



Dear Stockholder:

April 9, 2014

You are cordially invited to attend the annual meeting of stockholders of iRobot Corporation to be held at 2:00 p.m., local time, on Tuesday, May 20, 2014 at iRobot Corporation headquarters located at 8 Crosby Drive, Bedford, Massachusetts 01730.

At this annual meeting, you will be asked to elect two (2) Class III directors for three-year terms, to ratify the appointment of our independent registered public accountants, to cast an advisory vote on the approval of the compensation of our named executive officers, and to consider a stockholder proposal entitled "Simple Majority Vote." The board of directors unanimously recommends that you vote FOR election of the director nominees, FOR ratification of appointment of our independent registered public accountants, and FOR approval, on an advisory basis, of the compensation of our named executive officers. The board of directors makes no recommendation as to how you should vote on the stockholder proposal.

Details regarding the matters to be acted upon at this annual meeting appear in the accompanying proxy statement. Please give this material your careful attention.

Whether or not you plan to attend the annual meeting, we urge you to sign and return the enclosed proxy so that your shares will be represented at the annual meeting. If you attend the annual meeting, you may vote in person even if you have previously returned your proxy card. Your prompt cooperation will be greatly appreciated.

Very truly yours,

COLIN M. ANGLE
Chief Executive Officer & Chairman of the Board

SUMMARY OF RECENT CHANGES TO CORPORATE GOVERNANCE AND EXECUTIVE COMPENSATION

In our continuing efforts to improve corporate governance and better align executive compensation with company performance, the following highlights elements of our corporate governance and executive compensation that are described in more detail in the proxy statement.

Corporate Governance

iRobot's board of directors and nominating and corporate governance committee continue to evaluate iRobot's corporate governance practices. In 2014, the board of directors, upon the recommendation of the nominating and corporate governance committee, has made two important changes to our corporate governance:

- *Majority Voting Standard for Election of Directors.* The board of directors has amended our by-laws to provide that, in uncontested director elections, a director nominee will be elected only if the votes cast for such nominee's election exceed the votes cast against such nominee's election.
- *Termination of Rights Plan.* The board of directors has amended its rights plan - commonly known as a "poison pill" - to accelerate its termination from November 2015 to April 2014.

Both of these changes serve to enhance further iRobot's corporate governance practices and demonstrate our responsiveness to stockholder concerns.

Moreover, as detailed within the proxy statement, you are invited to express your opinion on a stockholder proposal entitled "Simple Majority Vote." We will continue to evaluate our corporate governance to ensure it remains in the best interests of our shareholders.

Executive Compensation

We continue to evaluate our program and policies to ensure that they emphasize pay-for-performance. In 2014, the compensation committee made an important change to its long-term incentive structure through the inclusion of performance-based equity awards for our executive officers. As more fully described in the proxy statement, a significant portion of our long-term incentives are now "at risk" based upon the company's performance. This is in addition to our non-equity incentive based compensation, which is strictly "at risk" and based on financial performance. Overall, our executive compensation program contains the following highlights:

- Annual "say-on-pay" vote
- Oversight of risks associated with compensation policies and practice
- Strong stock ownership and stock holding guidelines
- "Double trigger" change in control agreements
- Independent compensation consultant
- No pension benefits for executive officers
- No discounted options
- No option repricing without shareholder approval
- No excise tax gross-ups
- No hedging or pledging of Company stock
- No excessive perquisites for executives

A full description of our executive compensation program is contained in the Compensation Discussion and Analysis section in this proxy statement, beginning on page 19.

iROBOT CORPORATION

8 Crosby Drive
Bedford, Massachusetts 01730
(781) 430-3000

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held on May 20, 2014**

To the Stockholders of iRobot Corporation:

The annual meeting of stockholders of iRobot Corporation, a Delaware corporation (the "Company"), will be held on Tuesday, May 20, 2014, at 2:00 p.m., local time, at iRobot Corporation headquarters located at 8 Crosby Drive, Bedford, Massachusetts 01730, for the following purposes:

1. To elect two (2) Class III directors, nominated by the Board of Directors, each to serve for a three-year term and until his or her successor has been duly elected and qualified or until his or her earlier resignation or removal;
2. To ratify the appointment of the accounting firm of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for the current fiscal year;
3. To hold an advisory vote on the approval of the compensation of our named executive officers;
4. To consider a stockholder proposal entitled "Simple Majority Vote," if such proposal is properly introduced at the meeting; and
5. To transact such other business as may properly come before the annual meeting and any adjournments or postponements thereof.

Proposal 1 relates solely to the election of two (2) Class III directors nominated by the board of directors and does not include any other matters relating to the election of directors, including without limitation, the election of directors nominated by any stockholder of the Company.

Only stockholders of record at the close of business on April 3, 2014, are entitled to notice of and to vote at the annual meeting and at any adjournment or postponement thereof.

All stockholders are cordially invited to attend the annual meeting in person. However, to assure your representation at the annual meeting, we urge you, whether or not you plan to attend the annual meeting, to sign and return the enclosed proxy so that your shares will be represented at the annual meeting. If you attend the annual meeting, you may vote in person even if you have previously returned your proxy card. Directions to iRobot Corporation headquarters can be found at the Company's website, <http://www.irobot.com>.

By Order of the Board of Directors,



GLEN D. WEINSTEIN
Executive Vice President,
Chief Legal Officer and Secretary

Bedford, Massachusetts
April 9, 2014

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 20, 2014. THE PROXY STATEMENT AND ANNUAL REPORT TO STOCKHOLDERS ARE AVAILABLE AT <https://materials.proxyvote.com/462726>.

WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AND MAIL IT PROMPTLY IN THE ENCLOSED ENVELOPE IN ORDER TO ASSURE REPRESENTATION OF YOUR SHARES. NO POSTAGE NEED BE AFFIXED IF THE PROXY CARD IS MAILED IN THE UNITED STATES.

IN ACCORDANCE WITH OUR SECURITY PROCEDURES, ALL PERSONS ATTENDING THE ANNUAL MEETING WILL BE REQUIRED TO PRESENT PICTURE IDENTIFICATION.

TABLE OF CONTENTS

PROXY STATEMENT	1
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	3
PROPOSAL 1 — ELECTION OF DIRECTORS	5
Nominees	5
Recommendation of the Board	6
DIRECTORS AND EXECUTIVE OFFICERS	7
CORPORATE GOVERNANCE AND BOARD MATTERS	10
Board Leadership Structure	10
Independence of Members of the Board of Directors	10
Executive Sessions of Independent Directors	10
The Board of Directors' Role in Risk Oversight	10
Policies Governing Director Nominations	11
Policy Governing Security Holder Communications with the Board of Directors	12
Policy Governing Director Attendance at Annual Meetings of Stockholders	13
Board of Directors Evaluation Program	13
Code of Ethics	13
THE BOARD OF DIRECTORS AND ITS COMMITTEES	14
Board of Directors	14
Audit Committee	14
Compensation Committee	14
Nominating and Corporate Governance Committee	16
Compensation Committee Interlocks and Insider Participation	16
REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS	17
REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS	18
COMPENSATION AND OTHER INFORMATION CONCERNING EXECUTIVE OFFICERS AND DIRECTORS	19
Compensation Discussion & Analysis	19
Executive Compensation Summary	29
Grants of Plan-Based Awards in 2013	31
Outstanding Equity Awards at Fiscal Year End	32
Options Exercises and Stock Vested	33
Potential Benefits Upon Termination or Change in Control	33
Director Compensation	35
Transactions with Related Persons	36
PROPOSAL 2 — RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	37
PricewaterhouseCoopers LLP Fees	37
Recommendation of the Board	38
PROPOSAL 3 — ADVISORY VOTE ON THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	39
Recommendation of the Board	39
PROPOSAL 4 - STOCKHOLDER PROPOSAL ENTITLED "SIMPLE MAJORITY VOTE"	40
Recommendation of the Board	40
OTHER MATTERS	41
STOCKHOLDER PROPOSALS	41
SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE	41
EXPENSES AND SOLICITATION	41
HOUSEHOLDING OF PROXY MATERIALS	41
Exhibit A	A-1

iROBOT CORPORATION
8 Crosby Drive
Bedford, Massachusetts 01730
PROXY STATEMENT
For the Annual Meeting of Stockholders
To Be Held on May 20, 2014

April 9, 2014

This proxy statement is furnished in connection with the solicitation of proxies by the board of directors of iRobot Corporation, a Delaware corporation (the "Company" or "iRobot"), for use at the annual meeting of stockholders to be held on Tuesday, May 20, 2014, at 2:00 p.m., local time, at iRobot Corporation headquarters located at 8 Crosby Drive, Bedford, Massachusetts 01730, and any adjournments or postponements thereof. An annual report to stockholders, containing financial statements for the fiscal year ended December 28, 2013, is being mailed together with this proxy statement to all stockholders entitled to vote at the annual meeting. This proxy statement and the form of proxy are expected to be first mailed to stockholders on or about April 18, 2014.

The purposes of the annual meeting are to elect two (2) Class III directors for three-year terms, to ratify the appointment of the Company's independent registered public accountants, to hold an advisory vote on the compensation of our named executive officers and to consider a stockholder proposal entitled "Simple Majority Vote." Only stockholders of record at the close of business on April 3, 2014 will be entitled to receive notice of and to vote at the annual meeting. As of March 28, 2014, 29,435,149 shares of common stock, \$.01 par value per share, of the Company were issued and outstanding. The holders of common stock are entitled to one vote per share on any proposal presented at the annual meeting.

Stockholders may vote in person or by proxy. If you attend the annual meeting, you may vote in person even if you have previously returned your proxy card. Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted. Proxies may be revoked by (i) filing with the Secretary of the Company, before the taking of the vote at the annual meeting, a written notice of revocation bearing a later date than the proxy, (ii) duly completing a later-dated proxy relating to the same shares and delivering it to the Secretary of the Company before the taking of the vote at the annual meeting, or (iii) attending the annual meeting and voting in person (although attendance at the annual meeting will not in and of itself constitute a revocation of a proxy). Any written notice of revocation or subsequent proxy should be sent so as to be delivered to iRobot Corporation, 8 Crosby Drive, Bedford, Massachusetts 01730, Attention: Secretary, before the taking of the vote at the annual meeting.

The representation in person or by proxy of at least a majority of the outstanding shares of common stock entitled to vote at the annual meeting is necessary to constitute a quorum for the transaction of business. Votes withheld from any nominee, abstentions and broker "non-votes" are counted as present or represented for purposes of determining the presence or absence of a quorum for the annual meeting. A "non-vote" occurs when a nominee holding shares for a beneficial owner votes on one proposal but does not vote on another proposal because, with respect to such other proposal, the nominee does not have discretionary voting power and has not received instructions from the beneficial owner. Broker "non-votes" are not considered voted for the particular matter and have the effect of reducing the number of affirmative votes required to achieve a majority for such matter by reducing the total number of shares from which the majority is calculated.

For Proposal 1, the election of Class III directors, the affirmative vote of holders of a majority of the votes cast by holders of shares present, in person or represented by proxy, and entitled to vote on the matter is required for approval. Abstentions and broker non-votes will not be counted as voting with respect to the election of the Class III directors and, therefore, will not have an effect on the election of the Class III directors.

For Proposal 2, the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for the current fiscal year, for Proposal 3, the advisory vote on the compensation of our named executive officers and for Proposal 4, the stockholder proposal entitled "Simple Majority Vote," an affirmative vote of a majority of the shares present, in person or represented by proxy, and voting on each such matter is required for approval. Abstentions are included in the number of shares present or represented and entitled to vote on each each such matter is required for approval. Abstentions are included in the number of shares present or represented and voting on each matter.

The person named as attorney-in-fact in the proxies, Glen D. Weinstein, was selected by the board of directors and is an officer of the Company. All properly executed proxies returned in time to be counted at the annual meeting will be voted by such person at the annual meeting. Where a choice has been specified on the proxy with respect to the foregoing matters, the shares represented by the proxy will be voted in accordance with the specifications. If no such specifications are indicated, such proxies will be voted FOR election of the director nominees, FOR ratification of the appointment of our independent registered

public accountants, and FOR the approval, on an advisory basis, of the compensation of our named executive officers. Furthermore, if no such specifications are indicated for the stockholder proposal entitled "Simple Majority Vote," your shares will not be voted in favor of or against the stockholder proposal, but will be treated as abstentions and thus will have the same effect as a vote against the proposal.

Aside from the election of directors, the ratification of the appointment of the independent registered public accountants, the advisory vote on the compensation of our named executive officers, and the stockholder proposal entitled "Simple Majority Vote," the board of directors knows of no other matters to be presented at the annual meeting. If any other matter should be presented at the annual meeting upon which a vote properly may be taken, shares represented by all proxies received by the board of directors will be voted with respect thereto in accordance with the judgment of the person named as attorney-in-fact in the proxies.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding beneficial ownership of the Company's common stock as of March 28, 2014: (i) by each person who is known by the Company to beneficially own more than 5% of the outstanding shares of common stock; (ii) by each director or nominee of the Company; (iii) by each named executive officer of the Company; and (iv) by all directors and executive officers of the Company as a group. Unless otherwise noted below, the address of each person listed on the table is c/o iRobot Corporation, 8 Crosby Drive, Bedford, Massachusetts 01730.

Name of Beneficial Owner	Shares Beneficially Owned(1)	Percentage of Shares Beneficially Owned(2)
BlackRock, Inc.(3) 40 East 52 nd St. New York, NY 10022	2,464,280	8.37%
The Vanguard Group, Inc.(4) 100 Vanguard Boulevard Malvern, PA 19355	1,726,494	5.87%
T. Rowe Price Associates, Inc.(5) 100 East Pratt Street Baltimore, MD 21202-1009	1,545,120	5.25%
Lord, Abbett & Co. LLC(6) 90 Hudson Street Jersey City, NJ 07302-3900	1,516,482	5.15%
FMR LLC(7) 245 Summer Street Boston, MA 02210	1,498,907	5.09%
Colin M. Angle(8)	661,044	2.22%
Alison Dean(9)	35,565	*
Russell J. Campanello(10)	62,025	*
Paolo Pirjanian (11)	35,109	*
Glen D. Weinstein(12)	57,900	*
Ronald Chwang(13)	257,563	*
Gail Deegan(14)	8,422	*
Deborah G. Ellinger(15)	10,339	*
Jacques S. Gansler(16)	4,572	*
Andrea Geisser(17)	68,902	*
George C. McNamee(18)	163,039	*
Paul J. Kern(19)	79,904	*
Paul Sagan(20)	18,679	*
John J. Leahy	32,349	*
Jeffrey A. Beck	27,918	*
All executive officers, directors and nominees as a group (21) (13 persons)	1,463,063	4.86%

* Represents less than 1% of the outstanding common stock.

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and includes voting and investment power with respect to shares. Unless otherwise indicated below, to the knowledge of the Company, all persons listed below have sole voting and investment power with respect to their shares of common stock, except to the extent authority is shared by spouses under applicable law. Pursuant to the rules of the Securities and Exchange Commission, the number of shares of common stock deemed outstanding includes (i) shares issuable pursuant to options held by the respective person or group that are currently exercisable or may be exercised within 60 days of March 28, 2014 and (ii) shares issuable pursuant to restricted stock units held by the respective person or group that vest within 60 days of March 28, 2014.

- (2) Applicable percentage of ownership as of March 28, 2014 is based upon 29,435,149 shares of common stock outstanding.
- (3) BlackRock Inc. has sole voting power with respect to 2,379,062 shares and sole dispositive power with respect to 2,464,280 shares. This information has been obtained from a Schedule 13G/A filed by BlackRock Inc. with the Securities and Exchange Commission on January 29, 2014.
- (4) The Vanguard Group Inc. has sole voting power with respect to 44,196 shares, sole dispositive power with respect to 1,685,198 shares and shared dispositive power with respect to 41,296 shares. Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 41,296 shares as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 2,900 shares as a result of its serving as investment manager of Australian investment offerings. The address of each reporting entity is 100 Vanguard Boulevard, Malvern, PA 19355. This information has been obtained from a Schedule 13G/A filed by The Vanguard Group, Inc. with the Securities and Exchange Commission on February 11, 2014.
- (5) T. Rowe Price Associates, Inc. has sole voting power with respect to 397,820 shares and sole dispositive power with respect to 1,545,120 shares. This information has been obtained from a Schedule 13G filed by T. Rowe Price Associates, Inc. with the Securities and Exchange Commission on February 12, 2014. The address of T. Rowe Price Associates, Inc. is 100 E. Pratt Street, Baltimore, MD 21202.
- (6) Lord, Abnett & Co. LLC has sole voting power with respect to 1,481,340 shares and sole dispositive power with respect to 1,516,482 shares. This information has been obtained from a Schedule 13G filed by Lord, Abnett & Co. LLC with the Securities and Exchange Commission on February 14, 2014. The address of Lord, Abnett & Co. LLC is 90 Hudson Street, Jersey City, NJ 07302-3900.
- (7) FMR LLC has sole voting power with respect to 320,507 shares. FMR LLC and Edward C. Johnson 3d each have sole dispositive power with respect to 1,178,400 shares. Fidelity Management & Research Company ("Fidelity"), a wholly owned subsidiary of FMR LLC and an investment adviser, is a beneficial owner of 1,178,400 shares. Crosby Advisors LLC, a wholly-owned subsidiary of Crosby Company of New Hampshire LLC ("CCNH"), is the beneficial owner of 320,169 shares as a result of providing investment advisory services to individuals, trusts and limited liability entities. Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, directly or indirectly, own CCNH. Neither FMR LLC nor Edward C. Johnson 3d has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees. The address of each reporting entity is 245 Summer St., Boston, MA 02210. This information has been obtained from a Schedule 13G filed by FMR LLC and Edward C. Johnson 3d with the Securities and Exchange Commission on February 10, 2014.
- (8) Includes 277,136 shares issuable to Mr. Angle upon exercise of stock options and 13,262 shares issuable to Mr. Angle upon vesting of restricted stock units.
- (9) Includes 22,012 shares issuable to Ms. Dean upon exercise of stock options and 1,656 shares issuable to Ms. Dean upon vesting of restricted stock units.
- (10) Includes 35,613 shares issuable to Mr. Campanello upon exercise of stock options.
- (11) Includes 33,220 shares issuable to Dr. Pirjanian upon exercise of stock options.
- (12) Includes 26,444 shares issuable to Mr. Weinstein upon exercise of stock options and 3,012 shares issuable to Mr. Weinstein upon vesting of restricted stock units.
- (13) Includes an aggregate of 140,000 shares held by iD5 Fund, L.P. Dr. Chwang is a general partner of the management company for iD5 Fund, L.P. and may be deemed to share voting and investment power with respect to all shares held by iD5 Fund, L.P. Dr. Chwang disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any. Also includes 30,000 shares issuable to Dr. Chwang upon exercise of stock options, 3,172 shares issuable to Dr. Chwang upon vesting of restricted stock options and 79,210 shares held in a trust for the benefit of certain of his family members. As co-trustees of the family trust, Dr. Chwang shares voting and dispositive power over the shares held by the trust with his spouse.
- (14) Includes 3,172 shares issuable to Ms. Deegan upon vesting of restricted stock units.
- (15) Includes 3,172 shares issuable to Ms. Ellinger upon vesting of restricted stock units.
- (16) Includes 3,172 shares issuable to Dr. Gansler upon vesting of restricted stock units.
- (17) Includes 40,000 shares issuable to Mr. Geisser upon exercise of stock options, 3,172 shares issuable to Mr. Geisser upon vesting of restricted stock units and 12,643 shares issuable to Mr. Geisser upon termination of service.
- (18) Includes 80,000 shares issuable to Mr. McNamee upon exercise of stock options, 3,172 shares issuable to Mr. McNamee upon vesting of restricted stock units and 3,487 shares issuable to Mr. McNamee upon termination of service.
- (19) Includes 60,000 shares issuable to Gen. Kern upon exercise of stock options, 3,172 shares issuable to Gen. Kern upon vesting of restricted stock units and 8,492 shares issuable to Gen. Kern upon termination of service.
- (20) Includes 2,500 shares issuable to Mr. Sagan upon exercise of stock options, 3,172 shares issuable to Mr. Sagan upon vesting of restricted stock units and 5,015 shares issuable to Mr. Sagan upon termination of service.
- (21) Includes an aggregate of 606,925 shares issuable upon exercise of stock options held by ten (10) executive officers and directors, an aggregate of 43,306 shares issuable upon vesting of restricted stock units held by eleven (11) executive officers and directors and an aggregate of 29,637 shares issuable upon termination of service to four (4) directors.

PROPOSAL 1
ELECTION OF DIRECTORS

Nominees

Our board of directors currently consists of nine members. Our amended and restated certificate of incorporation divides the board of directors into three classes. One class is elected each year for a term of three years. The board of directors, upon the recommendation of the nominating and corporate governance committee, has nominated Gail Deegan and Andrea Geisser and recommended that each be elected to the board of directors as a Class III director, each to hold office until the annual meeting of stockholders to be held in the year 2017 and until his or her successor has been duly elected and qualified or until his or her earlier death, resignation or removal. Ms. Deegan, Mr. Geisser and Dr. Gansler, are Class III directors whose terms expire at this annual meeting. Dr. Gansler is not standing for reelection to the board of directors. The board of directors is also composed of (i) four Class I directors (Colin M. Angle, Ronald Chwang, Ph.D., Paul J. Kern, Gen. U.S. Army (ret) and Deborah G. Ellinger) whose terms expire upon the election and qualification of directors at the annual meeting of stockholders to be held in 2015 and (ii) two Class II directors (George McNamee and Paul Sagan) whose terms expire upon the election and qualification of directors at the annual meeting of stockholders to be held in 2016.

The board of directors knows of no reason why any of the nominees would be unable or unwilling to serve, but if any nominee should for any reason be unable or unwilling to serve, the proxies will be voted for the election of such other person for the office of director as the board of directors may recommend in the place of such nominee. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the nominees named below.

Recommendation of the Board

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE NOMINEES LISTED BELOW.

The following table sets forth the nominees to be elected at the annual meeting and continuing directors, the year each such nominee or director was first elected a director, the positions with us currently held by each nominee and director, the year each nominee’s or director’s current term will expire and each nominee’s and director’s current class:

<u>Nominee’s or Director’s Name and Year First Became a Director</u>	<u>Position(s) with the Company</u>	<u>Year Current Term Will Expire</u>	<u>Current Class of Director</u>
Nominees for Class III Directors:			
Gail Deegan 2011	Director	2014	III
Andrea Geisser 2004	Director	2014	III
Continuing Directors:			
Colin M. Angle 1992	Chairman of the Board, Chief Executive Officer and Director	2015	I
Ronald Chwang, Ph.D. 1998	Director	2015	I
Paul J. Kern, Gen. U.S. Army (ret.) 2006	Director	2015	I
Deborah G. Ellinger 2011	Director	2015	I
George C. McNamee 1999	Director	2016	II
Paul Sagan 2010	Director	2016	II

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the director nominees to be elected at the annual meeting, the directors and the executive officers of the Company, their ages immediately prior to the annual meeting, and the positions currently held by each such person with the Company:

Name	Age	Position
Colin M. Angle	46	Chairman of the Board, Chief Executive Officer and Director
Alison Dean	49	Executive Vice President, Chief Financial Officer, Treasurer and Principal Accounting Officer
Russell J. Campanello	58	Executive Vice President, Human Resources
Paolo Pirjanian, Ph.D.	46	Executive Vice President, Chief Technology Officer
Glen D. Weinstein	43	Executive Vice President, Chief Legal Officer
Ronald Chwang, Ph.D.(1)	66	Director
Gail Deegan(2)	67	Director
Deborah G. Ellinger(1)	55	Director
Jacques S. Gansler, Ph.D.(3)	79	Director
Andrea Geisser(2)	71	Director
George C. McNamee(1)(3)	67	Director
Paul J. Kern, Gen. U.S. Army (ret)(2)	68	Director
Paul Sagan(3)	55	Director

-
- (1) Member of compensation committee
(2) Member of audit committee
(3) Member of nominating and corporate governance committee

Colin M. Angle, a co-founder of iRobot, has served as chairman of the board since October 2008, as chief executive officer since June 1997, and prior to that, as our president since November 1992. Mr. Angle has also served as a director since October 1992. Mr. Angle also worked at the National Aeronautical and Space Administration's Jet Propulsion Laboratory where he participated in the design of the behavior-controlled rovers that led to Sojourner exploring Mars in 1997. Mr. Angle holds a B.S. in Electrical Engineering and an M.S. in Computer Science, both from MIT. As a co-founder and chief executive officer, Mr. Angle provides a critical contribution to the board of directors reflecting his detailed knowledge of the Company, our employees, our client base, our prospects, the strategic marketplace and our competitors.

Alison Dean has served as our executive vice president, chief financial officer, and treasurer since April 2013. Ms. Dean previously served as our senior vice president, corporate finance from February 2010 until March 2013. From March 2007 until February 2010, Ms. Dean served as our vice president, financial controls & analysis. From August 2005 until March 2007, Ms. Dean served as our vice president, financial planning & analysis. From 1995 to August 2005, Ms. Dean served in a number of positions at 3Com Corporation, including vice president and corporate controller from 2004 to 2005 and vice president of finance - worldwide sales from 2003 to 2004. Ms. Dean holds a B.A. in Business Economics from Brown University and an M.B.A. from Boston University.

Russell Campanello has served as our executive vice president, human resources and corporate communications since February 2014. Mr. Campanello previously served as our senior vice president, human resources and corporate communications from July 2013 until February 2014. From November 2010 until July 2013, Mr. Campanello served as our senior vice president, human resources. Prior to joining iRobot, Mr. Campanello served as senior vice president, human resources and administration at Phase Forward, Inc. from April 2008 until September 2010. Mr. Campanello previously served as senior vice president of human resources and marketing at Keane, Inc., a business process and information technology consulting firm, from September 2003 to October 2007. Prior to Keane, Mr. Campanello served as chief people officer at NerveWire from August 2000 to February 2003. Prior to NerveWire, he served as senior vice president, human resources at Genzyme Corp. from November 1997 to July 2000. Earlier in his career, Mr. Campanello spent nine years as vice president of human resources at Lotus Development Corporation. He attended Suffolk University's Executive M.B.A. program, and holds a B.S. degree in Business Administration from the University of Massachusetts.

Paolo Pirjanian has served as our executive vice president, chief technology officer since February, 2014. Dr. Pirjanian previously served as our senior vice president, chief technology officer from October 2012 until February, 2014. Prior to joining iRobot, he served as chief executive officer of Evolution Robotics, Inc. for seven years. Before that, Pirjanian was the chief technology officer of Evolution Robotics, Inc.. Earlier in his career, he worked as a lecturer in the computer science department at the University of Southern California and as a researcher at the NASA Jet Propulsion Laboratory where he received the Technical Leadership Award. Pirjanian is the former U.S. chairman of IEEE Robotics and received the IEEE Robotics and Automation Society Early Career Award in 2004. He holds a Ph.D. in robotics from Aalborg University.

Glen D. Weinstein has served as our executive vice president and chief legal officer since August 2012. Mr. Weinstein previously served as our general counsel from July 2000 to August 2012 and as senior vice president from January 2005 to August 2012. Since March 2004, he has also served as our secretary. Prior to joining iRobot, Mr. Weinstein was with Covington & Burling LLP, a law firm in Washington, D.C. Mr. Weinstein holds a B.S. in Mechanical Engineering from MIT and a J.D. from the University of Virginia School of Law.

Ronald Chwang, Ph.D., has served as a director since November 1998. Dr. Chwang is the chairman and president of iD Ventures America, LLC (formerly known as Acer Technology Ventures, LLC) under the iD SoftCapital Group, a venture investment and management consulting service group formed in January 2005. From August 1998 until December 2004, Dr. Chwang was the chairman and president of Acer Technology Ventures, LLC, managing high-tech venture investment activities in North America. Dr. Chwang also serves on the board of directors of AU Optronics and a number of other private high tech companies. Dr. Chwang holds a B.Eng. (with honors) in Electrical Engineering from McGill University and a Ph.D. in Electrical Engineering from the University of Southern California. Dr. Chwang brings to the board of directors his extensive experience in the technology industry, through both company operations and venture capital investment.

Gail Deegan has served as a director since May 2011. From February 1996 until her retirement in September 2001, Ms. Deegan served as executive vice president and chief financial officer of Houghton Mifflin Company, a publishing company. From February 1995 to February 1996, Ms. Deegan was senior vice president of regulatory and government affairs for NYNEX New England, and from November 1991 to January 1995, was vice president and chief financial officer of New England Telephone. From 1988 to January 1990, Ms. Deegan was senior vice president, chief financial officer and treasurer of Eastern Enterprises, and from February 1990 to May 1991, was senior vice president, chief financial officer and chief administrative officer of that company. Ms. Deegan is a director of EMC Corporation and a former director of TJX Companies, Inc. Ms. Deegan holds a bachelor's degree in elementary education from The College of Saint Rose, a master's degree in History from Ohio State University, and an M.B.A. from Simmons College School of Management. Ms. Deegan brings to the board of directors her extensive experience with financial accounting matters for complex organizations and oversight of both the corporate governance requirements and financial reporting process of public companies.

Deborah G. Ellinger, CEO of The Princeton Review, has served as a director since November 2011. Ms. Ellinger is the former president of Restoration Hardware and former chief executive officer of Wellness Pet Food. Previously, she served as an executive vice president at CVS Pharmacy, a senior vice president at Staples and a partner at The Boston Consulting Group. Ms. Ellinger began her career with Mellon Financial Corporation. Her assignments have taken her all over the world; she has lived and worked in Europe, Asia and America. Ms. Ellinger also serves on the board of directors at National Life Group and The Princeton Review and is a former director of Sealy Corporation. She is qualified as a Barrister-at-Law in London, as a member of the Inner Temple. Ms. Ellinger holds an M.A. and B.A. in Law and Mathematics from the University of Cambridge. Ms. Ellinger brings extensive experience in international retail and consumer products to the board.

Jacques S. Gansler, Ph.D. has served as a director since July 2004. Dr. Gansler has been a professor at the University of Maryland, where he leads the school's Center for Public Policy and Private Enterprise, since January 2001. From November 1997 until January 2001, Dr. Gansler served as the Under Secretary of Defense for Acquisition, Technology and Logistics for the U.S. federal government. Dr. Gansler also serves on the board of directors of TTM Technologies, Inc. and TASC, Inc. Dr. Gansler holds a B.E. in electrical engineering from Yale University, an M.S. in Electrical Engineering from Northeastern University, an M.A. in Political Economy from New School for Social Research, and a Ph.D. in Economics from American University. Dr. Gansler brings to the board of directors his experience working with the federal government and in the defense industry. Dr. Gansler's term will expire at the annual meeting, and he will not stand for reelection.

Andrea Geisser has served as a director since March 2004. Mr. Geisser is currently a senior advisor to Zephyr Management Inc., a global private equity firm that specializes in emerging markets (Africa, India), and a member of the investment committee of some of those funds. From 1995 to 2005, Mr. Geisser was a managing director of Fenway Partners. Prior to founding Fenway Partners, Mr. Geisser was a managing director of Butler Capital Corporation. Prior to that, he was a managing director of Onex Investment Corporation, a Canadian management buyout company. From 1974 to 1986, he was a senior officer of Exor America. Mr. Geisser has been a board member and audit committee member of several private companies. Mr. Geisser holds a bachelor's degree from Bocconi University in Milan, Italy and a P.M.D. from Harvard Business School. Mr. Geisser brings to the board of directors his extensive experience regarding the management of companies, as well as his financial expertise.

George C. McNamee has served as a director since August 1999. Currently a private investor, Mr. McNamee served as a managing partner of FA Technology Ventures, an information and energy technology venture capital firm, from 2000 until 2012. He serves as chairman of the board of directors of Plug Power Inc., a leading fuel cell developer, and is a director of several private companies, a member of the Yale Development Board and a Trustee of the Albany Academies and The American Friends of Eton College. Mr. McNamee previously served on the board of directors of Broadpoint (now Gleacher) Securities as well as serving from 1984 to 2007 as chairman of its predecessor First Albany Companies and was also a board member of the New York Stock Exchange Inc., MapInfo, Home Shopping Network and the Meta Group. He received his Bachelor of Arts degree from Yale University. Mr. McNamee brings to the board of directors his extensive experience regarding the management of public and private companies, as well as his financial expertise.

Paul J. Kern, Gen. U.S. Army (ret.) has served as a director since May 2006. Gen. Kern has served as a senior counselor to The Cohen Group, an international strategic business consulting firm, since January 2005. Gen. Kern also served as president and chief operating officer of AM General LLC from August 2008 until January 2010. From 1963 to 2004, Gen. Kern served in the U.S. Army and, from October 2001 to November 2004, as Commanding General of the U.S. Army Materiel Command. Prior to his command in the U.S. Army Materiel Command, he served as the military deputy to the Assistant Secretary of the Army for Acquisition, Logistics and Technology. Gen. Kern also serves on the board of directors of Exelis Corporation and is a former director of EDO Corporation, Anteon International Corporation and ITT Corporation. He holds a B.S. from the United States Military Academy at West Point, an M.S. in Civil Engineering from the University of Michigan and an M.S. in Mechanical Engineering from the University of Michigan. Gen. Kern brings to the board of directors his extensive experience in the military and defense industry.

Paul L. Sagan has served as a director since February 2010. He is a partner and XIR at General Catalyst Partners, a venture capital firm based in Cambridge, Massachusetts. He is also vice chairman of Akamai Technologies, Inc. (NASDAQ: AKAM), and previously served as the company's chief executive officer from April 2005 until January 2013, and as its president beginning in May 1999. Mr. Sagan became a member of Akamai's board of directors in January 2005. Akamai is the leading cloud platform for helping enterprises provide secure, high-performing user experiences on any device, anywhere, on the Internet. From July 1997 to August 1998, Mr. Sagan was senior advisor to the World Economic Forum, a Geneva, Switzerland-based organization that provides a collaborative framework to leaders to address global issues. Previously, Mr. Sagan held senior positions at Time Warner Cable and Time Inc., affiliates of Time Warner Inc., and CBS, Inc. Mr. Sagan also serves on the board of directors of EMC Corporation and Datto, Inc., and is a former director of Dow Jones & Company, Inc. and Digitas, Inc. Mr. Sagan brings to the board of directors his extensive experience with complex global organizations, combined with his operational and corporate governance expertise.

Our executive officers are elected by the board of directors on an annual basis and serve until their successors have been duly elected and qualified or until their earlier death, resignation or removal.

CORPORATE GOVERNANCE AND BOARD MATTERS

Board Leadership Structure

Mr. Angle serves as our chief executive officer and chairman of the board. The board of directors believes that having our executive officer as chairman of the board facilitates the board of directors' decision-making process because Mr. Angle has first-hand knowledge of our operations and the major issues facing us. This also enables Mr. Angle to act as the key link between the board of directors and other members of management. To assure effective independent oversight, the board of directors annually appoints a lead independent director, as discussed further in "Executive Sessions of Independent Directors" below.

Independence of Members of the Board of Directors

The board of directors has determined that Drs. Chwang and Gansler, Ms. Deegan and Ellinger and Messrs. Geisser, McNamee, Sagan, and Gen. Kern are independent within the meaning of the director independence standards of The NASDAQ Stock Market, Inc., or NASDAQ, and the Securities and Exchange Commission, including Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Furthermore, the board of directors has determined that each member of each of the committees of the board of directors is independent within the meaning of the director independence standards of NASDAQ and the Securities and Exchange Commission.

Executive Sessions of Independent Directors

Executive sessions of the independent directors are held prior to each regularly scheduled in-person meeting of the board of directors. Executive sessions do not include any of our non-independent directors and are chaired by a lead independent director who is appointed annually by the board of directors from our independent directors. Mr. McNamee currently serves as the lead independent director. In this role, Mr. McNamee serves as chairperson of the independent director sessions. The independent directors of the board of directors met in executive session four (4) times in 2013.

In addition to acting as the chairperson of the independent director sessions, the lead independent director assists the board in assuring effective corporate governance. The lead independent director's specific duties include:

- providing the chairman of the board with input as to preparation of agendas for meetings;
- advising the chairman of the board as to the quality, quantity and timeliness of the flow of information from the Company's management that is necessary for the independent directors to effectively and responsibly perform their duties;
- coordinating and developing the agenda for the executive sessions of the independent directors;
- acting as principal liaison between the independent directors and the chairman of the board on sensitive issues;
- evaluating, along with the members of the compensation committee, the chief executive officer's performance and meeting with the chief executive officer to discuss such evaluation; and
- acting as chairperson of the board in the absence of the chairman of the board or a vacancy in the position of chairman of the board.

The Board of Directors' Role in Risk Oversight

The board of directors oversees our risk management process. This oversight is primarily accomplished through the board of directors' committees and management's reporting processes, including receiving regular reports from members of senior management on areas of material risk to the Company, including operational, financial, legal and regulatory, and strategic and reputational risks. The audit committee focuses on risk related to accounting, internal controls, and financial and tax reporting. The audit committee also assesses economic and business risks and monitors compliance with ethical standards. The compensation committee identifies and oversees risks associated with our executive compensation policies and practices, and the nominating and corporate governance committee identifies and oversees risks associated with director independence, related party transactions and the implementation of corporate governance policies.

Policies Governing Director Nominations

Director Qualifications

The nominating and corporate governance committee of the board of directors is responsible for reviewing with the board of directors from time to time the appropriate qualities, skills and characteristics desired of members of the board of directors in the context of the needs of the business and current make-up of the board of directors. This assessment includes consideration of the following minimum qualifications that the nominating and corporate governance committee believes must be met by all directors:

- nominees must have experience at a strategic or policy making level in a business, government, non-profit or academic organization of high standing;
- nominees must be highly accomplished in his or her respective field, with superior credentials and recognition;
- nominees must be well regarded in the community and shall have a long-term reputation for the highest ethical and moral standards;
- nominees must have sufficient time and availability to devote to the affairs of the Company, particularly in light of the number of boards on which the nominee may serve;
- nominees must be free of conflicts of interest and potential conflicts of interest, in particular with relationships with other boards; and
- nominees must, to the extent such nominee serves or has previously served on other boards, demonstrate a history of actively contributing at board meetings.

We do not have a formal diversity policy. However, pursuant to the Policy Governing Director Qualifications and Nominations, as part of its evaluation of potential director candidates and in addition to other standards the nominating and corporate governance committee may deem appropriate from time to time for the overall structure and composition of the board of directors, the nominating and corporate governance committee may consider whether each candidate, if elected, assists in achieving a mix of board members that represent a diversity of background and experience. Accordingly, the board of directors seeks members from diverse professional backgrounds who combine a broad spectrum of relevant industry and strategic experience and expertise that, in concert, offer us and our stockholders diversity of opinion and insight in the areas most important to us and our corporate mission. In addition, nominees for director are selected to have complementary, rather than overlapping, skill sets. All candidates for director nominee must have time available to devote to the activities of the board of directors. The nominating and corporate governance committee also considers the independence of candidates for director nominee, including the appearance of any conflict in serving as a director. Candidates for director nominee who do not meet all of these criteria may still be considered for nomination to the board of directors, if the nominating and corporate governance committee believes that the candidate will make an exceptional contribution to us and our stockholders.

Process for Identifying and Evaluating Director Nominees

The board of directors is responsible for selecting its own members. The board of directors delegates the selection and nomination process to the nominating and corporate governance committee, with the expectation that other members of the board of directors, and of management, will be requested to take part in the process as appropriate.

Generally, the nominating and corporate governance committee identifies candidates for director nominee in consultation with management, through the use of search firms or other advisors, through the recommendations submitted by stockholders or through such other methods as the nominating and corporate governance committee deems to be helpful to identify candidates. Once candidates have been identified, the nominating and corporate governance committee confirms that the candidates meet all of the minimum qualifications for director nominees established by the nominating and corporate governance committee. The nominating and corporate governance committee may gather information about the candidates through interviews, detailed questionnaires, comprehensive background checks or any other means that the nominating and corporate governance committee deems to be helpful in the evaluation process. The nominating and corporate governance committee then meets as a group to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of the board of directors. Based on the results of the evaluation process, the nominating and corporate governance committee recommends candidates for the board of directors' approval as director nominees for election to the board of directors. The nominating and corporate governance committee also recommends candidates to the board of directors for appointment to the committees of the board of directors.

