its junior subordinated convertible debentures in a manner that reflects its nonconvertible debt (unsecured debt) borrowing rate when interest cost is recognized. This results in a bifurcation of a component of the debt, classification of that component in equity and the accretion of the resulting discount on the debt to be recognized as part of interest expense in its consolidated statements of income. Additionally, certain embedded features of the debentures qualify as derivatives and are bundled as a compound embedded derivative that is measured at fair value. Lastly, the Company includes the dilutive effect of the shares of its common stock issuable upon conversion of the outstanding junior subordinated convertible debentures in its diluted income per share calculation regardless of whether the market price trigger or other contingent conversion feature has been met. The Company applies the treasury stock method as it has the intent and current ability to settle the principal amount of the junior subordinated convertible debentures in cash. This method results in incremental dilutive shares when the average market value of the Company's common stock for a reporting period exceeds the conversion price per share which was \$29.04 at March 31, 2011 and adjusts as dividends are recorded in the future.

## **Litigation**

The Company's estimated range of liability related to pending litigation is based on claims for which management believes a loss is probable and it can estimate the amount or range of loss. Because of the uncertainties related to both the outcome and range of any potential losses on the pending litigation, the Company is generally unable to make a reasonable estimate of the liability that could result from an unfavorable outcome. As additional information becomes available, the Company will assess the potential liability related to its pending litigation and revise its estimates, if necessary.



## **Goodwill and Other Intangible Assets**

Goodwill is recorded when the purchase price paid for an acquisition exceeds the estimated fair value of the net identified tangible and intangible assets acquired. The Company is required to perform an annual impairment review, and more frequently under certain circumstances. The goodwill is subjected to this test during the fourth quarter of the Company's fiscal year. The Company engages primarily in the design, development, manufacture and marketing of semiconductor products as well as technology licensing. As a result, the Company concluded there are two reporting units, semiconductor products and technology licensing. The impairment review process compares the fair value of the reporting unit to its carrying value. If the Company determines through the impairment process that goodwill has been impaired, the Company will record the impairment charge in its results of operation. Through March 31, 2011, the Company has not had impaired goodwill. The Company's other intangible assets represent existing technologies, core and developed technology, in-process research and development, trademarks and trade names, and customer-related intangibles. Other intangible assets are amortized over their respective estimated lives, ranging from less than one year to ten years. In the event that facts and circumstances indicate intangibles or other long-lived assets may be impaired, the Company evaluates the recoverability and estimated useful lives of such assets. In-process research and development is capitalized until such time the related projects are completed or abandoned at which time the capitalized amounts will begin to be amortized or written off.

## **Impairment of Long-Lived Assets**

The Company assesses whether indicators of impairment of long-lived assets are present. If such indicators are present, the Company determines whether the sum of the estimated undiscounted cash flows attributable to the assets in question is less than their carrying value. If less, the Company recognizes an impairment loss based on the excess of the carrying amount of the assets over their respective fair values. Fair value is determined by discounted future cash flows, appraisals or other methods. If the assets determined to be impaired are to be held and used, the Company recognizes an impairment loss through a charge to operating results to the extent the present value of anticipated net cash flows attributable to the asset are less than the asset's carrying value. The Company would depreciate the remaining value over the remaining estimated useful life of the asset.

## **Share-Based Compensation**

The Company has equity incentive plans under which non-qualified stock options and restricted stock units (RSUs) have been granted to employees and non-employee members of the Board of Directors. In the second half of fiscal 2006, the Company adopted RSUs as its primary equity incentive compensation instrument for employees. The Company also has an employee stock purchase plan for all eligible employees.

The Company estimates the fair value of share-based payment awards on the date of grant using an option pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense ratably over the requisite service periods. The Company has estimated the fair value of each award as of the date of grant using the Black-Scholes option pricing model, which was developed for use in estimating the value of traded options that have no vesting restrictions and that are freely transferable. The Black-Scholes model considers, among other factors, the expected life of the award and the expected volatility of the Company's stock price.

Determining the appropriate fair-value model and calculating the fair value of share-based awards at the date of grant requires judgment. The fair value of RSUs is based on the fair market value of the Company's common stock on the date of grant discounted for expected future dividends. The Company uses the Black-Scholes option pricing model to estimate the fair value of employee stock options and rights to purchase shares under stock participation plans. Option pricing models, including the Black-Scholes model, also require the use of input assumptions, including expected volatility, expected life, expected dividend rate, and expected risk-free rate of return. The Company uses a blend of historical and implied volatility based on options freely traded in the open market as it believes this is more reflective of market conditions and a better indicator of expected volatility than using purely historical volatility. The expected life of the awards is based on historical and other economic data trended into the future. The risk-free interest rate assumption is based on observed interest rates appropriate for the expected terms of the Company's awards. The dividend yield assumption is based on the Company's history and expectation of future dividend payouts. The Company estimates the number of share-based awards which will be forfeited due to employee turnover. Quarterly changes in the estimated forfeiture rate would affect share-based compensation, as the effect of adjusting the rate for all expense

amortization after April 1, 2006 is recognized in the period the forfeiture estimate is changed. If the actual forfeiture rate is higher than the estimated forfeiture rate, then an adjustment is made to increase the estimated forfeiture rate, which will result in a decrease to the expense recognized in the financial statements. If the actual forfeiture rate is lower than the estimated forfeiture rate, then an adjustment is made to decrease the estimated forfeiture rate, which will result in an increase to the expense recognized in the financial statements. If forfeiture adjustments are made, they would affect the Company's results of operations. The effect of forfeiture adjustments in the years ended March 31, 2011, 2010 and 2009 was immaterial.

The Company evaluates the assumptions used to value its awards on a quarterly basis. If factors change and the Company employs different assumptions, share-based compensation expense may differ significantly from what was recorded in the past. If there are any modifications or cancellations of the underlying unvested securities, the Company may be required to accelerate or increase any remaining unearned share-based compensation expense. Future share-based compensation expense and unearned share-based compensation will increase to the extent that the Company grants additional equity awards to employees or it assumes unvested equity awards in connection with acquisitions.

### **Concentrations of Credit Risk**

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of investments in debt securities and trade receivables. Investments in debt securities with original maturities of greater than six months consist primarily of AAA and AA rated financial instruments and counterparties. The Company's investments are primarily in direct obligations of the U.S. government or its agencies, corporate bonds, and municipal bonds.

Concentrations of credit risk with respect to accounts receivable are generally not significant due to the diversity of the Company's customers and geographic sales areas. The Company had one distributor that accounted for 10% or more of its net sales in the year ended March 31, 2011. The Company sells its products primarily to OEMs and distributors in the Americas, Europe and Asia. The Company performs ongoing credit evaluations of its customers' financial condition and, as deemed necessary, may require collateral, primarily letters of credit. No single end customer accounted for 10% or more of the Company's net sales or accounts receivable balances during the years ended March 31, 2011, 2010 and 2009. See Note 20, Geographic and Segment Information, for additional information on the Company's largest distributors.

Distributor advances, included in deferred income on shipments to distributors in the consolidated balance sheets, totaled \$71.9 million at March 31, 2011 and \$57.5 million at March 31, 2010. On sales to distributors, the Company's payment terms generally require the distributor to settle amounts owed to the Company for an amount in excess of their ultimate cost. The Company's sales price to its distributors may be higher than the amount that the distributors will ultimately owe the Company because distributors often negotiate price reductions after purchasing the product from the Company and such reductions are often significant. It is the Company's practice to apply these negotiated price discounts to future purchases, requiring the distributor to settle receivable balances, on a current basis, generally within 30 days, for amounts originally invoiced. This practice has an adverse impact on the working capital of the Company's distributors. As such, the Company has entered into agreements with certain distributors whereby it advances cash to the distributors to reduce the distributor's working capital requirements. These advances are reconciled at least on a quarterly basis and are estimated based on the amount of ending inventory as reported by the distributor multiplied by a negotiated percentage. Such advances have no impact on revenue recognition or the Company's consolidated statements of income. The Company processes discounts taken by distributors against its deferred income on shipments to distributors' balance and trues-up the advanced amounts generally after the end of each completed fiscal quarter. The terms of these advances are set forth in binding legal agreements and are unsecured, bear no interest on unsettled balances and are due upon demand. The agreements governing these advances can be cancelled by the Company at any time.

### **Use of Estimates**

The Company has made a number of estimates and assumptions relating to the reporting of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities to prepare its consolidated financial statements in conformity with U.S. Generally Accepted Accounting Principles. Actual results could differ from those estimates.

## Adopted and Recently Issued Accounting Pronouncements

In October 2009, the Financial Accounting Standards Board (FASB) issued new standards for revenue recognition with multiple deliverables. These new standards impact the determination of when the individual deliverables included in a multiple-element arrangement may be treated as separate units of accounting. Additionally, these new standards modify the manner in which the transaction consideration is allocated across the separately identified deliverables by no longer permitting the residual method of allocating arrangement consideration. These new standards are required to be adopted in the first quarter of fiscal 2012. The Company does not expect these new standards to have a material effect on its consolidated financial statements.

In October 2009, the FASB issued new standards for the accounting for certain revenue arrangements that include software elements. These new standards amend the scope of pre-existing software revenue guidance by removing from the guidance non-software components of tangible products and certain software components of tangible products. These new standards are required to be adopted in the first quarter of fiscal 2012. The Company does not expect these new standards to have a material effect on its consolidated financial statements.

In April 2010, the FASB issued amended accounting guidance for vendors who apply the milestone method of revenue recognition to research and development arrangements. The amended guidance applies to arrangements with payments that are contingent, at inception, upon achieving substantively uncertain future events or circumstances. The amended guidance is effective on a prospective basis for the Company for milestones achieved on or after April 1, 2011. The Company does not expect these new standards to have a material effect on its consolidated financial statements.

On April 1, 2009, the Company adopted the Cash Conversion Subsections of ASC Subtopic 470-20, *Debt with Conversion and Other Options – Cash Conversion* (the Cash Conversion Subsections), which clarify the accounting for convertible debt instruments that may be settled in cash (including partial cash settlement) upon conversion. The Cash Conversion Subsections require issuers to account separately for the liability and equity components of certain convertible debt instruments in a manner that reflects the issuer's nonconvertible debt (unsecured debt) borrowing rate when interest cost is recognized. The Cash Conversion Subsections require bifurcation of a component of the debt, classification of that component in equity and the accretion of the resulting discount on the debt to be recognized as part of interest expense in the Company's consolidated statements of income.

The Cash Conversion Subsections require retrospective application to the terms of instruments as they existed for all periods presented. The adoption of the Cash Conversion Subsections affects the accounting for the Company's 2.125% junior subordinated convertible debentures issued in December 2007 and due in December 2037. The retrospective application of this guidance affects the Company's fiscal year 2009.

The following table sets forth the effect of the retrospective application of the Cash Conversion Subsections on certain previously reported line items (in thousands, except per share data):

	Year Ended March 31, 2009	
	As Reported	As Adjusted
Interest expense	\$ (24,269)	\$ (29,440)
Income before income taxes	\$ 237,250	\$ 232,079
Income tax (benefit) provision	\$ (11,570)	\$ (13,508)
Net income	\$ 248,820	\$ 245,587
Basic net income per common share	\$ 1.36	\$ 1.34
Diluted net income per common share	\$ 1.33	\$ 1.31

## 2. BUSINESS ACQUISITIONS

### Acquisition of Silicon Storage Technology, Inc. (SST)

On April 8, 2010, the Company acquired SST, a publicly traded company based in Sunnyvale, California, in a merger transaction for \$3.05 per share, or a total of \$353.8 million,

which included \$295.4 million of cash consideration for the outstanding shares of SST common stock, and \$58.4 million of SST shares acquired by the Company on March 8, 2010. The fair value of the SST shares held by the Company on April 8, 2010 was equal to the fair value at March 8, 2010, the date the shares were acquired, and the Company did not recognize any gain or loss on such shares. The SST business acquired included a variety of different business units including a licensing business focused on opportunities in the embedded control market, a microcontroller business, a variety of memory businesses and a Wi-Fi power-amplifier business. The Company's primary reason for this acquisition was to gain access to SST's SuperFlash® technology and extensive patent portfolio, which it believes are critical building blocks for advanced microcontrollers.

