

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K**

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

For the fiscal year ended December 31, 2022

or

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

For the transition period from to

Commission file number 000-50350

**NETGEAR, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**350 East Plumeria Drive,**

**San Jose, California**

(Address of principal executive offices)

**77-0419172**

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

**95134**

(Zip Code)

Registrant's telephone number, including area code

**(408) 907-8000**

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

Title of each class	Trading symbol(s):	Name of each exchange on which registered
Common Stock, \$0.001 par value	NTGR	The Nasdaq Stock Market LLC

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant as of July 3, 2022 was approximately \$525.4 million. Such aggregate market value was computed by reference to the closing price of the common stock as reported on the Nasdaq Global Select Market on July 1, 2022 (the last business day of the Registrant's most recently completed fiscal second quarter). Shares of common stock held by each executive officer and director have been excluded in that such persons may be deemed to be affiliates. The determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of outstanding shares of the registrant's common stock, \$0.001 par value, was 28,912,199 shares as of February 10, 2023.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Proxy Statement for the Registrant's 2023 Annual Meeting of Stockholders are incorporated by reference in Part III of this Form 10-K.

**TABLE OF CONTENTS**

<b>PART I</b>		
Item 1.	<a href="#">Business</a>	3
Item 1A.	<a href="#">Risk Factors</a>	16
Item 1B.	<a href="#">Unresolved Staff Comments</a>	43
Item 2.	<a href="#">Properties</a>	43
Item 3.	<a href="#">Legal Proceedings</a>	43
Item 4.	<a href="#">Mine Safety Disclosures</a>	44
<b>PART II</b>		
Item 5.	<a href="#">Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	45
Item 6.	<a href="#">[Reserved]</a>	47
Item 7.	<a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	48
Item 7A.	<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	62
Item 8.	<a href="#">Financial Statements and Supplementary Data</a>	63
Item 9.	<a href="#">Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</a>	100
Item 9A.	<a href="#">Controls and Procedures</a>	100
Item 9B.	<a href="#">Other Information</a>	100
Item 9C.	<a href="#">Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</a>	100
<b>PART III</b>		
Item 10.	<a href="#">Directors, Executive Officers and Corporate Governance</a>	101
Item 11.	<a href="#">Executive Compensation</a>	101
Item 12.	<a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	101
Item 13.	<a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	101
Item 14.	<a href="#">Principal Accountant Fees and Services</a>	101
<b>PART IV</b>		
Item 15.	<a href="#">Exhibits and Financial Statement Schedules</a>	102
Item 16.	<a href="#">Form 10-K Summary</a>	106
	<a href="#">Signatures</a>	107

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## PART I

This Annual Report on Form 10-K (“Form 10-K”), including Management’s Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7 below, includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements other than statements of historical facts contained in this Form 10-K, including statements regarding our future financial position, business strategy and plans and objectives of management for future operations, are forward-looking statements. The words “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “should,” “plan,” “expect” and similar expressions, as they relate to us, are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions described in “Risk Factors” in Part I, Item 1A below, and elsewhere in this Form 10-K, including, among other things: future demand for our products may be lower than anticipated; consumers may choose not to adopt our new product offerings or adopt competing products; the actual price, performance and ease of use of our products may not meet the price, performance and ease of use requirements of consumers; our dependence on certain significant customers; our reliance on a limited number of third-party suppliers and manufacturers; new cyber threats may challenge the effectiveness or threaten the security of our products; and our business strategies and development plans may not be successful. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this Form 10-K may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. All forward-looking statements in this Form 10-K are based on information available to us as of the date hereof, such information may be limited or incomplete, and we assume no obligation to update any such forward-looking statements. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements. The following discussion should be read in conjunction with our consolidated financial statements and the accompanying notes contained in this Form 10-K.

### Risk Factors Summary

*The following is a summary of some of the risks and uncertainties as of the date of the filing of this Annual Report on Form 10-K that could materially adversely affect our business, financial condition and results of operations. You should read this summary together with the more detailed description of each risk factor contained below.*

#### *Risks Related to our Business, Industry and Operations*

- If we do not effectively manage our sales channel inventory and product mix, we may incur costs associated with excess inventory, or lose sales from having too few products.
- We rely on a limited number of traditional and online retailers, wholesale distributors and service provider customers for a substantial portion of our sales, and our net revenue could decline if they refuse to pay our requested prices or reduce their level of purchases, if there are unforeseen disruptions in their businesses, or if there is significant consolidation in our customer base that results in fewer customers for our products.
- We obtain several key components from limited or sole sources.
- We depend substantially on our sales channels, and our failure to maintain and expand our sales channels would result in lower sales and reduced net revenue.
- We depend on a limited number of third-party manufacturers for substantially all of our manufacturing needs.
- If disruptions in our transportation network continue to occur or our shipping costs substantially increase again in the future, we may be unable to sell or timely deliver our products, and our net revenue and gross margin could decrease.
- To remain competitive and stimulate consumer demand, we must successfully manage new product introductions and transitions of products and services.

## [Table of Contents](#)

- Some of our competitors have substantially greater resources than we do, and to be competitive we may be required to lower our prices or increase our sales and marketing expenses.
- Our sales and operations in international markets have exposed us to and may in the future expose us to operational, financial and regulatory risks.
- Our business, financial condition and results of operations have been, and could in the future be, materially adversely affected by the ongoing COVID-19 pandemic.
- We depend on large, recurring purchases from certain significant customers, and a loss, cancellation or delay in purchases by these customers could negatively affect our revenue.
- The average selling prices of our products typically decrease rapidly over the sales cycle of the product, which may negatively affect our net revenue and gross margins.
- If we fail to overcome the challenges associated with managing our broadband service provider sales channel, our net revenue and gross profit will be negatively impacted.
- We expect our operating results to fluctuate on a quarterly and annual basis, which could cause our stock price to fluctuate or decline.
- Changes in trade policy in the United States and other countries, including the imposition of tariffs and the resulting consequences, may adversely impact our business, results of operations and financial condition.
- Expansion of our operations and infrastructure may strain our operations and increase our operating expenses.
- As part of growing our business, we have made and expect to continue to make acquisitions. If we fail to successfully select, execute or integrate our acquisitions, then our business and operating results could be harmed and our stock price could decline.
- We invest in companies primarily for strategic reasons but may not realize a return on our investments.

### *Risks Related to Our Products, Technology and Intellectual Property*

- We rely upon third parties for technology that is critical to our products, and if we are unable to continue to use this technology and future technology, our ability to develop, sell, maintain and support technologically innovative products would be limited.
- Product security vulnerabilities, system security risks, data protection breaches and cyber-attacks could disrupt our products, services, internal operations or information technology systems, and any such disruption could increase our expenses, damage our reputation, harm our business and adversely affect our stock price.
- If our products contain defects or errors, we could incur significant unexpected expenses, experience product returns and lost sales, experience product recalls, suffer damage to our brand and reputation, and be subject to product liability or other claims.
- Our user growth, engagement, and monetization of our subscription services on mobile devices depend upon effective operation with mobile operating systems, networks, technologies, products, and standards that we do not control.
- We make substantial investments in software research and development and unsuccessful investments could materially adversely affect our business, financial condition and results of operations.
- If we are unable to secure and protect our intellectual property rights, our ability to compete could be harmed.

### *Financial, Legal, Regulatory and Tax Compliance Risks, Including Recent Impairment Charges*

- We are currently involved in numerous litigation matters and may in the future become involved in additional litigation.

- We have been exposed to and may in the future be exposed to adverse currency exchange rate fluctuations in jurisdictions where we transact in local currency, which could harm our financial results and cash flows.
- We are exposed to the credit risk of some of our customers and to credit exposures in weakened markets.
- Changes in tax laws or exposure to additional income tax liabilities could affect our future profitability.
- We are subject to, and must remain in compliance with, numerous laws and governmental regulations.
- We must comply with indirect tax laws in multiple jurisdictions, as well as complex customs duty regimes worldwide. Audits of our compliance with these rules may result in additional liabilities for taxes, duties, interest and penalties related to our international operations which would reduce our profitability.
- We are exposed to credit risk and fluctuations in the market values of our investment portfolio.
- Governmental regulations of imports or exports affecting Internet security could affect our net revenue.
- If our goodwill and intangible assets become impaired, as occurred in 2022, we may be required to record a significant charge to earnings.

#### *General Risk Factors*

- Global economic conditions could materially adversely affect our revenue and results of operations.
- If we lose the services of our Chairman and Chief Executive Officer, Patrick C.S. Lo, or our other key personnel, we may not be able to execute our business strategy effectively.
- Political events, war, terrorism, public health issues, natural disasters, sudden changes in trade and immigration policies, and other circumstances could materially adversely affect us.
- Our stock price has experienced recent volatility and may be volatile in the future and your investment in our common stock could suffer a decline in value.
- We are required to evaluate our internal controls under Section 404 of the Sarbanes-Oxley Act of 2002 and any adverse results from such evaluation, including restatements of our issued financial statements, could impact investor confidence in the reliability of our internal controls over financial reporting.

*Additional factors that could affect our businesses, results of operations and financial condition are discussed in Forward-Looking Statements in MD&A. However, other factors not discussed below or elsewhere in this Annual Report on Form 10-K could also adversely affect our businesses, results of operations and financial condition. Therefore, the risk factors below should not be considered a complete list of potential risks that we may face.*

*Any risk factor described in this Annual Report on Form 10-K or in any of our other SEC filings could by itself, or together with other factors, materially adversely affect our liquidity, competitive position, business, reputation, results of operations, capital position or financial condition, including by materially increasing our expenses or decreasing our revenues, which could result in material losses.*

## **Item 1. Business**

### **General**

We are a global company that turns ideas into innovative, high-performance, and premium networking products that connect people, power businesses and service providers. We operate and report in two segments: Connected Home, and Small and Medium Business (“SMB”). The Connected Home segment focuses on consumers and provides high-performance, dependable and easy-to-use premium WiFi internet networking solutions such as WiFi 6 and WiFi 6E Tri-band and Quad-band mesh systems, routers, 4G/5G mobile products, smart devices such as Meural digital canvasses, and subscription services that provide consumers a range of value-added services focused on performance, security, privacy and premium support. The SMB segment focuses on small and medium sized businesses and provides solutions for business networking, wireless local area network (“LAN”), audio and video over Ethernet for Pro AV applications, security and remote management providing enterprise-class functionality at an affordable price. We

conduct business across three geographic territories: Americas; Europe, Middle East and Africa (“EMEA”); and Asia Pacific (“APAC”).

In the years ended December 31, 2022, 2021, and 2020, we generated net revenue of \$932.5 million, \$1.17 billion, and \$1.26 billion, respectively.

## Markets

Our mission is to be the innovative leader in connecting the world to the internet by providing advanced, high-performance and premium networking technologies and internet-connected products for consumers, businesses and service providers. There are a number of factors that are driving today’s demand for products within these markets. As consumer behavior shifts to doing even more online, including shopping, work-, fitness- and schooling-from-home, the demand for high-performance, dependable and secure WiFi continues to increase. The growing need for always on, secure high speed internet connectivity anywhere and everywhere has become a greater priority for households and businesses. The ever-growing number of internet-connected devices, such as security cameras, heating and air conditioning systems, increasing internet speeds available to homes, new WiFi standards (the transition from WiFi 5 and 6 to WiFi 6E and the anticipated WiFi 7) and the growth of bandwidth-hungry applications such as 8K video streaming and gaming, as well as anticipated augmented reality (“AR”) or virtual reality (“VR”) and Metaverse have all increased the need for more robust networking solutions.

Over the last decade, technology transformation has driven a need for constant connectivity. Consumers, small businesses and service providers demand networking products, incorporating the latest technology, that fit their specific needs and budgets. In particular, high-income consumers with large numbers of connected devices and fast broadband subscriptions are investing in premium home WiFi solutions, such as our Orbi WiFi 6 and WiFi 6E Tri-band and Quad-band Mesh products. While there is always a need for point solutions that enhance or extend the functionality provided by internet service providers (“ISPs”), there is also a growing demand for premium WiFi devices and networks that combine the newest WiFi standards with elegant design and a seamless app experience to accommodate the end-to-end networking needs of homes that are becoming increasingly smarter. And in an environment that makes it possible for people to work or learn from anywhere, digital nomads, road warriors, vacationers, even those living in rural areas without access to reliable wired broadband need robust, secure mobile solutions to support their online lives. End users desiring faster WiFi speeds, capacity for more devices and lower latency than ever before also often lack the technical skills or resources to fully realize these capabilities, making “plug and play” setup and ease of use priorities. Consumers and businesses also prefer the convenience of obtaining networking solutions from a single company and a positive customer experience has shown to produce brand loyalty. We recognize that customers see reliability, usability, security and performance as key factors when purchasing products and services. To provide desirable products and services at attractive prices, we focus on the unique requirements of these markets, and exercise strong operational discipline.

## Sales Channels

We sell our products through multiple sales channels worldwide, including wholesale distributors, traditional and online retailers, direct market resellers (“DMRs”), value-added resellers (“VARs”), broadband service providers and through our direct online store at [www.netgear.com](http://www.netgear.com).

*Wholesale Distributors.* Our distribution channel supplies our products to retailers, e-commerce resellers, DMRs, VARs and broadband service providers. We sell directly to our distributors, the largest of which are Ingram Micro, Inc., TD Synnex, and D&H Distributing Company.

*Retailers.* Our retail channel primarily supplies products that are sold into the consumer market. However, increasingly we are seeing products designed for small and medium-sized businesses move through these channels. We sell directly to, or enter into consignment arrangements with, a number of our traditional retailers, increasingly leveraging their online presence in addition to their in-store space and online retailers. The remaining traditional retailers, as well as our online retailers, are fulfilled through wholesale distributors. We work directly with our retail channels on market development activities, such as co-advertising, online promotions and video demonstrations, instant rebate programs, event sponsorship and sales associate training. Our largest retailers include Amazon.com, Inc., Best Buy Co., Inc., Wal-Mart Stores, Inc. and their respective affiliates.

*DMRs and VARs.* We sell into the business marketplace through an extensive network of DMRs and VARs. Our DMRs include companies such as CDW Corporation and Insight Corporation. VARs include our network of registered NETGEAR Solution Partners. DMRs and VARs may receive sales incentives, marketing support and other program benefits from us. Our DMRs and VARs generally purchase our products through our wholesale distributors and audio-visual manufacturers that purchase our switches to include in their complete solutions.

*Broadband Service Providers.* We also supply directly to broadband service providers in the United States and internationally providing DSL, WiFi and 4G/5G mobile broadband products. Service providers supply our products to their business and home subscribers. Our largest broadband service providers include AT&T and Telstra.

*Direct Online Store.* We sell directly online at [www.netgear.com](http://www.netgear.com) in the United States and internationally to consumers and businesses. Through our direct online store, we provide high-performance and premium networking and internet connected products and subscription services, some of which are only available at [www.netgear.com](http://www.netgear.com). The direct online store also allows us to deliver curated rich content to supplement the purchase journey of customers, in addition to establishing a direct relationship with our customers.

The largest portion of our net revenues was derived from the Americas, representing approximately 66% and 67% of net revenue in the years ended December 31, 2022 and 2021, respectively. We have continuously committed resources to our international operations and sales channels. Accordingly, we are subject to a number of risks related to international operations such as macroeconomic and microeconomic conditions, geopolitical instability, governmental regulations, preference for locally branded products, exchange rate fluctuations, increased difficulty in managing inventory, challenges of staffing and managing foreign operations, the effect of international sales on our tax structure, and changes in local tax laws. For further information regarding these risks, refer to Item 1A, Risk Factors, of Part I of this Annual Report on Form 10-K.

For information regarding our significant customers, refer to Note 11, *Segment Information*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K.

## **Product Offerings**

Our products are designed to simplify and improve people's lives. Our goal is to enable people to collaborate and connect to a world of information and entertainment at or outside of the home. We are dedicated to delivering innovative and highly differentiated, connected solutions ranging from easy-to-use premium WiFi solutions, security and support services to protect and enhance home networks, to switching and wireless solutions to augment business networks and audio and video over Ethernet for Pro AV applications. Our products and services are built on a variety of technologies such as wireless (WiFi and 4G/5G mobile), Ethernet and powerline, with a focus on reliability and ease-of-use. Additionally, we continually invest in research and development to create new technologies and services and to capitalize on technological inflection points and trends, such as WiFi 7, audio and video over Ethernet, non-fungible token ("NFT") artwork, and future technologies. Our product line consists of devices that create and extend wired and wireless networks, devices that attach to the network, such as smart digital canvasses as well as services that complement and enhance our product line offerings. These products are available in multiple configurations to address the changing needs of our customers in each geographic region.

*Connected Home.* Includes premium connectivity solutions that create and extend wired and wireless networks in homes and small businesses to connect devices to the internet, enable connection to broadband networks and a suite of valuable subscription services enhancing such networks. These products meet the growing needs of the premium customer for always on, secure highspeed internet connectivity for all of their devices anywhere in and around the home and on the road. They are sold primarily via our direct online store as well as traditional retailers, increasingly leveraging their online presence, in addition to their brick-and-mortar stores, and service provider channels and include:

- WiFi routers and home WiFi Mesh Systems, which create a local area network ("LAN") for home or office computer, mobile and smart devices to connect and share a broadband internet connection;
- WiFi Hotspots, which create mobile WiFi Internet access that utilizes 4G/5G mobile and 5G data networks for use on the go, and at home in place of traditional wired broadband Internet access;

- Value-added service offerings such as security and privacy, technical support, and parental controls for consumers;
- Digital Canvasses, which enable users to display digital art and photos, including non-fungible token (“NFT”) artwork by supporting the most popular crypto wallets.
- Broadband modems, which are devices that convert the broadband signals into Ethernet data that feeds Internet into homes and offices. We provide modems that connect to DOCSIS 3.x, xDSL, and 4G/5G mobile;
- WiFi Gateways, which are WiFi routers with an integrated broadband modem, for broadband Internet access;
- WiFi range extenders, which extend the range of an existing WiFi network to eliminate WiFi dead spots;
- Powerline adapters, which extend wired and WiFi Internet connections to any AC outlet using existing electrical wiring; and
- WiFi network adapters, which enable computing devices to be connected to the network via WiFi.

*Small and Medium business solutions.* These products and services are sold into the small and medium business marketplace through an extensive network of DMRs and VARs, NETGEAR.com, and through brick-and-mortar retail and e-commerce channels and include:

- Pro AV Solutions, which include high-performance flexible switches that are engineered for AV over IP for both enterprise and home installation;
- Enterprise grade Cloud managed or standalone access points, which are devices used to manage and control WiFi on a campus, a facility, or an office providing WiFi connections to smart phones, tablets, laptops and other computing devices;
- Ethernet switches, which are multiple port network devices used to connect devices using IP protocols; and
- NETGEAR Insight services, which help small businesses to remotely deploy, monitor, manage and secure their networks easily and seamlessly.

Our products and services are designed to meet the specific needs of the consumer, business and service provider markets. We tailor various elements of the software interface, product design, including component specification, physical characteristics such as casing, design and coloration, and specific user interface features to meet the needs of these markets. We also leverage many of our technological developments, high volume manufacturing, technical support and engineering infrastructure across our markets to maximize business efficiencies. In our Connected Home business, our core long-term strategy focuses on the premium and higher-margin segments of the market, where we demonstrate our highly differentiated technology leadership.

Our products that target the business market are generally designed with an industrial appearance, including metal cases and, for some product categories, the ability to mount the product within standard data networking racks as well as unique mounting solutions for other uses. These products typically include higher port counts, higher data transfer rates and other performance characteristics designed to meet the needs of a modern business. For example, our business products provide data transfer rates up to ten gigabits per second to meet the higher capacity requirements. Our newest Power over Ethernet (“PoE”)+ switches, including cloud managed and unmanaged PoE switches, provide elevated power budgets and uninterrupted PoE++ power for businesses of all sizes to address the growing need for deployment of multiple PoE devices with more power, due to the widespread adoption of IP communication, security cameras, WiFi access points, proximity sensors, and various other new applications. Some of these products are also designed to support transmission modes such as fiber optic cabling, which is common in more sophisticated business environments. As a result of the COVID-19 pandemic, there continues to be a shift in the demand and use cases for SMB products as more small businesses are now running out of homes. This shift has contributed to growing the market for lower port count switches and our SMB wireless offerings. In addition, we continue to see a shift from traditional AV applications utilizing HDMI technology to Ethernet switching driven by a transition from the 1080p to 4K to 8K video, and broadcast moving towards multicast streaming. IP provides an economical path to building high performance, scalable AV networks.



Security requirements within our products for business broadband access include firewall and VPN capabilities that allow for secure interactions between remote offices and business headquarter locations over the internet. Our connectivity product offerings for the business market include enhanced security and remote configurability often required in a business setting.

Our vision for the home network is about intelligently controlling and monitoring all devices connected to the home network at all times, thus creating a Smart Environment. Our Connected Home business continues to make progress on our core long-term strategy of focusing on the premium and higher-margin segments of the market, where we demonstrate highly differentiated technology. Our focus is to continue to introduce new products and services into growth areas that form the basis of smart homes.

Our vision for the business network is to increase the effectiveness, efficiency and supportability of the hybrid cloud access network. We believe small and medium-sized enterprises will continue to move into cloud-based applications, such as: Salesforce.com, Ring Central, Zoom video conferencing, SAP SuccessFactors, Workday, and others. In addition, we believe these enterprises will move into utility-like on-demand computing power supplied by third-party data centers. With the increased adoption of hybrid and fully remote work environments, along with increases in new businesses being established at home, we see a need for greater networking capabilities as workforces become more dispersed. We believe that the need for cost efficient and easy-to-use video surveillance by small businesses and corporate offices will continue to grow and fuel the growth of our PoE(+++) market, with its ability to power 4K cameras. These trends will place a greater demand on business networks. To meet this demand, we are introducing next-generation technology, such as: PoE switches, Multi-gigabit Ethernet switches, small to medium capacity campus wireless LAN, audio and AV over IP for Pro AV applications in both commercial and residential applications. In addition, our Insight line of cloud-connected networking devices can be managed remotely and securely via mobile apps or browser interfaces, providing continuous monitoring and instantaneous fault notification.

## Competition

The consumer, business and service provider markets are intensely competitive and subject to rapid technological change. We expect competition to continue to intensify. Our principal competitors include:

- within the consumer markets, companies such as ARRIS, ASUS, AVM, Devolo, D-Link, Eero (owned by Amazon), Linksys (owned by Foxconn), Minim (Motorola license), Google WiFi, Samsung, and TP- Link;
- within the business markets, companies such as Allied Telesys, Barracuda, Buffalo, Cisco Systems, Dell, D-Link, Extreme, Fortinet, Hewlett-Packard Enterprise, Palo Alto Networks, QNAP Systems, SonicWall, Snap AV, Synology, TP- Link, Ubiquiti, and WatchGuard; and
- within the service provider markets, companies such as Actiontec, Airties, Arcadyan, ARRIS, ASUS, AVM, Compal Broadband, D-Link, Eero (owned by Amazon), Franklin, Google, Hitron, Huawei, Inseego, Nokia, Plume, Sagem, Sercomm, SMC Networks, TechniColor, TP-Link, Ubee, ZTE and ZyXEL. Other competitors include numerous local vendors such as Xiaomi in China, AVM in Germany and Buffalo in Japan.

Our potential competitors include other consumer electronics vendors, including Apple, Lifelock, LG Electronics, McAfee, Microsoft, Panasonic, Sony, Toshiba and Vizio, who could integrate networking and streaming capabilities into their line of products, such as televisions, set top boxes and gaming consoles, and our channel customers who may decide to offer self-branded networking products. We also face competition from ISPs who may bundle a free networking device with their broadband service offering, which would reduce our sales if we were not the supplier of choice to those service providers. In the service provider space, we also face significant and increased competition from original design manufacturers (“ODMs”) and contract manufacturers (“CMs”) who are selling and attempting to sell their products directly to service providers around the world.

Many of our existing and potential competitors have longer operating histories, greater name recognition and substantially greater financial, technical, sales, marketing and other resources. As a result, they may have more advanced technology, larger distribution channels, stronger brand names, better customer service and access to more customers than we do. For example, Hewlett-Packard Enterprise has significant brand name recognition and has an advertising presence substantially greater than ours. Similarly, Cisco Systems is well recognized as a leader in providing networking products to businesses, while Google and Amazon compete in the consumer WiFi product market, and both have substantially greater financial resources than we do. Several of our competitors, such as

TP-Link, offer a range of products that directly compete with most of our product offerings. Several of our other competitors compete in a more limited manner. For example, Dell sells networking products primarily targeted at larger businesses or enterprises while Google and Amazon primarily only sell WiFi mesh systems. The competitive environment in which we operate changes rapidly due to technological reasons and other factors outside of our control, such as new entrants to the market and the ability of market participants to adapt to changing environments, such as the lingering impact from the COVID-19 pandemic. Other companies with significant resources could also become direct competitors, either through acquiring a competitor or through internal efforts.

We believe that the principal competitive factors in the consumer, business and service provider markets for networking products include product breadth, price points, size and scope of the sales channel, brand name, timeliness of new product introductions, product availability, performance, features, functionality and reliability, ease-of-installation, maintenance and use, security and privacy, and customer service and support. We believe our products are competitive in these markets based on these factors. To remain competitive, we believe we must continue to aggressively invest resources in highly differentiated, premium connectivity solutions, complemented by valuable subscription services, expanding our sales channels including our direct-to-consumer capabilities, increasing engagement with our customers and maintaining customer satisfaction worldwide. Our investments reflect our enhanced focus on the security of our products and systems, as the threat of cyber-attacks and exploitation of potential security vulnerabilities in our industry is on the rise and is increasingly a significant consumer concern.

## **Research and Development**

Our success depends on our ability to develop products that meet changing user needs and to anticipate and proactively respond to evolving technology in a timely and cost-effective manner. Accordingly, we have made investments in our research and development department in order to effectively evaluate existing and new third-party technologies, develop existing and new in-house technologies, and develop and test new products and services. Our research and development employees work closely with our technology and manufacturing partners to bring high quality new products and services to market in a timely and cost-efficient manner.

We identify, qualify and create new technologies to develop products using one or both of the methodologies described below. Under both ODM and In-House development, we develop portions of the software on some products, including embedded firmware or components of firmware, mobile applications, and cloud software.

*ODM.* Under the ODM methodology, we define the product concept and specifications and recommend the technology selection. We then coordinate with our technology suppliers as they develop the product, meeting our specifications, while our internal software engineering team typically works with our service partners to develop the software services that run on these devices. On certain new products, one or more subsystems of the design can be done in-house and then integrated with the remaining design pieces from the ODM. Once prototypes are completed, we work with our partners to complete the debugging and systems integration and testing. After completion of the final tests, agency approvals and product documentation, the product is released for production and shipment.

*In-House Development.* Under the in-house development model, one or more subsystems of the product are designed and developed utilizing the NETGEAR engineering team. Under this model, some of the primary technology is developed in-house. We then work closely with either an ODM or a Joint Development Manufacturer (“JDM”) to complete the development of the entire design, perform the necessary testing, and obtain regulatory approvals before the product is released for production and shipment.

## **Manufacturing**

Our primary manufacturers are Cloud Network Technology (more commonly known as Hon Hai Precision or Foxconn Corporation), Delta Electronics Incorporated, Wistron NeWeb Corporation, and Pegatron Corporation, all of which are headquartered in Taiwan. We also manufacture in Haiphong, Vietnam at a facility owned by Shenzhen Gongjin Electronics Co., Ltd. (more commonly known as T&W), which is headquartered in China. We manufacture US bound products in Vietnam, Thailand, Indonesia, and Taiwan, with a limited number of legacy products produced in China. We distribute our manufacturing among a limited number of key suppliers and seek to avoid excessive concentration with any one single supplier. Any disruptions from natural disasters, health epidemics and political, social and economic instability would affect the ability of our manufacturers to manufacture our products. If our manufacturing or warehousing facilities are disrupted or destroyed, we would not have readily available alternatives

for manufacturing our products and our business would be significantly impacted. In addition to their responsibility for the manufacturing of our products, our manufacturers typically purchase all necessary parts and materials to produce finished goods. Our own product quality organization based in Singapore and Taiwan is responsible for auditing and inspecting product quality on the premises of our ODMs to maintain quality standards for our suppliers.

We obtain several key components from limited or sole sources. These include many of the semiconductors used in our products, which are designed specifically for the products and obtained from sole source suppliers on a purchase order basis like switching fabric semiconductors used in our Ethernet switches and internet gateway products; wireless local area network chipsets used in our wireless products and mobile network chipsets which are used in our wireless gateways and hotspots. We also have limited sources for components including connector jacks, plastic casings and physical layer transceivers. Our third-party manufacturers generally purchase these components on our behalf on a purchase order basis. If these sources fail to satisfy our supply requirements or component lead times deviate from expectations, our ability to meet scheduled product deliveries would be harmed and we may lose sales and experience increased costs to procure supply. For instance, for much of 2022, we experienced supply shortages for core networking semiconductor components, and additionally power IC and voltage regulator chipsets due to high demand, resulting in elongated manufacturing timelines.

We currently outsource warehousing and distribution logistics to four main third-party providers who are responsible for warehousing, distribution logistics and order fulfillment. In addition, these parties are also responsible for some configuration and re-packaging of our products including bundling components to form kits, inserting appropriate documentation, disk drive configuration, and adding power adapters. APL Logistics Americas, Ltd. in City of Industry, California and Flexe Inc. in Lathrop, California serve the Americas region, Kerry Logistics Ltd. in Singapore serves the Asia Pacific region, DSV Solutions B.V. Netherlands serves the EMEA region, and Likewise Logistics Pty Ltd. in Melbourne, VIC, Australia serves Australia and New Zealand.

## **Sales and Marketing**

We work directly with our retail partners on market development activities, such as co-advertising, online promotions and video demonstrations, live and virtual event sponsorships and sales associate training. We also participate in major industry trade shows and marketing events. Our marketing department is comprised of our channel marketing, product marketing and corporate marketing groups.

Our channel marketing team focuses on working with the sales teams to maximize our participation in channel partner marketing activities and merchandise our products both online and in store.

Our product marketing group focuses on product and service strategy, product and service development roadmaps, the new product introduction process, product lifecycle management, demand assessment and competitive analysis. The group works closely with our sales and research and development groups to align our product development roadmap to meet customer technology demands from a strategic perspective. The group also ensures that product and services development activities, product and services launches, and ongoing demand and supply planning for our products occur in a well-managed, timely manner in coordination with our development, manufacturing, and sales groups, as well as our ODM and sales channel partners.

Our corporate marketing group is responsible for defining and building our corporate brand, supporting the business units with creative marketing strategies and driving traffic to our online and in-app platforms. The group focuses on defining our brand promise and marketing messages on a worldwide basis. This group is also responsible for targeted full-funnel marketing, including paid, earned and owned channels; delivering a seamless purchase journey and leveraging our loyal customers to advocate for the NETGEAR brand. Marketing tactics include driving the social media and online marketing strategy, public relations, installed base marketing programs, community engagement programs, sponsorships and events, and corporate websites worldwide, as well as creative production for all product categories.

We conduct most of our international sales and marketing operations through wholly-owned subsidiaries, which operate via sales and marketing subsidiaries and branch offices worldwide.

## **Customer Support**

We design our products with ease-of-use top of mind. We respond globally to customer inquiries through a variety of channels including phone, chat, community, social media, and email. Customers can also get self-help service through the comprehensive knowledgebase and the user forums on our website. Customer support is provided through a combination of a limited number of permanent employees and use of subcontracted, out-sourced resources. Our permanent employees design our technical support model and process and are responsible for training and managing our outsourced sub-contractors. They also handle escalations from the outsourced resources. We utilize the information gained from customers by our customer support organization to enhance our product offerings, including further simplifying the installation process.

## **Intellectual Property**

We believe that our continued success will depend primarily on the technical expertise, speed of technology implementation, creative skills and management abilities of our officers and key employees, plus ownership of a limited but important set of copyrights, trademarks, trade secrets and patents. We primarily rely on a combination of copyright, trademark, trade secret, and patent laws, nondisclosure agreements with employees, consultants and suppliers and other contractual provisions to establish, maintain and protect our proprietary rights. We hold approximately 222 issued United States patents that expire between years 2023 and 2040 and 36 foreign patents that expire between 2024 and 2035. In addition, we currently have approximately 24 pending United States and foreign patent applications related to technology and products offered by us. We also rely on third-party licensors for patented hardware and software license rights in technology that are incorporated into and are necessary for the operation and functionality of our products. Our success will depend in part on our continued ability to have access to these technologies.

We have trade secret rights for our products, consisting mainly of product design, technical product documentation and software. We also own, or have applied for registration of trademarks, in connection with our products in the United States and internationally, including NETGEAR, NETGEAR Armor, NETGEAR Insight, NPG, NPG logo, Orbi, Nighthawk, FASTLANE3, Meural, Trueart, Digital Canvas, and ProSafe.

We have registered a number of internet domain names that we use for electronic interaction with our customers including dissemination of product information, marketing programs, product registration, sales activities, and other commercial uses.

## **Seasonal Business**

We have historically experienced increased net sales in our third and fourth fiscal quarters as compared to the first and second quarters in our fiscal year due to seasonal demand from consumer markets primarily relating to the beginning of the school year and the holiday season. This pronounced seasonality has been previously offset by irregular and significant purchases from customers in other markets, such as the service provider market. In 2022, we had a flatter trend than we historically observe as we experienced a contraction of the U.S. consumer WiFi market and supply chain constraints that limited our ability to meet the demand for certain products.

## **Governmental Regulations**

### ***Environmental Laws***

Our products and manufacturing process are subject to numerous governmental regulations, which cover both the use of various materials as well as environmental concerns. Environmental issues such as pollution and climate change have had significant legislative and regulatory effects on a global basis, and there are expected to be additional changes to the regulations in these areas. These changes could directly increase the cost of energy, which may have an impact on the way we manufacture products or utilize energy to produce our products. In addition, any new regulations or laws in the environmental area might increase the cost of raw materials we use in our products and the cost of compliance. Other regulations in the environmental area may require us to continue to monitor and ensure proper disposal or recycling of our products. To the best of our knowledge, we maintain compliance with all current government regulations concerning our production processes for all locations in which we operate. Since we operate

on a global basis, this is a complex process that requires continual monitoring of regulations and compliance efforts to ensure that we, and our suppliers, are in compliance with all existing regulations.

### ***Other Regulations***

As a company with global operations, we are subject to complex foreign and U.S. laws and regulations, including trade regulations, tariffs, import and export regulations, anti-bribery and corruption laws, antitrust or competition laws, data privacy laws, such as the EU General Data Protection Regulation (the “GDPR”), and environmental regulations, among others. We have policies and procedures in place to promote compliance with these laws and regulations. To date, our compliance actions and costs relating to these laws, rules and regulations have not resulted in a material cost or effect on our capital expenditures, earnings or competitive position. Government regulations are subject to change, and accordingly we are unable to assess the possible effect of compliance with future requirements or whether our compliance with such regulations will materially impact our business in the future. For further discussion of how government regulations may affect our business, see the related discussion in “Risk Factors – Financial, Legal, Regulatory and Tax Compliance Risks, Including Recent Impairment Charges”.

### **Human Capital**

As of December 31, 2022, we had 691 full-time employees, with 229 in sales, marketing and technical support, 252 in research and development, 84 in operations, and 126 in finance, information systems and administration. We also utilize a number of temporary staff to supplement our workforce. We have never had a work stoppage among our employees, no personnel are represented under collective bargaining agreements, and we consider our relations with our employees to be good.

### ***Culture and Engagement***

Our mission to connect the world using innovative networking products cannot be achieved without employing imaginative, talented and committed individuals from around the world. We strive to foster a diverse and inclusive environment that both attracts and retains team members who align with our core values of: achievement, simplicity, people, innovation, results, and ethics.

As a truly global enterprise, we work every day to go beyond accepting diversity- we celebrate it, we support it, and we cultivate it. We offer ongoing development programs, including CEO Action for Diversity & Inclusion and Employee Resource Groups (ERG): the Black Employee Resource Group, and Women in the Workplace Resource Group. We conduct regular engagement surveys every two years to increase and monitor employee engagement. The surveys help us to identify areas where we can improve our policies, maximizing the engagement and performance of our employees. Since initiating the surveys in 2014, we have never fallen below a 95% participation rate. Our most recent employee experience survey was conducted in 2021 and had a 99% participation rate.

### ***Diversity and Inclusion***

We believe that our employee population should reflect the communities where we live and serve. We are committed to promoting and cultivating an inclusive and diverse culture that welcomes and celebrates everyone without bias. We seek to foster a diverse working environment, representing a broad spectrum of backgrounds and cultures that promotes innovative ideas and products.

To foster a culture of respect within our workplace, we provide employees with training on Diversity, Equity, and Inclusion (DEI) topics. Our Diversity and Inclusion course is required by all employees and helps to ensure that they understand our diversity and inclusion goals, from recruitment to team development. We educate employees on belongingness, empathy, and on our internal efforts toward a more diverse workforce. Our Reflection on Bias course helps employees to recognize, deal with, and prevent bias through understanding the needs of diverse groups at NETGEAR. These training courses help equip our employees with the skillset they need to be an ally, taking us one step closer to more inclusive operations.

We demonstrate diversity, equity, and inclusion at the highest levels of our company. As of December 31, 2022, 57% of our independent directors were female, and approximately 55% of our executive management team

self-identify as an underrepresented minority, in terms of race, ethnicity, or gender. In addition, women represented approximately 22% of technical positions worldwide and approximately 36% of leadership roles worldwide.

#### *Recruitment and Retention*

We recognize that attracting, motivating and retaining talent at all levels is vital to continuing our success. By improving employee retention and engagement, we also improve our ability to support our customers and protect the long-term interests of our stakeholders and stockholders. We invest in our employees through high-quality benefits and various health and wellness initiatives, and offer competitive compensation packages, ensuring fairness in internal compensation practices. To further engage and incentivize our workforce, we offer a wide range of programs and avenues for support, motivation, and professional recognition. We provide training courses to ensure the professional development of our employees and we have a Management Development Program, a series of courses that all people managers are required to complete.