Procedures for Recommendation of Director Nominees by Stockholders

The nominating and corporate governance committee will consider director nominee candidates who are recommended by our stockholders. Stockholders, in submitting recommendations to the nominating and corporate governance committee for director nominee candidates, shall follow the following procedures:

The nominating and corporate governance committee must receive any such recommendation for nomination not later than the close of business on the 120th day nor earlier than the close of business on the 150th day prior to the first anniversary of the date of the proxy statement delivered to stockholders in connection with the preceding year's annual meeting.

All recommendations for nomination must be in writing and include the following:

- Name and address of the stockholder making the recommendation, as they appear on our books and records, and of such record holder's beneficial owner;
- Number of shares of our capital stock that are owned beneficially and held of record by such stockholder and such beneficial owner;
- Name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five full fiscal years of the individual recommended for consideration as a director nominee;
- All other information relating to the recommended candidate that would be required to be disclosed in solicitations of proxies for the election of directors or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act, including the recommended candidate's written consent to being named in the proxy statement as a nominee and to serving as a director if approved by the board of directors and elected; and
- A written statement from the stockholder making the recommendation stating why such recommended candidate meets our criteria and would be able to fulfill the duties of a director.

Nominations must be sent to the attention of our secretary by U.S. mail (including courier or expedited delivery service) to:

iRobot Corporation
8 Crosby Drive
Bedford, Massachusetts 01730
Attn: Secretary of iRobot Corporation

Our secretary will promptly forward any such nominations to the nominating and corporate governance committee. Once the nominating and corporate governance committee receives the nomination of a candidate and the candidate has complied with the minimum procedural requirements above, such candidacy will be evaluated and a recommendation with respect to such candidate will be delivered to the board of directors.

Policy Governing Security Holder Communications with the Board of Directors

The board of directors provides to every security holder the ability to communicate with the board of directors as a whole and with individual directors on the board of directors through an established process for security holder communications as follows:

For communications directed to the board of directors as a whole, security holders may send such communications to the attention of the chairman of the board of directors by U.S. mail (including courier or expedited delivery service) to:

iRobot Corporation
8 Crosby Drive
Bedford, Massachusetts 01730
Attn: Chairman of the Board, c/o Secretary

For security holder communications directed to an individual director in his or her capacity as a member of the board of directors, security holders may send such communications to the attention of the individual director by U.S. mail (including courier or expedited delivery service) to:

iRobot Corporation
8 Crosby Drive
Bedford, Massachusetts 01730
Attn: [Name of the director], c/o Secretary

We will forward any such security holder communication to the chairman of the board, as a representative of the board of directors, or to the director to whom the communication is addressed, on a periodic basis. We will forward such communications by certified U.S. mail to an address specified by each director and the chairman of the board for such purposes or by secure electronic transmission.

Policy Governing Director Attendance at Annual Meetings of Stockholders

Our policy is to schedule a regular meeting of the board of directors on the same date as our annual meeting of stockholders and, accordingly, directors are encouraged to be present at our stockholder meetings. The ten (10) board members, who were directors at the time of the annual meeting of stockholders held in 2013, attended the meeting.

Board of Directors Evaluation Program

The board of directors performs annual self-evaluations of its composition and performance, including evaluations of its standing committees and individual evaluations for each director. In addition, each of the standing committees of the board of directors conducts its own self-evaluation, which is reported to the board of directors. The board of directors retains the authority to engage its own advisors and consultants.

For more corporate governance information, you are invited to access the Corporate Governance section of our website available at <http://www.irobot.com>.

Code of Ethics

We have adopted a “code of ethics,” as defined by regulations promulgated under the Securities Act of 1933, as amended, and the Exchange Act, that applies to all of our directors and employees worldwide, including our principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions. A current copy of the Code of Business Conduct and Ethics is available at the Corporate Governance section of our website at <http://www.irobot.com>. A copy of the Code of Business Conduct and Ethics may also be obtained, free of charge, from us upon a request directed to: iRobot Corporation, 8 Crosby Drive, Bedford, Massachusetts 01730, Attention: Investor Relations. We intend to disclose any amendment to or waiver of a provision of the Code of Business Conduct and Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, by posting such information on its website available at <http://www.irobot.com> and/or in our public filings with the Securities and Exchange Commission.

For more corporate governance information, you are invited to access the Corporate Governance section of our website available at <http://www.irobot.com>.

THE BOARD OF DIRECTORS AND ITS COMMITTEES

Board of Directors

The board of directors met seven (7) times during the fiscal year ended December 28, 2013, and took action by unanimous written consent eight (8) times. Each of the directors, with the exception of Dr. Gansler, attended at least 75% of the aggregate of the total number of meetings of the board of directors and the total number of meetings of all committees of the board of directors on which they served during fiscal 2013. Dr. Gansler attended 71% of the meetings of the board of directors. The board of directors has the following standing committees: audit committee; compensation committee; and nominating and corporate governance committee, each of which operates pursuant to a separate charter that has been approved by the board of directors. A current copy of each charter is available at the Corporate Governance section of our website at <http://www.irobot.com>. Each committee reviews the appropriateness of its charter at least annually. Each committee retains the authority to engage its own advisors and consultants. The composition and responsibilities of each committee are summarized below.

Audit Committee

The audit committee of the board of directors currently consists of Mr. Geisser, Ms. Deegan and Gen. Kern, each of whom is an independent director within the meaning of the director independence standards of NASDAQ and the Securities and Exchange Commission, or SEC, including Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Mr. Geisser serves as the chairman of the audit committee. In addition, the board of directors has determined that Mr. Geisser, Ms. Deegan and Gen. Kern are each financially literate and that Mr. Geisser and Ms. Deegan each qualifies as an "audit committee financial expert" under the rules of the SEC.

The audit committee met six (6) times during the fiscal year ended December 28, 2013. The audit committee operates under a written charter adopted by the board of directors, a current copy of which is available at the Corporate Governance section of our website at <http://www.irobot.com>.

As described more fully in its charter, the audit committee oversees the integrity of our financial statements, our accounting and financial reporting processes, our internal controls over financial reporting, our internal and external audit functions and the safeguarding of our assets. In fulfilling its role, the audit committee responsibilities include:

- appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm;
- pre-approving auditing and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
- reviewing and discussing with management and the independent registered public accounting firm our annual and quarterly financial statements and related disclosures;
- coordinating the oversight and reviewing the adequacy of our internal control over financial reporting;
- overseeing the performance of our internal auditors and internal audit functions, including reviewing the annual internal audit risk assessment as well as the scope of, and overall plans for, the annual internal audit program;
- establishing policies and procedures for the receipt and retention of accounting related complaints and concerns;
- reviewing and discussing with management risk assessment and risk management, including cyber security;
- overseeing the development of business continuity plans;
- overseeing our compliance with certain legal and regulatory requirements including, but not limited to, the Foreign Corrupt Practices Act;
- preparing the audit committee report required by SEC rules to be included in our annual proxy statement; and
- such other matters as the committee deems appropriate.

For additional information concerning the audit committee, see the "Report of the Audit Committee of the Board of Directors."

Compensation Committee

The compensation committee of the board of directors currently consists of Mr. McNamee, Ms. Ellinger and Dr. Chwang, each of whom is an independent director within the meaning of the director independence standards of NASDAQ, a non-employee director as defined in Rule 16b-3 of the Exchange Act, and an outside director pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). Mr. McNamee serves as the chairman of the compensation committee. The compensation committee's responsibilities include:

- annually reviewing and approving corporate goals and objectives relevant to compensation of our chief executive officer and other executive officers;
- evaluating the performance of our chief executive officer in light of such corporate goals and objectives and determining the compensation of our chief executive officer and other executive officers;
- overseeing and administering our compensation, welfare, benefit and pension plans and similar plans and determining the compensation of all executive officers; and

- reviewing and making recommendations to the board with respect to director compensation.

The compensation committee met nine (9) times and took action by unanimous written consent five (5) times during the fiscal year ended December 28, 2013. The compensation committee operates under a written charter adopted by the board of directors, a current copy of which is available at the Corporate Governance section of our website at <http://www.irobot.com>.

Nominating and Corporate Governance Committee

The nominating and corporate governance committee of the board of directors currently consists of Dr. Gansler and Messrs. McNamee and Sagan, each of whom is an independent director within the meaning of the director independence standards of NASDAQ and applicable rules of the SEC. In May 2013, Mr. McNamee replaced Mr. Meekin, who did not stand for re-election at the 2013 annual meeting of stockholders, on the nominating and corporate governance committee. Mr. Sagan serves as the chairman of the nominating and corporate governance committee. The nominating and corporate governance committee's responsibilities include:

- developing and recommending to the board criteria for board and committee membership;
- establishing procedures for identifying and evaluating director candidates including nominees recommended by stockholders;
- identifying individuals qualified to become board members;
- recommending to the board the persons to be nominated for election as directors and to each of the board's committees;
- developing and recommending to the board a code of business conduct and ethics and a set of corporate governance guidelines; and
- overseeing the evaluation of the board and management.

The nominating and corporate governance committee met four (4) times and took action by unanimous written consent one (1) time during the fiscal year ended December 28, 2013. The nominating and corporate governance committee operates under a written charter adopted by the board of directors, a current copy of which is available at the Corporate Governance section of our website at <http://www.irobot.com>.

Compensation Committee Interlocks and Insider Participation

During 2013, Dr. Chwang, Ms. Ellinger and Mr. McNamee served as members of the compensation committee. No member of the compensation committee was an employee or former employee of us or any of our subsidiaries, or had any relationship with us requiring disclosure herein.

During the last year, no executive officer of the Company served as: (i) a member of the compensation committee (or other committee of the board of directors performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served on our compensation committee; (ii) a director of another entity, one of whose executive officers served on our compensation committee; or (iii) a member of the compensation committee (or other committee of the board of directors performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served as a director of the Company.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

No portion of this audit committee report shall be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, through any general statement incorporating by reference in its entirety the proxy statement in which this report appears, except to the extent that the Company specifically incorporates this report or a portion of it by reference. In addition, this report shall not be deemed filed under either the Securities Act or the Exchange Act.

This report is submitted by the audit committee of the board of directors. The audit committee currently consists of Mr. Geisser (chairman), Ms. Deegan and Gen. Kern. None of the members of the audit committee is an officer or employee of the Company, and the board of directors has determined that each member of the audit committee meets the independence requirements promulgated by NASDAQ and the Securities and Exchange Commission, including Rule 10A-3(b)(1) under the Exchange Act. Each of Mr. Geisser and Ms. Deegan is an “audit committee financial expert” as is currently defined under SEC rules. The audit committee operates under a written charter adopted by the board of directors.

The audit committee oversees the Company's accounting and financial reporting processes on behalf of the board of directors. The Company's management has the primary responsibility for the financial statements, for maintaining effective internal control over financial reporting, and for assessing the effectiveness of internal control over financial reporting. In fulfilling its oversight responsibilities, the audit committee has reviewed and discussed with management the Company's consolidated financial statements for the fiscal quarters and full year ended December 28, 2013, including a discussion of, among other things, the quarterly and annual earnings press releases, the quality of the Company's accounting principles, the reasonableness of significant estimates and judgments, and the clarity of disclosures in the Company's financial statements.

The audit committee also reviewed with PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm, the results of their audit and discussed matters required to be discussed by the Statement on Auditing Standards No. 16, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board, other standards of the Public Company Accounting Oversight Board, rules of the Securities and Exchange Commission and other applicable regulations. The audit committee has reviewed permitted services under rules of the Securities and Exchange Commission as currently in effect and discussed with PricewaterhouseCoopers LLP their independence from management and the Company, including the matters in the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and has considered and discussed the compatibility of non-audit services provided by PricewaterhouseCoopers LLP with that firm's independence.

The audit committee meets with the independent registered public accounting firm, with and without management present, to discuss the results of their examinations; their evaluations of the Company's internal control, including internal control over financial reporting; and the overall quality of the Company's financial reporting. Additionally, the audit committee meets in separate executive sessions with the Company's Chief Financial Officer and the head of internal audit.

In accordance with SEC rules and PricewaterhouseCoopers LLP policies, lead and concurring audit partners are subject to rotation requirements that limit the number of consecutive years an individual partner may provide services to our Company to a maximum of five years. The selection of the lead audit partner pursuant to this rotation policy involves a meeting between the candidate for the role and the chair of the audit committee, as well as with the full audit committee and members of management.

The audit committee has also evaluated the performance of PricewaterhouseCoopers LLP, including, among other things, the length of time the firm has been engaged; its familiarity with our operations and businesses, accounting policies and practices, and our internal controls over financial reporting; and the appropriateness of fees paid to PricewaterhouseCoopers LLP for audit and non-audit services in 2013, on an absolute basis and as compared to the scope of prior year audits. Information about PricewaterhouseCoopers LLP's fees for 2013 is discussed below in this proxy statement under “Proposal 2 - Ratification of Appointment of Independent Registered Public Accountants.” Based on its evaluation, the audit committee has retained PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for the 2014 fiscal year.

Based on its review of the financial statements and the aforementioned discussions, the audit committee concluded that it would be reasonable to recommend, and on that basis did recommend, to the board of directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 28, 2013.

Respectfully submitted by the Audit Committee,

Andrea Geisser (chairman)
Gail Deegan
Paul J. Kern

REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

No portion of this compensation committee report shall be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, through any general statement incorporating by reference in its entirety the proxy statement in which this report appears, except to the extent that the Company specifically incorporates this report or a portion of it by reference. In addition, this report shall not be deemed filed under either the Securities Act or the Exchange Act.

The compensation committee of the board of directors, which is comprised solely of independent directors within the meaning of applicable rules of The NASDAQ Stock Market, Inc., outside directors within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and non-employee directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, is responsible for developing executive compensation policies and advising the board of directors with respect to such policies and administering the Company's cash incentive, stock option and employee stock purchase plans. The compensation committee sets performance goals and objectives for the chief executive officer and the other executive officers, evaluates their performance with respect to those goals and sets their compensation based upon the evaluation of their performance. In evaluating executive officer pay, the compensation committee retains the services of a compensation consultant and considers recommendations from the chief executive officer with respect to goals and compensation of the other executive officers. The compensation committee assesses the information it receives in accordance with its business judgment. The compensation committee also periodically reviews director compensation. All decisions with respect to executive and director compensation are approved by the compensation committee. All decisions regarding chief executive officer and director compensation are reviewed and ratified by the full board. George McNamee, Deborah Ellinger and Ronald Chwang are the current members of the compensation committee.

The compensation committee has reviewed and discussed the Compensation Discussion and Analysis (the "CD&A") for the year ended December 28, 2013 with management. In reliance on the reviews and discussions referred to above, the compensation committee recommended to the board of directors, and the board of directors has approved, that the CD&A be included in the proxy statement for the year ended December 28, 2013 for filing with the SEC.

Respectfully submitted by the Compensation Committee,

George C. McNamee (chairman)
Deborah Ellinger
Ronald Chwang

COMPENSATION AND OTHER INFORMATION CONCERNING EXECUTIVE OFFICERS AND DIRECTORS

Compensation Discussion & Analysis

Overview

Our compensation philosophy is based on a desire to balance retention of executive talent with pay for performance incentive compensation, which is designed to reward our named executive officers for continued service and our sustained financial and operating performance. We believe the compensation of our named executive officers should align our executives' interests with those of our stockholders and focus executive behavior on the achievement of both near-term corporate targets as well as long-term business objectives and strategies. It is the responsibility of the compensation committee of our board of directors to administer our compensation practices to ensure they are competitive and include incentives designed to appropriately drive our performance, including Adjusted EBITDA, revenue and, when appropriate, individual objectives. Our compensation committee reviews and approves elements of executive compensation, including executive officer base salaries, cash incentives and equity awards.

Our performance as a Company in 2013 was excellent. Full year revenue of \$487 million represented an increase of 12% from full year revenue in 2012, and earnings per share of \$0.94 in 2013 was ahead of earnings per share of \$0.61 in 2012. In particular, our home robot business revenue continued to grow more than 20% over the prior year, while defense & security revenue delivered results consistent with our expectations while continuing to reduce reliance on the U.S. Department of Defense. In addition, we began shipping remote presence robots into the healthcare market and positioned ourselves to begin selling Ava 500 business collaboration robots in the first half of 2014. This excellent performance was reflected in a 90% stock price appreciation in fiscal 2013 over fiscal 2012.

Based on our strong 2013 performance, our named executive officers received significant incentive cash compensation in 2013, while maintaining a significant portion of their compensation in the form of long-term incentives. We believe our compensation philosophies, as described below, have aligned executive compensation with Company performance.

Objectives of Our Compensation Programs

Our compensation programs for our executive officers are designed to achieve the following objectives:

- Provide competitive compensation that attracts, motivates and retains the best talent and the highest caliber executives to help us to achieve our strategic objectives;
- Connect a significant portion of the total potential compensation paid to executives to our annual financial performance;
- Align management's interest with the interests of stockholders through long-term equity incentives; and
- Provide management with performance goals directly linked to our annual plan for growth and profit.

We believe the compensation of our named executive officers should reflect their success as a management team, rather than as individuals, in attaining key operating objectives, such as improved Adjusted EBITDA performance, improved operating income as a percentage of revenue and revenue growth. We define Adjusted EBITDA as earnings before interest, taxes, depreciation and amortization, merger and acquisition expenses, net intellectual property litigation expense, restructuring expense and non-cash stock compensation.

We also believe that the compensation of our named executive officers should not be based on the short-term performance of our stock, whether favorable or unfavorable, but rather that the price of our stock will, in the long-term, reflect our operating performance, and ultimately, the management of the Company by our named executive officers.

Methodologies for Establishing Executive Compensation

The compensation committee, which is comprised entirely of independent directors, reviews the compensation packages for our named executive officers, including an analysis of all elements of compensation separately and in the aggregate. In determining the appropriate compensation levels for our chief executive officer, the compensation committee meets outside the presence of all our executive officers with the exception of the senior vice president, human resources. With respect to the compensation levels of all other named executive officers, the compensation committee meets outside the presence of all executive officers except our chief executive officer and, as needed, our senior vice president, human resources. Our chief executive officer annually reviews the performance of each of the other named executive officers' with the compensation committee.

The compensation committee has engaged an independent compensation consultant to work with our human resources department and the chief executive officer to develop recommendations regarding base salary levels, target incentive awards and actual payouts, performance goals for incentive compensation and equity awards for named executive officers, other than himself. In conjunction with the annual performance review of each named executive officer in February of each year, the compensation committee carefully considers the recommendations of the chief executive officer when setting base salary, bonus

payments under the prior year's incentive compensation plan, and target amounts and performance goals for the current year's incentive compensation plan. In addition, the compensation committee similarly determines equity incentive awards, if any, for each named executive officer.

Moreover, the compensation committee considers the results of the advisory vote on named executive officer compensation, or the "say on pay" vote, that is completed each year at our annual meeting of stockholders. For compensation determinations made by the compensation committee in February 2013, for example those related to setting base salaries and long-term incentive compensation as discussed herein, the compensation committee reviewed and considered the results of the then-most recent say on pay vote in May 2012, which were as follows:

For	17,851,593	92.64%
Against	1,371,142	7.11%
Abstain	45,606	0.24%

At the May 2013 annual meeting of stockholders, subsequent to the February 2013 annual determinations of the compensation committee, a meaningfully smaller majority of our stockholders voted to approve our say on pay proposal. The results of the say on pay vote held in May 2013 were as follows:

For	11,448,782	59.55%
Against	7,646,078	39.77%
Abstain	129,742	0.68%

As a result, the compensation committee solicited feedback from institutional investors and proxy advisory firms, which resulted in certain changes in short- and long-term compensation, discussed in more detail below.

As part of ongoing efforts to be responsive to the concerns of our investors regarding our executive compensation programs and to reward outstanding operational and financial performance, the compensation committee will, in consultation with its independent compensation consultant, continue to consider changes to our compensation programs as appropriate in response to input from stockholders and evolving factors such as the business environment and competition for talent.

The compensation committee will continue to consider the outcome of our say on pay votes, regulatory changes and emerging best practices when making future compensation decisions for our named executive officers.

Our compensation plans are developed, in part, by utilizing publicly available compensation data and subscription compensation survey data for national and regional companies in the technology, defense, household durables and robotics industries. We believe that the practices of this group of companies provide us with appropriate compensation benchmarks, because these companies have similar organizational structures and tend to compete with us to attract executives and other employees. For benchmarking executive compensation, we typically review the compensation data for companies with revenues, numbers of employees and market capitalizations similar to our profile.

Compensation Consultant

The compensation committee engaged an independent compensation consultant, Pearl Meyer & Partners, LLC ("PM&P"), to help evaluate peer companies for cash and long-term incentive compensation purposes, analyze applicable compensation data and determine appropriate compensation levels and plan design for our executive officers. PM&P also helps review the peer group annually, provides the compensation committee with up to date information and trends in the marketplace, as well as assists the compensation committee in understanding the Company's alignment of pay and performance. Neither the compensation committee nor the Company has retained PM&P for any other purpose.

Compensation Comparisons

Developing a peer group for compensation comparison purposes is not an easy task for our Company. Each year we watch as industry analysts and proxy advisory firms, who struggle to understand our business, also struggle to find reasonable industry comparisons for compensation peer group purposes. We do not have any "true" robotic comparator companies that are publicly-traded, stand-alone, U.S.-based or size-appropriate. We believe our mix of technology and technology/consumer products peer group firms is appropriate for compensation and performance comparison purposes, but our peer group firms differ substantially from the peer groups used by proxy advisory firms. These firms tend to compare us to organizations in the Consumer Durables industry such as home builders, retailers and furniture distributors/manufacturers. These differences in peer group firms used to

determine alignment of pay and performance result in substantial differences in Company performance and how compensation is valued and delivered to executives. Technology and technology/consumer products perform and pay reasonably different from home builders, retailers and furniture distributors/manufacturers. The compensation committee takes all of these unique dynamics into account annually when reviewing our peer group firms.

The following selection criteria, developed in conjunction with the compensation committee, which are thoroughly reviewed and adjusted (as needed), were used to develop the comparative peer group used in assessing the competitiveness of our executive compensation for purposes of fiscal 2013 compensation actions:

- Companies with revenues within a similar range and generally similar market capitalization;
- Companies within comparable industries that focus on high-tech products (e.g., information technology, consumer durables, consumer services, aerospace/defense, capital goods, electronics equipment, instruments and components, healthcare technology, etc.);
- Companies with highly-engineered products and complex technologies with multiple industry applications;
- Technology companies whose products contain both hardware and software components; and
- Companies with moderate to high sales growth and opportunity.
- Other criteria also considered include:
 - Companies classified as “disruptive innovation;”
 - Companies with products with brand recognition and/or disposable income “luxury” goods; and
 - Companies with moderate margins and levels of research and development expense.

Due to changes in revenues, Esterline Technologies Group, Intuitive Surgical, Inc. and Trimble Navigation Ltd were removed from the peer group, and Leapfrog Enterprises, Inc. and Netgear, Inc. were added to the 2013 peer group. The resulting peer group consisted of the following 15 firms:

Accuray Incorporated	Orbital Sciences Corporation
AeroVironment, Inc.	Plantronics, Inc.
American Science and Engineering, Inc.	SeaChange International, Inc.
Bruker Corporation	Synaptics Incorporated
Cognex Corporation	Tivo, Inc.
Leapfrog Enterprises, Inc.	Universal Electronics, Inc.
Mercury Systems, Inc.	Voxx International Corp.
Netgear, Inc.	

These 15 companies, at the time of the analysis, had median annual revenues of \$463 million and a median market capitalization of \$598 million, compared to our 2013 annual revenue of \$487 million and year-end market capitalization of \$1.0 billion.

We annually reassess the relevance of our peer group and make changes when judged appropriate. We believe that the use of benchmarking is an important factor in remaining competitive with our peers and furthering our objective of attracting, motivating and retaining highly qualified personnel.

The compensation committee reviews all components of compensation for named executive officers. In accordance with its charter, the compensation committee also, among other responsibilities, administers our incentive compensation plan, and reviews and makes recommendations to management on company-wide compensation programs and practices. In setting compensation levels for our executive officers in fiscal 2013, the compensation committee considered many factors in addition to the benchmarking described above, including, but not limited to:

- the scope and strategic impact of the executive officer's responsibilities,
- our past business and segment performance, and future expectations,
- our long-term goals and strategies,
- the performance and experience of each individual,
- past compensation levels of each individual and of the named executive officers as a group,
- relative levels of pay among the executive officers,
- the amount of each component of compensation in the context of the executive officer's total compensation and other benefits,

- for each named executive officer, other than the chief executive officer, the evaluations and recommendations of the chief executive officer, and
- the competitiveness of the compensation packages relative to the selected benchmarks as highlighted by the independent compensation consultant's analysis.

The compensation committee determines compensation for our chief executive officer using the same factors it uses for other executive officers, while placing greater emphasis on performance-based opportunities through long-term equity and short-term cash incentive compensation, which we believe better aligns our chief executive officer's interests with our success and the interests of our stockholders. In assessing the compensation paid to our chief executive officer, the compensation committee relies on both information from our selected benchmarks and its judgment with respect to the factors described above.

Elements of Compensation

Our executive compensation program consists of three primary elements: salary, an annual cash incentive, and long-term equity interests, primarily in the form of stock options and restricted stock units. All of our executive officers also are eligible for certain benefits offered to employees generally, including life, health, disability and dental insurance, as well as participation in our 401(k) plan. We have also entered into security agreements with our executive officers that provide for certain severance benefits upon termination of employment, including a termination in connection with a change in control of the Company.

Base Salary

The compensation committee believes our executive officers, including our chief executive officer, are paid salaries in line with their qualifications, experience and responsibilities. Salaries are structured so they are within the range of salaries paid by the peer companies reviewed by the compensation committee in the technology and robotics industry. We generally aim to set base salaries for each of our executives between the 40th and 60th percentiles in the technology and robotics industry and also take into consideration many additional factors (described below) that we believe enable us to attract, motivate and retain our leadership team in an extremely competitive environment. Salaries are generally reviewed on an annual basis.

The compensation committee reviewed the base salaries for each of our executive officers, taking into account an assessment of the individual's responsibilities, experience, individual performance and contribution to our performance, and also generally takes into account the competitive environment for attracting and retaining executives consistent with our business needs. With respect to each of our executive officers, other than Mr. Angle, Mr. Angle provided a detailed evaluation and recommendation related to base salary adjustments, if any.

We believe the base salaries paid to our executive officers during our fiscal year 2013 helped to achieve our executive compensation objectives. In addition, we believe that the base salaries of our named executive officers, which range from 20% to 39% as a percentage of total compensation, are set at an appropriate level to keep a significant portion of executive compensation at risk as part of our compensation philosophy.

In light of the considerations discussed above, the base salaries of our named executive officers were increased for fiscal year 2013 as follows: In February 2014 and as part of the annual review process, the compensation committee also approved base salary adjustments for 2014 also noted in the table below.

	<u>2012 Base Salary</u>	<u>% Increase</u>	<u>2013 Base Salary</u>	<u>% Increase</u>	<u>2014 Base Salary</u>
Colin M. Angle	\$525,000	19.0%	\$625,000	4.0%	\$650,000
Alison Dean	\$249,930	30.0%	\$325,000	23.1%	\$400,000
Russell J. Campanello	\$300,000	8.3%	\$325,000	0.0%	\$325,000
Paolo Pirjanian	\$278,250	16.8%	\$325,000	7.7%	\$350,000
Glen D. Weinstein	\$325,000	3.1%	\$335,000	4.0%	\$348,500
John J. Leahy	\$375,000	14.7%	\$430,000	N/A	N/A
Jeffrey A. Beck	\$410,000	4.9%	\$430,000	N/A	N/A

In April 2013, Mr. Leahy resigned as Executive Vice President, Chief Financial Officer and Treasurer and Ms. Dean was appointed Executive Vice President, Chief Financial Officer and Treasurer. In conjunction with her promotion, and additional responsibilities for supervising additional functions such as facilities, information technology and operations, Ms. Dean's base

salary was increased substantially. In November 2013, Mr. Beck resigned as Chief Operating Officer and his employment with the Company terminated in December 2013.

In November 2013, Dr. Pirjanian assumed responsibility for all engineering, research and development functions at the Company as an executive officer.

Other Benefits and Perquisites

We also have various broad-based employee benefit plans. Our executive officers participate in these plans on the same terms as other eligible employees, subject to any legal limits on the amounts that may be contributed by or paid to executive officers under these plans. We offer a 401(k) plan, which allows our employees to invest in a wide array of funds on a pre-tax basis. We do not provide pension arrangements or post-retirement health coverage for our named executive officers or other employees. We also maintain insurance and other benefit plans for our employees. We offer no perquisites that are not otherwise available to all of our employees.

Cash Incentive Compensation

The compensation committee believes that a portion of overall cash compensation for executive officers should be contingent upon successful achievement of significant financial and business objectives and implementation of our business strategy. For our named executive officers, including our chief executive officer, the granting of cash incentive payments is based on an evaluation of achievement against predetermined financial and operational metrics in accordance with our Senior Executive Incentive Compensation Plan that was adopted by the compensation committee. For each named executive officer, 100% of his or her target cash incentive compensation in 2013 was tied to key financial and operating performance measures. Target cash incentives for named executive officers are generally targeted between the 40th and 60th percentiles of similar cash incentives provided to officers in peer companies reviewed by the compensation committee in the technology and robotics industries. The amount of cash incentives paid to the named executive officers, however, is subject to the assessment of the compensation committee of our performance in general and the achievement of specific goals.

For fiscal 2013, the target bonus awards under our Senior Executive Incentive Compensation Plan for each of our named executive officers, as a percentage of base salary earned during the fiscal year, are summarized in the table below. Mr. Leahy resigned from the Company on April 5, 2013 and, accordingly, was not eligible to receive a bonus under the Senior Executive Incentive Compensation Plan. These target bonus amounts were set at levels the compensation committee determined were appropriate in order to achieve our objective of retaining those executives who perform at or above the levels necessary for us to achieve our business plan, which, among other things, involved growing our Company in a cost-effective way.

	Incentive Bonus Award Opportunity Payout Scale (% of base salary)		
	Threshold (35% of target opportunity) (1)	Target (100%)	Maximum (190% of target opportunity) (2)
Colin M. Angle	35.00%	100%	190.00%
Alison Dean	21.00%	60%	114.00%
Russell J. Campanello	21.00%	60%	114.00%
Paolo Pirjanian	21.00%	60%	114.00%
Glen D. Weinstein	21.00%	60%	114.00%
Jeffrey A. Beck	26.25%	75%	142.50%

- (1) Threshold payments are made only after the Company has achieved certain Adjusted EBITDA, excluding cash incentive compensation expense.
- (2) This reflects the maximum incentive cash payout levels established under our Senior Executive Incentive Compensation Plan for 2013 based on the specific targets established for fiscal 2013.

For 2014, Ms. Dean's target bonus award was increased to 62.5% of her base salary. The target bonus awards for the other named executive officers remained the same for fiscal 2014.

While the Senior Executive Incentive Compensation Plan is designed to provide cash incentive payments based upon objectively determinable formulas that tie cash incentive payments to specific financial goals and strategic milestones, the compensation committee retains the discretion to adjust cash incentive payments under the Senior Executive Incentive Compensation Plan based upon additional factors.

The following table summarizes the performance measures, associated weightings and goals for each of the named executive officers. As discussed previously, the payout opportunity ranges from 35% of the target incentive opportunity for achieving threshold level of performance to 190% of the target incentive opportunity for achieving maximum level of performance.

Performance Measure	Weighting	Performance Goal		
		Threshold	Target	Maximum
Adjusted EBITDA, excluding cash incentive compensation expense	70%	\$53.2 million	\$59.1 million	\$76.8 million
Revenue	30%	\$391.5 million	\$489.4 million	\$636.2 million

The compensation committee chose this mix of financial targets for cash incentive compensation because it believes that executive officers should be focused on a small set of critical, team-based financial and operating metrics that reinforce the executive's role and impact. Also, the compensation committee established a hurdle where the available total incentive compensation payout for the entire employee base - including the named executive officers - would be reduced on a dollar-for-dollar basis if Adjusted EBITDA, excluding cash incentive compensation expense, fell below \$53.2 million.

The following table shows our achievement against the various metrics used for calculating the 2013 cash incentive compensation for our named executive officers:

Metric	Minimum	Target (100%)	Maximum	2013 Actual Performance	Actual Percentage Earned (as % of target)
\$ in millions					
Adjusted EBITDA, excluding cash incentive compensation expense	\$53.2	\$59.1	\$76.8	\$75.3	182%
Company Revenue	\$391.5	\$489.4	\$636.2	\$487.4	98%

Based on our achievement of the performance metrics set forth above, the following cash awards were made to the named executive officers for performance in fiscal 2013 pursuant to our Senior Executive Incentive Compensation Plan:

	Incentive Bonus Award		
	Original Target Incentive Opportunity	Achievement	ICP Earned
Colin M. Angle	\$625,000	157%	\$981,250
Alison Dean	\$195,000	157%	\$306,150
Glen D. Weinstein	\$201,000	157%	\$315,570
Russell J. Campanello	\$195,000	157%	\$306,150
Paolo Pirjanian	\$195,000	157%	\$306,150
John J. Leahy(1)	\$—	—%	\$—
Jeffrey A. Beck (2)	\$322,500	157%	\$506,325

- (1) Mr. Leahy retired from the Company on April 5, 2013 and therefore was ineligible to receive a bonus under the Senior Executive Incentive Compensation Plan for 2013.
- (2) Mr. Beck's ICP Earned represents a cash payment, pursuant to a Separation Agreement dated November 25, 2013 between the Company and Mr. Beck, in an amount equal to what he would have received as a bonus for fiscal 2013 under the Company's Senior Executive Incentive Compensation Plan had his employment continued until the bonus payments were made to the other named executive officers under the Senior Executive Incentive Compensation Plan.

No discretionary bonuses were paid with respect to fiscal 2013.

Long-Term Incentives

Executive officers (and other employees) are eligible to receive restricted stock, stock option grants, restricted stock units and other stock awards that are intended to promote success by aligning employee financial interests with long-term stockholder value. Long-term incentives are awarded based on various factors primarily relating to the responsibilities of the individual officer or employee, his or her past performance, anticipated future contributions, prior grants and Company performance. In general, our compensation committee bases its decisions to grant long-term incentives on recommendations of our chief executive officer and the compensation committee's analysis of peer group and industry compensation information, with the intention of keeping the executives' overall compensation at a competitive level with the comparator companies reviewed by the compensation committee in the technology and robotics industries. Our compensation committee also takes into consideration the number of shares of common stock outstanding, the number of shares of common stock authorized for issuance under our equity compensation plans, the number of options and shares held by the executive officer for whom an award is being considered and other elements of the officer's compensation, as well as our compensation objectives and policies described above when reviewing the long-term incentive program.

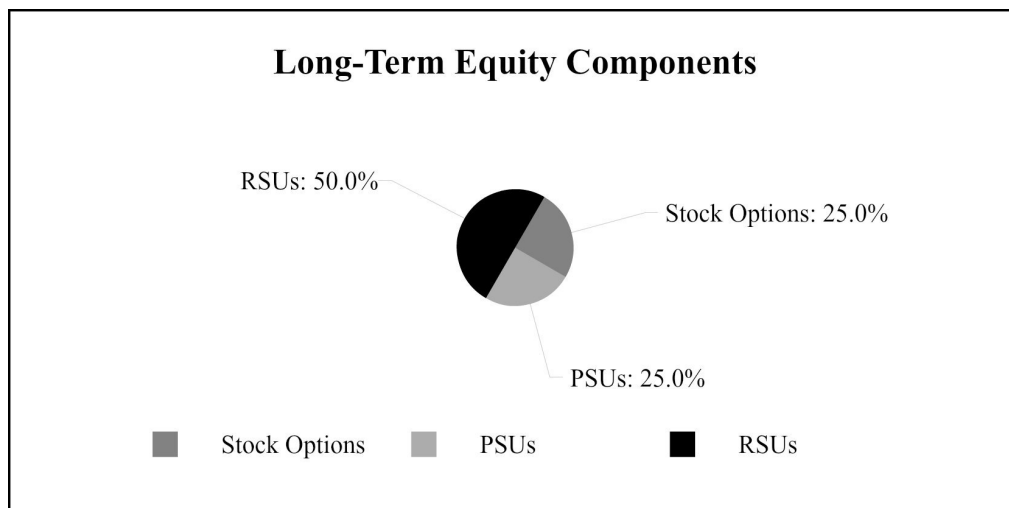
In March 2013, we granted stock options and restricted stock unit awards to our named executive officers. We also granted stock options and restricted stock unit awards to Ms. Dean in connection with her promotion during 2013. For these grants, the compensation committee allocated 20% of the total value of our long-term annual equity awards to senior executives to stock options and 80% to restricted stock units. The compensation committee believes a mix in our long-term equity awards between stock options and restricted stock units aligns the incentives of our executives with the interests of our stockholders and the long-term performance of the Company by directly tying a significant portion of the value that may be realized from our equity compensation to an increase in our stock price.

In May 2013, we held our annual say on pay vote to approve named executive officer compensation. As discussed, approximately 60% of the votes cast voted in favor of our executive compensation program, representing a substantial decrease from the approximately 93% approval of our say on pay vote in 2012. While representing majority support for the named executive officer compensation, these results were below what we deem satisfactory.

Leading up to and following our 2013 say on pay vote, our compensation committee Chairman, along with senior members of management, met with a diverse mix of our institutional investors and with proxy advisory firms to discuss our executive compensation program in an effort to better understand the underlying reasons for our say on pay results.

Consistent with the feedback we received from our stockholders, we have introduced a significant change to our long-term incentive program. The initial equity grants under this new program were made in March 2014, immediately following our 2013 annual performance review cycle, consistent with the Company's historical annual grant timing. While this important change in the compensation philosophy is not reflected in the summary compensation table reported in this proxy (which only details equity grants made during fiscal year 2013), we believe that a detailed explanation of our new program is warranted.

First, and most importantly, we have enhanced our commitment to performance-based equity in our long-term incentive program for our named executive officers. Our new long-term incentive program for our named executive officers includes a mix of three different instruments: performance share units ("PSUs"); stock options; and restricted share units ("RSUs").



Fifty percent (50%) of equity value will be directly tied to financial metric performance and stock appreciation through the use of performance share units (25%) and stock options (25%) and the remaining 50% will be in the form of restricted stock units. The compensation committee expects the mix of long-term equity vehicles to evolve, as needed, in coming years to continue to best align and support our business strategy.

The Company's and compensation committee's goals for selecting metrics for the PSUs component of the long-term incentive program include:

- Alignment with business strategy;
- Alignment with stockholder interest in improving long-term business fundamentals;
- Correlation with total stockholder return;
- Complementary to our short-term incentive metrics;

After a thoughtful process and consideration of various metrics, it was determined that operating income percent (with a threshold requirement for a minimum amount of revenue growth) is the optimal initial metric for our performance share unit component. We believe operating income percent is an excellent measure of the underlying profitability of the enterprise and it has historical correlation with total stockholder return. Operating income percent is also a regularly reported financial measure, is understood by our investor base, and can be reasonably forecasted over the relevant performance period. We believe operating income percent in our long-term incentives coupled with the revenue component of our short-term incentives provides strong executive focus on important short- and long-term business drivers.

While this single metric was chosen for the initial implementation of the new performance share unit component, in future years, other metrics may be selected to further optimize and align the incentives of management with our business strategy.

Under the 2014 PSUs, the number of shares actually earned at the end of the three year period will range from 0% to 100% of the target number of PSUs granted based on the Company's performance against three year operating income goals. In addition, while all vesting of earned PSUs occurs on the third anniversary of the date of grant, achievement of intermediate targets for 2014, 2015 and/or 2016 will allow PSUs to be deemed earned but not yet vested for the intermediate periods. Achievement of the cumulative target will allow all shares subject to the PSUs to be earned regardless of the achievement of the intermediate 2014, 2015 and 2016 targets.