The acquisition was accounted for under the acquisition method of accounting, with the Company identified as the acquirer, and the operating results of SST have been included in the Company's consolidated financial statements as of the effective date of the acquisition. Under the acquisition method of accounting, the total purchase price was allocated to SST's net tangible assets and intangible assets based on their estimated fair values as of April 8, 2010. The excess purchase price over the value of the net tangible assets and intangible assets was recorded to goodwill and allocated \$19.2 million to the technology licensing reporting unit and \$5.8 million to the semiconductor product reporting unit. None of the goodwill related to the SST acquisition is deductible for tax purposes. The Company retained an independent third-party appraiser to assist management in its valuation and the purchase price allocation was finalized during the fourth quarter of fiscal 2011. Prior to finalizing the purchase price allocation, the Company made certain adjustments in the fourth quarter of fiscal 2011 which resulted in changes to the residual amount allocated to goodwill, non-marketable equity investments, deferred tax assets, other current assets and long-term income tax payable.

The table below represents the final allocation of the purchase price to the acquired net assets based on their estimated fair values as of April 8, 2010, as well as the associated estimated useful lives of the acquired intangible assets at that date:

	<u>April 8, 2010</u>
	(in thousands)
<b>Assets acquired</b>	
Cash and cash equivalents	\$ 182,735
Short-term investments	12,069
Accounts receivable, net	44,820
Inventories	39,962
Deferred tax assets	21,785
Other current assets	3,768
Long-term investments	54,342
Property, plant and equipment, net	6,623
Non-marketable equity investments	15,772
Other assets	3,634
Goodwill	24,961
Purchased intangible assets	50,930
Assets held for sale	23,761
<b>Total assets acquired</b>	<b>\$ 485,162</b>
<b>Liabilities assumed</b>	
Accounts payable	(28,906)
Accrued liabilities	(40,914)
Deferred income on shipments to distributors	(2,322)
Long-term income tax payable	(36,587)
Deferred tax liability	(17,599)
Other liabilities	(4,990)
<b>Total liabilities assumed</b>	<b>(131,318)</b>
<b>Purchase price allocated</b>	<b>\$ 353,844</b>

Purchased Intangible Assets	Useful Life (in years)	April 8, 2010 (in thousands)
Core/developed technology	5-10	\$ 32,900
In-process research and development	N/A	900
Trademarks and trade names	5	1,730
Customer-related	10	13,100
Backlog	1	2,300
		\$ 50,930

Purchased intangible assets include core and developed technology, in-process research and development, trademarks and trade names, customer-related intangibles and acquisition-date backlog. The estimated fair values of the core and developed technology and in-process research and development were determined based on the present value of the expected cash flows to be generated by the respective existing technology or future technology. The core and developed technology intangible assets are being amortized on a technology-by-technology basis with the amortization recorded for each technology commensurate with the expected cash flows used in the initial determination of fair value. In-process research and development is capitalized until such time the related projects are completed or abandoned at which time the capitalized amounts will begin to be amortized or written off.

Trademarks and trade names include SST's corporate trade name as well as the SuperFlash trademark. The estimated fair value of the trademarks and trade names was determined based on the income approach, using the relief from royalty methodology. Trademarks and trade names are being amortized using the straight-line method, which management believes is materially consistent with the pattern of benefit to be realized by these assets.

Customer-related intangible assets consist of SST's contractual relationships and customer loyalty related to the distributor and end-customer relationships, and the fair values of the customer-related intangibles were determined based on the projected revenues for the licensing entity and the microcontroller entity. An analysis of expected attrition and revenue growth for existing customers was prepared from SST's historical customer information. A similar analysis was performed for the acquired intangible assets related to the business units held for sale. Customer relationships are being amortized in a manner consistent with the estimated cash flows associated with the existing customers and anticipated retention rates. Backlog relates to the value of orders not yet shipped by SST at the acquisition date, and the preliminary fair values were based on the estimated profit associated with those orders. Backlog related assets are being recognized commensurate with recognition of the revenue for the orders on which the backlog intangible assets were determined. Amortization expense associated with acquired intangible assets is not deductible for tax purposes. Thus, approximately \$2.0 million was established as a net deferred tax liability for the future amortization of the intangible assets.

Contingent liabilities were recorded in the amount of \$13.0 million, as an adverse outcome was determined to be probable and estimable at the acquisition date. The Company was not able to determine the fair value of these contingencies, and as such, the amount recorded reflects the Company's estimate of the outcome of these matters. At March 31, 2011, there were no changes to the amount recognized at the acquisition date related to these contingencies. The amount recorded is presented within accrued liabilities.

The amount of continuing SST revenue and earnings included in the Company's condensed consolidated statements of income for the period April 9, 2010 to September 30, 2010 was \$114.9 million and \$17.4 million, respectively. The amount of continuing SST revenue included in the Company's condensed consolidated statements of income for the period April 9, 2010 to March 31, 2011 was \$228.3 million. The operations of SST have been fully integrated into the Company's operations as of October 1, 2010 and as such, cost of sales and operating expenses were no longer segregated as of that date.

The following unaudited pro-forma consolidated results of operations for fiscal years 2011, 2010 and 2009, assume the SST acquisition occurred as of April 1 of each year and have been restated for the operations of SST that have been discontinued. The pro forma results of operations are presented for informational purposes only and are not indicative of the results of operations that would have been achieved if the acquisition had taken place on April 1, 2010, April 1, 2009 and April 1, 2008 or of results that may occur in the future (amounts in thousands):

	Unaudited		
	Year Ended March 31,		
	2011	2010	2009
Total revenue	\$ 1,494,727	\$ 1,190,178	\$ 1,145,099
Net income	429,794	207,421	233,925
Basic earnings per share	\$ 2.30	\$ 1.13	\$ 1.28
Diluted earnings per share	\$ 2.21	\$ 1.11	\$ 1.25

#### Other Acquisitions

During the year ended March 31, 2011, the Company completed two business acquisitions, in addition to SST, which were accounted for under the purchase method of accounting. Total consideration paid for these businesses, net of cash acquired of \$2.5 million, was \$6.5 million. As part of one of the acquisitions, the Company assumed a bankruptcy reorganization liability in the amount of approximately \$19.4 million which was partially funded by the acquired company prior to the acquisition. This bankruptcy liability is included in other current liabilities on the Company's consolidated balance sheet, and approximately \$19.4 million of escrowed cash to settle the bankruptcy liability is included in other current assets. The purchase price of the acquisitions resulted in purchased intangible assets of approximately \$5.6 million and goodwill of approximately \$1.0 million. The purchased intangible assets are being amortized over a weighted average period of approximately seven years. In addition, one of the acquisitions resulted in contingent consideration with an estimated fair value at the date of purchase of \$2.0 million.

During the year ended March 31, 2010, the Company completed one business acquisition which was accounted for under the purchase method of accounting. Total consideration paid for this business was approximately \$9.3 million. The combined purchase price of the acquisition resulted in purchased intangible assets of approximately \$7.0 million, of which \$2.9 million relates to in-process technology, and goodwill of approximately \$4.2 million. The purchased intangible assets (other than goodwill and the in-process technology intangible asset) are being amortized over an average period of seven years. In addition, the acquisition resulted in contingent consideration with an estimated fair value at the date of purchase of \$1.3 million.

During the year ended March 31, 2009, the Company completed three business acquisitions which were accounted for under the purchase method of accounting. Total consideration paid for these business acquisitions was approximately \$19.9 million. The combined purchase price of the acquisitions resulted in purchased intangible assets of approximately \$15.1 million and goodwill of approximately \$4.3 million. The purchased intangible assets (other than goodwill) are being amortized over an average period of seven years. One of the acquisitions had an earn-out payment associated with it based on the operating performance of the acquired business for the twelve-month period ending September 30, 2010. The initial purchase price of this acquisition was less than the fair value of the acquired net assets, and as a result, the Company recorded negative goodwill totaling \$2.4 million, which was recorded in other long-term liabilities in the consolidated balance sheet. In the year ended March 31, 2011, the Company made contingent consideration payments to the previous owners in the amount of \$12.1 million. The contingent consideration payment resulted in the de-recognition of the negative goodwill recorded on the acquisition date and the recognition of approximately \$9.7 million of goodwill.

### 3. DISCONTINUED OPERATIONS AND ASSETS HELD FOR SALE

Discontinued operations includes the following product families that were acquired in the acquisition of SST: NAND Drives, NAND controllers, Smart Card ICs, Combo Memory, Concurrent SuperFlash, Small-Sector Flash and many-time Programmable Flash memories and certain serial NOR Flash products from 512K to 64MB density in the geographic regions of Taiwan, China, Hong Kong, Singapore, Malaysia, Thailand, Indonesia, Vietnam and Philippines. These product lines were marketed for sale since the acquisition of SST on April 8, 2010 based on management's decision regarding them not being a strategic fit into the Company's product portfolio. On May 21, 2010, the Company completed a transaction to sell the NAND Drives, NAND controllers, Smart Card ICs, Combo Memory, Concurrent SuperFlash, Small-Sector Flash and many-time Programmable Flash memories to Greenliant Systems Ltd. The sale price in this transaction was determined by management to represent fair value, and accordingly, no gain or loss was recognized on the sale of the net assets. In this sale, the Company disposed of approximately \$23.6 million of assets held for sale, primarily comprised of inventory, property, plant and equipment, intangible assets and non-marketable securities. On July 8, 2010, the Company granted an exclusive limited license for the manufacture of certain Serial NOR-Flash products to Professional Computer Technology, Ltd. (PCT). The license to PCT is limited to the industry segments of optical disc drives, set top boxes, electronic books, video games, digital displays, DVD player/recorder, notebook computers, netbooks, desktop computers, PC monitors, mass storage devices, printers/scanners/copiers/faxes, PC-CAM, point of sale devices, graphic cards, servers/clients/workstations, and mobile phones. PCT has no license to sell these products to any other industry segment or geographic region other than those listed above. Certain multi-national customers are excluded from this license.

For financial statement purposes, the results of operations for these discontinued businesses have been segregated from those of the continuing operations and are presented in the Company's consolidated financial statements as discontinued operations.

At the time of the acquisition, the Company determined that it would hold SST's SuperFlash Memory and RF businesses as assets held for sale, in addition to other businesses that the Company has sold since the acquisition date. After operating the SST business for two quarters, the Company found synergies between SST's RF business and the Company's wireless, microcontroller and analog businesses. On the memory side, after divesting the low margin business to PCT, the Company had substantially improved the gross margin for the rest of the SuperFlash Memory business. The Company also determined that running some volume on the memory business is critical to proving out the SuperFlash technology before it can be licensed. As a result, the Company decided to integrate the SuperFlash Memory and RF businesses of SST into the ongoing businesses of the Company during the second quarter of fiscal 2011. The operations of these businesses have been included in continuing operations for the period April 8, 2010 through March 31, 2011.

The results of discontinued operations for the year ended March 31, 2011 are as follows (in thousands):

	Year Ended March 31, 2011
Net sales	\$ 25,177
Cost of sales	32,627
Operating expenses	3,676
Income tax benefit	(909)
Net loss from discontinued operations	\$ (10,217)

For the year ended March 31, 2011, the cost of sales related to discontinued operations includes approximately \$9.4 million of inventory write-downs.

During the fourth quarter of fiscal 2011, the Company sold a building in Macao that had been actively marketed for sale for approximately \$1.1 million, which approximated its net book value, and no gain or loss was recognized. This sale is also reflected in discontinued operations.