We offer compelling global incentives to reinforce our performance-driven culture and attract and reward leading talent. We offer global competitive and meaningful total rewards programs that meet the diverse needs of our employees, while also reflecting local market practices. Our total rewards approach is designed to deliver cash, equity, and benefit programs that are competitive with those offered by comparable companies in the technology industry and reflect anticipated local market demands and evolving business needs. Other than the base salary program, all of our cash and equity programs are dependent upon the achievement of individual and company performance. In addition to competitive salaries and bonuses, we grant equity-based compensation to a significant portion of our employees and our employees are eligible to participate in our Employee Stock Purchase Plan. Equity serves as a key component in attracting, retaining, and motivating our employees. We also provide the opportunity for equity ownership through our employee stock purchase plan. We provide competitive benefits that include retirement planning, health care, parental leave, flexible time away, and appreciation events for employees. In addition, we offer benefits to support our employees' physical and mental health.

#### *Employee Health and Safety*

The health and safety of our employees are critical to our success and thus one of our top priorities. We frequently monitor workplace cleanliness and safety in an effort to promote hygiene and minimize injuries. Our Corporate Emergency Response Team and Business Continuity Program equip employees with essential knowledge and supplies in case of emergencies. We periodically examine various Health and Safety aspects such as safe and clean workplaces, emergency preparedness, injury and illness, industrial hygiene, ergonomics, machine safeguarding, and more. We are also dedicated to maintaining updated safety guidelines for all of our products. Health and safety are covered under our Responsible Business Alliance (RBA) guided audit program and corporate facilities

#### *COVID-19 response*

In response to the COVID-19 outbreak, we implemented significant changes that we determined were in the best interest of our employees, as well as the communities in which we operate, in compliance with government regulations. This includes that during the first quarter of 2020, we transitioned to have the vast majority of our employees work from home and implemented additional safety measures for employees continuing critical on-site work, such as engineering. As COVID-19 restrictions have eased in 2022, some of our offices, including our San Jose headquarters, have transitioned to hybrid work. We continue to actively monitor the situation and will continue to adapt our business operations as necessary. The flexible work experiences have enabled our teams to remain connected with each other and with our customers while maintaining and enhancing productivity, operational excellence and innovation.

## Available Information

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to reports filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are filed with the Securities Exchange Commission (the “SEC”).

Our website address is [www.netgear.com](http://www.netgear.com). Our website provides a link to our SEC filings, which are available free of charge on the same day such filings are made. The specific location on the website where these reports can be found is <http://investor.netgear.com/sec.cfm>. Our website also provides a link to Section 16 filings which are available free of charge on the same day as such filings are made. Information contained on these websites is not a part of this Annual Report on Form 10-K.

## Information About Our Executive Officers

The following table sets forth the names, ages and positions of our executive officers as of February 10, 2023.

Name	Age	Position
Patrick C.S. Lo	66	Chairman and Chief Executive Officer
Bryan D. Murray	48	Chief Financial Officer
Heidi B. Cormack	48	Chief Marketing Officer
Michael F. Falcon	66	Chief Operations Officer
David J. Henry	50	President and General Manager of Connected Home Products and Services
Andrew W. Kim	52	Chief Legal Officer
Vikram Mehta	57	Senior Vice President, SMB Products and Services
Mark G. Merrill	68	Chief Technology Officer
Tamesa T. Rogers	49	Chief People Officer
Michael A. Werdann	54	Chief Revenue Officer
Martin D. Westhead	52	Chief Technology Officer, Software

*Patrick C.S. Lo* is our co-founder and has served as our Chairman and Chief Executive Officer since March 2002. He previously served as interim general manager of our former retail business unit and as interim general manager of our former service provider business unit. Patrick founded NETGEAR with Mark G. Merrill with the singular vision of providing the appliances to enable everyone in the world to connect to the high speed Internet for information, communication, business transactions, education, and entertainment. From 1983 until 1995, Mr. Lo worked at Hewlett-Packard Company, where he served in various management positions in sales, technical support, product management, and marketing in the U.S. and Asia. Mr. Lo was named the Ernst & Young National Technology Entrepreneur of the Year in 2006. Mr. Lo received a B.S. degree in electrical engineering from Brown University.

*Bryan D. Murray* has served as our Chief Financial Officer since August 2018. He has been with NETGEAR since November 2001, serving in various management roles within the finance organization. Prior to assuming the role of CFO, he served as NETGEAR’s Vice President of Finance and Corporate Controller since June 2011. Before joining NETGEAR in 2001, he worked in public accounting at Deloitte and Touche LLP. He holds a B.A. from the University of California, Santa Barbara, and is licensed as a Certified Public Accountant (inactive).

*Heidi B. Cormack* has served as our Chief Marketing Officer since July 2021. She has been with NETGEAR since July 2009, serving in various management roles within the marketing organization. Prior to assuming the role of Chief Marketing Officer, Ms. Cormack served as NETGEAR’s Senior Vice President of Global Marketing, Vice President of Corporate Marketing, and as our Director of Regional Marketing prior to that. Before joining NETGEAR, Ms. Cormack held positions at Virgin Mobile (Australia) PTY Limited, Red Bull Gmbh and Sony Computer Entertainment, Inc. in various marketing roles and completed business studies at the Sunshine Coast Business Academy in Australia.

*Michael F. Falcon* has served as our Chief Operations Officer since November 2017. Previously, Mr. Falcon served as our Senior Vice President of Worldwide Operations and Support from January 2009 to November 2017, Senior Vice President of Operations from March 2006 to January 2009, and as our Vice President of Operations from November 2002 to March 2006. Prior to joining us, Mr. Falcon was at Quantum Corporation, where he served as Vice President of Operations and Supply Chain Management from September 1999 to November 2002, Meridian Data (acquired by Quantum Corporation), where he served as Vice President of Operations from April 1999 to September 1999, and Silicon Valley Group, where he served as Director of Operations, Strategic Planning and Supply Chain



Management from February 1989 to April 1999. Prior to February 1989, Mr. Falcon served in management positions at SCI Systems, an electronics manufacturer, Xerox Imaging Systems, a provider of scanning and text recognition solutions, and Plantronics, Inc., a provider of lightweight communication headsets. Mr. Falcon received a B.A. degree in Economics with honors from the University of California, Santa Cruz and has completed coursework in the M.B.A. program at Santa Clara University.

*David J. Henry* has served as our President and General Manager of Connected Home Products and Services since July 2021. He has been with NETGEAR since July 2004, most recently serving as our Senior Vice President of Connected Home Products and Services from January 2017 to July 2021, Senior Vice President of Home Networking from January 2016 to December 2016, Vice President of Product Management of our retail business unit from March 2011 to January 2016 and as our Senior Director of Product Marketing from October 2010 to March 2011. Prior to NETGEAR, Mr. Henry was a senior product manager for the high technology vertical application at Siebel Systems (acquired by Oracle Corporation). His professional experience also includes business process and information technology consulting with Deloitte Consulting. Mr. Henry received a B.S. degree in Electrical Engineering, with an emphasis on Signal Processing, from the University of Washington and an M.B.A. from the Stanford Graduate School of Business.

*Andrew W. Kim* has served as our Chief Legal Officer since July 2021. Previously, Mr. Kim served as our Senior Vice President of Corporate Development, General Counsel and Corporate Secretary from July 2013 to July 2021, Vice President, Legal and Corporate Development and Corporate Secretary from October 2008 to July 2013, and as our Associate General Counsel from March 2008 to October 2008. Prior to joining NETGEAR, Mr. Kim served as Special Counsel in the Corporate and Securities Department of Wilson Sonsini Goodrich & Rosati, a private law firm, where he represented public and private technology companies in a wide range of matters, including mergers and acquisitions, debt and equity financing arrangements, securities law compliance and corporate governance from 2000 to 2003 and 2006 to 2008. In between his two terms at Wilson Sonsini Goodrich & Rosati, Mr. Kim served as Partner in the Business and Finance Department of the law firm Schwartz Cooper Chartered in Chicago, Illinois, and was an Adjunct Professor of Entrepreneurship at the Illinois Institute of Technology. Mr. Kim holds a J.D. from Cornell Law School, and received a B.A. degree in history from Yale University.

*Vikram Mehta* has served as our Senior Vice President of SMB Products and Services since January 2020 and previously served as our consultant from July 2019 to December 2019. From May 2015 to January 2020, Mr. Mehta served as Managing Director of Pacific Venture Advisors, a technology and management consulting company. Prior to that, from October 2013 to April 2015, he served as President and Chief Executive Officer at Kaazing Corporation, a venture funded IoT software company. Prior to Kaazing and subsequent to IBM's acquisition of BLADE Network Technologies, Inc. ("BLADE"), Mr. Mehta served as Vice President of System Networking, STG, at IBM, from January 2011 to April 2013. Mr. Mehta served as Founder, President and Chief Executive Officer of BLADE, a networking company, from its inception in February 2006 to its acquisition by IBM in December 2010. Prior to that, Mr. Mehta worked at a number of technology companies, including Hewlett-Packard Company, where he served in various management positions in sales, marketing, and General Management in the U.S., Asia, and Australia, Nortel Networks, Alteon WebSystems (acquired by Nortel Networks) and Ensim Corporation (acquired by Ingram Micro). Mr. Mehta received a B.S. degree in Electrical Engineering from Birla Institute of Technology.

*Mark G. Merrill* is our co-founder and has served as our Chief Technology Officer since March 2015. Previously, Mr. Merrill served as our Senior Vice President of Advanced Engineering from February 2013 to February 2015 and as our Chief Technology Officer from January 2003 to April 2013. From September 1999 to January 2003, he served as our Vice President of Engineering and as our Director of Engineering from September 1995 to September 1999. Mr. Merrill received both a B.S. degree and an M.S. degree in Electrical Engineering from Stanford University.

*Tamesa T. Rogers* has served as our Chief People Officer since July 2021. Previously, Ms. Rogers served as our Senior Vice President, Human Resources from July 2013 to July 2021, Vice President, Human Resources from January 2009 to July 2013, Director, Worldwide Human Resources from September 2006 to January 2009 and as our Senior Human Resources Manager from December 2003 to September 2006. From March 2000 to December 2003, Ms. Rogers worked at TriNet Employer Group, a professional employer organization, as a Human Resources Manager, providing HR consulting to technology companies throughout Silicon Valley. Prior to TriNet, Ms. Rogers served in various human resources functions in several Northern California companies. Ms. Rogers received a B.A. in Communication Studies from the University of California, Santa Barbara and an M.S. in Counseling from California State University, Hayward.



*Michael A. Werdann* has served as our Chief Revenue Officer since July 2021. Previously, Mr. Werdann served as our Senior Vice President of Worldwide Sales from October 2015 to July 2021, Worldwide Senior Vice President of Sales for Consumer Products from March 2015 to October 2015 and as our Vice President of Americas Sales from December 2003 to March 2015. Since joining us in 1998, Mr. Werdann has served as our United States Director of Sales, E-Commerce and DMR from December 2002 to December 2003 and as our Eastern Regional Sales Director from October 1998 to December 2002. Prior to joining us, Mr. Werdann worked for three years at Iomega Corporation, a computer hardware company, as a Sales Director for the value added reseller sector. Mr. Werdann holds a B.S. Degree in Communications from Seton Hall University.

*Martin D. Westhead*, Ph.D. has served as our Chief Technology Officer of Software since December 2019. Prior to joining NETGEAR, Dr. Westhead was with Groupon from March 2014, where he became VP Engineering for Consumer Engineering team, responsible for the company's end-to-end customer experience on mobile and web. Prior to Groupon, Dr. Westhead led several software organizations, including at Ning, a social network startup and Avaya a telephony company, and founded two companies in network management tools. He lectured for Stanford's Continuing Studies Business Department. Dr. Westhead received his B.S. and Ph.D. degrees from the Department of AI and Computer Science in the University of Edinburgh, U.K.

## Item 1A. Risk Factors

*Investing in our common stock involves a high degree of risk. The risks described below are not exhaustive of the risks that might affect our business. Other risks, including those we currently deem immaterial, may also impact our business. Any of the following risks could materially adversely affect our business operations, results of operations and financial condition and could result in a significant decline in our stock price. Before deciding to purchase, hold or sell our common stock, you should carefully consider the risks described in this section. This section should be read in conjunction with the consolidated financial statements and accompanying notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations included in this Annual Report on Form 10-K.*

### Risks Related to our Business, Industry and Operations

***If we do not effectively manage our sales channel inventory and product mix, we may incur costs associated with excess inventory, or lose sales from having too few products.***

If we are unable to properly monitor and manage our sales channel inventory and maintain an appropriate level and mix of products with our retail partners and wholesale distributors and within our sales channels, we may incur increased and unexpected costs associated with this inventory. We generally allow wholesale distributors and traditional retailers to return a limited amount of our products in exchange for other products. Under our price protection policy, if we reduce the list price of a product, we are often required to issue a credit in an amount equal to the reduction for each of the products held in inventory by our wholesale distributors and retailers. If our wholesale distributors and retailers are unable to sell their inventory in a timely manner, we might lower the price of the products, or these parties may exchange the products for newer products or decrease their purchases of our products in subsequent periods. Also, during the transition from an existing product to a new replacement product, we must accurately predict the demand for the existing and the new product. We determine production levels based on our forecasts of demand for our products. Actual demand for our products depends on many factors, which makes it difficult to forecast. We have experienced differences between our actual and our forecasted demand in the past and expect differences to arise in the future. If we improperly forecast demand for our products, we could end up with too many products and be unable to sell the excess inventory in a timely manner, if at all, or, alternatively we could end up with too few products and not be able to satisfy demand. This problem is exacerbated because we attempt to closely match inventory levels with product demand leaving limited margin for error. If we improperly forecast demand for our products, we could incur increased expenses associated with writing off excessive or obsolete inventory, lose sales, incur penalties for late delivery or have to ship products by air freight to meet immediate demand incurring incremental freight costs above the sea freight costs, a preferred method, and suffering a corresponding decline in gross margins. For example, in 2022, demand for our Connected Home products turned out to be lower than we previously forecasted, and resulted in our revenue for our Connected Home products to come in lower than expected, as our channel partners in the U.S. are expected to replenish inventory slower than they sell it through to end users to right size their inventory carrying position based on the lower demand levels than were previously expected. In addition, beginning in 2022, many of our retail and service partners announced reductions in their target inventory levels beyond what they had previously communicated, and they may continue to further reduce their target inventory levels, which may lead to lower revenue and profitability for the Connected Home business.

***We rely on a limited number of traditional and online retailers, wholesale distributors and service provider customers for a substantial portion of our sales, and our net revenue could decline if they refuse to pay our requested prices or reduce their level of purchases, if there are unforeseen disruptions in their businesses, or if there is significant consolidation in our customer base that results in fewer customers for our products.***

We sell a substantial portion of our products through traditional and online retailers, including Best Buy Co., Inc., Amazon.com, Inc. and their affiliates, wholesale distributors, including Ingram Micro, Inc. and TD Synnex, and service providers, such as AT&T. We expect that a significant portion of our net revenue will continue to come from sales to a small number of customers for the foreseeable future. In addition, because our accounts receivable are often concentrated with a small group of purchasers, the failure of any of them to pay on a timely basis, or at all, would reduce our cash flow. We are also exposed to increased credit risk if any one of these limited numbers of customers fails or becomes insolvent. We generally have no minimum purchase commitments or long-term contracts with any of these customers. These purchasers could decide at any time to discontinue, decrease or delay their purchases of our

products. If our customers increase the size of their product orders without sufficient lead-time for us to process the order, our ability to fulfill product demands would be compromised. These customers have a variety of suppliers to choose from and therefore can make substantial demands on us, including demands on product pricing and on contractual terms, which often results in the allocation of risk to us as the supplier. Accordingly, the prices that they pay for our products are subject to negotiation and could change at any time. For example, as mentioned below in the risk factors *“If disruptions in our transportation network continue to occur or our shipping costs substantially increase again in the future, we may be unable to sell or timely deliver our products, and net revenue and our gross margin could decrease”* and *“We obtain several key components from limited or sole sources, and if these sources fail to satisfy our supply requirements or we are unable to properly manage our supply requirements with our third-party manufacturers, we may lose sales and experience increased component costs”*, we have experienced high freight costs and component costs. We continue to provide notices of price increases to our customers, which may impact end user demand for our products and place us at a disadvantage to our competitors. Our ability to maintain strong relationships with our principal customers is essential to our future performance. If any of our major customers reduce their level of purchases or refuse to pay the prices that we set for our products, our net revenue and operating results could be harmed.

Furthermore, some of our customers are also our competitors in certain product categories, which could negatively influence their purchasing decisions. For example, Amazon owns Eero, one of our competitors in the mesh WiFi systems product category. Our traditional retail customers have faced increased and significant competition from online retailers, and some of these traditional retail customers have increasingly become a smaller portion of our business. If key retail customers continue to reduce their level of purchases, our business could be harmed. Similarly, we sell products and services directly to consumers from our own e-commerce platforms and expect these revenues to grow proportionate to overall revenue. Some of our customers, such as Amazon and Best Buy, may consider this to be competitive with their own businesses, which could negatively influence their purchasing decisions with respect to our products. Also, during the COVID-19 pandemic, some channel partners have prioritized the sale and delivery of other categories of products ahead of ours. Further, we believe the COVID-19 pandemic has led to an acceleration of the shift to a greater percentage of products being bought and sold online. If we are unable to adjust to this shift, this may lead to lower market share and lower revenues for us, and our net revenue and operating results could be harmed.

In addition, adverse changes in economic conditions or unforeseen disruptions in the businesses of any of our key customers could adversely impact the sale of our products to end users and the quantity of products our customers decide to purchase from us. For example, as mentioned above in the risk factor *“If we do not effectively manage our sales channel inventory and product mix, we may incur costs associated with excess inventory, or lose sales from having too few products,”* many of our retail and service provider customers have reduced their target inventory levels. This shift may have a longer-term impact on the inventory levels our customers choose to carry.

Additionally, concentration and consolidation among our customer base may allow certain customers to command increased leverage in negotiating prices and other terms of sale, which could adversely affect our profitability. If, as a result of increased leverage, customer pressures require us to reduce our pricing such that our gross margins are diminished, we could decide not to sell our products to a particular customer, which could result in a decrease in our revenue. Consolidation among our customer base may also lead to reduced demand for our products, elimination of sales opportunities, replacement of our products with those of our competitors and cancellations of orders, each of which would harm our operating results. Consolidation among our service provider customers worldwide may also make it more difficult to grow our service provider business, given the fierce competition for the already limited number of service providers worldwide and the long sales cycles to close deals. If consolidation among our customer base becomes more prevalent, our operating results may be harmed.

***We obtain several key components from limited or sole sources, and if these sources fail to satisfy our supply requirements or we are unable to properly manage our supply requirements with our third-party manufacturers, we may lose sales and experience increased component costs.***

Any shortage or delay in the supply of key product components, or any sudden, unforeseen price increase for such components, would harm our ability to meet product deliveries as scheduled or as budgeted. Many of the semiconductors used in our products are obtained from sole source suppliers on a purchase order basis. In addition, some components that are used in all our products are obtained from limited sources. We also obtain switching fabric semiconductors, which are used in our Ethernet switches and Internet gateway products, and WiFi chipsets, which are

used in all of our wireless products, from a limited number of suppliers. We also use Cable Modem chipsets and Mobile chipsets in our cable and mobile products. Semiconductor suppliers have experienced and continue to experience component shortages themselves, such as with lead-frames and substrates used in manufacturing chipsets, which in turn adversely impact our ability to procure semiconductors from them in sufficient quantities and in a timely manner. For example, we had previously experienced certain chipset shortages for some of our switching products from two of our semiconductor suppliers who did not have enough wafer capacity to satisfy our demand, and this shortage continued for several quarters. Our third-party manufacturers generally purchase these components on our behalf on a purchase order basis, and we do not have any guaranteed supply arrangements with our suppliers. If demand for a specific component increases, we may not be able to obtain an adequate number of that component in a timely manner, and prices to obtain such components may increase. In addition, if worldwide demand for the components increases significantly, the availability of these components could be limited and prices for such components may increase. For example, as the demand for automobiles has increased significantly over the last three years, our supplier of micro controller units, which are used in both automobile production and our power over ethernet switches, has been forced to prioritize supply to the automobile industry, leaving us short of supply on these key components and affecting our ability to produce enough power over ethernet switches to meet our forecasted demand in a timely manner. This has resulted in our ODM partners re-designing our products to accept second source components which provide more flexibility but increases the overall cost. In addition, Taiwan Semiconductor Manufacturing Company has been periodically announcing price increases on its chips, which has led to some of our chip suppliers correspondingly increasing the cost of their chips to us. Further, dependence on a sole source for certain key components of our products may allow such sole source suppliers to command increased leverage in negotiating prices and other terms of sale, which could adversely affect our profitability. As a result, we may be left with little choice but to accept such higher prices or other fees for key components in order to ensure continuity of supply. This could affect our profitability or if we choose to push back against more onerous terms, could lead to inadequate supply, which could materially adversely affect our business. Our suppliers may also experience financial or other difficulties as a result of uncertain and weak worldwide economic, geopolitical conditions, trade disputes or public health issues. Other factors which may affect our suppliers' ability or willingness to supply components to us include internal management product allocation decisions or reorganizational issues, such as roll-out of new equipment which may delay or disrupt supply of previously forecasted components, or industry consolidation and divestitures, which may result in changed business and product priorities among certain suppliers. Also, many standardized components used broadly in electronic devices are manufactured in significant quantities in concentrated geographic regions, particularly in Greater China. As a result, protracted crises, such as the COVID-19 pandemic, geopolitical unrest and uncertain economic conditions, could lead to eventual shortages of necessary components sourced from impacted regions or increased component costs. Additionally, government intervention to curb the consumption of electricity in China could have a disruptive impact on component production and supply availability. It could be difficult, costly and time consuming to obtain alternative sources for these components, or to change product designs to make use of alternative components. In addition, difficulties in transitioning from an existing supplier to a new supplier could create delays in component availability that would have a significant impact on our ability to fulfill orders for our products.

We provide our third-party manufacturers with a rolling forecast of demand and purchase orders, which they use to determine our material and component requirements. Lead times for ordering materials and components vary significantly and depend on various factors, such as the specific supplier, contract terms and demand and supply for a component at a given time. Some of our components have long lead times, such as WiFi chipsets, switching fabric chips, physical layer transceivers, and logic, power, analog and RF chipsets. If our forecasts are not timely provided or are less than our actual requirements, our third-party manufacturers may be unable to manufacture products in a timely manner. If our forecasts are too high, our third-party manufacturers will be unable to use the components they have purchased on our behalf. Historically, the cost of the components used in our products tends to drop rapidly as volumes increase and the technologies mature. Therefore, if our third-party manufacturers are unable to promptly use components purchased on our behalf, our cost of producing products may be higher than our competitors due to an oversupply of higher-priced components. Moreover, if they are unable to use components ordered at our direction, we will need to reimburse them for any losses they incur, which could be material. For example, during the course of the COVID-19 pandemic, we experienced an elongation of the time from order placement to production primarily due to increased demand and the resulting component shortages and supply chain disruption. We have, at times, responded by extending our ordering horizon to as long as 18 months. When this occurs, our exposure to the foregoing risks is

greater and our potential liability for losses is greater relative to our more typical ordering horizon of up to 6 to 9 months.

If we are unable to obtain a sufficient supply of components, or if we experience any interruption in the supply of components, our product shipments could be reduced or delayed or our cost of obtaining these components may increase. Component shortages and delays affect our ability to meet scheduled product deliveries, damage our brand and reputation in the market, and cause us to lose sales and market share. For example, component shortages and disruptions in supply related to the COVID-19 induced lockdowns in Shenzhen, China and Shanghai, China have limited our ability to supply all the worldwide demand for our SMB switch products, and our revenue and profitability has been and continue to be affected. At times we have elected to purchase components on the spot market or to use more expensive transportation methods, such as air freight, to make up for manufacturing delays caused by component shortages, which reduces our margins.

***We depend substantially on our sales channels, and our failure to maintain and expand our sales channels would result in lower sales and reduced net revenue.***

To maintain and grow our market share, net revenue and brand, we must maintain and expand our sales channels. Our sales channels consist of traditional retailers, online retailers, DMRs, VARs, and broadband service providers. Some of these entities purchase our products through our wholesale distributor customers. We generally have no minimum purchase commitments or long-term contracts with any of these third parties.

Traditional retailers have limited shelf space and promotional budgets, and competition is intense for these resources. If the networking sector does not experience sufficient growth, retailers may choose to allocate more shelf space to other consumer product sectors and may choose to reduce their inventory levels. A competitor with more extensive product lines and stronger brand identity may have greater bargaining power with these retailers. Any reduction in available shelf space or inventory levels or increased competition for such shelf space would require us to increase our marketing expenditures simply to maintain current levels of retail shelf space and inventory levels, which would harm our operating margin. Our traditional retail customers have faced increased and significant competition from online retailers. Further, the COVID-19 pandemic has accelerated the shift to a greater percentage of purchases taking place online versus traditional retail customers. If we cannot effectively manage our business amongst our online customers and traditional retail customers, our business would be harmed. The recent trend in the consolidation of online retailers and DMR channels has resulted in intensified competition for preferred product placement, such as product placement on an online retailer's Internet home page. Expanding our presence in the VAR channel may be difficult and expensive. We compete with established companies that have longer operating histories and longstanding relationships with VARs that we would find highly desirable as sales channel partners. In addition, our efforts to realign or consolidate our sales channels may cause temporary disruptions in our product sales and revenue, and these changes may not result in the expected longer-term benefits. Recently, we have begun to sell products and services directly to consumers from our own e-commerce platforms. This has required a material investment in capital, time and resources and carries the risk that it may not achieve the expected return on investment that we are expecting, and that it may adversely affect our relationships with our existing channel partners, which ultimately may materially and adversely affect our results of operations.

We also sell products to broadband service providers. Competition for selling to broadband service providers is fierce and intense. Penetrating service provider accounts typically involves a long sales cycle and the challenge of displacing incumbent suppliers with established relationships and field-deployed products. If we are unable to maintain and expand our sales channels, our growth would be limited and our business would be harmed.

We must also continuously monitor and evaluate emerging sales channels. If we fail to establish a presence in an important developing sales channel, such as sales directly to consumers from our own e-commerce platforms, our business could be harmed.

***We depend on a limited number of third-party manufacturers for substantially all of our manufacturing needs. If these third-party manufacturers experience any delay, disruption or quality control problems in their operations, we could lose revenue and our brand may suffer.***

All of our products are manufactured, assembled, tested and generally packaged by a limited number of third-party manufacturers, including original design manufacturers, or ODMs, as well as their sub-contract manufacturers. In most cases, we rely on these manufacturers to procure components and, in some cases, subcontract engineering work.

Some of our products are manufactured by a single manufacturer. We do not have any long-term contracts with any of our third-party manufacturers. Some of these third-party manufacturers produce products for our competitors or are themselves competitors in certain product categories. Due to uncertain and changing economic and geopolitical conditions, the viability of some of these third-party manufacturers may be at risk. The loss of the services of any of our primary third-party manufacturers could cause a significant disruption in operations and delays in product shipments. Qualifying a new manufacturer and commencing volume production is expensive and time consuming. Ensuring that a manufacturer is qualified to manufacture our products to our standards is time consuming. In addition, there is no assurance that a manufacturer can scale its production of our products at the volumes and in the quality that we require. In addition, as we recently have transitioned a substantial portion of our manufacturing facilities to different regions, we are subject to additional significant challenges in ensuring that quality, processes and costs, among other issues, are consistent with our expectations. For example, while we expect our manufacturers to be responsible for penalties assessed on us because of excessive failures of the products, there is no assurance that we will be able to collect such reimbursements from these manufacturers, which causes us to take on additional risk for potential failures of our products.

Our reliance on third-party manufacturers also exposes us to the following risks over which we have limited control:

- unexpected increases in manufacturing and repair costs;
- inability to control the quality and reliability of finished products;
- inability to control delivery schedules;
- potential liability for expenses incurred by third-party manufacturers in reliance on our forecasts that later prove to be inaccurate, including the cost of components purchased by third-party manufacturers on our behalf, which may be material;
- potential lack of adequate capacity to manufacture all or a part of the products we require; and
- potential labor unrest affecting the ability of the third-party manufacturers to produce our products.

All of our products must satisfy safety and regulatory standards and some of our products must also receive government certifications. Our third-party manufacturers are primarily responsible for conducting the tests that support our applications for most regulatory approvals for our products. If our third-party manufacturers fail to timely and accurately conduct these tests, we would be unable to obtain the necessary domestic or foreign regulatory approvals or certificates to sell our products in certain jurisdictions. As a result, we would be unable to sell our products and our sales and profitability could be reduced, our relationships with our sales channel could be harmed, and our reputation and brand would suffer.

Specifically, substantially all of our manufacturing and assembly occurs in the Asia Pacific region, and any disruptions due to natural disasters, climate change, health epidemics and political, social and economic instability in the region would affect the ability of our third-party manufacturers to manufacture our products. For example, in late August 2021, heavy rains caused our manufacturer in Thailand to become flooded and created a one-month delay in manufacturing and required us to move some non-U.S. manufacturing back to China. Moreover, during the course of the COVID-19 pandemic there has been temporary closures of many factories, businesses, schools and public spaces, as well as travel restrictions impacting the movement of people and goods. If these closures or similar restrictions continue to occur, they may disrupt important elements of our supply chain, including the operation of our third-party manufacturing facilities and other key service providers, the availability of labor, and the supply of necessary components. If the cost of production charged by our third-party manufacturers increases, it may affect our margins and ability to lower prices for our products to stay competitive. Labor unrest in Southeast Asia, China or other locations where components and our products are manufactured may also affect our third-party manufacturers as workers may strike and cause production delays. If our third-party manufacturers fail to maintain good relations with their employees or contractors, and production and manufacturing of our products is affected, then we may be subject to shortages of products and quality of products delivered may be affected. Further, if our manufacturers or warehousing facilities are disrupted or destroyed, we would have no other readily available alternatives for manufacturing and assembling our products and our business would be significantly harmed.

In our typical ODM arrangement, our ODMs are generally responsible for sourcing the components of the products and warranting that the products will work against a product's specification, including any software specifications. If

we needed to move to a contract manufacturing arrangement, we would take on much more, if not all, of the responsibility around these areas. If we are unable to properly manage these risks, our products may be more susceptible to defects and our business would be harmed.

***If disruptions in our transportation network continue to occur or our shipping costs substantially increase again in the future, we may be unable to sell or timely deliver our products, and our net revenue and gross margin could decrease.***

The transportation network is subject to disruption or congestion from a variety of causes, including labor disputes or port strikes, acts of war, terrorism or other geopolitical conflicts, natural disasters, effects of climate change, pandemics like COVID-19 and congestion resulting from higher shipping volumes. We are highly dependent upon the transportation systems we use to ship our products, including surface and air freight. Our attempts to closely match our inventory levels to our product demand intensify the need for our transportation systems to function effectively and without delay. On a quarterly basis, our shipping volume also tends to steadily increase as the quarter progresses, which means that any disruption in our transportation network in the latter half of a quarter will likely have a more material effect on our business than at the beginning of a quarter. As discussed in the risk factor “*Our business, financial condition and results of operations have been, and could in the future be, materially adversely affected by the ongoing COVID-19 pandemic*” below, the COVID-19 pandemic has, at times, led to significant limitations on the availability of key transportation resources and significant increases to the cost of air and ocean freight. When these occur, it has negatively impacted our profitability as we seek to transport an increased number of products from manufacturing locations in Asia to other markets around the world as quickly as possible. Moreover, feeder vessels that move containers to key trans-Pacific terminal locations can be subject to similar impacts due to the timing of container transfers and vessel departure dates. In addition, the global effects of climate change can result in increased frequency and severity of natural disasters that could also disrupt our transportation network. For example, in late November 2020, a giant wave damaged a cargo vessel carrying eight containers of our products, causing a 4-month delay to our shipment which ultimately arrived in Southern California in late March 2021. Furthermore, labor disputes among freight carriers and at ports of entry are common. A port worker strike, work slow-down or other transportation disruption in the ports of Rotterdam, Singapore, Los Angeles or Long Beach, California, where we have significant distribution centers, could significantly disrupt our business. For example, at times, during the course of the COVID-19 pandemic, we have experienced disruptions at the ports, due to multiple factors, such as supply and demand imbalance, a shortage of warehouse workers, truck drivers, and transport equipment (tractors and trailers), and other causes, and have suffered from heightened congestion, bottleneck and gridlock, leading to abnormally high transportation delays. Significant disruptions to the transportation network could lead to significant disruptions in our business, delays in shipments, and revenue and profitability shortfalls which could materially and adversely affect our business and financial results, especially if they were to take place within the last few weeks of any quarter.

Our international freight is regularly subjected to inspection by governmental entities. If our delivery times increase unexpectedly for these or any other reasons, our ability to deliver products on time would be materially adversely affected and would result in delayed or lost revenue as well as customer-imposed penalties. Similarly, transportation network disruptions such as those described in the preceding paragraph, may also lead to an increase in transportation costs. For example, the cost of shipping our products by ocean freight had previously increased to at least eight times historical levels and had a corresponding impact upon our profitability. Moreover, the cost of shipping our products by air freight is greater than other methods. From time to time in the past, we have shipped products using extensive air freight to meet unexpected spikes in demand, shifts in demand between product categories, to bring new product introductions to market quickly and to timely ship products previously ordered. If we rely more heavily upon air freight to deliver our products, our overall shipping costs will increase. Just as ocean freight costs had previously increased due to the aforementioned supply chain and transportation disruptions, the cost of air freight had previously increased, as well, up to five times historical levels. While transportation costs have recently decreased, if the cost of ocean and air freight were to significantly increase again, it would severely disrupt our business and harm our operating results, and in particular, our profitability.

***To remain competitive and stimulate consumer demand, we must successfully manage new product introductions and transitions of products and services.***

We operate in a highly competitive, quickly changing environment, and our future success depends on our ability to develop or acquire and introduce new products and services, enhance existing products and services, effectively stimulate customer demand for new and upgraded products and services, and successfully manage the transition to these new and upgraded products and services. Our future success will depend in large part upon our ability to identify demand trends in the consumer, business and service provider markets, and to quickly develop or acquire, manufacture and market and sell products and services that satisfy these demands in a cost-effective manner. In order to differentiate our products from our competitors’ products, we must continue to increase our focus and capital investment in research



and development and marketing and sales, including software development for our products and complementary services and applications. For example, we have committed a substantial amount of resources to the development, manufacture, marketing and sale of our Nighthawk mobile hotspot products and Orbi WiFi system, and to introducing additional and improved models in these lines. The success of new product and services depend on a number of factors, including timely and successful development either through rapid innovation or acquisition, market acceptance, our ability to manage the risks and costs, such as investment costs and marketing costs, associated with development and introduction of new products and services, the effective management of purchase commitments and inventory levels in line with anticipated product demand, availability of products in appropriate quantities and at expected costs to meet anticipated demand, the risk that new products and services may have delays, quality or other defects or deficiencies and our ability to effectively manage marketing and reviews of our products and services.

In addition, we have acquired companies and technologies in the past and as a result, have introduced new product lines in new markets. We may not be able to successfully manage integration of the new product lines with our existing products. Selling new product lines in new markets will require our management to learn different strategies in order to be successful. We may be unsuccessful in launching a newly acquired product line in new markets which requires management of new suppliers, potential new customers and new business models. Our management may not have the experience of selling in these new markets and we may not be able to grow our business as planned. For example, in August 2018, we acquired Meural Inc., a leader in digital platforms for visual art, to enhance our Connected Home product and service offerings. If we are unable to effectively and successfully further develop these new product lines, we may not be able to increase or maintain our sales and our gross margins may be adversely affected.

Accordingly, if we cannot properly manage future introductions and transitions of products and services, this could result in:

- loss of or delay in revenue and loss of market share;
- negative publicity and damage to our reputation and brand;
- a decline in the average selling price of our products;
- adverse reactions in our sales channels, such as reduced shelf space, reduced online product visibility, or loss of sales channels; and
- increased levels of product returns.

In addition, if we are unable to successfully introduce or acquire new products with higher gross margins, or if we are unable to improve the margins on our previously introduced and rapidly growing product lines, our net revenue and overall gross margin would likely decline.

***Some of our competitors have substantially greater resources than we do, and to be competitive we may be required to lower our prices or increase our sales and marketing expenses, which could result in reduced margins or loss of market share and revenue.***

We compete in a rapidly evolving and fiercely competitive market, and we expect competition to continue to be intense, including price competition. Our principal competitors in the consumer market include ARRIS, ASUS, AVM, Devolo, D-Link, Eero (owned by Amazon), Linksys (owned by Foxconn), Minim (Motorola licensee), Google WiFi, Samsung, and TP-Link. Our principal competitors in the business market include Allied Telesys, Barracuda, Buffalo, Cisco Systems, Dell, D-Link, Extreme, Fortinet, Hewlett-Packard Enterprise, Palo Alto Networks, QNAP Systems, SonicWall, Snap AV, Synology, TP-Link, Ubiquiti and WatchGuard. Our principal competitors in the service provider market include Actiontec, Airties, Arcadyan, ARRIS, ASUS, AVM, Compal Broadband, D-Link, Eero (owned by Amazon), Franklin, Google, Hitron, Huawei, Inseego, Nokia, Plume, Sagem, Sercomm, SMC Networks, TechniColor, TP-Link, Ubee, ZTE and Zyxel. Other competitors include numerous local vendors such as Xiaomi in China, AVM in Germany and Buffalo in Japan. In addition, these local vendors may target markets outside of their local regions and may increasingly compete with us in other regions worldwide. Our potential competitors also include other consumer electronics vendors, including Apple, LG Electronics, Microsoft, Panasonic, Sony, Toshiba and Vizio, who could integrate networking and streaming capabilities into their line of products, such as televisions, set top boxes and gaming consoles, and our channel customers who may decide to offer self-branded networking products. We also face competition from service providers who may bundle a free networking device with their broadband service offering, which would reduce our sales if we were not the supplier of choice to those service providers. In the service provider space, we also face significant and increased competition from original design manufacturers, or ODMs, and contract manufacturers who sell and attempt to sell their products directly to service providers around the world.