Unvested awards are not eligible to receive any dividends or voting rights until the point at which any shares are earned and vested.

Also, the Company determines the value of its annual equity awards early in the year (usually in March). Annual awards are sized relative to Company and individual performance for the prior year as is a typical practice for many companies. By granting our annual awards at the beginning of each year and using the prior year's performance to size our awards, there could be a possible disconnect with our awards relative to our performance in the year of grant.

We believe our new performance focused long-term incentive program, implemented in 2014 and the alignment of our annual incentive bonus payouts with actual Company performance have addressed many of our key stockholders' concerns. When voting on 2014 say on pay, we encourage stockholders to consider the evolution of our executive compensation program, alignment of our pay and performance for 2013, and our overall Company performance and increased stockholder value created in the most recent year.

Stock Ownership Guidelines and Hedging/Pledging Policy

We introduced equity ownership guidelines in 2011 to further align the interests of our senior management and directors with those of our stockholders. Under the guidelines, executives are expected to hold common stock in an amount equal to a multiple of their base salary as determined by their position. The guidelines range from two times base salary to six times base salary for our chief executive officer. In addition, under the guidelines, our directors are expected to hold common stock in an amount equal to six times their current board retainer fee. For purposes of these guidelines, stock ownership includes shares over which the executive has direct or indirect ownership or control, including restricted stock and in-the-money vested stock options, but does not include unvested restricted stock units or unvested stock options. Executives and directors are expected to meet their ownership guidelines within five years of becoming subject to the guidelines. All executives and directors are currently meeting or are working to achieve these guidelines within the five year time period.

Moreover, since 2005, we have had a written insider trading policy that prohibits holding Company securities as collateral in a margin account and prohibits pledging of Company securities as collateral for a loan unless the pledge has been approved by the compensation committee of the board of directors. To date, no such approval has requested or given.

Executive Agreements

We have entered into executive agreements with each of our named executive officers. The executive agreements provide for severance payments equal to 50% of such officer's annual base salary at the highest annualized rate in effect during the one-year period immediately prior to termination, payable in six equal monthly installments, as well as monthly premium payments for continued health, dental and vision benefits for up to six months following termination, in the event that we terminate his or her employment other than for cause, as defined in the executive agreements. In addition, these executive agreements provide that if we experience a change in control, as defined in the executive agreements, and the employment of such officer is terminated by the Company without cause at any time within the period beginning on the date that is 45 days prior to the date of the public announcement of the execution of a definitive agreement for a change in control and ending on the first anniversary of the effective date of the change in control, or if such officer terminates his or her employment for good reason, as defined in the executive agreements, during the one-year period following the change in control, then all unvested equity held by such officer become fully-vested and immediately exercisable and such officer is entitled to severance payments equal to 200% of his or her annual base salary, at the highest annualized rate in effect during the period immediately prior to the effective date of the change in control and the date of termination of employment, and 200% of such officer's highest target cash incentive with respect to the year prior to the year in which the change in control occurred and ending in the year in which the officer's employment is terminated, each payable in 24 equal monthly installments, as well as monthly premium payments for continued health, dental and vision benefits for up to 24 months following termination. There are no tax gross-ups payable under the executive agreements.

It is the belief of the compensation committee that these provisions are consistent with executive severance arrangements that are customary for public companies at our stage of development and are necessary in order to hire and/or retain our key talent.

Tax Deductibility of Executive Compensation

In general, under Section 162(m) of the Code, we cannot deduct, for federal income tax purposes, compensation in excess of \$1,000,000 paid to certain executive officers. This deduction limitation does not apply, however, to compensation that constitutes "qualified performance-based compensation" within the meaning of Section 162(m) of the Code and the regulations promulgated thereunder. We have considered the limitations on deductions imposed by Section 162(m) of the Code and it is our present intention, for so long as it is consistent with our overall compensation objective, to structure executive compensation to minimize application of the deduction limitations of Section 162(m) of the Code.

Risk Oversight of Compensation Programs

The compensation committee annually reviews and believes our compensation program for executive officers is not structured to be reasonably likely to present a material adverse risk to us based on the following factors:

- Our compensation program for executive officers is designed to provide a balanced mix of cash and equity and annual and longer-term incentives, including compensation based on the achievement of performance targets.
- The base salary portion of compensation is designed to provide a steady income regardless of our stock price performance so executives do not feel pressured to focus primarily on stock price performance to the detriment of other important business metrics.
- Our stock option grants and restricted stock unit grants generally vest over four years and, in the case of stock options, are only valuable if our stock price increases over time.
- Maximum payout levels for cash incentive compensation are capped.
- Our stock ownership guidelines align the interests of our executive officers with those of our stockholders.

Compensation Consultant Independence

Pursuant to its charter, the compensation committee has the sole authority to retain, terminate, obtain advice from, oversee and compensate its outside advisors, including its compensation consultant.

In 2012 in preparation for the 2013 fiscal year, the compensation committee retained PM&P as its independent executive compensation consultant. None of our management team participated in the compensation committee's decision to retain PM&P. PM&P reports directly to the compensation committee, and the compensation committee may replace PM&P or hire additional consultants at any time. PM&P attends meetings of the compensation committee, as requested, and communicates with the

chairman of the compensation committee between meetings; however, the committee makes all decisions regarding the compensation of the Company's executive officers.

PM&P provides various executive compensation services to the compensation committee with respect to our executive officers and other key employees at the committee's request. The services PM&P provides include advising the compensation committee on the principal aspects of the executive compensation program and evolving best practices, and providing market information and analysis regarding the competitiveness of our program design and awards in relationship to our performance.

The compensation committee reviews the services provided by its outside consultants and believes PM&P is independent in providing executive compensation consulting services. The compensation committee conducted a specific review of its relationship with PM&P in 2013, and determined PM&P's work for the compensation committee did not raise any conflicts of interest, consistent with the guidance provided under the Dodd-Frank Act and by the SEC and NASDAQ. In making this determination, the compensation committee noted the following during 2013:

- PM&P did not provide any services to us or our management other than service to the compensation committee (including compensation benchmarking for our senior leadership team), and its services were limited to executive compensation consulting.
- Fees paid by us to PM&P represented 0.1% of PM&P's total revenue for the period December 2012 through November 2013;
- PM&P maintains a Conflicts Policy and an Insider Trading Policy which were provided to the compensation committee with specific policies and procedures designed to ensure independence;
- None of the PM&P consultants on our account had any business or personal relationship with our compensation committee members;
- None of the PM&P consultants on our account, or PM&P, had any business or personal relationship with our executive officers; and
- None of the PM&P consultants on our account directly own shares of our stock.

The compensation committee continues to monitor the independence of its compensation consultant on a periodic basis.

Executive Compensation Summary

The following table sets forth summary compensation information for our chief executive officer, chief financial officer and the three other most highly compensated executive officers:

SUMMARY COMPENSATION TABLE - 2013

Name and Principal Position	Year	Salary \$(1)	Bonus (\$)	Stock Awards \$(2)	Option Awards \$(2)	Non-Equity Incentive Plan Compensation \$(3)	All Other Compensation \$(4)	Total (\$)
Colin M. Angle	2013	613,462	—	1,514,475	379,237	981,250	7,650	3,496,074
Chairman, Chief Executive Officer and Director	2012	525,000	105,000	2,160,438	535,742	—	7,500	3,333,680
	2011	519,231	—	763,344	754,374	692,158	7,350	2,736,457
Alison Dean (5)								
Executive Vice President, Chief Financial Officer and Treasurer	2013	308,838	—	721,142	179,783	306,150	7,650	1,523,563
Russell J. Campanello	2013	322,115	—	270,319	67,618	306,150	7,650	973,852
Executive Vice President, Human Resources and Corporate Communications	2012	300,000	82,000	557,060	72,176	—	7,500	1,018,736
	2011	300,000	—	—	—	200,700	7,350	508,050
Paolo Pirjanian	2013	319,606	—	270,319	67,618	306,150	7,650	971,343
Executive Vice President, Chief Technology Officer								
Glen D. Weinstein	2013	333,846	—	270,319	67,618	315,570	7,650	995,003
Executive Vice President and Chief Legal Officer	2012	311,289	74,497	593,019	146,916	—	7,500	1,133,221
John J. Leahy (6)	2013	109,423	—	—	—	—	7,090	116,513
Former Executive Vice President, Chief Financial Officer and Treasurer	2012	375,000	112,500	666,080	165,020	—	7,500	1,326,100
	2011	373,531	—	311,364	307,508	324,433	7,350	1,324,186
Jeffrey A. Beck (7)	2013	427,693	—	561,784 (8)	140,740 (8)	—	744,840 (9)	1,875,057
Former Chief Operating Officer	2012	403,077	104,200	1,255,942	310,322	—	7,500	2,081,041
	2011	347,960	—	225,990	223,642	302,029	7,350	1,106,971

- (1) Represents salary earned in the fiscal years presented, which covered 52 weeks for fiscal years 2013, 2012 and 2011.
- (2) Represents the aggregate grant date fair value for stock and option awards granted in the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, as appropriate, in accordance with FASB ASC Topic 718. See the information appearing in note 9 to our consolidated financial statements included as part of our Annual Report on Form 10-K for the fiscal year ended December 28, 2013 for certain assumptions made in the valuation of stock and option awards.
- (3) Represents amounts paid in 2014 under the Company's Senior Executive Incentive Compensation Plan for performance in the fiscal year ended December 28, 2013.
- (4) Includes 401(k) matching contributions for each of our named executive officers. Excludes medical, group life insurance and certain other benefits received by the named executive officers that are available generally to all of our salaried employees and certain perquisites and other personal benefits received by the named executive officers which do not exceed \$10,000 in the aggregate.
- (5) Ms. Dean was appointed Executive Vice President, Chief Financial Officer and Treasurer on April 5, 2013.
- (6) Mr. Leahy resigned as Executive Vice President, Chief Financial Officer and Treasurer effective April 5, 2013. The amount in the Salary column for Mr. Leahy represents base salary paid to Mr. Leahy from December 30, 2012 through April 5, 2013.
- (7) Mr. Beck resigned as Chief Operating Officer effective November 25, 2013 and his employment with the Company terminated on December 27, 2013.

- (8) Pursuant to the terms of a Separation Agreement between the Company and Mr. Beck, dated November 25, 2013 (the "Separation Agreement"), the Company accelerated the vesting of 9,219 shares of common stock underlying Mr. Beck's stock options and 21,207 restricted stock units held by Mr. Beck.
- (9) Includes cash severance payments of \$215,000, health, dental and vision insurance contribution benefits of \$9,816, vacation payout of \$6,049, 401(k) matching contribution of \$7,650 and a cash payment of \$506,325, which is equal to the amount that Mr. Beck would have received under the Company's Senior Executive Incentive Compensation Plan if he had remained employed by the Company through the date on which amounts were paid to the executive officers under such plan, pursuant to the Separation Agreement.

Grants of Plan-Based Awards in 2013

The following table sets forth, for each of the named executive officers, information about grants of plan-based awards during fiscal year 2013:

GRANTS OF PLAN-BASED AWARDS — 2013

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			All Other Stock Awards: Number of Shares of Stock or Units #(2)	All Other Option Awards: Number of Securities Underlying Options #(2)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)				
Colin M. Angle	—	—	625,000	1,250,000	—	—	—	—
	3/8/2013	—	—	—	66,250	—	—	1,514,475
	3/8/2013	—	—	—	—	36,175	22.86	379,237
Alison Dean	—	—	195,000	390,000	—	—	—	—
	3/8/2013	—	—	—	9,100	—	—	208,026
	6/7/2013	—	—	—	14,800	—	—	513,116
	3/8/2013	—	—	—	—	4,975	22.86	52,155
	6/7/2013	—	—	—	—	8,475	34.67	127,628
Russell J. Campanello	—	—	195,000	390,000	—	—	—	—
	3/8/2013	—	—	—	11,825	—	—	270,319
	3/8/2013	—	—	—	—	6,450	22.86	67,618
Paolo Pirjanian	—	—	195,000	390,000	—	—	—	—
	3/8/2013	—	—	—	11,825	—	—	270,319
	3/8/2013	—	—	—	—	6,450	22.86	67,618
Glen D. Weinstein	—	—	201,000	402,000	—	—	—	—
	3/8/2013	—	—	—	11,825	—	—	270,319
	3/8/2013	—	—	—	—	6,450	22.86	67,618
John J. Leahy (3)	—	—	322,500	645,000	—	—	—	—
Jeffrey A. Beck	—	—	322,500	645,000	—	—	—	—
	3/8/2013	—	—	—	24,575	—	—	561,784 (4)
	3/8/2013	—	—	—	—	13,425	22.86	140,740 (5)

- (1) This reflects the threshold, target and maximum incentive cash payout levels established under our Senior Executive Incentive Compensation Plan. The actual amounts paid for fiscal year 2013 are disclosed in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table.
- (2) All stock awards and option awards were made pursuant to our 2005 Stock Option and Incentive Plan (the "2005 Plan").
- (3) Represents the target and maximum amount of Mr. Leahy's incentive payments under the Senior Executive Cash Incentive Compensation Plan. Mr. Leahy's employment with the Company terminated on April 5, 2013 and, as a result, Mr. Leahy did not receive any cash incentive payment for the year ended December 28, 2013.
- (4) Pursuant to the terms of the Separation Agreement, the Company accelerated the vesting of 21,207 restricted stock units underlying this award.
- (5) Pursuant to the terms of the Separation Agreement, the Company accelerated the vesting of 9,219 shares of common stock underlying this stock option. This amount also includes the grant date fair value and the incremental fair value of the modified option.

Outstanding Equity Awards at Fiscal Year End

The following table sets forth, for each of the named executive officers, information about unexercised option awards and other unvested equity awards that were held as of December 28, 2013. As of December 28, 2013, Mr. Leahy did not hold any outstanding unexercised stock options or other unvested equity awards.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END — 2013

Name	Grant Date	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable (1)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(3)
Colin M. Angle	5/25/2007	21,333	—	16.03	5/25/2014	—	—
	3/28/2008	26,000	—	17.13	3/28/2015	—	—
	2/20/2009	73,829	—	7.76	2/20/2016	—	—
	4/2/2010	99,707	14,243	14.52	4/2/2017	7,562	267,770
	4/1/2011	28,250	16,950	33.48	4/1/2018	11,400	403,674
	3/9/2012	17,862	22,963	26.59	3/9/2019	60,937	2,157,779
	3/8/2013	—	36,175	22.86	3/8/2020	66,250	2,345,913
Alison Dean	7/27/2007	416	—	18.74	7/27/2014	—	—
	7/25/2008	1,873	—	14.09	7/25/2015	—	—
	4/2/2010	9,625	1,375	14.52	4/2/2017	725	25,672
	4/1/2011	4,610	2,765	33.48	4/1/2018	1,862	65,933
	3/9/2012	2,068	2,657	26.59	3/9/2019	7,050	249,641
	3/8/2013	—	4,975	22.86	3/8/2020	9,100	322,231
	6/7/2013	—	8,475	34.67	6/7/2020	14,800	524,068
Russell J. Campanello	12/30/2010	28,750	31,250	24.53	12/30/2017	17,500	619,675
	3/9/2012	2,406	3,094	26.59	3/9/2019	15,712	556,362
	3/8/2013	—	6,450	22.86	3/8/2020	11,825	418,723
Paolo Pirjanian	10/1/2012 (4)	9,306	17,993	4.81	6/11/2022	—	—
	10/1/2012 (4)	2,212	1,622	3.54	5/6/2021	—	—
	12/7/2012	25,000	75,000	18.47	12/7/2019	22,500	796,725
	3/8/2013	—	6,450	22.86	3/8/2020	11,825	418,723
Glen D. Weinstein	5/25/2007	3,500	—	16.03	5/25/2014	—	—
	4/2/2010	20,825	2,975	14.52	4/2/2017	1,575	55,771
	4/1/2011	7,110	4,265	33.48	4/1/2018	2,874	101,768
	3/9/2012	2,549	3,276	26.59	3/9/2019	8,681	307,394
	9/7/2012	1,727	3,798	25.99	9/7/2019	8,231	291,460
	3/8/2013	—	6,450	22.86	3/8/2020	11,825	418,723
Jeffrey A. Beck (5)	4/2/2010	4,031	—	14.52	4/2/2017	—	—
	4/1/2011	3,351	—	33.48	4/1/2018	—	—
	3/9/2012	2,850	—	26.59	3/9/2019	—	—
	9/7/2012	3,150	—	25.99	3/9/2019	—	—
	3/8/2013	3,357	—	22.86	3/8/2020	—	—

- (1) Stock option grants vest over a four-year period, at a rate of twenty-five percent (25%) on the first anniversary of the grant, and the remainder in equal quarterly installments thereafter.
- (2) Restricted stock unit awards vest over a four-year period, at a rate of twenty-five percent (25%) on each anniversary of the grant.
- (3) Amounts disclosed in this column were calculated based on the fair market value of our common stock.
- (4) The stock options granted to Dr. Pirjanian on October 1, 2012 were granted as replacement awards for unvested stock options that Dr. Pirjanian held in Evolution Robotics, Inc. as of the date that the Company acquired Evolution Robotics, Inc.
- (5) Mr. Beck's employment with the Company terminated on December 27, 2013 and pursuant to the Separation Agreement, the vesting of 9,219 shares of common stock underlying Mr. Beck's stock options was accelerated and the remaining shares underlying his unvested stock options were forfeited.

Option Exercises and Stock Vested

The following table sets forth, for each of the named executive officers, information with respect to the exercise of stock options and the vesting of restricted stock unit awards during the year ended December 28, 2013.

OPTION EXERCISES AND STOCK VESTED — 2013

Name	Option Awards		Stock Awards	
	Shares Acquired on Exercise(#)	Value Realized on Exercise(\$) (1)	Number of Shares Acquired on Vesting(#)	Value Realized on Vesting(\$) (2)
Colin M. Angle	—	—	42,434	986,880
Alison Dean	14,058	132,168	4,006	95,746
Russell J. Campanello	40,000	437,385	13,988	283,140
Paolo Pirjanian	—	—	7,500	230,400
Glen D. Weinstein	57,625	1,084,015	11,486	298,605
John L. Leahy	73,190	903,482	13,554	320,325
Jeffrey A. Beck (3)	67,638	899,036	45,020	1,347,669

- (1) Amounts disclosed in this column were calculated based on the difference between the fair market value of our common stock on the date of exercise and the exercise price of the options in accordance with regulations promulgated under the Exchange Act.
- (2) Amounts disclosed in this column were calculated based on the fair market value of the shares on the date of settlement upon vesting.
- (3) Pursuant to the Separation Agreement, the vesting of 9,219 shares of common stock underlying stock options and 21,207 shares of common stock underlying restricted stock units held by Mr. Beck were accelerated and the remaining shares underlying his stock options and restricted stock units were forfeited. The vested shares underlying his stock options were exercisable for a period of 90 days after December 27, 2013. Mr. Beck exercised 16,739 shares on January 7, 2014.

Potential Benefits Upon Termination or Change in Control

Severance and Change in Control Arrangements in General

The Company has entered into executive agreements with each of the named executive officers, the terms of which are described in the “Compensation Discussion and Analysis” section above.

On November 25, 2013, the Company entered the Separation Agreement with Mr. Beck in connection with his termination of employment. Pursuant to the terms of the Separation Agreement, Mr. Beck is entitled to receive the severance payments and benefits payable under the terms of the Amended and Restated Executive Agreement between the Company and Mr. Beck as well as partial acceleration of unvested equity awards granted to Mr. Beck pursuant to the 2005 Plan and a cash payment in an amount equivalent to what he would have received under the Company’s Senior Executive Cash Incentive Compensation Plan had his employment continued until payments were made to the executive officers under the terms of such plan. Payments made to Mr. Beck pursuant to the Separation Agreement are set forth in the Summary Compensation Table - 2013 above. In exchange for these payments and benefits, Mr. Beck delivered to us a fully effective release of all claims against the Company and its affiliates.

Cash Payments and/or Acceleration of Vesting Following Certain Termination Events

Assuming the employment of our named executive officers was terminated without cause (not in connection with a change in control) on December 28, 2013, our named executive officers would be entitled to cash payments in the amounts set forth opposite their names in the table below, subject to any deferrals required under Section 409A of the Code.

Name	Base Salary (\$)	Continuation of Health Plan Premium Payments (\$)	Total (\$)
Colin M. Angle	312,500	9,816	322,316
Alison Dean	162,500	8,759	171,259
Russell J. Campanello	162,500	9,816	172,316
Paolo Pirjanian	162,500	9,816	172,316
Glen D. Weinstein	167,500	8,759	176,259
John J. Leahy (1)	215,000	9,816	224,816
Jeffrey A. Beck (2)	215,000	9,816	224,816

- (1) John J. Leahy resigned as Executive Vice President, Chief Financial Officer and Treasurer effective April 5, 2013. Accordingly, Mr. Leahy is not entitled to the amounts set forth in the above table.
- (2) Jeffrey A. Beck resigned as Chief Operating Officer effective November 25, 2013 and his employment with the Company terminated on December 27, 2013. The amounts set forth in the table above represent certain amounts paid to Mr. Beck under the terms of the Separation Agreement in connection with his termination. In addition, under the terms of the Separation Agreement, Mr. Beck received \$506,325, which is equivalent to the amount that he would have received under the Company's Senior Executive Cash Incentive Compensation Plan if he had remained employed with the Company through the date on which amounts were paid to the executive officers under such plan as well as partial acceleration of the vesting of unvested equity awards granted to Mr. Beck under the 2005 Plan. The intrinsic value of the stock options and restricted stock units held by Mr. Beck that vested in connection with his termination of employment was \$224,621 and \$750,940, respectively.

Assuming the employment of our named executive officers was terminated by the Company without cause during the period beginning on the date that is 45 days prior to the date of the public announcement of the execution of a definitive agreement for a change in control and ending on the first anniversary of the effective date of the change in control, or such officers resigned with good reason during the one-year period following a change in control and that such termination or resignation occurred on December 28, 2013, our named executive officers would be entitled to cash payments in the amounts set forth opposite their names in the below table, subject to any deferrals required under Section 409A of the Code, and acceleration of vesting as set forth in the table below. The total amount payable to each executive officer is subject to reduction in certain circumstances if the amount would cause the executive officer to incur an excise tax under Section 4999 of the Code. The following table provides the market value (that is, the value based upon our stock price on December 28, 2013, minus the exercise price) of stock options and restricted stock units that would become exercisable or vested as a result of these acceleration events as of December 28, 2013.

Name	Base Salary (\$)	Bonus (\$)	Continuation of Health Plan Premium Payments (\$)	Market Value of Stock Options (\$)	Market Value of Restricted Stock and Restricted Stock Units (\$)	Total (\$)
Colin M. Angle	1,250,000	1,250,000	39,265	986,780	5,175,136	8,701,181
Alison Dean	650,000	390,000	35,036	126,203	1,187,545	2,388,784
Russell J. Campanello	650,000	390,000	39,265	448,237	1,594,760	3,122,262
Paolo Pirjanian	650,000	390,000	39,265	1,953,726	1,215,448	4,248,439
Glen D. Weinstein	670,000	402,000	35,036	215,998	1,175,116	2,498,150
John J. Leahy (1)	860,000	645,000	39,265	—	—	1,544,265
Jeffrey A. Beck (2)	860,000	645,000	39,265	—	—	1,544,265

- (1) John J. Leahy resigned as Executive Vice President, Chief Financial Officer and Treasurer effective April 5, 2013. Accordingly, Mr. Leahy is not entitled to the amounts set forth in the above table.
- (2) Jeffrey A. Beck resigned as Chief Operating Officer effective November 25, 2013. Accordingly, Mr. Beck is not entitled to the amounts set forth in the above table. The amounts actually paid to Mr. Beck in connection with the termination of his employment are described above.

Director Compensation

In connection with our efforts to attract and retain highly-qualified individuals to serve on our board of directors, we maintain a cash and equity compensation policy for our non-employee members of our board of directors. In 2013, each of our non-employee members of our board of directors was entitled to the following cash compensation:

Annual retainer for Board membership	\$35,000
Annual retainer for lead independent director	\$7,000
Audit Committee	
Annual retainer for committee membership	\$10,000
Additional retainer for committee chair	\$10,000
Compensation Committee	
Annual retainer for committee membership	\$7,500
Additional retainer for committee chair	\$7,500
Nominating and Corporate Governance Committee	
Annual retainer for committee membership	\$5,000
Additional retainer for committee chair	\$5,000

Pursuant to our Non-employee Directors' Deferred Compensation Program, each non-employee director may elect in advance to defer the receipt of these cash fees. During the deferral period, the cash fees will be deemed invested in stock units. The deferred compensation will be settled in shares of our common stock upon the termination of service of the director or such other time as may have been previously elected by the director. The shares will be issued from our 2005 Plan.

In 2013, each of our non-employee members of our board of directors was entitled to the following equity compensation under our 2005 Plan:

Upon initial election to the board of directors, a non-employee director receives a one-time grant of restricted stock units having a fair market value of \$220,000, measured at the end of the tenth week of the fiscal quarter in which the director was elected, which vests over a four-year period at a rate of twenty-five percent (25%) on each of the first four anniversaries of the grant.

At the end of the tenth week of the fiscal quarter in which our annual meeting of stockholders occurs, each non-employee director receives a grant of restricted stock units having a fair market value of \$110,000, which vests on the earlier of the date of the first anniversary of such grant or the date of the first annual meeting of stockholders following the date of grant.

All of our directors are reimbursed for reasonable out-of-pocket expenses incurred in attending meetings of the board of directors.

The following table provides compensation information for the fiscal year ended December 28, 2013 for each non-employee member of our board of directors. No member of our board of directors employed by us receives separate compensation for services rendered as a member of our board of directors.

DIRECTOR COMPENSATION TABLE — 2013

Name	Fees Earned or Paid in Cash (\$)	Stock Awards \$(3)	Total (\$)
Ronald Chwang, Ph.D.	42,500	109,973	152,473
Gail Deegan	45,000	109,973	154,973
Deborah G. Ellinger	42,500	109,973	152,473
Jacques S. Gansler, Ph.D.	40,000	109,973	149,973
Andrea Geisser	55,000	109,973	164,973
Paul J. Kern, Gen. U.S. Army (ret.)	45,000	109,973	154,973
George C. McNamee	60,750	109,973	170,723
Peter T. Meekin (2)	10,000	—	10,000
Paul L. Sagan (1)	45,000	109,973	154,973

-
- (1) Mr. Sagan deferred all of his 2013 cash compensation pursuant to our Non-employee Directors' Deferred Compensation Program under which he received stock units in lieu of cash.
- (2) Mr. Meekin did not stand for re-election at the 2013 annual meeting of stockholders.
- (3) Represents the grant date fair value of restricted stock units awarded in the fiscal year ended December 28, 2013 in accordance with FASB ASC Topic 718. The grant date fair value is the fair market value of our common stock on the date of grant multiplied by the number of shares of common stock underlying such restricted stock unit award.

The non-employee members of our board of directors who held such position on December 28, 2013 held the following aggregate number of unexercised options and unvested restricted stock units as of such date:

Name	Number of Securities Underlying Unexercised Options	Number of Unvested Restricted Stock Units
Ronald Chwang, Ph.D.	40,000	3,172
Gail Deegan	—	6,230
Deborah G. Ellinger	—	8,699
Jacques S. Gansler, Ph.D.	—	3,172
Andrea Geisser	50,000	3,172
Paul J. Kern, Gen. U.S. Army (ret.)	70,000	3,172
George C. McNamee	80,000	3,172
Paul L. Sagan	25,000	3,172

Transactions with Related Persons

Other than compensation agreements and other arrangements which are described in "Compensation Discussion & Analysis," in 2013, there was no transaction or series of similar transactions to which we were or will be a party in which the amount involved exceeded or will exceed \$120,000 and in which any director, executive officer, holder of five percent or more of any class of our capital stock or any member of their immediate family had or will have a direct or indirect material interest.

Our board of directors has adopted a written related party transaction approval policy, which sets forth our policies and procedures for the review, approval or ratification of any transaction required to be reported in our filings with the Securities and Exchange Commission. Our policy with regard to related party transactions is that all related party transactions are to be reviewed by our general counsel, who will determine whether the contemplated transaction or arrangement requires the approval of the board of directors, the nominating and corporate governance committee, both or neither.

PROPOSAL 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED

PUBLIC ACCOUNTANTS

The audit committee of the board of directors has retained the firm of PricewaterhouseCoopers LLP, independent registered public accountants, to serve as independent registered public accountants for our 2014 fiscal year. PricewaterhouseCoopers LLP has served as our independent registered public accounting firm since 1999. The audit committee reviewed and discussed its selection of, and the performance of, PricewaterhouseCoopers LLP for our 2013 fiscal year. As a matter of good corporate governance, the audit committee has determined to submit its selection to stockholders for ratification. If the selection of independent registered public accountants is ratified, the audit committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of us and our stockholders.

The audit committee of the board of directors has implemented procedures under our audit committee pre-approval policy for audit and non-audit services, or the Pre-Approval Policy, to ensure that all audit and permitted non-audit services to be provided to us have been pre-approved by the audit committee. Specifically, the audit committee pre-approves the use of PricewaterhouseCoopers LLP for specified audit and non-audit services, within approved monetary limits. If a proposed service has not been pre-approved pursuant to the Pre-Approval Policy, then it must be specifically pre-approved by the audit committee before it may be provided by PricewaterhouseCoopers LLP. Any pre-approved services exceeding the pre-approved monetary limits require specific approval by the audit committee. For additional information concerning the audit committee and its activities with PricewaterhouseCoopers LLP, see “The Board of Directors and Its Committees” and “Report of the Audit Committee of the Board of Directors.”

Representatives of PricewaterhouseCoopers LLP attended all of the standard audit committee meetings in 2013. We expect that a representative of PricewaterhouseCoopers LLP will attend the annual meeting, and the representative will have an opportunity to make a statement if he or she so desires. The representative will also be available to respond to appropriate questions from stockholders.

PricewaterhouseCoopers LLP Fees

The following table shows the aggregate fees for professional services rendered by PricewaterhouseCoopers LLP to us during the fiscal years December 28, 2013 and December 29, 2012.

	2013	2012
Audit Fees	\$ 895,013	\$ 819,724
Audit-Related Fees	38,499	53,775
Tax Fees	6,900	39,500
All Other Fees	3,394	3,394
Total	<u>\$ 943,806</u>	<u>\$ 916,393</u>

Audit Fees

Audit Fees for both years consist of fees for professional services associated with the annual consolidated financial statements audit, statutory filings, consents and assistance with and review of documents filed with the Securities and Exchange Commission.

Audit-Related Fees

Consists of fees for accounting consultations and other services that were reasonably related to the performance of audits or reviews of our financial statements and were not reported above under “Audit Fees.”

Tax Fees

Tax Fees consist of fees for professional services rendered for assistance with federal, state, local and international tax planning compliance.

All Other Fees

All other fees include licenses to technical accounting research software. The audit committee has determined that the provision of services described above to us by PricewaterhouseCoopers LLP is compatible with maintaining their independence.

Recommendation of the Board

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU
VOTE “FOR” THE RATIFICATION OF PRICEWATERHOUSECOOPERS LLP
AS iROBOT’S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2014.**

PROPOSAL 3**ADVISORY VOTE ON THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

The following proposal, commonly known as a say on pay proposal, gives our stockholders the opportunity to vote to approve, on an advisory basis, the compensation of our named executive officers. This vote is not intended to address any specific item of compensation or the compensation of any particular officer, but rather the overall compensation of our named executive officers and our compensation philosophy, policies and practices, as discussed in this proxy statement. Accordingly, we are asking our stockholders to vote “FOR” the following resolution at our annual meeting of stockholders:

“RESOLVED, that the Company’s stockholders approve, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed in this proxy statement, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.”

Before you vote, we urge you to read the Compensation Discussion and Analysis and Director and Executive Compensation Summary sections of this Proxy Statement for additional details on the Company’s executive compensation programs and philosophy.

This vote is advisory, and therefore not binding on the Company, the compensation committee or our board of directors. However, our board of directors and our compensation committee value the opinions of our stockholders and intend to take into account the outcome of the vote when considering future compensation decisions for our named executive officers.

At our 2011 annual meeting of stockholders, our stockholders voted, on a non-binding, advisory basis, for the Company to hold future, non-binding advisory votes on the compensation of our named executive officers on an annual basis. After taking into consideration this voting result, our board of directors determined that it intends to hold non-binding, advisory votes on the compensation of our named executive officers every year.

Recommendation of the Board

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR”
THE APPROVAL OF, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED
EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT.**

PROPOSAL 4

STOCKHOLDER PROPOSAL ENTITLED "SIMPLE MAJORITY VOTE"

On November 27, 2013, the Company received by electronic mail a letter dated November 26, 2013 containing the following proposal from Mr. James McRitchie, 9295 Yorkship Court, Elk Grove, CA 95758, beneficial owner of 100 shares of the Company's common stock. In accordance with SEC rules, we are reprinting the proposal and supporting statement in this proxy statement as they were submitted to us:

Stockholder Proposal

Proposal 4 - Simple Majority Vote

RESOLVED, Shareholders request that our board take the steps necessary so that each voting requirement in our charter and bylaws that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

Shareowners are willing to pay a premium for shares of corporations that have excellent corporate governance. Supermajority voting requirements have been found to be one of six entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are arguably most often used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. The proponents of these proposals included Ray T. Chevedden and William Steiner. Currently a 1%-minority can frustrate the will of our 74%-shareholder majority.

This proposal should also be more favorably evaluated due to our Company's clearly improvable corporate governance performance as reported in 2013:

GMI Ratings, an independent investment research firm, reported that we lacked many good governance features. Shareholders could not elect each director annually and shareholders did not have the right to call a special meeting or to act by written consent. There was a poison pill with a 15% threshold that would not expire until October 2015. We lacked confidential voting.

Our lead director, George McNamee, had 14-years long-tenure which negatively impacts our director independence. Mr. McNamee was also negatively flagged by GMI and received a whopping 25% in negative votes. Director Ronald Chwang had 15-years long tenure. Paul Sagan received 23% in negative votes.

Approval of holders of 75% of shares was required to amend our Articles regarding stockholder action, board of directors, limitation of liability, bylaw amendments, amendments of the charter and to remove a director for cause. GMI said there were forensic accounting ratios related to expense recognition that had extreme values either relative to industry peers or to our company's own history.

Returning to the core topic of this proposal from the context of our clearly improvable corporate climate, please vote to protect shareholder value:

Simple Majority Vote - Proposal 4

Recommendation of the Board

THE BOARD OF DIRECTORS MAKES NO RECOMMENDATION AS TO HOW YOU SHOULD VOTE ON THE STOCKHOLDER PROPOSAL; INSTEAD THE BOARD OF DIRECTORS WELCOMES STOCKHOLDER INPUT ON THE PROPOSAL.

OTHER MATTERS

The board of directors knows of no other matters to be brought before the annual meeting. If any other matters are properly brought before the annual meeting, the persons appointed in the accompanying proxy intend to vote the shares represented thereby in accordance with their best judgment on such matters, under applicable laws.

STOCKHOLDER PROPOSALS

Proposals of stockholders intended for inclusion in the proxy statement to be furnished to all stockholders entitled to vote at our 2015 annual meeting of stockholders, pursuant to Rule 14a-8 promulgated under the Exchange Act by the Securities and Exchange Commission, must be received at the Company's principal executive offices not later than December 11, 2014. Stockholders who wish to make a proposal at the 2015 annual meeting - other than one that will be included in the Company's proxy statement - must notify us between January 20, 2015 and February 19, 2015. If a stockholder who wishes to present a proposal fails to notify us by February 19, 2015 and such proposal is brought before the 2015 annual meeting, then under the Securities and Exchange Commission's proxy rules, the proxies solicited by management with respect to the 2015 annual meeting will confer discretionary voting authority with respect to the stockholder's proposal on the persons selected by management to vote the proxies. If a stockholder makes a timely notification, the proxies may still exercise discretionary voting authority under circumstances consistent with the Securities and Exchange Commission's proxy rules. In order to curtail controversy as to the date on which we received a proposal, it is suggested that proponents submit their proposals by Certified Mail, Return Receipt Requested, to iRobot Corporation, 8 Crosby Drive, Bedford, Massachusetts 01730, Attention: Secretary.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors, executive officers and persons who own more than ten percent of a registered class of our equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Such persons are required by regulations of the Securities and Exchange Commission to furnish us with copies of all such filings. Based solely on our review of copies of such filings we believe that all such persons complied on a timely basis with all Section 16(a) filing requirements during the fiscal year ended December 28, 2013, except that Messrs. Angle, Leahy, Beck, Pirjanian, Weinstein and Sagan and Ms. Dean and Deegan each did not timely file a Form 4 with respect to one transaction.

EXPENSES AND SOLICITATION

The cost of solicitation of proxies will be borne by us and, in addition to soliciting stockholders by mail through its regular employees, we may request banks, brokers and other custodians, nominees and fiduciaries to solicit their customers who have our stock registered in the names of a nominee and, if so, will reimburse such banks, brokers and other custodians, nominees and fiduciaries for their reasonable out-of-pocket costs. Solicitation by our officers and employees may also be made of some stockholders in person or by mail, telephone, e-mail or telegraph following the original solicitation. We may also retain an independent proxy solicitation firm to assist in the solicitation of proxies.

HOUSEHOLDING OF PROXY MATERIALS

Our 2013 Annual Report, including audited financial statements for the fiscal year ended December 28, 2013, is being mailed to you along with this proxy statement. In order to reduce printing and postage costs, Broadridge Financial Solutions has undertaken an effort to deliver only one Annual Report and one proxy statement to multiple stockholders sharing an address. This delivery method, called "householding," is not being used, however, if Broadridge has received contrary instructions from one or more of the stockholders sharing an address. If your household has received only one Annual Report and one proxy statement, we will deliver promptly a separate copy of the Annual Report and the proxy statement to any stockholder who sends a written request to iRobot Corporation, 8 Crosby Drive, Bedford, Massachusetts 01730, Attention: Secretary, Office of the General Counsel, (781) 430-3000. If your household is receiving multiple copies of our Annual Report or proxy statement and you wish to request delivery of a single copy, you may send a written request to iRobot Corporation, 8 Crosby Drive, Bedford, Massachusetts 01730, Attention: Secretary, Office of the General Counsel.

Exhibit A

iRobot Corporation Adjusted EBITDA Reconciliation to GAAP (unaudited, in thousands)

	For the twelve months ended	
	December 28, 2013	December 29, 2012
Net income	\$ 27,641	\$ 17,297
Interest income, net	(660)	(1,016)
Income tax expense	4,774	8,310
Depreciation	8,077	9,898
Amortization	4,092	1,774
EBITDA	43,924	36,263
Stock-based compensation expense	13,409	10,983
Merger and acquisition expense	400	1,404
Net intellectual property litigation expense	1,202	155
Restructuring expense	3,296	3,679
Adjusted EBITDA	\$ 62,231	\$ 52,484

Use of Non-GAAP Financial Measures

In evaluating its business, iRobot considers and uses Adjusted EBITDA as a supplemental measure of its operating performance. The Company defines Adjusted EBITDA as earnings before interest, taxes, depreciation and amortization, merger and acquisition expenses, net intellectual property litigation expenses, restructuring expenses and non-cash stock compensation. The Company also presents Adjusted EBITDA because it believes it is frequently used by securities analysts, investors and other interested parties as a measure of financial performance.

The term Adjusted EBITDA is not defined under U.S. generally accepted accounting principles, or U.S. GAAP, and is not a measure of operating income, operating performance or liquidity presented in accordance with U.S. GAAP. Adjusted EBITDA has limitations as an analytical tool, and when assessing the Company's operating performance, investors should not consider Adjusted EBITDA in isolation, or as a substitute for net income (loss) or other consolidated income statement data prepared in accordance with U.S. GAAP. Among other things, Adjusted EBITDA does not reflect the Company's actual cash expenditures. Other companies may calculate similar measures differently than iRobot, limiting their usefulness as comparative tools. iRobot compensates for these limitations by relying primarily on its U.S. GAAP results and using Adjusted EBITDA only supplementally.