#### **4. SPECIAL CHARGES**

##### **SST Acquisition**

During fiscal 2011, the Company incurred \$1.9 million of severance related and office closure costs associated with the acquisition of SST. See Note 2 for more information related to this acquisition.

##### **Patent Licenses**

During the three months ended June 30, 2009, the Company agreed to the terms of a patent license with an unrelated third-party and signed an agreement on July 9, 2009. The patent license settled alleged infringement claims. The total payment made to the third-party in July 2009 was \$1.4 million, \$1.2 million of which was expensed in the first quarter of fiscal 2010 and the remaining \$0.2 million was recorded as a prepaid royalty that will be amortized over the remaining life of the patent, which expired in June 2010.

The Company entered into a patent portfolio license effective March 31, 2009 with an unrelated third-party that covers both issued patents and patent applications and settled alleged infringement claims. The total payment made to the third-party was \$8.25 million, \$4.0 million of which was expensed in the fourth quarter of fiscal 2009 and the remaining \$4.25 million was recorded as a prepaid royalty that will be amortized over the estimated 20-year remaining life of the patents. The Company entered into another patent portfolio license with the same unrelated third party in March 2011 and \$2.75 million was paid covering patent applications. The \$2.75 million was recorded as a prepaid royalty that will be amortized over the life of the patents.

##### **Expenses Associated with the Abandonment of the Atmel Acquisition**

On October 2, 2008, the Company and ON Semiconductor Corporation announced that they had sent a proposal to the Board of Directors of Atmel Corporation to acquire Atmel for \$5.00 per share in cash or a total of approximately \$2.3 billion. On October 29, 2008, Atmel announced that its Board of Directors had determined that the unsolicited proposal was inadequate. On December 15, 2008, the Company delivered a written notification to Atmel regarding a proposed alternate slate of directors to be elected at Atmel's 2009 annual meeting. On February 10, 2009, the Company announced its termination of its consideration of a potential transaction with Atmel in light of the economic uncertainty and the lack of visibility with respect to Atmel's business not allowing the Company to put a value on Atmel. In the fourth quarter of fiscal 2009, the Company expensed \$1.6 million of various costs associated with the terminated proposal.

##### **In-Process Research and Development**

During the third quarter of fiscal 2009, the Company completed its acquisition of Hampshire Company, a leader in the large format touch screen controller market. As a result of the acquisition, the Company incurred a \$0.5 million in-process research and development charge in the third quarter of fiscal 2009.

During the fourth quarter of fiscal 2009, the Company completed the acquisition of HI-TECH Software, a provider of software development tools and compilers. As a result of the acquisition, the Company incurred a \$0.2 million in-process research and development charge in the fourth quarter of fiscal 2009.

During the fourth quarter of fiscal 2009, the Company completed its acquisition of R&E International, a leader in developing innovative integrated circuits for smoke and carbon monoxide detectors and other life-safety systems. As a result of the acquisition, the Company incurred a \$0.2 million in-process research and development charge in the fourth quarter of fiscal 2009.

#### **5. INVESTMENTS**

The Company's investments are intended to establish a high-quality portfolio that preserves principal, meets liquidity needs, avoids inappropriate concentrations, and delivers an appropriate yield in relationship to the Company's investment guidelines and market conditions. The following is a summary of available-for-sale securities at March 31, 2011 (amounts in thousands):



	Available-for-sale Securities			
	Adjusted Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Government agency bonds	\$ 431,355	\$ 159	\$ (923)	\$ 430,591
Municipal bonds	11,445	34	(22)	11,457
Auction rate securities	12,475	---	---	12,475
Corporate bonds and debt	519,499	4,116	(589)	523,026
Marketable equity securities	26,173	688	---	26,861
	<u>\$ 1,000,947</u>	<u>\$ 4,997</u>	<u>\$ (1,534)</u>	<u>\$ 1,004,410</u>

The following is a summary of available-for-sale and trading securities at March 31, 2010 (amounts in thousands):

	Available-for-sale Securities			
	Adjusted Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Government agency bonds	\$ 389,801	\$ 215	\$ (622)	\$ 389,394
Municipal bonds	156,415	1,290	---	157,705
Auction rate securities	14,151	---	---	14,151
Marketable equity securities	58,402	---	---	58,402
Corporate bonds	392,108	2,983	(235)	394,856
	<u>\$ 1,010,877</u>	<u>\$ 4,488</u>	<u>\$ (857)</u>	<u>\$ 1,014,508</u>

	Trading Securities			
	Adjusted Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
ARS	\$ 23,086	\$ ---	\$ ---	\$ 23,086
Put option on ARS	1,814	---	---	1,814
	<u>\$ 24,900</u>	<u>\$ ---</u>	<u>\$ ---</u>	<u>\$ 24,900</u>

At March 31, 2011, the Company's available-for-sale debt securities, and marketable equity securities are presented on the condensed consolidated balance sheets as short-term investments of \$539.6 million and long-term investments of \$464.8 million. At March 31, 2010, the Company's available-for-sale debt securities, marketable equity securities and trading securities are presented on the condensed consolidated balance sheets as short-term investments of \$722.2 million and long-term investments of \$317.2 million.

As of March 31, 2010, the Company had investments in student loan-backed auction rate securities (ARS) with a fair value of \$23.1 million. In November 2008, the Company executed an ARS rights agreement (the Rights) with the broker through which the Company purchased the student-loan ARS that provided (i) the Company with the right to put these ARS back to the broker at par anytime during the period from June 30, 2010 through July 2, 2012, and (ii) the broker with the right to purchase or sell the ARS at par on the Company's behalf anytime through July 2, 2012. The Company accounted for the acceptance of the Rights as the receipt of a put option for no consideration and recognized a gain with a corresponding recognition as a long-term investment. During the period from April 1, 2010 to June 30, 2010, \$17.8 million of the student-loan auction rate securities were redeemed by the original issuers. The Company exercised its Rights to sell the remaining \$7.1 million in ARS at par to the broker on June 30, 2010 and received full cash settlement for the transaction on July 1, 2010.

At March 31, 2011, \$12.5 million of the fair value of the Company's investment portfolio was invested in ARS. With the continuing liquidity issues in the global credit and capital markets, the Company's ARS have experienced multiple failed auctions from September 2007 through the date of this report. While the Company continues to earn interest on these investments based on a pre-determined formula with spreads tied to particular interest rate indices, the estimated market value for these ARS no longer approximates the original purchase value.

The fair value of the failed ARS of \$12.5 million has been estimated based on market information and estimates determined by management and could change significantly based on market conditions. The Company evaluated the impairments in the value of these ARS, determining its intent to sell these securities prior to the recovery of its amortized cost basis resulted in the securities being other-than-temporarily impaired and has recognized impairment charges on these investments of \$1.6 million in fiscal 2011 and \$4.7 million in fiscal 2010.

The Company believes that, based on its current unrestricted cash, cash equivalents and short-term investment balances, the current lack of liquidity in the credit and capital markets for ARS will not have a material impact on its liquidity, cash flow or ability to fund its operations.

At March 31, 2011, the Company evaluated its investment portfolio and noted unrealized losses of \$1.5 million on its debt securities, which were due to fluctuations in interest rates and credit market conditions. Management does not believe any of the unrealized losses represent other-than-temporary impairment based on its evaluation of available evidence as of March 31, 2011, except for the ARS described above. The Company's intent is to hold these investments, other than the ARS described above, until these assets are no longer impaired. For those investments not scheduled to mature until after March 31, 2012, such recovery is not anticipated to occur in the next year and these investments have been classified as long-term investments.

The amortized cost and estimated fair value of the available-for-sale securities at March 31, 2011, by maturity, excluding marketable equity securities of \$26.9 million and corporate debt of \$3.5 million, which have no contractual maturity, are shown below (amounts in thousands). Expected maturities can differ from contractual maturities because the issuers of the securities may have the right to prepay obligations without prepayment penalties, and the Company views its available-for-sale securities as available for current operations.

	Adjusted Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-sale				
Due in one year or less	\$ 143,447	\$ 903	\$ (2)	\$ 144,348
Due after one year and through five years	815,352	3,406	(1,532)	817,226
Due after five years and through ten years	---	---	---	---
Due after ten years	12,475	---	---	12,475
	<u>\$ 971,274</u>	<u>\$ 4,309</u>	<u>\$ (1,534)</u>	<u>\$ 974,049</u>

The following is a summary of available-for-sale securities at March 31, 2010 (amounts in thousands):

	Adjusted Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-sale				
Due in one year or less	\$ 308,020	\$ 1,743	\$ (19)	\$ 309,744
Due after one year and through five years	688,706	2,745	(838)	690,613
Due after five years and through ten years	---	---	---	---
Due after ten years	14,151	---	---	14,151
	<u>\$ 1,010,877</u>	<u>\$ 4,488</u>	<u>\$ (857)</u>	<u>\$ 1,014,508</u>

During the year ended March 31, 2011, the Company had an immaterial amount of net realized gains and losses from sales of available-for-sale securities compared to net realized gains on sales of available-for-sale securities of \$1.2 million and \$0.5 million during the years ended March 31, 2010 and March 31, 2009, respectively.

#### Marketable Equity Investments

The Company acquired investments in public companies as part of the SST acquisition valued at \$47.1 million at the time of acquisition. These public companies are listed on the Taiwan Stock Exchange and include: King Yuan Electronics Company Limited (KYE); Insyde Software Corporation (Insyde); Powertech Technology, Incorporated (PTI); and Professional Computer Technology, Ltd. (PCT). During the quarter ended December 31, 2010, Apacer Technology, Inc. (Apacer) completed an initial public offering on the Taiwan Stock Exchange and is now publicly traded. The Company reclassified this investment out of non-marketable equity investments to marketable equity investments resulting in an increase in the fair value of the marketable equity investments of \$9.0 million as of December 31, 2010.

As of March 31, 2011, approximately \$16.6 million and \$10.3 million of these marketable investments have been included in short-term and long-term available-for-sale investments, respectively, based upon management's intent to hold such securities until recovery. Cash dividends and other distributions of earnings from the investees, if any, are included in other income at the date of record. The Company has classified the shares owned in these companies as marketable securities. As of March 31, 2011, the Company had an unrealized gain in other comprehensive income of \$0.7 million on these marketable securities, which the Company has determined to be a temporary impairment.

#### Non-marketable Equity Investments

The Company has certain investments in privately held companies with a carrying value of \$7.7 million at March 31, 2011. As part of the acquisition of SST, the Company acquired certain investments in privately held companies with an estimated fair value at the date of the acquisition of \$18.1 million. These investments had a carrying value of \$5.6 million at March 31, 2011 as a result of sales of investments of \$4.4 million and a reclassification to marketable equity investments of \$8.1 million. The investments in privately held companies are accounted for using the cost or the equity method of accounting, as appropriate. Each period the Company evaluates whether an event or change in circumstances has occurred that may indicate an investment has been impaired. If upon further investigation of such events the Company determines the investment has suffered a decline in value that is other than temporary, the Company writes down the investment to its estimated fair value. At March 31, 2011, the Company determined there were no such impairments. These investments are included in other assets on the Company's consolidated balance sheet.