Many of our existing and potential competitors have longer operating histories, greater name recognition and substantially greater financial, technical, sales, marketing and other resources. These competitors may, among other things, undertake more extensive marketing campaigns, adopt more aggressive pricing policies, obtain more favorable pricing from suppliers and manufacturers, and exert more influence on sales channels than we can. Certain of our significant competitors also serve as key sales and marketing channels for our products, potentially giving these competitors a marketplace advantage based on their knowledge of our business activities and/or their ability to negatively influence our sales opportunities. For example, Amazon provides an important sales channel for our products, but it also competes with us in the mesh WiFi systems product category through its subsidiary Eero. In addition, certain competitors may have different business models, such as integrated manufacturing capabilities, that may allow them to achieve cost savings and to compete on the basis of price. Other competitors may have fewer resources but may be more nimble in developing new or disruptive technology or in entering new markets. We anticipate that current and potential competitors will also intensify their efforts to penetrate our target markets. For example, in the past certain network security companies such as Symantec have introduced security routers for the home consumer market to compete with us and we believe that other network security companies may also seek to do the same. Also, due to our recent success in the audio visual over IP market, some of our competitors may seek to enter this market as well. Price competition is intense in our industry in certain geographical regions and product categories. Many of our competitors in the service provider and retail spaces price their products significantly below our product costs in order to gain market share. Certain substantial competitors have business models that are more focused on customer acquisition and access to customer data rather than on financial return from product sales, and these competitors have the ability to provide sustained price competition to many of our products in the market. Average sales prices have declined in the past and may again decline in the future. These competitors may have more advanced technology, more extensive distribution channels, stronger brand names, greater access to shelf space in retail locations, bigger promotional budgets and larger customer bases than we do. In addition, many of these competitors leverage a broader product portfolio and offer lower pricing as part of a more comprehensive end-to-end solution which we may not have. These companies could devote more capital resources to develop, manufacture and market competing products than we could. Our competitors may acquire other companies in the market and leverage combined resources to gain market share. In some instances, our competitors may be acquired by larger companies with additional formidable resources, such as the purchase of ARRIS by CommScope, Eero by Amazon and Linksys by Foxconn. Additionally, in the case of Linksys, Foxconn is one of our main third-party manufacturing partners, which presents an additional risk if Foxconn decides to prioritize its interest in Linksys over its relationship with us. If any of these companies are successful in competing against us, our sales could decline, our margins could be negatively impacted and we could lose market share, any of which could seriously harm our business and results of operations.

***Our sales and operations in international markets have exposed us to and may in the future expose us to operational, financial and regulatory risks.***

International sales comprise a significant amount of our overall net revenue. International sales were approximately 36% of overall net revenue in fiscal 2022 and approximately 35% of overall net revenue in fiscal 2021. We continue to be committed to growing our international sales, and while we have committed resources to expanding our international operations and sales channels, these efforts may not be successful. For example, in fiscal 2022 we experienced the strengthening of the U.S. dollar, which had a meaningful negative impact on our international revenue and our profitability.

International operations are subject to a number of other risks, including:

- exchange rate fluctuations and inflation;
- geopolitical and economic tensions, such as between China/Taiwan, international terrorism and anti-American sentiment, particularly in emerging markets;
- potential for violations of anti-corruption laws and regulations, such as those related to bribery and fraud;
- preference for locally branded products, and laws and business practices favoring local competition;
- changes in local tax and customs duty laws or changes in the enforcement, application or interpretation of such laws (including potential responses to the higher U.S. tariffs on certain imported products implemented by the U.S.);
- increased difficulty in managing inventory and reduced inventory level targets;
- delayed revenue recognition;

- unpredictable judicial systems, which may unfairly favor domestic plaintiffs over foreign corporations, or which may more easily impose harsher penalties such as import injunctions;
- less effective protection of intellectual property;
- stringent consumer protection and product compliance regulations, including but not limited to the Restriction of Hazardous Substances directive, the Waste Electrical and Electronic Equipment directive and the European Ecodesign directive, or EuP, that are costly to comply with and may vary from country to country;
- difficulties and costs of staffing and managing foreign operations; and
- business difficulties, including potential bankruptcy or liquidation, of any of our worldwide third-party logistics providers.

While we believe we generally have good relations with our employees, employees in certain jurisdictions have rights which give them certain collective rights. If management must expend significant resources and effort to address and comply with these rights, our business may be harmed. We are also required to comply with local environmental legislation and our customers rely on this compliance in order to sell our products. If our customers do not agree with our interpretations and requirements of new legislation, they may cease to order our products and our revenue would be harmed.

***Our business, financial condition and results of operations have been, and could in the future be, materially adversely affected by the ongoing COVID-19 pandemic.***

The COVID-19 global pandemic and related mitigation measures taken by many countries have materially adversely affected and could in the future materially adversely impact our business. During the course of the pandemic, we have experienced significant disruptions to the supply chain and transportation network, including lockdowns, port closures and congestion, reduced availability of air and ground transport labor and vehicles, increased border controls or closures, schedule changes, shipping delays and shortages in freight capacity, and similar disruptions could occur in the future. These disruptions have led to significant limitations on the availability of key transportation resources and has negatively impacted our ability to ship volume predictably and on a lower cost basis, particularly when we experienced significant increases in the cost of ocean freight and air freight due to the pandemic. For example, in 2022, the COVID-19 outbreak and subsequent lockdowns in parts of China had a disruptive impact on material flow from Southern China to our manufacturers in Vietnam and Thailand and led to a material shortfall in our revenue and profitability. A large concentration of electrical and mechanical components that go into our products are manufactured in China and when factory lockdowns occurred in China, it has materially and adversely affected our manufacturing partners and component suppliers in that area and negatively impacts our profitability as we seek to transport an increased number of products from manufacturing locations in Asia to other markets around the world as quickly as possible. As the COVID-19 pandemic continues to evolve, together with shifting measures taken by countries in response, it is difficult to predict how the supply chain and transportation network will be impacted. If worker illnesses, government shutdowns or other workforce interruptions occur and cause disruptions to our supply chain and transportation network, our business could be materially adversely impacted.

The COVID-19 pandemic has also increased demand uncertainty, which has led to unexpected results of operations. At the beginning of the COVID-19 pandemic, we experienced a significant increase in demand for our Connected Home products due to consumers responding to work-from-home and shelter-in-place measures and a decrease in demand for our SMB products as businesses reacted to the uncertainty caused by the pandemic and placed projects on hold. As vaccines became widely available and consumers returned to work or school, we saw decreases in demand for our Connected Home products and increases in demand for our SMB products. This demand uncertainty has put pressure on our ability to accurately forecast and increased the likelihood that the accuracy of such forecasts would be lower. In addition, unanticipated increases and decreases in demand have put strains on our manufacturing partners, suppliers and logistics partners to produce and deliver a sufficient number of products to meet such demand. For example, the limited and delayed availability of certain key components for our products, such as specialized WiFi 6 chipsets, microcontrollers, power over ethernet chipsets and power integrated circuits, significantly constrains our ability to meet the increased demand and over the course of the pandemic, and we have seen lead times for some of these key components increase dramatically from as low as 8 weeks to up to 52 weeks, which have adversely affected our financial results. In addition, the COVID-19 pandemic has also negatively impacted global economic activity,

including increased disruption and volatility in capital markets and credit markets. As the COVID-19 pandemic continues to evolve, together with shifting measures taken by countries in response, we cannot predict how or whether the pandemic and any related measures taken, will impact demand for our products or shift consumer spending habits in general. The significant economic uncertainty and volatility created by the pandemic adds to the difficulty in predicting the nature and extent of impacts on demand for our products. If we continue to experience weakened demand in either our Connected Home or SMB business segments that is not in line with our forecasts, our revenue, profitability and other financial results could be materially adversely impacted.

The COVID-19 pandemic has also affected our workforce and operations, the operations of our customers, and those of our vendors, suppliers and manufacturing partners. Work-from-home and other measures introduced additional operational risks, including cybersecurity risks, and have affected the way we conduct our product development, testing, customer support, and other activities. For example, we have significant vendor relationships with third party information technology and software development providers and rely on third-party laboratories to test and certify our products. If these service providers close or reduce staffing due to illness and workforce disruptions, it could delay our product development efforts and harm our ability to perform critical functions.

The COVID-19 pandemic has had, and continues to have, impact around the world, at times, prompting governments and businesses to take unprecedented measures in response and has resulted in widespread uncertainty and volatility in financial markets. The extent to which the COVID-19 pandemic will continue to affect our business, results of operation and financial condition is uncertain, difficult to predict and depends on numerous evolving factors, many factors outside the Company's control, including the timing, extent, trajectory and duration of the pandemic; spikes in cases in various geographic regions; the resurgence of infections and/or emergence of new variants; the development, availability, distribution and effectiveness of vaccines and treatments; government responses and other actions to limit the spread of the virus or to mitigate resulting negative economic effects; and the short- and long-term impact to the global economy and demand for consumer products and services. Although some pandemic-related impacts on our business have abated, they may emerge or intensify again given the uncertain course of the pandemic and its effects, which could materially and adversely affect our business, results of operations, financial position, and cash flow. Should the COVID-19 situation or global economic slowdown not improve or worsen, or if our attempts to mitigate its impact on our operations and costs are not successful, our business, results of operations, financial condition and prospects may be adversely affected.

***We depend on large, recurring purchases from certain significant customers, and a loss, cancellation or delay in purchases by these customers could negatively affect our revenue.***

The loss of recurring orders from any of our more significant customers could cause our revenue and profitability to suffer. Our ability to attract new customers will depend on a variety of factors, including the cost-effectiveness, reliability, scalability, breadth and depth of our products. In addition, a change in the mix of our customers, or a change in the mix of direct and indirect sales, could adversely affect our revenue and gross margins.

Although our financial performance may depend on large, recurring orders from certain customers and resellers, we do not generally have binding commitments from them. For example:

- our reseller agreements generally do not require substantial minimum purchases;
- our customers can stop purchasing and our resellers can stop marketing our products at any time; and
- our reseller agreements generally are not exclusive.

Further, our revenue may be impacted by significant one-time purchases which are not contemplated to be repeatable. While such purchases are reflected in our financial statements, we do not rely on and do not forecast for continued significant one-time purchases. As a result, lack of repeatable one-time purchases will adversely affect our revenue.

Because our expenses are based on our revenue forecasts, a substantial reduction or delay in sales of our products to, or unexpected returns from, customers and resellers, or the loss of any significant customer or reseller, could harm or otherwise have a negative impact to our operating results. Although our largest customers may vary from period to period, we anticipate that our operating results for any given period will continue to depend on large orders from a

small number of customers. This customer concentration increases the risk of quarterly fluctuations in our operating results and our sensitivity to any material, adverse developments experienced by our customers.

***The average selling prices of our products typically decrease rapidly over the sales cycle of the product, which may negatively affect our net revenue and gross margins.***

Our products typically experience price erosion, a fairly rapid reduction in the average unit selling prices over their respective sales cycles. In order to sell products that have a falling average unit selling price and maintain margins at the same time, we need to continually reduce product and manufacturing costs. To manage manufacturing costs, we must collaborate with our third-party manufacturers to engineer the most cost-effective design for our products. In addition, we must carefully manage the price paid for components used in our products. We must also successfully manage our freight and inventory costs to reduce overall product costs. We also need to continually introduce new products with higher sales prices and gross margins in order to maintain our overall gross margins. If we are unable to manage the cost of older products or successfully introduce new products with higher gross margins, our net revenue and overall gross margin would likely decline.

***If we fail to overcome the challenges associated with managing our broadband service provider sales channel, our net revenue and gross profit will be negatively impacted.***

We sell a significant number of products through broadband service providers worldwide. However, the service provider sales channel is challenging and exceptionally competitive. Difficulties and challenges in selling to service providers include a longer sales cycle, more stringent product testing and validation requirements, a higher level of customization demands, requirements that suppliers take on a larger share of the risk with respect to contractual business terms, competition from established suppliers, pricing pressure resulting in lower gross margins, and irregular and unpredictable ordering habits. For example, rigorous service provider certification processes may delay our sale of new products, or our products ultimately may fail these tests. In either event, we may lose some or all of the amounts we expended in trying to obtain business from the service provider, as well as lose the business opportunity altogether. In addition, even if we have a product which a service provider customer may wish to purchase, we may choose not to supply products to the potential service provider customer if the contract requirements, such as service level requirements, penalties, and liability provisions, are too onerous. Accordingly, our business may be harmed and our revenues may be reduced. We have, in exceptional limited circumstances, while still in contract negotiations, shipped products in advance of and subject to agreement on a definitive contract. We do not record revenue from these shipments until a definitive contract exists. There is risk that we do not ultimately close and sign a definitive contract. If this occurs, the timing of revenue recognition is uncertain and our business would be harmed. In addition, we often commence building custom-made products prior to execution of a contract in order to meet the customer's contemplated launch dates and requirements. Service provider products are generally custom-made for a specific customer and may not be scalable to other customers or in other channels. If we have pre-built custom-made products but do not come to agreement on a definitive contract, we may be forced to scrap the custom-made products or re-work them at substantial cost and our business would be harmed.

Further, successful engagements with service provider customers requires a constant analysis of technology trends. If we are unable to anticipate technology trends and service provider customer product needs, and to allocate research and development resources to the right projects, we may not be successful in continuing to sell products to service provider customers. In addition, because our service provider customers command significant resources, including for software support, and demand extremely competitive pricing, certain ODMs have declined to develop service provider products on an ODM basis. Accordingly, as our ODMs increasingly limit development of our service provider products, our service provider business will be harmed if we cannot replace this capability with alternative ODMs or in-house development.

Orders from service providers generally tend to be large but sporadic, which causes our revenues from them to fluctuate and challenges our ability to accurately forecast demand from them. In particular, managing inventory and production of our products for our service provider customers is a challenge and may be further exacerbated by current macroeconomic uncertainties and geopolitical instability. Many of our service provider customers have irregular purchasing requirements. These customers may decide to cancel orders for customized products specific to that customer, and we may not be able to reconfigure and sell those products in other channels. These cancellations could lead to substantial write-offs. In addition, these customers may issue unforecasted orders for products which we may not be able to produce in a timely manner and as such, we may not be able to accept and deliver on such unforecasted orders. In certain cases, we may commit to fixed-price, long term purchase orders, with such orders priced in foreign currencies which could lose value over time in the event of adverse changes in foreign exchange rates. Even if we are

selected as a supplier, typically a service provider will also designate a second source supplier, which over time will reduce the aggregate orders that we receive from that service provider. Further, as the technology underlying our products deployed by broadband service providers matures and more competitors offer alternative products with similar technology, we anticipate competing in an extremely price sensitive market and our margins may be affected. If we are unable to introduce new products with sufficiently advanced technology to attract service provider interest in a timely manner, our service provider customers may then require us to lower our prices, or they may choose to purchase products from our competitors. If this occurs, our business would be harmed and our revenues would be reduced.

If we were to lose a service provider customer for any reason, we may experience a material and immediate reduction in forecasted revenue that may cause us to be below our net revenue and operating margin expectations for a particular period of time and therefore adversely affect our stock price. For example, many of our competitors in the service provider space aggressively price their products in order to gain market share. We may not be able to match the lower prices offered by our competitors, and we may choose to forgo lower-margin business opportunities. Many of the service provider customers will seek to purchase from the lowest cost provider, notwithstanding that our products may be higher quality or that our products were previously validated for use on their proprietary network. Accordingly, we may lose customers who have lower, more aggressive pricing, and our revenues may be reduced. In addition, service providers may choose to prioritize the implementation of other technologies or the roll out of other services than home networking. Weakness in orders from this industry could have a material adverse effect on our business, operating results, and financial condition. We have seen slowdowns in capital expenditures by certain of our service provider customers in the past and believe there may be potential for similar slowdowns in the future. Any slowdown in the general economy, over supply, consolidation among service providers, regulatory developments and constraint on capital expenditures could result in reduced demand from service providers and therefore adversely affect our sales to them. If we do not successfully overcome these challenges, we will not be able to profitably manage our service provider sales channel and our financial results will be harmed.

***We expect our operating results to fluctuate on a quarterly and annual basis, which could cause our stock price to fluctuate or decline.***

Our operating results are difficult to predict and may fluctuate substantially from quarter-to-quarter or year-to-year for a variety of reasons, many of which are beyond our control. If our actual results were to fall below our estimates or the expectations of public market analysts or investors, our quarterly and annual results would be negatively impacted and the price of our stock could decline. Other factors that could affect our quarterly and annual operating results include those listed in the risk factors section of this report and others such as:

- operational disruptions, such as transportation delays or failure of our order processing system, particularly if they occur at the end of a fiscal quarter;
- component supply constraints, including specialized WiFi 6 chipsets, or sudden, unforeseen price increases from our manufacturers, suppliers and vendors;
- unanticipated increases in costs, including air and ocean freight, associated with shipping and delivery of our products;
- the inability to maintain stable operations by our suppliers, distribution centers and other parties with which we have commercial relationships;
- the duration and impact of the COVID-19 pandemic and macroeconomic conditions, particularly on our supply chain, our channel partners and our end market sales;
- seasonal shifts in end market demand for our products, particularly in our Connected Home business segment;
- our inability to accurately forecast product demand or optimal product mix such as the proportion of lower-priced products versus premium products resulting in increased inventory exposure and/or lost sales;
- unfavorable level of inventory and turns;
- changes in or consolidation of our sales channels and wholesale distributor relationships or failure to manage our sales channel inventory and warehousing requirements;

- unanticipated decreases, reduced inventory targets or delays in purchases of our products by our significant traditional and online retail customers;
- shift in overall product mix sales from higher to lower gross margin products, from lower-priced products to premium products, or from one business segment to another, that would adversely impact our revenue and gross margins;
- an increase in price protection claims, redemptions of marketing rebates, product warranty and stock rotation returns or allowance for doubtful accounts;
- delay or failure to fulfill orders for our products on a timely basis;
- changes in the pricing policies of or the introduction of new products by us or our competitors;
- unexpected challenges or delays in our ability to further develop services and applications that complement our products and result in meaningful subscriber growth and future recurring revenue;
- discovery or exploitation of security vulnerabilities in our products, services or systems, leading to negative publicity, decreased demand or potential liability, including potential breach of our customers' data privacy or disruption of the continuous operation of our cloud infrastructure and our products;
- introductions of new technologies and changes in consumer preferences that result in either unanticipated or unexpectedly rapid product category shifts;
- slow or negative growth in the networking product, personal computer, Internet infrastructure, smart home, home electronics and related technology markets;
- delays in the introduction of new products by us or market acceptance of these products;
- delays in regulatory approvals or consumer adoption of WiFi 6E technology in various regions;
- increases in expenses related to the development, introduction and marketing of new products that adversely impact our margins;
- increases in expenses related to the development and marketing related to the Company's direct online sales channels that adversely impact our margins;
- changes in tax rates or adverse changes in tax laws that expose us to additional income tax liabilities;
- changes in U.S. and international trade policy that adversely affect customs, tax or duty rates;
- foreign currency exchange rate fluctuations in the jurisdictions where we transact sales and expenditures in local currency;
- unanticipated increases in expenses related to periodic restructuring measures undertaken to achieve profitability and other business goals, including the reallocation or relocation of resources;
- delay or failure of our service provider customers to purchase at their historic volumes or at the volumes that they or we forecast;
- litigation involving alleged patent infringement, consumer class actions, securities class actions or other claims that could negatively impact our reputation, brand, business and financial condition;
- disruptions or delays related to our financial and enterprise resource planning systems;
- allowance for doubtful accounts exposure with our existing retailers, distributors and other channel partners and new retailers, distributors and other channel partners, particularly as we expand into new international markets;
- geopolitical disruption, including sudden changes in immigration policies and economic sanctions, leading to disruption in our workforce or delay or even stoppage of our operations in manufacturing, transportation, technical support and research and development;
- terms of our contracts with customers or suppliers that cause us to incur additional expenses or assume additional liabilities;

- epidemic or widespread product failure, performance problems or unanticipated safety issues in one or more of our products that could negatively impact our reputation, brand and business;
- any changes in accounting rules;
- challenges associated with integrating acquisitions that we make, or with realizing value from our strategic investments in other companies;
- failure to effectively manage our third-party customer support partners, which may result in customer complaints and/or harm to our brand;
- our inability to monitor and ensure compliance with our code of ethics, our anti-corruption compliance program and domestic and international anti-corruption laws and regulations, whether in relation to our employees or with our suppliers or customers;
- labor unrest at facilities managed by our third-party manufacturers;
- workplace or human rights violations in certain countries in which our third-party manufacturers or suppliers operate, which may affect our brand and negatively affect our products' acceptance by consumers;
- overall performance of the equity markets and the economy as a whole;
- unanticipated shifts or declines in profit by geographical region that would adversely impact our tax rate; and
- our failure to implement and maintain the appropriate internal controls over financial reporting which may result in restatements of our financial statements.

As a result, period-to-period comparisons of our operating results may not be meaningful, and you should not rely on them as an indication of our future performance.

***Changes in trade policy in the United States and other countries, including the imposition of tariffs and the resulting consequences, may adversely impact our business, results of operations and financial condition.***

International trade disputes, geopolitical tensions, and military conflicts have led, and continue to lead, to new and increasing export restrictions, trade barriers, tariffs, and other trade measures that can increase our manufacturing costs, limit our ability to sell to certain customers or markets, limit our ability to procure, or increase our costs for, components or raw materials, impede or slow the movement of our goods across borders, or otherwise restrict our ability to conduct operations. Increasing protectionism, economic nationalism, and national security concerns may also lead to further changes in trade policy. For example, when the U.S. government engaged in extended trade negotiations with China, which resulted in the implementation of tariffs on a significant number of products manufactured in China and imported into the United States, we worked closely with our manufacturing partners to implement ways to mitigate the impact of these tariffs on our supply chain as promptly and reasonably as practicable, including shifting production outside of China. We cannot predict what further actions may be taken with respect to export regulations, tariffs or other trade regulations between the United States and other countries, what products or companies may be subject to such actions, or what actions may be taken by other countries in retaliation. In addition, actions to mitigate the effect of these tariffs are disruptive on our operations, may not be completely successful and may result in higher long-term manufacturing costs. Moreover, there is no certainty that countries to which we have shifted our manufacturing operations will not be subject to similar tariffs in the future. As a result, we may be required to raise our prices on certain products, which could result in the loss of customers and harm to our revenue, market share, competitive position and operating performance.

Additionally, the imposition of tariffs is dependent upon the classification of items under the Harmonized Tariff System (“HTS”) and the country of origin of the item. Determination of the HTS and the origin of the item is a technical matter that can be subjective in nature. Accordingly, although we believe our classifications of both HTS and origin are appropriate, there is no certainty that the U.S. government will agree with us. If the U.S. government does not agree with our determinations, we could be required to pay additional amounts, including potential penalties, and our profitability would be adversely impacted.



***Expansion of our operations and infrastructure may strain our operations and increase our operating expenses.***

We have expanded our operations and are pursuing market opportunities both domestically and internationally in order to grow our sales. This expansion has required enhancements to our existing management information systems, and operational and financial controls. In addition, if we continue to grow, our expenditures would likely be significantly higher than our historical costs. We may not be able to install adequate controls in an efficient and timely manner as our business grows, and our current systems may not be adequate to support our future operations. The difficulties associated with installing and implementing new systems, procedures and controls may place a significant burden on our management, operational and financial resources. In addition, if we grow internationally, we will have to expand and enhance our communications infrastructure. If we fail to continue to improve our management information systems, procedures and financial controls or encounter unexpected difficulties during expansion and reorganization, our business could be harmed.

For example, we have invested, and will continue to invest, significant capital and human resources in the design and enhancement of our financial and enterprise resource planning systems, which may be disruptive to our underlying business. We depend on these systems in order to timely and accurately process and report key components of our results of operations, financial position and cash flows. If the systems fail to operate appropriately or we experience any disruptions or delays in enhancing their functionality to meet current business requirements, our ability to fulfill customer orders, bill and track our customers, fulfill contractual obligations, accurately report our financials and otherwise run our business could be adversely affected. Even if we do not encounter these adverse effects, the enhancement of systems may be much more costly than we anticipated. If we are unable to continue to enhance our information technology systems as planned, our financial position, results of operations and cash flows could be negatively impacted.

***As part of growing our business, we have made and expect to continue to make acquisitions. If we fail to successfully select, execute or integrate our acquisitions, then our business and operating results could be harmed and our stock price could decline.***

From time to time, we will undertake acquisitions to add new product lines and technologies, gain new sales channels or enter into new sales territories. For example, in August 2018, we acquired Meural Inc., a leader in digital platforms for visual art, to enhance our Connected Home product and service offerings. Acquisitions involve numerous risks and challenges, including but not limited to the following:

- integrating the companies, assets, systems, products, sales channels and personnel that we acquire;
- higher than anticipated acquisition and integration costs and expenses;
- reliance on third parties to provide transition services for a period of time after closing to ensure an orderly transition of the business;
- growing or maintaining revenues to justify the purchase price and the increased expenses associated with acquisitions;
- entering into territories or markets with which we have limited or no prior experience;
- establishing or maintaining business relationships with customers, vendors and suppliers who may be new to us;
- overcoming the employee, customer, vendor and supplier turnover that may occur as a result of the acquisition;
- disruption of, and demands on, our ongoing business as a result of integration activities including diversion of management's time and attention from running the day-to-day operations of our business;
- inability to implement uniform standards, disclosure controls and procedures, internal controls over financial reporting and other procedures and policies in a timely manner;
- inability to realize the anticipated benefits of or successfully integrate with our existing business the businesses, products, technologies or personnel that we acquire; and



- potential post-closing disputes.

As part of undertaking an acquisition, we may also significantly revise our capital structure or operational budget, such as issuing common stock that would dilute the ownership percentage of our stockholders, assuming liabilities or debt, utilizing a substantial portion of our cash resources to pay for the acquisition or significantly increasing operating expenses. Our acquisitions have resulted and may in the future result in charges being taken in an individual quarter as well as future periods, which results in variability in our quarterly earnings. In addition, our effective tax rate in any particular quarter may also be impacted by acquisitions. Following the closing of an acquisition, we may also have disputes with the seller regarding contractual requirements and covenants. Any such disputes may be time consuming and distract management from other aspects of our business. In addition, if we increase the pace or size of acquisitions, we will have to expend significant management time and effort into the transactions and the integrations and we may not have the proper human resources bandwidth to ensure successful integrations and accordingly, our business could be harmed.

As part of the terms of acquisition, we may commit to pay additional contingent consideration if certain revenue or other performance milestones are met. We are required to evaluate the fair value of such commitments at each reporting date and adjust the amount recorded if there are changes to the fair value.

We cannot ensure that we will be successful in selecting, executing and integrating acquisitions. Failure to manage and successfully integrate acquisitions could materially harm our business and operating results. In addition, if stock market analysts or our stockholders do not support or believe in the value of the acquisitions that we choose to undertake, our stock price may decline.

***We invest in companies primarily for strategic reasons but may not realize a return on our investments.***

We have made, and continue to seek to make, investments in companies around the world to further our strategic objectives and support our key business initiatives. These investments may include equity or debt instruments of public or private companies, and may be non-marketable at the time of our initial investment. We do not restrict the types of companies in which we seek to invest. These companies may range from early-stage companies that are often still defining their strategic direction to more mature companies with established revenue streams and business models. If any company in which we invest fails, we could lose all or part of our investment in that company. If we determine that an other-than-temporary decline in the fair value exists for an equity or debt investment in a public or private company in which we have invested, we will have to write down the investment to its fair value and recognize the related write-down as an investment loss. The performance of any of these investments could result in significant impairment charges and gains (losses) on investments. We must also analyze accounting and legal issues when making these investments. If we do not structure these investments properly, we may be subject to certain adverse accounting issues, such as potential consolidation of financial results.

Furthermore, if the strategic objectives of an investment have been achieved, or if the investment or business diverges from our strategic objectives, we may seek to dispose of the investment. Our non-marketable equity investments in private companies are not liquid, and we may not be able to dispose of these investments on favorable terms or at all. The occurrence of any of these events could harm our results. Gains or losses from equity securities could vary from expectations depending on gains or losses realized on the sale or exchange of securities and impairment charges related to debt instruments as well as equity and other investments.

**Risks Related to Our Products, Technology and Intellectual Property**

***We rely upon third parties for technology that is critical to our products, and if we are unable to continue to use this technology and future technology, our ability to develop, sell, maintain and support technologically innovative products would be limited.***

We rely on third parties to obtain non-exclusive patented hardware and software license rights in technologies that are incorporated into and necessary for the operation and functionality of most of our products. In these cases, because the intellectual property we license is available from third parties, barriers to entry into certain markets may be lower for potential or existing competitors than if we owned exclusive rights to the technology that we license and use. Moreover, if a competitor or potential competitor enters into an exclusive arrangement with any of our key third-party technology providers, or if any of these providers unilaterally decide not to do business with us for any reason, our ability to develop and sell products containing that technology would be severely limited. If we are shipping products that contain third-party technology that we subsequently lose the right to license, then we will not be able to continue to offer or support those products. In addition, these licenses often require royalty payments or other consideration to

the third-party licensor. Our success will depend, in part, on our continued ability to access these technologies, and we do not know whether these third-party technologies will continue to be licensed to us on commercially acceptable terms, if at all. If we are unable to license the necessary technology, we may be forced to acquire or develop alternative technology of lower quality or performance standards, which would limit and delay our ability to offer new or competitive products and increase our costs of production. As a result, our revenue, margins, market share, and operating results could be significantly harmed.

We also utilize third-party software development companies to develop, customize, maintain and support software that is incorporated into our products. For example, we license software from Bitdefender for our NETGEAR Armor cybersecurity services offering and we license software from Circle Media Labs, Inc., a wholly owned subsidiary of Aura, for our parental controls service offering. If these companies fail to timely deliver or continuously maintain and support the software, as we require of them, we may experience delays in releasing new products or difficulties with supporting existing products and customers. In addition, if these third-party licensors fail or experience instability, then we may be unable to continue to sell products that incorporate the licensed technologies in addition to being unable to continue to maintain and support these products. We do require escrow arrangements with respect to certain third-party software which entitle us to certain limited rights to the source code, in the event of certain failures by the third party, in order to maintain and support such software. However, there is no guarantee that we would be able to fully understand and use the source code, as we may not have the expertise to do so. We are increasingly exposed to these risks as we continue to develop and market more products containing third-party software, such as our subscription service offerings related to network security and smart parental controls. If we are unable to license the necessary technology, we may be forced to acquire or develop alternative technology, which could be of lower quality or performance standards. The acquisition or development of alternative technology may limit and delay our ability to offer new or competitive products and services and increase our costs of production. As a result, our business, operating results and financial condition could be materially adversely affected.

***Product security vulnerabilities, system security risks, data protection breaches and cyber-attacks could disrupt our products, services, internal operations or information technology systems, and any such disruption could increase our expenses, damage our reputation, harm our business and adversely affect our stock price.***

Our products and services may contain unknown security vulnerabilities. For example, the firmware, software and open source software that we or our manufacturing partners have installed on our products may be susceptible to hacking or misuse. We devote considerable time and resources to uncovering and remedying these vulnerabilities, using both internal and external resources, but the threats to network and data security are increasingly diverse and sophisticated and we continue to implement additional protections and increase our monitoring and threat intelligence. Despite our efforts and processes to prevent breaches, our devices are potentially vulnerable to cybersecurity risks, including cyber-attacks such as viruses and worms, vulnerabilities such as command injection, cross site scripting, authentication and session management, and stack-based buffer overflow, and other sophisticated attacks or exploits. It is also possible that an attacker could compromise our internal code repository or those of our partners and insert a 'backdoor' that would give them easy access to any of our devices using this code. This particular kind of attack is very sophisticated, relatively new, and hard to defend against. We may not be able to discover these vulnerabilities, and we may not be able to remedy these vulnerabilities in a timely manner, or at all, which may impact our brand and reputation and harm our business. These attacks could lead to interruptions, delays, loss of critical data, unauthorized access to user data, and loss of consumer confidence. If successful, these attacks could adversely affect our business, operating results, and financial condition, be expensive to remedy, and damage our reputation. In addition, any such breaches may result in negative publicity, adversely affect our brand, decrease demand for our products and services, and adversely affect our operating results and financial condition. Further, under certain circumstances, we may need to prioritize fixing these vulnerabilities over new product development, which may impact our revenues and adversely affect our business.

In addition, we offer a comprehensive online cloud management service paired with a number of our products. If malicious actors compromise this cloud service, or if customer confidential information is accessed without authorization, our business would be harmed. Operating an online cloud service is a relatively new business for us and we may not have the expertise to properly manage risks related to data security and systems security. In addition, we make our products available for purchase directly by consumers through our website. We rely on third-party providers for a number of critical aspects of our cloud services, e-commerce site and customer support, including web hosting

services, billing and payment processing, and consequently we do not maintain direct control over the security or stability of the associated systems.

Maintaining the security of our computer information systems and communication systems is a critical issue for us and our customers. Malicious actors may develop and deploy malware that is designed to manipulate our products and systems, including our internal network, or those of our vendors or customers. Additionally, outside parties may attempt to fraudulently induce our employees to disclose sensitive information in order to gain access to our information technology systems, our data or our customers' data. We have established a crisis management plan and business continuity program. While we regularly test the plan and the program, there can be no assurance that the plan and program can withstand an actual or serious disruption in our business, including a data protection breach or cyber-attack. While we have established infrastructure and geographic redundancy for our critical systems, our ability to utilize these redundant systems requires further testing and we cannot be assured that such systems are fully functional. For example, much of our order fulfillment process is automated and the order information is stored on our servers. A significant business interruption could result in losses or damages and harm our business. As a result of the COVID-19 pandemic, most of our major offices worldwide are operating under hybrid work model, allowing employees the flexibility to work from home and at the workplace. Work from home arrangements present additional cybersecurity risks, including potential increases in malware and phishing attacks, greater challenges to secure home office data, and potential service degradation or disruption to key internal business applications and third-party services. Although we have taken measures to address these risks, they present challenges that could impact business operations and could cause recovery times to increase. If our computer systems and servers become unavailable at the end of a fiscal quarter, our ability to recognize revenue may be delayed until we are able to utilize back-up systems and continue to process and ship our orders, this could cause our stock price to decline significantly.

We devote considerable internal and external resources to network security, data encryption and other security measures to protect our systems and customer data, but these security measures cannot provide absolute security. In addition, U.S. and foreign regulators have increased their focus on cybersecurity vulnerabilities and risks and many states, countries and jurisdictions strictly regulate data privacy and protection and may impose significant penalties for failure to comply with these requirements. Compliance with laws and regulations concerning privacy, cybersecurity, data governance and data protection is a rigorous and time-intensive process, and we may be required to put in place additional mechanisms ensuring compliance with the laws and regulations and incur substantial expenditures. If we fail to comply with any such laws or regulations, we may face significant fines and penalties that could adversely affect our business, financial condition and results of operations. Furthermore, the laws are not consistent, and compliance in the event of a widespread data breach is costly.

Potential breaches of our security measures and the accidental loss, inadvertent disclosure or unapproved dissemination of proprietary information or sensitive or confidential data about us, our employees or our customers, including the potential loss or disclosure of such information or data as a result of employee error or other employee actions, hacking, fraud, social engineering or other forms of deception, could expose us, our customers or the individuals affected to a risk of loss or misuse of this information, result in litigation and potential liability for us, subject us to significant governmental fines, damage our brand and reputation, or otherwise harm our business.

Our management has spent increasing amounts of time, effort and expense in this area, and in the event of the discovery of a significant product or system security vulnerability, we would incur additional substantial expenses and our business would be harmed. If we or our third-party providers are unable to successfully prevent breaches of security relating to our products, services, systems or customer private information, including customer personal identification information, or if these third-party systems failed for other reasons, it could result in litigation and potential liability for us, damage our brand and reputation, or otherwise harm our business.

***If our products contain defects or errors, we could incur significant unexpected expenses, experience product returns and lost sales, experience product recalls, suffer damage to our brand and reputation, and be subject to product liability or other claims.***

Our products are complex and may contain defects, errors or failures, particularly when first introduced or when new versions are released. The industry standards upon which many of our products are based are also complex, experience change over time and may be interpreted in different manners. Some errors and defects may be discovered only after a product has been installed and used by the end-user. As also noted in the risk factor "*We make substantial*

*investments in software research and development and unsuccessful investments could materially adversely affect our business, financial condition and results of operations”* below, we devote considerable time and resources on testing and quality control efforts to detect quality issues and defects, and any reallocation of resources to fix such quality issues and defects could lead to delays in product introductions, which could further harm our competitive position.

In addition, epidemic failure clauses are found in certain of our customer contracts, especially contracts with service providers. If invoked, these clauses may entitle the customer to return for replacement or obtain credits for products and inventory, as well as assess liquidated damage penalties and terminate an existing contract and cancel future or then current purchase orders. In such instances, we may also be obligated to cover significant costs incurred by the customer associated with the consequences of such epidemic failure, including freight and transportation required for product replacement and out-of-pocket costs for truck rolls to end user sites to collect the defective products. Costs or payments we make in connection with an epidemic failure may materially adversely affect our results of operations and financial condition. If our products contain defects or errors, or are found to be noncompliant with industry standards, we could experience decreased sales and increased product returns, loss of customers and market share, and increased service, warranty and insurance costs. In addition, defects in, or misuse of, certain of our products could cause safety concerns, including the risk of property damage or personal injury. If any of these events occurred, our reputation and brand could be damaged, and we could face product liability or other claims regarding our products, resulting in unexpected expenses and adversely impacting our operating results. For instance, if a third party were able to successfully overcome the security measures in our products, such a person or entity could misappropriate customer data, third party data stored by our customers and other information, including intellectual property. In addition, the operations of our end-user customers may be interrupted. If that happens, affected end-users or others may file actions against us alleging product liability, tort, or breach of warranty claims.

***Our user growth, engagement, and monetization of our subscription services on mobile devices depend upon effective operation with mobile operating systems, networks, technologies, products, and standards that we do not control.***

The substantial majority of our revenue from our subscription services is generated from use of such services on mobile devices. We are dependent on the interoperability of Armor and our parental controls services and our other products with popular mobile operating systems, networks, technologies, products, and standards that we do not control, such as the Android and iOS operating systems and mobile browsers. Any changes, bugs, or technical issues in such systems, or changes in our relationships with mobile operating system partners, handset manufacturers, browser developers, or mobile carriers, or in their terms of service or policies that degrade our products’ functionality, reduce or eliminate our ability to update or distribute our products, give preferential treatment to competitive products, or charge fees related to the distribution of our products could adversely affect the usage of our subscription services products or our other products on mobile devices. We may not be successful in maintaining or developing relationships with key participants in the mobile ecosystem or in developing products that operate effectively with these technologies, products, systems, networks, or standards. In the event that it is more difficult for our users to access and use our subscription services products or our other products on their mobile devices, or if our users choose not to access or use our subscription services products or our other products on their mobile devices, our user growth and user engagement and our business could be harmed.