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

Form 10-K

(Mark One)

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

For the fiscal year ended December 28, 2013

OR

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

Commission file no. 000-51598

iROBOT CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

8 Crosby Drive, Bedford, MA

(Address of principal executive offices)

77-0259 335

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

01730

(Zip Code)

(781) 430-3000

(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Common Stock, \$0.01 par value per share 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

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

The aggregate market value of the Common Stock held by nonaffiliates of the registrant was approximately \$1,100,000 based on the last reported sale of the Common Stock on the NASDAQ Global Market on June 29, 2013.

As of February 10, 2014, there were 29,020,961 shares of the registrant's Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The registrant intends to file a definitive Proxy Statement pursuant to Regulation 14A within 120 days of the end of the fiscal year ended December 28, 2013. Portions of such Proxy Statement are incorporated by reference into Part III of this Form 10-K.

iROBOT CORPORATION
ANNUAL REPORT ON FORM 10-K
Year Ended December 28, 2013
TABLE OF CONTENTS

	<u>Page</u>
Part I	
Item 1. Business	4
Item 1A. Risk Factors	12
Item 1B. Unresolved Staff Comments	22
Item 2. Properties	22
Item 3. Legal Proceedings	22
Item 4. Mine Safety Disclosures	22
Part II	
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	23
Item 6. Selected Financial Data	24
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	25
Item 7A. Quantitative and Qualitative Disclosures about Market Risk	40
Item 8. Financial Statements and Supplementary Data	41
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	67
Item 9A. Controls and Procedures	67
Item 9B. Other Information	69
Part III	
Item 10. Directors, Executive Officers and Corporate Governance	69
Item 11. Executive Compensation	69
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	69
Item 13. Certain Relationships and Related Transactions, and Directors Independence	69
Item 14. Principal Accounting Fees and Services	69
Part IV	
Item 15. Exhibits, Financial Statement Schedules	69

PART I

ITEM 1. BUSINESS

This Annual Report on Form 10-K contains forward-looking statements. All statements other than statements of historical facts contained in this Annual Report on Form 10-K, including statements regarding our future results of operations and financial position, business strategy, plans and objectives of management for future operations, and plans for product development and manufacturing are forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. We discuss certain of these risks in greater detail in the "Risk Factors" section and elsewhere in this Annual Report on Form 10-K. Also, these forward-looking statements speak only as of the date of this Annual Report on Form 10-K, and we have no plans to update our forward-looking statements to reflect events or circumstances occurring after the date of this Annual Report. We caution readers not to place undue reliance upon any such forward-looking statements.

iRobot, Roomba, Scooba, PackBot, Warrior, FirstLook, Looj, Verro, Virtual Wall, Home Base, Aware, Mint, AeroVac, Mirra, Braava and AeroForce are trademarks of iRobot Corporation.

Overview

iRobot Corporation ("iRobot" or the "Company" or "we") designs and builds robots that make a difference. For over 20 years, we have developed proprietary technology incorporating advanced concepts in navigation, mobility, manipulation and artificial intelligence to build industry-leading robots. Our home care robots perform time-consuming domestic chores while our defense and security robots perform tasks such as battlefield reconnaissance and bomb disposal, and multi-purpose tasks for local police and first responders, as well as certain commercial users. Our remote presence robots expand the reach of medical care by connecting physicians with patients from anywhere in the world and also provide autonomous telepresence capabilities enabling remote workers to more personally collaborate throughout the workplace. We sell our robots through a variety of distribution channels, including chain stores and other national retailers, through our on-line store, through value added distributors and resellers, and to the U.S. military and other government agencies worldwide.

Since our founding, we have accumulated expertise in all the disciplines necessary to design and build durable, high-performance and cost-effective robots through the close integration of software, electronics and hardware. Our core technologies serve as reusable building blocks that we adapt and expand to develop next generation and new products, reducing the time, cost and risk of product development. Our significant expertise in robot design and engineering, combined with our management team's experience in consumer, military and enterprise markets, positions us to capitalize on the growth we expect in the market for robot-based products. We believe that the sophisticated technologies in our existing applications are adaptable to a broad array of markets such as law enforcement, homeland security, commercial cleaning, elder care, energy services, home automation, healthcare, video collaboration, landscaping, agriculture, construction and other vertical markets.

Over the past eleven years, we have sold more than 11 million of our home care robots. During that time, we also sold more than 5,000 of our tactical military robots, most of which have been sold to the U.S. military and deployed on missions in Afghanistan and Iraq, and more recently to state, local and international government entities. During 2013, we sold 80 remote presence telemedicine robots to InTouch Health for resale into the healthcare market as part of our joint development collaboration with InTouch Health.

Our business continued to evolve in fiscal 2013. Total revenue for 2013 was \$487.4 million, which represented a 12% increase over 2012 revenue of \$436.2 million. This increase in revenue was largely attributable to a \$71.0 million increase in revenue in our home robots business as a direct result of growth in both domestic and international markets. The increase in home robots revenue was partially offset by a decrease in revenue of \$20.9 million in our defense and security business related to continued troop withdrawals in Afghanistan, program cancellations and ongoing budget reductions within the U.S. government. We began selling our remote presence robots into the healthcare market in 2013, however, these sales did not generate meaningful revenue in 2013. Our home robots revenue represented 88% of our total 2013 revenue compared to 82% in 2012. We anticipate that our revenue for the next few years will be primarily driven by our rapidly growing home technology business and that our home robots revenue will comprise approximately 90% of our total revenue in the near term.

We achieved a number of significant milestones in 2013 which we believe will assist us in continuing to generate profitable growth in 2014 and beyond. In particular:

- We began fully operating under the company-wide restructuring that was initiated in 2012. This restructuring was designed to provide us greater overall flexibility, improved efficiency and scalability as a more unified organization.

In conjunction with this restructuring, we created centralized, shared services such as finance, operations and engineering to promote further the use of common platforms and repeatable successes through improved collaboration and standardization while focusing efforts on markets with the greatest visibility and revenue potential.

- We announced the Ava 500 Video Collaboration robot which blends our autonomous navigation capabilities with Cisco's TelePresence to enable people working off-site to participate in meetings and presentations where movement and location spontaneity are important. The Ava 500 is targeted for availability from select Cisco partners in the first half of 2014.
- We introduced and began shipping the Roomba 800 series in late 2013. This next generation floor vacuuming robot incorporates new dirt extractor technology which amplifies suction for superior performance over traditional bristle brushes.
- We completed development of the Scooba 450, our newest wet floor scrubbing robot. The Scooba 450 was introduced and began shipping in January 2014.
- We continued to increase our investment in marketing programs in our home robots business, which resulted in greater brand awareness and revenue growth in that business.
- We began shipping RP-VITA through InTouch Health into the healthcare market. The RP-VITA is the first autonomous navigation remote presence robot to receive U.S. Food and Drug Administration clearance for use in hospitals and combines the latest in autonomous navigation and mobility technologies developed by iRobot with the state-of-the-art telemedicine and electronic health record integration developed by InTouch Health.
- We successfully integrated the operations of Evolution Robotics, Inc., developer of the Mint and Mint Plus automatic floor cleaning robots, which we acquired in October 2012. This acquisition expanded our technology leadership through a combination of intellectual property, engineering talent and new products that will broaden our global portfolio of practical robotics solutions. During 2013, we re-launched the Mint robot as Braava in Europe and the United States and reduced the overall cost to produce these robots upon completing the transition of supply chain management and manufacturing to iRobot.

Strategy

Our goal is to design and market innovative robots that make a difference and are adaptable for use in a broad range of applications. We strive to drive innovation, serve as an industry catalyst and change the world by fueling the era of robots. We intend to increase the penetration of our products in existing markets, expand existing products into new markets, and develop and launch new products into current and adjacent markets. Our strategy is to maintain a leadership position by delivering robotic technology-based remote presence and automated home maintenance solutions that delight our customers and anticipate their needs, while extending our technical leadership in the areas of autonomous navigation, manipulation and cloud connectivity and services. With increasing levels of autonomy, continued mobility improvements, more sophisticated sensor suites and advanced human interfaces, remote presence systems will expand in effectiveness and efficiency and reduce the requirements for actual physical operator presence and control. In the area of automated home maintenance, we seek to improve the quality of life with robotic solutions requiring as little human physical intervention as possible. Key elements of our strategy include:

Leverage Common Platforms and Software. By committing long-term to a given platform and providing incremental upgrades, we create a valuable installed base that supports third-party development and greatly simplifies service and support. When entering new product areas that cannot be serviced with existing platforms, we intend to develop a multi-generational platform strategy that allows for rapid learning and long-term incremental improvements. Through the use and development of a common software architecture, we intend to create a robot intelligence system of enduring value and build a competitive advantage. Our common software will allow high reuse, reducing development costs of new systems and payloads, as well as reducing development timelines.

Continued Growth through Profitability, Operational Excellence and Customer Focus. We intend to pursue opportunities to improve our profitability through disciplined allocation of resources and by reducing costs of materials, adjusting prices, optimizing our product and channel mix and focusing on our discretionary spending. We will continue to focus on improving the scalability and efficiency of our supply chain process and on mitigating single source supply exposure. We will identify, develop and enhance product features and functionality while also aggressively focusing on product reliability.

Product Portfolio Management. We will strive to find the appropriate balance between delivering near-term profitable growth and investing in innovation that will ensure our sustained leadership position and pave the way for new growth opportunities. We will maintain a portfolio of products and technologies that serve a variety of markets and actively manage this portfolio in a manner that balances core businesses that deliver short term profitability, emerging businesses that are showing promise by gaining footholds in their respective markets and future businesses that are unproven but represent opportunities for future growth and expansion. In managing our product portfolio, we will seek markets that present large

revenue and profit opportunities, sustain high growth, have significant strategic alignment, and leverage our brand and core capabilities in technology, operations, distribution and support.

Leverage Research and Development Across Different Products and Markets. We leverage our research and development across all of our products and markets. For example, we use technological expertise developed through government-funded research and development projects across our other product development efforts. Similarly, expertise developed while designing consumer products is used in designing products for defense and security applications. This strategy helps us avoid the need to start each robot project from scratch, developing robots in a cost-effective manner and minimizing time to market.

Continue to Strengthen Our Brand. Our robots' performance and uniqueness have enabled us to obtain strong word-of-mouth and extensive press coverage leading to increasing brand awareness, brand personality and momentum. We intend to increase our investment in our marketing programs to strengthen our brand recognition and reinforce our message of innovation, reliability, safety and value.

Complement Core Competencies with Strategic Alliances. Our core competencies are the design, development and marketing of robots. We rely on strategic alliances to provide complementary competencies that we integrate into our products and to enhance market access. We outsource certain non-core activities, such as manufacturing and back-office functions, which helps us focus our resources on our core competencies.

Technology

We are focused on behavior-based, artificially-intelligent systems developed to meet customer requirements in multiple market segments. In contrast to robotic manufacturing equipment or entertainment systems that are designed to repeat actions in specific, known environments, our systems are designed to complete missions in complex and dynamic real-world environments.

Our robots rely on the interplay among behavior-based artificially intelligent systems, real-world dynamic sensors, user-friendly interfaces and tightly-integrated, electromechanical designs to accomplish their missions efficiently.

Real-World, Dynamic Sensing. The degree of intelligence that our robots display is directly attributable to their ability to perceive - or sense - the world around them. Using specialized hardware and signal processing, we have developed sensors that fit particular cost-performance criteria. In other cases, we use off-the-shelf sensing hardware, such as laser scanners, cameras and optical sensors.

User-Friendly Interfaces. Our robots allow users to interact and instruct our robots in intuitive ways without extensive end-user set-up, installation, training or instruction. For example, our Roomba robots require only one button to have the robot begin its mission, determine the size of the room to be cleaned, thoroughly clean the room and return to its re-charger, right out of the box without any pre-programmed knowledge of the user's home. Similarly, our PackBot robots use intuitive controllers, interoperable between systems, that integrate high-level supervisory commands from the user into the behaviors of the robot.

Tightly-Integrated, Electromechanical Design. Our products rely on our ability to build inherently robust integrated electrical and mechanical components into required form factors. For instance, the computer that powers the PackBot tactical military robot must withstand being dropped from more than ten feet onto concrete. Such high performance specifications require tight design integration.

AWARE Robot Intelligence Systems. Our proprietary AWARE Robot Intelligence Systems are code bases that enable the behavioral control of robots. Moreover, the AWARE systems include modules that control behaviors, sensor fusion, power management and communication. Our AWARE systems allow our Roomba floor vacuuming robot and our Scooba floor washing robot to clean an entire floor while navigating around obstacles and not falling down stairs, and also allow our PackBot robots and our other unmanned ground vehicles to accomplish complex missions such as waypoint navigation and real-time obstacle avoidance.

Combining these four components, we have created proprietary, reusable building blocks of robotics capabilities, including mobility platforms, manipulators, navigation and control algorithms and user interfaces. Our technology building blocks typically allow us to take a known platform and modify it for a new mission instead of starting from scratch for each application. We believe this allows us to design and develop innovative robots cost-effectively.

Products and Development Contracts

We design and market robots for the consumer, and defense and security, telemedicine, and video collaboration markets. With two decades of leadership in the robot industry, we remain committed to establishing robot and software platforms for invention and discovery, building key partnerships to develop mission-critical payloads and creating robots that improve the standards of safety and living worldwide.

Consumer Products

We sell various products that are designed for use in and around the home. Our current consumer products are focused on both indoor and outdoor cleaning applications. We believe our consumer products provide value to our customers by delivering better cleaning solutions at an affordable price and by freeing people from repetitive home cleaning tasks.

We currently offer multiple Roomba floor vacuuming robots with varying price points ranging from \$299 to \$699 based upon performance characteristics. Our Roomba robot's compact disc shape allows it to clean under beds and other furniture, resulting in cleaner floors since the Roomba can access more of the floor than standard upright vacuum cleaners. In addition, Roomba eliminates the need to push a vacuum - it cleans automatically upon the push of a button. In 2013, we introduced the Roomba 800 series robots which incorporate new brushless, counter-rotating extractors that amplify suction for superior performance over bristle brushes, while requiring less maintenance than previous Roomba models. The Roomba 700 series robots, introduced in 2011, offers improved debris pick up, a larger debris bin that vigorously pulls debris and hair off brushes into the bin, and dual HEPA air filters that capture dust particles as fine as 0.3 microns. The Roomba 600 series robots, introduced in 2012, offers a three-stage cleaning system which thoroughly vacuums every section of the floor multiple times, as well as AeroVac technology and improved brush design enabling the robot to better handle fibers like hair, pet fur, lint and carpet fuzz.

As a result of our acquisition of Evolution Robotics, Inc., we currently offer two Braava automatic floor mopping robots designed exclusively for hard surface floors with prices ranging from \$199 to \$299 based upon performance features. These robots provide a different cleaning approach than our Roomba products. The Braava 320 automatically dusts and damp mops hard surface floors using popular cleaning cloths or our specially designed reusable microfiber cloths. In addition to these features, the Braava 380t includes a special reservoir that dispenses liquid throughout the cleaning cycle to keep the cloth damp.

In January 2014, we introduced the Scooba 450 floor scrubbing robot with a price point of \$599. Unlike a conventional mop that spreads dirty water on the floor, Scooba will apply only fresh water and cleaning solution to the floor from a clean tank. Scooba will clean dirt and grime, is safe for use on all sealed, hard floor surfaces, including wood and tile, and is smart enough to avoid carpet. The Scooba 450 uses the new Scooba Three-Cycle Cleaning Process which automatically sweeps and pre-soaks, scrubs and finishes with a final squeegee while washing away bacteria.

Our Mirra Pool Cleaning Robot is used to clean residential pools and removes debris as small as two microns from pool floors, walls and stairs. Mirra is brought to market under the iRobot brand through a relationship with Aquatron, Inc., which developed the pool cleaning robots. Our Looj Gutter Cleaning Robot was designed to simplify the difficult and dangerous job of gutter cleaning. The Looj cleans an entire stretch of gutter, reducing the number of times a ladder must be repositioned and climbed during gutter cleaning. The Looj also features a detachable handle that doubles as a wireless remote control, providing full control of the robot while cleaning.

Defense and Security Products

In defense and security product markets, we currently offer several ground unmanned vehicles. Our tactical ground robots include the combat-tested 510 PackBot line of small, unmanned ground robots, the SUGV (Small Unmanned Ground Vehicle) multi-purpose ground robots, the 110 FirstLook small, light, throwable robot, and the 710 Warrior multi-purpose robot capable of carrying heavy payloads. The PackBot, SUGV, FirstLook, and Warrior robots comprise a family of robots using many common platform components and offer our patented flipper technology that enables robots to easily climb stairs, navigate rubble, and penetrate inaccessible areas. These robots are designed to keep war fighters and public safety officials out of harm's way and are designed for high-performance, durability and ease of use while performing search, reconnaissance, mapping, bomb disposal and other dangerous missions. As of December 28, 2013, more than 5,000 robots have been delivered to military and civil defense forces and research communities worldwide. The robots are currently priced between approximately \$20,000 and \$600,000 per unit, depending on configuration and quantities ordered.

We continue to refine the PackBot product line, focusing on enhanced modularity and providing new capabilities to support a variety of mission scenarios. Our unique Aware 2 software is incorporated into the advanced 510 PackBot chassis and operator control unit. As a result, PackBot can support multiple configurations and payloads with the same chassis and operator control unit, providing customers with a single robot capable of performing a variety of missions. We also utilize Configure-To-Order (CTO) procurement options for our commercial 510 PackBot, allowing customers to tailor the product to their specific mission needs. The combined benefits of the Aware 2 software and CTO procurement options establish the 510 PackBot as a truly modular multi-mission robotic platform.

The 310 and XM1216 SUGVs are a family of lightweight, backpackable robots well suited to dismounted operations in Afghanistan. The SUGV has a modular design that accommodates a wide range of optional payloads and sensors, including a dexterous manipulator, and can easily climb stairs, roll over obstacles and enter inaccessible and dangerous areas.

Remote Presence Products

We currently have two products based upon our Ava mobile robotics platform. The U.S. Federal Drug and Administration approved RP-VITA telemedicine robot expands the reach of medical care by connecting physicians with patients from anywhere in the world. The RP-VITA combines the latest in autonomous navigation and mobility technologies developed by iRobot with the state-of-the-art telemedicine and electronic health record integration developed by InTouch Health. The RP-VITA, which is sold to healthcare customers by InTouch Health, was introduced in 2012 and began shipping in early 2013. Our Ava 500 Video Collaboration robot, announced in 2013, delivers autonomous telepresence to the enterprise market, enabling remote workers to more personally collaborate throughout the workplace. The Ava 500, which is targeted for availability from select Cisco partners in the first half of 2014, blends together our autonomous navigation capabilities with Cisco's TelePresence to enable people working off-site to participate in meetings and presentations where movement and location spontaneity are important.

Contract Research and Development Projects

We have historically been involved in contract development projects with various U.S. governmental agencies and departments with project durations ranging from a few months to several years. These projects are usually funded as either cost-plus, firm fixed price, or time and materials contracts. We have decided to refocus our funded research activities, and have become less reliant on these contract research and development projects in recent years, which represented 2%, 4% and 8% of our total revenue for fiscal years 2013, 2012 and 2011, respectively.

Strategic Alliances

In addition to our internal technology development, we leverage relevant robotic technologies through licensing, acquisitions and/or other partnerships. These strategic alliances are an important part of our product development and distribution strategies. We rely on strategic alliances to provide technology, complementary product offerings and increased and quicker access to markets. We seek to form relationships with organizations that can provide best-in-class technology or market advantages for establishing iRobot technology in new market segments.

In 2011 we signed a joint development and licensing agreement with InTouch Health, a leading remote presence telemedicine solution provider, to explore potential opportunities for healthcare applications on iRobot platforms such as the iRobot Ava mobile robotics platform. This alliance resulted in the introduction in 2012 of the RP-VITA, the first autonomous navigation remote presence robot to receive U.S. Food and Drug Administration clearance for use in hospitals. The RP-VITA combines the latest in autonomous navigation and mobility technologies developed by iRobot with the state-of-the-art telemedicine and electronic health record integration developed by InTouch Health. Shipments of the RP-VITA began in early 2013.

In 2013, we signed a joint marketing agreement and are working in close alliance with Cisco to bring our enterprise-grade Ava 500 Video Collaboration robot to market. The Ava 500, which blends together our autonomous navigation capabilities with Cisco's TelePresence to enable people working off-site to participate in meetings and presentations where movement and location spontaneity are important, is targeted for availability from select Cisco partners in the first half of 2014.

Our strategy of working closely with third parties extends to the design of our products. By offering extensible platforms designed to carry payloads, we have designed and manufactured our products to leverage the work of those individuals and organizations that offer specialized technological expertise. The PackBot, Warrior and FirstLook robots are designed with open interfaces that allow third-party developers to add payloads to our robots, improving their functionality.

Sales and Distribution Channels

We sell our products through distinct sales channels to the consumer, defense and security, telemedicine, and video collaboration markets. For the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, sales to non-U.S. customers accounted for 59.5%, 57.3% and 45.5% of total revenue, respectively. For the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, U.S. federal government orders, contracts and subcontracts accounted for 6.2%, 15.1% and 36.1% of total revenue, respectively. For the years ended December 28, 2013, December 29, 2012 and December 31, 2011, we generated an aggregate of 33.2%, 30.6% and 23.6% of our revenue, respectively from our home robots distributor in Japan (Sales on Demand Corporation) and a network of affiliated European distributors of our home robots.

Home Robots

In the United States and Canada, we sell our consumer products through a network of national retailers. In 2013, this network consisted of more than 30 retailers which often sell either one or some combination of our products. Certain smaller domestic retail operations are supported by distributors to whom we sell our products directly. In support of sales in the United States and Canada, we maintain an in-house sales and product management team. Outside of the United States and Canada, our products have been sold in more than 40 countries, primarily through a network of in-country distributors who resell to retail stores in their respective countries. These distributors are supported by our international sales and product marketing team.

Our retail and distributor networks are our primary distribution channels for our consumer products. We also offer products direct-to-consumer through our domestic and international on-line stores, representing 5.9% and 6.3% of total home robots business unit revenue for fiscal 2013 and 2012, respectively. We have established valuable databases and customer lists that allow us to target directly those consumers most likely to purchase a new robot or upgrade. We believe we maintain a close connection with our customers in each of our markets, which provides an enhanced position from which to improve our distribution and product offerings.

Defense and Security

We sell our defense and security products directly to end users and indirectly through prime contractors and distributors. While the majority of defense and security products have been sold to date to various operations within the U.S. federal government, we also sell to state and local as well as to international government organizations and research labs and universities. Our military products are sold overseas in compliance with the International Traffic in Arms Regulations, or ITAR. We have sold our products to the governments of various countries in the past several years, including the United Kingdom, France, Germany, Sweden, Norway, Italy, Brazil, Pakistan, Israel, Australia, Republic of Korea, Singapore, Bosnia, Lithuania, Qatar, Taiwan, South Africa and Canada.

Remote Presence

The RP-VITA telemedicine robot, which was jointly developed with InTouch Health and incorporates our Ava mobile robotics platform, is sold to healthcare customers by InTouch Health. Our Ava 500 Video Collaboration robot, which was announced in 2013 and incorporates our Ava mobile robotics platform and Cisco's TelePresence, will be available from certified Cisco partners in the first half of 2014.

Customer Service and Support

We also provide ongoing customer service and support. Consumer customer service representatives, the majority of whom are employees of outsourced service organizations or our distribution partners, are extensively trained on the technical intricacies of our consumer products. Defense and security customer representatives are usually former military personnel who are experienced in logistical and technical support requirements for military operations. Customer service for the RP-VITA product is provided by InTouch Health.

Marketing and Brand

We market our home robots to end-user customers through our sales and marketing teams as well as through our extensive network of retailers and in-country distributors. We market our defense and security products directly through our team of government sales specialists to end users and indirectly through prime contractors. The RP-VITA product is marketed to healthcare customers by InTouch Health while our Ava 500 Video Collaboration product is marketed to enterprise customers by a combination of our sales and marketing teams in conjunction with select Cisco partners. Our website is also playing an increasing role in supporting brand awareness, addressing customer questions and serving as a showcase for our products.

Our marketing strategy is to increase our brand awareness and associate the iRobot brand with innovation, reliability, safety and value. Our sales and marketing expenses represented 14.7%, 15.2% and 10.8% of our total revenue in 2013, 2012 and 2011, respectively. We expect to continue to invest in national advertising, consumer and industry trade shows, direct marketing and public relations to further build brand awareness.

We believe that we have built a trusted, recognized brand by providing high-quality robots. We believe that customer word-of-mouth has been a significant driver of our brand's success to date, which can work very well for products that inspire a high level of user loyalty because users are likely to share their positive experiences. Our grass-roots marketing efforts focus on feeding this word-of-mouth momentum and we use public relations as well as advertising to promote our products.

Our innovative robots and public relations campaigns have generated extensive press coverage. In addition, iRobot and our consumer robots have won several awards and our inclusion among the first-tier partners on the U.S. Army's Brigade Combat Team Modernization program has greatly enhanced our brand and awareness among defense and security customers. Through these efforts, we have been able to build our brand, and we expect that our reputation for innovative products and customer support will continue to play a significant role in our growth and success.

Manufacturing

Our core competencies are the design, development and marketing of robots. Our manufacturing strategy is to outsource non-core competencies, such as the production of our robots, to third-party entities skilled in manufacturing. By relying on the outsourced manufacture of our consumer, military and remote presence robots, we can focus our engineering expertise on the design of robots.

Manufacturing a new product requires a close relationship between our product designers and the manufacturing organizations. Using multiple engineering techniques, our products are introduced to the selected production facility at an early-development stage and the feedback provided by manufacturing is incorporated into the design before tooling is finalized and mass production begins. As a result, we believe that we can significantly reduce the time required to move a product from its design phase to mass production deliveries, with improved quality and yields.

We outsource the manufacturing of our consumer products to six contract manufacturers, each of which manufactures at a single plant in China. We outsource the manufacturing of our defense and security robots to three contract manufacturers, all of which are located in the United States. We outsource our remote presence robots to one contract manufacturer located in the United States.

Research and Development

We believe that our future success depends upon our ability to continue to develop new products and product accessories, and enhancements to and applications for our existing products. For the years ended December 28, 2013, December 29, 2012 and December 31, 2011, our research and development expenses were \$63.6 million, \$57.1 million and \$60.1 million, respectively. We intend to continue our investment in research and development to respond to and anticipate customer needs, and to enable us to introduce new products over the next few years that will continue to address our existing and adjacent market sectors.

Our research and development is conducted by teams dedicated to particular projects. Our research and development efforts are primarily located at our headquarters in Bedford, Massachusetts and our office in Pasadena, California.

Competition

The market for robots is highly competitive, rapidly evolving and subject to changing technologies, shifting customer needs and expectations and the likely increased introduction of new products. We believe that a number of established companies have developed or are developing robots that will compete directly with our product offerings, and many of our competitors have significantly more financial and other resources than we possess.

Our competitors include developers of robot floor cleaning products, developers of small unmanned ground vehicles, and developers of mobile robotic platforms and telepresence systems.

While we believe many of our customers purchase our Roomba floor vacuuming robots, Braava floor cleaning and Scooba floor washing robots as a supplement to, rather than a replacement for, their traditional vacuum cleaners and wet floor cleaning methods, we do compete in some cases with providers of traditional cleaning products.

We believe that the principal competitive factors in the market for robots include product features, performance for the intended mission, cost of purchase, total cost of system operation, including maintenance and support, ease of use, integration with existing equipment, quality, reliability, customer support, brand and reputation.

Our ability to remain competitive will depend to a great extent upon our ongoing performance in the areas of product development and customer support. We cannot provide assurance that our products will continue to compete favorably or that we will be successful in the face of increasing competition from new products and enhancements introduced by existing competitors or new companies entering the markets in which we provide products.

Intellectual Property

We believe that our continued success depends in large part on our proprietary technology, the intellectual skills of our employees and the ability of our employees to continue to innovate. We rely on a combination of patent, copyright, trademark and trade secret laws, as well as confidentiality agreements, to establish and protect our proprietary rights.

As of December 28, 2013, we held 232 U.S. patents, 229 foreign patents, additional design registrations, and more than 400 patent applications pending worldwide. Our U.S. patents will begin to expire in 2019. We will continue to file and prosecute patent (or design registration, as applicable) applications when and where appropriate to attempt to protect our rights in our proprietary technologies. We also encourage our employees to continue to invent and develop new technologies so as to maintain our competitiveness in the marketplace. It is possible that our current patents, or patents which we may later acquire, may be successfully challenged or invalidated in whole or in part. It is also possible that we may not obtain issued patents for our pending patent applications or other inventions we seek to protect. In that regard, we sometimes permit certain intellectual

property to lapse or go abandoned under appropriate circumstances and due to uncertainties inherent in prosecuting patent applications, sometimes patent applications are rejected and we subsequently abandon them. It is also possible that we may not develop proprietary products or technologies in the future that are patentable, or that any patent issued to us may not provide us with any competitive advantages, or that the patents of others will harm or altogether preclude our ability to do business.

Our registered U.S. trademarks include iRobot, Roomba, Scooba, Mint, ViPR, NorthStar, iRobot Dirt Dog, Create, PackBot, FirstLook, iAdapt, FasTac, Aware, Home Base, Looj, Verro, Virtual Wall, Warrior, Mirra, Braava and AeroForce. Our marks iRobot, Roomba, Scooba, and certain other trademarks, have also been registered in selected foreign countries.

Our means of protecting our proprietary rights may not be adequate and our competitors may independently develop technology that is similar to ours. Legal protections afford only limited protection for our technology. The laws of many countries do not protect our proprietary rights to as great an extent as do the laws of the United States. Despite our efforts to protect our proprietary rights, unauthorized parties have in the past attempted, and may in the future attempt, to copy aspects of our products or to obtain and use information that we regard as proprietary. Third parties may also design around our proprietary rights, which may render our protected products less valuable, if the design around is favorably received in the marketplace. In addition, if any of our products or the technology underlying our products is covered by third-party patents or other intellectual property rights, we could be subject to various legal actions. We cannot assure you that our products do not infringe patents held by others or that they will not in the future. We have received in the past communications from third parties relating to technologies used in our various robot products that have alleged infringement of patents or violation of other intellectual property rights. In response to these communications, we have contacted these third parties to convey our good faith belief that we do not infringe the patents in question or otherwise violate those parties' rights. Although there have been no additional actions or communications with respect to these allegations, we cannot assure you that we will not receive further correspondence from these parties, or not be subject to additional allegations of infringement from others. Litigation may be necessary to enforce our intellectual property rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement or invalidity, misappropriation, or other claims. Any such litigation could result in substantial costs and diversion of our resources. Moreover, any settlement of or adverse judgment resulting from such litigation could require us to obtain a license to continue to use the technology that is the subject of the claim, or otherwise restrict or prohibit our use of the technology. Any required licenses may not be available to us on acceptable terms, if at all. If we attempt to design around the technology at issue or to find another provider of suitable alternative technology to permit us to continue offering applicable software or product solutions, our continued supply of software or product solutions could be disrupted or our introduction of new or enhanced software or products could be significantly delayed.

Regulations

We are subject to various government regulations, including various U.S. federal government regulations as a contractor and subcontractor to the U.S. federal government. Among the most significant U.S. federal government regulations affecting our business are:

- the Federal Acquisition Regulations and supplemental agency regulations, which comprehensively regulate the formation and administration of, and performance under government contracts;
- the Truth in Negotiations Act, which requires certification and disclosure of all cost and pricing data in connection with contract negotiations;
- the Cost Accounting Standards, which impose accounting requirements that govern our right to reimbursement under cost-based government contracts;
- the Foreign Corrupt Practices Act, which prohibits U.S. companies from providing anything of value to a foreign official to help obtain, retain or direct business, or obtain any unfair advantages;
- the False Claims Act and the False Statements Act, which, respectively, impose penalties for payments made on the basis of false facts provided to the government, and impose penalties on the basis of false statements, even if they do not result in a payment; and
- laws, regulations and executive orders restricting the use and dissemination of information classified for national security purposes and the exportation of certain products and technical data.

We also need special security clearances to continue working on and advancing certain of our projects with the U.S. federal government. Classified programs generally will require that we comply with various Executive Orders, federal laws and regulations and customer security requirements that may include restrictions on how we develop, store, protect and share information, and may require our employees to obtain government clearances.

The nature of the work we do for the federal government may also limit the parties who may invest in or acquire us. Export laws may keep us from providing potential foreign acquirers with a review of the technical data they would be acquiring. In addition, there are special requirements for foreign parties who wish to buy or acquire control or influence over companies that control technology or produce goods in the security interests of the United States. There may need to be a review under the Exon-Florio provisions of the Defense Production Act. Finally, the government may require a prospective

foreign owner to establish intermediaries to actually run that part of the company that does classified work, and establishing a subsidiary and its separate operation may make such an acquisition less appealing to such potential acquirers.

In addition, the export from the United States of many of our products may require the issuance of a license by the U.S. Department of Commerce under the Export Administration Act, as amended, and its implementing Regulations as kept in force by the International Emergency Economic Powers Act of 1977, as amended. Some of our products may require the issuance of a license by the U.S. Department of State under the Arms Export Control Act and its implementing Regulations, which licenses are generally harder to obtain and take longer to obtain than do Export Administration Act licenses.

Our business may require the compliance with state or local laws designed to limit the uses of personal user information gathered online or require online services to establish privacy policies.

Defense and Security Product Backlog

Our defense and security product backlog consists of written orders or contracts to purchase our products received from our defense and security customers. Total backlog of product sales to defense and security customers, which includes federal, state, local and foreign governments, and non-government customers, as of December 28, 2013 and December 29, 2012 amounted to approximately \$8.8 and \$11.4 million, respectively. There can be no assurance that any of our backlog will result in revenue.

Employees

As of December 28, 2013, we had 528 full-time employees located in the United States and abroad. We believe that we have a good relationship with our employees.

Available Information

We were incorporated in California in August 1990 under the name IS Robotics, Inc. and reincorporated as IS Robotics Corporation in Massachusetts in June 1994. We reincorporated in Delaware as iRobot Corporation in December 2000. We conduct operations and maintain a number of subsidiaries in the United States and abroad, including operations in Hong Kong, the United Kingdom and China. We also maintain iRobot Securities Corporation, a Massachusetts securities corporation, to invest our cash balances on a short-term basis. Our website address is www.irobot.com. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available free of charge through the investor relations page of our internet website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission. Alternatively, these reports may be accessed at the SEC's website at www.sec.gov.

ITEM 1A. RISK FACTORS

We operate in a rapidly changing environment that involves a number of risks, some of which are beyond our control. This discussion highlights some of the risks which may affect future operating results. These are the risks and uncertainties we believe are most important for you to consider. Additional risks and uncertainties not presently known to us, which we currently deem immaterial or which are similar to those faced by other companies in our industry or business in general, may also impair our business operations. If any of the following risks or uncertainties actually occurs, our business, financial condition and operating results would likely suffer.

Risks Related to Our Business

We operate in an emerging market, which makes it difficult to evaluate our business and future prospects.

Robots represent a new and emerging market. Accordingly, our business and future prospects are difficult to evaluate. We cannot accurately predict the extent to which demand for consumer robots will increase, if at all. Moreover, there are only a limited number of programs under which the U.S. federal government is currently funding the development or purchase of defense robots. Our remote presence robot business remains in an investment stage, where market demand is uncertain. You should consider the challenges, risks and uncertainties frequently encountered by companies using new and unproven business models in rapidly evolving markets. These challenges include our ability to:

- generate sufficient revenue and gross margin to maintain profitability;
- acquire and maintain market share in our consumer and defense markets;
- attract and retain customers of our consumer robots;
- attract and retain additional engineers and other highly-qualified personnel;
- expand our product offerings beyond our existing robots; and
- adapt to new or changing policies and spending priorities of governments and government agencies.

If we fail to successfully address these and other challenges, risks and uncertainties, our business, results of operations and financial condition would be materially harmed.

Our financial results often vary significantly from quarter-to-quarter due to a number of factors, which may lead to volatility in our stock price.

Our quarterly revenue and other operating results have varied in the past and are likely to continue to vary significantly from quarter-to-quarter in the future. These fluctuations may be due to numerous factors including:

- the size, timing and mix of orders from retail stores and international distributors for our home care robots;
- the size and timing of orders from military and other government agencies;
- the mix of products that we sell in the period;
- disruption of supply of our products from our manufacturers;
- seasonality in the sales of our military and consumer products;
- the inability to attract and retain qualified, revenue-generating personnel;
- unanticipated costs incurred in the introduction of new products;
- costs and availability of labor and raw materials;
- costs of freight;
- changes in our rate of returns for our consumer products;
- our ability to introduce new products and enhancements to our existing products on a timely basis;
- warranty costs associated with our consumer products;
- the amount of government funding and the political, budgetary and purchasing constraints of our government agency customers; and
- cancellations, delays or contract amendments by government agency customers.

We cannot be certain that our revenues will grow at rates that will allow us to maintain profitability during every fiscal quarter, or even every fiscal year. We base our current and future expense levels on our internal operating plans and sales forecasts, including forecasts of holiday sales for our consumer products. A significant portion of our operating expenses, such as research and development expenses, certain marketing and promotional expenses and employee wages and salaries, do not vary directly with sales and are difficult to adjust in the short term. As a result, if sales for a quarter are below our expectations, we might not be able to reduce operating expenses for that quarter and, therefore, we would not be able to reduce our operating expenses for the fiscal year. Accordingly, a sales shortfall during a fiscal quarter, and in particular the fourth quarter of a fiscal year, could have a disproportionate effect on our operating results for that quarter or that year. Because of quarterly fluctuations, we believe that quarter-to-quarter comparisons of our operating results are not necessarily meaningful. Moreover, our operating results may not meet expectations of equity research analysts or investors. If this occurs, the trading price of our common stock could fall substantially either suddenly or over time.

Global economic conditions and any associated impact on consumer spending could have a material adverse effect on our business, results of operations and financial condition.

Continued economic uncertainty and reductions in consumer spending, particularly in certain international markets such as the European Union, may result in reductions in sales of our consumer robots. Additionally, disruptions in credit markets may materially limit consumer credit availability and restrict credit availability of our retail customers, which would also impact purchases of our consumer robots. Any reduction in sales of our consumer robots, resulting from reductions in consumer spending or continued disruption in the availability of credit to retailers or consumers, could materially and adversely affect our business, results of operations and financial condition.

The majority of our business currently depends on our consumer robots, and our sales growth and operating results would be negatively impacted if we are unable to enhance our current consumer robots or develop new consumer robots at competitive prices or in a timely manner, or if the consumer robot market does not achieve broad market acceptance.

For the years ended December 28, 2013 and December 29, 2012, we derived 87.8% and 81.8% of our total revenue from our consumer robots, respectively. For the foreseeable future, we expect that a significant portion of our revenue will be derived from sales of consumer robots in general and home floor care products in particular. Accordingly, our future success depends upon our ability to further penetrate the consumer home care market, to enhance our current consumer products and develop and introduce new consumer products offering enhanced performance and functionality at competitive prices. The development and application of new technologies involve time, substantial costs and risks. Our inability to achieve significant sales of our newly introduced robots, or to enhance, develop and introduce other products in a timely manner, or at all, would materially harm our sales growth and operating results.

Even if consumer robots gain wide market acceptance, our robots may not adequately address market requirements and may not continue to gain market acceptance. If robots generally, or our robots specifically, do not gain wide market acceptance, we may not be able to achieve our anticipated level of growth, and our revenue and results of operations would suffer.

We depend on the U.S. federal government for a portion of our revenue, and any unexpected reduction in the amount of business that we do with the U.S. federal government would negatively impact our operating results and financial condition.

For the years ended December 28, 2013 and December 29, 2012, we derived 6.2% and 15.1% of our total revenue, respectively, directly or indirectly, from the U.S. federal government and its agencies. Further reduction in the amount of revenue that we derive from a limited number of U.S. federal government agencies without an offsetting increase in new sales to other customers would have a material adverse effect on our operating results.