#### 6. FAIR VALUE MEASUREMENTS

Accounting rules for fair value clarify that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the Company utilizes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1 – Observable inputs such as quoted prices in active markets;

Level 2 – Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3 – Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

#### Assets and Liabilities Measured at Fair Value on a Recurring Basis

Assets measured at fair value on a recurring basis at March 31, 2011 are as follows (amounts in thousands):

	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance
<b>Assets</b>				
Money market fund deposits	\$ 464,669	\$ ---	\$ ---	\$ 464,669
Marketable equity securities	26,861	---	---	26,861
Corporate bonds & debt	---	519,526	3,500	523,026
Government agency bonds	---	430,591	---	430,591
Deposit accounts	---	239,254	---	239,254
Municipal bonds	---	11,457	---	11,457
Auction Rate Securities	---	---	12,475	12,475
Total assets measured at fair value	<u>\$ 491,530</u>	<u>\$ 1,200,828</u>	<u>\$ 15,975</u>	<u>\$ 1,708,333</u>

Assets measured at fair value on a recurring basis at March 31, 2010 are as follows (amounts in thousands):

Assets	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance
Money market fund deposits	\$ 206,376	\$ ---	\$ ---	\$ 206,376
Deposit accounts	---	285,754	---	285,754
Government agency bonds	---	389,394	---	389,394
Municipal bonds	---	157,705	---	157,705
ARS	---	---	37,237	37,237
Put option on ARS	---	---	1,814	1,814
Corporate bonds	---	394,856	---	394,856
Marketable equity securities	58,402	---	---	58,402
<b>Total assets measured at fair value</b>	<b>\$ 264,778</b>	<b>\$ 1,227,709</b>	<b>\$ 39,051</b>	<b>\$ 1,531,538</b>

For Level 3 valuations, the Company estimated the fair value of its ARS based on the following: (i) the underlying structure of each security; (ii) the present value of future principal and interest payments discounted at rates considered to reflect current market conditions; (iii) consideration of the probabilities of default, auction failure, or repurchase at par for each period; and (iv) estimates of the recovery rates in the event of default for each security. The Company estimated the value of the put option on the ARS by evaluating the estimated cash flows before and after the receipt of the put option, discounted at rates reflecting the likelihood of default and lack of liquidity, or in the case of the payment of the par value to be paid by the broker at exercise of the put option, the counterparty credit risk. The estimated fair values that are categorized as Level 3 as well as the put options on publicly traded stock could change significantly based on future market conditions. Refer to Note 5 for further discussion of the Company's investments in ARS.

The following tables present a reconciliation for all assets measured at fair value on a recurring basis, excluding accrued interest components, using significant unobservable inputs (Level 3) for the years ended March 31, 2011 and March 31, 2010 (amounts in thousands):

Year Ended March 31, 2011	Auction Rate Securities	Put Option on Auction Rate Securities	Corporate Debt	Total Gains (Losses)
Balance at March 31, 2010	\$ 37,237	\$ 1,814	\$ ---	\$ ---
Total gains or losses (realized and unrealized):				
Included in earnings	138	(1,814)	---	(1,676)
Purchases, sales, issuances, and settlements, net	(24,900)	---	3,500	---
<b>Balance at March 31, 2011</b>	<b>\$ 12,475</b>	<b>\$ ---</b>	<b>\$ 3,500</b>	<b>\$ (1,676)</b>

Year Ended March 31, 2010	Auction Rate Securities	Put Option on Auction Rate Securities	Corporate Debt	Total Gains (Losses)
Balance at March 31, 2009	\$ 46,800	\$ 4,026	\$ ---	\$ ---
Total gains or losses (realized and unrealized):				
Included in earnings	(2,538)	(2,212)	---	(4,750)
Purchases, sales, issuances, and settlements, net	(7,025)	---	---	---
<b>Balance at March 31, 2010</b>	<b>\$ 37,237</b>	<b>\$ 1,814</b>	<b>\$ ---</b>	<b>\$ (4,750)</b>

Assets measured at fair value on a recurring basis are presented/classified on the consolidated balance sheets at March 31, 2011 as follows (amounts in thousands):

	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance
<b>Assets</b>				
Cash and cash equivalents	\$ 464,669	\$ 239,254	\$ ---	\$ 703,923
Short-term investments	16,553	523,019	---	539,572
Long-term investments	10,308	438,555	15,975	464,838
Total assets measured at fair value	<u>\$ 491,530</u>	<u>\$ 1,200,828</u>	<u>\$ 15,975</u>	<u>\$ 1,708,333</u>

Assets measured at fair value on a recurring basis are presented/classified in the consolidated balance sheets at March 31, 2010 as follows (amounts in thousands):

	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance
<b>Assets</b>				
Cash and cash equivalents	\$ 206,376	\$ 285,754	\$ ---	\$ 492,130
Short-term investments	58,402	638,891	24,900	722,193
Long-term investments	---	303,064	14,151	317,215
Total assets measured at fair value	<u>\$ 264,778</u>	<u>\$ 1,227,709</u>	<u>\$ 39,051</u>	<u>\$ 1,531,538</u>

#### Financial Assets Not Recorded at Fair Value on a Recurring Basis

The Company's non-marketable equity and cost method investments are not recorded at fair value on a recurring basis. These investments were recorded at fair-value as of April 8, 2010, the date of the SST acquisition, and are monitored on a quarterly basis for impairment charges. The investments will only be recorded at fair value when an impairment charge is recognized. These investments are included in other assets on the condensed consolidated balance sheet. See further discussion of non-marketable investments in Note 5.

#### 7. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amount of cash equivalents approximates fair value because their maturity is less than three months. The carrying amount of short-term and long-term investments approximates fair value as the securities are marked to market as of each balance sheet date with any unrealized gains and losses reported in stockholders' equity. The carrying amount of equity and cost-method adjustments approximates fair value at March 31, 2011 due to the short period of time that has elapsed since the recognition of these assets at fair value. There were no material equity-method or cost-method investments at March 31, 2010. The carrying amount of accounts receivable, accounts payable and accrued liabilities approximates fair value due to the short-term maturity of the amounts. The fair value of the Company's junior subordinated convertible debentures was \$1.574 billion at March 31, 2011 and \$1.146 billion at March 31, 2010 based on the trading price of the bonds.

**8. ACCOUNTS RECEIVABLE**

Accounts receivable consists of the following (amounts in thousands):

	March 31,	
	2011	2010
Trade accounts receivable	\$ 181,840	\$ 140,340
Other	2,200	575
	<u>184,040</u>	<u>140,915</u>
Less allowance for doubtful accounts	2,838	3,109
	<u>\$ 181,202</u>	<u>\$ 137,806</u>

**9. INVENTORIES**

Inventories consist of the following (amounts in thousands):

	March 31,	
	2011	2010
Raw materials	\$ 8,174	\$ 4,912
Work in process	141,462	100,607
Finished goods	31,164	11,060
	<u>\$ 180,800</u>	<u>\$ 116,579</u>

**10. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment consist of the following (amounts in thousands):

	March 31,	
	2011	2010
Land	\$ 46,497	\$ 39,671
Building and building improvements	375,611	349,964
Machinery and equipment	1,306,367	1,190,548
Projects in process	101,202	84,254
	<u>1,829,677</u>	<u>1,664,437</u>
Less accumulated depreciation	1,289,164	1,171,398
	<u>\$ 540,513</u>	<u>\$ 493,039</u>

Depreciation expense attributed to property, plant and equipment was \$92.7 million, \$86.4 million and \$93.3 million for the fiscal years ending March 31, 2011, 2010 and 2009, respectively.

**11. INTANGIBLE ASSETS AND GOODWILL**

Intangible assets consist of the following (amounts in thousands):

	March 31, 2011		
	Gross Amount	Accumulated Amortization	Net Amount
Developed technology	\$ 83,451	\$ (27,694)	\$ 55,757
Customer-related	15,600	(1,621)	13,979
Trademarks and trade names	1,730	(250)	1,480
Backlog	2,410	(1,709)	701
In-process technology	4,600	(11)	4,589
Distribution rights	5,236	(4,147)	1,089
Covenants not to compete	400	(66)	334
	<u>\$ 113,427</u>	<u>\$ (35,498)</u>	<u>\$ 77,929</u>

	March 31, 2010		
	Accumulated		
	Gross Amount	Amortization	Net Amount
Developed technology	\$ 48,609	\$ (17,967)	\$ 30,642
Customer-related	400	(12)	388
		-	
In-process technology	2,900	--	2,900
Distribution rights	5,236	(3,639)	1,597
	<u>\$ 57,145</u>	<u>\$ (21,618)</u>	<u>\$ 35,527</u>

The Company amortizes intangible assets over their expected useful lives, which range between 1 and 10 years. In fiscal 2011, the Company acquired \$34.8 million of developed technology which has a weighted average amortization period of 10 years, \$15.2 million of customer-related intangible assets which has a weighted average amortization period of nine years, \$1.7 million of trademarks and trade names with an amortization period of five years, \$2.4 million of intangible assets related to backlog with an amortization period of one year, \$1.7 million of in-process technology which will begin amortization once the technology reaches technological feasibility, and \$0.4 million of intangible assets related to covenants not to compete with an amortization period of three years. The following is an expected amortization schedule for the intangible assets for fiscal year 2012 through fiscal year 2016, absent any future acquisitions or impairment charges (amounts in thousands):

Year ending March 31,	Projected Amortization Expense
2012	\$12,811
2013	13,304
2014	12,281
2015	12,201
2016	10,284

Amortization expense attributed to intangible assets was \$13.9 million, \$3.7 million and \$2.7 million for fiscal years 2011, 2010 and 2009, respectively. In fiscal year 2011, approximately \$7.8 million was charged to cost of sales and approximately \$6.1 million was charged to operating expenses. In fiscal year 2010, approximately \$1.9 million was charged to cost of sales and approximately \$1.8 million was charged to operating expenses. In fiscal 2009, approximately \$0.8 million was charged to cost of sales and \$1.9 million was charged to operating expenses. The Company found no indication of impairment of its intangible assets in fiscal years 2011, 2010 or 2009.

Goodwill activity for fiscal years 2011 and 2010 was as follows (amounts in thousands):

	Semiconductor Products Reporting Unit	Technology Licensing Reporting Unit
Balance at March 31, 2009	\$ 36,165	\$ ---
Additions due to acquisitions	4,173	---
Balance at March 31, 2010	40,338	---
Additions due to the acquisition of SST	5,761	19,200
Additions due to contingent consideration payments to previous owners of R&E International	9,747	---
Additions due to other acquisitions	972	---
Balance at March 31, 2011	<u>\$ 56,818</u>	<u>\$ 19,200</u>

The Company has completed the process of allocating goodwill to its reporting units as it relates to the acquisition of SST. As a result, approximately \$19.2 has been allocated to the technology licensing reporting unit and approximately \$5.8 million has been allocated to the semiconductor products reporting unit.

In the year ended March 31, 2011, the Company made contingent consideration payments to the previous owners of R&E International in the amount of \$12.1 million. The Company acquired R&E International on March 31, 2009. The contingent consideration payment resulted in the de-recognition of negative goodwill in the amount of approximately \$2.4 million recorded on the acquisition date and the recognition of approximately \$9.7 million of goodwill which was allocated to the semiconductor products reporting unit.

At March 31, 2011, \$56.8 million of goodwill was recorded in the Company's semiconductor products reporting unit and \$19.2 million was recorded in the Company's technology licensing reporting unit. After completing the annual impairment analyses during the fourth quarter of fiscal 2011, fiscal 2010 and fiscal 2009, the Company concluded that goodwill was not impaired in any year. Through March 31, 2011, the Company has never recorded an impairment charge against its goodwill balance.

**12. ACCRUED LIABILITIES**

Accrued liabilities consist of the following (amounts in thousands):

	March 31,	
	2011	2010
Bankruptcy reorganization liability	\$ 19,385	\$ ---
Other accrued expenses	112,454	60,211
	<u>\$ 131,839</u>	<u>\$ 60,211</u>

The bankruptcy reorganization liability was incurred as part of an acquisition completed in fiscal 2011, as further discussed in Note 2.

**13. INCOME TAXES**

The Company is subject to income taxes in the U.S. and numerous foreign jurisdictions. The Company files U.S. federal, U.S. state, and foreign income tax returns. For U.S. federal, and in general for U.S. state tax returns, the 2009 through fiscal 2011 tax years remain open for examination by tax authorities. For foreign tax returns, the Company is generally no longer subject to income tax examinations for years prior to fiscal 2004.

Significant judgment is required in evaluating the Company's uncertain tax positions and determining its provision for income taxes. Although the Company believes that it has appropriately reserved for its uncertain tax positions, no assurance can be given that the final tax outcome of these matters will not be different than expectations. The Company will adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit, the refinement of an estimate, the closing of a statutory audit period or changes in applicable tax law. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the impact of reserve provisions and changes to the reserves that are considered appropriate, as well as related net interest.