***We make substantial investments in software research and development and unsuccessful investments could materially adversely affect our business, financial condition and results of operations.***

We continue to evolve our historically hardware-centric business model towards a model that includes more sophisticated software offerings, including subscription services and applications that complement our products and are intended to drive subscriber growth and future recurring revenue. As such, we have evolved the focus of our organization towards the delivery of more integrated hardware and software solutions for our customers, as well as related services, and we have and continue to expend additional resources in this area in the future, including key new hires. Such endeavors may involve significant risks and uncertainties, including distraction of management from current operations and insufficient revenue to offset expenses associated with this strategy. Software development is inherently risky for a company such as ours with a historically hardware-centric business model, and accordingly, our efforts in software development may not be successful and could materially adversely affect our financial condition and operating results.

If we cannot proportionately decrease our cost structure in response to competitive price pressures, our gross margin and, therefore, our profitability could be adversely affected. In addition, if our software solutions, services, applications, pricing and other factors are not sufficiently competitive, or if there is an adverse reaction to our product decisions, we may lose market share in certain areas, which could adversely affect our revenue, profitability and prospects.

Software research and development is complex. We must make long-term investments, develop or obtain appropriate intellectual property and commit significant resources before knowing whether our output from these investments will successfully result in meaningful customer demand for our products and services. We must accurately forecast mixes of software solutions and configurations that meet customer requirements, and we may not succeed at doing so within a given product's life cycle or at all. Any delay in the development, production or marketing of a new software solution could result in us not being among the first to market, which could further harm our competitive position. In addition, our regular testing and quality control efforts may not be effective in controlling or detecting all quality issues and defects. We may be unable to determine the cause, find an appropriate solution or offer a temporary fix to address defects. Finding solutions to quality issues or defects can be expensive and may result in additional warranty, replacement and other costs, adversely affecting our profits. If new or existing customers have difficulty with our software solutions or are dissatisfied with our services, our operating margins could be adversely affected, and we could face possible claims if we fail to meet our customers' expectations. In addition, quality issues can impair our relationships with new or existing customers and adversely affect our brand and reputation, which could adversely affect our operating results.

***If we are unable to secure and protect our intellectual property rights, our ability to compete could be harmed.***

We rely upon third parties for a substantial portion of the intellectual property that we use in our products. At the same time, we rely on a combination of copyright, trademark, patent and trade secret laws, nondisclosure agreements with employees, consultants and suppliers and other contractual provisions to establish, maintain and protect our intellectual property rights and technology. Despite efforts to protect our intellectual property, unauthorized third parties may attempt to design around, copy aspects of our product design or obtain and use technology or other intellectual property associated with our products. For example, one of our primary intellectual property assets is the NETGEAR name, trademark and logo. We may be unable to stop third parties from adopting similar names, trademarks and logos, particularly in those international markets where our intellectual property rights may be less protected. Furthermore, our competitors may independently develop similar technology or design around our intellectual property. In addition, we manufacture and sell our products in many international jurisdictions that offer reduced levels of protection and recourse from intellectual property misuse or theft, as compared to the United States. Our inability to secure and protect our intellectual property rights could significantly harm our brand and business, operating results and financial condition.

#### **Financial, Legal, Regulatory and Tax Compliance Risks, Including Recent Impairment Charges**

***We are currently involved in numerous litigation matters in the ordinary course and may in the future become involved in additional litigation, including litigation regarding intellectual property rights, consumer class actions and securities class actions, any of which could be costly and subject us to significant liability.***

The networking industry is characterized by the existence of a large number of patents and frequent claims and related litigation regarding infringement of patents, trade secrets and other intellectual property rights. In particular, leading companies in the data communications markets, some of which are our competitors, have extensive patent portfolios with respect to networking technology. From time to time, third parties, including these leading companies, have asserted and may continue to assert exclusive patent, copyright, trademark and other intellectual property rights against us demanding license or royalty payments or seeking payment for damages, injunctive relief and other available legal remedies through litigation. These also include third-party non-practicing entities who claim to own patents or other intellectual property that cover industry standards that our products comply with. If we are unable to resolve these matters or obtain licenses on acceptable or commercially reasonable terms, we could be sued or we may be forced to initiate litigation to protect our rights. The cost of any necessary licenses could significantly harm our business, operating results and financial condition. We may also choose to join defensive patent aggregation services in order to prevent or settle litigation against such non-practicing entities and avoid the associated significant costs and uncertainties of litigation. These patent aggregation services may obtain, or have previously obtained, licenses for the alleged patent infringement claims against us and other patent assets that could be used offensively against us. The costs of such defensive patent aggregation services, while potentially lower than the costs of litigation, may be

significant as well. At any time, any of these non-practicing entities, or any other third-party could initiate litigation against us, or we may be forced to initiate litigation against them, which could divert management attention, be costly to defend or prosecute, prevent us from using or selling the challenged technology, require us to design around the challenged technology and cause the price of our stock to decline. In 2022, a third party initiated litigation against us in Germany, which carries with it the threat of an injunction on the importation of our products into Germany, as well as a significant increase in time and resources to defend against. In addition, several third party non practicing entities have initiated litigation against us in China, which also raises novel and unique challenges for us. For example, thus far we have experienced that patent litigation in China proceeds along a faster timeline, is more costly than we anticipated, carries a greater risk of injunction, and suffers from a relative lack of judicial development relative to patent litigation in the United States. In addition, third parties, some of whom are potential competitors, have initiated and may continue to initiate litigation against our manufacturers, suppliers, members of our sales channels or our service provider customers or even end user customers, alleging infringement of their proprietary rights with respect to existing or future products. In the event successful claims of infringement are brought by third parties, and we are unable to obtain licenses or independently develop alternative technology on a timely basis, we may be subject to indemnification obligations, be unable to offer competitive products, or be subject to increased expenses. Consumer class-action lawsuits related to the marketing and performance of our home networking products have been asserted and may in the future be asserted against us. Finally, we have been sued in securities class action lawsuits, and may in the future be named in other similar lawsuits. For additional information regarding certain of the lawsuits in which we are involved, see the information set forth in *Note 8. Commitments and Contingencies*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K. If we do not resolve these claims on a favorable basis, our business, operating results and financial condition could be significantly harmed.

***We have been exposed to and may in the future be exposed to adverse currency exchange rate fluctuations in jurisdictions where we transact in local currency, which could harm our financial results and cash flows.***

Because a significant portion of our business is conducted outside the United States, we face exposure to adverse movements in foreign currency exchange rates. These exposures may change over time as business practices evolve, and they could have a material adverse impact on our results of operations, financial position and cash flows. Although a portion of our international sales are currently invoiced in United States dollars, we have implemented and continue to implement for certain countries and customers both invoicing and payment in foreign currencies. Our primary exposure to movements in foreign currency exchange rates relates to non-U.S. dollar denominated sales in Europe, Japan and Australia as well as our global operations, and non-U.S. dollar denominated operating expenses and certain assets and liabilities. In addition, weaknesses in foreign currencies for U.S. dollar denominated sales could adversely affect demand for our products. For example, the volatility and strengthening of the U.S. dollar in 2022 had a meaningful negative impact on our international revenue and our profitability. Conversely, a strengthening in foreign currencies against the U.S. dollar could increase foreign currency denominated costs. As a result, we may attempt to renegotiate pricing of existing contracts or request payment to be made in U.S. dollars. We cannot be sure that our customers would agree to renegotiate along these lines. This could result in customers eventually terminating contracts with us or in our decision to terminate certain contracts, which would adversely affect our sales.

We hedge our exposure to fluctuations in foreign currency exchange rates as a response to the risk of changes in the value of foreign currency-denominated assets and liabilities. We may enter into foreign currency forward contracts or other instruments, the majority of which mature within approximately five months. Our foreign currency forward contracts reduce, but do not eliminate, the impact of currency exchange rate movements. For example, we do not execute forward contracts in all currencies in which we conduct business. In addition, we hedge to reduce the impact of volatile exchange rates on net revenue, gross profit and operating profit for limited periods of time. However, the use of these hedging activities may only offset a portion of the adverse financial effect resulting from unfavorable movements in foreign exchange rates.

***We are exposed to the credit risk of some of our customers and to credit exposures in weakened markets, which could result in material losses.***

A substantial portion of our sales are on an open credit basis, with typical payment terms of 30 to 60 days in the United States and, because of local customs or conditions, longer in some markets outside the United States. We monitor individual customer financial viability in granting such open credit arrangements, seek to limit such open credit to amounts we believe the customers can pay, and maintain reserves we believe are adequate to cover exposure for doubtful accounts.

In the past, there have been bankruptcies amongst our customer base, and certain of our customers' businesses face financial challenges that put them at risk of future bankruptcies. Although losses resulting from customer bankruptcies



have not been material to date, any future bankruptcies could harm our business and have a material adverse effect on our operating results and financial condition. To the degree that turmoil in the credit markets makes it more difficult for some customers to obtain financing, our customers' ability to pay could be adversely impacted, which in turn could have a material adverse impact on our business, operating results, and financial condition.

***Changes in tax laws or exposure to additional income tax liabilities could affect our future profitability.***

Factors that could materially affect our future effective tax rates include but are not limited to:

- changes in tax laws or the regulatory environment;
- changes in accounting and tax standards or practices;
- changes in the composition of operating income by tax jurisdiction; and
- our operating results before taxes.

We are subject to income taxes in the United States and numerous foreign jurisdictions. Our effective tax rate has fluctuated in the past and may fluctuate in the future. Future effective tax rates could be affected by changes in the composition of earnings in countries with differing tax rates, changes in deferred tax assets and liabilities, or changes in tax laws. Foreign jurisdictions have increased the volume of tax audits of multinational corporations. Further, many countries continue to consider changes in their tax laws by implementing new taxes such as the digital service tax and initiatives such as the Organization for Economic Co-operation and Development's Pillar II global minimum tax. Various countries are in the process of incorporating the Pillar II framework within their tax laws. These changes could increase our total tax burden in the future. In addition, the acceleration of employee mobility as a result of the pandemic potentially increases the jurisdictional tax risk of our workforce. Changes in tax laws could affect the distribution of our earnings, result in double taxation and adversely affect our results.

The Tax Cuts and Jobs Act of 2017 included provisions effective for the 2022 tax year that eliminate the option to deduct research and development expenditures immediately in the year incurred and requires taxpayers to amortize such expenditures over five years for domestic payments and 15 years for payments to foreign parties. These provisions have not been deferred, modified, or repealed by Congress as was previously anticipated might occur. These provisions have a material impact on our cash taxes which will continue in the future if these provisions are not modified, or repealed by Congress.

We have been audited by the ITA for the 2004 through 2012 tax years. The ITA examination included an audit of income, gross receipts and value-added taxes. Currently, we are in litigation with the ITA for the 2004 through 2012 years. If we are unsuccessful in defending our tax positions, our profitability will be reduced.

The Company's U.S. federal tax return and payroll taxes for our fiscal years ended December 31, 2018 and December 31, 2019 were under examination by the IRS. On December 29, 2022, we received a letter of final determination by the IRS notifying the Company that they have finalized their examination of our 2018 and 2019 tax returns with no proposed changes. We are also subject to examination by other tax authorities, including state revenue agencies and other foreign governments. While we regularly assess the likelihood of favorable or unfavorable outcomes resulting from examinations by the IRS and other tax authorities to determine the adequacy of our provision for income taxes, there can be no assurance that the actual outcome resulting from these examinations will not materially adversely affect our financial condition and operating results. Additionally, the IRS and several foreign tax authorities have increasingly focused attention on intercompany transfer pricing with respect to sales of products and services and the use of intangibles. Tax authorities could disagree with our intercompany charges, cross-jurisdictional transfer pricing or other matters and assess additional taxes. If we do not prevail in any such disagreements, our profitability may be affected.

***We are subject to, and must remain in compliance with, numerous laws and governmental regulations concerning the manufacturing, use, distribution and sale of our products, as well as any such future laws and regulations. Some of our customers also require that we comply with their own unique requirements relating to these matters. Any failure to comply with such laws, regulations and requirements, and any associated unanticipated costs, may adversely affect our business, financial condition and results of operations.***

We manufacture and sell products which contain electronic components, and such components may contain materials that are subject to government regulation in both the locations that we manufacture and assemble our products, as well as the locations where we sell our products. For example, certain regulations limit the use of lead in electronic components. To our knowledge, we maintain compliance with all applicable current government regulations concerning the materials utilized in our products, for all the locations in which we operate. Since we operate on a global basis, this is a complex process which requires continual monitoring of regulations and an ongoing compliance process to ensure that we and our suppliers are in compliance with all existing regulations. There are areas where new regulations have been enacted which could increase our cost of the components that we utilize or require us to expend additional resources to ensure compliance. For example, the SEC's "conflict minerals" rules apply to our business, and we are expending significant resources to ensure compliance. The implementation of these requirements by government regulators and our partners and/or customers could adversely affect the sourcing, availability, and pricing of minerals used in the manufacture of certain components used in our products. In addition, the supply-chain due diligence investigation required by the conflict minerals rules will require expenditures of resources and management attention regardless of the results of the investigation. If there is an unanticipated new regulation which significantly impacts our use of various components or requires more expensive components, that regulation would have a material adverse impact on our business, financial condition and results of operations.

One area which has a large number of regulations is environmental compliance. Management of environmental pollution, climate change and other ESG considerations has produced significant legislative and regulatory efforts on a global basis, and we believe this will continue both in scope and the number of countries participating. These changes could directly increase the cost of energy which may have an impact on the way we manufacture products or utilize energy to produce our products. In addition, any new regulations or laws in the environmental area might increase the cost of raw materials we use in our products. Environmental regulations require us to reduce product energy usage, monitor and exclude an expanding list of restricted substances and to participate in required recover and recycling of our products. While future changes in regulations are certain, we are currently unable to predict how any such changes will impact us and if such impacts will be material to our business. If there is a new law or regulation that significantly increases our costs of manufacturing or causes us to significantly alter the way that we manufacture our products, this would have a material adverse effect on our business, financial condition and results of operations.

Our selling and distribution practices are also regulated in large part by U.S. federal and state as well as foreign antitrust and competition laws and regulations. In general, the objective of these laws is to promote and maintain free competition by prohibiting certain forms of conduct that tend to restrict production, raise prices, or otherwise control the market for goods or services to the detriment of consumers of those goods and services. Potentially prohibited activities under these laws may include unilateral conduct, or conduct undertaken as the result of an agreement with one or more of our suppliers, competitors, or customers. The potential for liability under these laws can be difficult to predict as it often depends on a finding that the challenged conduct resulted in harm to competition, such as higher prices, restricted supply, or a reduction in the quality or variety of products available to consumers. We utilize a number of different distribution channels to deliver our products to the end consumer, and regularly enter agreements with resellers of our products at various levels in the distribution chain that could be subject to scrutiny under these laws in the event of private litigation or an investigation by a governmental competition authority. In addition, many of our products are sold to consumers via the Internet. Many of the competition-related laws that govern these Internet sales were adopted prior to the advent of the Internet, and, as a result, do not contemplate or address the unique issues raised by online sales. New interpretations of existing laws and regulations, whether by courts or by the state, federal or foreign governmental authorities charged with the enforcement of those laws and regulations, may also impact our business in ways we are currently unable to predict. Any failure on our part or on the part of our employees, agents, distributors or other business partners to comply with the laws and regulations governing competition can result in negative publicity and diversion of management time and effort and may subject us to significant litigation liabilities and other penalties.

In addition to government regulations, many of our customers require us to comply with their own requirements regarding manufacturing, health and safety matters, corporate social responsibility, employee treatment, anti-corruption, use of materials, environmental concerns and other ESG considerations. Some customers may require us to periodically report on compliance with their unique requirements, and some customers reserve the right to audit our business for compliance. We are increasingly subject to requests for compliance with these customer requirements. For example, there has been significant focus from our customers as well as the press regarding corporate social responsibility policies and other ESG considerations. We regularly audit our manufacturers; however, any deficiencies in compliance by our manufacturers may harm our business and our brand. In addition, we may not have the resources



to maintain compliance with these customer requirements and failure to comply may result in decreased sales to these customers, which may have a material adverse effect on our business, financial condition and results of operations.

***We must comply with indirect tax laws in multiple jurisdictions, as well as complex customs duty regimes worldwide. Audits of our compliance with these rules may result in additional liabilities for taxes, duties, interest and penalties related to our international operations which would reduce our profitability.***

Our operations are routinely subject to audit by tax authorities in various countries. Many countries have indirect tax systems where the sale and purchase of goods and services are subject to tax based on the transaction value. These taxes are commonly referred to as sales and/or use tax, value-added tax ("VAT") or goods and services tax ("GST"). In addition, the distribution of our products subjects us to numerous complex customs regulations, which frequently change over time. Failure to comply with these systems and regulations can result in the assessment of additional taxes, duties, interest and penalties. While we believe we are in compliance with local laws, we cannot assure that tax and customs authorities would agree with our reporting positions and upon audit may assess us additional taxes, duties, interest and penalties.

Additionally, some of our products are subject to U.S. export controls, including the Export Administration Regulations and economic sanctions administered by the Office of Foreign Assets Control. We also incorporate encryption technology into certain of our solutions. These encryption solutions and underlying technology may be exported outside of the United States only with the required export authorizations or exceptions, including by license, a license exception, appropriate classification notification requirement and encryption authorization.

Furthermore, our activities are subject to U.S. economic sanctions laws and regulations that prohibit the shipment of certain products and services without the required export authorizations, including to countries, governments and persons targeted by U.S. embargoes or sanctions. Additionally, the current U.S. administration has been critical of existing trade agreements and may impose more stringent export and import controls. Obtaining the necessary export license or other authorization for a particular sale may be time consuming and may result in delay or loss of sales opportunities even if the export license ultimately is granted. While we take precautions to prevent our solutions from being exported in violation of these laws, including using authorizations or exceptions for our encryption products and implementing IP address blocking and screenings against U.S. government and international lists of restricted and prohibited persons and countries, we have not been able to guarantee, and cannot guarantee that the precautions we take will prevent all violations of export control and sanctions laws, including if purchasers of our products bring our products and services into sanctioned countries without our knowledge. Violations of U.S. sanctions or export control laws can result in significant fines or penalties and incarceration could be imposed on employees and managers for criminal violations of these laws.

Also, various countries, in addition to the United States, regulate the import and export of certain encryption and other technology, including import and export licensing requirements, and have enacted laws that could limit our ability to distribute our products and services or our end-users' ability to utilize our solutions in their countries. Changes in our products and services or changes in import and export regulations may create delays in the introduction of our products in international markets.

Adverse action by any government agencies related to indirect tax laws could materially adversely affect our business, operating results and financial condition.

***We are exposed to credit risk and fluctuations in the market values of our investment portfolio.***

Although we have not recognized any material losses on our cash equivalents and short-term investments, future declines in their market values could have a material adverse effect on our financial condition and operating results. Given the global nature of our business, we have investments with both domestic and international financial institutions. Accordingly, we face exposure to fluctuations in interest rates, which may limit our investment income. If these financial institutions default on their obligations or their credit ratings are negatively impacted by liquidity issues, credit deterioration or losses, financial results, or other factors, the value of our cash equivalents and short-term investments could decline and result in a material impairment, which could have a material adverse effect on our financial condition and operating results.

***Governmental regulations of imports or exports affecting Internet security could affect our net revenue.***

Any additional governmental regulation of imports or exports or failure to obtain required export approval of our encryption technologies could adversely affect our international and domestic sales. The United States and various foreign governments have imposed controls, export license requirements, and restrictions on the import or export of some technologies, particularly encryption technology. In addition, from time to time, governmental agencies have proposed additional regulation of encryption technology, such as requiring the escrow and governmental recovery of private encryption keys. In response to terrorist activity, governments could enact additional regulation or restriction on the use, import, or export of encryption technology. This additional regulation of encryption technology could delay or prevent the acceptance and use of encryption products and public networks for secure communications, resulting in decreased demand for our products and services. In addition, some foreign competitors are subject to less stringent controls on exporting their encryption technologies. As a result, they may be able to compete more effectively than we can in the United States and the international Internet security market.

***If our goodwill and intangible assets become impaired, as occurred in 2022, we may be required to record a significant charge to earnings.***

Goodwill is required to be tested for impairment at least annually. Factors that may be considered when determining if the carrying value of our goodwill or intangible assets may not be recoverable include a significant decline in our expected future cash flows or a sustained, significant decline in our stock price and market capitalization.

As a result of our acquisitions, we have significant goodwill and intangible assets recorded on our balance sheets. In addition, significant negative industry or economic trends, such as those that have occurred as a result of the recent economic downturn, including reduced estimates of future cash flows or disruptions to our business could indicate that goodwill and intangible assets might be impaired. If, in any period our stock price decreases to the point where our market capitalization is less than our book value, this too could indicate a potential impairment and we may be required to record an impairment charge in that period. Our valuation methodology for assessing impairment requires management to make judgments and assumptions based on projections of future operating performance. The estimates used to calculate the fair value of a reporting unit change from year to year based on operating results and market conditions. Changes in these estimates and assumptions could materially affect the determination of fair value and goodwill impairment for each reporting unit. For example, during the first quarter of 2022, the market price of our common stock and market capitalization declined and the U.S. WiFi market contracted, which had a significant negative impact on our Connected Home business. As a result, we recognized an impairment charge to our Connected Home reporting unit in the first quarter of 2022. We have not recognized any goodwill impairment charge on our SMB reporting unit. However, we operate in highly competitive environments and projections of future operating results and cash flows may vary significantly from actual results. As a result, we may incur substantial impairment charges to earnings in our financial statements should an impairment of our goodwill and intangible assets be determined on our SMB reporting unit, resulting in an adverse impact on our results of operations.

**General Risk Factors**

***Global economic conditions could materially adversely affect our revenue and results of operations.***

Our business has been and may continue to be affected by a number of factors that are beyond our control, such as general geopolitical, economic and business conditions, conditions in the financial markets, and changes in the overall demand for networking and smart home products. A severe and/or prolonged economic downturn could adversely affect our customers' financial condition and the levels of business activity of our customers. Weakness in, and uncertainty about, global economic conditions may cause businesses to postpone spending in response to tighter credit, negative financial news and/or declines in income or asset values, which could have a material negative effect on the demand for networking products. As also noted in the risk factor "*Our business, financial condition and results of operations have been, and could in the future be, materially adversely affected by the ongoing COVID-19 pandemic,*" above, the COVID-19 pandemic continues to significantly increase economic and demand uncertainty. Adverse changes in economic conditions, including inflation, slower growth or recession, new or increased tariffs and other barriers to trade, changes to fiscal and monetary policy, tighter credit, higher interest rates, high unemployment and currency fluctuations could adversely impact the demand and sale of our products to end users and the quantity of

products our customers decide to purchase from us (or change the mix of products demanded) and make it more challenging to forecast our operating results and make business decisions. For example, during the fourth quarter of 2022, our APAC sales were dampened by a sudden economic downturn in China due to sudden, widespread COVID-19 infections and illnesses.

The uncertainty in global and regional economic conditions have also affected the financial markets and financial institutions on which we rely and have resulted in a number of adverse effects including a low level of liquidity in many financial markets, extreme volatility in credit, equity, currency and fixed income markets, instability in the stock market, high inflation and high unemployment. Macroeconomic weakness and uncertainty also make it more difficult for us to accurately forecast revenue, gross margin and expenses. If we are unable to successfully anticipate changing economic, geopolitical and financial conditions, we may be unable to effectively plan for and respond to those changes which could further disrupt our business or limit our ability to access certain assets and materially adversely affect our business and results of operations.

In addition, availability of our products from third-party manufacturers and our ability to distribute our products into the United States and non-U.S. jurisdictions may be impacted by factors such as an increase in duties, tariffs or other restrictions on trade; raw material shortages or price increases, work stoppages, strikes and political unrest; uncertain economic conditions; economic crises and international disputes or conflicts; changes in leadership and the political climate in countries from which we import products; and failure of the United States to maintain normal trade relations with China and other countries. Any of these occurrences could materially adversely affect our business, operating results and financial condition.

Furthermore, uncertainty about, or worsening of economic conditions could adversely affect consumer sentiment and demand for our products and services. Consumer confidence and spending could be adversely affected by financial market volatility, negative financial news, conditions in the real estate, mortgage and technology markets, declines in income or asset values, changes to fuel and other energy costs, labor reductions, labor and healthcare costs and other economic factors. This could also impact the quantity of products our customers decide to purchase from us and may have a longer-term impact on the inventory levels these customers choose to carry. Lower demands could also impact manufacturing capacity utilization and contribute to further increased component costs. These and other economic factors could materially and adversely affect our revenue and results of operations.

***If we lose the services of our Chairman and Chief Executive Officer, Patrick C.S. Lo, or our other key personnel, we may not be able to execute our business strategy effectively.***

Our future success depends in large part upon the continued services of our key technical, engineering, sales, marketing, finance and senior management personnel. In particular, the services of Patrick C.S. Lo, our Chairman and Chief Executive Officer, who has led our company since its inception, are very important to our business. We do not maintain any key person life insurance policies. Our business model requires extremely skilled and experienced senior management who are able to withstand the rigorous requirements and expectations of our business. Our success depends on senior management being able to execute at a very high level. The loss of any of our senior management or other key engineering, research, development, sales or marketing personnel, particularly if lost to competitors, could harm our ability to implement our business strategy and respond to the rapidly changing needs of our business. The market for talent in the technology industry, especially in the areas of software and subscription services, has become increasingly competitive, and we may not have the resources to compete at the same level as larger companies who are able to offer more compelling compensation packages. Further, changes brought about by the COVID-19 pandemic, for example being able to work from anywhere on a full-time basis, has led to an increase in employee mobility and employees are changing jobs at an increasing rate. Therefore, our ability to recruit new talent and retain existing talent may be adversely affected, and as a result our business as a whole may suffer. While we have adopted an emergency succession plan for the short term, we have not formally adopted a long-term succession plan. As a result, if we suffer the loss of services of any key executive, our long-term business results may be harmed. While we believe that we have mitigated some of the business execution and business continuity risk with our organization into two business segments with separate leadership teams, the loss of any key personnel would still be disruptive and harm our business, especially given that our business is leanly staffed and relies on the expertise and high performance of our key personnel. In addition, because we do not have a formal long-term succession plan, we may not be able to have the proper personnel in place to effectively execute our long-term business strategy if Mr. Lo or other key personnel retire, resign or are otherwise terminated.

***Political events, war, terrorism, public health issues, climate changes, natural disasters, sudden changes in trade and immigration policies, and other circumstances could materially adversely affect us.***

Our corporate headquarters are located in Northern California and one of our warehouses is located in Southern California. Substantially all of our critical enterprise-wide information technology systems, including our main servers, are currently housed in colocation facilities in Arizona and different geographic regions in the United States. The majority of our manufacturing occurs in Southeast Asia and mainland China. Each of these regions are known for or susceptible to seismic activity and other natural disasters, such as drought, wildfires, storms, sea-level rise, and flooding. Furthermore, the global effects of climate change have resulted in increased frequency and severity of these extreme weather events and could cause physical damage or disrupt operations. If our manufacturers or warehousing facilities are disrupted or destroyed, we would be unable to distribute our products on a timely basis, which could harm our business. This could also lead to increased costs and decreased revenues.

In addition, health epidemics, war, terrorism, geopolitical uncertainties, social and economic instability, public health issues, sudden changes in trade and immigration policies (such as the higher tariffs on certain products imported from China enacted by the previous U.S. administration or U.S. sanctions against Russia as a result of the Russia-Ukraine dispute), and other business interruptions have caused and could cause damage or disruption to international commerce and the global economy, and thus could have a strong negative effect on us, our suppliers, logistics providers, manufacturing vendors and customers. Our business operations are subject to interruption by natural disasters, fire, power shortages, terrorist attacks and other hostile acts, labor disputes, public health issues, and other events beyond our control. In addition, in the past, labor disputes at third-party manufacturing facilities have led to workers going on strike, and labor unrest could materially affect our third-party manufacturers' abilities to manufacture our products.

Such events could decrease demand for our products, make it difficult, more expensive or impossible for us to make and deliver products to our customers or to receive components from our direct or indirect suppliers, and create delays and inefficiencies in our supply chain. Major public health issues, including pandemics such as COVID-19, could negatively affect us through more stringent employee travel restrictions, additional limitations in freight services, governmental actions limiting the movement of products between regions, delays in production ramps of new products, and disruptions in the operations of our manufacturing vendors and component suppliers.

***Our stock price has experienced recent volatility and may be volatile in the future and your investment in our common stock could suffer a decline in value.***

There has been significant volatility in the market price and trading volume of securities of companies in the technology industry and the stock market as a whole, which may be unrelated to the financial performance of these companies. These broad market fluctuations may negatively affect the market price of our common stock.

Some specific factors that may have a significant effect on our common stock market price include:

- actual or anticipated fluctuations in our operating results or our competitors' operating results;
- actual or anticipated changes in the growth rate of the general networking sector, our growth rates or our competitors' growth rates;
- conditions in the financial markets in general or changes in general economic, political and market conditions, including government efforts to mitigate economic downturns or control inflation;
- novel and unforeseen market forces and trading strategies, such as the massive short squeeze rally caused by retail investors on companies such as Gamestop;
- actual or anticipated changes in governmental regulation, including taxation and tariff policies;
- interest rate or currency exchange rate fluctuations;
- our ability to forecast or report accurate financial results; and

- changes in stock market analyst recommendations regarding our common stock, other comparable companies or our industry generally.

***We are required to evaluate our internal controls under Section 404 of the Sarbanes-Oxley Act of 2002 and any adverse results from such evaluation, including restatements of our issued financial statements, could impact investor confidence in the reliability of our internal controls over financial reporting.***

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we are required to furnish a report by our management on our internal control over financial reporting. Such report must contain among other matters, an assessment of the effectiveness of our internal control over financial reporting as of the end of our fiscal year, including a statement as to whether or not our internal control over financial reporting is effective. This assessment must include disclosure of any material weaknesses in our internal control over financial reporting identified by management. From time to time, we conduct internal investigations as a result of whistleblower complaints. In some instances, the whistleblower complaint may implicate potential areas of weakness in our internal controls. Although all known material weaknesses have been remediated, we cannot be certain that the measures we have taken ensure that restatements will not occur in the future. Execution of restatements create a significant strain on our internal resources and could cause delays in our filing of quarterly or annual financial results, increase our costs and cause management distraction. Restatements may also significantly affect our stock price in an adverse manner.

Continued performance of the system and process documentation and evaluation needed to comply with Section 404 is both costly and challenging. During this process, if our management identifies one or more material weaknesses in our internal control over financial reporting, we will be unable to assert such internal control is effective. If we are unable to assert that our internal control over financial reporting is effective as of the end of a fiscal year or if our independent registered public accounting firm is unable to express an opinion on the effectiveness of our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, which may have an adverse effect on our stock price.

### **Item 1B. Unresolved Staff Comments**

None.

### **Item 2. Properties**

Our principal administrative, sales, marketing and research and development facilities currently occupy approximately 142,700 square feet in an office complex in San Jose, California, under a lease that expires in September 2025.

Starting in January 2023, our international headquarters occupy approximately 7,000 square feet in an office complex in Cork, Ireland, under a lease that expires in December 2037. Our international sales personnel are based out of local sales offices or home offices in Australia, Canada, China, France, Germany, Hong Kong, India, Ireland, Italy, Japan, Korea, Poland, Singapore, Sweden, Switzerland, New Zealand, Spain, the Netherlands, and the United Kingdom. We also have operations personnel using leased facilities in Singapore, and Taipei (Taiwan). We maintain research and development facilities in Richmond B.C. (Canada), Taipei (Taiwan), and Bangalore (India). From time to time, we consider various alternatives related to our long-term facilities' needs. While we believe our existing facilities provide suitable space for our operations and are adequate to meet our immediate needs, it may be necessary to lease additional space to accommodate future growth or to reduce office space to be in line with our needs to balance the office needs and hybrid work environment. We have invested in internal capacity and strategic relationships with outside manufacturing vendors as needed to meet anticipated demand for our products.

We use third parties to provide warehousing services to us in facilities located in both Northern and Southern California, Netherlands, Singapore and Australia.

### **Item 3. Legal Proceedings**

The information set forth under the heading "Litigation and Other Legal Matters" in Note 8, *Commitments and Contingencies*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form

10-K, is incorporated herein by reference. For additional discussion of certain risks associated with legal proceedings, see Item 1A, *Risk Factors*.

**Item 4. *Mine Safety Disclosures***

Not applicable.

**PART II****Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Market Information**

Our common stock is publicly traded on the Nasdaq Global Select Market (“Nasdaq”) under the symbol “NTGR”.

**Holders of Common Stock**

On February 10, 2023, there were 68 stockholders of record, one of which was Cede & Co., a nominee for Depository Trust Company (“DTC”). All of the shares of our common stock held by brokerage firms, banks and other financial institutions as nominees for beneficial owners are deposited into participant accounts at DTC and are therefore considered to be held of record by Cede & Co. as one stockholder.

**Dividend Policy**

We have never declared or paid cash dividends on our capital stock. We do not anticipate paying cash dividends in the foreseeable future.

**Repurchase of Equity Securities by the Company**

Period	Total Number of Shares Purchased <sup>(2)</sup>	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup>	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (In millions)
October 3, 2022 - October 30, 2022	—	\$ —	—	2.5
October 31, 2022 - November 27, 2022	1,626	\$ 19.65	—	2.5
November 28, 2022 - December 31, 2022	2,302	\$ 18.58	—	2.5
Total	3,928	\$ 19.02	—	

<sup>(1)</sup> From time to time, our Board of Directors has authorized programs under which we may repurchase shares of our common stock. Under the authorizations, the timing and actual number of shares subject to repurchase are at the discretion of management and are contingent on a number of factors, such as levels of cash generation from operations, cash requirements for acquisitions and the price of our common stock.

<sup>(2)</sup> During the three months ended December 31, 2022, we repurchased and retired, as reported on trade date, approximately 4,000 shares of common stock at a cost of approximately \$75,000 to facilitate tax withholding for Restricted Stock Units.

**Recent Sales of Unregistered Securities**

None.

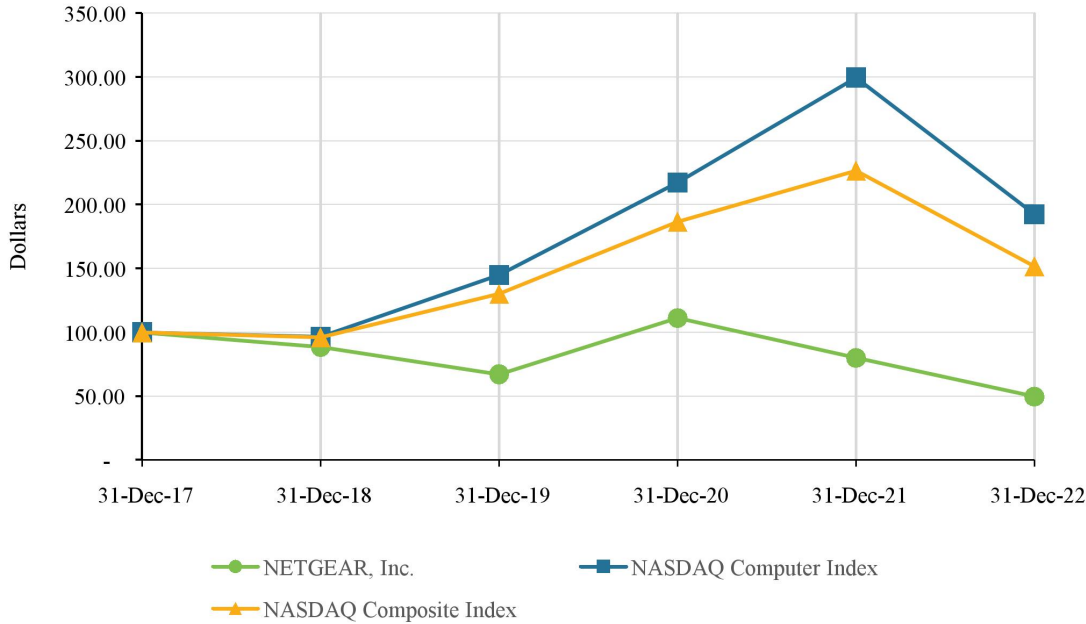


### Stock Performance Graph

Notwithstanding any statement to the contrary in any of our previous or future filings with the SEC, the following information relating to the price performance of our common stock shall not be deemed “filed” with the SEC or “soliciting material” under the Exchange Act and shall not be incorporated by reference into any such filings.

The following graph shows a comparison from December 31, 2017 through December 31, 2022 of cumulative total return for our common stock, the Nasdaq Composite Index and the Nasdaq Computer Index. Such returns are based on historical results and are not intended to suggest future performance. Data for the Nasdaq Composite Index and the Nasdaq Computer Index assume reinvestment of dividends. We have never paid dividends on our common stock and have no present plans to do so.

On December 31, 2018, NETGEAR completed the spin-off of Arlo Technologies, Inc. (“Arlo”) with the pro rata distribution of 1.980295 shares of Arlo’s common stock for every share of NETGEAR’s common stock to our stockholders, pursuant to which Arlo became an independent company. For the purpose of this graph, the effect of the final separation of Arlo is reflected in the cumulative total return of NETGEAR common stock as a reinvested dividend.





## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*You should read the following discussion of our financial condition and results of operations together with the audited consolidated financial statements and notes to the financial statements included elsewhere in this Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. The forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about our industry, business and future financial results. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including those discussed under "Risk Factors" in Part I, Item 1A above.*

This section generally discusses the results of our operations for the year ended December 31, 2022 ("fiscal 2022") compared to the year ended December 31, 2021 ("fiscal 2021"). For a discussion of the year ended December 31, 2021 compared to the year ended December 31, 2020, please refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2021.

### **Business and Executive Overview**

We are a global company that turns ideas into innovative, high-performance, and premium networking products. Our products connect people, and power businesses and service providers. Our products are designed to simplify and improve people's lives. Our core long-term strategy is to create and grow the premium higher-margin segments of the consumer networking market, where we believe competition is less intense and consumers are less price sensitive and offers greater potential to sell our subscription services. Our goal is to enable people to collaborate and connect to a world of information and entertainment in or outside of the home. We are dedicated to delivering innovative and highly differentiated, connected solutions ranging from easy-to-use premium WiFi solutions, security and support services to protect and enhance home networks, to switching and wireless solutions to augment business networks and audio and video over Ethernet for Pro AV applications. Our products and services are built on a variety of technologies such as wireless (WiFi and 4G/5G mobile), Ethernet and powerline, with a focus on reliability and ease-of-use. Additionally, we continually invest in research and development to create new technologies and services and to capitalize on technological inflection points and trends, such as WiFi 7, audio and video over Ethernet, non-fungible token ("NFT") artwork, and future technologies. Our product line consists of devices that create and extend wired and wireless networks, devices that attach to the network, such as smart digital canvasses as well as services that complement and enhance our product line offerings. These products are available in multiple configurations to address the changing needs of our customers in each geographic region.