Specifically, the defense industry in which we operate is dependent upon the level of equipment expenditures by the armed forces of countries throughout the world, and especially those of the United States, which represents a significant portion of world-wide defense expenditures. In prior years, the war on terror increased the level of equipment expenditures by the U.S. armed forces; however, this level of spending does not appear to be sustainable in light of government spending priorities by the U.S. and the continued winding down of U.S. armed forces operations in Iraq and Afghanistan.

Future sales of our military robots will depend largely on our ability to secure contracts with the U.S. military under its robot programs. We expect that there will continue to be only a limited number of programs under which U.S. federal government agencies will seek to fund the development of, or purchase, robots. Moreover, it is difficult to predict the timing of the award of government contracts and our revenue could fluctuate significantly based on the timing of any such awards.

We depend on single source manufacturers, and our reputation and results of operations would be harmed if these manufacturers fail to meet our requirements.

We currently depend largely on several single source contract manufacturers, for the manufacture of our various families of home care and defense products. All contract manufacturers for our home robots are located in China. These manufacturers supply substantially all of the raw materials and provide all facilities and labor required to manufacture our products. If these companies were to terminate their arrangements with us or fail to provide the required capacity and quality on a timely basis, we would be unable to manufacture our products until replacement contract manufacturing services could be obtained or volume transferred to an alternative manufacturing partner, each of which is a costly and time-consuming process. We cannot assure you that we would be able to establish alternative manufacturing arrangements on acceptable terms or in a timely manner.

Our reliance on these contract manufacturers involves certain risks, including the following:

- lack of direct control over production capacity and delivery schedules;
- lack of direct control over quality assurance, manufacturing yields and production costs;
- lack of enforceable contractual provisions over the production and costs of consumer products;
- risk of loss of inventory while in transit;
- risks associated with international commerce, including unexpected changes in legal and regulatory requirements, changes in tariffs and trade policies, risks associated with the protection of intellectual property and political and economic instability; and
- our attempts to add additional manufacturing resources may be significantly delayed and thereby create disruptions in production of our products.

Any interruption in the manufacture of our products would be likely to result in delays in shipment, lost sales and revenue and damage to our reputation in the market, all of which would harm our business and results of operations. In addition, while our contract obligations with our contract manufacturers in China are typically denominated in U.S. dollars, changes in currency exchange rates could impact our suppliers and increase our prices.

Any efforts to expand our product offerings beyond our current markets may not succeed, which could negatively impact our operating results.

We have focused on selling our robots in the home floor care and defense markets. We plan to expand into other markets, in particular remote presence robots for telemedicine and business collaboration. Efforts to expand our product offerings beyond the markets that we currently serve, however, may divert management resources from existing operations and require us to commit significant financial resources to an unproven business, either of which could significantly impair our operating results. Moreover, efforts to expand beyond our existing markets may never result in new products that achieve market acceptance, create additional revenue or become profitable.

If we fail to maintain or increase consumer robot sales through our distribution channels, our operating results would be negatively impacted.

We do not have long-term contracts regarding purchase volumes with any of our retail partners. As a result, purchases generally occur on an order-by-order basis, and the relationships, as well as particular orders, can generally be terminated or otherwise materially changed at any time by our retail partners. A decision by a major retail partner, whether motivated by competitive considerations, financial difficulties, economic conditions or otherwise, to decrease its purchases from us, to reduce the shelf space for our products or to change its manner of doing business with us could significantly damage our consumer product sales and negatively impact our business, financial condition and results of operations. In addition, during recent years, various retailers, including some of our partners, have experienced significant changes and difficulties, including consolidation of ownership, increased centralization of purchasing decisions, restructurings, bankruptcies and liquidations. These and other financial problems of some of our retailers increase the risk of extending credit to these retailers. A significant adverse change in a retail partner relationship with us or in a retail partner's financial position could cause us to limit or discontinue business with that partner, require us to assume more credit risk relating to that partner's receivables or limit our ability to collect amounts related to previous purchases by that partner, all of which could harm our business and financial condition. Disruption of the iRobot on-line store could also decrease our home care robot sales.

Our contracts with the U.S. federal government contain certain provisions that may be unfavorable to us and subject us to government audits, which could materially harm our business and results of operations.

Our contracts and subcontracts with the U.S. federal government subject us to certain risks and give the U.S. federal government rights and remedies not typically found in commercial contracts, including rights that allow the U.S. federal government to:

- terminate contracts for convenience, in whole or in part, at any time and for any reason;
- reduce or modify contracts or subcontracts if its requirements or budgetary constraints change;
- cancel multi-year contracts and related orders if funds for contract performance for any subsequent year become unavailable;
- exercise production priorities, which allow it to require that we accept government purchase orders or produce products under its contracts before we produce products under other contracts, which may displace or delay production of more profitable orders;
- claim certain rights in products provided by us; and
- control or prohibit the export of certain of our products.

Several of our prime contracts with the U.S. federal government do not contain a limitation of liability provision, creating a risk of responsibility for direct and consequential damages. Several subcontracts with prime contractors hold the prime contractor harmless against liability that stems from our work and do not contain a limitation of liability. These provisions could cause substantial liability for us, especially given the use to which our products may be put.

In addition, we are subject to audits by the U.S. federal government as part of routine audits of government contracts. As part of an audit, these agencies may review our performance on contracts, cost structures and compliance with applicable laws, regulations and standards. If any of our costs are found to be allocated improperly to a specific contract, the costs may not be reimbursed and any costs already reimbursed for such contract may have to be refunded. Accordingly, an audit could result in a material adjustment to our revenue and results of operations. Moreover, if an audit uncovers improper or illegal activities, we may be subject to civil and criminal penalties and administrative sanctions, including termination of contracts, forfeiture of profits, suspension of payments, fines and suspension or debarment from doing business with the government.

If any of the foregoing were to occur, or if the U.S. federal government otherwise ceased doing business with us or decreased the amount of business with us, our business and operating results could be materially harmed and the value of your investment in our common stock could be impaired.

Some of our contracts with the U.S. federal government allow it to use inventions developed under the contracts and to disclose technical data to third parties, which could harm our ability to compete.

Some of our contracts allow the U.S. federal government rights to use, or have others use, patented inventions developed under those contracts on behalf of the government. Some of the contracts allow the federal government to disclose technical data without constraining the recipient in how that data is used. The ability of third parties to use patents and technical data for government purposes creates the possibility that the government could attempt to establish additional sources for the products we provide that stem from these contracts. It may also allow the government the ability to negotiate with us to reduce our prices for products we provide to it. The potential that the government may release some of the technical data without constraint creates the possibility that third parties may be able to use this data to compete with us in the commercial sector.

We face intense competition from other providers of robots, including diversified technology providers, as well as competition from providers offering alternative products, which could negatively impact our results of operations and cause our market share to decline.

We believe that a number of companies have developed or are developing robots that will compete directly with our product offerings. Additionally, large and small companies, government-sponsored laboratories and universities are aggressively pursuing contracts for robot-focused research and development. Many current and potential competitors have substantially greater financial, marketing, research and manufacturing resources than we possess, and there can be no assurance that our current and future competitors will not be more successful than us. Moreover, while we believe many of our customers purchase our floor vacuuming robots as a supplement to, rather than a replacement for, their traditional vacuum cleaners; we also compete in some cases with providers of traditional vacuum cleaners. Our competitors include developers of robot floor cleaning products, developers of small unmanned ground vehicles, and established government contractors working on unmanned systems.

The market for robots is highly competitive, rapidly evolving and subject to changing technologies, shifting customer needs and expectations and the likely increased introduction of new products. Our ability to remain competitive will depend to a great extent upon our ongoing performance in the areas of product development and customer support.

In the event that the robot market expands, we expect that competition will intensify as additional competitors enter the market and current competitors expand their product lines. Companies competing with us may introduce products that are competitively priced, have increased performance or functionality, or incorporate technological advances that we have not yet developed or implemented. Increased competitive pressure could result in a loss of sales or market share or cause us to lower prices for our products, any of which would harm our business and operating results.

We cannot assure you that our products will continue to compete favorably or that we will be successful in the face of increasing competition from new products and enhancements introduced by existing competitors or new companies entering the markets in which we provide products. Our failure to compete successfully could cause our revenue and market share to decline, which would negatively impact our results of operations and financial condition.

If critical components of our products that we currently purchase from a small number of suppliers become unavailable, we may incur delays in shipment, which could damage our business.

We and our outsourced manufacturers obtain hardware components, various subsystems, raw materials and batteries from a limited group of suppliers, some of which are sole suppliers. We do not have any long-term agreements with these suppliers obligating them to continue to sell components or products to us. If we or our outsourced manufacturers are unable to obtain components from third-party suppliers in the quantities and of the quality that we require, on a timely basis and at acceptable prices, we may not be able to deliver our products on a timely or cost-effective basis to our customers, which could cause customers to terminate their contracts with us, reduce our gross margin and seriously harm our business, results of operations and financial condition. Moreover, if any of our suppliers become financially unstable, we may have to find new suppliers. It may take several months to locate alternative suppliers, if required, or to re-tool our products to accommodate components from different suppliers. We may experience significant delays in manufacturing and shipping our products to customers and incur additional development, manufacturing and other costs to establish alternative sources of supply if we lose any of these sources. We cannot predict if we will be able to obtain replacement components within the time frames that we require at an affordable cost, or at all.

Our products are complex and could have unknown defects or errors, which may give rise to claims against us, diminish our brand or divert our resources from other purposes.

Our robots rely on the interplay among behavior-based artificially intelligent systems, real-world dynamic sensors, user-friendly interfaces and tightly-integrated, electromechanical designs to accomplish their missions. Despite testing, our new or existing products have contained defects and errors and may in the future contain defects, errors or performance problems when first introduced, when new versions or enhancements are released, or even after these products have been used by our customers for a period of time. These problems could result in expensive and time-consuming design modifications or warranty charges, delays in the introduction of new products or enhancements, significant increases in our service and maintenance costs, exposure to liability for damages, mandatory or voluntary recall or product upgrades, damaged customer relationships and harm to our reputation, any of which could materially harm our results of operations and ability to achieve market acceptance. Our quality control procedures relating to the raw materials and components that it receives from third-party suppliers as well as our quality control procedures relating to its products after those products are designed, manufactured and packaged may not be sufficient. In addition, increased development and warranty costs, including the costs of any mandatory or voluntary recall, could be substantial and could reduce our operating margins. Moreover, because military robots are used in dangerous situations, the failure or malfunction of any of these robots, including our own, could significantly damage our reputation and support for robot solutions in general. The existence of any defects, errors, or failures in our products could also lead to product liability claims or lawsuits against us. A successful product liability claim could result in substantial cost,

diminish our brand and divert management's attention and resources, which could have a negative impact on our business, financial condition and results of operations.

If we are unable to attract and retain additional skilled personnel, we may be unable to grow our business.

To execute our growth plan, we must attract and retain additional, highly-qualified personnel. Competition for hiring these employees is intense, especially with regard to engineers with high levels of experience in designing, developing and integrating robots. Many of the companies with which we compete for hiring experienced employees have greater resources than we have. If we fail to attract new technical personnel or fail to retain and motivate our current employees, our business and future growth prospects could be severely harmed.

We may be sued by third parties for alleged infringement of their proprietary rights, which could be costly, time-consuming and limit our ability to use certain technologies in the future.

If the size of our markets increases, we would be more likely to be subject to claims that our technologies infringe upon the intellectual property or other proprietary rights of third parties. In addition, the vendors from which we license technology used in our products could become subject to similar infringement claims. Our vendors, or we, may not be able to withstand third-party infringement claims. Any claims, with or without merit, could be time-consuming and expensive, and could divert our management's attention away from the execution of our business plan. Moreover, any settlement or adverse judgment resulting from the claim could require us to pay substantial amounts or obtain a license to continue to use the technology that is the subject of the claim, or otherwise restrict or prohibit our use of the technology. There can be no assurance that we would be able to obtain a license from the third party asserting the claim on commercially reasonable terms, if at all, that we would be able to develop alternative technology on a timely basis, if at all, or that we would be able to obtain a license to use a suitable alternative technology to permit us to continue offering, and our customers to continue using, our affected product. In addition, we may be required to indemnify our retail and distribution partners for third-party intellectual property infringement claims, which would increase the cost to us of an adverse ruling in such a claim. An adverse determination could also prevent us from offering our products to others. Infringement claims asserted against us or our vendors may have a material adverse effect on our business, results of operations or financial condition.

If we fail to protect, or incur significant costs in defending, our intellectual property and other proprietary rights, our business and results of operations could be materially harmed.

Our success depends on our ability to protect our intellectual property and other proprietary rights. We rely primarily on patents, trademarks, copyrights, trade secrets and unfair competition laws, as well as license agreements and other contractual provisions, to protect our intellectual property and other proprietary rights. Significant technology used in our products, however, is not the subject of any patent protection, and we may be unable to obtain patent protection on such technology in the future. Moreover, existing U.S. legal standards relating to the validity, enforceability and scope of protection of intellectual property rights offer only limited protection, may not provide us with any competitive advantages, and may be challenged by third parties. In addition, the laws of countries other than the United States in which we market our products may afford little or no effective protection of our intellectual property. Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property or otherwise gaining access to our technology. Unauthorized third parties may try to copy or reverse engineer our products or portions of our products or otherwise obtain and use our intellectual property. Some of our contracts with the U.S. federal government allow the federal government to disclose technical data regarding the products developed on behalf of the government under the contract without constraining the recipient on how it is used. This ability of the government creates the potential that third parties may be able to use this data to compete with us in the commercial sector. If we fail to protect our intellectual property and other proprietary rights, our business, results of operations or financial condition could be materially harmed.

In addition, defending our intellectual property rights may entail significant expense. We believe that certain products in the marketplace may infringe our existing intellectual property rights. We have, from time to time, resorted to legal proceedings to protect our intellectual property and may continue to do so in the future. We may be required to expend significant resources to monitor and protect our intellectual property rights. Any of our intellectual property rights may be challenged by others or invalidated through administrative processes or litigation. If we resort to legal proceedings to enforce our intellectual property rights or to determine the validity and scope of the intellectual property or other proprietary rights of others, the proceedings could result in significant expense to us and divert the attention and efforts of our management and technical employees, even if we were to prevail.

If we fail to enhance our brand, our ability to expand our customer base will be impaired and our operating results may suffer.

We believe that developing and maintaining awareness of the iRobot brand is critical to achieving widespread acceptance of our existing and future products and is an important element in attracting new customers. Furthermore, we expect the

importance of global brand recognition to increase as competition develops. If customers do not perceive our products to be of high quality, our brand and reputation could be harmed, which could adversely impact our financial results. In addition, brand promotion efforts may not yield significant revenue or increased revenue sufficient to offset the additional expenses incurred in building our brand.

We depend on the experience and expertise of our senior management team and key technical employees, and the loss of any key employee may impair our ability to operate effectively.

Our success depends upon the continued services of our senior management team and key technical employees, such as our project management personnel and senior engineers. Moreover, we often must comply with provisions in government contracts that require employment of persons with specified levels of education and work experience. Each of our executive officers, key technical personnel and other employees could terminate his or her relationship with us at any time. The loss of any member of our senior management team might significantly delay or prevent the achievement of our business objectives and could materially harm our business and customer relationships. In addition, because of the highly technical nature of our robots, the loss of any significant number of our existing engineering and project management personnel could have a material adverse effect on our business and operating results.

We are subject to extensive U.S. federal government regulation, and our failure to comply with applicable regulations could subject us to penalties that may restrict our ability to conduct our business.

As a contractor and subcontractor to the U.S. federal government, we are subject to and must comply with various government regulations that impact our operating costs, profit margins and the internal organization and operation of our business. Among the most significant regulations affecting our business are:

- the Federal Acquisition Regulations and supplemental agency regulations, which comprehensively regulate the formation and administration of, and performance under government contracts;
- the Truth in Negotiations Act, which requires certification and disclosure of all cost and pricing data in connection with contract negotiations;
- the Cost Accounting Standards, which impose accounting requirements that govern our right to reimbursement under cost-based government contracts;
- the Foreign Corrupt Practices Act, which prohibits U.S. companies from providing anything of value to a foreign official to help obtain, retain or direct business, or obtain any unfair advantage;
- the False Claims Act and the False Statements Act, which, respectively, impose penalties for payments made on the basis of false facts provided to the government, and impose penalties on the basis of false statements, even if they do not result in a payment;
- laws, regulations and executive orders restricting the use and dissemination of information classified for national security purposes and the exportation of certain products and technical data;
- Certain contracts from the U.S. federal government may require us to maintain certain certifications including but not limited to AS9100 and CMMI;
- Contractor Purchasing Systems review (CPSR) requirements, which evaluate the efficiency and effectiveness with which we spend U.S. Government funds; and
- The sale of our products in countries outside the United States is regulated by the governments of those countries. While compliance with such regulation will generally be undertaken by our international distributors, we may assist with such compliance and in certain cases may be liable if a distributor fails to comply.

We must comply with U.S. laws regulating the export of our products. In addition, we are required to obtain a license from the U.S. federal government to export our PackBot, Warrior, FirstLook and SUGV lines of tactical military robots. We cannot be sure of our ability to obtain any licenses required to export our products or to receive authorization from the U.S. federal government for international sales or domestic sales to foreign persons. Moreover, the export regimes and the governing policies applicable to our business are subject to change. We cannot assure you of the extent that such export authorizations will be available to us, if at all, in the future. In some cases where we act as a subcontractor, we rely upon the compliance activities of our prime contractors, and we cannot assure you that they have taken or will take all measures necessary to comply with applicable export laws. If we or our prime contractor partners cannot obtain required government approvals under applicable regulations in a timely manner or at all, we would be delayed or prevented from selling our products in international jurisdictions, which could materially harm our business, operating results and ability to generate revenue.

Also, we need special clearances to continue working on and advancing certain of our projects with the U.S. federal government. Obtaining and maintaining security clearances for employees involves a lengthy process, and it is difficult to identify, recruit and retain employees who already hold security clearances. If our employees are unable to obtain security clearances in a timely manner, or at all, or if our employees who hold security clearances are unable to maintain the clearances

or terminate employment with us, then a customer requiring classified work could terminate the contract or decide not to renew it upon its expiration. In addition, we expect that many of the contracts on which we will bid will require us to demonstrate our ability to obtain facility security clearances and employ personnel with specified types of security clearances. To the extent we are not able to obtain facility security clearances or engage employees with the required security clearances for a particular contract, we may not be able to bid on or win new contracts, or effectively rebid on expiring contracts. Classified programs generally will require that we comply with various Executive Orders, federal laws and regulations and customer security requirements that may include restrictions on how we develop, store, protect and share information, and may require our employees to obtain government clearances.

Our failure to comply with applicable regulations, rules and approvals could result in the imposition of penalties, the loss of our government contracts or our suspension or debarment from contracting with the federal government generally, any of which would harm our business, financial condition and results of operations.

Acquisitions and potential future acquisitions could be difficult to integrate, divert the attention of key personnel, disrupt our business, dilute stockholder value and impair our financial results.

As part of our business strategy, we have in the past acquired, and we intend to continue to consider additional acquisitions of companies, technologies and products that we believe could accelerate our ability to compete in our core markets or allow us to enter new markets. For example, in October 2012, we acquired Evolution Robotics, Inc. Acquisitions and combinations are accompanied by a number of risks, including the difficulty of integrating the operations and personnel of the acquired companies, the potential disruption of our ongoing business, the potential distraction of management, expenses related to the acquisition and potential unknown liabilities associated with acquired businesses. Any inability to integrate completed acquisitions or combinations in an efficient and timely manner could have an adverse impact on our results of operations. In addition, we may not be able to recognize any expected synergies or benefits in connection with a future acquisition or combination. If we are not successful in completing acquisitions or combinations that we may pursue in the future, we may incur substantial expenses and devote significant management time and resources without a successful result. In addition, future acquisitions could require use of substantial portions of our available cash or result in dilutive issuances of securities.

In addition, charges to earnings as a result of acquisitions may adversely affect our operating results in the foreseeable future, which could have a material and adverse effect on the market value of our common stock. In particular we have allocated the cost of acquiring businesses to the individual assets acquired and liabilities assumed, including various identifiable intangible assets such as acquired technology, acquired trade names and acquired customer relationships based on their respective fair values. Our estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain. After we complete an acquisition, the following factors could result in material charges and adversely affect our operating results and may adversely affect our cash flows:

- costs incurred to combine the operations of businesses we acquire, such as transitional employee expenses and employee retention, redeployment or relocation expenses;
- impairment of goodwill or intangible assets;
- amortization of intangible assets acquired;
- a reduction in the useful lives of intangible assets acquired;
- identification of or changes to assumed contingent liabilities, both income tax and non-income tax related after our final determination of the amounts for these contingencies or the conclusion of the measurement period (generally up to one year from the acquisition date), whichever comes first;
- charges to our operating results to eliminate certain duplicative pre-merger activities, to restructure our operations or to reduce our cost structure;
- charges to our operating results resulting from expenses incurred to effect the acquisition; and
- charges to our operating results due to the expensing of certain stock awards assumed in an acquisition.

We may fail to realize anticipated benefits from our acquisition of Evolution Robotics.

The success of our acquisition of Evolution Robotics will depend, in part, on our ability to realize the anticipated synergies, business opportunities and growth prospects from combining our business with that of Evolution Robotics. We may never realize these anticipated synergies, business opportunities and growth prospects. Assumptions underlying estimated benefits may be inaccurate and general industry and business conditions might deteriorate. As a result, the expectations of future results of operations, including synergies and other benefits expected to result from the Evolution Robotics acquisition, might not be met.

We may not be able to obtain capital when desired on favorable terms, if at all, or without dilution to our stockholders.

We anticipate that our current cash, cash equivalents, cash provided by operating activities and funds available through our working capital line of credit, will be sufficient to meet our current and anticipated needs for general corporate purposes. We operate in an emerging market, however, which makes our prospects difficult to evaluate. It is possible that we may not generate sufficient cash flow from operations or otherwise have the capital resources to meet our future capital needs. In such cases we may need additional financing to execute on our current or future business strategies. If we raise additional funds through the issuance of equity or convertible debt securities, the percentage ownership of our stockholders could be significantly diluted, and these newly-issued securities may have rights, preferences or privileges senior to those of existing stockholders. We cannot assure you that additional financing will be available on terms favorable to us, or at all. If adequate funds are not available or are not available on acceptable terms, if and when needed, our ability to fund our operations, take advantage of unanticipated opportunities, develop or enhance our products, or otherwise respond to competitive pressures would be significantly limited. In addition, our access to credit through our working capital line of credit may be limited by the restrictive financial covenants contained in that agreement, which require us to maintain profitability.

Environmental laws and regulations and unforeseen costs could negatively impact our future earnings.

The manufacture and sale of our products in certain states and countries may subject us to environmental and other regulations. We also face increasing complexity in our product design as we adjust to legal and regulatory requirements relating to our products. There is no assurance that such existing laws or future laws will not impair future earnings or results of operations.

Business disruptions resulting from international uncertainties could negatively impact our profitability.

We derive, and expect to continue to derive, a significant portion of our revenue from international sales in various European and Far East markets, and Canada. For the fiscal years ended December 28, 2013 and December 29, 2012, sales to non-U.S. customers accounted for 59.5% and 57.3% of total revenue, respectively. Our international revenue and operations are subject to a number of material risks, including, but not limited to:

- difficulties in staffing, managing and supporting operations in multiple countries;
- difficulties in enforcing agreements and collecting receivables through foreign legal systems and other relevant legal issues;
- fewer legal protections for intellectual property;
- foreign and U.S. taxation issues, tariffs, and international trade barriers;
- difficulties in obtaining any necessary governmental authorizations for the export of our products to certain foreign jurisdictions;
- potential fluctuations in foreign economies;
- government currency control and restrictions on repatriation of earnings;
- fluctuations in the value of foreign currencies and interest rates;
- general economic and political conditions in the markets in which we operate;
- domestic and international economic or political changes, hostilities and other disruptions in regions where we currently operate or may operate in the future;
- changes in foreign currency exchange rates;
- different and changing legal and regulatory requirements in the jurisdictions in which we currently operate or may operate in the future; and
- outside of the United States, we primarily rely on a network of exclusive distributors, some of whom may be operating without written contracts.

Negative developments in any of these areas in one or more countries could result in a reduction in demand for our products, the cancellation or delay of orders already placed, threats to our intellectual property, difficulty in collecting receivables, and a higher cost of doing business, any of which could negatively impact our business, financial condition or results of operations. Moreover, our sales, including sales to customers outside the United States, are primarily denominated in U.S. dollars, and downward fluctuations in the value of foreign currencies relative to the U.S. dollar may make our products more expensive than other products, which could harm our business.

If we experience a disaster or other business continuity problem, we may not be able to recover successfully, which could cause material financial loss, loss of human capital, regulatory actions, reputational harm, or legal liability.

If we experience a local or regional disaster or other business continuity problem, such as an earthquake, terrorist attack, pandemic or other natural or man-made disaster, our continued success will depend, in part, on the availability of our personnel, our office facilities, and the proper functioning of our computer, telecommunication and other related systems and operations.

As we grow our operations in new geographic regions, the potential for particular types of natural or man-made disasters, political, economic or infrastructure instabilities, or other country- or region-specific business continuity risks increases.

If we suffer any data breaches involving the designs, schematics or source code for our products, our business and financial results could be adversely affected.

We attempt to securely store our designs, schematics and source code for our products as they are created. A breach, whether physical, electronic or otherwise, of the systems on which this sensitive data is stored could lead to damage or piracy of our products. In addition, we work with e-commerce providers who hold significant sensitive customer data. If we or our partners are subject to data security breaches, we may have a loss in sales or increased costs arising from the restoration or implementation of additional security measures, either of which could materially and adversely affect our business and financial results.

The effects of new regulations relating to conflict minerals may adversely affect our business.

On August 22, 2012, under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the SEC adopted new requirements for companies that use certain minerals and metals, known as conflict minerals, in their products, whether or not these products are manufactured by third parties. These requirements will require companies to diligence, disclose and report whether or not such minerals originate from the Democratic Republic of Congo and adjoining countries. We will have to diligence whether such minerals are used in the manufacture of our products. However, the implementation of these new requirements could adversely affect the sourcing, availability and pricing of such minerals if they are found to be used in the manufacture of our products. In addition, we will incur additional costs to comply with the disclosure requirements, including costs related to determining the source of any of the relevant minerals and metals used in our products. Since our supply chain is complex, we may not be able to sufficiently verify the origins for these minerals and metals used in our products through the due diligence procedures that we implement, which may harm our reputation. In such event, we may also face difficulties in satisfying customers who require that all of the components of our products are certified as conflict mineral free. The first report is due on May 31, 2014 for the 2013 calendar year.

Our income tax provision and other tax liabilities may be insufficient if taxing authorities are successful in asserting tax positions that are contrary to our position. Additionally, there is no guarantee that we will realize our deferred tax assets.

From time to time, we are audited by various federal, state, local and foreign authorities regarding income tax matters. Significant judgment is required to determine our provision for income taxes and our liabilities for federal, state, local and foreign taxes. Although we believe our approach to determining the appropriate tax treatment is supportable and in accordance with relevant authoritative guidance it is possible that the final tax authority will take a tax position that is materially different than that which is reflected in our income tax provision. Such differences could have a material adverse effect on our income tax provision or benefit, in the reporting period in which such determination is made and, consequently, on our results of operations, financial position and/or cash flows for such period.

The realization of our deferred tax assets ultimately depends on the existence of sufficient income in either the carryback or carryforward periods under the tax law. Due to significant estimates utilized in establishing a valuation allowance and the potential for changes in facts and circumstances, it is possible that we will be required to record additional valuation allowance in future reporting periods. Our results of operations would be impacted negatively if we determine that additional deferred tax asset valuation allowance is required in a future reporting period.

Provisions in our certificate of incorporation and by-laws, our shareholder rights agreement or Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, therefore, depress the trading price of our common stock.

Provisions of our certificate of incorporation and by-laws and Delaware law may discourage, delay or prevent a merger, acquisition or other change in control that stockholders may consider favorable, including transactions in which you might otherwise receive a premium for your shares of our common stock. These provisions may also prevent or frustrate attempts by our stockholders to replace or remove our management. These provisions include:

- limitations on the removal of directors;
- a classified board of directors so that not all members of our board are elected at one time;
- advance notice requirements for stockholder proposals and nominations;
- the inability of stockholders to act by written consent or to call special meetings;
- the ability of our board of directors to make, alter or repeal our by-laws; and
- the ability of our board of directors to designate the terms of and issue new series of preferred stock without stockholder approval.

The affirmative vote of the holders of at least 75% of our shares of capital stock entitled to vote is necessary to amend or repeal the above provisions of our certificate of incorporation. In addition, absent approval of our board of directors, our by-laws may only be amended or repealed by the affirmative vote of the holders of at least 75% of our shares of capital stock entitled to vote.

We have also adopted a shareholder rights agreement that entitles our stockholders to acquire shares of our common stock at a price equal to 50% of the then-current market value in limited circumstances when a third party acquires or announces its intention to acquire 15% or more of our outstanding common stock.

In addition, Section 203 of the Delaware General Corporation Law prohibits a publicly-held Delaware corporation from engaging in a business combination with an interested stockholder, generally a person which together with its affiliates owns, or within the last three years has owned, 15% of our voting stock, for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner.

The existence of the foregoing provisions and anti-takeover measures could limit the price that investors might be willing to pay in the future for shares of our common stock. They could also deter potential acquirers of our company, thereby reducing the likelihood that you could receive a premium for your common stock in an acquisition.

ITEM 1B. *UNRESOLVED STAFF COMMENTS*

None.

ITEM 2. *PROPERTIES*

Our corporate headquarters are located in Bedford, Massachusetts, where we lease approximately 183,000 square feet. This lease expires on May 1, 2020. We lease smaller facilities in Hong Kong; Guangzhou, China; London, England; and Pasadena, California. We do not own any real property. We believe that our leased facilities and additional or alternative space available to us will be adequate to meet our needs for the foreseeable future.

ITEM 3. *LEGAL PROCEEDINGS*

From time to time and in the ordinary course of business, we are subject to various claims, charges and litigation. The outcome of litigation cannot be predicted with certainty and some lawsuits, claims or proceedings may be disposed of unfavorably to us, which could materially affect our financial condition or results of operations.

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*

Our common stock is listed on the NASDAQ Global Market under the symbol "IRBT". The following table sets forth, for the periods indicated, the high and low sales prices per share for our common stock as reported on the NASDAQ Global Market.

	<u>High</u>	<u>Low</u>
Fiscal 2012::		
First quarter	\$ 38.33	\$ 24.40
Second quarter	\$ 27.40	\$ 19.46
Third quarter	\$ 27.16	\$ 19.09
Fourth quarter	\$ 24.26	\$ 16.25
Fiscal 2013::		
First quarter	\$ 25.76	\$ 18.25
Second quarter	\$ 40.12	\$ 23.76
Third quarter	\$ 41.12	\$ 30.85
Fourth quarter	\$ 38.46	\$ 28.90

As of February 10, 2014, there were approximately 29,020,961 shares of our common stock outstanding held by approximately 112 stockholders of record and the last reported sale price of our common stock on the NASDAQ Global Market on February 10, 2014 was \$37.70 per share.

Dividend Policy

We have never declared or paid any cash dividends on our capital stock. We currently expect to retain future earnings, if any, to finance the growth and development of our business and we do not anticipate paying any cash dividends in the foreseeable future.

ITEM 6. SELECTED FINANCIAL DATA

The selected historical financial data set forth below as of December 28, 2013 and December 29, 2012 and for the years ended December 28, 2013, December 29, 2012 and December 31, 2011 are derived from financial statements, which have been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm. Consolidated balance sheets as of December 28, 2013 and December 29, 2012 and the related consolidated statements of income and of cash flows for each of the three years in the period ended December 28, 2013 and notes thereto appear elsewhere in this Annual Report on Form 10-K. The selected historical financial data as of December 31, 2011, January 1, 2011 and January 2, 2010 and for the years ended January 1, 2011 and January 2, 2010 are derived from our financial statements, which have been audited by PricewaterhouseCoopers LLP and which are not included elsewhere in this Annual Report.

In fiscal year 2012, we initiated a reorganization that resulted in, among other things, the centralization of all of our engineering and operations activities. This reorganization was completed at the beginning of fiscal year 2013. In conjunction with this reorganization, we reviewed the financial statement classification of our costs and expenses. As a result of this review, we decided to classify certain expenses differently than had been classified and presented in prior periods to provide a more clear understanding of our financial performance. Because the classification of certain expenses on the income statement changed in fiscal year 2013 as compared to prior periods, we recast the financial results of prior periods in a manner consistent with the fiscal year 2013 presentation for comparability purposes. The reclassified amounts reflected in the consolidated statements of income for the years ended December 29, 2012 and December 31, 2011 included herein conform to the fiscal year 2013 presentation. Similarly, the following selected consolidated financial data reflects the reclassified amounts for the years ended December 29, 2012, December 31, 2011, January 1, 2011 and January 2, 2010.

The following selected consolidated financial data should be read in conjunction with our consolidated financial statements, the related notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this Annual Report on Form 10-K. The historical results are not necessarily indicative of the results to be expected for any future period.

	Year Ended				
	December 28, 2013	December 29, 2012	December 31, 2011	January 1, 2011	January 2, 2010
(In thousands, except earnings per share amounts)					
Consolidated Statements of Income:					
Revenue					
Product revenue	\$ 477,444	\$ 418,550	\$ 426,525	\$ 360,394	\$ 262,199
Contract revenue	9,957	17,694	38,975	40,558	36,418
Total revenue	<u>487,401</u>	<u>436,244</u>	<u>465,500</u>	<u>400,952</u>	<u>298,617</u>
Cost of revenue					
Cost of product revenue	262,224	234,102	240,930	218,237	175,514
Cost of contract revenue	4,023	7,794	16,917	18,664	18,561
Total cost of revenue	<u>266,247</u>	<u>241,896</u>	<u>257,847</u>	<u>236,901</u>	<u>194,075</u>
Gross Margin	221,154	194,348	207,653	164,051	104,542
Operating Expenses					
Research and development	63,649	57,066	60,100	51,185	35,969
Selling and marketing	71,529	66,412	50,477	42,778	33,026
General and administrative	53,358	45,698	43,753	36,618	30,110
Total operating expenses	<u>188,536</u>	<u>169,176</u>	<u>154,330</u>	<u>130,581</u>	<u>99,105</u>
Operating Income	32,618	25,172	53,323	33,470	5,437
Net Income	<u>\$ 27,641</u>	<u>\$ 17,297</u>	<u>\$ 40,191</u>	<u>\$ 25,514</u>	<u>\$ 3,330</u>
Net Income Per Common Share Basic	<u>\$ 0.97</u>	<u>\$ 0.63</u>	<u>\$ 1.50</u>	<u>\$ 1.00</u>	<u>\$ 0.13</u>
Diluted	<u>\$ 0.94</u>	<u>\$ 0.61</u>	<u>\$ 1.44</u>	<u>\$ 0.96</u>	<u>\$ 0.13</u>
Shares Used in Per Common Share Calculations					
Basic	28,495	27,577	26,712	25,394	24,998
Diluted	29,354	28,301	27,924	26,468	25,640

	December 28, 2013	December 29, 2012	December 31, 2011	January 1, 2011	January 2, 2010
	(In thousands)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents	\$ 165,404	\$ 126,770	\$ 166,308	\$ 108,383	\$ 71,856
Short term investments	21,954	12,430	17,811	13,928	4,959
Total assets	416,337	354,313	332,213	254,331	199,584
Total liabilities	85,648	78,496	89,255	79,424	66,390
Total stockholders' equity	330,689	275,817	242,958	174,907	133,194

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information contained in this section has been derived from our consolidated financial statements and should be read together with our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended, or the Exchange Act, and are subject to the "safe harbor" created by those sections. In particular, statements contained in this Annual Report on Form 10-K that are not historical facts, including, but not limited to statements concerning new product sales, product development and offerings, Roomba, Scooba, Looj, Braava and Mirra products, PackBot tactical military robots, the Small Unmanned Ground Vehicle, Ava, our home robots, defense and security robots and remote presence robots business units, our competition, our strategy, our market position, market acceptance of our products, seasonal factors, revenue recognition, our profits, growth of our revenues, product life cycle revenue, composition of our revenues, our cost of revenues, units shipped, average selling prices, funding of our defense and security robot development programs, operating expenses, selling and marketing expenses, general and administrative expenses, research and development expenses, and compensation costs, our projected income tax rate, our credit and letter of credit facilities, our valuations of investments, valuation and composition of our stock-based awards, and liquidity, constitute forward-looking statements and are made under these safe harbor provisions. Some of the forward-looking statements can be identified by the use of forward-looking terms such as "believes," "expects," "may," "will," "should," "could," "seek," "intends," "plans," "estimates," "anticipates," or other comparable terms. Forward-looking statements involve inherent risks and uncertainties, which could cause actual results to differ materially from those in the forward-looking statements. We urge you to consider the risks and uncertainties discussed in greater detail under the heading "Risk Factors" in evaluating our forward-looking statements. We have no plans to update our forward-looking statements to reflect events or circumstances after the date of this report. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made.

Overview

iRobot designs and builds robots that make a difference. For over 20 years, we have developed proprietary technology incorporating advanced concepts in navigation, mobility, manipulation and artificial intelligence to build industry-leading robots. Our home care robots perform time-consuming domestic chores while our defense and security robots perform tasks such as battlefield reconnaissance and bomb disposal, and multi-purpose tasks for local police and first responders, as well as certain commercial users. Our remote presence robots expand the reach of medical care by connecting physicians with patients from anywhere in the world and also provide autonomous telepresence capabilities enabling remote workers to more personally collaborate throughout the workplace. We sell our robots through a variety of distribution channels, including chain stores and other national retailers, through our on-line store, through value added distributors and resellers, and to the U.S. military and other government agencies worldwide.

As of December 28, 2013, we had 528 full-time employees. We have developed expertise in the disciplines necessary to build durable, high-performance and cost-effective robots through the close integration of software, electronics and hardware. Our core technologies serve as reusable building blocks that we adapt and expand to develop next generation and new products, reducing the time, cost and risk of product development. Our significant expertise in robot design and engineering, combined with our management team's experience in consumer, military and enterprise markets, positions us to capitalize on the expected growth in the market for robots.

Although we have successfully launched consumer and defense and security products, our continued success depends upon our ability to respond to a number of future challenges. We believe the most significant of these challenges include increasing competition in the markets for both our consumer and defense and security products, and our ability to successfully develop and introduce products and product enhancements into both new and existing markets.

Our total revenue for 2013 was \$487.4 million, which represents a 12% increase from 2012 revenue of \$436.2 million. This increase in revenue was largely attributable to a \$71.0 million increase in revenue in our home robots business as a direct result of growth in both domestic and international markets. The increase in home robots revenue was partially offset by a decrease in revenue of \$20.9 million in our defense and security business related to continued troop withdrawals in Afghanistan, program cancellations and ongoing budget reductions within the U.S. government. We began selling our remote presence robots into the healthcare market in 2013, however, these sales did not generate meaningful revenue in 2013. Our home robots revenue represented 88% of our total 2013 revenue compared to 82% in 2012. We anticipate that our revenue for the next few years will be primarily driven by our rapidly growing home technology business and that our home robots revenue will comprise approximately 90% of our total revenue in the near term.

Our total revenue for 2012 was \$436.2 million, which represents a 6% decrease from 2011 revenue of \$465.5 million. Revenue for 2012 in our home robots business increased \$78.2 million compared to 2011 and represented 82% of our total 2012 revenue compared to 60% in 2011. The increase in home robots revenue was the result of growth in both domestic and international markets. Revenue for 2012 in our defense and security business decreased by \$107.5 million compared to 2011 as a direct result of troop withdrawals in Afghanistan, program cancellations and ongoing budget reductions within the U.S. government. We anticipate that our business performance over the next few years will be primarily driven by our rapidly growing home technology business and expect that our home robots revenue will comprise approximately 90% of our total revenue in the near term.

Revenue

We currently derive revenue from product sales, government research and development contracts, and commercial research and development contracts. Product revenue is derived from the sale of our various home cleaning robots, defense and security robots and remote presence robots and related accessories. Research and development revenue is derived from the execution of contracts awarded by the U.S. federal government, other governments and a small number of other partners. In the future, we expect to derive increasing revenue from product maintenance and support services due to a focused effort to market these services to the expanding installed base of our robots.