The Company recognizes liabilities for anticipated tax audit issues in the U.S. and other domestic and international tax jurisdictions based on its estimate of whether, and the extent to which, additional tax payments are more likely than not. The Company believes it maintains appropriate reserves to offset potential income tax liabilities that may arise upon final resolution of matters for open tax years. The U.S. Internal Revenue Service (IRS) is currently auditing the Company's fiscal years 2009 and 2010. Fiscal 2011 is currently open for examination by the IRS. The Company believes that it has appropriate support for the income tax positions taken and to be taken on its tax returns and that its accruals for tax liabilities are appropriate for all open years based on an assessment of many factors including past experience and interpretations of tax law applied to the facts of each matter. If such accrued amounts ultimately prove to be unnecessary, the resulting reversal of such reserves would result in tax benefits being recorded in the period the reserves are no longer deemed necessary. If such assessments ultimately prove to be greater than anticipated, a future charge to expense would be recorded in the period in which the assessment is determined. Timing of the resolution and/or closure on audits is highly uncertain; however, the Company does not believe that it is reasonably possible that the unrecognized tax benefits could significantly change within the next 12 months as the result of a tax examination closure.



The following table summarizes the activity related to the Company's gross unrecognized tax benefits from April 1, 2008 to March 31, 2011 (amounts in thousands):

	Year Ended March 31,		
	2011	2010	2009
Beginning balance	\$ 57,140	\$ 70,051	\$ 112,311
Increases related to acquisitions	26,843	---	---
Decreases related to prior year tax positions	(48,428)	(25,492)	(49,967)
Increases related to current year tax positions	9,977	11,332	7,584
Increases related to prior year tax positions	379	1,249	123
Ending balance	\$ 45,911	\$ 57,140	\$ 70,051

As of March 31, 2011, the Company had accrued approximately \$0.5 million related to the potential payment of interest on the Company's uncertain tax positions. Interest was included in the provision for income taxes. The Company has accrued for approximately \$1.0 million in penalties related to its uncertain tax positions related to its international locations.

The income tax (benefit) provision from continuing operations consists of the following (amounts in thousands):

	Year Ended March 31,		
	2011	2010	2009
<b>Current (benefit) expense:</b>			
Federal	\$ 294	\$ (4,358)	\$ (38,836)
State	21	(436)	(3,888)
Foreign	22,877	6,981	8,689
Total current	\$ 23,192	2,187	(34,035)
<b>Deferred expense (benefit):</b>			
Federal	\$ 11,035	16,663	19,476
State	788	1,668	1,950
Foreign	(3,484)	290	(899)
Total deferred	8,340	18,621	20,527
	\$ 31,531	\$ 20,808	\$ (13,508)

The tax benefit associated with the Company's equity incentive plans reduced taxes currently payable by \$7.5 million, \$3.7 million and \$7.6 million for the years ended March 31, 2011, 2010 and 2009, respectively. These amounts were credited to additional paid-in capital in each of the three fiscal years.

The provision for income taxes differs from the amount computed by applying the statutory federal tax rate to income before income taxes. The sources and tax effects of the differences in the total income tax (benefit) provision from continuing operations are as follows (amounts in thousands):

	Year Ended March 31,		
	2011	2010	2009
Computed expected income tax provision	\$ 161,244	\$ 83,235	\$ 81,228
State income taxes, net of federal benefits	1,746	915	1,295
Research and development tax credits	(3,691)	(1,500)	(2,732)
Foreign income taxed at lower than the federal rate	(103,373)	(53,390)	(43,452)
Tax benefit from audit settlements net of restructuring taxes	(24,395)	(8,452)	(16,880)
Release of tax reserves	---	---	(32,967)
	\$ 31,531	\$ 20,808	\$ (13,508)

Pretax income from foreign continuing operations was \$390.9 million, \$201.2 million and \$195.1 million for the years ended March 31, 2011, 2010 and 2009, respectively. Unremitted foreign earnings that are considered to be permanently invested outside the U.S., and on which no deferred taxes have been provided, amounted to approximately \$1,539.8 million at March 31, 2011. The Company has the ability and intent to indefinitely reinvest the foreign earnings. Should the Company elect in the future to repatriate a portion of the foreign earnings so invested, the Company would incur income tax expense on such repatriation, net of any available deductions and foreign tax credits. This would result in additional income tax expense beyond the computed effective tax rate in such periods.

During the year ended March 31, 2011, the Company settled an IRS examination of fiscal years 2006, 2007 and 2008. In addition, the Company benefited from the expiration of the statute of limitations related to previously accrued tax reserves and incurred a tax charge related to corporate restructuring. The tax benefit associated with these items was a decrease in the effective tax rate from continuing operations of 5.3%.

In December 2010, the U.S. Congress retroactively reinstated the research and development tax credit from January 1, 2010. As a result, the Company recognized a one-time tax benefit of \$1.5 million in the quarter ended December 31, 2010.

During the year ended March 31, 2010, the Company settled an IRS examination of fiscal years 2002, 2003 and 2004 which resulted in a one-time tax benefit of \$8.5 million. This tax benefit decreased the Company's effective tax rate by approximately 3.6 percentage points to 8.8%.

In October 2008, the U.S. Congress passed the Emergency Economic Stabilization Act of 2008 which included a provision to extend the research and development tax credit retroactively from January 1, 2008. As a result, the Company recognized a one-time tax benefit of \$1.5 million in the quarter ending December 31, 2008.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows (amounts in thousands):

	March 31,	
	2011	2010
<b>Deferred tax assets:</b>		
Deferred intercompany profit	\$ 11,031	\$ 7,711
Deferred income on shipments to distributors	33,304	24,531
Inventory valuation	5,740	842
Net operating loss carryforward	2,051	4,995
Share-based compensation	25,195	30,316
Income tax credits	50,795	45,171
Accrued expenses and other	11,052	9,512
Gross deferred tax assets	139,168	123,078
Valuation allowances	(50,346)	(45,268)
Net deferred tax assets	88,822	77,810
<b>Deferred tax liabilities:</b>		
Income tax credits	17,852	---
Net operating loss carryforward	833	---
Property, plant and equipment, principally due to differences in depreciation	(5,036)	(3,861)
Junior convertible debentures	(407,477)	(372,252)
Other	(5,699)	(600)
Gross deferred tax liability	(399,527)	(376,713)
Net deferred tax liability	\$ (310,705)	\$ (298,903)

The Company had state and foreign net operating loss carryforwards with an estimated tax effect of \$2.9 million available at March 31, 2011. The state net operating loss carryforwards expire at various times between 2014 and 2024. The Company believes that it is more likely than not that the benefit from certain state net operating loss carryforwards will not be realized. In recognition of this risk, at March 31, 2011, the Company has provided a valuation allowance of \$2.1 million. The Company also has state tax credits with an estimated tax effect of \$44.8 million available at March 31, 2011. These state tax credits expire at various times between 2011 and 2026. The Company believes that it is more likely than not that the benefit from these state tax credits will not be realized, and therefore has provided a valuation allowance against the full amount. The Company has U.S. foreign tax credits with an estimated tax effect of \$3.7 million that expire at various times between 2013 and 2016. The Company believes it is more likely than not that the benefit from these credits will not be fully realized and has provided a valuation allowance of \$3.5 million. At March 31, 2011, the Company had alternative minimum tax net operating loss carryforwards of \$4.0 million that expire between 2024 and 2026.

The Company's Thailand manufacturing operations currently benefit from numerous tax holidays granted to the Company based on its investment in property, plant and equipment in Thailand. The Company's tax holiday periods in Thailand expire at various times in the future, however, the Company actively seeks to acquire new tax holidays. The Company does not expect the future expiration of any of its tax holiday periods in Thailand to have a material impact on its effective tax rate. The aggregate dollar benefits derived from these tax holidays approximated \$20.9 million, \$17.3 million and \$6.4 million for the years ended March 31, 2011, 2010 and 2009, respectively. The benefit the tax holiday had on diluted net income per share approximated \$0.10 in the year ended March 31, 2011 and \$0.09 for the year ended March 31, 2010 and \$0.03 for the year ended March 31, 2009.

**14. 2.125% JUNIOR SUBORDINATED CONVERTIBLE DEBENTURES**

The Company's \$1.15 billion principal amount of 2.125% junior subordinated convertible debentures due December 15, 2037, are subordinated in right of payment to any future senior debt of the Company and are effectively subordinated in right of payment to the liabilities of the Company's subsidiaries. The debentures are convertible, subject to certain conditions, into shares of the Company's common stock at an initial conversion rate of 29.2783 shares of common stock per \$1,000 principal amount of debentures, representing an initial conversion price of approximately \$34.16 per share of common stock. As of March 31, 2011, none of the conditions allowing holders of the debentures to convert had been met. As a result of cash dividends paid since the issuance of the debentures, the conversion rate has been adjusted to 34.4383 shares of common stock per \$1,000 of principal amount of debentures, representing a conversion price of approximately \$29.04 per share of common stock.

As the debentures can be settled in cash upon conversion, for accounting purposes, the debentures were bifurcated into a liability component and an equity component, which are initially recorded at fair value. The carrying value of the equity component at March 31, 2011 and at March 31, 2010 was \$822.4 million. The estimated fair value of the liability component of the debentures at the issuance date was \$327.6 million, resulting in a debt discount of \$822.4 million. The unamortized debt discount was \$801.9 million at March 31, 2011 and \$808.7 million at March 31, 2010. The carrying value of the debentures was \$347.3 million at March 31, 2011 and \$340.7 million at March 31, 2010. The remaining period over which the unamortized debt discount will be recognized as non-cash interest expense is 26.75 years. In the year ended March 31, 2011, the Company recognized \$6.8 million in non-cash interest expense related to the amortization of the debt discount. In the year ended March 31, 2010, the Company recognized \$6.3 million in non-cash interest expense related to the amortization of the debt discount. In the year ended March 31, 2009, the Company recognized \$5.2 million in non-cash interest expense related to the amortization of the debt discount. The Company recognized \$24.4 million of interest expense related to the 2.125% coupon on the debentures in each of fiscal 2011, fiscal 2010 and fiscal 2009.

The debentures also include certain embedded features related to the contingent interest payments, the Company making specific types of distributions (e.g., extraordinary dividends), the redemption feature in the event of changes in tax law, and penalty interest in the event of a failure to maintain an effective registration statement. These features qualify as derivatives and are bundled as a compound embedded derivative that is measured at fair value. The fair value of the derivative as of March 31, 2011 was \$0.4 million, compared to the value at March 31, 2010 of \$0.7 million, resulting in a reduction of interest expense in fiscal 2011 of \$0.2 million. The balance of the debentures on the Company's condensed consolidated balance sheet at March 31, 2011 of \$347.3 million includes the fair value of the embedded derivative.

**15. CONTINGENCIES**

In the ordinary course of the Company's business, it is involved in a limited number of legal actions, both as plaintiff and defendant, and could incur uninsured liability in any one or more of them. The Company also periodically receives notifications from various third parties alleging infringement of patents, intellectual property rights or other matters. With respect to pending legal actions to which the Company is a party, although the outcomes of these actions are not generally determinable, the Company believes that the ultimate resolution of these matters will not have a material adverse effect on its financial position, cash flows or results of operations. Litigation relating to the semiconductor industry is not uncommon, and the Company is, and from time to time has been, subject to such litigation. No assurances can be given with respect to the extent or outcome of any such litigation in the future.