We operate and report in two segments: Connected Home, and Small and Medium Business ("SMB"). We believe that this structure reflects our current operational and financial management, and that it provides the best structure for us to focus on growth opportunities while maintaining financial discipline. The leadership team of each segment is focused on serving customer needs through product and service development efforts, both from a product marketing and engineering standpoint. The Connected Home segment focuses on consumers and provides high-performance, dependable and easy-to-use premium WiFi internet networking solutions such as WiFi 6 and WiFi 6E Tri-band and Quad-band mesh systems, routers, 4G/5G mobile products, smart devices such as Meural digital canvasses, and subscription services that provide consumers a range of value-added services focused on security, performance, privacy, and premium support. The SMB segment focuses on small and medium sized businesses and provides solutions for business networking, wireless local area network ("LAN"), audio and video over Ethernet for Pro AV applications, security and remote management providing enterprise-class functionality at an affordable price. We conduct business across three geographic regions: Americas; Europe, Middle East, and Africa ("EMEA"); and Asia Pacific ("APAC").

### **Business Overview**

The markets in which our segments operate are intensely competitive and subject to rapid technological evolution. We believe that the principal competitive factors in the consumer and small and medium-sized business markets for networking products include product breadth, price points, size and scope of the sales channel, brand recognition, timeliness of new product introductions, product availability, performance, features, functionality, reliability, ease-of-installation, maintenance and use, security, as well as customer service and support. To remain competitive, we believe we must continue to aggressively invest resources to develop new products and subscription services, enhance our current products, and expand our channels and direct-to-consumer capabilities, while increasing engagement and maintaining satisfaction with our customers. Our investments reflect our steadfast focus on

cybersecurity of our products and systems, as the rising threat of cyber-attacks and exploitation of security vulnerabilities in our industry is a significant consumer concern.

We sell our products through multiple sales channels worldwide, including traditional and online retailers, wholesale distributors, direct market resellers (“DMRs”), value-added resellers (“VARs”), broadband service providers, and through our direct online store at [www.netgear.com](http://www.netgear.com). Our retail channel includes traditional retail locations domestically and internationally, such as Best Buy, Wal-Mart, Costco, Staples, Office Depot, Target, Electra (Sweden), Fnac Darty (Europe), JB HiFi (Australia), Elkjop (Norway), and Boulanger (France). Online retailers include Amazon.com (worldwide), and Digitec Galaxus AG (Switzerland). Our DMRs include CDW Corporation, Insight Corporation, and PC Connection in domestic markets. Our main wholesale distributors include Ingram Micro, TD Synnex, and D&H Distribution Company. In addition, we also sell our products through broadband service providers, such as multiple system operators, xDSL, mobile, and other broadband technology operators domestically and internationally. Some of these retailers and broadband service providers purchase directly from us, while others are fulfilled through wholesale distributors around the world. A substantial portion of our net revenue is derived from a limited number of wholesale distributors, service providers and retailers. While we expect these channels to continue to be a significant part of our sales strategy, increasingly, customers are choosing to purchase products and services directly from us. We expect revenue through our direct online store or in-app offerings to continue to increase as a percentage of overall revenue for the foreseeable future.

## **Financial Overview**

During the year ended December 31, 2022, our net revenue decreased by \$235.6 million compared to the prior year. The decrease was driven by our Connected Home segment, which saw net revenue from retail channels decline by \$313.9 million, partially offset by net revenue from service provider channels growing by \$19.3 million. The decline in net revenue from retail channels was mainly due to a contraction of the U.S. consumer WiFi market in the current year, coming off elevated pandemic-induced demand in the prior year, as well as the impact of retailers reducing their inventory levels. The decline was partially offset by a \$59.0 million increase in net revenue from our SMB segment, mainly attributable to the growth in our Pro AV product line of managed switches. The decline in net revenue, the lower gross margin, mainly stemming from increased product acquisition and transportation costs, and a goodwill impairment with respect to our Connected Home segment, resulted in loss from operations of \$82.9 million during the year ended December 31, 2022, as compared to income from operations of \$66.6 million in the prior year. In addition, the strengthening of the US dollar over the prior year had a meaningful negative impact on our international revenue and our profitability.

Geographically, net revenue from Connected Home decreased across all three regions during the year ended December 31, 2022, while net revenue from SMB increased across all three regions, as compared to the prior year.

During the first fiscal quarter ended April 3, 2022, the market price of our common stock and our market capitalization declined significantly. In addition, with a decline in the size of the U.S. WiFi market, sales of our Connected Home products in the first fiscal quarter of 2022 were significantly lower than anticipated. Due to these factors, we determined that a triggering event had occurred. In the first fiscal quarter of 2022, before an interim goodwill impairment test, we assessed our long-lived assets and concluded that they were not impaired. The interim goodwill impairment test performed resulted in an impairment charge of \$44.4 million in respect to our Connected Home reporting unit. Refer to *Note 3, Balance Sheet Components*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K for details.

## **Global Events Affecting our Business and Operations**

COVID-19 pandemic continued to impact businesses since the onset almost three years ago. Our supply chain partners have experienced disruptions in production, materials and components, factory uptime, and transportation. We experienced longer lead times for some of our key components, impacting our ability to accurately forecast and fully capitalize on end-market demand. We have experienced certain improvements in supply chain constraints beginning in the third fiscal quarter of 2022, but we expect supply chain constraints to persist at least into the first half of 2023, primarily on certain SMB products. This may impact our ability to fulfill SMB product demand. Transportation disruptions have brought about a meaningful increase in the cost of sea freight, and we have increased our reliance on airfreight to secure supply to offset lengthening sea transit times. Starting in the second quarter of 2022, we began to see a positive downward trend on the cost per container to move goods via sea. However, we will not realize the gross margin benefits from the downward trend in sea freight rates until early 2023 as we continue to

work through inventory obtained when freight costs were elevated. Starting in the second half of 2022, we also began to see a favorable downward movement in the cost of airfreight, and expect to decrease our reliance on using this mode of transportation in 2023. Shortages for materials and components continue to result in elevated material acquisition costs for our products, which we expect to remain elevated in at least the first half of 2023.

Looking forward to 2023, we expect to continue to experience strong underlying demand in our SMB segment driven by Pro AV products, and the premium portion of our Connected Home product portfolio powered by our super-premium mesh systems and 5G mobile hotspots. Due to broad-based inflationary pressures and the uncertain macroeconomic environment, we expect our retail partners to continue to reduce their inventory levels in the first half of 2023, which will reduce sales into these channels. We aim to execute on our strategy of capitalizing on the technological inflection points of WiFi 6E, WiFi 6, 5G, audio and video over Ethernet and the anticipated release of WiFi 7, to develop and expand the premium WiFi market through new product introductions and to develop and roll out service offerings that build recurring service revenue streams. While we have been able to manage through most of the COVID-19 related supply chain challenges to date, any further disruption brought about by the COVID-19 pandemic to supply chain partners, production schedules, material availability or freight carriers or any increases to costs associated with supply chain operations could have a significant negative impact on our net revenue, gross and operating margin performance.

Recent macroeconomic trends have led to uncertainty in the global economic environment. These include conditions such as the potential for a recession, foreign exchange rate fluctuations, particularly the strengthening of the U.S. dollar, high inflation and the related negative impact on the global economy, as well as the continued conflict between Russia and Ukraine. The extent of impacts from the COVID-19 pandemic and/or macroeconomic trends on our ongoing operational and financial performance, including our ability to execute our business strategies in the expected time frame, will depend on future developments. The duration of the pandemic and the broader implications of the macro-economic recovery and any related disruptions to channel partners are uncertain and unpredictable. Refer to Item 1A, Risk Factors, of Part I of this Annual Report on Form 10-K for various risks and uncertainties associated with the COVID-19 pandemic.

### **Critical Accounting Estimates**

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). The preparation of these financial statements requires management to make assumptions, judgments and estimates that can have a significant impact on the reported amounts of assets, liabilities, revenues and expenses. We base our estimates on historical experience and on various other assumptions believed to be applicable and reasonable under the circumstances. Actual results could differ significantly from these estimates. These estimates may change as new events occur, as additional information is obtained and as our operating environment changes. On a regular basis, we evaluate our assumptions, judgments and estimates and make changes accordingly. We also discuss our critical accounting estimates with the Audit Committee of the Board of Directors. Note 1, *The Company and Summary of Significant Accounting Policies*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K describes the significant accounting policies used in the preparation of the consolidated financial statements.

We have listed below our critical accounting estimates that we believe to have the greatest potential impact on our consolidated financial statements. Historically, our assumptions, judgments and estimates relative to our critical accounting estimates have not differed materially from actual results. We do not expect the estimates and assumptions are likely to change materially.

### **Revenue Recognition**

We enter into contracts with customers to sell products and services, and while some sales agreements contain standard terms and conditions, there are agreements that contain non-standard terms and conditions and include promises to transfer multiple goods or services. As a result, significant interpretation and judgment is sometimes required to determine the appropriate accounting for these transactions including: (1) whether performance obligations are considered distinct and required to be accounted for separately or combined, including allocation of transaction price; (2) combining contracts that may impact the allocation of the transaction price between product and services; and (3) estimating and accounting for variable consideration, including rights of return, sales incentives, and price protection as a reduction of the transaction price.

Our standard obligation to our direct customers generally provides for a full refund if such product is not merchantable or is found to be damaged or defective. In determining estimates for future returns, we estimate variable consideration at the expected value based on management's analysis of historical data, channel inventory levels, current economic trends and changes in customer demand. Sales incentives and price protection are determined based on a combination of the actual amounts committed and through estimating future expenditure based upon historical customary business practice. We continue to assess variable consideration estimates such that it is probable that a significant reversal of revenue will not occur.

#### ***Provisions for Excess and Obsolete Inventory***

On a quarterly basis we assess the value of our inventory and write down its value for estimated excess and obsolete inventory based upon assumptions about the future demand by reviewing inventory quantities on hand and on order under non-cancelable purchase commitments in comparison to our estimated forecast of product demand to determine what inventory, if any, is not saleable at or above cost. Our analysis is based on the demand forecast which takes into account market conditions, product development plans, product life expectancy and other factors. Based on this analysis, we write down the affected inventory value for estimated excess and obsolescence charges. At the point of loss recognition, a new, lower cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. As demonstrated during prior years, demand for our products can fluctuate significantly. If actual demand is lower than our forecasted demand and we fail to reduce our manufacturing accordingly, we could be required to write down the value of additional inventory, which would have a negative effect on our gross profit.

#### ***Goodwill***

Goodwill is not amortized, but instead tested for impairment on an annual basis, or more frequently if certain events or indicators of potential impairment exists, and goodwill is written down when it is determined to be impaired. During the first fiscal quarter ended April 3, 2022, the market price of our common stock and our market capitalization declined significantly. In addition, with a decline in the size of the U.S. WiFi market, sales of our Connected Home products in the first fiscal quarter of 2022 were significantly lower than anticipated. Due to these factors, we determined that a triggering event had occurred, indicating a potential impairment of goodwill and/or long-lived assets. Prior to performing a goodwill impairment test, we assessed our long-lived assets and concluded that they were not impaired. We identified the reporting units for the purpose of goodwill impairment testing as Connected Home and SMB. The interim goodwill impairment test performed resulted in an impairment charge of \$44.4 million in respect to our Connected Home reporting unit, which reduced the goodwill of this reporting unit to zero. Further, we completed our annual impairment test of goodwill as of the first day of the fourth fiscal quarter of 2022, or October 3, 2022. We identified the reporting units for the purpose of goodwill impairment testing still as Connected Home and SMB and performed a qualitative test on the SMB reporting unit. Based upon the results of the qualitative testing, we believed that it was more-likely-than-not that the fair value of the SMB reporting unit was greater than its carrying value and therefore performing the next step of impairment test for this reporting unit was unnecessary. No goodwill impairment was recognized for our SMB reporting unit in the year ended December 31, 2022. No goodwill impairment was recognized for our Connected Home and SMB reporting units in the year ended December 31, 2021 or 2020.

For our SMB reporting unit, we do not believe it is likely that there will be a material change in the estimates or assumptions we use to test for impairment losses on goodwill. However, if the actual results are not consistent with our estimates or assumptions, we may be exposed to a future impairment charge that could be material.

#### ***Income Taxes***

We account for income taxes under an asset and liability approach. Under this method, income tax expense is recognized for the amount of taxes payable or refundable for the current year. In addition, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences resulting from different treatments for tax versus accounting of certain items, such as accruals and allowances not currently deductible for tax purposes. These differences result in deferred tax assets and liabilities, which are included within the consolidated balance sheets. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income and to the extent we believe that recovery is not more likely than not, we must establish a valuation allowance. Our assessment considers the recognition of deferred tax assets on a jurisdictional basis. Accordingly, in assessing our future taxable income on a jurisdictional basis, we consider the effect of its transfer pricing policies on that income. We have recorded a valuation allowance against certain federal and state deferred tax assets since the recovery of the

assets is uncertain. We believe that all of our other deferred tax assets are recoverable; however, if there were a change in our ability to recover our deferred tax assets, we would be required to take a charge in the period in which we determined that recovery was not more likely than not.

Uncertain tax provisions are recognized under guidance that provides that a company should use a more-likely-than-not recognition threshold based on the technical merits of the income tax position taken. Income tax positions that meet the more-likely-than-not recognition threshold should be measured in order to determine the tax benefit to be recognized in the financial statements. We include interest expense and penalties related to uncertain tax positions as additional tax expense.

The Company made an accounting policy election related to accounting for the tax effects of Global Intangible Low-Taxed Income (“GILTI”) that was implemented as part of the Tax Cuts and Jobs Act of 2017 (the “Tax Act”), enacted on December 22, 2017. With regard to GILTI, the Company accounts for the tax effects as a period cost, if and when incurred.

### Recent Accounting Pronouncements

For a complete description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on financial condition and results of operations, refer to Note 1, *The Company and Summary of Significant Accounting Policies*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K.

### Results of Operations

The following table sets forth, for the periods presented, the consolidated statements of operations data, which is derived from the accompanying consolidated financial statements:

(In thousands, except percentage data)	Year Ended December 31,					
	2022		2021		2020	
Net revenue	\$ 932,472	100.0%	\$ 1,168,073	100.0%	\$ 1,255,202	100.0%
Cost of revenue	681,923	73.1%	802,236	68.7%	883,050	70.4%
Gross profit	250,549	26.9%	365,837	31.3%	372,152	29.6%
Operating expenses:						
Research and development	88,443	9.5%	92,967	8.0%	88,788	7.1%
Sales and marketing	139,675	15.0%	145,961	12.4%	147,854	11.7%
General and administrative	56,316	6.0%	59,659	5.1%	61,148	4.9%
Goodwill impairment charge	44,442	4.8%	—	—%	—	—%
Other operating expenses, net	4,597	0.5%	653	0.1%	(1,182)	(0.1)%
Total operating expenses	333,473	35.8%	299,240	25.6%	296,608	23.6%
Income (loss) from operations	(82,924)	(8.9)%	66,597	5.7%	75,544	6.0%
Other income (expenses), net	902	0.1%	(1,093)	(0.1)%	(4,741)	(0.4)%
Income (loss) before income taxes	(82,022)	(8.8)%	65,504	5.6%	70,803	5.6%
Provision for (benefit from) income taxes	(13,035)	(1.4)%	16,117	1.4%	12,510	1.0%
Net income (loss)	\$ (68,987)	(7.4)%	\$ 49,387	4.2%	\$ 58,293	4.6%



## Net Revenue by Geographic Region

Our net revenue consists of gross product shipments and service revenue, less allowances for estimated sales returns, price protection, end-user customer rebates and other channel sales incentives deemed to be a reduction of revenue per the authoritative guidance for revenue recognition, and net changes in deferred revenue.

For reporting purposes, revenue is generally attributed to each geographic region based upon the location of the customer.

(In thousands, except percentage data)	Year Ended December 31,				
	2022	% Change	2021	% Change	2020
Americas	\$ 617,211	(21.5)%	\$ 786,326	(12.4)%	\$ 897,971
<i>Percentage of net revenue</i>	<i>66.2%</i>		<i>67.3%</i>		<i>71.5%</i>
EMEA	\$ 179,358	(22.0)%	\$ 229,829	3.7%	\$ 221,665
<i>Percentage of net revenue</i>	<i>19.2%</i>		<i>19.7%</i>		<i>17.7%</i>
APAC	\$ 135,903	(10.5)%	\$ 151,918	12.1%	\$ 135,566
<i>Percentage of net revenue</i>	<i>14.6%</i>		<i>13.0%</i>		<i>10.8%</i>
Total net revenue	\$ 932,472	(20.2)%	\$ 1,168,073	(6.9)%	\$ 1,255,202

### 2022 vs 2021

#### Americas

Net revenue in Americas decreased in fiscal 2022, primarily due to the performance of our Connected Home segment, which experienced decline in net revenue of 32.0%, compared to the prior year. While the pandemic-induced demand resulting from work and schooling from home mandates remained elevated in 2021, in 2022 the market demand subsided, receding below the pre-pandemic levels of 2019. The decline in Connected Home performance was partially offset by strong demand for our SMB products. Despite certain supply chain challenges, SMB net revenue in fiscal 2022 increased by 29.2%, compared to the prior year period.

#### EMEA

Net revenue in EMEA decreased in fiscal 2022, compared to the prior year, mainly due to pandemic driven demand across the Connected Home segment receding by 55.7%, as well as headwinds from the strengthened U.S. dollar. The decrease in Connected Home net revenue was partially offset by a 10.4% increase in SMB net revenue.

#### APAC

Net revenue in APAC decreased in fiscal 2022, compared to the prior year, mainly due to pandemic driven demand across the Connected Home segment receding by 26.6%, as well as headwinds from the strengthened U.S. dollar. The decrease in Connected Home net revenue was partially offset by a 12.2% increase in SMB net revenue.

For further discussions specific to our Connected Home and SMB business, refer to the "Segment Information" section below.

## Cost of Revenue and Gross Margin

Cost of revenue consists primarily of the following: the cost of finished products from our third-party manufacturers; overhead costs, including purchasing, product planning, inventory control, warehousing and distribution logistics; third-party software licensing fees; inbound freight; import duties/tariffs; warranty costs associated with returned goods; write-downs for excess and obsolete inventory; amortization of certain acquired intangibles and software development costs; and costs attributable to the provision of service offerings.

We outsource our manufacturing, warehousing and distribution logistics. We believe this outsourcing strategy allows us to better manage our product costs and gross margin. Our gross margin can be affected by a number of factors, including fluctuation in foreign exchange rates, sales returns, changes in average selling prices, end-user customer rebates and other channel sales incentives, changes in our cost of goods sold due to fluctuations and increases in prices paid for components, net of vendor rebates, royalty and licensing fees, warranty and overhead costs, inbound freight and duty/tariffs, conversion costs, charges for excess or obsolete inventory, amortization of acquired intangibles and capitalized software development costs. The following table presents costs of revenue and gross margin, for the periods indicated:

(In thousands, except percentage data)	Year Ended December 31,				
	2022	% Change	2021	% Change	2020
Cost of revenue	\$ 681,923	(15.0)%	\$ 802,236	(9.2)%	\$ 883,050
Gross margin percentage	26.9%		31.3%		29.6%

#### 2022 vs 2021

Gross margin decreased for fiscal 2022, compared to the prior year, primarily due to higher transportation costs and component costs, higher provision for sales returns and the strengthened U.S. dollar, partially offset by improved product mix, with SMB net revenue representing a higher proportion of net revenue.

We expect gross margin percentage for fiscal 2023 to improve from fiscal 2022 levels driven by a shift in product mix as higher-margin SMB products and premium portion of our Connected Home product portfolio are expected to represent a greater proportion of net revenue. Over nearly the past two years, we experienced meaningful and continuous increases in the cost of materials and components for our products. After twelve months of continuous increase in the market rates of sea freight transportation, in the second quarter of 2022, we began to see a positive downward trend. However, we don't expect to begin realizing the gross margin benefits from the downward trend in sea freight rates until early 2023 as we work through inventory obtained when freight costs were elevated. We believe that a combination of improved product mix with increased sales of premium and super-premium Connected Home products and SMB products, higher subscription services and reduced transportation costs, including less reliance on higher-cost air freight, will help to deliver improvement to margin performance as 2023 progresses.

We continue to experience disruptions caused by the pandemic, with partners affected by factory uptime, scarcity of materials and components and transportation disruptions. In 2022, pandemic-induced lockdowns in China disrupted supply of components to our manufacturers, limiting our ability to capitalize further on strong demand for our SMB products. If such disruptions become more widespread, they could significantly hamper our ability to fulfill the demand for our products. Forecasting gross margin percentages is difficult, and there are a number of risks related to our ability to maintain or improve our current gross margin levels. Our cost of revenue as a percentage of net revenue can vary significantly based upon factors such as: uncertainties surrounding revenue levels, including future pricing and/or potential discounts as a result of the economy or in response to the strengthening of the U.S. dollar in our international markets, competition, the timing of sales, and related production level variances; import customs duties and imposed tariffs; changes in technology; changes in product mix; expenses associated with writing off excessive or obsolete inventory; variability of stock-based compensation costs; royalties to third parties; fluctuations in freight costs; manufacturing and purchase price variances; changes in prices on commodity components; and warranty costs. We expect that revenue derived from paid subscription service plans will continue to increase in the future, which may have a positive impact on our gross margin. However, we may experience fluctuations in our gross margin due to the factors discussed above.

## Operating Expenses

### *Research and Development*

Research and development expenses consist primarily of personnel expenses, payments to suppliers for design services, safety and regulatory testing, product certification expenditures to qualify our products for sale into specific markets, prototypes, IT and facility allocations, and other consulting fees. Research and development expenses are recognized as they are incurred. Our research and development organization is focused on enhancing our ability to introduce innovative and easy-to-use products and services. The following table presents research and development expenses, for the periods indicated:

(In thousands, except percentage data)	Year Ended December 31,				
	2022	% Change	2021	% Change	2020
Research and development	\$ 88,443	(4.9)%	\$ 92,967	4.7%	\$ 88,788

#### *2022 vs 2021*

The decline in research and development expenses in fiscal 2022, compared to the prior year, was mainly due to the decrease in personnel-related expenditures of \$5.4 million, partially offset by increased costs for engineering projects and outside professional services of \$1.2 million in support of our product development efforts. The decrease in the personnel-related expenditures was mainly due to lower performance-based compensation expense, lower stock-based compensation and lower headcount.

We believe that innovation and technological leadership is critical to our future success, and we are committed to continuing a significant level of research and development to develop new technologies, products and services. We continue to invest in research and development to grow our cloud platform capabilities, our services and mobile applications and to create and expand our hardware product offerings focused on WiFi 7, premium WiFi 6E, WiFi 6, Advanced 4G/5G mobile and 5G coverage solutions, audio and video over Ethernet, web-managed, 10Gig and PoE switch and SMB wireless products. We expect research and development expenses as a percentage of net revenue in fiscal 2023 to be relatively similar to fiscal 2022 levels. Research and development expenses may fluctuate depending on the timing and number of development activities and could vary significantly as a percentage of net revenue, depending on actual revenues achieved in any given quarter.

### *Sales and Marketing*

Sales and marketing expenses consist primarily of advertising, trade shows, corporate communications and other marketing expenses, product marketing expenses, outbound freight costs, amortization of certain intangibles, personnel expenses for sales and marketing staff, technical support expenses, and IT and facility allocations. The following table presents sales and marketing expenses, for the periods indicated:

(In thousands, except percentage data)	Year Ended December 31,				
	2022	% Change	2021	% Change	2020
Sales and marketing	\$ 139,675	(4.3)%	\$ 145,961	(1.3)%	\$ 147,854

#### *2022 vs 2021*

The decline in sales and marketing expenses for fiscal 2022, compared to the prior year, was mainly attributable to decreases in personnel-related expenditures of \$4.7 million, outside service expenditures of \$2.0 million, and amortization of intangibles of \$1.3 million, partially offset by increased marketing expenses of \$1.5 million. The decline in personnel related expenses for fiscal 2022 was mainly due to lower stock based compensation, lower performance-based compensation expense and lower headcount.

We expect our sales and marketing expenses as a percentage of net revenue in fiscal 2023 to be relatively similar to fiscal 2022 levels. Expenses may fluctuate depending on revenue levels achieved as certain expenses, such as commissions, are determined based upon the revenues achieved. Forecasting sales and marketing expenses is highly dependent on expected revenue levels and could vary significantly depending on actual revenue achieved in any given quarter. Marketing expenses may also fluctuate depending upon the timing, extent and nature of marketing programs. Marketing expenditure committed with a customer is generally recorded as a reduction of revenue per authoritative guidance.

**General and Administrative**

General and administrative expenses consist of salaries and related expenses for executives, finance and accounting, human resources, information technology, professional fees, including legal costs associated with defending claims against us, allowance for doubtful accounts, IT and facility allocations, and other general corporate expenses. The following table presents general and administrative expenses, for the periods indicated:

(In thousands, except percentage data)	Year Ended December 31,					
	2022	% Change	2021	% Change	2020	
General and administrative	\$ 56,316	(5.6)%	\$ 59,659	(2.4)%	\$ 61,148	

**2022 vs 2021**

The decline in general and administrative expenses for fiscal 2022, compared to the prior year, was primarily driven by lower personnel-related expenditure of \$6.6 million, partially offset by higher expenditure in legal and professional services fees of \$2.9 million, mainly associated with patent litigation claims. The decrease in the personnel-related expenditures was mainly due to lower stock-based compensation and lower performance-based compensation expenses.

We expect our general and administrative expenses as a percentage of net revenue in fiscal 2023 to be relatively similar to fiscal 2022 levels. General and administrative expenses could fluctuate depending on a number of factors, including the level and timing of expenditures associated with litigation defense costs in connection with the litigation matters described in Note 8, *Commitments and Contingencies*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K. Future general and administrative expense increases or decreases in absolute dollars are difficult to predict due to the lack of visibility of certain costs, including legal costs associated with defending claims against us, as well as legal costs associated with asserting and enforcing our intellectual property portfolio and other factors.

**Goodwill Impairment Charge**

The following table presents goodwill impairment charge for the periods indicated:

(In thousands, except percentage data)	Year Ended December 31,					
	2022	% Change	2021	% Change	2020	
Goodwill impairment charge	\$ 44,442	**	\$ —	**	\$ —	

\*\* Percentage change not meaningful.

The increase in goodwill impairment charge for fiscal 2022, compared to the prior year, was due to an impairment charge recognized for the Connected Home segment resulting from an interim goodwill impairment assessment performed in the first fiscal quarter of 2022. For a detailed discussion of goodwill impairment charge, refer to Note 3, *Balance Sheet Components*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K.

### Other Operating Expenses (Income), Net

Other operating expenses (income), net consists of restructuring and other charges, litigation reserves, net, and change in the fair value of contingent consideration. The following table presents Other operating expenses (income), net for the periods indicated:

(In thousands, except percentage data)	Year Ended December 31,				
	2022	% Change	2021	% Change	2020
Other operating expenses, net	\$ 4,597	**	\$ 653	**	\$ (1,182)

\*\* Percentage change not meaningful.

#### 2022 vs 2021

We incurred restructuring and other charges of \$4.6 million associated with the reorganization of our Connected Home segment in fiscal 2022 to better align the cost structure of the business with projected revenue levels. In fiscal 2021, we incurred \$0.7 million of other operating expenses, mainly comprising of \$3.3 million for restructuring and other charges associated with the consolidation of offices in the APAC region and the reorganization of our supply chain function, partially offset by a \$3.0 million release of contingent consideration associated with a prior acquisition. For a detailed discussion of restructuring and other charges, refer to *Note 13. Restructuring and Other Charges*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K.

### Other Income (Expenses), Net

Other income (expenses), net consists of interest income, which represents amounts earned and incurred on our cash, cash equivalents and short-term investments, and other income and expenses, which primarily represents gains and losses on transactions denominated in foreign currencies, gains and losses on investments, and other non-operating income and expenses. The following table presents other income (expenses), net for the periods indicated:

(In thousands, except percentage data)	Year Ended December 31,				
	2022	% Change	2021	% Change	2020
Other income (expenses), net	\$ 902	**	\$ (1,093)	(76.9)%	\$ (4,741)

\*\* Percentage change not meaningful.

#### 2022 vs 2021

The change in other income (expenses), net for fiscal 2022 was primarily due to higher interest earned on our short-term investment pertaining to U.S. treasuries. For details on the changes in Other income (expenses), net, refer to Note 6, *Other Income (Expenses), Net*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K.

### Provision for Income Taxes

(In thousands, except percentage data)	Year Ended December 31,				
	2022	% Change	2021	% Change	2020
Provision for (benefit from) income taxes	\$ (13,035)	**	\$ 16,117	28.8%	\$ 12,510
<i>Effective tax rate</i>	<i>15.9%</i>		<i>24.6%</i>		<i>17.7%</i>

\*\* Percentage change not meaningful.

#### 2022 vs 2021

The benefit from income taxes in fiscal 2022 resulted primarily from the current year loss from operations as well as benefit from certain changes in estimate upon filing the 2021 U.S. federal tax return and the recognition of uncertain tax benefits related to the closing Internal Revenue Service ("IRS") tax audits for the 2018 and 2019 tax years. These benefits were partially offset by the impact of the write-off of non-deductible goodwill during the year. The tax expense in 2021 resulted primarily from U.S. Base Erosion and Anti-abuse Tax (BEAT) estimated for 2021, and the income from operations in 2021.

During fiscal 2022, we evaluated the impact of the Global Intangible Low-Tax Income (“GILTI”), Foreign Derived Intangible Income (“FDII”) and BEAT provisions. These provisions resulted in a net reduction of tax of \$0.6 million.

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Our future foreign tax rate could be affected by changes in the composition in earnings in countries with tax rates differing from the U.S. federal rate. In December, 2022, the IRS concluded its examination of our 2018 and 2019 tax years with no change to our tax liability for those years. We are currently under examination in various other U.S. and foreign jurisdictions.

## Segment Information

A description of our products and services, as well as segment financial data, for each segment and a reconciliation of segment contribution income to income before income taxes can be found in Note 11, *Segment Information*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K.

### Connected Home Segment

(In thousands, except percentage data)	Year Ended December 31,					
	2022		2021		2020	
		% Change		% Change		
Net revenue	\$ 558,823	(34.5)%	\$ 853,472	(15.3)%	\$ 1,007,545	
<i>Percentage of net revenue</i>	59.9%		73.1%		80.3%	
Contribution income (loss)	\$ (8,539)	**	\$ 116,889	(23.4)%	\$ 152,512	
<i>Contribution margin</i>	(1.5)%		13.7%		15.1%	

\*\* Percentage change not meaningful.

### 2022 vs 2021

Connected Home net revenue decreased in fiscal 2022, compared to the prior year, mainly due to a contraction of the U.S. consumer WiFi market, and to a lesser extent, the impact of retailers reducing their inventory levels. The size of the U.S. consumer WiFi market declined as compared to 2021 when consumers were continuing to purchase WiFi networking products at elevated levels as pandemic driven work and schooling from home mandates persisted. The decline in net revenue was experienced across all product categories. However, we continued to experience net revenue growth from our super-premium WiFi 6 mesh systems, and 5G mobile hotspots in both the retail and service provider channels, as well as revenue growth from our services. Geographically, we experienced decreases across all three regions in fiscal 2022, compared to the prior year.

Connected Home experienced contribution losses in fiscal 2022, mainly attributable to lower net revenue and gross margin achievement, contributing to a lack of operating expense leverage. The lower gross margin compared to the prior year, was primarily driven by increased component and transportation costs. In 2022, we took action to adjust the cost structure of the Connected Home business to align with projected revenue levels. We expect the Connected Home contribution margin to return to positive contribution income in 2023, as we build on strong underlying demand for the higher-margin premium products and begin to realize the impact of improved transportation costs.

### SMB Segment

(In thousands, except percentage data)	Year Ended December 31,					
	2022		2021		2020	
		% Change		% Change		
Net revenue	\$ 373,649	18.8%	\$ 314,601	27.0%	\$ 247,657	
<i>Percentage of net revenue</i>	40.1%		26.9%		19.7%	
Contribution income	\$ 75,790	22.0%	\$ 62,136	47.3%	\$ 42,174	
<i>Contribution margin</i>	20.3%		19.8%		17.0%	

### 2022 vs 2021

SMB net revenue increased in fiscal 2022, compared to the prior year, primarily due to record demand for the Pro AV product line of managed switches, despite supply chain challenges throughout the year. Geographically,

despite negative foreign exchange impact, SMB net revenue increased across all three regions in fiscal 2022, compared to the prior year.

SMB contribution income increased in fiscal 2022, compared to the prior year, primarily attributable to net revenue growth.

## Liquidity and Capital Resources

Our principal sources of liquidity are cash, cash equivalents, short-term investments and cash generated from operations. As of December 31, 2022, we had cash, cash equivalents and short-term investment of \$227.4 million, a decrease of \$44.1 million from December 31, 2021.

As of December 31, 2022, approximately 40% of our cash and cash equivalents and short-term investments were outside of the U.S. The cash and cash equivalents and short-term investments balances outside of the U.S. are subject to fluctuation based on the settlement of intercompany balances. As we repatriate these funds in accordance with our designation of funds not permanently reinvested outside of the U.S., we will be required to pay income taxes in certain U.S. states and applicable foreign withholding taxes during the period when such repatriation occurs. We have recorded deferred taxes for the tax effect of repatriating the funds to the U.S.

### Cash Flows

The following table presents our cash flows for the periods presented:

(In thousands)	Year Ended December 31,		
	2022	2021	2020
Cash provided by (used in) operating activities	\$ (13,732)	\$ (4,579)	\$ 181,150
Cash used in investing activities	(79,517)	(9,985)	(16,836)
Cash used in financing activities	(24,023)	(68,124)	(8,062)
Net cash decrease	\$ (117,272)	\$ (82,688)	\$ 156,252

### 2022 vs 2021

#### Operating activities

Net cash used in operating activities increased by \$9.2 million for fiscal 2022, compared to the prior year, primarily due to lower net revenue.

Our accounts payable (excluding payables related to property and equipment) increased from \$73.2 million as of December 31, 2021 to \$85.3 million as of December 31, 2022 primarily due to timing of inventory receipts and supplier payments. Inventory decreased from \$315.7 million as of December 31, 2021 to \$299.6 million as of December 31, 2022 as we work to realign inventory carrying levels with projected demands.

#### Investing activities

Net cash used in investing activities increased by \$69.5 million for fiscal 2022, compared to the prior year, mainly driven by net purchases of short-term investments, partially offset by lower payments for purchases of property and equipment.

#### Financing activities

Net cash used in financing activities decreased by \$44.1 million in fiscal 2022 as compared to the prior year, primarily due to lower purchases of our common stock and lower payments relating to restricted stock unit tax withholdings, partially offset by lower proceeds from exercise of stock options.

Based on our current plans and market conditions, we believe that our existing cash, cash equivalents and short-term investments, together with cash generated from operations, will be sufficient to satisfy our anticipated cash requirements, including contractual and other obligations, capital expenditures, and commitments for business operations, for the next twelve months and the foreseeable future. However, we may require or desire additional funds



to support our operating expenses and capital requirements or for other purposes, such as acquisitions, and may seek to raise such additional funds through public or private equity financing or from other sources. We cannot assure you that additional financing will be available at all or that, if available, such financing would be obtainable on terms favorable to us and would not be dilutive. Our future liquidity and cash requirements will depend on numerous factors, including the introduction of new products and potential acquisitions of related businesses or technology.

### Stock Repurchase Program

From time to time, our Board of Directors has authorized programs under which we may repurchase shares of our common stock. Under the authorizations, the timing and actual number of shares subject to repurchase are at the discretion of management and are contingent on a number of factors, such as levels of cash generation from operations, cash requirements for acquisitions and the price of our common stock. As of December 31, 2022, approximately 2.5 million shares remained authorized for repurchase under the repurchase program. During the years ended December 31, 2022 and 2021, we repurchased and retired, and reported based on trade date, approximately 1.0 million and 2.1 million shares of common stock at a cost of \$24.4 million and \$75.0 million, respectively, under the repurchase authorizations. We also repurchased and retired, reported based on trade date, approximately 202,000 and 204,000 shares of common stock at a cost of \$4.8 million and \$7.7 million, respectively, to administratively facilitate the withholding and subsequent remittance of personal income and payroll taxes for individuals receiving Restricted Stock Units. For a detailed discussion of our common stock repurchases, refer to Note 9, *Stockholders' Equity*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K. We remain confident in our ability to generate meaningful levels of cash, and plan to continue to opportunistically repurchase shares in the future. On August 16, 2022, the "Inflation Reduction Act" ("IRA") was signed into law, which includes a 1% exercise tax on stock repurchases. We do not expect the 1% exercise tax on stock repurchases under IRA will have a material impact to our financial statements for the tax years after December 31, 2022.

### Contractual and Other Obligations

The following table summarizes our non-cancelable short-term and long-term contractual and other obligations as of December 31, 2022:

(In thousands)	Short-term	Long-term	Total
Purchase obligations <sup>(1) (6)</sup>	\$ 105,148	\$ —	\$ 105,148
Operating leases <sup>(2) (5)</sup>	12,842	38,121	50,963
Other non-trade purchase commitments <sup>(3) (6)</sup>	1,737	13,104	14,841
Tax Act payables <sup>(4) (5)</sup>	2,254	6,761	9,015
	\$ 121,981	\$ 57,986	\$ 179,967

(1) Represent non-cancellable inventory-related purchase agreements with suppliers. A further \$580.7 million of purchase orders beyond contractual termination periods have been issued to supply chain partners in anticipation of demand expectations for the forthcoming 18 months. These purchases orders may be cancelled by either party, however we may incur expenses for materials and components, such as chipsets purchased by the supplier to fulfill the purchase order, in the event of cancellation. Expenses incurred in respect of cancelled purchase orders has historically not been significant relative to the original order value. Our commitments for property and equipment purchases as of December 31, 2022 was not material.

(2) Represent undiscounted non-cancellable remaining lease payments. For a detailed discussion on our operating leases, refer to Note 14, Leases, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K. The amounts presented are consistent with contractual terms and are not expected to differ significantly, unless a substantial change in our headcount needs requires us to exit an office facility early or expand our occupied space.

(3) Represent non-cancellable purchase commitments pertaining to non-trade activities.

(4) Represent estimated liability related to a one-time transaction tax that resulted from the passage of the Tax Act.

(5) Included on our consolidated balance sheets.