We currently derive a majority of our product revenue from the sale of our home cleaning robots, and to a lesser extent, our PackBot, FirstLook, SUGV and Warrior tactical military robots. For the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, product revenues accounted for 98.0%, 95.9% and 91.6% of total revenue, respectively. For the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, our funded research and development contracts accounted for approximately 2.0%, 4.1% and 8.4% of our total revenue, respectively.

For the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, approximately 75.3%, 75.4% and 74.0% respectively, of our home robot product revenue resulted from sales to 15 customers. For fiscal 2013, fiscal 2012 and fiscal 2011, the customers were comprised of both domestic retailers and international distributors. Direct-to-consumer revenue generated through our domestic and international on-line stores accounted for 5.9%, 6.3% and 9.6% of our home robot product revenue for the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, respectively. We typically sell our recently launched products direct on-line, and then subsequently offer these products through other channels of distribution.

For the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, sales to non-U.S. customers accounted for 59.5%, 57.3% and 45.5% of total revenue, respectively.

Our revenue from product sales is generated through sales to our retail distribution channels, our distributor network and to certain U.S. and foreign governments. We recognize revenue from sales of robots under the terms of the customer agreement upon transfer of title and risk of loss to the customer, net of estimated returns, provided that collection is determined to be reasonably assured and no significant obligations remain. During 2013 and 2012, we recorded favorable adjustments to our home robots business revenue resulting from reductions to our defective returns provision of \$7.9 million and \$11.0 million, respectively. These favorable adjustments in 2013 were directly attributable to lower defective returns experience, and the favorable adjustments in 2012 were directly attributable to contractual modifications limiting our defective returns liability with certain customers, as well as overall lower defective returns experience.

Revenue from our defense and security robots business are occasionally influenced by the September 30 fiscal year-end of the U.S. federal government. In addition, our revenue can be affected by the timing of the release of new products and the size and timing of contract awards from defense and other government agencies. Historically, revenue from consumer product sales has been significantly seasonal, with a majority of our consumer product revenue generated in the second half of the year (in advance of the holiday season). As a result of the growth of our international consumer business, which is less seasonal than our domestic consumer business, our consumer product revenue is currently spread more evenly throughout the year.

Cost of Revenue

Cost of product revenue includes the cost of raw materials and labor that go into the development and manufacture of our products as well as manufacturing overhead costs such as manufacturing engineering, quality assurance, logistics and warranty costs. For the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, cost of product revenue was 54.9%, 55.9% and 56.5% of total product revenue, respectively. Raw material costs, which are our most significant cost items, can fluctuate materially on a periodic basis, although many components have been historically stable. Additionally, unit costs can vary significantly depending on the mix of products sold. There can be no assurance that our costs of raw materials will not increase. Labor costs also comprise a significant portion of our cost of revenue. We outsource the manufacture of our home robots to contract manufacturers in China. While labor costs in China traditionally have been favorable compared to labor costs elsewhere in the world, including the United States, we believe that labor in China is becoming more scarce. In addition, fluctuations in currency exchange rates could increase the cost of labor. Consequently, the labor costs for our home robots could increase in the future.

Cost of contract revenue includes the direct labor costs of engineering resources committed to funded research and development contracts, as well as third-party consulting, travel and associated direct material costs. Additionally, we include overhead expenses such as indirect engineering labor, occupancy costs associated with the project resources, engineering tools and supplies and program management expenses. For the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, cost of contract revenue was 40.4%, 44.0% and 43.4% of total contract revenue, respectively.

Gross Margin

Our gross margin as a percentage of revenue varies according to the mix of product and contract revenue, the mix of products sold, total sales volume, the level of defective product returns, and levels of other product costs such as warranty, scrap, re-work and manufacturing overhead. For the years ended December 28, 2013, December 29, 2012 and December 31, 2011, gross margin was 45.4%, 44.6% and 44.6% of total revenue, respectively.

Research and Development Expenses

Research and development expenses consist primarily of:

- salaries and related costs for our engineers;
- costs for high technology components used in product and prototype development;
- costs of test equipment used during product development; and
- occupancy and other overhead costs.

We have significantly expanded our research and development capabilities and expect to continue to expand these capabilities in the future. We are committed to consistently maintaining the level of innovative design and development of new products as we strive to enhance our ability to serve our existing consumer and military markets as well as new markets for robots, such as telepresence. We anticipate that research and development expenses will increase in absolute dollars but remain relatively consistent, or decrease slightly, as a percentage of revenue in the foreseeable future.

For the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, research and development expense was \$63.6 million, \$57.1 million and \$60.1 million, or 13.1%, 13.1% and 12.9% of total revenue, respectively.

Selling, General and Administrative Expenses

Our selling, general and administrative expenses consist primarily of:

- salaries and related costs for sales and marketing personnel;
- salaries and related costs for executives and administrative personnel;
- advertising, marketing and other brand-building costs;
- customer service costs;
- professional services costs;
- information systems and infrastructure costs;
- travel and related costs; and
- occupancy and other overhead costs.

We anticipate that selling, general and administrative expenses will increase in absolute dollars but remain relatively consistent, or decrease slightly, as a percentage of revenue in the foreseeable future as we continue to build the iRobot brand.

For the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011 selling, general and administrative expense was \$124.9 million, \$112.1 million and \$94.2 million, or 25.6%, 25.7% and 20.2% of total revenue, respectively.

Fiscal Periods

We operate and report using a 52-53 week fiscal year ending on the Saturday closest to December 31. Accordingly, our fiscal quarters will end on the Saturday that falls closest to the last day of the third month of each quarter.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses, and related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our actual results may differ from these estimates.

We believe that of our significant accounting policies, which are described in the notes to our consolidated financial statements, the following accounting policies involve a greater degree of judgment and complexity. Accordingly, we believe that the following accounting policies are the most critical to aid in fully understanding and evaluating our consolidated financial condition and results of operations.

Revenue Recognition

We derive our revenue from product sales and, to a lesser extent, government research and development contracts, and commercial research and development contracts. We sell products directly to customers and indirectly through resellers and distributors. We recognize revenue from sales of robots under the terms of the customer agreement upon transfer of title and risk of loss to the customer, net of estimated returns, provided that collection is determined to be reasonably assured and no significant obligations remain. Sales to domestic resellers of home robots are typically subject to agreements allowing for limited rights of return, rebates and price protection. Accordingly, we reduce revenue for our estimates of liabilities for these rights of return at the time the related sale is recorded. We make an estimate of sales returns for products sold by domestic resellers directly based on historical returns experience and other relevant data. Our international distributor agreements do not currently allow for product returns and, as a result, no reserve for returns is established for this group of customers. We have aggregated and analyzed historical returns from domestic resellers and end users that form the basis of our estimate of future sales returns by resellers or end users. When a right of return exists, the provision for these estimated returns is recorded as a reduction of revenue at the time that the related revenue is recorded. If actual returns differ significantly from our estimates, such differences could have a material impact on our results of operations for the period in which the returns become known. The estimates for returns are adjusted periodically based upon historical rates of returns. The estimates and reserve for rebates and price protection are based on specific programs, expected usage and historical experience. Actual results could differ from these estimates.

Under cost-plus-fixed-fee (CPFF) type contracts, we recognize revenue based on costs incurred plus a pro rata portion of the total fixed fee. Costs incurred include labor and material that are directly associated with individual CPFF contracts plus indirect overhead and general and administrative type costs based upon billing rates submitted by the Company to the Defense Contract Management Agency (DCMA). We submit on an annual basis final indirect billing rates to DCMA based upon actual costs incurred throughout the year. In the situation where our final actual billing rates are greater than the estimated rates currently in effect, we record a cumulative revenue adjustment in the period in which the rate differential is collected from the customer. These final billing rates are subject to audit by the Defense Contract Audit Agency (DCAA), which can occur several years after the final billing rates are submitted and may result in material adjustments to revenue recognized based on estimated final billing rates. As of December 28, 2013, fiscal year 2007 is under audit by DCAA, and fiscal years 2008 through 2013 are open for audit by DCAA. In the situation where our anticipated actual billing rates will be lower than the provisional rates currently in effect, we record a cumulative revenue adjustment in the period in which the rate differential is identified. Revenue on firm fixed price (FFP) contracts is recognized using the percentage-of-completion method. For government product FFP contracts, revenue is recognized as the product is shipped or in accordance with the contract terms. Costs and estimated gross margins on contracts are recorded as revenue as work is performed based on the percentage that incurred costs compare to estimated total costs utilizing the most recent estimates of costs and funding. Changes in job performance, job conditions, and estimated profitability, including those arising from final contract settlements and government audits, may result in revisions to costs and income and are recognized in the period in which the revisions are determined. Since many contracts extend over a long period of time, revisions in cost and funding estimates during the progress of work have the effect of adjusting earnings applicable to past performance in the current period. When the current contract estimate indicates a loss, a provision is made for the total anticipated loss in the current period. Revenue earned in excess of billings, if any, is recorded as unbilled revenue. Billings in excess of revenue earned, if any, are recorded as deferred revenue.

Accounting for Stock-Based Awards

We recognized \$4.8 million of stock-based compensation expense during the fiscal year ended December 28, 2013 for stock options. The unamortized fair value as of December 28, 2013 associated with these grants was \$7.2 million with a weighted-average remaining recognition period of 2.44 years.

The risk-free interest rate is derived from the average U.S. Treasury constant maturity rate, which approximates the rate in effect at the time of grant, commensurate with the expected life of the instrument. The dividend yield is zero based upon the fact that we have never paid and have no present intention to pay cash dividends. We utilize company-specific historical data for purposes of establishing expected volatility and expected term.

Based upon the above assumptions, the weighted average fair value of each stock option granted for the fiscal year ended December 28, 2013 was \$11.17.

During the fiscal year ended December 28, 2013, the Company recognized \$8.6 million of stock-based compensation associated with restricted stock units. Unamortized expense associated with restricted stock units at December 28, 2013, was \$17.5 million.

We have assumed a forfeiture rate for all stock options, restricted stock awards and restricted stock-based units. In the future, we will record incremental stock-based compensation expense if the actual forfeiture rates are lower than estimated and will record a recovery of prior stock-based compensation expense if the actual forfeitures are higher than estimated.

Accounting for stock-based awards requires significant judgment and the use of estimates, particularly surrounding assumptions such as stock price volatility and expected option lives to value equity-based compensation.

Accounting for Income Taxes

Deferred taxes are determined based on the difference between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

We monitor the realization of our deferred tax assets based on changes in circumstances, for example, recurring periods of income for tax purposes following historical periods of cumulative losses, generation of tax credits compared to future utilization of credits, or changes in tax laws or regulations. Our income tax provision and our assessment of the ability to realize our deferred tax assets involve significant judgments and estimates. We are currently generating state research credits that exceed the amount being utilized. As a result of this trend, a valuation allowance may be needed in the future related to these state tax credits.

In fiscal 2012, as part of the accounting for our acquisition of Evolution Robotics, Inc., we recorded a valuation allowance of \$2.7 million related to certain state tax attributes of Evolution Robotics, Inc. In fiscal 2013, the deferred tax asset and related valuation allowance were reduced by \$0.6 million based on the final computation of certain pre-acquisition state tax attributes of Evolution Robotics, Inc. At December 28, 2013, we maintain a net valuation allowance of \$2.1 million.

If there is a future change in the legal entity status of Evolution Robotics, Inc. and these deferred tax assets are more likely than not to be realized, a release of all, or part, of the related valuation allowance could result in an income tax benefit in the period of release. Such release of the valuation allowance could occur within the next twelve months upon the aforementioned change in legal entity status.

Warranty

We typically provide a one-year warranty (with the exception of European consumer products which typically have a two-year warranty period and our defense and security spares which typically have a warranty period of less than one year) against defects in materials and workmanship and will either repair the goods, provide replacement products at no charge to the customer or refund amounts to the customer for defective products. We record estimated warranty costs, based on historical experience by product, at the time we recognize product revenue. Actual results could differ from these estimates, which could cause increases or decreases to our warranty reserves in future periods.

Inventory Valuation

We value our inventory at the lower of the actual cost of our inventory or its current estimated market value. We write down inventory for obsolescence or unmarketable inventories based upon assumptions about future demand and market conditions. Actual demand and market conditions may be lower than those that we project and this difference could have a material adverse effect on our gross margin if inventory write-downs beyond those initially recorded become necessary. Alternatively, if actual demand and market conditions are more favorable than those we estimated at the time of such a write-down, our gross margin could be favorably impacted in future periods.

Long-Lived Assets, including Purchased Intangible Assets

We periodically evaluate the recoverability of long-lived assets, including other purchased intangible assets whenever events and changes in circumstances, such as reductions in demand or significant economic slowdowns in the industry, indicate that the carrying amount of an asset may not be fully recoverable. When indicators of impairment are present, the carrying values of the asset group are evaluated in relation to the future undiscounted cash flows of the underlying business. The net

book value of the underlying asset is adjusted to fair value if the sum of the expected discounted cash flows is less than book value. Fair values are based on estimates of market prices and assumptions concerning the amount and timing of estimated future cash flows and assumed discount rates, reflecting varying degrees of perceived risk.

Overview of Results of Operations

The following table sets forth our results of operations for the periods shown:

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
	(In thousands)		
Revenue			
Product revenue	\$ 477,444	\$ 418,550	\$ 426,525
Contract revenue	9,957	17,694	38,975
Total revenue	<u>487,401</u>	<u>436,244</u>	<u>465,500</u>
Cost of Revenue			
Cost of product revenue(1)	262,224	234,102	240,930
Cost of contract revenue	4,023	7,794	16,917
Total cost of revenue	<u>266,247</u>	<u>241,896</u>	<u>257,847</u>
Gross margin	221,154	194,348	207,653
Operating Expenses			
Research and development(1)	63,649	57,066	60,100
Selling and marketing(1)	71,529	66,412	50,477
General and administrative(1)	53,358	45,698	43,753
Total operating expenses	<u>188,536</u>	<u>169,176</u>	<u>154,330</u>
Operating Income	32,618	25,172	53,323
Other Income (Expense), Net	(203)	435	218
Income Before Income Taxes	<u>32,415</u>	<u>25,607</u>	<u>53,541</u>
Income Tax Expense	4,774	8,310	13,350
Net Income	<u>\$ 27,641</u>	<u>\$ 17,297</u>	<u>\$ 40,191</u>

(1) Stock-based compensation recorded in fiscal 2013, 2012 and 2011 breaks down by expense classification as follows.

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
	(In thousands)		
Cost of product revenue	\$ 700	\$ 889	\$ 1,069
Research and development	2,700	1,904	1,349
Selling and marketing	1,246	808	724
General and administrative	8,763	7,382	5,642

The following table sets forth our results of operations as a percentage of revenue for the periods shown:

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
Revenue			
Product revenue	98.0%	95.9%	91.6%
Contract revenue	2.0	4.1	8.4
Total revenue	100.0	100.0	100.0
Cost of Revenue			
Cost of product revenue	53.8	53.7	51.8
Cost of contract revenue	0.8	1.7	3.6
Total cost of revenue	54.6	55.4	55.4
Gross margin	45.4	44.6	44.6
Operating Expenses			
Research and development	13.1	13.1	12.9
Selling and marketing	14.7	15.2	10.8
General and administrative	10.9	10.5	9.4
Total operating expenses	38.7	38.8	33.1
Operating Income	6.7	5.8	11.5
Other Income (Expense), Net	—	0.1	—
Income Before Income Taxes	6.7	5.9	11.5
Income Tax Expense	1.0	1.9	2.9
Net Income	5.7%	4.0%	8.6%

Comparison of Years Ended December 28, 2013 and December 29, 2012

Revenue

	Fiscal Year Ended			
	December 28, 2013	December 29, 2012	Dollar Change	Percent Change
	(In thousands)			
Total Revenue	\$ 487,401	\$ 436,244	\$ 51,157	11.7%

Our revenue increased 11.7% to \$487.4 million in fiscal 2013 from \$436.2 million in fiscal 2012. Revenue increased \$71.0 million, or 19.9%, in our home robots business unit, and decreased \$20.9 million, or 29.5%, in our defense and security business unit.

The \$71.0 million increase in revenue from our home robots business unit was driven by a 19.2% increase in units shipped and a 4.1% increase in net average selling price. In fiscal 2013, international home robots revenue increased \$34.6 million and domestic home robots revenue increased \$36.4 million. Total home robots shipped in fiscal 2013 were 1,933,000 units compared to 1,621,000 units in fiscal 2012. The increase in home robots business unit revenue and units shipped was primarily attributable to a 30.9% increase in domestic sales of our home robots products and a 14.5% increase in international sales of our home robots products. The increase in domestic sales of our home robots products was primarily attributable to increased sales to domestic retail stores driven by the success of our recent domestic advertising campaign, and expanded distribution of our Roomba 700 and 600 series robots. The increase in international sales is due primarily to increased demand in our Asian markets, partially offset by a decrease in sales in our European markets. The increased demand in our Asian markets was driven by demand for our Roomba 700 and 600 series robots, and the introduction of our Braava robot. In addition, net average selling prices in the home robots business unit increased due to increased volume of higher priced products including the Roomba 700 and 600 series robots, and fewer sales of our lower priced Roomba series.

The \$20.9 million decrease in revenue from our defense and security robots business unit was driven by a \$1.3 million decrease in defense and security robot revenue, a \$9.4 million decrease in recurring contract development revenue generated under research and development contracts, and a \$10.2 million decrease in product life cycle revenue (spare parts, accessories). The net average selling price of our defense and security robots decreased by 52.6% due to product mix primarily attributable to an increase in FirstLook units shipped in 2013, which have a lower selling price than the SUGV units that comprised a larger

portion of the units shipped in 2012. Total defense and security robots shipped in 2013 were 534 units compared to 274 units in 2012. The \$1.3 million decrease in defense and security robot revenue resulted from decreased shipments of higher priced SUGV robots in 2013 compared to 2012. The \$9.4 million decrease in recurring contract development revenue generated under research and development contracts was primarily the result of decreases in government funding for our SUGV programs. The \$10.2 million decrease in product life cycle revenue was due to reduction in spares associated with lower robot sales and a decrease in PackBot upgrades. Continued funding delays for government contracts have reduced our near-term visibility in our defense and security robots business unit and contributed to the decrease in period-over-period revenue in this business unit. We cannot predict with any certainty the extent to which these funding delays will continue.

Cost of Revenue

	Fiscal Year Ended		Dollar Change	Percent Change
	December 28, 2013	December 29, 2012		
	(In thousands)			
Total cost of revenue	\$ 266,247	\$ 241,896	\$ 24,351	10.1%
As a percentage of total revenue	54.6%	55.4%		

Total cost of revenue increased to \$266.2 million in fiscal 2013, compared to \$241.9 million in fiscal 2012. The increase is primarily due to the 19.2% increase in home robot units shipped and the 94.9% increase in defense and security units shipped in fiscal 2013 as compared to fiscal 2012. Additionally, favorable adjustments of \$5.2 million relating to reductions in our international warranty accrual for our home robots business, attributable to declining warranty cost experience were recorded in 2012 with no such adjustments recorded in 2013.

Gross Margin

	Fiscal Year Ended		Dollar Change	Percent Change
	December 28, 2013	December 29, 2012		
	(In thousands)			
Total gross margin	\$ 221,154	\$ 194,348	\$ 26,806	13.8%
As a percentage of total revenue	45.4%	44.6%		

Gross margin increased \$26.8 million, or 13.8%, to \$221.2 million (45.4% of revenue) in fiscal 2013 from \$194.3 million (44.6% of revenue) in fiscal 2012. The increase in gross margin as a percentage of revenue was the result of the defense and security business unit gross margin increasing 7.1 percentage points offset by the home robots business unit gross margin decreasing 1.7 percentage points. The 7.1 percentage point increase in the defense and security robots business unit is attributable to improved leverage of our overhead expense in 2013 as compared to 2012, as well as higher excess and obsolete inventory costs in 2012, with no material excess and obsolete inventory costs in 2013. During 2013 and 2012, we recorded favorable adjustments to our return provision due to gradual improvements in returns resulting from sustained investment in product quality of \$7.9 million and \$11.0 million, respectively. Additionally, we recorded favorable adjustments of \$5.2 million relating to reductions in our international warranty accrual for our home robots business, attributable to declining warranty cost experience in 2012 with no such adjustments recorded in 2013. The 1.7 percentage point decrease in the home robots business unit gross margin resulted from the \$8.3 million decrease in these favorable adjustments to our return provision and warranty accrual, partially offset by increased volume of higher margin products including the Roomba 700 and 600 series robots, and fewer sales of our lower margin Roomba series.

Research and Development

	Fiscal Year Ended		Dollar Change	Percent Change
	December 28, 2013	December 29, 2012		
	(In thousands)			
Total research and development	\$ 63,649	\$ 57,066	\$ 6,583	11.5%
As a percentage of total revenue	13.1%	13.1%		

Research and development expenses increased \$6.6 million, or 11.5%, to \$63.6 million (13.1% of revenue) in fiscal 2013 from \$57.1 million (13.1% of revenue) in fiscal 2012. This increase is attributable to increased efforts in product development and continued product enhancements in 2013 compared to 2012, as well as research and development costs associated with Evolution, which was acquired on October 1, 2012.

Selling and Marketing

	Fiscal Year Ended			
	December 28, 2013	December 29, 2012	Dollar Change	Percent Change
	(In thousands)			
Total selling and marketing	\$ 71,529	\$ 66,412	\$ 5,117	7.7%
As a percentage of total revenue	14.7%	15.2%		

Selling and marketing expenses increased by \$5.1 million, or 7.7%, to \$71.5 million (14.7% of revenue) in fiscal 2013 from \$66.4 million (15.2% of revenue) in fiscal 2012. This increase is primarily attributable to marketing expenses incurred during 2013 as part of our continued global marketing and branding efforts.

General and Administrative

	Fiscal Year Ended			
	December 28, 2013	December 29, 2012	Dollar Change	Percent Change
	(In thousands)			
General and administrative	\$ 53,358	\$ 45,698	\$ 7,660	16.8%
As a percentage of total revenue	10.9%	10.5%		

General and administrative expenses increased by \$7.7 million, or 16.8%, to \$53.4 million (10.9% of revenue) in fiscal 2013 from \$45.7 million (10.5% of revenue) in fiscal 2012. This increase is primarily attributable to a \$5.8 million increase in compensation costs, and a \$1.8 million write-down of an intangible asset in 2013, resulting from a decision made in 2013 to refocus our funded research activities that significantly reduced our utilization of the technology associated with the intangible asset.

Other Income (Expense), Net

	Fiscal Year Ended			
	December 28, 2013	December 29, 2012	Dollar Change	Percent Change
	(In thousands)			
Other Income (expense), net	\$ (203)	\$ 435	\$ (638)	(146.7)%
As a percentage of total revenue	— %	0.1%		

Other income (expense), net, amounted to \$(0.2) million and \$0.4 million for fiscal 2013 and fiscal 2012, respectively, and consisted primarily of interest income offset by foreign currency exchange losses resulting from foreign currency exchange rate fluctuations.

Income Tax Provision

	Fiscal Year Ended			
	December 28, 2013	December 29, 2012	Dollar Change	Percent Change
	(In thousands)			
Income tax provision	\$ 4,774	\$ 8,310	\$ (3,536)	(42.6)%
As a percentage of pre-tax income	14.7%	32.5%		

We recorded an income tax provision of \$4.8 million and \$8.3 million for fiscal 2013 and fiscal 2012, respectively. The \$4.8 million income tax provision for fiscal 2013 was based upon a 2013 effective income tax rate of 28.5% plus a net income tax benefit of \$4.5 million primarily resulting from the extension of the federal research and development tax credit in 2013 and the settlement of uncertain tax positions upon completion of an Internal Revenue Service (IRS) audit. The \$8.3 million provision for fiscal 2012 was based upon a 2012 effective income tax rate of 30.3% plus a net income tax expense of \$0.6 million primarily resulting from the true-up of prior year permanent items.

In January 2013, legislation was enacted that included the extension of the federal research and development tax credits. The legislation retroactively reinstated the research and development tax credit for 2012 and extended it through December 31, 2013. As a result, we recorded a discrete benefit of approximately \$1.7 million related to 2012 in 2013.

The federal research and development tax credit expired at the end of 2013. The federal research and development tax credit has not yet been enacted for 2014 and, unless retroactively reinstated, will cause our 2014 effective tax rate to increase.

The decrease in the effective tax rate from 30.3% in 2012 to 28.5% in 2013 was primarily due to the extension of the federal research and development tax credit, offset by an increase in state taxes.

Comparison of Years Ended December 29, 2012 and December 31, 2011

Revenue

	Fiscal Year Ended		Dollar Change	Percent Change
	December 29, 2012	December 31, 2011		
	(In thousands)			
Total Revenue	\$ 436,244	\$ 465,500	\$ (29,256)	(6.3)%

Our revenue decreased 6.3% to \$436.2 million in fiscal 2012 from \$465.5 million in fiscal 2011. Revenue increased approximately \$78.2 million, or 28.1%, in our home robots business unit, and decreased \$104.2 million, or 59.5%, in our defense and security business unit.

The \$78.2 million increase in revenue from our home robots business unit was driven by an 18.2% increase in units shipped and a 7.2% increase in net average selling price. In fiscal 2012, international home robots revenue increased \$43.3 million and domestic home robots revenue increased \$34.9 million, including \$3.8 million in the three month period ended December 29, 2012 related to the newly acquired Braava (formerly Mint) floor sweeping robot. Total home robots shipped in fiscal 2012 were 1,621,000 units compared to 1,371,000 units in fiscal 2011. The increase in home robots business unit revenue and units shipped was primarily attributable to a 22.1% increase in international sales of our home robots products and a 42.2% increase in domestic sales of our home robots products. The increase in international sales is due primarily to increased demand in our Asian and European markets, which was driven by our new Roomba 700 series and 600 series robots, and an increase in marketing programs by us and our international distributors. The increase in domestic sales of our home robots products was primarily attributable to increased sales to domestic retail stores driven by the success of our recent domestic advertising campaign, expanded distribution of our Roomba 700 series robot and the introduction of the Roomba 600 series robot, and favorable adjustments to our return provision due to gradual improvement in returns resulting from sustained investment in product quality. In addition, net average selling prices in the home robots business unit increased due to increased volume of higher priced products including the Roomba 700 series robot, and fewer sales of our lower priced Roomba series.

The \$104.2 million decrease in revenue from our defense and security robots business unit was driven by an \$81.6 million decrease in defense and security robot revenue, a \$17.0 million decrease in recurring contract development revenue generated under research and development contracts, and a \$5.6 million decrease in product life cycle revenue (spare parts, accessories). The \$81.6 million decrease in defense and security robots revenue was primarily due to a decrease in sales of higher price PackBot and SUGV units in 2012 as compared to 2011. Net average selling price decreased by 44.1% due to product mix primarily attributable to FirstLook units shipped in 2012 which have a lower selling price than the PackBot and SUGV units that comprised a larger portion of the units shipped in 2011. Total defense and security robots shipped in 2012 were 274 units compared to 752 units in 2011. The \$17.0 million decrease in recurring contract development revenue generated under research and development contracts was primarily the result of decreases in government funding for our SUGV program. The \$5.6 million decrease in product life cycle revenue is due to reduction in spares associated with lower robot sales and a decrease in PackBot upgrades.

Cost of Revenue

	Fiscal Year Ended		Dollar Change	Percent Change
	December 29, 2012	December 31, 2011		
	(In thousands)			
Total cost of revenue	\$ 241,896	\$ 257,847	\$ (15,951)	(6.2)%
As a percentage of total revenue	55.4%	55.4%		

Total cost of revenue decreased to \$241.9 million in fiscal 2012, compared to \$257.8 million in fiscal 2011. The decrease is primarily due to the 63.6% decrease in defense and security units shipped and the product mix of those units, as well as excess and obsolete inventory costs, offset by the 18.2% increase in home robot units shipped in fiscal 2012 as compared to fiscal 2011, as well as favorable adjustments relating to reductions in our international warranty accrual for our home robots business that were directly attributable to declining warranty cost experience.

Gross Margin

	Fiscal Year Ended			
	December 29, 2012	December 31, 2011	Dollar Change	Percent Change
	(In thousands)			
Total gross margin	\$ 194,348	\$ 207,653	\$ (13,305)	(6.4)%
As a percentage of total revenue	44.6%	44.6%		

Gross margin decreased \$13.3 million, or 6.4%, to \$194.3 million (44.6% of revenue) in fiscal 2012 from \$207.7 million (44.6% of revenue) in fiscal 2011. Home robots business unit gross margin increased 5.3 percentage points, while the defense and security robots business unit gross margin decreased 10.3 percentage points. The 5.3 percentage point increase in the home robots business unit is attributable to favorable adjustments to our return provision due to gradual improvement in returns resulting from sustained investment in product quality, changes in customer and product mix to higher margin home robots products including the introduction of our Roomba 700 series and Scooba 230 robots, favorable adjustments relating to reductions in our international warranty accrual for our home robots business that were directly attributable to declining warranty cost experience, and improved leverage of our overhead expense against higher revenue in fiscal 2012 as compared to fiscal 2011. The 10.3 percentage point decrease in the defense and security robots business unit is primarily attributable to unfavorable absorption of our overhead expense against lower revenue, restructuring charges, scrap, rework and excess and obsolete inventory costs in fiscal 2012 as compared to fiscal 2011, and product mix primarily attributable to the lower-margin FirstLook units shipped in fiscal 2012 compared to PackBot and SUGV units shipped in fiscal 2011.

Research and Development

	Fiscal Year Ended			
	December 29, 2012	December 31, 2011	Dollar Change	Percent Change
	(In thousands)			
Total research and development	\$ 57,066	\$ 60,100	\$ (3,034)	(5.0)%
As a percentage of total revenue	13.1%	12.9%		

Research and development expenses decreased \$3.0 million, or 5.0%, to \$57.1 million (13.1% of revenue) in fiscal 2012 from \$60.1 million (12.9% of revenue) in fiscal 2011. The decrease in research and development expenses is primarily due to decreases in compensation associated with decreased headcount, partially offset by increased efforts in the areas of product development, including our efforts associated with the RP-VITA (Remote Presence Virtual + Independent Telemedicine Assistant) product that was jointly developed with, and is sold by, InTouch Technologies, Inc.

Selling and Marketing

	Fiscal Year Ended			
	December 29, 2012	December 31, 2011	Dollar Change	Percent Change
	(In thousands)			
Total selling and marketing	\$ 66,412	\$ 50,477	\$ 15,935	31.6%
As a percentage of total revenue	15.2%	10.8%		

Selling and marketing expenses increased by \$15.9 million, or 31.6%, to \$66.4 million (15.2% of revenue) in fiscal 2012 from \$50.5 million (10.8% of revenue) in fiscal 2011. This increase was primarily attributable to our 2012 multi-media advertising campaign focused on our domestic market for home robot products, including \$3.3 million of selling and marketing expenses in the three-month period ended December 29, 2012 related to our newly acquired Braava (formerly Mint) floor sweeping robot, and increases in advertising as part of our continued global marketing and branding efforts.

General and Administrative

	Fiscal Year Ended			
	December 29, 2012	December 31, 2011	Dollar Change	Percent Change
	(In thousands)			
General and administrative	\$ 45,698	\$ 43,753	\$ 1,945	4.4%
As a percentage of total revenue	10.5%	9.4%		

General and administrative expenses increased by \$1.9 million, or 4.4%, to \$45.7 million (10.5% of revenue) in fiscal 2012 from \$43.8 million (9.4% of revenue) in fiscal 2011. This increase is primarily attributable to increases in stock-based compensation expense, legal expense primarily attributable to our international expansion and intellectual property prosecution and enforcement, depreciation, compensation and employee benefits expense, partially offset by a decrease in incentive compensation expense in fiscal 2012 as compared to fiscal 2011.

Other Income (Expense), Net

	Fiscal Year Ended		Dollar Change	Percent Change
	December 29, 2012	December 31, 2011		
	(In thousands)			
Other Income (expense), net	\$ 435	\$ 218	\$ 217	99.5%
As a percentage of total revenue	0.1%	—%		

Other income (expense), net, amounted to \$0.4 million and \$0.2 million for fiscal 2012 and fiscal 2011, respectively, and consisted primarily of interest income partially offset by foreign currency exchange losses resulting from foreign currency exchange rate fluctuations.

Income Tax Provision

	Fiscal Year Ended		Dollar Change	Percent Change
	December 29, 2012	December 31, 2011		
	(In thousands)			
Income tax provision	\$ 8,310	\$ 13,350	\$ (5,040)	(37.8)%
As a percentage of pre-tax income	32.5%	24.9%		

We recorded an income tax provision of \$8.3 million and \$13.4 million for fiscal 2012 and fiscal 2011, respectively. The \$8.3 million income tax provision for fiscal 2012 was based upon a 2012 effective income tax rate of 30.3% plus a net income tax expense of \$0.6 million primarily resulting from the true-up of prior year permanent items. The \$13.4 million income tax provision for fiscal 2011 was based upon a 2011 effective income tax rate of 29.7% offset primarily by a net income tax benefit of \$3.5 million resulting from the completion in the period of a comprehensive evaluation of our research and development tax credit and domestic manufacturing deductions.

The increase in the effective tax rate from 29.7% in 2011 to 30.3% in 2012 was primarily due to the expiration of the federal research and development tax credit, offset by a decrease in state taxes and a higher domestic manufacturing deduction as a percentage of income before taxes in 2012 as compared with 2011.

Liquidity and Capital Resources

At December 28, 2013, our principal sources of liquidity were cash and cash equivalents totaling \$165.4 million, short-term investments of \$22.0 million and accounts receivable of \$39.3 million.

We manufacture and distribute our products through contract manufacturers and third-party logistics providers. We believe that this approach gives us the advantages of relatively low capital investment and significant flexibility in scheduling production and managing inventory levels. By leasing our office facilities, we also minimize the cash needed for expansion. Accordingly, our capital spending is generally limited to leasehold improvements, computers, office furniture, product-specific production tooling, internal use software and test equipment. In the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, we spent \$6.8 million, \$6.8 million and \$13.0 million respectively, on capital equipment.

Our strategy for delivering home robots products to our distributors and retail customers gives us the flexibility to provide container shipments directly to the retailer from China and, alternatively, allows our distributors and retail partners to take possession of product on a domestic basis. Accordingly, our home robots product inventory consists of goods shipped to our third-party logistics providers for the fulfillment of distributor, retail and direct-to-consumer sales. Our inventory of defense and security products consists mostly of components, as finished goods are generally built to order. Our contract manufacturers are also responsible for purchasing and stocking components required for the production of our products, and they typically invoice us when the finished goods are shipped.

The balance of cash, cash equivalents and short-term investments of \$187.4 million at December 28, 2013 is primarily the result of our increased profitability, as well as our on-going focus on managing working capital. In 2013, we generated

\$41.9 million of cash from operations. As of December 28, 2013, we did not have any borrowings outstanding under our working capital line of credit and had \$1.6 million in letters of credit outstanding under our revolving letter of credit facility.

Discussion of Cash Flows

Comparison of Years Ended December 28, 2013 and December 29, 2012

Net cash provided by operating activities for the fiscal year ended December 28, 2013 was \$41.9 million, an increase of \$4.0 million compared to the \$37.9 million of net cash provided by operating activities for the fiscal year ended December 29, 2012. The increase in net cash provided by operating activities was primarily driven by an increase in cash of \$10.3 million resulting from net income of \$27.6 million in 2013 compared to net income of \$17.3 million in 2012, an increase in cash of \$13.9 million resulting from an increase in accrued compensation of \$7.8 million in 2013 compared to a decrease in accrued compensation of \$6.1 million in 2012 reflecting a higher accrual for incentive compensation in 2013, an increase in cash of \$6.9 million resulting from a decrease in accounts payable of \$1.7 million in 2013 compared to a decrease in accounts payable of \$8.7 million in 2012 as a result of normal purchasing and vendor payment activities, an increase in cash of \$4.9 million resulting from a decrease in other assets of \$2.0 million in 2013 compared to an increase in other assets of \$2.9 million in 2012, resulting primarily from a decrease in prepaid income taxes in 2013 compared to an increase in prepaid income taxes in 2012, and an increase in cash of \$3.0 million resulting from an increase in deferred income taxes of \$0.8 million in 2013 compared to an increase of \$3.8 million in 2012, resulting primarily from primarily the addition of deferred tax assets associated with the acquisition of Evolution Robotics in 2012 and the net effect of changes in deferred tax assets and liabilities associated with operating assets and liabilities. These increases were partially offset by a decrease in cash of \$25.5 million resulting from an increase in accounts receivable (including unbilled revenue) of \$9.9 million in 2013 compared to a decrease of \$15.6 million in 2012, primarily due to an increase in 2013 revenue and an increase in the DSO (days sales outstanding) to 29 days in 2013 from 28 days in 2012, and a decrease in cash of \$8.6 million resulting from an increase in inventory of \$9.4 million in 2013 compared to an increase of \$0.8 million in 2012, primarily due to an increase in 2013 revenue and an increase in the days of inventory on hand to 63 days in 2013 from 61 days in 2012.

Net cash used in investing activities for the fiscal year ended December 28, 2013 was \$18.1 million, representing a decrease of \$64.3 million compared to the \$82.4 million of net cash used in investing activities for the fiscal year ended December 29, 2012. This decrease in net cash used in investing activities was primarily due to a decrease in cash paid for acquisitions and strategic investments of \$78.5 million, with a strategic investment of \$2.0 million in the preferred shares of InTouch Technologies, Inc. in 2013 compared to \$74.5 million paid for the acquisition of Evolution Robotics and \$6.0 million paid for the purchase of the preferred shares of InTouch Technologies, Inc. in 2012. This decrease was partially offset by cash used in the net purchase of marketable securities of \$9.9 million in 2013 compared to the net sale of marketable securities of \$4.9 million in 2012.

Net cash provided by financing activities for the fiscal year ended December 28, 2013 was \$14.8 million, an increase of \$9.8 million compared to the \$5.0 million of net cash provided by financing activities for the fiscal year ended December 29, 2012. The increase is due primarily to an increase in the proceeds from stock option exercises of \$9.3 million.

Comparison of Years Ended December 29, 2012 and December 31, 2011

Net cash provided by operating activities for the fiscal year ended December 29, 2012 was \$37.9 million, a decrease of \$17.9 million compared to the \$55.7 million of net cash provided by operating activities for the fiscal year ended December 31, 2011. The decrease in net cash provided by operating activities was primarily driven by a decrease in cash of \$22.9 million resulting from net income of \$17.3 million in 2012 compared to net income of \$40.2 million in 2011, as well as a decrease in cash of \$18.4 million resulting from a decrease in accounts payable of \$8.7 million in fiscal 2012 compared to a \$9.7 million increase in accounts payable in fiscal 2011 as a result of normal purchasing and vendor payment activities, and a decrease of \$9.9 million resulting from an increase in deferred tax assets of \$3.8 million in 2012 compared to a decrease of \$6.2 million in 2011, primarily due to the addition of deferred tax assets associated with the acquisition of Evolution Robotics and the net effect of changes in deferred tax assets and liabilities associated with operating assets and liabilities. These decreases were partially offset by an increase in cash of \$24.4 million resulting from a decrease in accounts receivable (including unbilled revenue) of \$16.7 million in fiscal 2012 compared to an increase of \$7.6 million in 2011, primarily due to a decline in fiscal 2012 revenue and a reduction in the 2012 DSO (days sales outstanding) to 28 days from 32 days in 2011, as well as other net increases of \$8.9 million due to normal operating activities.

Net cash used in investing activities for the fiscal year ended December 29, 2012 was \$82.4 million, representing an increase of \$65.2 million compared to the \$17.2 million of net cash used in investing activities for the fiscal year ended December 31, 2011. This increase in net cash used in investing activities was primarily driven by the purchase of Evolution Robotics, Inc. in 2012 for net cash of \$74.5 million and an investment of \$6.0 million in preferred shares of InTouch Technologies, Inc. in 2012. These increases were partially offset by proceeds from the net sale of investments of \$4.9 million in

2012 compared to the net purchase of investments of \$4.2 million in 2011, as well as a decrease in purchases of property and equipment of \$6.2 million from fiscal 2011 to fiscal 2012 primarily due to a decrease in spending on self-constructed and demonstration assets, leasehold improvements and internal use software.