The Company's technology license agreements generally include an indemnification clause that indemnifies the licensee against liability and damages (including legal defense costs) arising from any claims of patent, copyright, trademark or trade secret infringement by the Company's proprietary technology. The terms of these guarantees approximate the terms of the technology license agreements, which typically range from five to ten years. The Company's current license agreements expire from 2011 through 2030. The possible amount of future payments the Company could be required to make based on agreements that specify indemnification limits, if such indemnifications were required on all of these agreements, is approximately \$88 million. There are some licensing agreements in place that do not specify indemnification limits. The Company had not recorded any liabilities related to these indemnification obligations as of March 31, 2011.

Contingent liabilities in the amount of \$13.0 million were recorded in connection with the SST acquisition as an adverse outcome was determined to be probable and estimable. At March 31, 2011, there were no material changes to the amount recognized at the acquisition date for these contingencies.

#### **16. STOCKHOLDERS' EQUITY**

*Stock Repurchase Activity.* On December 11, 2007, the Company announced that its Board of Directors had authorized the repurchase of up to 10.0 million shares of its common stock in the open market or in privately negotiated transactions. As of March 31, 2011, the Company had repurchased 7.5 million shares under this authorization for \$234.7 million. There is no expiration date associated with this program.

The Company's Board of Directors authorized the repurchase of 21.5 million shares of its common stock concurrent with the junior subordinated convertible debenture transaction for \$638.6 million and no further shares are available to be repurchased under this authorization.

During the years ended March 31, 2011 and 2010, the Company did not purchase any of its shares of common stock. During the year ended March 31, 2009, the Company purchased 4.0 million shares of its common stock for \$123.9 million.

As of March 31, 2011, approximately 29.2 million shares remained as treasury shares with the balance of the shares being used to fund share issuance requirements under the Company's equity incentive plans.

#### **17. EMPLOYEE BENEFIT PLANS**

The Company maintains a contributory profit-sharing plan for its domestic employees meeting certain eligibility and service requirements. The plan qualifies under Section 401(k) of the Internal Revenue Code of 1986, as amended, and allows employees to contribute up to 60% of their base salary, subject to maximum annual limitations prescribed by the IRS. Through December 31, 2008, the Company made matching contributions of up to 25% of the first 4% of the participant's eligible compensation and could award up to an additional 25% under the discretionary match. The Company eliminated the mandatory matching contribution as of January 1, 2009. All matches are provided on a quarterly basis and require the participant to be an active employee at the end of each quarter. For the fiscal year ended March 31, 2009, the Company contributions to the plan totaled \$1.4 million. Due to expense reduction actions taken in response to adverse economic conditions, the Company did not contribute to the plan for the fiscal year ended March 31, 2010. For the fiscal year ended March 31, 2011, the Company contributions to the plan totaled \$2.3 million.

The Company's 2001 Employee Stock Purchase Plan (the 2001 Purchase Plan) became effective on March 1, 2002. The Board of Directors approved the 2001 Purchase Plan in May 2001 and the stockholders approved it in August 2001. Under the 2001 Purchase Plan, eligible employees of the Company may purchase shares of common stock at semi-annual intervals through periodic payroll deductions. The purchase price in general will be 85% of the lower of the fair market value of the common stock on the first day of the participant's entry date into the offering period or 85% of the fair market value on the semi-annual purchase date. Depending upon a participant's entry date into the 2001 Purchase Plan, purchase periods under the 2001 Purchase Plan consist of overlapping periods of either 24, 18, 12 or 6 months in duration. In May 2003 and August 2003, the Company's Board and stockholders, respectively, each approved an annual automatic increase in the number of shares reserved under the 2001 Purchase Plan. The automatic increase took effect on January 1, 2005, and on each January 1 thereafter during the term of the plan, and is equal to the lesser of (i) 1,500,000 shares, (ii) one half of one percent (0.5%) of the then outstanding shares of the Company's common stock, or (iii) such lesser amount as is approved by the Company's Board of Directors. On January 1, 2011, an additional 941,530 shares were reserved under the 2001 Purchase Plan based on the automatic increase. On January 1, 2010, an additional 921,171 shares were reserved under the 2001 Purchase Plan based on the automatic increase. On January 1, 2009, an additional 910,229 shares were reserved under the 2001 Purchase Plan based on the automatic increase. Since the inception of the 2001 Purchase Plan, 10,317,592 shares of common stock have been reserved for issuance and 4,106,979 shares have been issued under this purchase plan.

During fiscal 1995, a purchase plan was adopted for employees in non-U.S. locations. Such plan provided for the purchase price per share to be 100% of the lower of the fair market value of the common stock at the beginning or end of the semi-annual purchase plan period. Effective May 1, 2006, the Company's Board approved a purchase price per share equal to 85% of the lower of the fair market value of the common stock at the beginning or end of the semi-annual purchase plan period. Since the inception of this purchase plan, 1,308,231 shares of common stock have been reserved for issuance and 534,644 shares have been issued under this purchase plan.

Effective January 1, 1997, the Company adopted a non-qualified deferred compensation arrangement. This plan is unfunded and is maintained primarily for the purpose of providing deferred compensation for a select group of highly compensated employees as defined in ERISA Sections 201, 301 and 401. There are no Company matching contributions made under this plan.

The Company has management incentive compensation plans which provide for bonus payments, based on a percentage of base salary, from an incentive pool created from operating profits of the Company, at the discretion of the Board of Directors. During the years ended March 31, 2011, 2010 and 2009, \$28.3 million, \$16.5 million and \$3.0 million were charged against operations for these plans, respectively.

The Company also has a plan that, at the discretion of the Board of Directors, provides a cash bonus to all employees of the Company based on the operating profits of the Company. During the years ended March 31, 2011, 2010 and 2009, \$16.0 million, \$4.3 million and \$2.9 million, respectively, were charged against operations for this plan.

## 18. EQUITY INCENTIVE PLANS

The Company's 2004 Equity Incentive Plan, as amended and restated (the 2004 Plan), is shareholder approved and permits the grant of stock options and restricted stock units (RSUs) to employees, non-employee members of the Board of Directors and consultants. At March 31, 2011, 6.7 million shares remained available for future grant under the 2004 Plan. Stock options and RSUs are designed to reward employees for their long-term contributions to the Company and to provide incentive for them to remain employed with the Company. The Company believes that such awards better align the interests of its employees with those of its shareholders.

The Board of Directors or the plan administrator determines eligibility, vesting schedules and exercise prices for equity incentives granted under the plans. Equity incentives granted generally have a term of 10 years. Equity incentives granted in the case of newly hired employees generally vest and become exercisable at the rate of 25% after one year of service and ratably on a monthly or quarterly basis over a period of 36 months thereafter. Subsequent equity incentive grants to existing employees generally vest and become exercisable ratably on a monthly or quarterly basis over a period starting in 48 months and ending in 60 months after the date of grant. Beginning in fiscal 2008, the Company converted its equity granting practices to a quarterly process instead of an annual process. The quarterly grants generally vest 48 months from the date of grant.

Under the plans, 106,215,611 shares of common stock have been reserved for issuance since the inception of the plans.

### *Share-Based Compensation Expense*

The following table presents details of share-based compensation expense (amounts in thousands):

	Year Ended March 31,		
	2011	2010	2009
Cost of sales (1)	\$ 6,825	\$ 7,054	\$ 5,845
Research and development	12,874	12,194	10,866
Selling, general and administrative	17,113	17,530	15,770
Pre-tax effect of share-based compensation	36,812	36,778	32,481
Income tax benefit	(4,493)	(4,563)	(5,277)
Net income effect of share-based compensation	<u>\$ 32,319</u>	<u>\$ 32,215</u>	<u>\$ 27,204</u>

(1) During the year ended March 31, 2011, \$7.1 million was capitalized to inventory, and \$6.8 million of capitalized inventory was sold. During the year ended March 31, 2010, \$7.0 million was capitalized to inventory and \$7.1 million of capitalized inventory was sold. During the year ended March 31, 2009, \$6.7 million was capitalized to inventory and \$5.8 million of capitalized inventory was sold.

The amount of unearned share-based compensation currently estimated to be expensed in fiscal 2012 through fiscal 2015 related to unvested share-based payment awards at March 31, 2011 is \$62.2 million. The weighted average period over which the unearned share-based compensation is expected to be recognized is approximately 2.20 years.

*Combined Incentive Plan Information*

RSU share activity under the 2004 Plan is set forth below:

	<u>Number of Shares</u>
Nonvested shares at March 31, 2008	2,464,565
Granted	1,876,738
Forfeited/expired	(293,573)
Vested	<u>(445,958)</u>
Nonvested shares at March 31, 2009	3,601,772
Granted	1,846,241
Forfeited/expired	(120,198)
Vested	<u>(689,867)</u>
Nonvested shares at March 31, 2010	4,637,948
Granted	1,766,257
Forfeited/expired	(171,967)
Vested	<u>(990,932)</u>
Nonvested shares at March 31, 2011	<u><u>5,241,306</u></u>

The total intrinsic value of RSUs which vested during the years ended March 31, 2011, 2010 and 2009 was \$32.6 million, \$17.5 million and \$12.4 million, respectively. The aggregate intrinsic value of RSUs outstanding at March 31, 2011 was \$199.2 million calculated based on the closing price of the Company's common stock of \$38.01 on March 31, 2011.

The weighted average fair values per share of the RSUs awarded are calculated based on the fair market value of the Company's common stock on the respective grant dates discounted for the Company's expected dividend yield. The weighted average fair values per share of RSUs awarded in the years ended March 31, 2011, 2010 and 2009 was \$26.05, \$20.75 and \$22.11, respectively. At March 31, 2011, the weighted average remaining expense recognition period was 2.25 years.

Option activity under the Company's stock incentive plans in the three years ended March 31, 2011 is set forth below:

	<u>Number of Shares</u>	<u>Weighted Average Exercise Price per Share</u>
Outstanding at March 31, 2008	11,732,385	23.14
Granted	24,000	33.90
Exercised	(1,573,183)	16.33
Canceled	<u>(101,669)</u>	<u>26.27</u>
Outstanding at March 31, 2009	10,081,533	24.20
Granted	12,000	27.03
Exercised	(1,492,866)	22.03
Canceled	<u>(140,888)</u>	<u>27.79</u>
Outstanding at March 31, 2010	8,459,779	24.52
Granted	---	---
Exercised	(2,885,365)	23.09
Canceled	<u>(77,490)</u>	<u>29.39</u>
Outstanding at March 31, 2011	<u><u>5,496,924</u></u>	<u><u>25.21</u></u>

The total intrinsic value of options exercised during the years ended March 31, 2011, 2010 and 2009 was \$29.8 million, \$7.6 million and \$22.3 million, respectively. This intrinsic value represents the difference between the fair market value of the Company's common stock on the date of exercise and the exercise price of each equity award.

The aggregate intrinsic value of options outstanding and options exercisable at March 31, 2011 was \$70.4 million. The aggregate intrinsic value was calculated based on the closing price of the Company's common stock of \$38.01 per share on March 31, 2011.

At March 31, 2011 and 2010, the number of option shares exercisable was 5,491,363 and 8,433,445, respectively, and the weighted average exercise price per share of these options was \$25.20 and \$24.49, respectively.

The weighted average fair values per share of stock options granted in the years ended March 31, 2010, and 2009 was \$5.90 and \$10.39, respectively. There were no stock options granted in the year ended March 31, 2011. The fair values per share of stock options granted were estimated utilizing the following assumptions:

	Year Ended March 31,	
	2010	2009
Expected term (in years)	6.50	6.50
Volatility	36%	43%
Risk-free interest rate	2.57%	3.14%
Dividend yield	5.00%	4.00%

#### 19. LEASE COMMITMENTS

The Company leases office space, transportation and other equipment under operating leases which expire at various dates through March 31, 2018. The future minimum lease commitments under these operating leases at March 31, 2011 were as follows (amounts in thousands):

Year Ending March 31,	Amount
2012	\$ 8,785
2013	7,074
2014	4,704
2015	3,353
2016	2,954
Thereafter	3,986
<b>Total minimum payments</b>	<b>\$30,856</b>

Rental expense under operating leases totaled \$9.8 million, \$8.2 million and \$7.9 million for fiscal years 2011, 2010 and 2009, respectively.