(6) For a detailed discussion, refer to Note 8, *Commitments and Contingencies*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K.

In addition, as of December 31, 2022, we had \$8.2 million of total gross unrecognized tax benefits and related interest and penalties. The timing of any payments that could result from these unrecognized tax benefits will depend upon a number of factors. The unrecognized tax benefits have been excluded from the contractual obligations table because reasonable estimates cannot be made of whether, or when, any cash payments for such items might occur. The possible reduction in liabilities for uncertain tax positions in multiple jurisdictions that may impact the statements of operations in the next 12 months is approximately \$0.4 million, excluding the interest, penalties and the effect of any related deferred tax assets or liabilities.

Our contractual and other obligations are expected to be funded by our existing cash, cash equivalents and short-term investments, together with cash generated from operations.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

**Interest Rate Risk**

We do not use derivative financial instruments in our investment portfolio. We have an investment portfolio of fixed income securities that are classified as available-for-sale securities, which was immaterial as of December 31, 2022 and 2021. These securities, like all fixed income instruments, are subject to interest rate risk and will fall in value if market interest rates increase. We attempt to limit this exposure by investing primarily in highly rated short-term securities. Our investment policy requires investments to be rated triple-A with the objective of minimizing the potential risk of principal loss. Due to the short duration and conservative nature of our investment portfolio, a hypothetical movement of 10% in interest rates would not have a material impact on our operating results and the total value of the portfolio over the next fiscal year. We monitor our interest rate and credit risks, including our credit exposure to specific rating categories and to individual issuers. There were no impairment charges on such investments during fiscal years 2022, 2021 and 2020.

**Foreign Currency Exchange Rate Risk**

We invoice our international customers primarily in foreign currencies including, but not limited to, the Australian dollar, British pound, Euro, Canadian dollar, and Japanese Yen. As the customers that are currently invoiced in local currency become a larger percentage of our business, or to the extent we begin to bill additional customers in foreign currencies, the impact of fluctuations in foreign currency exchange rates could have a more significant impact on our results of operations. For those customers in our international markets that we continue to sell to in U.S. dollars, an increase in the value of the U.S. dollar relative to foreign currencies could make our products more expensive and therefore reduce the demand for our products. Such a decline in the demand for our products could reduce sales and negatively impact our operating results. Certain operating expenses of our foreign operations require payment in the local currencies.

We are exposed to risks associated with foreign exchange rate fluctuations due to our international sales and operating activities. These exposures may change over time as business practices evolve and could negatively impact our operating results and financial condition. Additionally, we enter into certain foreign currency forward contracts that have been designated as cash flow hedges under the authoritative guidance for derivatives and hedging to partially offset our business exposure to foreign currency exchange rate risk on portions of our anticipated foreign currency net revenue, cost of revenue, and certain operating expenses. The objective of these foreign currency forward contracts is to reduce the impact of currency exchange rate movements on our operating results by offsetting gains and losses on the forward contracts with increases or decreases in foreign currency transactions. The contracts are marked-to-market on a monthly basis with gains and losses included in other income (expenses), net in the consolidated statements of operations or in accumulated other comprehensive income (loss) on the consolidated balance sheets which are further reclassified from other comprehensive income (loss) to revenue, cost of revenue, or operating expenses when the underlying hedged items are recognized. We also use foreign currency forward contracts to partially offset our business exposure to foreign currency exchange rate risk associated with our foreign currency denominated assets and liabilities. These non-designated hedges are carried at fair value with adjustments to fair value recorded to other income (expenses), net in our consolidated statements of operations.

We do not use foreign currency contracts for speculative or trading purposes. Hedging of our balance sheet and anticipated cash flow exposures may not always be effective to protect us against currency exchange rate fluctuations. In addition, we do not fully hedge our balance sheets and anticipated cash flow exposures, leaving us at risk to foreign exchange gains and losses on the un-hedged exposures. If there were an adverse movement in exchange rates, we might suffer significant losses. For additional disclosure on our foreign currency contracts, refer to Note 4, *Derivative Financial Instruments*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K.

As of December 31, 2022 and 2021, we had net assets in various local currencies. A hypothetical 10% movement in foreign exchange rates would result in a before-tax positive or negative impact of approximately \$1.0 million, \$0.7 million and \$0.6 million net income, net of our hedged position at December 31, 2022, 2021 and 2020, respectively. Actual future gains and losses associated with our foreign currency exposures and positions may differ materially from the sensitivity analyses performed as of December 31, 2022 and 2021 due to the inherent limitations associated with predicting the foreign currency exchange rates, and our actual exposures and positions. For the years ended December 31, 2022, 2021 and 2020, 24%, 24% and 20% of total net revenue was denominated in a currency other than the U.S. dollar, respectively.

**Item 8. Financial Statements and Supplementary Data**

**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of NETGEAR, Inc.

***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of NETGEAR, Inc. and its subsidiaries (the “Company”) as of December 31, 2022 and 2021, and the related consolidated statements of operations, of comprehensive income (loss), of stockholders’ equity and of cash flows for each of the three years in the period ended December 31, 2022, including the related notes and financial statement schedule listed in the index appearing under Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control - Integrated Framework(2013) issued by the COSO.

***Basis for Opinions***

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

***Definition and Limitations of Internal Control over Financial Reporting***

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 (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 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.

***Critical Audit Matters***

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

**Provision for Excess and Obsolete Inventory**

As described in Notes 1 and 3 to the consolidated financial statements, on a quarterly basis, management assesses the value of inventory and writes down its value for estimated excess and obsolete inventory based upon assumptions about the future demand by reviewing inventory quantities on hand and on order under non-cancellable purchase commitments in comparison to the estimated forecast of product demand to determine what inventory, if any, is not saleable at or above cost. Management's excess and obsolete inventory analysis is primarily based on a demand forecast which takes into account market conditions, product development plans, product life expectancy and other factors. The recorded provision for excess and obsolete inventory was \$3.7 million for the year ended December 31, 2022.

The principal considerations for our determination that performing procedures relating to the provision for excess and obsolete inventory is a critical audit matter are (i) the significant judgment by management to estimate excess and obsolete inventory and (ii) a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating audit evidence related to the significant assumption regarding the demand forecast.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the provision for excess and obsolete inventory. These procedures also included, among others, testing management's process for estimating excess and obsolete inventory, evaluating the appropriateness of the method, testing the completeness, accuracy, and relevance of underlying data used in the estimate, and reasonableness of the significant assumption related to the demand forecast. Evaluating the reasonableness of the significant assumption related to the demand forecast involved considering (i) the accuracy of historical demand forecasting and (ii) historical sales trends.

/s/ PricewaterhouseCoopers LLP

San Jose, California

February 17, 2023

We have served as the Company's auditor since 2002.

**NETGEAR, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share and per share data)

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 146,500	\$ 263,772
Short-term investments	80,925	7,744
Accounts receivable, net of allowance for doubtful accounts of \$397 and \$399 as of December 31, 2022, and December 31, 2021, respectively	277,485	261,158
Inventories	299,614	315,667
Prepaid expenses and other current assets	29,767	34,752
Total current assets	<u>834,291</u>	<u>883,093</u>
Property and equipment, net	9,225	13,335
Operating lease right-of-use assets	40,868	23,176
Intangibles, net	1,329	1,856
Goodwill	36,279	80,721
Other non-current assets	97,793	76,350
Total assets	<u>\$ 1,019,785</u>	<u>\$ 1,078,531</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 85,550	\$ 73,729
Accrued employee compensation	24,132	24,704
Other accrued liabilities	213,476	224,584
Deferred revenue	21,128	16,500
Income taxes payable	1,685	1,528
Total current liabilities	<u>345,971</u>	<u>341,045</u>
Non-current income taxes payable	14,972	18,990
Non-current operating lease liabilities	34,085	18,569
Other non-current liabilities	3,902	3,112
Total liabilities	<u>398,930</u>	<u>381,716</u>
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Preferred stock: \$0.001 par value; 5,000,000 shares authorized; none issued or outstanding	—	—
Common stock: \$0.001 par value; 200,000,000 shares authorized; shares issued and outstanding: 28,907,770 and 29,285,772 as of December 31, 2022 and 2021, respectively	29	29
Additional paid-in capital	946,123	923,228
Accumulated other comprehensive income (loss)	(535)	149
Accumulated deficit	(324,762)	(226,591)
Total stockholders' equity	<u>620,855</u>	<u>696,815</u>
Total liabilities and stockholders' equity	<u>\$ 1,019,785</u>	<u>\$ 1,078,531</u>

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

**NETGEAR, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(In thousands, except per share data)**

	<u>Year Ended December 31,</u>		
	<u>2022</u>	<u>2021</u>	<u>2020</u>
Net revenue	\$ 932,472	\$ 1,168,073	\$ 1,255,202
Cost of revenue	681,923	802,236	883,050
Gross profit	250,549	365,837	372,152
Operating expenses:			
Research and development	88,443	92,967	88,788
Sales and marketing	139,675	145,961	147,854
General and administrative	56,316	59,659	61,148
Goodwill impairment charge	44,442	—	—
Other operating expenses, net	4,597	653	(1,182)
Total operating expenses	333,473	299,240	296,608
Income (loss) from operations	(82,924)	66,597	75,544
Other income (expenses), net	902	(1,093)	(4,741)
Income (loss) before income taxes	(82,022)	65,504	70,803
Provision for (benefit from) income taxes	(13,035)	16,117	12,510
Net income (loss)	\$ (68,987)	\$ 49,387	\$ 58,293
Net income (loss) per share			
Basic	\$ (2.38)	\$ 1.63	\$ 1.95
Diluted	\$ (2.38)	\$ 1.59	\$ 1.90
Weighted average shares used to compute net income (loss) per share:			
Basic	29,007	30,241	29,897
Diluted	29,007	31,002	30,640

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



**NETGEAR, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**(In thousands)**

	<u>Year Ended December 31,</u>		
	<u>2022</u>	<u>2021</u>	<u>2020</u>
Net income (loss)	\$ (68,987)	\$ 49,387	\$ 58,293
Other comprehensive income (loss), before tax:			
Change in unrealized gains and losses on derivatives	(511)	215	(64)
Change in unrealized gains and losses on available-for-sale investments	(320)	—	—
Other comprehensive income (loss), before tax	(831)	215	(64)
Tax benefit (provision) related to derivatives	68	(31)	8
Tax benefit related to available-for-sale investments	79	—	—
Other comprehensive income (loss), net of tax	(684)	184	(56)
Comprehensive income (loss)	<u>\$ (69,671)</u>	<u>\$ 49,571</u>	<u>\$ 58,237</u>

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

**NETGEAR, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(In thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholder's Equity
	Shares	Amount				
<b>Balance as of December 31, 2019</b>	29,925	\$ 30	\$ 831,365	\$ 21	\$ (222,723)	\$ 608,693
Change in unrealized gains and losses on derivatives, net of tax	—	—	—	(56)	—	(56)
Net income	—	—	—	—	58,293	58,293
Stock-based compensation	—	—	30,505	—	—	30,505
Repurchase of common stock	(942)	(1)	—	—	(23,800)	(23,801)
Restricted stock unit withholdings	(198)	—	—	—	(5,090)	(5,090)
Issuance of common stock under stock-based compensation plans	1,614	1	20,839	—	—	20,840
<b>Balance as of December 31, 2020</b>	<u>30,399</u>	<u>30</u>	<u>882,709</u>	<u>(35)</u>	<u>(193,320)</u>	<u>689,384</u>
Change in unrealized gains and losses on derivatives, net of tax	—	—	—	184	—	184
Net income	—	—	—	—	49,387	49,387
Stock-based compensation	—	—	25,995	—	—	25,995
Repurchase of common stock	(2,146)	(2)	—	—	(74,998)	(75,000)
Restricted stock unit withholdings	(204)	—	—	—	(7,660)	(7,660)
Issuance of common stock under stock-based compensation plans	1,237	1	14,524	—	—	14,525
<b>Balance as of December 31, 2021</b>	<u>29,286</u>	<u>29</u>	<u>923,228</u>	<u>149</u>	<u>(226,591)</u>	<u>696,815</u>
Change in unrealized gains and losses on available-for-sale investments, net of tax	—	—	—	(241)	—	(241)
Change in unrealized gains and losses on derivatives, net of tax	—	—	—	(443)	—	(443)
Net loss	—	—	—	—	(68,987)	(68,987)
Stock-based compensation	—	—	17,734	—	—	17,734
Repurchase of common stock	(1,032)	—	—	—	(24,377)	(24,377)
Restricted stock unit withholdings	(202)	—	—	—	(4,807)	(4,807)
Issuance of common stock under stock-based compensation plans	856	—	5,161	—	—	5,161
<b>Balance as of December 31, 2022</b>	<u>28,908</u>	<u>\$ 29</u>	<u>\$ 946,123</u>	<u>\$ (535)</u>	<u>\$ (324,762)</u>	<u>\$ 620,855</u>

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

**NETGEAR, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	Year Ended December 31,		
	2022	2021	2020
<b>Cash flows from operating activities:</b>			
Net income (loss)	\$ (68,987)	\$ 49,387	\$ 58,293
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	10,070	13,906	18,931
Stock-based compensation	17,734	25,995	30,505
(Gain) Loss on investments, net	(87)	1,362	6,222
Goodwill impairment	44,442	—	—
Change in fair value of contingent consideration	—	(3,003)	(2,928)
Deferred income taxes	(21,842)	4,498	(9,386)
Provision for excess and obsolete inventory	3,657	3,877	7,872
Other	—	—	74
Changes in assets and liabilities:			
Accounts receivable, net	(16,327)	75,894	(59,885)
Inventories	12,396	(147,432)	55,505
Prepaid expenses and other assets	5,696	(4,127)	4,833
Accounts payable	11,857	(16,493)	9,744
Accrued employee compensation	(572)	(10,316)	15,718
Other accrued liabilities	(13,332)	4,869	28,194
Deferred revenue	5,425	2,978	8,112
Income taxes payable	(3,862)	(5,974)	9,346
Net cash provided by (used in) operating activities	(13,732)	(4,579)	181,150
<b>Cash flows from investing activities:</b>			
Purchases of short-term investments	(153,577)	(146)	(305)
Proceeds from maturities of short-term investments	80,417	710	290
Purchases of property and equipment	(5,757)	(9,864)	(10,296)
Purchases of long-term investments	(600)	(685)	(6,525)
Net cash used in investing activities	(79,517)	(9,985)	(16,836)
<b>Cash flows from financing activities:</b>			
Repurchases of common stock	(24,377)	(75,000)	(23,800)
Restricted stock unit withholdings	(4,807)	(7,660)	(5,090)
Proceeds from exercise of stock options	743	9,620	16,950
Proceeds from issuance of common stock under employee stock purchase plan	4,418	4,916	3,878
Net cash used in financing activities	(24,023)	(68,124)	(8,062)
Net increase (decrease) in cash and cash equivalents	(117,272)	(82,688)	156,252
Cash and cash equivalents, at beginning of period	263,772	346,460	190,208
Cash and cash equivalents, at end of period	\$ 146,500	\$ 263,772	\$ 346,460
<b>Supplemental Cash Flow Information:</b>			
Cash paid for income taxes, net	\$ 9,396	\$ 20,589	\$ 8,218
<b>Non-cash investing and financing activities:</b>			
Unpaid property and equipment	\$ 203	\$ 526	\$ 1,273

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

**NETGEAR, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1. The Company and Summary of Significant Accounting Policies**

***The Company***

NETGEAR, Inc. (“NETGEAR” or the “Company”) is a global company, incorporated in Delaware in January 1996. The Company turns ideas into innovative, high-performance and premium networking products that connect people, and power businesses and service providers. The Company's products are designed to simplify and improve people’s lives. The Company is dedicated to delivering innovative and highly differentiated, connected solutions ranging from easy-to-use premium WiFi solutions, security and support services to protect and enhance home networks, to switching and wireless solutions to augment business networks and audio and video over Ethernet for Pro AV applications. Its products and services are built on a variety of technologies such as wireless (WiFi and 4G/5G mobile), Ethernet and powerline, with a focus on reliability and ease-of-use. Additionally, the Company continually invests in research and development to create new technologies and services and to capitalize on technological inflection points and trends, such as WiFi 7, audio and video over Ethernet, non-fungible token (“NFT”) artwork, and future technologies. Its product line consists of devices that create and extend wired and wireless networks, devices that attach to the network, such as smart digital canvasses as well as services that complement and enhance our product line offerings. These products are available in multiple configurations to address the changing needs of our customers in each geographic region.

The Company sells networking products through multiple sales channels worldwide, including traditional retailers, online retailers, wholesale distributors, direct market resellers (“DMRs”), value-added resellers (“VARs”), broadband service providers and its direct online store at [www.netgear.com](http://www.netgear.com).

***Basis of presentation***

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All inter-company accounts and transactions have been eliminated in the consolidation of these subsidiaries.

***Fiscal periods***

The Company’s fiscal year begins on January 1 of the year stated and ends on December 31 of the same year. The Company reports its results on a fiscal quarter basis rather than on a calendar quarter basis. Under the fiscal quarter basis, each of the first three fiscal quarters ends on the Sunday closest to the calendar quarter end, with the fourth quarter ending on December 31.

***COVID-19 Pandemic***

The COVID-19 pandemic has had widespread and unpredictable impacts on global economies, including inflation, and supply chain disruption, while significantly increasing volatility and disruption in financial markets. The pandemic continues to impact the Company’s supply chain in its ability to timely procure finished goods due to disruptions in production, materials and components, factory uptime, and transportation, and has led to meaningfully increased costs of freight transportation and increased material and component costs for its products. Continued and extended periods of global supply chain, and economic disruption could continue to significantly affect the Company’s business and statement of financial condition. The lingering impact from the pandemic remains uncertain and makes it difficult to reasonably estimate the impact on the Company’s business operations.

***Use of estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates. As of the date of issuance of these consolidated financial statements, the Company is not aware of any specific event or circumstance that would require it to update its estimates, judgments or revise the carrying value of its assets or

liabilities. These estimates may change, as new events occur and additional information is obtained, and are recognized in the consolidated financial statements as soon as they become known.

## **Significant Accounting Policies**

### ***Cash and cash equivalents***

The Company considers all highly liquid investments with an original maturity or a remaining maturity at the time of purchase of three months or less to be cash equivalents. The Company deposits cash and cash equivalents with high credit quality financial institutions.

### ***Investments***

Short-term investments are partially comprised of marketable and convertible debt securities that consist of government and private company debts with an original maturity or a remaining maturity at the time of purchase, of greater than three months and no more than 12 months. These debt securities are classified as available-for-sale securities in accordance with the provisions of the authoritative guidance for investments and are carried at fair value with unrealized gains and losses reported as a separate component of stockholders' equity. Credit losses on available-for-sale debt securities with unrealized losses are recognized as allowances for credit losses limited to the amount by which fair value is below amortized cost. The Company also has a short-term investment in corporate equity securities issued by a publicly held company. This investment is recorded at fair market value with unrealized gains and losses included in Other income (expenses), net in the consolidated statements of operations.

Short-term investments also include marketable securities related to deferred compensation under the Company's Deferred Compensation Plan. Mutual funds are the only investments allowed in the Company's Deferred Compensation Plan and the investments are held in a grantor trust formed by the Company. The Company has classified these investments as trading securities as the grantor trust actively manages the asset allocation to match the participants' notional fund allocations. These securities are recorded at fair market value with unrealized gains and losses included in Other income (expenses), net in the consolidated statements of operations.

Long-term investments are comprised of equity investments without readily determinable fair values, investments in convertible debt securities and investments in limited partnership funds, and are included in Other non-current assets on the consolidated balance sheets. Equity investments without readily determinable fair values are accounted for at cost, less impairment and adjusted for subsequent observable price changes obtained from orderly transactions for identical or similar investments issued by the same investee. Such changes in the basis of the equity investment are recognized in Other income (expenses), net in the consolidated statements of operations. The Company does not have a controlling interest or the ability to exercise significant influence over these investees and these investments do not have readily determinable fair values. Investments in convertible debt securities are carried at fair value with unrealized gains and losses reported as a separate component of stockholders' equity. Investments in limited partnership funds amounted to \$1.7 million and \$0.9 million as of December 31, 2022 and 2021, respectively, which are measured at fair value using the net asset value practical expedient. Changes in the fair value of these investments are recognized in Other income (expenses), net in the consolidated statements of operations.

### ***Certain risks and uncertainties***

The Company's products are concentrated in the networking and smart connected industries, which are characterized by rapid technological advances, changes in customer requirements and evolving regulatory requirements and industry standards. The success of the Company depends on management's ability to anticipate and/or to respond quickly and adequately to such changes. Any significant delays in the development or introduction of products could have a material adverse effect on the Company's business and operating results.

The Company relies on a limited number of third parties to manufacture all of its products. If any of the Company's third-party manufacturers cannot or will not manufacture its products in required volumes, on a cost-effective basis, in a timely manner, or at all, the Company will have to secure additional manufacturing capacity. Any interruption or delay in manufacturing could have a material adverse effect on the Company's business and operating results.

### ***Derivative financial instruments***

The Company uses foreign currency forward contracts that generally mature within six months of inception to manage the exposures to foreign exchange risk related to expected future cash flows on certain forecasted revenue, cost of revenue, operating expenses, and on certain existing assets and liabilities. Under its foreign currency risk management strategy, the Company utilizes derivative instruments to reduce the impact of currency exchange rate movements on the Company's operating results by offsetting gains and losses on the forward contracts with increases or decreases in foreign currency transactions. The Company does not use derivative financial instruments for speculative purposes.

The Company accounts for its derivative instruments as either assets or liabilities and records them at fair value. Derivatives that are not designated as hedges under the authoritative guidance for derivatives are adjusted to fair value through earnings. For derivative instruments that hedge the exposure to variability in expected future cash flows and are designated as cash flow hedges, the gains or losses on the derivative instrument are reported as a component of accumulated other comprehensive income in stockholders' equity and reclassified into the same line item in the statement of operations as the hedged transaction, and in the same period that the hedged transaction effects earnings. To receive hedge accounting treatment, cash flow hedges must be highly effective in offsetting changes to expected future cash flows on hedged transactions.

### ***Concentration of credit risk***

Financial instruments that potentially subject the Company to a concentration of credit risk consist of cash and cash equivalents, short-term investments and accounts receivable. The Company believes that there is minimal credit risk associated with the investment of its cash and cash equivalents and short-term investments, due to the restrictions placed on the type of investment that can be entered into under the Company's investment policy. The Company's short-term investments consist of investment-grade securities, and the Company's cash and investments are held and managed by recognized financial institutions.

The Company's customers are primarily distributors as well as retailers and broadband service providers who sell or distribute the products to a large group of end-users. The Company maintains an allowance for doubtful accounts for estimated losses resulting from the inability of the Company's customers to make required payments. The Company regularly performs credit evaluations of the Company's customers' financial condition and considers factors such as historical experience, credit quality, age of the accounts receivable balances, geographic or country-specific risks and current economic conditions that may affect customers' ability to pay. The Company does not require collateral from its customers.

As of December 31, 2022, Best Buy, Inc. and affiliates, AT&T Inc. and affiliates, and Amazon and affiliates accounted for approximately 19%, 16% and 16% of the Company's total accounts receivable, respectively. As of December 31, 2021, Best Buy, Inc. and affiliates and Amazon and affiliates accounted for approximately 26% and 14% of the Company's total accounts receivable, respectively. No other customers accounted for 10% or greater of the Company's total accounts receivable.

The Company is exposed to credit loss in the event of nonperformance by counterparties to the foreign currency forward contracts used to mitigate the effect of foreign currency exchange rate changes. The Company believes the counterparties for its outstanding contracts are large, financially sound institutions and thus, the Company does not anticipate nonperformance by these counterparties. In the event of turbulence or the onset of a financial crisis in financial markets, the failure of counterparties cannot be ruled out.

### ***Fair value measurements***

The carrying amounts of the Company's financial instruments, including cash equivalents, short-term investments, accounts receivable, and accounts payable approximate their fair values due to their short maturities. Foreign currency forward contracts are recorded at fair value based on observable market data. Refer to Note 12, *Fair Value Measurements*, in Notes to Consolidated Financial Statements for disclosures regarding fair value measurements in accordance with the authoritative guidance for fair value measurements and disclosures.

### ***Allowance for doubtful accounts***

The Company maintains an allowance for doubtful accounts for estimated credit losses resulting from the inability of its customers to make required payments and reviews it quarterly. The Company determines expected credit losses by performing credit evaluations of its customers' financial condition, establishing specific reserves for customers in an adverse financial condition and adjusting for its expectations of changes in conditions that may impact the collectability of outstanding receivables. The Company considers factors such as historical experience, credit quality, age of the accounts receivable balances, and geographic or country-specific risks. If the financial condition of the Company's customers should deteriorate or if actual defaults are higher than the Company's historical experience, additional allowances may be required, which could have an adverse impact on operating expenses.

### ***Inventories***

Inventories consist primarily of finished goods which are valued at the lower of cost and net realizable value, with cost being determined using the first-in, first-out method. On a quarterly basis, the Company assesses the value of the inventory and writes down its value for estimated excess and obsolete inventory based upon assumptions about the future demand by reviewing inventory quantities on hand and on order under non-cancelable purchase commitments in comparison to the Company's estimated forecast of product demand to determine what inventory, if any, is not saleable at or above cost. The Company's analysis is primarily based on the demand forecast which takes into account market conditions, product development plans, product life expectancy and other factors. At the point of loss recognition, a new, lower cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase of the newly established cost basis.

### ***Property and equipment, net***

Property and equipment are stated at historical cost, less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

Computer equipment	2 years
Furniture and fixtures	5 years
Software	2-5 years
Machinery and equipment	2-3 years
Leasehold improvements	Shorter of the lease term or 5 years

Recoverability of assets to be held and used is measured by comparing the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated undiscounted future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset. The carrying value of the asset is reviewed on a regular basis for the existence of facts, both internal and external, that may suggest impairment.

### ***Leases***

The Company determines if an arrangement is a lease or contains a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, other accrued liabilities, and operating lease liabilities on the consolidated balance sheets. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheets. The Company has lease agreements with lease and non-lease components, which are generally accounted for separately. For certain office leases, the Company accounts for the lease and non-lease components as a single lease component to the extent that the timing and pattern of transfer are similar for the lease and non-lease components and the lease component qualifies as an operating lease. Lease expense is recognized on a straight-line basis over the lease term.

ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. Generally the implicit rate of interest in arrangements is not readily determinable and the Company utilizes its incremental borrowing rate in determining the present value of lease payments. The Company's incremental borrowing rate is a hypothetical rate based on a benchmark interest rate adjusted for its specific credit risk. The operating lease ROU asset includes any lease payments made and excludes lease incentives.



### ***Goodwill***

Goodwill represents the purchase price over estimated fair value of net assets of businesses acquired in a business combination. Goodwill acquired in a business combination is not amortized, but instead tested for impairment at least annually on the first day of the fourth quarter. Should certain events or indicators of impairment occur between annual impairment tests, the Company performs the impairment test as those events or indicators occur. Examples of such events or circumstances include the following: a significant decline in the Company's expected future cash flows; a sustained, significant decline in the Company's stock price and market capitalization; a significant adverse change in the business climate; and slower growth rates.

Goodwill is tested for impairment at the reporting unit level by first performing a qualitative assessment to determine whether it is more likely than not (that is, a likelihood of more than 50%) that the fair value of the reporting unit is less than its carrying value. The qualitative assessment considers the following factors: macroeconomic conditions, industry and market considerations, cost factors, overall company financial performance, events affecting the reporting units, and changes in the Company's share price. If the reporting unit does not pass the qualitative assessment, the Company estimates its fair value and compares the fair value with the carrying value of its reporting unit, including goodwill. If the fair value is greater than the carrying value of its reporting unit, no impairment is recorded. If the fair value is less than the carrying value, an impairment loss is recognized for the amount that the carrying amount of a reporting unit, including goodwill, exceeds its fair value, limited to the total amount of goodwill allocated to that reporting unit. The impairment charge would be recorded to earnings in the consolidated statements of operations.

### ***Intangibles, net***

Purchased intangibles with finite lives are amortized using the straight-line method over the estimated economic lives of the assets, which range from three to ten years. Finite-lived intangibles are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition.

### ***Revenue Recognition***

Revenue from contracts with customers is recognized when control of the promised goods or services is transferred to the customers at the amount that reflects the consideration that the Company expects to be entitled to in exchange for those goods or services.

The Company derives its revenue primarily from product sales, consisting of sales of Connected Home and SMB hardware products to its customers - retailers, distributors and service providers. Revenue is recognized at a point in time when control of the goods is transferred to the customer, generally occurring upon shipment or delivery dependent upon the terms of the underlying contract. The Company evaluates its customers' ability to pay based on various factors like historical payment experience, financial metrics and customer credit scores. Payment is collected within a short period of time from the date control over the product is transferred to the customer or after commencement of services.

Revenue for services relates primarily to sales of subscriptions of the Company's value-added services, including security and privacy, parental controls and remote network management as well as advanced technical support and extended warranty. Service revenue is generally recognized over time on a ratable basis over the contract term beginning when the customer is expected to activate their account. Service contracts are generally for 30 days or 12 months in length, billed either monthly or annually and generally in advance. The technical support services consist of telephone and internet access to technical support personnel, extended warranty, which consists of hardware replacement and updates to software features provided on a when and if available basis. All such service or support sales are typically recognized using an input measure of progress by looking at the time elapsed as the contracts generally offer a stand-ready service providing the customer equal benefit throughout the contract period. To date, services revenue has not represented a significant percentage of our total revenue.

Revenue from all sales types is recognized at the transaction price and is calculated as selling price net of variable consideration which may include estimates for future returns, sales incentives and price protection. The Company uses the expected value method to arrive at the amount of variable consideration which is based on management's analysis of historical and anticipated returns information, sell through and channel inventory levels, current economic trends, and changes in customer demand. The Company's standard obligation to its direct customers generally provides for a full refund in the event that such product is not merchantable or is found to be damaged or defective.

## [Table of Contents](#)

Certain distributors and retailers generally have the right to return product for stock rotation purposes as well. At the time the Company records the reduction to revenue, the Company includes within cost of revenue a write-down to reduce the carrying value of such products to net realizable value.

In addition to channel returns, sales incentive programs offer certain reimbursement rights to qualified distributor and retailers for marketing expenditures. Distinct good or service received in exchange for payment from a customer are accrued within operating expenses or cost of revenue as appropriate, otherwise expenditures are recorded as a reduction of revenue. The Company provides for price protections in limited cases, with variable consideration assessed based on customary business practice such as anticipated price decreases, historical pricing information and customer claims processing.

For products sold with third-party services where the Company obtains control of the products and/or service before transferring it to the customer, the Company recognizes revenue based on the gross amount billed to customers. The Company recognizes revenue on a net basis when the Company is acting as an agent between the customer and the vendor. The Company considers several factors in determining when it obtains control, such as determining the responsible party for fulfillment of the services, whether the Company has inventory risk before the service is transferred or if it has discretion to establish pricing for the third-party services.

### ***Contracts with Multiple Performance Obligations***

Some of the Company's contracts with customers contain multiple promised goods or services. Such contracts include hardware products with embedded software, various software subscription services and support. For these contracts, the Company accounts for the promises separately as individual performance obligations if they are distinct. Performance obligations are determined to be distinct if they are both capable of being distinct and distinct within the context of the contract. In determining whether performance obligations meet the criteria for being distinct, the Company considers a number of factors, such as the degree of interrelation and interdependence between obligations, and whether or not the good or service significantly modifies or transforms another good or service in the contract. The embedded software on most of the hardware products is not considered distinct and therefore the combined hardware and incidental software are treated as one performance obligation and recognized at the point in time when control of product transfers to the customer. Services included with certain hardware products are considered distinct, as a customer can benefit from the product without these services and, therefore, the hardware and service are treated as separate performance obligations.

After identifying the separate performance obligations, the transaction price is allocated to the separate performance obligations on a relative standalone selling price basis. Standalone selling prices are generally determined based on the prices charged to customers or using an adjusted market assessment. The estimated standalone selling price is directly observable from those sales based on a range of prices and may include using information such as prices charged for similar offerings and other observable inputs.

### ***Deferred Revenue***

Deferred revenue consists of service and support fees due in advance of satisfying performance. The majority of the Company's deferred revenue balance consists of the unrecognized portion of service revenue from its value-added services, including cyber security, parental controls and remote network management services as well as advanced technical support and extended warranty, which is recognized as revenue ratably over the contractual service period. Performance obligations expected to be fulfilled within one year are classified as current liabilities and the remaining are recorded as noncurrent liabilities.

### ***Warranties***

Hardware products regularly include warranties to the end customers that consist of bug fixes, minor updates such that the product continues to function according to published specs in a dynamic environment, and phone support. These standard warranties are assurance type warranties and do not offer any services beyond the assurance that the product will continue working as specified. Therefore, warranties are not considered separate performance obligations in the arrangement. Instead, the expected cost of product warranty is accrued as expense at the time we recognize revenue in accordance with authoritative guidance. Extended warranties are sold separately and include additional support services. The transaction price for extended warranties is accounted for as service revenue and recognized over the life of the contract.

### ***Shipping and Handling***

Shipping and handling fees billed to customers are included in Net revenue. Shipping and handling costs associated with inbound freight are included in Cost of revenue. In cases where the Company gives a freight allowance to the customer for their own inbound freight costs, such costs are appropriately recorded as a reduction in Net revenue. Shipping and handling costs associated with outbound freight are included in Sales and marketing expenses. The Company has elected to account for shipping and handling activities related to contracts with customers as costs to fulfill the promise to transfer the associated products.

Shipping and handling costs associated with outbound freight totaled \$16.9 million, \$16.4 million and \$15.5 million in the years ended December 31, 2022, 2021 and 2020 respectively.

### ***Research and development***

Costs incurred in the research and development of new products are charged to expense as incurred.

### ***Advertising costs***

Advertising costs are expensed as incurred. Total advertising and promotional expenses were \$27.0 million, \$25.2 million, and \$20.6 million in the years ended December 31, 2022, 2021 and 2020 respectively.

### ***Income taxes***

The Company accounts for income taxes under an asset and liability approach. Under this method, income tax expense is recognized for the amount of taxes payable or refundable for the current year. In addition, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences resulting from different treatment for tax versus accounting for certain items, such as accruals and allowances not currently deductible for tax purposes. These differences result in deferred tax assets and liabilities, which are included within the consolidated balance sheets. The Company must then assess the likelihood that the Company's deferred tax assets will be recovered from future taxable income and to the extent the Company believes that recovery is not more likely than not, the Company must establish a valuation allowance. The Company's assessment considers the recognition of deferred tax assets on a jurisdictional basis. Accordingly, in assessing its future taxable income on a jurisdictional basis, the Company considers the effect of its transfer pricing policies on that income. The Tax Act introduced a new tax on global intangible low-taxed income (GILTI) effective as of January 1, 2018. The Company's policy is to treat GILTI as a period cost if and when incurred.

In the ordinary course of business there is inherent uncertainty in assessing the Company's income tax positions. The Company assesses its tax positions and records benefits for all years subject to examination based on management's evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where it is more likely than not that a tax benefit will be sustained, the Company records the largest amount of tax benefit with a greater than 50 percent likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is not more likely than not that a tax benefit will be sustained, no tax benefit has been recorded in the financial statements. Where applicable, associated interest and penalties have also been recognized as a component of income tax expense.

### ***Net income (loss) per share***

Basic net income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted net income per share is computed by dividing the net income for the period by the weighted average number of shares of common stock and potentially dilutive common stock outstanding during the period. Potentially dilutive common shares include common shares issuable upon exercise of stock options, vesting of restricted stock awards and performance shares, and issuances of shares under the Employee Stock Purchase Plan, which are reflected in diluted net income per share by application of the treasury stock method. Potentially dilutive common shares are excluded from the computation of diluted net income per share when their effect is anti-dilutive.

### ***Stock-based compensation***

The Company measures stock-based compensation at the grant date based on the fair value of the award. The fair value of stock options and the shares offered under the Employee Stock Purchase Plan (“ESPP”) is estimated using the Black-Scholes option pricing model. Estimated compensation cost relating to restricted stock units (“RSUs”) and performance shares is based on the closing fair market value of the Company’s common stock on the date of grant.

The compensation expense for equity awards is recognized over the vesting period of the award under a straight-line vesting method. Forfeitures are accounted for as they occur. In addition, for performance shares, the Company evaluates the probability of achieving the performance conditions at the end of each reporting period and records the related stock-based compensation expense based on performance to date over the service period. All excess tax benefits and tax deficiencies arising from stock awards vesting or settlement are recorded as income tax expense or benefit rather than in equity. Refer to Note 10, *Employee Benefit Plans*, in Notes to Consolidated Financial Statements for a further discussion on stock-based compensation.

### ***Comprehensive income (loss)***

Comprehensive income (loss) consists of net income (loss) and other gains and losses affecting stockholder’s equity that the Company excluded from net income (loss), including gains and losses related to fair value of short-term investments and the effective portion of cash flow hedges that were outstanding as of the end of the year.

### ***Foreign currency translation and re-measurement***

The Company’s functional currency is the U.S. dollar for all of its international subsidiaries. Foreign currency transactions of international subsidiaries are re-measured into U.S. dollars at the end-of-period exchange rates for monetary assets and liabilities, and at historical exchange rates for non-monetary assets. Revenue is re-measured at average exchange rates in effect during each period. Expenses are re-measured at average exchange rates in effect during each period, except for expenses related to non-monetary assets, which are re-measured at historical exchange rates. Gains and losses arising from foreign currency transactions are included in Other income (expenses), net.

### ***Recent accounting pronouncements***

The Company has considered all recent accounting pronouncements issued, but not yet effective, and does not expect any to have a material effect on the Company’s consolidated financial statements.

## **Note 2. Revenue Recognition**

Revenue from contracts with customers is recognized when control of the promised goods or services is transferred to the customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

### ***Transaction Price Allocated to the Remaining Performance Obligations***

Remaining performance obligations represent the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied as of the end of the reporting period. Unsatisfied and partially unsatisfied performance obligations consist of contract liabilities, in-transit orders with destination terms, and non-cancellable backlog. Non-cancellable backlog includes goods for which customer purchase orders have been accepted, that are scheduled or in the process of being scheduled for shipment, and that are not yet invoiced.