Net cash provided by financing activities for the fiscal year ended December 29, 2012 was \$5.0 million, a decrease of \$14.4 million compared to the \$19.4 million of net cash provided by financing activities for the fiscal year ended December 31, 2011. The decrease is due primarily to a decrease in proceeds from stock option exercises of \$9.1 million and a decrease in the tax benefit associated with excess stock-based compensation deductions of \$5.5 million.

Working Capital Facilities

Credit Facility

We have an unsecured revolving credit facility with Bank of America, N.A., which is available to fund working capital and other corporate purposes. As of December 28, 2013, the total amount available for borrowing under our credit facility was \$75.0 million and the full amount was available for borrowing. The interest on loans under our credit facility accrues, at our election, at either (1) LIBOR plus a margin, currently equal to 1.0%, based on our ratio of indebtedness to Adjusted EBITDA (the Eurodollar Rate), or (2) the lender's base rate. The lender's base rate is equal to the highest of (1) the federal funds rate plus 0.5%, (2) the lender's prime rate and (3) the Eurodollar Rate plus 1.0%. The credit facility termination date is December 20, 2018.

As of December 28, 2013, we had no outstanding borrowings under our working capital line of credit. This credit facility contains customary terms and conditions for credit facilities of this type, including restrictions on our ability to incur or guaranty additional indebtedness, create liens, enter into transactions with affiliates, make loans or investments, sell assets, pay dividends or make distributions on, or repurchase, our stock, and consolidate or merge with other entities.

In addition, we are required to meet certain financial covenants customary with this type of agreement, including maintaining a minimum ratio of indebtedness to Adjusted EBITDA and a minimum specified interest coverage ratio.

This credit facility contains customary events of default, including for payment defaults, breaches of representations, breaches of affirmative or negative covenants, cross defaults to other material indebtedness, bankruptcy and failure to discharge certain judgments. If a default occurs and is not cured within any applicable cure period or is not waived, our obligations under the credit facility may be accelerated.

As of December 28, 2013, we were in compliance with all covenants under the revolving credit facility.

Letter of Credit Facility

We have an unsecured revolving letter of credit facility with Bank of America, N.A. The credit facility is available to fund letters of credit on our behalf up to an aggregate outstanding amount of \$5 million. We may terminate at any time, subject to proper notice, or from time to time permanently reduce the amount of the credit facility.

We pay a fee on outstanding letters of credit issued under the credit facility of up to 1.5% per annum of the outstanding letters of credit. The maturity date for letters of credit issued under the credit facility must be no later than 365 days following the maturity date of the credit facility.

As of December 28, 2013, we had letters of credit outstanding of \$1.6 million under our revolving letter of credit facility. The credit facility contains customary terms and conditions for credit facilities of this type, including restrictions on our ability to incur or guaranty additional indebtedness, create liens, enter into transactions with affiliates, make loans or investments, sell assets, pay dividends or make distributions on, or repurchase, our stock, and consolidate or merge with other entities. In addition, we are required to meet certain financial covenants customary with this type of agreement, including maintaining a minimum ratio of indebtedness to Adjusted EBITDA and a minimum specified ratio of EBIT to interest expense.

The credit facility also contains customary events of default, including for payment defaults, breaches of representations, breaches of affirmative or negative covenants, cross defaults to other material indebtedness, bankruptcy, and failure to discharge certain judgments. If a default occurs and is not cured within any applicable cure period or is not waived, the lender may accelerate the obligations under the credit facility.

As of December 28, 2013, we were in compliance with all covenants under the revolving letter of credit facility.

Working Capital and Capital Expenditure Needs

We currently have no material cash commitments, except for normal recurring trade payables, expense accruals and operating leases, all of which we anticipate funding through working capital, funds provided by operating activities and our existing working capital line of credit. We do not currently anticipate significant investment in property, plant and equipment,

and we believe that our outsourced approach to manufacturing provides us with flexibility in both managing inventory levels and financing our inventory. We believe our existing cash and cash equivalents, short-term investments, cash provided by operating activities, and funds available through our working capital line of credit will be sufficient to meet our working capital and capital expenditure needs over at least the next twelve months. In the event that our revenue plan does not meet our expectations, we may eliminate or curtail expenditures to mitigate the impact on our working capital. Our future capital requirements will depend on many factors, including our rate of revenue growth, the expansion of our marketing and sales activities, the timing and extent of spending to support product development efforts, the timing of introductions of new products and enhancements to existing products, the acquisition of new capabilities or technologies, and the continuing market acceptance of our products and services. Moreover, to the extent that existing cash and cash equivalents, short-term investments, cash from operations, and cash from short-term borrowing are insufficient to fund our future activities, we may need to raise additional funds through public or private equity or debt financing. As part of our business strategy, we may consider additional acquisitions of companies, technologies and products, which could also require us to seek additional equity or debt financing. Additional funds may not be available on terms favorable to us or at all.

Contractual Obligations

We generally do not enter into binding purchase commitments. Our principal commitments consist of obligations under our working capital line of credit, leases for office space and minimum contractual obligations for services. The following table describes our commitments to settle contractual obligations in cash as of December 28, 2013:

	Payments Due by Period				Total
	Less Than 1 Year	1 to 3 Years	3 to 5 Years	More Than 5 Years	
	(In thousands)				
Operating leases	\$ 3,396	\$ 6,025	\$ 4,766	\$ 3,177	\$ 17,364
Minimum contractual payments	2,885	—	—	—	2,885
Other obligations	203	102	—	—	305
Total	\$ 6,484	\$ 6,127	\$ 4,766	\$ 3,177	\$ 20,554

Our minimum contractual obligations consist of obligations to key component suppliers for our home robots, which payments are incurred in the ordinary course of business. Other obligations consist of advertising agreements for corporate branding.

At December 28, 2013, we had outstanding purchase orders aggregating approximately \$93.2 million. The purchase orders, the majority of which are with our contract manufacturers for the purchase of inventory in the normal course of business, are for manufacturing and non-manufacturing related goods and services, and are generally cancelable without penalty. In circumstances where we determine that we have financial exposure associated with any of these commitments, we record a liability in the period in which that exposure is identified.

Off-Balance Sheet Arrangements

As of December 28, 2013, we had no off-balance sheet arrangements as defined in Item 303(a)(4) of Regulation S-K.

Recently Issued Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board (“FASB”) issued an accounting standards update related to the presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. This new guidance clarifies guidance and eliminates diversity in practice on the presentation of unrecognized tax benefits when certain situations exist at the reporting date. This new guidance is effective for annual reporting periods beginning on or after December 15, 2013 and subsequent interim periods. We are currently assessing the impact, if any, on our consolidated financial statements.

In February 2013, the FASB issued guidance requiring disclosure of amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present either on the face of the statement of operations or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required to be reclassified to net income in its entirety in the same reporting period. For amounts not reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional detail about those amounts. This guidance was effective prospectively for us for annual and interim periods beginning January 1, 2013. The impact of these amendments on our consolidated financial statements was not material.

From time to time, new accounting pronouncements are issued by FASB that are adopted by us as of the specified effective date. Unless otherwise discussed, we believe that the impact of recently issued standards, which are not yet effective, will not have a material impact on our consolidated financial statements upon adoption.

ITEM 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

Foreign Currency Exchange Risk

We maintain sales and business operations in foreign countries. As such, we have exposure to adverse changes in exchange rates associated with operating expenses of our foreign operations, but we believe this exposure to be immaterial. Additionally, we accept orders for home robots products in currencies other than the U.S. dollar. We regularly monitor the level of non-U.S. dollar accounts receivable balances to determine if any actions, including possibly entering into foreign currency forward contracts, should be taken to minimize the impact of fluctuating exchange rates on our results of operations. Our international revenue is primarily denominated in U.S. dollars and therefore any fluctuations in the Euro or any other non-U.S. dollar currencies will have minimal direct impact on our international revenue. However, as the U.S. dollar strengthens or weakens against other currencies, our international distributors may be impacted, which could affect their profitability and our ability to maintain current pricing levels on our international consumer products.

Interest Rate Sensitivity

At December 28, 2013, we had unrestricted cash and cash equivalents of \$165.4 million and short term investments of \$22.0 million. The unrestricted cash and cash equivalents are held for working capital purposes. We do not enter into investments for trading or speculative purposes. Some of the securities in which we invest, however, may be subject to market risk. This means that a change in prevailing interest rates may cause the fair market value of the investment to fluctuate. To minimize this risk in the future, we intend to maintain our portfolio of cash equivalents in a variety of securities, commercial paper, money market funds, debt securities and certificates of deposit. Due to the short-term nature of these investments, we believe that we do not have any material exposure to changes in the fair value of our investment portfolio as a result of changes in interest rates. As of December 28, 2013, all of our cash and cash equivalents were held in demand deposits and money market accounts.

Our exposure to market risk also relates to the increase or decrease in the amount of interest expense we must pay on any outstanding debt instruments, primarily certain borrowings under our working capital line of credit. The advances under the working capital line of credit bear a variable rate of interest determined at the time of the borrowing. At December 28, 2013, we had letters of credit outstanding of \$1.6 million under our revolving letter of credit facility.

iROBOT CORPORATION
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	<u>Page</u>
Report of Independent Registered Public Accounting Firm	42
Consolidated Balance Sheets at December 28, 2013 and December 29, 2012	43
Consolidated Statements of Income for the Years ended December 28, 2013, December 29, 2012 and December 31, 2011	44
Consolidated Statements of Comprehensive Income for the Years ended December 28, 2013, December 29, 2012 and December 31, 2011	44
Consolidated Statements of Stockholders' Equity for the Years ended December 28, 2013, December 29, 2012 and December 31, 2011	46
Consolidated Statements of Cash Flows for the Years ended December 28, 2013, December 29, 2012 and December 31, 2011	47
Notes to Consolidated Financial Statements	48

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of
iRobot Corporation:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows present fairly, in all material respects, the financial position of iRobot Corporation and its subsidiaries at December 28, 2013 and December 29, 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 28, 2013 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 28, 2013 based on criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these 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 these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. 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.

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.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
February 18, 2014

iROBOT CORPORATION
CONSOLIDATED BALANCE SHEETS

	<u>December 28, 2013</u>	<u>December 29, 2012</u>
(In thousands)		
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 165,404	\$ 126,770
Short term investments	21,954	12,430
Accounts receivable, net of allowance of \$67 and \$111 at December 28, 2013 and December 29, 2012, respectively	39,348	29,413
Unbilled revenue	856	1,196
Inventory	46,107	36,965
Deferred tax assets	20,144	19,266
Other current assets	6,848	8,853
Total current assets	<u>300,661</u>	<u>234,893</u>
Property and equipment, net	23,661	24,953
Deferred tax assets	10,095	8,792
Goodwill	48,751	48,951
Intangible assets, net	22,668	28,224
Other assets	10,501	8,500
Total assets	<u>\$ 416,337</u>	<u>\$ 354,313</u>

**LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED AND
STOCKHOLDERS' EQUITY**

Current liabilities:		
Accounts payable	\$ 41,344	\$ 42,515
Accrued expenses	14,880	13,642
Accrued compensation	19,606	11,864
Deferred revenue and customer advances	5,085	6,257
Total current liabilities	<u>80,915</u>	<u>74,278</u>
Long term liabilities	4,733	4,218
Commitments and contingencies (Note 11):		
Redeemable convertible preferred stock, 5,000,000 shares authorized and no shares issued or outstanding	—	—
Common stock, \$0.01 par value, 100,000,000 shares authorized; and 28,935,253 and 27,781,659 shares issued and outstanding at December 28, 2013 and December 29, 2012, respectively	289	278
Additional paid-in capital	227,175	199,903
Retained earnings	103,078	75,437
Accumulated other comprehensive income	147	199
Total stockholders' equity	<u>330,689</u>	<u>275,817</u>
Total liabilities, redeemable convertible preferred stock and stockholders' equity	<u>\$ 416,337</u>	<u>\$ 354,313</u>

See accompanying Notes to Consolidated Financial Statements

iROBOT CORPORATION
CONSOLIDATED STATEMENTS OF INCOME

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
	(In thousands, except per share amounts)		
Revenue:			
Product revenue	\$ 477,444	\$ 418,550	\$ 426,525
Contract revenue	9,957	17,694	38,975
Total revenue	<u>487,401</u>	<u>436,244</u>	<u>465,500</u>
Cost of revenue:			
Cost of product revenue(1)	\$ 262,224	234,102	240,930
Cost of contract revenue	4,023	7,794	16,917
Total cost of revenue	<u>266,247</u>	<u>241,896</u>	<u>257,847</u>
Gross margin	221,154	194,348	207,653
Operating expenses:			
Research and development(1)	63,649	57,066	60,100
Selling and marketing(1)	71,529	66,412	50,477
General and administrative(1)	53,358	45,698	43,753
Total operating expenses	<u>188,536</u>	<u>169,176</u>	<u>154,330</u>
Operating income	32,618	25,172	53,323
Other income (expense), net	(203)	435	218
Income before income taxes	32,415	25,607	53,541
Income tax expense	4,774	8,310	13,350
Net income	<u>\$ 27,641</u>	<u>\$ 17,297</u>	<u>\$ 40,191</u>
Net income per share			
Basic	\$ 0.97	\$ 0.63	\$ 1.50
Diluted	\$ 0.94	\$ 0.61	\$ 1.44
Number of shares used in per share calculations			
Basic	28,495	27,577	26,712
Diluted	29,354	28,301	27,924

(1) Stock-based compensation recorded in fiscal 2013, 2012, and 2011 breaks down by expense classification as follows:

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
	(In thousands)		
Cost of product revenue	\$ 700	\$ 889	\$ 1,069
Research and development	2,700	1,904	1,349
Selling and marketing	1,246	808	724
General and administrative	8,763	7,382	5,642

See accompanying Notes to Consolidated Financial Statements

iROBOT CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
	(In thousands)		
Net income, as reported	\$ 27,641	\$ 17,297	\$ 40,191
Other comprehensive income (loss), net of tax:			
Unrealized gains (losses) on investments, net of tax	(52)	48	71
Total comprehensive income	\$ 27,589	\$ 17,345	\$ 40,262

See accompanying Notes to Consolidated Financial Statements

iROBOT CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock		Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Stockholders' Equity
	Shares	Value				
Balance at January 1, 2011	25,844,840	\$ 258	\$ 156,620	\$ 17,949	\$ 80	\$ 174,907
Issuance of common stock for exercise of stock options	1,232,721	13	13,388			13,401
Vesting of restricted stock units	167,875	1	(1)			—
Tax benefit of excess stock based compensation deduction			6,370			6,370
Amortization of deferred compensation relating to stock options and restricted stock			8,784			8,784
Stock withheld to cover tax withholdings requirements upon vesting of restricted stock units	(28,881)		(928)			(928)
Unrealized gain/(loss) on short term investment					71	71
Directors' deferred compensation			162			162
Net income				40,191		40,191
Balance at December 31, 2011	27,216,555	\$ 272	\$ 184,395	\$ 58,140	\$ 151	\$ 242,958
Issuance of common stock for exercise of stock options	390,956	4	4,322			4,326
Conversion of deferred compensation	823	—	—			—
Vesting of restricted stock units	204,053	2	(2)			—
Tax benefit of excess stock based compensation deduction			902			902
Amortization of deferred compensation relating to stock options and restricted stock			10,983			10,983
Stock withheld to cover tax withholdings requirements upon vesting of restricted stock units	(30,728)		(784)			(784)
Unrealized gain/(loss) on short term investment					48	48
Directors' deferred compensation			87			87
Net income				17,297		17,297
Balance at December 29, 2012	27,781,659	\$ 278	\$ 199,903	\$ 75,437	\$ 199	\$ 275,817
Issuance of common stock for exercise of stock options	840,951	8	13,621			13,629
Conversion of deferred compensation	9,780	—	—			—
Vesting of restricted stock units	348,141	3	(3)			—
Tax benefit of excess stock based compensation deduction			1,413			1,413
Amortization of deferred compensation relating to stock options and restricted stock			13,409			13,409
Stock withheld to cover tax withholdings requirements upon vesting of restricted stock units	(45,278)		(1,212)			(1,212)
Unrealized gain/(loss) on short term investment					(52)	(52)
Directors' deferred compensation			44			44
Net income				27,641		27,641
Balance at December 28, 2013	28,935,253	\$ 289	\$ 227,175	\$ 103,078	\$ 147	\$ 330,689

See accompanying Notes to Consolidated Financial Statements

iROBOT CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
	(In thousands)		
Cash flows from operating activities:			
Net income	\$ 27,641	\$ 17,297	\$ 40,191
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	12,169	11,672	10,312
Loss on disposal of property and equipment	189	1,332	599
Goodwill and intangible assets impairment	1,988	—	—
Stock-based compensation	13,409	10,983	8,784
Deferred income taxes, net	(768)	(3,763)	6,154
Tax benefit of excess stock based compensation deductions	(2,406)	(1,445)	(6,917)
Non-cash director deferred compensation	44	87	162
Changes in operating assets and liabilities — (use) source			
Accounts receivable	(9,935)	15,560	(9,282)
Unbilled revenue	340	1,166	1,650
Inventory	(9,365)	(807)	(3,929)
Other assets	1,980	(2,892)	(1,843)
Accounts payable	(1,743)	(8,684)	9,717
Accrued expenses	1,255	(656)	1,421
Accrued compensation	7,751	(6,106)	52
Deferred revenue	(1,172)	4,730	(2,007)
Long term liabilities	515	(613)	671
Net cash provided by operating activities	<u>41,892</u>	<u>37,861</u>	<u>55,735</u>
Cash flows from investing activities:			
Additions of property and equipment	(6,829)	(6,770)	(13,011)
Change in other assets	(2,000)	(6,000)	—
Purchase of Evolution Robotics, Inc., net of cash received	—	(74,530)	—
Purchase of investments	(17,946)	(5,086)	(9,189)
Sales of investments	8,044	10,000	5,000
Proceeds from sale of assets	650	—	—
Net cash used in investing activities	<u>(18,081)</u>	<u>(82,386)</u>	<u>(17,200)</u>
Cash flows from financing activities:			
Income tax withholding payment associated with restricted stock vesting	(1,212)	(784)	(928)
Proceeds from stock option exercises	13,629	4,326	13,401
Tax benefit of excess stock based compensation deductions	2,406	1,445	6,917
Net cash provided by financing activities	<u>14,823</u>	<u>4,987</u>	<u>19,390</u>
Net increase (decrease) in cash and cash equivalents	<u>38,634</u>	<u>(39,538)</u>	<u>57,925</u>
Cash and cash equivalents, at beginning of period	126,770	166,308	108,383
Cash and cash equivalents, at end of period	<u>\$ 165,404</u>	<u>\$ 126,770</u>	<u>\$ 166,308</u>
Supplemental disclosure of cash flow information			
Cash paid for income taxes	\$ 7,235	\$ 11,663	\$ 8,046
Non-cash investing and financing activities:			
Transfer of inventory to property and equipment	223	—	—
Additions of property and equipment included in accounts payable	572	—	—

See accompanying Notes to Consolidated Financial Statements

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Nature of the Business

iRobot Corporation (“iRobot” or the “Company”) develops robotics and artificial intelligence technologies and applies these technologies in producing and marketing robots. The majority of the Company’s revenue is generated from product sales and, to a lesser extent, government and commercial research and development contracts.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements include those of iRobot and its subsidiaries, after elimination of all intercompany accounts and transactions. In addition, certain prior year amounts have been reclassified to conform with the current year presentation. iRobot has prepared the accompanying consolidated financial statements in conformity with accounting principles generally accepted in the United States of America.

Reorganization

In fiscal year 2012, the Company initiated a reorganization that resulted in, among other things, the centralization of all of the Company's engineering and operations activities. This reorganization was completed at the beginning of fiscal year 2013. In conjunction with this reorganization, the Company reviewed the financial statement classification of its costs and expenses. As a result of this review, the Company decided to classify certain expenses differently than had been classified and presented in prior periods to provide a more clear understanding of the Company's financial performance. As part of this review, the Company also evaluated the impact of the reorganization on its segment reporting and determined that certain modifications were necessary to present the segment information as now viewed by the Company's chief operating decision maker. Although the classification of certain expenses on the income statement has changed in fiscal year 2013 as compared to prior periods, the Company recast the financial results of prior periods in a manner consistent with the fiscal year 2013 presentation for comparability purposes. The reclassified amounts reflected in the consolidated statements of income for the years ended December 29, 2012 and December 31, 2011 included herein conform to the fiscal year 2013 presentation. This reclassification of costs and expenses did not impact previously reported net income or earnings per share as the changes only impacted the categorization of costs within the consolidated statements of income for the periods in question. Consequently, the classification changes did not impact previously presented consolidated balance sheets, statements of cash flow or statements of stockholders' equity.

Revision of Consolidated Balance Sheet as of December 29, 2012

During the three month period ended March 30, 2013, the Company identified a classification error related to its reserves for uncertain tax positions on its December 29, 2012 consolidated balance sheet. The Company had recorded a gross income tax receivable in current assets and a gross uncertain tax positions liability against that receivable in current liabilities as of December 29, 2012. In addition, the Company misclassified certain liabilities for uncertain tax positions in current and long-term liabilities. The impact of the errors on the December 29, 2012 consolidated balance sheet was a decrease in Other Current Assets of \$2.7 million, an increase in Other Assets of \$0.2 million, a decrease in Accrued Expenses of \$2.9 million, and an increase in Long-term Liabilities of \$0.4 million. These adjustments were not considered to be material, individually or in the aggregate, to previously issued financial statements. The Company has revised its December 29, 2012 consolidated balance sheet to correct these errors as reflected herein. This revision had no impact on the consolidated statement of income, the consolidated statement of comprehensive income, or total cash flows from operating activities, investing activities, or financing activities.

Use of Estimates

The preparation of these financial statements in conformity with accounting principles generally accepted in the United States requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. On an ongoing basis, management evaluates these estimates and judgments, including those related to revenue recognition, sales returns, bad debts, warranty claims, inventory reserves, valuation of investments, valuation of goodwill and intangible assets, assumptions used in valuing stock-based compensation instruments and income taxes. The Company bases these estimates on historical and anticipated results, and trends and on various other assumptions that the Company believes are reasonable under the circumstances, including assumptions as to future events. These estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. By their nature, estimates are subject to an inherent degree of uncertainty. Actual results may differ from the Company’s estimates.

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Fiscal Year-End

The Company operates and reports using a 52-53 week fiscal year ending on the Saturday closest to December 31. Accordingly, the Company's fiscal quarters will end on the Saturday that falls closest to the last day of the third month of each quarter.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original or remaining maturity of three months or less at the time of purchase to be cash equivalents. The Company invests its excess cash primarily in money market funds or savings accounts of major financial institutions. Accordingly, its cash equivalents are subject to minimal credit and market risk. At December 28, 2013 and December 29, 2012, cash equivalents were comprised of money market funds totaling \$101.4 million and \$88.1 million, respectively. These cash equivalents are carried at cost, which approximates fair value.

Short Term Investments

The Company's investments are classified as available-for-sale and are recorded at fair value with any unrealized gain or loss recorded as an element of stockholders' equity. The fair value of investments is determined based on quoted market prices at the reporting date for those instruments. As of December 28, 2013 and December 29, 2012, investments consisted of:

	December 28, 2013		December 29, 2012	
	Cost	Fair Market Value	Cost	Fair Market Value
	(In thousands)			
Corporate and government bonds	\$ 22,134	\$ 21,954	\$ 12,980	\$ 12,430
Total short term investments	\$ 22,134	\$ 21,954	\$ 12,980	\$ 12,430

As of December 28, 2013, the Company's investments had maturity dates ranging from November 2014 to March 2017. The Company invests primarily in investment grade securities and limits the amount of investment in any single issuer.

Revenue Recognition

The Company derives its revenue from product sales and, to a lesser extent, government and commercial research and development contracts. The Company sells products directly to customers and indirectly through resellers and distributors. The Company recognizes revenue from sales of robots under the terms of the customer agreement upon transfer of title and risk of loss to the customer, net of estimated returns, provided that collection is determined to be reasonably assured and no significant obligations remain. Sales to domestic resellers of home robots are typically subject to agreements allowing for limited rights of return, rebates and price protection. Accordingly, the Company reduces revenue for its estimates of liabilities for these rights of return at the time the related sale is recorded. The Company makes an estimate of sales returns for products sold by domestic resellers directly based on historical returns experience and other relevant data. The Company's international distributor agreements do not currently allow for product returns and, as a result, no reserve for returns is established for this group of customers. The Company has aggregated and analyzed historical returns from domestic resellers and end users which form the basis of its estimate of future sales returns by resellers or end users. When a right of return exists, the provision for these estimated returns is recorded as a reduction of revenue at the time that the related revenue is recorded. If actual returns differ significantly from its estimates, such differences could have a material impact on the Company's results of operations for the period in which the returns become known. The estimates for returns are adjusted periodically based upon historical rates of returns. The estimates and reserve for rebates and price protection are based on specific programs, expected usage and historical experience. Actual results could differ from these estimates.

Under cost-plus-fixed-fee ("CPFF") type contracts, the Company recognizes revenue based on costs incurred plus a pro rata portion of the total fixed fee. Costs incurred include labor and material that are directly associated with individual CPFF contracts plus indirect overhead and general and administrative type costs based upon billing rates submitted by the Company to the Defense Contract Management Agency ("DCMA"). Annually, the Company submits final indirect billing rates to DCMA based upon actual costs incurred throughout the year. In the situation where the Company's final actual billing rates are greater than the provisional rates currently in effect, the Company records a cumulative revenue adjustment in the period in which the rate differential is collected from the customer. These final billing rates are subject to audit by the Defense Contract Audit Agency ("DCAA"), which can occur several years after the final billing rates are submitted and may result in material adjustments to revenue recognized based on estimated final billing rates. As of December 28, 2013, fiscal year 2007 is under audit by DCAA, and fiscal years 2008 through 2013 are open for audit by DCAA. In the situation where the Company's anticipated actual billing rates will be lower than the provisional rates currently in effect, the Company records a cumulative

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

revenue adjustment in the period in which the rate differential is identified. Revenue on firm fixed price (“FFP”) contracts is recognized using the percentage-of-completion method. For government product FFP contracts, revenue is recognized as the product is shipped or in accordance with the contract terms. Costs and estimated gross margins on contracts are recorded as revenue as work is performed based on the percentage that incurred costs compare to estimated total costs utilizing the most recent estimates of costs and funding. Changes in job performance, job conditions, and estimated profitability, including those arising from final contract settlements and government audits, may result in revisions to costs and income and are recognized in the period in which the revisions are determined. Since many contracts extend over a long period of time, revisions in cost and funding estimates during the progress of work have the effect of adjusting earnings applicable to past performance in the current period. When the current contract estimate indicates a loss, a provision is made for the total anticipated loss in the current period. Revenue earned in excess of billings, if any, is recorded as unbilled revenue. Billings in excess of revenue earned, if any, are recorded as deferred revenue.

Allowance for Doubtful Accounts

The Company maintains an allowance for doubtful accounts to provide for the estimated amount of accounts receivable that may not be collected. The allowance is based upon an assessment of customer creditworthiness, historical payment experience and the age of outstanding receivables.

Activity related to the allowance for doubtful accounts was as follows:

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
	(In thousands)		
Balance at beginning of period	\$ 111	\$ 87	\$ 88
Provision	—	37	—
Deduction(*)	(44)	(13)	(1)
Balance at end of period	\$ 67	\$ 111	\$ 87

(*) Deductions related to allowance for doubtful accounts represent amounts written off against the allowance, less recoveries.

Inventory

Inventory is stated at the lower of cost or net realizable value with cost being determined using the first-in, first-out (FIFO) method. The Company maintains a reserve for inventory items to provide for an estimated amount of excess or obsolete inventory.

Activity related to the inventory reserve was as follows:

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
	(In thousands)		
Balance at beginning of period	\$ 6,608	\$ 2,568	\$ 2,836
Provision	1,571	5,101	411
Deduction(*)	(2,899)	(1,061)	(679)
Balance at end of period	\$ 5,280	\$ 6,608	\$ 2,568

(*) Deductions related to inventory reserve accounts represent amounts written off against the reserve.

Property and Equipment

Property and equipment are recorded at cost and consist primarily of computer equipment, leasehold improvements, business applications software and machinery. Depreciation is computed using the straight-line method over the estimated useful lives as follows:

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	Estimated Useful Life
Computer and research equipment	3 years
Furniture	5
Machinery	2-5
Tooling	2-5
Business applications software	5-7
Capital leases and leasehold improvements	Term of lease

Expenditures for additions, renewals and betterments of plant and equipment are capitalized. Expenditures for repairs and maintenance are charged to expense as incurred. As assets are retired or sold, the related cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is credited or charged to operations.

Long-Lived Assets, including Purchased Intangible Assets

The Company periodically evaluates the recoverability of long-lived assets, including other purchased intangible assets whenever events and changes in circumstances, such as reductions in demand or significant economic slowdowns in the industry, indicate that the carrying amount of an asset may not be fully recoverable. When indicators of impairment are present, the carrying values of the asset group are evaluated in relation to the future undiscounted cash flows of the underlying business. The net book value of the underlying asset is adjusted to fair value if the sum of the expected discounted cash flows is less than book value. Fair values are based on estimates of market prices and assumptions concerning the amount and timing of estimated future cash flows and assumed discount rates, reflecting varying degrees of perceived risk.

Goodwill

Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the net tangible and intangible assets acquired. The Company evaluates goodwill for impairment at the reporting unit level (operating segment or one level below an operating segment) annually or more frequently if the Company believes indicators of impairment exist. In accordance with the guidance, the Company is permitted to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If the Company concludes that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then a two-step goodwill impairment test is performed.

The first step of the impairment test involves comparing the fair values of the applicable reporting units with their aggregate carrying values, including goodwill. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, the Company performs the second step of the goodwill impairment test to determine the amount of impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of the affected reporting unit's goodwill with the carrying value of that goodwill. The Company completes the annual impairment evaluation during the fourth quarter each year.

Research and Development

Costs incurred in the research and development of the Company's products, classified as cost of contract and research and development, are expensed as incurred.

Internal Use Software

The Company capitalizes costs associated with the development and implementation of software for internal use. At December 28, 2013 and December 29, 2012, the Company had \$8.2 million and \$8.3 million, respectively, of costs related to enterprise-wide software included in fixed assets. Capitalized costs are being amortized over the assets' estimated useful lives. The Company has recorded \$0.9 million, \$1.0 million and \$0.9 million of amortization expense for the years ended December 28, 2013, December 29, 2012 and December 31, 2011, respectively.

Concentration of Credit Risk and Significant Customers

Financial instruments which potentially expose the Company to concentrations of credit risk consist of accounts receivable. Management believes its credit policies are prudent and reflect normal industry terms and business risk. At December 28, 2013, two customers accounted for a total of 37% of the Company's accounts receivable balance, each of which was greater than 10% of the balance and each of whom secured their balance with guaranteed letters of credit. At December 29, 2012, three customers accounted for a total of 55% of the Company's accounts receivable balance, each of which was greater than 10% of the balance. Two of the customers accounting for 36% of the Company's accounts receivable balance

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

secured their balance with guaranteed letters of credit. For the years ended December 28, 2013, December 29, 2012 and December 31, 2011, revenue from U.S. federal government orders, contracts and subcontracts, represented 6.2%, 15.1% and 36.1% of total revenue, respectively. For the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, the Company generated an aggregate of 33.2%, 30.6% and 23.6%, respectively, of total revenue from its home robots distributor in Japan and a network of affiliated European distributors of its home robots.

The Company maintains its cash in bank deposit accounts at high quality financial institutions. The individual balances, at times, may exceed federally insured limits.

Stock-Based Compensation

The Company accounts for stock-based compensation through recognition of the fair value of the stock-based compensation as a charge against earnings. Stock-based compensation cost for stock options is estimated at the grant date based on each option's fair-value as calculated by the Black-Scholes option-pricing model. Stock-based compensation cost for restricted stock awards and restricted stock units is measured based on the closing fair market value of the Company's common stock on the date of grant. The Company recognizes stock-based compensation cost as expense ratably on a straight-line basis over the requisite service period, net of estimated forfeitures.

Advertising Expense

The Company expenses advertising costs as they are incurred. During the years ended December 28, 2013, December 29, 2012 and December 31, 2011 advertising expense totaled \$38.2 million, \$34.9 million and \$20.4 million, respectively.

Net Income Per Share

The following table presents the calculation of both basic and diluted net income per share:

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
Net income	\$ 27,641	\$ 17,297	\$ 40,191
Weighted-average shares outstanding	28,495	27,577	26,712
Dilutive effect of employee stock options and restricted shares	859	724	1,212
Diluted weighted average shares outstanding	29,354	28,301	27,924
Basic income per share	\$ 0.97	\$ 0.63	\$ 1.50
Diluted income per share	\$ 0.94	\$ 0.61	\$ 1.44

Potentially dilutive securities representing approximately 0.7 million, 0.8 million and 0.4 million shares of common stock for the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, respectively, were excluded from the computation of diluted earnings per share for these periods because their effect would have been antidilutive.

Income Taxes

The Company is subject to taxation in the United States and various states and foreign jurisdictions. Though the statute of limitations is closed for years prior to 2010, the IRS has completed and closed its examination for all fiscal periods prior to 2011. The statute of limitations for examinations by state tax authorities is closed for fiscal years prior to 2009. The Company's tax returns are currently under examination by certain states for the years 2009, 2010 and 2011. Federal carryforward attributes that were generated prior to fiscal year 2011, and state carryforward attributes that were generated prior to fiscal year 2009 may still be adjusted upon examination by the IRS or state tax authorities if they either have been or will be used in a period for which the statute of limitations is still open.

Deferred taxes are determined based on the difference between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company monitors the realization of its deferred tax assets based on changes in circumstances, for example recurring periods of income for tax purposes following historical periods of cumulative losses or changes in tax laws or regulations. The Company's income tax provisions and its assessment of the ability to realize its deferred tax assets involve significant judgments and estimates.

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

In fiscal 2012, as part of the Company's acquisition accounting for the acquisition of Evolution Robotics, Inc., the Company recorded a valuation allowance of \$2.7 million related to certain state tax attributes of Evolution Robotics, Inc. In fiscal 2013, the deferred tax asset and related valuation allowance were reduced by \$0.6 million based on the final computation of certain pre-acquisition state tax attributes of Evolution Robotics, Inc. At December 28, 2013, the Company maintains a net valuation allowance of \$2.1 million.

Comprehensive Income

Accumulated other comprehensive income includes unrealized gains and losses on certain investments. The differences between net income and comprehensive income were related to unrealized gains (losses) on investments, net of tax.

Fair Value Measurements

The authoritative guidance for fair value establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Financial Assets

The Company's financial assets measured at fair value on a recurring basis at December 28, 2013, were as follows:

<u>Description</u>	Fair Value Measurements as of December 28, 2013		
	Level 1	Level 2	Level 3
	(In thousands)		
Assets:			
Money market funds	\$ 101,441	\$ —	\$ —
Corporate and government bonds	—	21,954	—
Total assets measured at fair value	\$ 101,441	\$ 21,954	\$ —

The Company's financial assets measured at fair value on a recurring basis at December 29, 2012, were as follows:

<u>Description</u>	Fair Value Measurements as of December 29, 2012		
	Level 1	Level 2	Level 3
	(In thousands)		
Assets:			
Money market funds	\$ 88,144	\$ —	\$ —
Corporate bonds	—	12,430	—
Total assets measured at fair value	\$ 88,144	\$ 12,430	\$ —

In each table above, the bond investments are valued based on observable market values as of the Company's reporting date and are included in Level 2. The bond investments are recorded at fair value and marked-to-market at the end of each reporting period and realized and unrealized gains and losses are included in comprehensive income for that period. The fair value of the Company's bond investments are included in short term investments in its consolidated balance sheets.

Non-financial Assets

The Company's non-financial assets, which include goodwill, intangible assets, and property, plant and equipment are not required to be measured at fair value on a recurring basis. However, the Company evaluates the non-financial assets for impairment if a trigger event occurs, or when an annual impairment test is performed. If the asset is determined to be impaired, the asset is required to be recorded at fair value.

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Recent Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board (“FASB”) issued an accounting standards update related to the presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. This new guidance clarifies guidance and eliminates diversity in practice on the presentation of unrecognized tax benefits when certain situations exist at the reporting date. This new guidance is effective for annual reporting periods beginning on or after December 15, 2013 and subsequent interim periods. We are currently assessing the impact, if any, on our consolidated financial statements.

In February 2013, the FASB issued guidance requiring disclosure of amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present either on the face of the statement of operations or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required to be reclassified to net income in its entirety in the same reporting period. For amounts not reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional detail about those amounts. This guidance was effective prospectively for the Company for annual and interim periods beginning January 1, 2013. The impact of these amendments on the Company’s consolidated financial statements was not material.

From time to time, new accounting pronouncements are issued by FASB that are adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on its consolidated financial statements upon adoption.

3. Inventory

Inventory consists of the following at:

	December 28, 2013	December 29, 2012
	(In thousands)	
Raw materials	\$ 8,520	\$ 8,849
Work in process	—	60
Finished goods	37,587	28,056
	\$ 46,107	\$ 36,965

4. Property and Equipment

Property and equipment consists of the following at:

	December 28, 2013	December 29, 2012
	(In thousands)	
Computer and equipment	\$ 13,715	\$ 16,086
Furniture	1,845	2,762
Machinery	3,705	3,391
Tooling	12,228	10,147
Leasehold improvements	15,983	15,758
Business applications software	8,162	8,273
	55,638	56,417
Less: accumulated depreciation	31,977	31,464
	\$ 23,661	\$ 24,953

Depreciation expense for the years ended December 28, 2013, December 29, 2012 and December 31, 2011 was \$8.1 million, \$9.9 million, and \$9.0 million, respectively.

5. Other Assets

Other assets consists of the following at:

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	December 28, 2013	December 29, 2012
	(In thousands)	
Investment in Advanced Scientific Concepts, Inc.	\$ 2,500	\$ 2,500
Investment in InTouch Technologies, Inc.	8,001	6,000
	\$ 10,501	\$ 8,500

In November 2007, the Company recorded an investment of \$2.5 million in a series of preferred stock of Advanced Scientific Concepts, Inc. In January 2012, the Company recorded an investment of \$6.0 million in a series of preferred stock of InTouch Technologies, Inc. ("InTouch"). In January 2013, the Company recorded an additional investment of \$2.0 million of preferred stock of InTouch, bringing its total investment to \$8.0 million. These investments are accounted for at cost. The Company regularly monitors these investments to determine if facts and circumstances have changed in a manner that would require a change in accounting methodology. Additionally, the Company regularly evaluates whether or not these investments have been impaired by considering such factors as economic environment, market conditions, operational performance and other specific factors relating to the businesses underlying the investments. If any such impairment is identified, a reduction in the carrying value of the investments would be recorded at that time. Since the Company believes the fair value of its investments is greater than the carrying value of its investments, it has not impaired these investments.

6. Accrued Expenses

Accrued expenses consist of the following at:

	December 28, 2013	December 29, 2012
	(In thousands)	
Accrued warranty	\$ 6,497	\$ 6,057
Accrued direct fulfillment costs	1,362	999
Accrued sales tax	831	719
Accrued rent	726	696
Accrued sales commissions	539	475
Accrued contractors	509	196
Accrued other	4,416	4,500
	\$ 14,880	\$ 13,642

Accrued compensation consists of the following at:

	December 28, 2013	December 29, 2012
	(In thousands)	
Accrued bonus	\$ 13,002	\$ 5,186
Accrued other compensation	6,604	6,678
	\$ 19,606	\$ 11,864

7. Revolving Line of Credit

The Company has an unsecured revolving credit facility with Bank of America, N.A., which is available to fund working capital and other corporate purposes. As of December 28, 2013, the total amount available for borrowing under its credit facility was \$75.0 million and the full amount was available for borrowing. The interest on loans under the credit facility will accrue, at the Company's election, at either (1) LIBOR plus a margin, currently equal to 1.0%, based on the Company's ratio of indebtedness to Adjusted EBITDA (the "Eurodollar Rate"), or (2) the lender's base rate. The lender's base rate is equal to the highest of (1) the federal funds rate plus 0.5%, (2) the lender's prime rate and (3) the Eurodollar Rate plus 1.0%. The credit facility will terminate and all amounts outstanding thereunder will be due and payable in full on December 20, 2018.