#### 20. GEOGRAPHIC AND SEGMENT INFORMATION

In connection with the acquisition of SST, the Company re-evaluated its segment reporting, based on the nature of the products and services provided to customers, and the information provided to the Company's chief operating decision maker. Based on that evaluation, the Company determined its reporting segments include semiconductor products and technology licensing. The technology licensing segment is a result of the acquisition of SST, and thus for fiscal years ended March 31, 2010 and 2009, net sales and gross profit are solely attributable to the semiconductor product segment. The Company does not allocate operating expenses, interest income, interest expense, other income or expense, or provision for or benefit from income taxes to these segments for internal reporting purposes, as the Company does not believe that allocating these expenses is beneficial in evaluating segment performance. Additionally, the Company does not allocate assets to segments for internal reporting purposes as it does not manage its segments by such metrics.

The following table represents revenues and gross profit for each segment (in thousands):

	Year Ended March 31, 2011	
	Net Sales	Gross Profit
Semiconductor products	\$ 1,415,137	\$ 806,398
Technology licensing	72,068	68,038
	<b>\$ 1,487,205</b>	<b>\$ 874,436</b>

The Company sells its products to distributors and original equipment manufacturers (OEMs) in a broad range of market segments, performs on-going credit evaluations of its customers and, as deemed necessary, may require collateral, primarily letters of credit. The Company's operations outside the U.S. consist of product assembly and final test facilities in Thailand, and sales and support centers and design centers in certain foreign countries. Domestic operations are responsible for the design, development and wafer fabrication of products, as well as the coordination of production planning and shipping to meet worldwide customer

commitments. The Thailand assembly and test facility is reimbursed in relation to value added with respect to assembly and test operations and other functions performed, and certain foreign sales offices receive compensation for sales within their territory. Accordingly, for financial statement purposes, it is not meaningful to segregate sales or operating profits for the assembly and test and foreign sales office operations. Identifiable long-lived assets (consisting of property, plant and equipment) by geographic area are as follows (amounts in thousands):

	March 31,	
	2011	2010
United States	\$ 330,046	\$ 332,920
Thailand	193,729	147,732
Various other countries	16,738	12,387
Total long-lived assets	<u>\$ 540,513</u>	<u>\$ 493,039</u>

Sales to unaffiliated customers located outside the U.S., primarily in Asia and Europe, aggregated approximately 80%, 77% and 75% of consolidated net sales for the years ended March 31, 2011, 2010 and 2009, respectively. Sales to customers in Europe represented 23%, 25% and 29% of consolidated net sales for the years ended March 31, 2011, 2010 and 2009, respectively. Sales to customers in Asia represented 57%, 51% and 46% of consolidated net sales for each of the years ended March 31, 2011, 2010 and 2009, respectively. Sales into China, including Hong Kong, represented 25%, 25% and 23% of consolidated net sales for the years ended March 31, 2011, 2010 and 2009, respectively. Sales into Taiwan represented 13% of consolidated net sales for the year ended March 31, 2011, and 10% of consolidated net sales for the year ended March 31, 2010. Sales into any other individual foreign country did not exceed 10% of the Company's net sales for any of the years presented.

The Company's largest distributor accounted for approximately 10% of its net sales in fiscal 2011, approximately 12% of its net sales in fiscal 2010, and approximately 14% of its net sales in fiscal 2009.

## 21. DERIVATIVE INSTRUMENTS

The Company has international operations and is thus subject to foreign currency rate fluctuations. To help manage the risk of changes in foreign currency rates, the Company periodically enters into derivative contracts comprised of foreign currency forward contracts to hedge its asset and liability foreign currency exposure and a portion of its foreign currency operating expenses. Approximately 99% of the Company's sales are U.S. Dollar denominated. To date, the exposure related to foreign exchange rate volatility has not been material to the Company's operating results. As of March 31, 2011 and 2010, the Company had no foreign currency derivatives outstanding. The Company recognized an immaterial amount of realized gains and losses on foreign currency derivatives in the years ended March 31, 2011, 2010 and 2009.

## 22. NET INCOME PER COMMON SHARE

The following table sets forth the computation of basic and diluted net income per share from continuing operations (in thousands, except per share amounts):

	Year Ended March 31,		
	2011	2010	2009
Net income from continuing operations	\$ 429,167	\$ 217,005	\$ 245,587
Weighted average common shares outstanding	187,066	183,642	183,158
Dilutive effect of stock options and RSUs	4,463	3,697	3,336
Dilutive effect of convertible debt	3,186	---	294
Weighted average common and potential common shares outstanding	<u>194,715</u>	<u>187,339</u>	<u>186,788</u>
Basic net income per common share – continuing operations	<u>\$ 2.29</u>	<u>\$ 1.18</u>	<u>\$ 1.34</u>
Diluted net income per common share – continuing operations	<u>\$ 2.20</u>	<u>\$ 1.16</u>	<u>\$ 1.31</u>

Weighted average common shares exclude the effect of antidilutive options. For the year ended March 31, 2011, the number of option shares that were antidilutive were 132,084. For the year ended March 31, 2010, the number of option shares that were antidilutive were 4,109,841. For the year ended March 31, 2009, the number of option shares that were antidilutive were 3,685,806.



Diluted net income per common share for the year ended March 31, 2011 and March 31, 2009 included 3,185,591 shares and 294,445 shares, respectively, issuable upon the exchange of the debentures (see Note 14). There were no shares issuable upon the exchange of the debentures for the year ended March 31, 2010. The debentures impact diluted net income per common share when the average price of the Company's common stock exceeds the conversion price because the principal amount of the debentures will be settled in cash upon conversion. Prior to conversion, the Company will include, in the diluted net income per common share calculation, the effect of the additional shares that may be issued when the Company's common stock price exceeds the conversion price, using the treasury stock method. The weighted average conversion price per share used in calculating the dilutive effect of the convertible debt for the year ended March 31, 2011 was \$29.61.

Diluted net loss per common share for discontinued operations the year ended March 31, 2011 was \$(0.05).

### 23. QUARTERLY RESULTS (UNAUDITED)

The following table presents the Company's selected unaudited quarterly operating results for the eight quarters ended March 31, 2011. The Company believes that all adjustments of a normal recurring nature have been made to present fairly the related quarterly results (in thousands, except per share amounts):

Fiscal 2011	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
Net sales	\$ 357,125	\$ 382,271	\$ 367,824	\$ 379,985	\$ 1,487,205
Gross profit	207,443	225,005	216,397	225,591	874,436
Operating income	109,226	123,143	117,453	124,361	474,183
Net income from continuing operations	91,877	104,748	101,930	130,612	429,167
Net loss from discontinued operations	(2,311)	(1,668)	(1,154)	(5,084)	(10,217)
Net income	89,566	103,080	100,776	125,528	418,950
Diluted net income per common share – continuing operations	0.48	0.55	0.52	0.65	2.20
Diluted net loss per common share – discontinued operations	(0.01)	(0.01)	(0.01)	(0.03)	(0.05)
Diluted net income per common share	0.47	0.54	0.51	0.62	2.15

Fiscal 2010	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
Net sales	\$ 192,949	\$ 226,661	\$ 250,099	\$ 278,020	\$ 947,729
Gross profit	96,435	123,340	145,996	168,471	534,242
Operating income	31,178	52,726	72,568	88,487	244,959
Net income	27,368	44,485	69,403	75,749	217,005
Diluted net income per common share	0.15	0.24	0.37	0.40	1.16

Refer to Note 4, Special Charges, for an explanation of the special charges in fiscal 2011 and fiscal 2010.

In the Company's quarterly report for the first quarter of fiscal 2011, the quarterly operating results were presented with certain businesses acquired in the SST acquisition presented as discontinued operations. As discussed in Note 3, the Company subsequently decided to integrate these businesses. Accordingly, the businesses have been presented as continuing operations for the year ended March 31, 2011. The adjustments to the quarterly operating results originally presented are as follows (in thousands, except per share amounts):

Fiscal 2011	Fiscal 2011 First Quarter Originally Reported	Adjustments	Fiscal 2011 First Quarter Revised
Net sales	\$ 320,801	\$ 36,324	\$ 357,125
Gross profit	199,443	8,000	207,443
Operating income	106,632	2,594	109,226
Net income from continuing operations	89,615	2,262	91,877
Net loss from discontinued operations	(49)	(2,262)	(2,311)
Net income	89,566	---	89,566
Diluted net income per common share – continuing operations	0.47	0.01	0.48
Diluted net loss per common share – discontinued operations	---	(0.01)	(0.01)
Diluted net income per common share	0.47	---	0.47

**24. SUPPLEMENTAL FINANCIAL INFORMATION**

Cash paid for income taxes amounted to \$17.0 million, \$9.8 million and \$8.8 million during the years ended March 31, 2011, 2010 and 2009, respectively. Cash paid for interest on borrowings amounted to \$24.4 million in each of fiscal 2011, 2010 and 2009.

A summary of additions and deductions related to the allowance for doubtful accounts for the years ended March 31, 2011, 2010 and 2009 follows (amounts in thousands):

	<u>Balance at Beginning of Year</u>	<u>Charged to Costs and Expenses</u>	<u>Deductions (1)</u>	<u>Balance at End of Year</u>
Allowance for doubtful accounts:				
2011	\$ 3,109	\$ 31	\$ (302)	\$ 2,838
2010	3,176	90	(157)	3,109
2009	3,152	132	(108)	3,176

(1) Deductions represent uncollectible accounts written off, net of recoveries.

**25. DIVIDENDS**

On October 28, 2002, the Company announced that its Board of Directors had approved and instituted a quarterly cash dividend on its common stock. The initial quarterly dividend of \$0.02 per share was paid on December 6, 2003 in the amount of \$4.1 million. The Company has continued to pay quarterly dividends and has increased the amount of such dividends on a regular basis. Cash dividends paid per share amounted to \$1.374, \$1.359 and \$1.346 during the years ended March 31, 2011, 2010 and 2009, respectively. Total dividend payments amounted to \$256.8 million, \$249.6 million and \$246.7 million during the years ended March 31, 2011, 2010 and 2009, respectively.

**MICROCHIP TECHNOLOGY INCORPORATED**  
**MANAGEMENT INCENTIVE COMPENSATION PLAN**  
**(as amended by the Board of Directors on May 10, 2011)**

1. Purposes of the Plan. The Plan is intended to increase shareholder value and the success of the Company by motivating our key management and senior technical employees to: (1) perform to the best of their abilities, and (2) achieve the Company's objectives. The Plan's goals are to be achieved by providing such personnel with incentive awards based on the achievement of goals relating to the performance of the Company, on the achievement of individual performance goals, retention-based bonuses, or nonrecurring awards for performance beyond that expected.

2. Definitions.

(a) "Award" means, with respect to each Participant, the award determined pursuant to Section 7(a) below for a Performance Period. Each Award is determined by a Payout Basis for a Performance Period, subject to the Committee's authority under Section 7(a) to increase, eliminate or reduce the Award otherwise payable.

(b) "Base Salary" means as to any Performance Period, the Participant's annualized salary rate on the last day of the Performance Period. Such Base Salary shall be before both (a) deductions for taxes or benefits, and (b) deferrals of compensation pursuant to Company-sponsored plans.

(c) "Board" means the Board of Directors of the Company.

(d) "Cash Position" means the Company's level of cash and cash equivalents.

(e) "Code" means the Internal Revenue Code of 1986, as amended.

(f) "Committee" means the Compensation Committee of the Board, or a sub-committee of the Compensation Committee, which shall consist solely of two or more members of the Board who are not employees of the Company and who otherwise qualify as "outside directors" within the meaning of Section 162(m).

(g) "Company" means Microchip Technology Incorporated or any of its subsidiaries (as such term is defined in Code Section 424 (f)).

(h) "Fiscal Quarter" means a fiscal quarter of the Company.