The following table includes estimated revenue expected to be recognized in the future related to performance obligations that were unsatisfied or partially unsatisfied as of December 31, 2022:

<b>(In thousands)</b>	<b>2023</b>	<b>2024</b>	<b>Beyond 2024</b>	<b>Total</b>
Performance obligations	\$ 95,816	\$ 2,033	\$ 1,898	\$ 99,747

### ***Contract Costs***

Costs to fulfill a contract are capitalized when they relate directly to an existing contract or specific anticipated contract, generate or enhance resources that will be used to fulfill performance obligations and are recoverable. These costs include direct cost incurred at inception of a contract which enables the fulfillment of the performance obligation

and totaled \$5.3 million and \$3.8 million as of December 31, 2022 and 2021, respectively. There was no impairment of capitalized contract costs during the years ended December 31, 2022, 2021 and 2020.

Applying the practical expedient, the Company recognizes the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the assets that otherwise would have been recognized is one year or less. These costs are included in Sales and marketing and General and administrative expenses. If the incremental direct costs of obtaining a contract, which consist of sales commissions, relate to a service recognized over a period longer than one year, costs are deferred and amortized in line with the related services over the period of benefit. Deferred commissions are classified as non-current based on the original amortization period of over one year. As of December 31, 2022 and 2021, deferred commissions were not significant.

### Contract Balances

The Company records accounts receivable when it has an unconditional right to consideration. Contract liabilities are recorded when cash payments are received or due in advance of performance. Contract liabilities consist of advance payments and deferred revenue, where the Company has unsatisfied performance obligations. Contract liabilities are mainly classified as Deferred revenue on the consolidated balance sheets.

Payment terms vary by customer. The time between invoicing and when payment is due is not significant. For certain products or services and customer types, payment is required before the products or services are delivered to the customer.

The following table reflects the contract balances:

(In thousands)	Balance Sheet Location	December 31, 2022		December 31, 2021	
Accounts receivable, net	Accounts receivable, net	\$	277,485	\$	261,158
Contract liabilities - current	Deferred revenue	\$	21,128	\$	16,500
Contract liabilities - non-current	Other non-current liabilities	\$	3,897	\$	3,100

The difference in the balances of the Company's contract assets and liabilities as of December 31, 2022 and 2021 primarily results from the timing difference between the Company's performance and the customer's payment.

During the years ended December 31, 2022, 2021 and 2020, \$38.5 million, \$31.9 million and \$25.0 million, respectively, of revenue were deferred due to unsatisfied performance obligations for service contracts and undelivered product commitments, \$33.1 million, \$28.9 million and \$16.9 million, respectively, of revenue were recognized for the satisfaction of performance obligations, and \$16.9 million, \$13.6 million and \$6.5 million, respectively, of this recognized revenue were included in the contract liability balance at the beginning of the period, respectively.

There were no significant changes in estimates during the periods that would affect the contract balances.

### Disaggregation of Revenue

In the following table, net revenue is disaggregated by geographic region and sales channel. The Company conducts business across three geographic regions: Americas; Europe, Middle East, and Africa ("EMEA"); and Asia Pacific ("APAC"). The table also includes reconciliations of the disaggregated revenue by reportable segment. The Company operates and reports in two segments: Connected Home, and Small and Medium Business ("SMB"). Sales and usage-based taxes are excluded from net revenue.

(In thousands)	Year Ended December 31,								
	2022			2021			2020		
	Connected Home	SMB	Total	Connected Home	SMB	Total	Connected Home	SMB	Total
Geographic regions <sup>(1)</sup> :									
Americas	\$ 443,612	\$ 173,599	\$ 617,211	\$ 651,936	\$ 134,390	\$ 786,326	\$ 788,402	\$ 109,569	\$ 897,971
EMEA	49,732	129,626	179,358	112,368	117,461	229,829	129,929	91,736	221,665
APAC	65,479	70,424	135,903	89,168	62,750	151,918	89,214	46,352	135,566
Total	<u>\$ 558,823</u>	<u>\$ 373,649</u>	<u>\$ 932,472</u>	<u>\$ 853,472</u>	<u>\$ 314,601</u>	<u>\$ 1,168,073</u>	<u>\$ 1,007,545</u>	<u>\$ 247,657</u>	<u>\$ 1,255,202</u>
Sales channels:									
Service provider	\$ 148,331	\$ 4,234	\$ 152,565	\$ 129,052	\$ 2,481	\$ 131,533	\$ 192,714	\$ 3,150	\$ 195,864
Non-service provider	410,492	369,415	779,907	724,420	312,120	1,036,540	814,831	244,507	1,059,338
Total	<u>\$ 558,823</u>	<u>\$ 373,649</u>	<u>\$ 932,472</u>	<u>\$ 853,472</u>	<u>\$ 314,601</u>	<u>\$ 1,168,073</u>	<u>\$ 1,007,545</u>	<u>\$ 247,657</u>	<u>\$ 1,255,202</u>

**Note 3. Balance Sheet Components**
**Available-for-sale investments**

Amortized cost and estimated fair market value of investments classified as available-for-sale, excluding cash equivalents, as of December 31, 2022, and December 31, 2021, were as follows:

(In thousands)	December 31, 2022			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
U.S. treasury securities	\$ 74,120	\$ —	\$ (320)	\$ 73,800
Convertible debt <sup>(1)</sup>	346	—	—	346
Certificates of deposit	6	—	—	6
Total	\$ 74,472	\$ —	\$ (320)	\$ 74,152

(In thousands)	December 31, 2021			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Corporate equity securities	\$ 751	\$ —	\$ —	\$ 751
Convertible debt <sup>(1)</sup>	518	—	—	518
Certificates of deposit	6	—	—	6
Total	\$ 1,275	\$ —	\$ —	\$ 1,275

<sup>(1)</sup> On the Company's consolidated balance sheets, \$173,000 included in Short-term investments as of December 31, 2022, and December 31, 2021, and \$173,000 and \$346,000 included in Other non-current assets as of December 31, 2022, and December 31, 2021, respectively.

The contractual maturities on the U.S. treasury securities as of December 31, 2022, are all due within one year. Accrued interest receivable as of December 31, 2022, was insignificant and was recorded within Prepaid expenses and other current assets on the consolidated balance sheets.

The Company had no investments classified as available-for-sale in a continuous unrealized loss position for which an allowance for credit losses was not recorded as of December 31, 2021. The following table summarizes investments classified as available-for-sale in a continuous unrealized loss position for which an allowance for credit losses was not recorded as of December 31, 2022:

(In thousands)	Less Than 12 Months		12 Months or Longer		Total	
	Estimated Fair Market Value	Gross Unrealized Losses	Estimated Fair Market Value	Gross Unrealized Losses	Estimated Fair Market Value	Gross Unrealized Losses
U.S. treasury securities	\$ 73,800	\$ (320)	\$ —	\$ —	\$ 73,800	\$ (320)
Total	\$ 73,800	\$ (320)	\$ —	\$ —	\$ 73,800	\$ (320)

In the years ended December 31, 2022, 2021 and 2020, no unrealized losses on available-for-sale securities were recognized in income. The Company does not intend to sell, and it is unlikely that it will be required to sell the investments in an unrealized loss position prior to their anticipated recovery. The investments are high quality U.S. treasury securities and the decline in fair value is largely due to changes in interest rates and other market conditions with the fair value expected to recover as they reach maturity. There were no other-than-temporary impairments for these securities during the years ended December 31, 2022, 2021 and 2020. Refer to Note 12, *Fair Value Measurements*, for detailed disclosures regarding fair value measurements.

**Inventories**

(In thousands)	December 31, 2022	December 31, 2021
Raw materials	\$ 4,549	\$ 12,269
Finished goods	295,065	303,398
Total	\$ 299,614	\$ 315,667

The Company records provisions for excess and obsolete inventory based on assumptions about future demand and the amounts incurred were \$3.7 million, \$3.9 million and \$7.9 million for the years ended December 31, 2022, 2021 and 2020, respectively. While management believes the estimates and assumptions underlying its current forecasts are reasonable, there is risk that additional charges may be necessary if current forecasts are greater than actual demand.

### *Property and equipment, net*

(In thousands)	December 31, 2022	December 31, 2021
Computer equipment	\$ 9,648	\$ 9,979
Furniture, fixtures, and leasehold improvements	18,642	18,364
Software	30,610	30,280
Machinery and equipment	76,806	75,559
Total property and equipment, gross	135,706	134,182
Accumulated depreciation	(126,481)	(120,847)
Total	\$ 9,225	\$ 13,335

Depreciation expense pertaining to property and equipment was \$9.5 million, \$11.7 million and \$12.7 million for the years ended December 31, 2022, 2021 and 2020, respectively.

### *Intangibles, net*

(In thousands)	December 31, 2022			December 31, 2021		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Technology	\$ 59,799	\$ (58,692)	\$ 1,107	\$ 59,799	\$ (58,263)	\$ 1,536
Customer contracts and relationships	56,800	(56,800)	—	56,800	(56,800)	—
Other	10,345	(10,123)	222	10,345	(10,025)	320
Total	\$ 126,944	\$ (125,615)	\$ 1,329	\$ 126,944	\$ (125,088)	\$ 1,856

Amortization of purchased intangibles in the years ended December 31, 2022, 2021 and 2020 was \$0.5 million, \$2.0 million and \$6.2 million, respectively. No impairment charges were recorded in the years ended December 31, 2022, 2021 and 2020.

As of December 31, 2022, estimated amortization expense related to finite-lived intangibles for each of the remaining years was as follows (in thousands):

2023	\$ 514
2024	514
2025	301
Total	\$ 1,329

### *Goodwill*

(In thousands)	Connected Home	SMB	Total
As of December 31, 2020	\$ 44,442	\$ 36,279	\$ 80,721
As of December 31, 2021	44,442	36,279	80,721
Goodwill impairment charge	(44,442)	—	(44,442)
As of December 31, 2022	\$ —	\$ 36,279	\$ 36,279

Each year on the first day of fourth fiscal quarter, the Company assesses its goodwill for potential impairment. This impairment testing is applied more frequently than once a year if the Company is aware of changed conditions or circumstances since the last impairment testing that might call into question whether the current balances are fairly recorded. During the first quarter of 2022, the market price of the Company's common stock and its market capitalization declined significantly. In addition, with a decline in the size of the U.S. WiFi market, sales of the



[Table of Contents](#)

Company's Connected Home products in the first fiscal quarter of 2022 were significantly lower than anticipated. Due to these factors, the Company determined that a triggering event had occurred, indicating a potential impairment of goodwill and/or long-lived assets. Prior to performing a goodwill impairment test for both of its reporting units, the Company assessed its long-lived assets and concluded that they were not impaired. The Company elected to bypass the qualitative goodwill impairment assessment and proceeded directly to the quantitative test, measured as of April 3, 2022.

The fair value of the reporting units, namely Connected Home and SMB, was determined using an income and market approach. Under the income approach, the Company calculated the fair value of its reporting units based on the present value of estimated future cash flows. Cash flow projections were based on management's estimates of revenue growth rates and net operating income margins, taking into consideration market and industry conditions. The discount rate used was based on the weighted-average cost of capital adjusted for the risk, size premium, and business-specific characteristics related to the business's ability to execute on the projected cash flows. Under the market approach, the Company evaluated the fair value based on forward-looking earnings multiples derived from comparable publicly-traded companies with similar market position and size as the reporting unit. The underlying unobservable inputs used to measure the fair value included projected revenue growth rates, the weighted average cost of capital, the normalized working capital level, capital expenditures assumptions, profitability projections, control premium, the determination of appropriate market comparison companies and terminal growth rates. The two approaches generated similar results and indicated that the fair value of the Connected Home reporting unit was less than its carrying amount, including goodwill, and the difference between the carrying amount and the fair value was greater than the carrying amount of the goodwill allocated to the reporting unit. Therefore, in the first fiscal quarter of 2022, the Company recognized an impairment charge of \$44.4 million for its Connected Home reporting unit, which reduced the goodwill of this reporting unit to zero. The results of the quantitative test indicated that the fair value of the SMB reporting unit substantially exceeded its carrying amount, including goodwill, thus no goodwill impairment was recognized.

Further, the Company completed its annual impairment test of goodwill as of the first day of the fourth fiscal quarter of 2022, or October 3, 2022. The Company identified the reporting units for the purpose of goodwill impairment testing still as Connected Home and SMB and performed a qualitative test on the SMB reporting unit. Based upon the results of the qualitative testing, the Company believed that it was more-likely-than-not that the fair value of the SMB reporting unit was greater than its carrying value and therefore performing the next step of impairment test for this reporting unit was unnecessary. No goodwill impairment was recognized for the SMB reporting unit in the years ended December 31, 2022. No goodwill impairment was recognized for the Connected Home and SMB reporting units in the year ended December 31, 2021 or 2020. Accumulated goodwill impairment charges as of December 31, 2022 was \$44.4 million for the Connected Home reporting unit and zero for the SMB reporting unit.

***Other non-current assets***

(In thousands)	December 31, 2022	December 31, 2021
Non-current deferred income taxes	\$ 85,704	\$ 63,795
Long-term investments	7,879	7,575
Other	4,210	4,980
Total	<u>\$ 97,793</u>	<u>\$ 76,350</u>

**Long-term investments**

The Company's long-term investments are comprised of equity investments without readily determinable fair values, investments in convertible debt securities and investments in limited partnership funds. The changes in the carrying value of equity investments without readily determinable fair values were as follows (in thousands):

Carrying value, as of December 31, 2020 <sup>(1)</sup>	\$	7,758
Additions		340
Disposals		(1,499)
Impairment		(549)
Upward adjustments for observable price changes		253
Carrying value, as of December 31, 2021 <sup>(1)</sup>		6,303
Impairment		(250)
Carrying value, as of December 31, 2022 <sup>(1)</sup>	\$	6,053

<sup>(1)</sup> The balances excluded the investment in limited partnership fund of \$1.7 million, \$0.9 million and \$0.6 million, as of December 31, 2022, 2021 and 2020, respectively. Additionally, the balances as of December 31, 2022 and 2021 excluded an investment in convertible debt securities of \$0.2 million and \$0.3 million, respectively.

For such equity investments without readily determinable fair values still held at December 31, 2022, there were no cumulative downward adjustments for price changes and impairment and the cumulative upward adjustments for price changes was \$0.3 million.

**Other accrued liabilities**

(In thousands)	December 31, 2022	December 31, 2021
Current operating lease liabilities	\$ 11,012	\$ 9,220
Sales and marketing	98,690	104,549
Warranty obligations	6,320	6,861
Sales returns <sup>(1)</sup>	44,944	42,869
Freight and duty	7,243	22,126
Other	45,267	38,959
Total	\$ 213,476	\$ 224,584

<sup>(1)</sup> Inventory expected to be received from future sales returns amounted to \$21.8 million as of December 31, 2022 and 2021. Provisions to write down expected returned inventory to net realizable value amounted to \$11.8 million and \$13.2 million as of December 31, 2022 and December 31, 2021, respectively.

**Note 4. Derivative Financial Instruments**

The Company's subsidiaries have material future cash flows related to revenue and expenses denominated in currencies other than the U.S. dollar, the Company's functional currency worldwide. The Company executes currency forward contracts that typically mature in less than 6 months to mitigate its currency risk, in currencies including Australian dollars, British pounds, euros, Canadian dollar, and Japanese Yen. The Company does not enter into derivatives transactions for trading or speculative purposes.

The Company's foreign currency forward contracts do not contain any credit-risk-related contingent features. The Company enters into derivative contracts with high-quality financial institutions and limits the amount of credit exposure to any individual counter-party. The Company continuously evaluates the credit quality of its counter-party financial institutions and does not consider non-performance a material risk.

The Company may choose not to hedge certain foreign exchange exposures for a variety of reasons, including, but not limited to, materiality, accounting considerations or the prohibitive economic cost of hedging particular exposures. There can be no assurance the hedges will offset more than a portion of the financial impact resulting from movements in foreign exchange rates. The Company's accounting policies for these instruments are based on whether the instruments are designated as hedge or non-hedge instruments in accordance with the authoritative guidance for derivatives and hedging. The Company records all derivatives on the balance sheets at fair value. Cash flow hedge gains and losses are recorded in the other comprehensive income (loss) ("OCI") until the hedged item is recognized in earnings. Derivatives that are not designated as hedging instruments are adjusted to fair value through earnings in Other income (expenses), net in the consolidated statements of operations.

**Cash flow hedges**

To help manage the exposure of operating margins to fluctuations in foreign currency exchange rates, the Company hedges a portion of its anticipated foreign currency revenue, costs of revenue and certain operating expenses. These hedges are designated at the inception of the hedge relationship as cash flow hedges under the authoritative guidance for derivatives and hedging. Effectiveness of the hedge relationships are tested at least quarterly both prospectively and retrospectively using regression analysis to ensure that the hedge relationship has been effective and is likely to remain effective in the future. The Company typically executes ten forward contracts per quarter with maturities under six months and with an average USD notional amount of approximately \$6.0 million that are designated as cash flow hedges.

The Company expects to reclassify to earnings all of the amounts recorded in OCI associated with its cash flow hedges over the next twelve months. OCI associated with cash flow hedges of foreign currency revenue, cost of revenue and operating expenses are recognized in the same period and in the same line item in the statement of operations as hedged item. The Company did not recognize any material net gains or losses related to anticipated transactions that failed to occur during the years ended December 31, 2022, 2021 and 2020.

**Non-designated hedges**

The Company enters into non-designated hedges under the authoritative guidance for derivatives and hedging to manage the exposure of non-functional currency monetary assets and liabilities not already hedged by de-designated cash flow hedges. The non-designated hedges are generally expected to offset the changes in value of its net non-functional currency asset and liability position resulting from foreign exchange rate fluctuations. The Company adjusts its non-designated hedges monthly and typically executes about ten non-designated forwards per quarter with maturities less than three months and an average USD notional amount of approximately \$2.0 million.

**Fair Value of Derivative Instruments**

The fair values of the Company's derivative instruments and the line items on the consolidated balance sheets to which they were recorded were summarized as follows:

(In thousands)	Balance Sheet		Balance Sheet			
	Location	December 31, 2022	December 31, 2021	Location	December 31, 2022	December 31, 2021
Derivatives not designated as hedging instruments	Prepaid expenses and other current assets	\$ 636	\$ 1,214	Other accrued liabilities	\$ 3,871	\$ 321
Derivatives designated as hedging instruments	Prepaid expenses and other current assets	16	158	Other accrued liabilities	212	23
<b>Total</b>		<b>\$ 652</b>	<b>\$ 1,372</b>		<b>\$ 4,083</b>	<b>\$ 344</b>

Refer to Note 12, *Fair Value Measurements*, in Notes to Consolidated Financial Statements for detailed disclosures regarding fair value measurements in accordance with the authoritative guidance for fair value measurements and disclosures.

**Offsetting Derivative Assets and Liabilities**

The Company has entered into master netting arrangements which allow net settlements under certain conditions. Although netting is permitted, it is currently the Company's policy and practice to record all derivative assets and liabilities on a gross basis on the consolidated balance sheets. As of December 31, 2022, the Company holds and reports \$0.7 million of gross assets and \$4.1 million of gross liabilities.

## Effect of Derivative Contracts on Consolidated Statement of Operations and Accumulated Other Comprehensive Income (Loss)

The effects of the Company's derivative instruments on AOCI and the consolidated statements of operations were summarized as follows:

	Year Ended December 31, 2022		
	2022	2021	2020
<b>(In thousands)</b>			
<b>Derivatives designated as hedging instruments:</b>			
<i>Cash flow hedges</i>			
Foreign currency forward contracts:			
Gains (losses) recognized in accumulated other comprehensive income (loss) - Effective Portion	\$ (704)	\$ 668	\$ (856)
Gains (losses) reclassified from accumulated other comprehensive income (loss) into income (loss) - Effective Portion <sup>(1)</sup> :			
Net revenue	\$ (218)	\$ 459	\$ (954)
Cost of revenue	\$ 3	\$ (2)	\$ 2
Research and development	\$ (14)	\$ 31	\$ 9
Sales and marketing	\$ 40	\$ (30)	\$ 124
General and administrative	\$ (4)	\$ (5)	\$ 27
<b>Derivatives not designated as hedging instruments:</b>			
Gains (losses) recognized in Other income (expenses), net	\$ 2,692	\$ 4,195	\$ (3,861)

<sup>(1)</sup> Refer to Note 9, *Stockholders' Equity*, in Notes to Consolidated Financial Statements, which summarizes the accumulated other comprehensive income (loss) activity related to derivatives.

### Note 5. Net Income (Loss) Per Share

Basic net income (loss) per share is computed by dividing the net income for the period by the weighted average number of common shares outstanding during the period. Diluted net income per share is computed by dividing the net income for the period by the weighted average number of shares of common stock and potentially dilutive common stock outstanding during the period. Potentially dilutive common shares include common shares issuable upon exercise of stock options, vesting of restricted stock units and performance shares, and issuances of shares under the Employee Stock Purchase Plan (the "ESPP"), which are reflected in diluted net income per share by application of the treasury stock method. Potentially dilutive common shares are excluded from the computation of diluted net income per share when their effect is anti-dilutive.

Net income (loss) per share consisted of the following:

	Year Ended December 31,		
	2022	2021	2020
<b>(In thousands, except per share data)</b>			
<b>Numerator:</b>			
Net income (loss)	\$ (68,987)	\$ 49,387	\$ 58,293
<b>Denominator:</b>			
Weighted average common shares - basic	29,007	30,241	29,897
Potentially dilutive common share equivalent	—	761	743
Weighted average common shares - dilutive	29,007	31,002	30,640
Basic net income (loss) per share	\$ (2.38)	\$ 1.63	\$ 1.95
Diluted net income (loss) per share	\$ (2.38)	\$ 1.59	\$ 1.90
Anti-dilutive employee stock-based awards, excluded	1,556	422	832

**Note 6. Other Income (Expenses), Net**

Other income (expenses), net consisted of the following:

(In thousands)	Year Ended December 31,		
	2022	2021	2020
Interest income	\$ 1,825	\$ 157	\$ 436
Foreign currency transaction gain (loss), net	(2,335)	(4,848)	4,420
Foreign currency contract gain (loss), net	2,692	4,195	(3,861)
Gain (loss) on investments, net	(271)	(1,362)	(6,222)
Other	(1,009)	765	486
Total	\$ 902	\$ (1,093)	\$ (4,741)

**Note 7. Income Taxes**

Income before income taxes and the provision for income taxes consisted of the following:

(In thousands)	Year Ended December 31,		
	2022	2021	2020
United States	\$ (100,609)	\$ 42,219	\$ 42,124
International	18,587	23,285	28,679
Total	\$ (82,022)	\$ 65,504	\$ 70,803

(In thousands)	Year Ended December 31,		
	2022	2021	2020
<b>Current:</b>			
U.S. Federal	\$ 3,477	\$ 6,198	\$ 12,913
State	1,329	644	3,587
Foreign	4,236	5,000	5,178
	9,042	11,842	21,678
<b>Deferred:</b>			
U.S. Federal	(18,761)	4,607	(3,052)
State	(3,017)	595	(6,408)
Foreign	(299)	(927)	292
	(22,077)	4,275	(9,168)
Total	\$ (13,035)	\$ 16,117	\$ 12,510

The benefit from income taxes for the year ended December 31, 2022 reflected the impact of a change in U.S. tax law effective January 1, 2022, which requires the capitalization and amortization of research and experimental expenditures incurred after December 31, 2021.

[Table of Contents](#)

Net deferred tax assets consisted of the following:

(In thousands)	Year Ended December 31,	
	2022	2021
<b>Deferred Tax Assets:</b>		
Accruals and allowances	\$ 22,394	\$ 25,737
Net operating loss carryforwards	1,275	1,010
Stock-based compensation	3,074	4,032
Operating lease liability	8,834	4,060
Deferred revenue	1,258	1,212
Tax credit carryforwards	607	—
Acquired intangibles	21,722	24,122
Capitalized Research and Development	33,299	5,735
Depreciation and amortization	1,632	1,661
Other	4,338	3,971
Total deferred tax assets	98,433	71,540
<b>Deferred Tax Liabilities:</b>		
Right of use asset	(7,695)	(3,130)
Other	(984)	(1,083)
Total deferred tax liabilities	(8,679)	(4,213)
<b>Valuation Allowance<sup>(1)</sup></b>	<b>(4,050)</b>	<b>(3,532)</b>
Net deferred tax assets	\$ 85,704	\$ 63,795

<sup>(1)</sup> Valuation allowance is presented gross. The valuation allowance net of the federal tax effect was \$4.0 million and \$3.5 million for the years ended December 31, 2022 and 2021, respectively.

Management's judgment is required in determining the Company's provision for income taxes, its deferred tax assets and any valuation allowance recorded against its deferred tax assets. As of December 31, 2022, a valuation allowance of \$4.0 million was placed against certain federal tax and state attributes since the recovery of the assets is uncertain. There was a valuation allowance of \$3.5 million placed against deferred tax assets as of December 31, 2021. Accordingly, the valuation allowance increased \$0.5 million during 2022. In management's judgment it is more likely than not that the remaining deferred tax assets will be realized in the future as of December 31, 2022, and as such no valuation allowance has been recorded against the remaining deferred tax assets.

The effective tax rate differed from the applicable U.S. statutory federal income tax rate as follows:

	Year Ended December 31,		
	2022	2021	2020
Tax at federal statutory rate	21.0%	21.0%	21.0%
State, net of federal benefit	1.7%	1.4%	2.9%
Impact of international operations	2.7%	(1.8)%	(5.0)%
Stock-based compensation	(2.7)%	2.9%	5.4%
Tax credits	1.7%	(1.9)%	(2.3)%
Valuation allowance	(0.3)%	0.3%	1.8%
Goodwill impairment	(9.6)%	—%	—%
State Valuation Allowance Release	—%	—%	(5.8)%
Base Erosion Anti-Abuse Tax	—%	3.7%	—%
Transaction costs	—%	(0.9)%	—%
Recognition of previously unrecognized tax benefits	1.8%	0.0%	0.3%
Others	(0.4)%	(0.1)%	(0.6)%
Provision for income taxes	15.9%	24.6%	17.7%

As a result of changes in fair value of available-for-sale securities and foreign currency hedging, income tax (provision) benefits of \$147,000, \$(31,000), and \$8,000 were recorded in comprehensive income related to the years ended December 31, 2022, 2021, and 2020, respectively.

As of December 31, 2022, the Company has approximately \$0.3 million of acquired federal net operating loss carryforwards. All the losses are subject to annual usage limitations under Internal Revenue Code Section 382. The federal losses expire in different years beginning in fiscal year 2035.

The Company files income tax returns in the U.S. federal jurisdiction and various state, local, and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state, or local income tax examinations for years prior to 2016. The Company is no longer subject to foreign income tax examinations before 2004. The Italian Tax Authority (ITA) has audited the Company's 2004 through 2012 tax years. The Company is currently in litigation with the ITA with respect to these years. In December, 2022 the Company received final notification from the U.S. Internal Revenue Service that it had completed its examination of the tax years ended December 31, 2018 and December 31, 2019, with no changes to the Company's tax liabilities in the respective years. Accordingly, UTB's related to the respective years have been recognized. The Company is currently under examination by the state of California for tax years 2016 through 2018. The Company has limited audit activity in various other states and foreign jurisdictions. Due to the uncertain nature of ongoing tax audits, the Company has recorded its liability for uncertain tax positions as part of its long-term liability as payments cannot be anticipated over the next 12 months. The existing tax positions of the Company continue to generate an increase in the liability for uncertain tax positions. The liability for uncertain tax positions may be reduced for liabilities that are settled with taxing authorities or on which the statute of limitations could expire without assessment from tax authorities. The possible reduction in liabilities for uncertain tax positions resulting from the expiration of statutes of limitation in multiple jurisdictions in the next 12 months is approximately \$0.4 million, excluding the interest, penalties and the effect of any related deferred tax assets or liabilities.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits ("UTB") is as follows:

(In thousands)	Federal, State, and Foreign Tax
<b>Balance as of December 31, 2019</b>	\$ 9,069
Additions based on tax positions related to the current year	442
Additions for tax positions of prior years	253
Reductions due to lapse of applicable statutes	(744)
Adjustments due to foreign exchange rate movement	522
<b>Balance as of December 31, 2020</b>	9,542
Additions based on tax positions related to the current year	463
Additions for tax positions of prior years	50
Reductions due to lapse of applicable statutes	(556)
Adjustments due to foreign exchange rate movement	(295)
<b>Balance as of December 31, 2021</b>	9,204
Additions based on tax positions related to the current year	805
Additions for tax positions of prior years	8
Settlements	(1,355)
Reductions due to lapse of applicable statutes	(554)
Adjustments due to foreign exchange rate movement	(174)
<b>Balance as of December 31, 2022</b>	\$ 7,934

The total amount of net UTB that, if recognized would affect the effective tax rate as of December 31, 2022 is \$5.7 million. The ending net UTB results from adjusting the gross balance at December 31, 2022 for items such as U.S. federal and state deferred tax, interest, and deductible taxes. The net UTB is included as a component of non-current income taxes payable within the consolidated balance sheets.

The Company recognizes interest and penalties accrued related to unrecognized tax benefits in income tax expense. During the years ended December 31, 2022, 2021, and 2020, total interest and penalties expensed were \$0.0 million, \$0.2 million, and \$0.2 million, respectively. As of December 31, 2022 and 2021, accrued interest and penalties on a gross basis was \$2.4 million for both periods. Included in accrued interest are amounts related to tax positions for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility.

The Company has not provided deferred taxes on earnings of \$8.0 million of undistributed earnings of foreign subsidiaries that are indefinitely reinvested outside of the U.S. The Company estimates that if these earnings were repatriated to the U.S., it would result in approximately \$1.7 million in associated tax without consideration of foreign tax credits. Determination of foreign tax credit limitations depends on several factors which cannot be estimated.

On August 16, 2022, the "Inflation Reduction Act" ("IRA") was signed into law. IRA includes a new corporate minimum tax on certain large corporations, a 1% exercise tax on stock repurchases, numerous green energy credits, other tax provisions, and significantly increased enforcement resources. The Company does not expect the IRA will



have a material impact to the Company's financial statements when it becomes effective for the tax years after December 31, 2022.

## Note 8. Commitments and Contingencies

### *Purchase Obligations*

The Company has entered into various inventory-related purchase agreements with suppliers. Generally, under these agreements, 50% of orders are cancelable by giving notice 46 to 60 days prior to the expected shipment date and 25% of orders are cancelable by giving notice 31 to 45 days prior to the expected shipment date. As of December 31, 2022, the Company had approximately \$105.1 million, as compared to \$94.8 million as of December 31, 2021, in short-term non-cancelable purchase commitments with suppliers or where the suppliers had procured unique materials and components upon receipts of the Company's purchase orders. The Company continues to experience an elongation of the time from order placement to production primarily due to component shortages and supply chain disruption brought about by the COVID-19 pandemic. In response, as of December 31, 2022, a further \$580.7 million of purchase orders beyond contractual termination periods have been issued to supply chain partners in anticipation of demand requirements. Consequently, the Company may incur expenses for materials and components, such as chipsets purchased by the supplier to fulfill the purchase order if the purchase order is cancelled. Expenses incurred in respect of cancelled purchase orders has historically not been significant relative to the original order value. For those orders not governed by master purchase agreements, the commitments are governed by the commercial terms on the Company's purchase orders subject to acknowledgment from its suppliers. The Company establishes a loss liability for all products it does not expect to sell or orders it anticipates cancelling for which it has committed purchases from suppliers. Such loss liability is included in Other accrued liabilities on the Company's consolidated balance sheets. Losses incurred in relation to purchase commitments, including unique materials and components, amounted to \$5.5 million, \$3.1 million and \$2.6 million for the years ended December 31, 2022, 2021 and 2020, respectively.

### *Non-Trade Commitments*

As of December 31, 2022, the Company's non-cancellable purchase commitments pertaining to non-trade activities were as follows (in thousands):

2023	\$	1,737
2024		1,823
2025		1,914
2026		2,010
2027		2,111
Thereafter		5,246
Total	\$	<u>14,841</u>

### *Warranty Obligations*

Changes in the Company's warranty obligations, which is included in Other accrued liabilities on the consolidated balance sheets, were as follows:

(In thousands)	Year Ended December 31,		
	2022	2021	2020
Balance as of beginning of the period	\$ 6,861	\$ 9,240	\$ 10,556
Provision for warranty liability made	5,230	4,522	7,330
Settlements made	(5,771)	(6,901)	(8,646)
Balance as of the end of the period	<u>\$ 6,320</u>	<u>\$ 6,861</u>	<u>\$ 9,240</u>

### *Guarantees and Indemnifications*

The Company, as permitted under Delaware law and in accordance with its Bylaws, indemnifies its officers and directors for certain events or occurrences, subject to certain limits, while the officer or director is or was serving at the Company's request in such capacity. The term of the indemnification period is for the officer's or director's lifetime. The maximum amount of potential future indemnification is unlimited; however, the Company has a Director and Officer Insurance Policy that enables it to recover a portion of any future amounts paid. As a result of its insurance

policy coverage, the Company believes the fair value of each indemnification agreement is minimal. Accordingly, the Company has no liabilities recorded for these agreements as of December 31, 2022.

In its sales agreements, the Company typically agrees to indemnify its direct customers, distributors and resellers (the “Indemnified Parties”) for any expenses or liability resulting from claimed infringements by the Company’s products of patents, trademarks or copyrights of third parties that are asserted against the Indemnified Parties, subject to customary carve outs. The terms of these indemnification agreements are generally perpetual after execution of the agreement. The maximum amount of potential future indemnification is generally unlimited. From time to time, the Company receives requests for indemnity and may choose to assume the defense of such litigation asserted against the Indemnified Parties. The Company believes the estimated fair value of these agreements is minimal. Accordingly, the Company has no liabilities recorded for these agreements as of December 31, 2022.

#### ***Litigation and Other Legal Matters***

The Company is involved in disputes, litigation, and other legal actions, including, but not limited to, the matters described below. In all cases, at each reporting period, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. In such cases, the Company accrues for the amount, or if a range, the Company accrues the low end of the range, only if there is not a better estimate than any other amount within the range, as a component of legal expense within litigation reserves, net. The Company monitors developments in these legal matters that could affect the estimate the Company had previously accrued. In relation to such matters, the Company currently believes that there are no existing claims or proceedings that are likely to have a material adverse effect on its financial position within the next twelve months, or the outcome of these matters is currently not determinable. There are many uncertainties associated with any litigation, and these actions or other third-party claims against the Company may cause the Company to incur costly litigation and/or substantial settlement charges. In addition, the resolution of any intellectual property litigation may require the Company to make royalty payments, which could have an adverse effect in future periods. If any of those events were to occur, the Company’s business, financial condition, results of operations, and cash flows could be adversely affected. The actual liability in any such matters may be materially different from the Company’s estimates, which could result in the need to adjust the liability and record additional expenses.

#### ***Huawei v. NETGEAR Inc., NETGEAR Deutschland GmbH, and Exertis-Connect GmbH***

On or around March of 2022, Huawei filed two patent infringement lawsuits at the District Court of Dusseldorf, Germany, against NETGEAR Inc., NETGEAR Deutschland GmbH, and Exertis-Connect GmbH, a third-party webstore selling NETGEAR products in Germany. Huawei asserts one EU patent in each suit, EP 3 337 077 B1 (the ‘077 Patent) in case no. 08/22 and EP 3 143 741 B1 (the ‘741 Patent) in case no. 09/22. In its Complaints, Huawei alleges that the Company’s WiFi 6 products infringe the two patents, which Huawei further claims are standard-essential patents.

On or around May 10, 2022, the Company was served with two suits that Huawei filed before the Jinan Intermediate People’s Court of China asserting Patent Nos. ZL 201811536087.9 (case no 407) and ZL 201810757332.2 (case no. 408) against the Company’s WiFi 6 products. The Company is appealing the Jinan Court’s denial of the Company’s jurisdictional challenges in both cases.

In the German cases, the parties have completed their technical and FRAND briefing. An oral hearing is scheduled for March 21, 2023.

The Company at this time is not able to reasonably estimate any financial impact to the Company resulting from these litigation matters.

The Company does not believe that it is reasonably possible that a material loss has been incurred for the matters disclosed above, and consequently has not established any loss provisions.

**Note 9. Stockholders' Equity**
**Stock Repurchases**

From time to time, the Company's Board of Directors has authorized programs under which the Company may repurchase shares of its common stock, depending on market conditions, in the open market or through privately negotiated transactions. Under the authorizations, the timing and actual number of shares subject to repurchase are at the discretion of management and are contingent on a number of factors, such as levels of cash generation from operations, cash requirements for acquisitions and the price of the Company's common stock. As of December 31, 2022, 2.5 million shares remained authorized for repurchase under the repurchase program. The Company repurchased, reported based on trade date, approximately 1.0 million, 2.1 million and 0.9 million shares of common stock at a cost of approximately \$24.4 million, \$75.0 million and \$23.8 million, during the years ended December 31, 2022, 2021 and 2020, respectively.

The Company repurchased, reported based on trade date, approximately 202,000, 204,000 and 198,000 shares of common stock at a cost of approximately \$4.8 million, \$7.7 million and \$5.1 million, to administratively facilitate the withholding and subsequent remittance of personal income and payroll taxes for individuals receiving RSUs during the years ended December 31, 2022, 2021 and 2020, respectively.

These shares were retired upon repurchase. The Company's policy related to repurchases of its common stock is to charge the excess of cost over par value to retained earnings. All repurchases were made in compliance with Rule 10b-18 under the Securities Exchange Act of 1934, as amended.