(i) "Fiscal Year" means a fiscal year of the Company.

(j) "Participant" means an employee of the Company participating in the Plan for a Performance Period.

(k) "Payout Basis" means as to any Performance Period, the criteria established by the Committee pursuant to Section 5 in order to determine the Awards (if any) to be paid to Participants. The Payout Basis may contain discretionary elements to reward

---

additional performance as recommended by the CEO and approved by the Committee. The criteria may differ from Participant to Participant, or between groups of Participants.

(l) “Performance Goals” means the goal(s) (or combined goal(s)) determined by the Committee (in its discretion) to be applicable to a Participant with respect to an Award. As determined by the Committee, the performance measures for any performance period will be any one or more of the following objective performance criteria, applied to either the Company as a whole or, except with respect to stockholder return metrics, to a region, business unit, affiliate or business segment, and measured either on an absolute basis or relative to a pre-established target, to a previous period's results to a designated comparison group, and/or to another Performance Goal and, with respect to financial metrics, which may be determined in accordance with United States Generally Accepted Accounting Principles (“GAAP”), in accordance with accounting principles established by the International Accounting Standards Board (“IASB Principles”) or which may be adjusted when established to exclude any items otherwise includable under GAAP or under IASB Principles: (i) cash flow (including operating cash flow or free cash flow) or cash flow margin, (ii) cash position, (iii) revenue (on an absolute basis or adjusted for currency effects), (iv) gross margin, (v) operating margin, (vi) operating expenses or operating expenses as a percentage of revenue, (vii) earnings (which may include, without limitation, earnings before interest and taxes, earnings before taxes and earnings before income, taxes, depreciation and amortization), (viii) earnings per share, (ix) operating income or operating income as a percentage of revenue, (x) net income, (xi) stock price, (xiii) return on equity, (xiii) total stockholder return, (xiv) growth in stockholder value relative to a specified publicly reported index (such as the S&P 500 Index), (xv) return on capital, (xvi) return on assets or net assets, (xvii) return on investment, (xviii) economic value added, (xix) market share, (xx) contract awards or backlog, (xxi) overhead or other expense reduction, (xxii) credit rating, (xxiii) objective customer indicators (including, without limitation, a customer satisfaction rating), (xxiv) new product invention or innovation, (xxv) attainment of research and development milestones, (xxvi) improvements in productivity, (xxvii) attainment of objective operating goals, and (xxviii) objective employee metrics. The Committee shall appropriately adjust any evaluation of performance under a Performance Goal to exclude (i) any extraordinary non-recurring items as described in Accounting Principles Board Opinion No. 30 and/or in management’s discussion and analysis of financial conditions and results of operations appearing in the Company’s reporting with the Securities and Exchange Commission for the applicable year, or (ii) the effect of any changes in accounting principles affecting the Company’s or a business unit’s reported results.

(m) “Performance Period” means any Fiscal Quarter or Fiscal Year, or such other longer period but not in excess of five Fiscal Years, as determined by the Committee in its sole discretion.

(n) “Plan” means this Management Incentive Compensation Plan.

(o) “Plan Year” means the Company’s fiscal year.

(p) “Section 162(m)” means Section 162(m) of the Code, or any successor to Section 162(m), as that Section may be interpreted from time to time by the Internal Revenue Service, whether by regulation, notice or otherwise.

3. Plan Administration.

(a) The Plan may be administered by different administrators with respect to different groups of Participants. The Committee shall be responsible for the general administration and interpretation of the Plan and for carrying out its provisions. The Committee may delegate its general administration and interpretation authority to a committee of employees as the Plan relates to Participants other than executive officers. The Committee may delegate specific administrative tasks to Company employees or others as appropriate for proper administration of the Plan. The Committee and its delegates shall have such powers as may be necessary to discharge their duties hereunder, including, but not by way of limitation, the following powers and duties, but subject to the terms of the Plan:

(i) discretionary authority to construe and interpret the terms of the Plan, and to determine eligibility, Awards and the amount, manner and time of payment of any Awards hereunder;

(ii) to prescribe forms and procedures for purposes of Plan participation and distribution of Awards; and

(iii) to adopt rules, regulations and bylaws and to take such actions as it deems necessary or desirable for the proper administration of the Plan.

(b) Any rule or decision by the Committee or its delegates that is not inconsistent with the provisions of the Plan shall be conclusive and binding on all persons, and shall be given the maximum deference permitted by law.

4. Eligibility. The employees eligible to participate in the Plan for a given Performance Period shall be those employees of the Company who based on their individual position and Company criteria have a significant impact on the Company's performance as determined by the Committee. No person shall be automatically entitled to participate in the Plan.

5. Performance Goal Determination. The Company's Chief Executive Officer shall provide the Committee with recommendations as to the criteria underlying the Performance Goals. The CEO may make recommendations as to discretionary elements to reward additional performance. The Committee shall have complete authority to accept, modify or reject such recommendations, or to eliminate the Awards entirely.

6. Determination of Payout Basis. The Committee, in its sole discretion, shall establish a Payout Basis for purposes of determining the Award (if any) payable to each Participant. Each Payout Basis shall (a) be based on a comparison performance to the Performance Goals, (b) provide for the payment of Awards if the Performance Goals for the Performance Period are achieved. Discretionary elements may be identified at the same time as the criteria underlying the Performance Goals are set, or they may be later determined at the Committee's discretion. Awards may be a specific dollar amount, or a percentage of base salary.

7. Determination of Awards; Award Payment.

(a) Determination and Certification. After the end of each Performance Period, the Committee shall determine the extent to which the Performance Goals applicable to each Participant for the Performance Period were achieved or exceeded. The Award for each

Participant shall be determined by applying the Payout Basis to the level of actual performance that has been determined by the Committee, and adding any discretionary element that has been determined by the Committee. Notwithstanding any contrary provision of the Plan, the Committee, in its sole discretion, may increase, eliminate or reduce the Award payable to any Participant below that which otherwise would be payable under the Payout Basis.

(b) Right to Receive Payment. Each Award under the Plan shall be paid solely from the general assets of the Company. Nothing in this Plan shall be construed to create a trust or to establish or evidence any Participant's claim of any right to payment of an Award other than as an unsecured general creditor with respect to any payment to which he or she may be entitled. Unless otherwise approved by the Committee, a Participant needs to be employed by the Company from the beginning of the applicable Performance Period through the Award payment date to receive an Award payout hereunder.

(c) Form of Distributions. The Company shall distribute all Awards to the Participant in cash, restricted stock units or awards, or a combination thereof at the discretion of the Committee.

(d) Deferral. The Committee may defer payment of Awards, or any portion thereof, to Participants as the Committee, in its discretion, determines to be necessary or desirable to preserve the deductibility of such amounts under Section 162(m). In addition, the Committee, in its sole discretion, may permit a Participant to defer receipt of the payment of cash that would otherwise be delivered to a Participant under the Plan. Any such deferral elections shall be subject to such rules and procedures as shall be determined by the Committee in its sole discretion.

8. Term of Plan. The Plan shall become effective October 1, 2006. The Plan shall continue until terminated under Section 9 of the Plan.

9. Amendment and Termination of the Plan. The Committee may amend, modify, suspend or terminate the Plan, in whole or in part, at any time, including the adoption of amendments deemed necessary or desirable to correct any defect or to supply omitted data or to reconcile any inconsistency in the Plan or in any Award granted hereunder; provided, however, that no amendment, alteration, suspension or discontinuation shall be made which would impair any payments to Participants made prior to such amendment, modification, suspension or termination, unless the Committee has made a determination that such amendment or modification is in the best interests of all persons to whom Awards have theretofore been granted. To the extent necessary or advisable under applicable law, Plan amendments shall be subject to shareholder approval. At no time before the actual distribution of funds to Participants under the Plan shall any Participant accrue any vested interest or right whatsoever under the Plan except as otherwise stated in this Plan.

10. Withholding. Distributions pursuant to this Plan shall be subject to all applicable federal and state tax and withholding requirements.

11. At-Will Employment. No statement in this Plan should be construed to grant any employee an employment contract of fixed duration or any other contractual rights, nor should this Plan be interpreted as creating an implied or an expressed contract of employment or any other contractual rights between the Company and its employees. The employment

relationship between the Company and its employees is terminable at-will. This means that an employee or the Company may terminate the employment relationship at any time and for any reason or no reason.

12. Successors. All obligations of the Company under the Plan, with respect to awards granted hereunder, shall be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the business or assets of the Company.

13. Indemnification. Each person who is or shall have been a member of the Committee, of the Board, or their delegates shall be indemnified and held harmless by the Company against and from (a) any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action taken or failure to act under the Plan or any award, and (b) from any and all amounts paid by him or her in settlement thereof, with the Company's approval, or paid by him or her in satisfaction of any judgment in any such claim, action, suit, or proceeding against him or her, provided he or she shall give the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such persons may be entitled under the Company's Certificate of Incorporation or Bylaws, by contract, as a matter of law, or otherwise, or under any power that the Company may have to indemnify them or hold them harmless.

14. Nonassignment. The rights of a Participant under this Plan shall not be assignable or transferable by the Participant except by will or the laws of intestacy.

15. Governing Law. The Plan shall be governed by the laws of the State of Arizona, without regard to conflicts of law provisions thereunder.

**MICROCHIP TECHNOLOGY INCORPORATED**

**LIST OF SIGNIFICANT SUBSIDIARIES**

Microchip Technology (Thailand) Co., Ltd.  
14 Moo 1, T. Wangtakien  
A. Muang Chacherngsao  
Chacherngsao 24000  
Thailand

Microchip Technology (Barbados) II Incorporated  
c/o Walkers Corporation Services Limited  
Walker House  
87 Mary Street  
George Town  
Grand Cayman KY1-9005

Microchip Technology Ireland Limited  
Block 3.1  
Woodford Business Park  
Northern Cross  
Santry  
Dublin 9 Ireland



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statements (Form S-3 No. 333-149999 and Form S-8 Nos. 33-59686, 33-80072, 33-81690, 33-83196, 333-872, 333-40791, 333-67215, 333-93571, 333-51322, 333-53876, 333-73506, 333-96791, 333-99655, 333-101696, 333-103764, 333-109486, 333-119939, 333-140773 and 333-149460) of Microchip Technology Incorporated and subsidiaries of our reports dated May 31, 2011, with respect to the consolidated financial statements of Microchip Technology Incorporated and subsidiaries, and the effectiveness of internal control over financial reporting of Microchip Technology Incorporated and subsidiaries, included in this Annual Report (Form 10-K) for the year ended March 31, 2011.

/s/ Ernst & Young LLP

Phoenix, Arizona  
May 31, 2011

## CERTIFICATION

I, Steve Sanghi, certify that:

1. I have reviewed this Form 10-K of Microchip Technology Incorporated;
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 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 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.

Date: May 31, 2011

/s/ Steve Sanghi  
Steve Sanghi  
President and CEO

## CERTIFICATION

I, J. Eric Bjornholt, certify that:

1. I have reviewed this Form 10-K of Microchip Technology Incorporated;
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 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 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.

Date: May 31, 2011

/s/ J. Eric Bjornholt  
J. Eric Bjornholt  
Vice President and CFO

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND 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, Steve Sanghi, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Microchip Technology Incorporated on Form 10-K for the period ended March 31, 2011 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 Form 10-K fairly presents, in all material respects, the financial condition and results of operations of Microchip Technology Incorporated.

By: /s/ Steve Sanghi  
Name: Steve Sanghi  
Title: President and Chief Executive Officer  
Date: May 31, 2011

I, J. Eric Bjornholt, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Microchip Technology Incorporated on Form 10-K for the period ended March 31, 2011 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 Form 10-K fairly presents, in all material respects, the financial condition and results of operations of Microchip Technology Incorporated.

By: /s/ J. Eric Bjornholt  
Name: J. Eric Bjornholt  
Title: Vice President and Chief Financial Officer  
Date: May 31, 2011