**Accumulated Other Comprehensive Income (Loss)**

The following table sets forth the changes in accumulated other comprehensive income (loss) ("AOCI") by component:

(In thousands)	Unrealized gains (losses) on available -for-sale investments	Unrealized gains (losses) on derivatives	Estimated tax benefit (provision)	Total
Balance as of December 31, 2019	\$ (2)	\$ 22	\$ 1	\$ 21
Other comprehensive income (loss) before reclassifications	—	(856)	174	(682)
Less: Amount reclassified from accumulated other comprehensive income (loss)	—	(792)	166	(626)
Net current period other comprehensive income (loss)	—	(64)	8	(56)
Balance as of December 31, 2020	\$ (2)	\$ (42)	\$ 9	\$ (35)
Other comprehensive income (loss) before reclassifications	—	668	(126)	542
Less: Amount reclassified from accumulated other comprehensive income (loss)	—	453	(95)	358
Net current period other comprehensive income (loss)	—	215	(31)	184
Balance as of December 31, 2021	\$ (2)	\$ 173	\$ (22)	\$ 149
Other comprehensive income (loss) before reclassifications	(320)	(704)	188	(836)
Less: Amount reclassified from accumulated other comprehensive income (loss)	—	(193)	41	(152)
Net current period other comprehensive income (loss)	(320)	(511)	147	(684)
Balance as of December 31, 2022	\$ (322)	\$ (338)	\$ 125	\$ (535)

[Table of Contents](#)

The following table provides details about significant amounts reclassified out of each component of AOCI:

(In thousands)	Year Ended December 31,		
	2022	2021	2020
<b>Amount Reclassified from AOCI</b>			
Gains (losses) on cash flow hedge:			
Foreign currency forward contracts			
Affected line item in the statement of operations			
Net revenue	\$ (218)	\$ 459	\$ (954)
Cost of revenue	3	(2)	2
Research and development	(14)	31	9
Sales and marketing	40	(30)	124
General and administrative	(4)	(5)	27
Total before tax	(193)	453	(792)
Tax impact	41	(95)	166
Total, net of tax	\$ (152)	\$ 358	\$ (626)

## Note 10. Employee Benefit Plans

### 2006 Long Term Incentive Plan

In April 2006, the Company adopted the 2006 Long Term Incentive Plan (the “2006 Plan”). The 2006 Plan provides for the granting of stock options, stock appreciation rights, restricted stock, restricted stock units (“RSU”) performance awards and other stock awards, to eligible directors, employees and consultants of the Company. The Company’s 2006 Plan expired on April 13, 2016 by its terms. No further equity awards can be granted under the 2006 Plan. Outstanding awards under the 2006 Stock Plan remain subject to the terms and conditions of the 2006 plan.

### 2016 Equity Incentive Plan

In April 2016, the Company’s Board of Directors adopted the 2016 Equity Incentive Plan (the “2016 Plan”) which was approved by the Company’s stockholders at the 2016 Annual Meeting of Stockholders on June 3, 2016. The 2016 Plan provides for the granting of stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares and performance units to eligible directors, employees and consultants of the Company. The original maximum aggregate number of shares that could be issued under the 2016 Plan was 2.5 million Shares, plus (i) any shares that were available for grant under the Company’s 2006 Plan as of immediately prior to the 2006 Plan’s expiration by its terms, which was 699,827 shares, plus (ii) any shares granted under the 2006 Plan that expire, are forfeited to or repurchased by the Company. In May 2018, the Company adopted amendments to the 2016 Plan which increased the number of shares of the Company’s common stock that may be issued under the 2016 plan by an additional 1.7 million shares. In January 2019, the Company received the approval from its Compensation Committee to increase the number of shares that the Company may be issued under the 2016 plan to a new total of 3.1 million shares, pursuant to the adjustment provisions of the 2016 Plan. In May 2020, the Company adopted amendments to the 2016 Plan which increased the number of shares of the Company’s common stock that may be issued under the 2016 plan by an additional 2.0 million shares. As of December 31, 2022, approximately 1.0 million shares remained available for future grants under the 2016 Plan.

Options granted generally vest over four years with the first tranche at the end of twelve months from the date of grant and the remaining shares vesting monthly over the remaining three years. Options granted generally expire in 10 years from the date of grant. RSUs granted generally vest in annual installments over four years and do not have an expiration date. Performance shares granted generally vest at the end of a three-year period if performance conditions are met and do not have an expiration date.

Any shares that are tendered by a participant of the 2016 Plan or retained by the Company as full or partial payment to the Company for the purchase of an award or to satisfy tax withholding obligations in connection with an award shall no longer again be made available for issuance under the 2016 Plan.

### Employee Stock Purchase Plan

The Company sponsors an Employee Stock Purchase Plan (the “ESPP”), pursuant to which eligible employees may contribute up to 10% of compensation, subject to certain income limits, to purchase shares of the Company’s

common stock. The terms of the plan include a look-back feature that enables employees to purchase stock semi-annually at a price equal to 85% of the lesser of the fair market value at the beginning of the offering period and the purchase date. The duration of each offering period is generally six-months. In April 2022, the Company approved an amendment to the plan to increase the number of shares of common stock authorized for sale under the plan by 1.0 million shares to a total of 3.0 million shares. For the years ended December 31, 2022, 2021, and 2020, the Company recognized ESPP compensation expense of \$1.3 million, \$1.7 million and \$1.5 million, respectively. Approximately 196,000 shares of common stock were purchased at an average exercise price of \$22.58 in the year ended December 31, 2022. As of December 31, 2022, approximately 1.0 million shares were reserved for future issuance under the ESPP.

### Option Activity

Stock option activity was as follows:

(In thousands, except per share amounts)	Number of Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
	(In thousands)	(In dollars)	(In years)	(In thousands)
Outstanding as of December 31, 2021	912	\$ 30.19		
Exercised	(37)	\$ 20.16		
Expired	(3)	\$ 20.57		
Outstanding as of December 31, 2022	872	\$ 30.64	5.37	\$ —
As of December 31, 2022				
Vested and expected to vest	872	\$ 30.64	5.37	\$ —
Exercisable Options	804	\$ 30.98	5.27	\$ —

The aggregate intrinsic values in the table above represent the total pre-tax intrinsic values (the difference between the Company's closing stock price on the last trading day of 2022, or December 30, 2022, and the exercise price, multiplied by the number of shares underlying the in-the-money options) that would have been received by the option holders had all option holders exercised their options on December 31, 2022. This amount changes based on the fair market value of the Company's stock. Total intrinsic value of options exercised for the years ended December 31, 2022, 2021, and 2020 was \$0.2 million, \$6.7 million and \$7.3 million, respectively.

The total fair value of options vested during the years ended December 31, 2022, 2021, and 2020 was \$1.3 million, \$2.3 million and \$3.2 million, respectively.

The following table summarizes significant ranges of outstanding and exercisable stock options as of December 31, 2022:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Shares Outstanding (In thousands)	Weighted-Average Remaining Contractual Life (In years)	Weighted-Average Exercise Price Per Share (In dollars)	Shares Exercisable (In thousands)	Weighted-Average Exercise Price Per Share (In dollars)
\$18.58 - \$25.37	224	3.74	\$ 24.01	224	\$ 24.01
\$26.61 - \$26.61	370	6.55	\$ 26.61	302	\$ 26.61
\$38.32 - \$41.67	278	5.12	\$ 41.37	278	\$ 41.37
\$18.58 - \$41.67	872	5.37	\$ 30.64	804	\$ 30.98

**RSU Activity**

RSU activity was as follows:

(In thousands, except per share amounts)	Number of Shares	Weighted Average Grant Date Fair Value Per Share	Weighted Average Remaining Contractual Term	Average Intrinsic Value
Outstanding as of December 31, 2021	1,555	\$ 33.86		
Granted	815	\$ 22.19		
Vested	(624)	\$ 34.55		
Cancelled	(200)	\$ 30.87		
Outstanding as of December 31, 2022	1,546	\$ 27.82	1.39	\$ 27,998

The total fair value of RSUs vested during the years ended December 31, 2022, 2021 and 2020 was \$14.6 million, \$24.3 million and \$16.1 million, respectively. The grant date fair value of RSUs vested during the years ended December 31, 2022, 2021 and 2020 was \$21.5 million, \$20.4 million and \$20.4 million, respectively.

**Performance Shares Activity**

In July 2020, July 2021 and April 2022, the Company's executive officers were granted performance shares with vesting occurring at the end of a three-year period if performance conditions are met. The number of performance shares earned and eligible to vest are determined based on achievement of the pre-determined performance conditions and the recipients' continued service with the Company. The number of performance shares to vest could range from 0% to 150% of the target shares granted. At the end of each reporting period, the Company evaluates the probability of achieving the performance conditions and records the related stock-based compensation expense based on performance to date over the service period.

Performance shares were never granted in the years prior to 2020. Performance shares activity was as follows:

(In thousands, except per share amounts)	Number of Shares (In thousands)	Weighted Average Grant Date Fair Value Per Share
Outstanding as of December 31, 2019	—	—
Granted	141	\$ 28.22
Vested	—	—
Cancelled	—	—
Outstanding as of December 31, 2020	141	\$ 28.22
Granted	152	\$ 37.58
Vested	—	—
Cancelled	—	—
Outstanding as of December 31, 2021	293	\$ 33.07
Granted	145	22.37
Vested	—	—
Cancelled	(8)	27.17
Outstanding as of December 31, 2022	430	\$ 29.38

**Valuation and Expense Information**

The Company measures stock-based compensation at the grant date based on the estimated fair value of the award. Estimated compensation cost relating to RSUs and performance shares is based on the closing fair market value of the Company's common stock on the date of grant. The fair value of options granted and the purchase rights granted under the ESPP is estimated on the date of grant using a Black-Scholes-Merton option valuation model that uses the assumptions noted in the following table. The estimated expected term of options granted is derived from historical data on employee exercise and post-vesting employment termination behavior. The risk-free interest rate of options granted and the purchase rights granted under the ESPP is based on the implied yield currently available on U.S. Treasury securities with a remaining term commensurate with the estimated expected term. Expected volatility of options granted under the 2016 Plan and the purchase rights granted under the ESPP is based on historical volatility.

over the most recent period commensurate with the estimated expected term. The Company has never declared or paid cash dividends on its capital stock and does not anticipate paying cash dividends in the foreseeable future.

No stock options were granted during the years ended December 31, 2022, 2021 and 2020. The following table sets forth the weighted-average assumptions used to estimate the fair value of purchase rights granted under the ESPP:

	Year Ended December 31,		
	2022	2021	2020
Expected life (in years)	0.5	0.5	0.5
Risk-free interest rate	2.25 %	0.05 %	0.72 %
Expected volatility	39.6 %	40.8 %	54.8 %
Dividend yield	—	—	—

The following table sets forth the stock-based compensation expense resulting from stock options, RSUs, performance shares and the ESPP included in the Company's consolidated statements of operations:

(In thousands)	Year Ended December 31,		
	2022	2021	2020
Cost of revenue	\$ 1,353	\$ 2,103	\$ 4,091
Research and development	4,177	5,161	5,183
Sales and marketing	5,603	7,628	7,634
General and administrative	6,601	11,103	13,597
Total	\$ 17,734	\$ 25,995	\$ 30,505

Total stock-based compensation cost capitalized in inventory was less than \$0.9 million as of each of the years ended December 31, 2022, 2021 and 2020, respectively.

As of December 31, 2022, \$0.3 million of unrecognized compensation cost related to stock options is expected to be recognized over a weighted-average period of 0.6 years and \$33.0 million of unrecognized compensation cost related to unvested RSUs and performance shares is expected to be recognized over a weighted-average period of 2.2 years. If there are any modifications or cancellations of the underlying unvested awards, the Company may be required to accelerate, increase or cancel all or a portion of the remaining unearned stock-based compensation expense.

#### Note 11. Segment Information

Operating segments are components of an enterprise about which separate financial information is available and is evaluated quarterly by management, namely the Chief Operating Decision Maker ("CODM") of an organization, in order to determine operating and resource allocation decisions. By this definition, the Company has identified its CEO as the CODM. The Company operates and reports in two segments: Connected Home and SMB:

- **Connected Home:** Focuses on consumers and provides high-performance, dependable and easy-to-use premium WiFi internet networking solutions such as WiFi 6 and WiFi 6E Tri-band and Quad-band mesh systems, routers, 4G/5G mobile products, smart devices such as Meural digital canvasses, and subscription services that provide consumers a range of value-added services focused on security, performance, privacy, and premium support; and
- **SMB:** Focuses on small and medium sized businesses and provides solutions for business networking, wireless local area network ("LAN"), audio and video over Ethernet for Pro AV applications, security and remote management providing enterprise-class functionality at an affordable price.

The Company believes that this structure reflects its current operational and financial management, and that it provides the best structure for the Company to focus on growth opportunities while maintaining financial discipline. The leadership team of each segment is focused on product and service development efforts, both from a product marketing and engineering standpoint, to service the unique needs of their customers.

The results of the reportable segments are derived directly from the Company's management reporting system. The results are based on the Company's method of internal reporting and are not necessarily in conformity with accounting principles generally accepted in the United States. Management measures the performance of each segment

[Table of Contents](#)

based on several metrics, including contribution income. Segment contribution income includes all product line segment revenues less the related cost of sales, research and development and sales and marketing costs. Contribution income (loss) is used, in part, to evaluate the performance of, and allocate resources to, each of the segments. Certain operating expenses are not allocated to segments because they are separately managed at the corporate level. These unallocated indirect costs include corporate costs, such as corporate research and development, corporate marketing expense and general and administrative costs, amortization of intangibles, stock-based compensation expense, change in fair value of contingent consideration, goodwill impairment charge, restructuring and other charges, litigation reserves, net, and other income (expenses), net.

Financial information for each reportable segment and a reconciliation of segment contribution income to income (loss) before income taxes is as follows:

(In thousands)	Year ended December 31,		
	2022	2021	2020
<b>Net Revenue:</b>			
Connected Home	\$ 558,823	\$ 853,472	\$ 1,007,545
SMB	373,649	314,601	247,657
Total net revenue	\$ 932,472	\$ 1,168,073	\$ 1,255,202
<b>Contribution Income (loss):</b>			
Connected Home	\$ (8,539)	\$ 116,889	\$ 152,512
<i>Contribution margin</i>	<i>(1.5)%</i>	<i>13.7%</i>	<i>15.1%</i>
SMB	\$ 75,790	\$ 62,136	\$ 42,174
<i>Contribution margin</i>	<i>20.3%</i>	<i>19.8%</i>	<i>17.0%</i>
Total segment contribution income	\$ 67,251	\$ 179,025	\$ 194,686
Corporate and unallocated costs	(82,888)	(83,883)	(83,867)
Amortization of intangibles <sup>(1)</sup>	(514)	(1,897)	(5,952)
Stock-based compensation expense	(17,734)	(25,995)	(30,505)
Change in fair value of contingent consideration	—	3,003	2,928
Goodwill impairment charge	(44,442)	—	—
Restructuring and other charges	(4,577)	(3,341)	(1,702)
Litigation reserves, net	(20)	(315)	(44)
Other income (expenses), net	902	(1,093)	(4,741)
Income (loss) before income taxes	\$ (82,022)	\$ 65,504	\$ 70,803

<sup>(1)</sup> Amounts excluded amortization expense related to patents within purchased intangibles in cost of revenue.

The CODM does not evaluate operating segments using discrete asset information.



### Operations by Geographic Region

For reporting purposes, revenue is generally attributed to each geographic region based on the location of the customer. The following table shows net revenue by geography:

(In thousands)	Year Ended December 31,		
	2022	2021	2020
United States (U.S.)	\$ 598,649	\$ 759,865	\$ 866,161
Americas (excluding U.S.)	18,562	26,461	31,810
EMEA <sup>(1)</sup>	179,358	229,829	221,665
APAC <sup>(1)</sup>	135,903	151,918	135,566
Total net revenue	\$ 932,472	\$ 1,168,073	\$ 1,255,202

<sup>(1)</sup> No individual country, other than disclosed above, represented more than 10% of the Company's total net revenue in the periods presented.

### Long-lived assets by Geographic Region

The following table represents the Company's long-lived assets located in geographic areas, which consist of property and equipment, net and operating lease right-of-use assets:

(In thousands)	December 31, 2022	December 31, 2021
United States (U.S.)	\$ 32,142	\$ 14,564
Americas (excluding U.S.)	2,367	3,283
EMEA	3,564	2,465
Singapore	4,032	4,767
APAC (excluding Singapore) <sup>(1)</sup>	7,988	11,432
Total	\$ 50,093	\$ 36,511

<sup>(1)</sup> No individual country, other than disclosed above, represented more than 10% of the Company's total long-lived assets in the periods presented.

### Significant Customers

For the year ended December 31, 2022, the Company had two customers, primarily within the Connected Home segment, that each individually accounted for 15% and 11% of net revenue, respectively. The Company had two customers, primarily within the Connected Home segment, that each individually accounted for 15% and 13% of net revenue for the year ended December 31, 2021, and 15% and 14% of net revenue for the year ended December 31, 2020, respectively.

### Note 12. Fair Value Measurements

The Company determines the fair values of its financial instruments based on a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The classification of a financial asset or liability within the hierarchy is based upon the lowest level input that is significant to the fair value measurement. The fair value hierarchy prioritizes the inputs into three levels that may be used to measure fair value:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

[Table of Contents](#)

The following tables summarize assets and liabilities measured at fair value on a recurring basis:

(In thousands)	December 31, 2022			
	Total	Quoted market prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Assets:</b>				
Cash equivalents: money-market funds	\$ 25,744	\$ 25,744	\$ —	\$ —
Available-for-sale investments: U.S. treasury securities <sup>(1)</sup>	73,800	—	73,800	—
Trading securities: mutual funds <sup>(1)</sup>	6,946	6,946	—	—
Available-for-sale investments: certificates of deposit <sup>(1)</sup>	6	—	6	—
Available-for-sale investments: convertible debt securities <sup>(2)</sup>	346	—	346	—
Foreign currency forward contracts <sup>(3)</sup>	652	—	652	—
Total assets measured at fair value	\$ 107,494	\$ 32,690	\$ 74,804	\$ —
<b>Liabilities:</b>				
Foreign currency forward contracts <sup>(4)</sup>	\$ 4,083	\$ —	\$ 4,083	\$ —
Total liabilities measured at fair value	\$ 4,083	\$ —	\$ 4,083	\$ —

(In thousands)	December 31, 2021			
	Total	Quoted market prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Assets:</b>				
Cash equivalents: money-market funds	\$ 108,441	\$ 108,441	\$ —	\$ —
Trading securities: mutual funds <sup>(1)</sup>	6,814	6,814	—	—
Available-for-sale investments: corporate equity securities <sup>(1)</sup>	751	751	—	—
Available-for-sale investments: certificates of deposit <sup>(1)</sup>	6	—	6	—
Available-for-sale investments: convertible debt securities <sup>(2)</sup>	518	—	518	—
Foreign currency forward contracts <sup>(3)</sup>	1,372	—	1,372	—
Total assets measured at fair value	\$ 117,902	\$ 116,006	\$ 1,896	\$ —
<b>Liabilities:</b>				
Foreign currency forward contracts <sup>(4)</sup>	\$ 344	\$ —	\$ 344	\$ —
Total liabilities measured at fair value	\$ 344	\$ —	\$ 344	\$ —

(1) Included in Short-term investments on the Company's consolidated balance sheets.

(2) \$173,000 included in Short-term investments and the remaining included in Other non-current assets on the Company's consolidated balance sheets.

(3) Included in Prepaid expenses and other current assets on the Company's consolidated balance sheets.

(4) Included in Other accrued liabilities on the Company's consolidated balance sheets.

The Company's investments in money-market funds, corporate equity securities and mutual funds are classified within Level 1 of the fair value hierarchy because they are valued based on quoted market prices in active markets. The Company's investments in U.S. treasury securities are classified within Level 2 of the fair value hierarchy because they are valued based on readily available pricing sources for comparable or identical instruments in less active markets. The Company's investments in convertible debt securities issued by a publicly held company and certificates of deposits are classified within Level 2 of the fair value hierarchy as the fair value for the instrument approximates its cost based on the contractual terms of the arrangement. The Company's foreign currency forward contracts are classified within Level 2 of the fair value hierarchy as they are valued using pricing models that consider the contract terms as well as currency rates and counterparty credit rates. The Company verifies the reasonableness of these pricing models using observable market data for related inputs into such models. The Company enters into foreign currency forward contracts with only those counterparties that have long-term credit ratings of A-/A3 or higher. The carrying value of non-financial assets and liabilities measured at fair value in the financial statements on a recurring basis, including accounts receivable and accounts payable, approximate fair value due to their short maturities.

### Note 13. Restructuring and Other Charges

The Company accounts for its restructuring plans under the authoritative guidance for exit or disposal activities. The Company includes expenses related to restructuring and other charges in Other operating expenses (income), net in the consolidated statements of operations. Accrued restructuring and other charges are classified within Accrued employee compensation and Other accrued liabilities on the consolidated balance sheets.

Restructuring and other charges recognized in fiscal year 2022 were primarily for severance, and other costs in relation to the reorganization of our Connected Home segment to better align the cost structure of the business with projected revenue levels. The liabilities as of December 31, 2022 are expected to be settled in 2023. Restructuring and other charges recognized in fiscal year 2021 were primarily for severance, and other costs in relation to the consolidation of offices in the APAC region and the reorganization of our supply chain function to gain some cost efficiencies. No significant restructuring and other changes were recognized during fiscal year 2020.

The following table provides a summary of the activity related to accrued restructuring and other charges:

(In thousands)	Employee termination charges	Lease contract termination and other charges	Total
Balance as of December 31, 2019	\$ 932	\$ 66	\$ 998
Additions	1,354	655	2,009
Cash payments	(1,972)	(415)	(2,387)
Adjustments	(227)	(79)	(306)
Balance as of December 31, 2020	87	227	314
Additions	2,910	513	3,423
Cash payments	(2,913)	(578)	(3,491)
Adjustments	(84)	(139)	(223)
Balance as of December 31, 2021	-	23	23
Additions	4,600	-	4,600
Cash payments	(2,714)	-	(2,714)
Adjustments	26	(23)	3
Balance as of December 31, 2022	<u>\$ 1,912</u>	<u>\$ -</u>	<u>\$ 1,912</u>

### Note 14. Leases

The Company leases office space, cars, distribution centers and equipment under non-cancellable operating lease arrangements with various expiration dates through December 2037. The leases have remaining lease terms of approximately 1 year to 15 years, some of which include options to extend for up to a further 5 years, and some of which include options to terminate prior to completion of the contractual lease term with or without penalties. The Company determines the duration of the lease arrangement giving thought to whether or not it is reasonably certain

[Table of Contents](#)

that the Company will exercise options to extend or terminate the lease arrangement ahead of its contractual term. The leases do not contain any material residual value guarantees.

The components of lease cost were as follows:

	Year End December 31,		
	2022	2021	2020
<b>(In Thousands)</b>			
Operating lease cost	\$ 11,067	\$ 9,208	\$ 10,482
Short-term lease cost	297	563	1,702
Total lease cost <sup>(1)</sup>	\$ 11,364	\$ 9,771	\$ 12,184

(1) Included in cost of revenue, sales and marketing, research and development and general and administration in the Company's consolidated statement of operations.

Supplemental cash flow information related to leases was as follows:

	Year End December 31,		
	2022	2021	2020
<b>(In Thousands)</b>			
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows relating to operating leases	\$ 9,907	\$ 9,474	\$ 12,127
Lease liabilities arising from obtaining right-of-use assets:			
Operating leases	\$ 26,511	\$ 1,773	\$ 9,463

Supplemental balance sheet information related to leases was as follows:

	As of December 31,	
	2022	2021
<b>Weighted Average Remaining Lease Term (in years)</b>		
Operating leases	4.6	3.6
<b>Weighted Average Discount Rate</b>		
Operating leases	4.9%	4.0%

As of December 31, 2022, maturities of operating lease liabilities were as follows (in thousands):

	Operating Lease
2023	\$ 12,842
2024	12,165
2025	10,647
2026	6,987
2027	5,728
Thereafter	2,594
Total lease payments	50,963
Less imputed interest	(5,866)
Total	\$ 45,097

**Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

***Management's Report on Internal Control Over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). 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.

Our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2022. In making this assessment, our management used the criteria established in Internal Control-Integrated Framework (2013), issued by The Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on management's assessment using those criteria, our management concluded that our internal control over financial reporting was effective as of December 31, 2022. The effectiveness of our internal control over financial reporting as of December 31, 2022 has been audited by PricewaterhouseCoopers LLP (PCAOB ID: 238), an independent registered public accounting firm, as stated in their report which is included in this Annual Report on Form 10-K.

***Changes in Internal Control Over Financial Reporting***

There have been no changes in our internal control over financial reporting that occurred during the fourth fiscal quarter of 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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

Based on an evaluation under the supervision and with the participation of our management (including our Chief Executive Officer and Chief Financial Officer), our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") were effective as of the end of the period covered by this Annual Report on Form 10-K. Based on this evaluation, our Chief Executive Officer and 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 Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

***Limitations on the Effectiveness of Controls***

It should be noted that any system of controls, however well designed and operated, can provide only reasonable assurance, and not absolute assurance, that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there can be no assurance that any design will succeed in achieving its stated goals in all future circumstances.

**Item 9B. Other Information**

None.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

## PART III

Certain information required by Part III is incorporated herein by reference from our proxy statement related to our 2023 Annual Meeting of Stockholders (“Proxy Statement”), which we intend to file no later than 120 days after the end of the fiscal year covered by this Form 10-K.

### **Item 10. *Directors, Executive Officers and Corporate Governance***

The information required by this Item concerning our directors, executive officers, standing committees and procedures by which stockholders may recommend nominees to our Board of Directors, is incorporated by reference to the sections of our Proxy Statement under the headings “Information Concerning the Nominees and Incumbent Directors,” “Board and Committee Meetings,” and “Audit Committee” and to the information contained in the section captioned “Executive Officers of the Registrant” included under Part I of this Annual Report on Form 10-K.

We have adopted a Code of Ethics that applies to our Chief Executive Officer and senior financial officers, as required by the SEC. The current version of our Code of Ethics can be found on our Internet site at <http://www.netgear.com>. Additional information required by this Item regarding our Code of Ethics is incorporated by reference to the information contained in the section captioned “Corporate Governance Policies and Practices” in our Proxy Statement.

We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of our Code of Ethics by posting such information on our website at <http://www.netgear.com> within four business days following the date of such amendment or waiver.

### **Item 11. *Executive Compensation***

The information required by this Item is incorporated by reference to the sections of our Proxy Statement under the headings “Compensation Discussion and Analysis,” “Executive Compensation,” “Director Compensation,” “Fiscal Year 2022 Director Compensation,” “Compensation Committee Interlocks and Insider Participation,” and “Report of the Compensation Committee of the Board of Directors.”

### **Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The additional information required by this Item is incorporated by reference to the information contained in the section captioned “Equity Compensation Plan Information” in our Proxy Statement.

The additional information required by this Item is incorporated by reference to the information contained in the section captioned “Security Ownership of Certain Beneficial Owners and Management” in our Proxy Statement.

### **Item 13. *Certain Relationships and Related Transactions, and Director Independence***

The information required by this Item is incorporated by reference to the information contained in the section captioned “Election of Directors” and “Related Party Transactions” in our Proxy Statement.

### **Item 14. *Principal Accountant Fees and Services***

The information required by this Item related to audit fees and services is incorporated by reference to the information contained in the section captioned “Ratification of Appointment of Independent Registered Public Accounting Firm” appearing in our Proxy Statement.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a) The following documents are filed as part of this report:

(1) *Financial Statements.*

The following consolidated financial statements of NETGEAR, Inc. are filed as part of this Annual Report on Form 10-K in Item 8, *Financial Statements and Supplementary Data.*

	<u>Page</u>
<a href="#">Report of Independent Registered Public Accounting Firm (PCAOB ID: 238)</a>	63
<a href="#">Consolidated Balance Sheets as of December 31, 2022 and 2021</a>	65
<a href="#">Consolidated Statements of Operations for the three years ended December 31, 2022, 2021 and 2020</a>	66
<a href="#">Consolidated Statements of Comprehensive Income for the three years ended December 31, 2022, 2021, and 2020</a>	67
<a href="#">Consolidated Statements of Stockholders' Equity for the three years ended December 31, 2022, 2021, and 2020</a>	68
<a href="#">Consolidated Statements of Cash Flows for the three years ended December 31, 2022, 2021, and 2020</a>	69
<a href="#">Notes to Consolidated Financial Statements</a>	70

(2) *Financial Statement Schedule (Valuation and Qualifying Accounts) for the three years ended December 31, 2022.*

	<u>Page</u>
<a href="#">Schedule II—Valuation and Qualifying Accounts</a>	103

**Schedule II—Valuation and Qualifying Accounts**

	<u>Balance at Beginning of Year</u>	<u>Other</u>	<u>Additions</u> <u>(In thousands)</u>	<u>Deductions</u>	<u>Balance at End of Year</u>
Allowance for doubtful accounts:					
Year ended December 31, 2022	\$ 399	\$ —	\$ —	\$ (2)	\$ 397
Year ended December 31, 2021	1,081	—	12	(694)	399
Year ended December 31, 2020	1,079	2	—	—	1,081

All other schedules have been omitted because they are not required, not applicable, or the required information is otherwise included.



## INDEX TO EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
3.1	<a href="#">Amended and Restated Certificate of Incorporation of the registrant</a>	10-Q	8/4/2017	3.1	
3.2	<a href="#">Amended and Restated Bylaws of the registrant</a>	8-K	4/20/2018	3.2	
4.1	<a href="#">Form of registrant's common stock certificate</a>	S-1/A	7/14/2003	4.1	
4.2	<a href="#">Description of the Registrant's Securities</a>	10-K	2/18/2020	4.2	
10.1#	<a href="#">Form of Indemnification Agreement for directors and officers</a>	S-1	4/10/2003	10.1	
10.2#	<a href="#">2016 Equity Incentive Plan, as amended</a>	8-K	6/2/2020	10.1	
10.3#	<a href="#">2003 Employee Stock Purchase Plan, as amended</a>	S-8	8/5/2022	99.1	
10.4#	<a href="#">Amended and Restated 2006 Long-Term Incentive Plan and forms of agreements thereunder</a>	S-8	6/6/2014	4.3	
10.5#	<a href="#">NETGEAR, Inc. Deferred Compensation Plan</a>	8-K	4/5/2013	10.1	
10.6#	<a href="#">NETGEAR, Inc. Executive Bonus Plan</a>	8-K	2/5/2020	99.2	
10.7*	<a href="#">Warehousing Agreement, dated July 5, 2001, between the registrant and APL Logistics Americas, Ltd.</a>	S-1/A	4/21/2003	10.25	
10.8*	<a href="#">Distribution Operations Agreement, dated April 27, 2001, between the registrant and DSV Solutions B.V. (formerly Furness Logistics BV)</a>	S-1/A	4/21/2003	10.26	
10.9*	<a href="#">Distribution Operations Agreement, dated December 1, 2001, between the registrant and Kerry Logistics (Hong Kong) Limited</a>	S-1/A	4/21/2003	10.27	
10.10	<a href="#">Office Lease, dated as of September 25, 2007, by and between the registrant and BRE/Plumeria, LLC</a>	8-K	9/27/2007	10.1	
10.10a	<a href="#">First Amendment to Office Lease, dated as of April 23, 2008, by and between the registrant and BRE/Plumeria, LLC</a>	10-Q	5/9/2008	10.1	
10.10b	<a href="#">Second Amendment to Office Lease, dated June 25, 2015, by and between the registrant and KBSII/Plumeria, LLC</a>	10-K	2/19/2016	10.11B	
10.11#	<a href="#">Offer Letter, dated December 3, 1999, between the registrant and Patrick C.S. Lo</a>	S-1	4/10/2003	10.5	
10.11a#	<a href="#">Amendment to Offer Letter, dated December 23, 2008, between the registrant and Patrick C.S. Lo</a>	10-K	3/4/2009	10.51	
10.12#	<a href="#">Offer Letter, dated December 9, 1999, between the registrant and Mark G. Merrill</a>	S-1	4/10/2003	10.8	
10.12a#	<a href="#">Amendment to Offer Letter, dated December 28, 2008, between the registrant and Mark G. Merrill</a>	10-K	3/4/2009	10.52	

Table of Contents

10.13#	<a href="#">Offer Letter, dated November 6, 2001, between the registrant and Bryan D. Murray</a>	10-K	2/18/2022	10.13	
10.14#	<a href="#">Offer Letter, dated June 16, 2004, between the registrant and David J. Henry</a>	10-K	2/18/2022	10.14	
10.15#	<a href="#">Offer Letter, dated January 29, 2008, between the registrant and Andrew W. Kim</a>	10-K	2/18/2022	10.15	
10.16#	<a href="#">Offer Letter, dated November 15, 2019, between the registrant and Vikram Mehta</a>	10-Q	4/30/2021	10.23	
10.17#	<a href="#">Offer Letter, dated December 4, 2019, between the registrant and Martin D. Westhead</a>	10-Q	4/30/2021	10.24	
10.18#	<a href="#">Employment Agreement, dated October 18, 2002, between the registrant and Michael F. Falcon</a>	S-1	4/10/2003	10.10	
10.18a#	<a href="#">Amendment to Employment Agreement, dated December 29, 2008, between the registrant and Michael F. Falcon</a>	10-K	3/4/2009	10.49	
10.19#	<a href="#">Amendment to Employment Agreement, dated December 30, 2008, between the registrant and Michael A. Werdann</a>	10-K	3/4/2009	10.54	
10.20#	<a href="#">Second Amendment to Employment Agreement, dated October 1, 2015, between the registrant and Michael A. Werdann</a>	10-K	2/19/2016	10.21	
10.21#	<a href="#">Form of Change in Control and Severance Agreement (Chief Executive Officer)</a>	10-Q	11/2/2018	10.1*	
10.22#	<a href="#">Form of Change in Control and Severance Agreement (Other Executive Officers)</a>	10-Q	11/2/2018	10.2*	
10.23#	<a href="#">Master Separation Agreement, by and between NETGEAR, Inc. and Arlo Technologies, Inc., dated as of August 2, 2018</a>	8-K	8/7/2018	10.1	
10.24#	<a href="#">Transition Services Agreement, by and between NETGEAR, Inc. and Arlo Technologies, Inc., dated as of August 2, 2018</a>	8-K	8/7/2018	10.2	
10.25#	<a href="#">Tax Matters Agreement, by and between NETGEAR, Inc. and Arlo Technologies, Inc., dated as of August 2, 2018</a>	8-K	8/7/2018	10.3	
10.26#	<a href="#">Employee Matters Agreement, by and between NETGEAR, Inc. and Arlo Technologies, Inc., dated as of August 2, 2018</a>	8-K	8/7/2018	10.4	
10.27#	<a href="#">Intellectual Property Rights Cross-License Agreement, by and between NETGEAR, Inc. and Arlo Technologies, Inc., dated as of August 2, 2018</a>	8-K	8/7/2018	10.5	
21.1	<a href="#">List of subsidiaries and affiliates</a>				X
23.1	<a href="#">Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm</a>				X
24.1	<a href="#">Power of Attorney (included on signature page)</a>				X
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) / 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>				X

[Table of Contents](#)

31.2	<a href="#">Certification of Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) / 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	X
32.1	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>	X
32.2	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>	X
101.INS	Inline XBRL Instance Document- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	X
101.SCH	Inline XBRL Taxonomy Extension Schema Document	X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	X
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibits 101)	X
#	Indicates management contract or compensatory plan or arrangement.	
*	Confidential treatment has been granted as to certain portions of this Exhibit.	

**Item 16. Form 10-K Summary**

None.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on the 17th day of February 2023.

NETGEAR, INC.

By: /s/ PATRICK C.S. LO

Patrick C.S. Lo

Chairman of the Board and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Patrick C.S. Lo and Bryan D. Murray, and each of them, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any and all amendments to this Report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

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:

Signature	Title	Date
<u>/S/ PATRICK C.S. LO</u> Patrick C.S. Lo	Chairman of the Board and Chief Executive Officer <i>(Principal Executive Officer)</i>	February 17, 2023
<u>/S/ BRYAN D. MURRAY</u> Bryan D. Murray	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	February 17, 2023
<u>/S/ DAVID J. HENRY</u> David J. Henry	President and General Manager of Connected Home Products and Services, and Director	February 17, 2023
<u>/S/ SARAH S. BUTTERFASS</u> Sarah S. Butterfass	Director	February 17, 2023
<u>/S/ LAURA J. DURR</u> Laura J. Durr	Director	February 17, 2023
<u>/S/ SHRAVAN K. GOLI</u> Shravan K. Goli	Director	February 17, 2023
<u>/S/ BRADLEY L. MAIORINO</u> Bradley L. Maiorino	Director	February 17, 2023
<u>/S/ JANICE M. ROBERTS</u> Janice M. Roberts	Director	February 17, 2023
<u>/S/ BARBARA V. SCHERER</u> Barbara V. Scherer	Director	February 17, 2023
<u>/S/ THOMAS H. WAECHTER</u> Thomas H. Waechter	Director	February 17, 2023

## Subsidiaries and Affiliates of the Registrant

NETGEAR, Inc.  
Infrant Technologies, LLC  
SKIPJAM CORP  
NETGEAR International, Inc.  
Netgear Deutschland GmbH  
NETGEAR FRANCE SAS  
NETGEAR HOLDINGS LIMITED (IRELAND)  
NETGEAR INTERNATIONAL LTD  
NETGEAR ASIA PTE. LIMITED (SINGAPORE BRANCH)  
NETGEAR HONG KONG LIMITED  
NETGEAR NEW ZEALAND  
NETGEAR POLAND SP ZOO  
Netgear Switzerland GmbH  
NETGEAR U.K. LTD  
Netgear (Beijing) Network Technology Co., Ltd  
NETGEAR AUSTRALIA PTY LTD.  
NETGEAR Japan GK  
Netgear Netherlands B.V.  
Netgear Taiwan Co., Ltd.  
NETGEAR Technologies India Private Limited  
Netgear Asia Holdings Ltd.  
NETGEAR Research India Pvt. Ltd.  
NETGEAR Canada Ltd.  
NETGEAR Russia LLC  
Meural, Inc.

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-107718, 333-136892, 333-151638, 333-160869, 333-168349, 333-181892, 333-196579, 333-211795, 333-225327, 333-229784, 333-240238, and 333-266581) of NETGEAR, Inc. of our report dated February 17, 2023 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP  
San Jose, California  
February 17, 2023

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## CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Patrick C.S. Lo, certify that:

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

Date: February 17, 2023

/s/ PATRICK C.S. LO

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Patrick C.S. Lo  
Chairman and Chief Executive Officer  
NETGEAR, Inc.

## CHIEF FINANCIAL OFFICER CERTIFICATION

I, Bryan D. Murray, certify that:

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

Date: February 17, 2023

/s/ BRYAN D. MURRAY

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Bryan D. Murray  
Chief Financial Officer  
NETGEAR, Inc.



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

In connection with the Annual Report of NETGEAR, Inc. (the “Company”) on Form 10-K for the year ended December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Patrick C.S. Lo, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 17, 2023

By: /s/ PATRICK C.S. LO

Patrick C.S. Lo

Chairman and Chief Executive Officer

NETGEAR, Inc.

*This certification accompanies the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of this Form 10-K), irrespective of any general incorporation language contained in such filing.*

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

In connection with the Annual Report of NETGEAR, Inc. (the "Company") on Form 10-K for the year ended December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bryan D. Murray, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 17, 2023

By:           /s/ BRYAN D. MURRAY          

Bryan D. Murray

Chief Financial Officer

NETGEAR, Inc.

*This certification accompanies the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of this Form 10-K), irrespective of any general incorporation language contained in such filing.*

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