As of December 28, 2013, the Company had no borrowings under its revolving credit facility. This credit facility contains customary terms and conditions for credit facilities of this type, including restrictions on the Company's ability to incur or

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

guaranty additional indebtedness, create liens, enter into transactions with affiliates, make loans or investments, sell assets, pay dividends or make distributions on, or repurchase, the Company's stock, and consolidate or merge with other entities.

In addition, the Company is required to meet certain financial covenants customary with this type of agreement, including maintaining a minimum ratio of indebtedness to Adjusted EBITDA and a minimum specified interest coverage ratio.

This credit facility contains customary events of default, including for payment defaults, breaches of representations, breaches of affirmative or negative covenants, cross defaults to other material indebtedness, bankruptcy and failure to discharge certain judgments. If a default occurs and is not cured within any applicable cure period or is not waived, the Company's obligations under the credit facility may be accelerated.

As of December 28, 2013, the Company was in compliance with all covenants under its credit facility.

8. Common Stock

Common stockholders are entitled to one vote for each share held and to receive dividends if and when declared by the Board of Directors and subject to and qualified by the rights of holders of the preferred stock. Upon dissolution or liquidation of the Company, holders of common stock will be entitled to receive all available assets subject to any preferential rights of any then outstanding preferred stock.

On February 25, 2013, the Company announced a stock repurchase program. Under the program, the Company may purchase up to \$25 million of its common stock from March 28, 2013 to March 27, 2014. The Company had made no repurchases under the program as of December 28, 2013.

9. Stock Option Plans and Stock-Based Compensation

The Company has options outstanding under four stock incentive plans: the 1994 Stock Option Plan (the "1994 Plan"), the 2004 Stock Option and Incentive Plan (the "2004 Plan"), the 2005 Stock Option and Incentive Plan (the "2005 Plan") and the Evolution Robotics, Inc. 2007 Stock Plan (the "2007 Plan" and together with the 1994 Plan, the 2004 Plan and the 2005 Plan, the "Plans"). The 2005 Plan is the only one of the four plans under which new awards may currently be granted. Under the 2005 Plan, which became effective October 10, 2005, 1,583,682 shares were initially reserved for issuance in the form of incentive stock options, non-qualified stock options, stock appreciation rights, deferred stock awards and restricted stock awards. Additionally, the 2005 Plan provides that the number of shares reserved and available for issuance under the plan will automatically increase each January 1, beginning in 2007, by 4.5% of the outstanding number of shares of common stock on the immediately preceding December 31. Stock options returned to the Plans, with the exception of the 2007 Plan, as a result of their expiration, cancellation or termination are automatically made available for issuance under the 2005 Plan. Eligibility for incentive stock options is limited to those individuals whose employment status would qualify them for the tax treatment associated with incentive stock options in accordance with the Internal Revenue Code of 1986, as amended. As of December 28, 2013, there were 4,003,676 shares available for future grant under the 2005 Plan.

Options granted under the Plans are subject to terms and conditions as determined by the compensation committee of the board of directors, including vesting periods. Options granted under the Plans are exercisable in full at any time subsequent to vesting, generally vest over periods from zero to five years, and expire seven or ten years from the date of grant or, if earlier, 60 or 90 days from employee termination. The exercise price of incentive stock options is typically equal to the closing price on the NASDAQ Global Market on the date of grant. The exercise price of nonstatutory options may be set at a price other than the fair market value of the common stock.

In conjunction with the acquisition of Evolution Robotics, Inc. on October 1, 2012, each outstanding and unvested incentive stock option held by Evolution employees as of the acquisition date was automatically converted into stock options of the Company under the same terms and conditions as were applicable to the original Evolution grants. The number of replacement options granted and the associated exercise prices were determined utilizing a conversion ratio as defined in the merger agreement. There were 114,248 incentive stock options issued by the Company as a result of this automatic conversion with exercise prices ranging from \$2.55 to \$4.81. All of these options were granted from the 2007 Plan, which was assumed by the Company as a result of the acquisition.

The Company recognized \$4.8 million of stock-based compensation expense during the fiscal year ended December 28, 2013 for stock options. The unamortized fair value as of December 28, 2013 associated with these grants was \$7.2 million with a weighted-average remaining recognition period of 2.44 years. The Company expects to recognize associated stock-based compensation expense of \$3.5 million, \$2.1 million, \$1.4 million and \$0.2 million in 2014, 2015, 2016 and 2017, respectively.

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The fair value of each option grant for the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011 was computed on the grant date using the Black-Scholes option-pricing model with the following assumptions:

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
Risk-free interest rate	0.90% — 1.77%	0.63% — 0.90%	0.83% — 2.24%
Expected dividend yield	—	—	—
Expected life	4.03 — 4.21 years	4.12 — 4.18 years	4.11 — 4.31 years
Expected volatility	54.0% — 58.0%	63.0% — 64.0%	61.0% — 63.0%

The risk-free interest rate is derived from the average U.S. Treasury constant maturity rate, which approximates the rate in effect at the time of grant, commensurate with the expected life of the instrument. The dividend yield is zero based upon the fact the Company has never paid and has no present intention to pay cash dividends. The Company utilizes company specific historical data for purposes of establishing expected volatility and expected term.

Based upon the above assumptions, the weighted average fair value of each stock option granted for the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011 was \$11.17, \$13.23 and \$16.55, respectively.

The table below summarizes stock option plan activity:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value(1)
Outstanding at January 1, 2011	3,657,035	\$ 13.40		
Granted	349,650	33.27		
Exercised	(1,232,721)	10.87		
Canceled	(212,672)	15.37		
Outstanding at December 31, 2011	2,561,292	\$ 17.17		
Granted	547,948	19.70		
Exercised	(390,956)	11.07		
Canceled	(214,617)	21.91		
Outstanding at December 29, 2012	2,503,667	\$ 18.27		
Granted	293,325	24.60		
Exercised	(840,951)	16.21		
Canceled	(185,666)	22.16		
Outstanding at December 28, 2013	1,770,375	\$ 19.89	3.99 years	\$27.5 million
Vested and expected to vest at December 28, 2013	1,718,644	\$ 19.78	3.93 years	\$26.9 million
Exercisable as of December 28, 2013	1,069,247	\$ 18.04	2.90 years	\$18.6 million
Weighted average fair value of options granted during the fiscal year ended December 28, 2013		\$ 11.17		
Options available for future grant at December 28, 2013	4,003,676			

(1) The aggregate intrinsic value on the table was calculated based upon the positive difference between the closing market value of the Company's stock on December 28, 2013 of \$35.41 and the exercise price of the underlying option.

During fiscal years 2013, 2012, and 2011, the total intrinsic value of stock options exercised was \$12.1 million, \$6.2 million and \$25.4 million, respectively. No amounts relating to stock-based compensation have been capitalized.

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table summarizes information about stock options outstanding at December 28, 2013:

<u>Range of Exercise Prices</u>	<u>Options Outstanding</u>			<u>Options Exercisable</u>	
	<u>Number Outstanding</u>	<u>Weighted Average Remaining Contractual Life</u>	<u>Weighted Average Exercise Price</u>	<u>Number Exercisable</u>	<u>Weighted Average Exercise Price</u>
\$ 2.33 - \$ 7.76	207,041	4.11 years	\$ 5.65	157,154	\$ 6.00
8.10 - 14.13	137,474	1.97	13.04	137,474	13.04
14.52 - 14.52	246,122	3.13	14.52	200,541	14.52
14.54 - 18.47	270,991	3.98	17.62	166,930	17.09
18.61 - 22.20	100,970	2.24	20.62	89,246	20.72
22.86 - 22.86	221,657	6.07	22.86	4,107	22.86
24.00 - 25.99	244,975	3.82	24.86	146,955	24.50
26.59 - 33.48	293,345	4.38	30.77	164,308	31.37
33.72 - 34.67	43,300	6.57	33.98	—	—
35.96 - 35.96	4,500	4.51	35.96	2,532	35.96
\$ 2.33 - \$35.96	1,770,375	3.99 years	\$ 19.89	1,069,247	\$ 18.04

The table below summarizes activity relating to restricted stock awards:

	<u>Number of Shares Underlying Restricted Stock</u>	<u>Weighted Average Grant Date Fair Value</u>
Outstanding at January 1, 2011	5,582	\$ 16.03
Granted		
Vested	(5,582)	16.03
Forfeited		
Outstanding at December 31, 2011	—	\$ —
Granted		
Vested	—	—
Forfeited		
Outstanding at December 29, 2012	—	\$ —
Granted		
Vested	—	—
Forfeited		
Outstanding at December 28, 2013	—	\$ —

During the fiscal year ended December 28, 2013, the Company recognized \$0.0 million of stock based compensation expense associated with restricted stock awards. As of December 28, 2013, the unamortized fair value of all restricted stock awards was \$0.0 million.

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The table below summarizes activity relating to restricted stock units:

	Number of Shares Underlying Restricted Stock	Weighted Average Grant Date Fair Value
Outstanding at January 1, 2011	570,077	\$ 15.14
Granted	282,744	32.08
Vested	(168,041)	15.31
Forfeited	(77,275)	16.73
Outstanding at December 31, 2011	607,505	\$ 22.77
Granted	685,529	24.62
Vested	(204,053)	21.24
Forfeited	(147,951)	25.07
Outstanding at December 29, 2012	941,030	\$ 24.09
Granted	521,056	25.87
Vested	(348,141)	22.57
Forfeited	(186,291)	24.91
Outstanding at December 28, 2013	927,654	\$ 25.50

During the fiscal year ended December 28, 2013, the Company recognized \$8.6 million of stock based compensation expense associated with restricted stock units. As of December 28, 2013, December 29, 2012 and December 31, 2011, the unamortized fair value of all restricted stock units was \$17.5 million, \$17.9 million and \$11.7 million, respectively. The Company expects to recognize associated stock-based compensation expense of \$7.6 million, \$5.3 million, \$3.6 million and \$1.0 million in 2014, 2015, 2016 and 2017, respectively.

10. Income Taxes

The components of income tax expense were as follows:

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
	(In thousands)		
Current			
Federal	\$ 6,363	\$ 12,540	\$ 10,088
State	1,124	473	1,600
Foreign	41	(8)	196
Total current tax provision	7,528	13,005	11,884
Deferred			
Federal	(2,026)	(4,003)	2,166
State	(728)	(692)	(700)
Total deferred tax provision	(2,754)	(4,695)	1,466
Total income tax provision	\$ 4,774	\$ 8,310	\$ 13,350

In certain jurisdictions, an insignificant provision has been made for deferred taxes on undistributed earnings of non-U.S. subsidiaries that the Company expects to distribute in 2014. In other jurisdictions, for the remaining undistributed earnings of non-U.S. subsidiaries, no provision has been made for deferred taxes as these earnings have been indefinitely reinvested. As of December 28, 2013, a deferred tax liability has not been established for approximately \$0.4 million of cumulative undistributed earnings of non-U.S. subsidiaries, as the Company plans to keep these amounts permanently reinvested overseas. Determination of the amount of unrecognized deferred tax liability on these undistributed earnings is not practicable and such amount would not be material.

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The components of net deferred tax assets were as follows:

	December 28, 2013	December 29, 2012
	(In thousands)	
Net deferred tax assets		
Current deferred tax assets		
Reserves and accruals	\$ 18,554	\$ 17,273
Stock-based compensation	556	1,784
Net operating loss carryforwards	2,470	2,470
Foreign tax credits	105	133
Valuation allowance	(1,100)	(1,390)
Total current deferred tax assets	<u>20,585</u>	<u>20,270</u>
Non-current deferred tax assets		
Reserves and accruals	715	182
Tax credits	5,737	4,780
Fixed assets	1,308	280
Stock-based compensation	4,957	4,851
Net operating loss carryforwards	6,587	9,664
Valuation allowance	(990)	(1,301)
Total non-current deferred tax assets	<u>18,314</u>	<u>18,456</u>
Current deferred tax liabilities		
Prepays	441	649
Total current deferred tax liabilities	<u>441</u>	<u>649</u>
Non-current deferred tax liabilities		
Intangible assets	8,219	10,019
Total non-current deferred tax liabilities	<u>8,219</u>	<u>10,019</u>
Total net deferred tax assets	<u>\$ 30,239</u>	<u>\$ 28,058</u>

In fiscal 2012, as part of the Company's acquisition accounting for the acquisition of Evolution Robotics, Inc., the Company recorded a valuation allowance of \$2.7 million related to certain state tax attributes of Evolution Robotics, Inc. In fiscal 2013, the deferred tax asset and related valuation allowance were reduced by \$0.6 million based on the final computation of certain pre-acquisition state tax attributes of Evolution Robotics, Inc. At December 28, 2013, the Company has a total net valuation allowance of \$2.1 million.

The table below summarizes activity relating to the valuation allowance:

<u>Fiscal Year Ended</u>	<u>Balance at beginning of period</u>	<u>Additions Charged to Costs and Expenses</u>	<u>Additions Charged to Goodwill</u>	<u>Deductions</u>	<u>Balance at End of Period</u>
	(In thousands)				
December 31, 2011	\$ —	—	—	—	\$ —
December 29, 2012	\$ —	—	2,691	—	\$ 2,691
December 28, 2013	\$ 2,691	—	—	601	\$ 2,090

The net deferred tax assets after valuation allowance as of December 28, 2013 and December 29, 2012 were \$30.2 million and \$28.1 million, respectively.

As of December 28, 2013, the Company has net operating loss carryforwards available to offset future federal and state taxes of \$45.0 million, research and development credit carryforwards available to offset future federal and state taxes of \$8.9 million and investment tax credit carryforwards to offset future state taxes of \$0.6 million, which expire at various dates from 2016 to 2033. As of December 29, 2012, the Company had net operating loss carryforwards available to offset future federal and state taxes of \$62.9 million, research and development credit carryforwards available to offset future federal and state taxes

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

of \$7.4 million, and investment tax credit carryforwards to offset future state taxes of \$0.6 million, which expire at various dates from 2013 to 2032. Under the Internal Revenue Code, certain substantial changes in the Company's ownership could result in an annual limitation on the amount of these tax carryforwards which can be utilized in future years. As of December 28, 2013, the Company has \$45.0 million of net operating loss carryforwards and \$2.2 million of federal and state research and development credits related to the acquisition of Evolution Robotics that are limited by Section 382 and Section 383, respectively, of the Internal Revenue Code. However, these limitations are not expected to cause any of these net operating loss carryforwards or federal and state research and development credits to expire unused.

The reconciliation of the expected tax (benefit) expense (computed by applying the federal statutory rate to income before income taxes) to actual tax expense was as follows:

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
	(In thousands)		
Expected federal income tax	\$ 11,345	\$ 8,962	\$ 18,739
Miscellaneous permanent items	405	338	(13)
State taxes (net of federal benefit)	867	497	543
Federal and state credits	(3,909)	(418)	(3,283)
Domestic production activities deduction	(1,168)	(1,100)	(2,695)
Other	(70)	31	59
Settlement of uncertain tax positions	(2,696)	—	—
	<u>\$ 4,774</u>	<u>\$ 8,310</u>	<u>\$ 13,350</u>

A summary of the Company's adjustments to its gross unrecognized tax benefits, inclusive of interest, in the current year is as follows:

	Fiscal Year Ended
	December 28, 2013
Balance at beginning of period	\$ 4,469
Increase for tax positions related to the current year	355
Increase for tax positions related to prior years	490
Decreases for settlements with applicable taxing authorities	(2,696)
Decreases for lapses of statute of limitations	—
Balance at end of period	<u>\$ 2,618</u>

The Company recognizes interest and penalties related to unrecognized tax benefits in its income tax provision. As of December 28, 2013, December 29, 2012 and December 31, 2011, there were no material amounts related to accrued interest or penalties. We anticipate the settlement of tax audits may be finalized within the next twelve months and could result in a decrease in our unrecognized tax benefits of up to \$0.7 million. If all of our unrecognized tax benefits as of December 28, 2013 were to become recognizable in the future, we would record a \$1.9 million benefit to the income tax provision, reflective of federal benefit on state items.

Included in the Company's state tax credit carryforwards as of December 28, 2013 and December 29, 2012 were unrecognized tax benefits related to stock-based compensation beginning from January 1, 2006 of \$0.5 million and \$0.5 million, respectively, which will be credited to additional paid-in capital when they reduce income taxes payable. Therefore, these amounts were not included in the Company's gross or net deferred tax assets at December 28, 2013 and December 29, 2012.

The Company follows the with and without approach for direct and indirect effects of windfall tax deductions.

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

11. Commitments and Contingencies

Legal

From time to time and in the ordinary course of business, the Company is subject to various claims, charges and litigation. The outcome of litigation cannot be predicted with certainty and some lawsuits, claims or proceedings may be disposed of unfavorably to us, which could materially affect the Company's financial condition or results of operations.

Lease Obligations

The Company leases its facilities. Rental expense under operating leases for fiscal 2013, 2012 and 2011 amounted to \$5.3 million, \$4.4 million, and \$4.1 million, respectively. Future minimum rental payments under operating leases were as follows as of December 28, 2013:

	Operating Leases
2013	\$ 3,396
2014	3,363
2015	2,662
2016	2,383
2017	2,383
Thereafter	3,177
Total minimum lease payments	\$ 17,364

Outstanding Purchase Orders

At December 28, 2013, we had outstanding purchase orders aggregating approximately \$93.2 million. The purchase orders, the majority of which are with our contract manufacturers for the purchase of inventory in the normal course of business, are for manufacturing and non-manufacturing related goods and services, and are generally cancelable without penalty. In circumstances where we determine that we have financial exposure associated with any of these commitments, we record a liability in the period in which that exposure is identified.

Guarantees and Indemnification Obligations

The Company enters into standard indemnification agreements in the ordinary course of business. Pursuant to these agreements, the Company indemnifies and agrees to reimburse the indemnified party for losses incurred by the indemnified party, generally the Company's customers, in connection with any patent, copyright, trade secret or other proprietary right infringement claim by any third party with respect to the Company's software. The term of these indemnification agreements is generally perpetual any time after execution of the agreement. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited. The Company has never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, 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 28, 2013 and December 29, 2012, respectively.

Government Contract Contingencies

Several of the Company's prime contracts with the U.S. federal government do not contain a limitation of liability provision, creating a risk of responsibility for direct and consequential damages. Several subcontracts with prime contractors hold the prime contractor harmless against liability that stems from our work and do not contain a limitation of liability. These provisions could cause substantial liability for the Company. In addition, the Company is subject to audits by the U.S. federal government as part of routine audits of government contracts. As part of an audit, these agencies may review the Company's performance on contracts, cost structures and compliance with applicable laws, regulations and standards. If any of its costs are found to be allocated improperly to a specific contract, the costs may not be reimbursed and any costs already reimbursed for such contract may have to be refunded. Accordingly, an audit could result in a material adjustment to our revenue and results of operations. Annually, the Company submits final indirect billing rates to DCMA based upon actual costs incurred throughout the year. These final billing rates are subject to audit by DCAA. As of December 28, 2013, fiscal year 2007 is under audit by DCAA, and fiscal years 2008 through 2013 are open for audit by DCAA.

Warranty

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The Company provides warranties on most products and has established a reserve for warranty based on identified warranty costs. The reserve is included as part of accrued expenses (Note 6) in the accompanying consolidated balance sheets.

Activity related to the warranty accrual was as follows:

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
	(In thousands)		
Balance at beginning of period	\$ 6,057	\$ 10,306	\$ 9,284
Provision (*)	1,744	(1,682)	4,091
Warranty usage(**)	(1,304)	(2,567)	(3,069)
Balance at end of period	<u>\$ 6,497</u>	<u>\$ 6,057</u>	<u>\$ 10,306</u>

(*) During 2012, the Company recorded favorable adjustments relating to reductions in its international warranty accrual for our home robots business related to our sustained improvements in product quality, resulting in a net credit for its 2012 warranty provision.

(**) Warranty usage includes costs incurred for warranty obligations.

Sales Taxes

The Company collects and remits sales tax in jurisdictions in which it has a physical presence or it believes nexus exists, which therefore obligates the Company to collect and remit sales tax. The Company continually evaluates whether it has established a nexus in new jurisdictions with respect to sales tax. The Company has recorded a liability for potential exposure in several states where there is uncertainty about the point in time at which the Company established a sufficient business connection to create nexus. The Company continues to analyze possible sales tax exposure, but does not currently believe that any individual claim or aggregate claims that might arise will ultimately have a material effect on its consolidated results of operations, financial position or cash flows.

12. Employee Benefits

The Company sponsors a retirement plan under Section 401(k) of the Internal Revenue Code (the "Retirement Plan"). All Company employees, with the exception of temporary, contract and international employees are eligible to participate in the Retirement Plan after satisfying age and length of service requirements prescribed by the plan. Under the Retirement Plan, employees may make tax-deferred contributions, and the Company, at its sole discretion, and subject to the limits prescribed by the IRS, may make either a nonelective contribution on behalf of all eligible employees or a matching contribution on behalf of all plan participants.

The Company elected to make a matching contribution of approximately \$1.5 million, \$1.7 million and \$1.7 million for the plan years ended December 28, 2013, December 29, 2012 and December 31, 2011 ("Plan-Year 2013," "Plan-Year 2012" and "Plan-Year 2011"), respectively. The employer contribution represents a matching contribution at a rate of 50% of each employee's first six percent contribution. Accordingly, each employee participating during Plan-Year 2013, Plan-Year 2012 and Plan-Year 2011 is entitled up to a maximum of three percent of his or her eligible annual payroll. The employer matching contribution for Plan-Year 2013 is included in accrued compensation in the accompanying consolidated balance sheet.

13. Acquisition of Evolution Robotics, Inc.

On October 1, 2012, the Company acquired 100% of the equity of Evolution Robotics, Inc. (Evolution) for \$74.8 million in cash, including the effect of working capital adjustments and cash received, with \$8.88 million of the purchase price placed into an escrow account to settle certain claims for indemnification for breaches or inaccuracies in Evolution's representations and warranties, covenants and agreements. Evolution was the developer of Mint and Mint Plus automatic floor cleaning robots, based in Pasadena, California, and is included in the Company's home robots business unit.

Pro Forma Disclosures (Unaudited)

The following unaudited pro forma consolidated results of operations for fiscal 2012 and fiscal 2011 assume that the acquisition of Evolution occurred as of January 2, 2011.

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	Fiscal Year Ended	
	December 29, 2012	December 31, 2011
	(In thousands)	
Revenue	\$ 445,469	\$ 482,850
Net Income	8,723	31,778

These pro forma amounts do not purport to be indicative of the results that would have actually been obtained if the acquisitions had occurred at the beginning of the periods presented or that may be obtained in the future.

14. Goodwill and other intangible assets

The carrying amount of the goodwill at December 28, 2013 is \$48.8 million. \$41.0 million resulted from the acquisition of Evolution Robotics, Inc. in October 2012 and was assigned to the home robots reporting unit. \$7.7 million (net of a subsequent write-down of \$0.2 million) resulted from the acquisition of Nekton Research, LLC completed in September 2008 and was assigned to the defense and security reporting unit. In conjunction with the reorganization completed as of the beginning of the fiscal year 2013, the defense and security reporting unit was divided into two reporting units: the defense and security reporting unit and the research reporting unit. As a result, the goodwill of \$7.9 million was reassigned utilizing a relative fair value allocation approach. \$7.7 million and \$0.2 million were reassigned to the defense and security and research reporting units, respectively.

During the second quarter of 2013, the Company decided to refocus its funded research activities. The Company considered this decision to be an impairment indicator, requiring an interim impairment test within the research reporting unit. The Company performed an impairment assessment using the income approach, and determined that goodwill was impaired. The Company recorded an impairment loss of \$0.2 million within general and administrative expenses during the fiscal year ended December 28, 2013.

In the fourth quarter of 2013, the Company completed its annual goodwill impairment test. The first step of the two-step impairment test, which involves comparing the fair values of the applicable reporting units with their aggregate carrying values, including goodwill, was completed, and the Company did not identify any additional goodwill impairment.

Other intangible assets include the value assigned to completed technology, research contracts, and trade names. The estimated useful lives for all of these intangible assets are two to ten years. The intangible assets are being amortized on a straight-line basis, which is consistent with the pattern that the estimated economic benefits of the intangible assets are expected to be utilized.

Intangible assets at December 28, 2013 and December 29, 2012 consisted of the following:

	December 28, 2013				December 29, 2012		
	Cost	Accumulated Amortization	Impairment Loss	Net	Cost	Accumulated Amortization	Net
	(In thousands)						
Completed technology	\$ 30,600	\$ 6,202	1,788	\$ 22,610	\$ 30,600	\$ 2,468	\$ 28,132
Research contracts	100	100	—	—	100	100	—
Tradename	800	742	—	58	800	708	92
Total	\$ 31,500	\$ 7,044	\$ 1,788	\$ 22,668	\$ 31,500	\$ 3,276	\$ 28,224

As part of the Company's decision during 2013 to refocus its funded research activities, the Company decided to no longer pursue certain research contracts in which completed technology acquired as part of the acquisition of Nekton Research, LLC was utilized. As a result, the Company performed an impairment assessment of the associated intangible asset using the income approach, and recorded an impairment loss of \$1.8 million within general and administrative expenses during the fiscal year ended December 28, 2013.

Amortization expense related to acquired intangible assets was \$3.8 million, \$1.2 million, and \$0.9 million for the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, respectively. The estimated future amortization expense related to current intangible assets in each of the five succeeding fiscal years is expected to be as follows:

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	(In thousands)
2014	\$ 3,522
2015	3,482
2016	3,457
2017	3,457
2018	3,457
Total	\$ 17,375

15. Restructuring charges

In 2013, 2012 and 2011, the Company incurred restructuring charges of \$3.3 million, \$3.7 million, and \$1.0 million, respectively. The restructuring charges incurred in 2013 primarily related to a \$1.8 million write-down of an intangible asset, costs associated with the closing of its San Luis Obispo, California office and severance-related costs. The restructuring charges incurred in 2012 and 2011 primarily consisted of cost reductions in its defense and security business unit in 2012 and 2011, which resulted in workforce reductions and the write-off of certain inventory and fixed assets.

The activity for the restructuring programs is presented below:

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
	(In thousands)		
Balance at beginning of period	\$ 197	\$ —	\$ —
Charges	3,296	3,679	1,015
Utilization	(2,818)	(3,482)	(1,015)
Balance at end of period	\$ 675	\$ 197	\$ —

16. Industry Segment, Geographic Information and Significant Customers

The Company operates in two reportable segments, the home robots business unit and the defense and security robots business unit. The nature of products and types of customers for the two segments vary significantly. As such, the segments are managed separately.

Home Robots

The Company's home robots business unit offers products to consumers through a network of retail businesses throughout the United States, to various countries through international distributors and retailers, and through the Company's on-line store. The Company's home robots business unit includes mobile robots used in the maintenance of households.

Defense and Security Robots

The Company's defense and security robots business unit offers products to the U.S. Department of Defense through a small U.S. government-focused sales force, and to other North American and international entities through small domestic and international sales teams, as well as through North American and international distributors. The Company's defense and security robots are used to increase warfighters', law enforcement, security forces and first responders' safety and productivity.

Other

The Company's other revenue and cost of revenue result from other smaller business units that do not meet the criteria of a reportable segment, as well as certain operational costs included in cost of revenue.

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The table below presents segment information about revenue, cost of revenue, gross margin and income before income taxes:

	Fiscal Year Ended		
	December 28, 2013	December 29, 2012	December 31, 2011
	(In thousands)		
Revenue:			
Home Robots	\$ 427,853	\$ 356,805	\$ 278,551
Defense & Security Robots	50,003	70,948	175,119
Other	9,545	8,491	11,830
Total revenue	<u>487,401</u>	<u>436,244</u>	<u>465,500</u>
Cost of revenue:			
Home Robots	217,011	174,756	151,299
Defense & Security Robots	24,975	40,468	81,797
Other	24,261	26,672	24,751
Total cost of revenue	<u>266,247</u>	<u>241,896</u>	<u>257,847</u>
Gross margin:			
Home Robots	210,842	182,049	127,252
Defense & Security Robots	25,028	30,480	93,322
Other	(14,716)	(18,181)	(12,921)
Total gross margin	<u>221,154</u>	<u>194,348</u>	<u>207,653</u>
Research and development	63,649	57,066	60,100
Selling and marketing	71,529	66,412	50,477
General and administrative	53,358	45,698	43,753
Other income (expense), net	(203)	435	218
Income before income taxes	<u>\$ 32,415</u>	<u>\$ 25,607</u>	<u>\$ 53,541</u>

As of December 28, 2013, goodwill of \$41.0 million and purchased intangible assets, net of \$22.6 million recorded in conjunction with the acquisition of Evolution Robotics, Inc. in October 2012 are directly associated with the home robots business unit. Goodwill of \$7.7 million and purchased intangible assets, net of \$0.03 million recorded in conjunction with the acquisition of Nekton in September 2008 are directly associated with the defense and security business unit. Other long lived assets are not directly attributable to individual business segments.

Geographic Information

For the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, sales to non-U.S. customers accounted for 59.5%, 57.3% and 45.5% of total revenue, respectively.

Significant Customers

For the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011, U.S. federal government orders, contracts and subcontracts accounted for 6.2%, 15.1% and 36.1% of total revenue, respectively. For the fiscal years ended December 28, 2013, December 29, 2012 and December 31, 2011 approximately 75.3%, 75.4% and 74.0%, respectively, of our home robot product revenue resulted from sales to 15 customers. For the fiscal years ended December 28, 2013 and December 29, 2012, the Company generated an aggregate of 33.2% and 30.6%, respectively, of its total revenue from its home robots distributor in Japan (Sales on Demand Corporation) and a network of affiliated European distributors of the Company's home robots.

17. Quarterly Information (Unaudited)

iROBOT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	Fiscal Quarter Ended							
	March 31, 2012	June 30, 2012	September 29, 2012	December 29, 2012	March 30, 2013	June 29, 2013	September 28, 2013	December 28, 2013
	(In thousands, except per share amounts)							
Revenue	\$ 97,807	\$ 111,445	\$ 126,298	\$ 100,694	\$ 106,195	\$ 130,362	\$ 124,501	\$ 126,343
Gross margin	38,552	52,816	58,476	44,504	46,558	61,605	54,061	58,930
Net income (loss)	653	7,375	15,207	(5,938)	8,355	8,294	7,804	3,188
Diluted earnings (loss) per share	\$ 0.02	\$ 0.26	\$ 0.54	\$ (0.21)	\$ 0.29	\$ 0.28	\$ 0.26	\$ 0.11

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not Applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures.

As required by Rule 13a-15(b) under the Exchange Act, we have carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer (“CEO”) and our Chief Financial Officer (“CFO”), of the effectiveness, as of the end of the period covered by this report, of the design and operation of our “disclosure controls and procedures” as defined in Rule 13a-15(e) promulgated by the SEC under the Exchange Act. Based upon that evaluation, our CEO and our CFO concluded that our disclosure controls and procedures, as of the end of such period, were adequate and effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information was accumulated and communicated to management, as appropriate, to allow timely decisions regarding required disclosure.

Management’s Report on Internal Control Over Financial Reporting

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, the Company’s principal executive and principal financial officers and effected by the Company’s board of directors, management and other personnel, 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 and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- 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
- 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.

Under the supervision and with the participation of management, including our principal executive and financial officers, we assessed the Company’s internal control over financial reporting as of December 28, 2013, based on criteria for effective internal control over financial reporting established in *Internal Control — Integrated Framework (1992)*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management concluded that the Company maintained effective internal control over financial reporting as of December 28, 2013 based on the specified criteria.

The effectiveness of the Company's internal control over financial reporting as of December 28, 2013 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Changes in Internal Control Over Financial Reporting

During the quarter ended December 28, 2013, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Our policy governing transactions in our securities by our directors, officers, and employees permits our officers, directors, funds affiliated with our directors, and certain other persons to enter into trading plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. We have been advised that certain of our officers and directors (including Colin Angle, Chief Executive Officer, Glen Weinstein, Executive Vice President and Chief Legal Officer, and Alison Dean, Executive Vice President and Chief Financial Officer) of the Company have entered into trading plans (each a “Plan” and collectively, the “Plans”) covering periods after the date of this Annual Report on Form 10-K in accordance with Rule 10b5-1 and our policy governing transactions in our securities. Generally, under these trading plans, the individual relinquishes control over the transactions once the trading plan is put into place. Accordingly, sales under these plans may occur at any time, including possibly before, simultaneously with, or immediately after significant events involving our company.

We anticipate that, as permitted by Rule 10b5-1 and our policy governing transactions in our securities, some or all of our officers, directors and employees may establish trading plans in the future. We intend to disclose the names of our executive officers and directors who establish a trading plan in compliance with Rule 10b5-1 and the requirements of our policy governing transactions in our securities in our future quarterly and annual reports on Form 10-Q and 10-K filed with the Securities and Exchange Commission. We, however, undertake no obligation to update or revise the information provided herein, including for revision or termination of an established trading plan, other than in such quarterly and annual reports.

PART III**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required under this item is incorporated herein by reference to the Company’s definitive proxy statement pursuant to Regulation 14A, which proxy statement will be filed with the Securities and Exchange Commission not later than 120 days after the close of the Company’s fiscal year ended December 28, 2013.

ITEM 11. EXECUTIVE COMPENSATION

The information required under this item is incorporated herein by reference to the Company’s definitive proxy statement pursuant to Regulation 14A, which proxy statement will be filed with the Securities and Exchange Commission not later than 120 days after the close of the Company’s fiscal year ended December 28, 2013.

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

The information required under this item is incorporated herein by reference to the Company’s definitive proxy statement pursuant to Regulation 14A, which proxy statement will be filed with the Securities and Exchange Commission not later than 120 days after the close of the Company’s fiscal year ended December 28, 2013.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required under this item is incorporated herein by reference to the Company’s definitive proxy statement pursuant to Regulation 14A, which proxy statement will be filed with the Securities and Exchange Commission not later than 120 days after the close of the Company’s fiscal year ended December 28, 2013.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required under this item is incorporated herein by reference to the Company’s definitive proxy statement pursuant to Regulation 14A, which proxy statement will be filed with the Securities and Exchange Commission not later than 120 days after the close of the Company’s fiscal year ended December 28, 2013.

PART IV**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

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

1. Financial Statements

The following consolidated financial statements are included in Item 8:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets at December 28, 2013 and December 29, 2012

Consolidated Statements of Income for the Years ended December 28, 2013, December 29, 2012 and December 31, 2011

Consolidated Statements of Comprehensive Income for the Years ended December 28, 2013, December 29, 2012 and December 31, 2011

Consolidated Statements of Stockholders' Equity for the Years ended December 28, 2013, December 29, 2012 and December 31, 2011

Consolidated Statements of Cash Flows for the Years ended December 28, 2013, December 29, 2012 and December 31, 2011

Notes to Consolidated Financial Statements

2. Financial Statement Schedules

All other schedules have been omitted since the required information is not present, or not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements or the Notes thereto.

3. Exhibits — See item 15(b) of this report below

(b) Exhibits

The following exhibits are filed as part of and incorporated by reference into this Annual Report:

<u>Exhibit Number</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of September 14, 2012, by and among the Registrant, Bull Dog Acquisition Corporation, Evolution Robotics, Inc. and the Securityholders' Representative named therein (filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on September 17, 2012 and incorporated by reference herein)
3.1(1)	Form of Second Amended and Restated Certificate of Incorporation of the Registrant dated November 15, 2005
3.2(1)	Amended and Restated By-laws of the Registrant
4.1(1)	Specimen Stock Certificate for shares of the Registrant's Common Stock
4.2(1)	Shareholder Rights Agreement between the Registrant and Computershare Trust Company, Inc., as the Rights Agent dated November 15, 2005
10.1(1)	Fifth Amended and Restated Registration Rights Agreement by and among the Registrant, the Investors and the Stockholders named therein, dated as of November 10, 2004
10.2†(1)	Form of Indemnification Agreement between the Registrant and its Directors and Executive Officers
10.3†(1)	Amended and Restated 1994 Stock Plan and forms of agreements thereunder
10.4†	Amended and Restated 2004 Stock Option and Incentive Plan and forms of agreements thereunder (filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 and incorporated by reference herein)
10.5†	Form of Executive Agreement between the Registrant and certain executive officers of the Registrant, as amended (filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended October 2, 2010 and incorporated by reference herein)
10.6†(1)	Employment Agreement between the Registrant and Colin Angle, dated as of January 1, 1997
10.7†	2005 Stock Option and Incentive Plan, as amended, and forms of agreements thereunder (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 2, 2009 and incorporated by reference herein)
10.8#(1)	Manufacturing and Services Agreement between the Registrant and Gem City Engineering Corporation, dated as of July 27, 2004
10.9†	Non-Employee Directors' Deferred Compensation Program, as amended (filed as Exhibit 10.19 to the Registrant's Annual Report on Form 10-K for the year ended December 29, 2007 and incorporated by reference herein)
10.10	Lease Agreement between the Registrant and Boston Properties Limited Partnership for premises located at 4-18 Crosby Drive, Bedford, Massachusetts, dated as of February 22, 2007 (filed as Exhibit 10.22 to the Registrant's Annual Report on Form 10-K for the year ended December 30, 2006 and incorporated by reference herein)

<u>Exhibit Number</u>	<u>Description</u>
10.11†	Senior Executive Incentive Compensation Plan (filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 2, 2011 and incorporated by reference herein)
10.12†	Form of Deferred Stock Award Agreement under the 2005 Stock Option and Incentive Plan (filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 28, 2008 and incorporated by reference herein)
10.13†	Form of Restricted Stock Award Agreement under the 2005 Stock Option and Incentive Plan (filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 28, 2008 and incorporated by reference herein)
10.14#	Manufacturing Services Agreement between the Registrant and Jabil Circuit, Inc., dated as of March 18, 2010 (filed as Exhibit 10.1 to Amendment No. 1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 3, 2010 and incorporated by reference herein)
10.15*	Amended and Restated Credit Agreement between the Registrant and Bank of America N.A. dated December 20, 2013
10.16*	Amended and Restated Reimbursement Agreement between the Registrant and Bank of America N.A. dated December 20, 2013
21.1*	Subsidiaries of the Registrant
23.1*	Consent of PricewaterhouseCoopers LLP
24.1	Power of Attorney (incorporated by reference to the signature page of this report on Form 10-K)
31.1*	Certification Pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934
31.2*	Certification Pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934
32.1*	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101*	The following materials from the Registrant's Annual Report on Form 10-K for the year ended December 28, 2013 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Stockholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) related notes to these financial statements

† Indicates a management contract or any compensatory plan, contract or arrangement.

Confidential treatment requested for portions of this document.

(1) Incorporated by reference herein to the exhibits to the Company's Registration Statement on Form S-1 (File No. 333-126907)

* Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

iROBOT CORPORATION

By: /s/ Colin M. Angle

Colin M. Angle
Chairman of the Board,
Chief Executive Officer and Director

Date: February 18, 2014

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Colin M. Angle and Alison Dean, jointly and severally, his or her attorney-in-fact, with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Annual 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 or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K has been signed by the following persons in the capacities indicated on February 18, 2014.

<u>Signature</u>	<u>Title(s)</u>
<u>/s/ COLIN M. ANGLE</u> Colin M. Angle	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ ALISON DEAN</u> Alison Dean	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)
<u>/s/ RONALD CHWANG</u> Ronald Chwang	Director
<u>/s/ JACQUES S. GANSLER</u> Jacques S. Gansler	Director
<u>/s/ GAIL DEEGAN</u> Gail Deegan	Director
<u>/s/ ANDREA GEISSER</u> Andrea Geisser	Director

/s/ GEORGE C. MCNAMEE

George C. McNamee

Director

/s/ DEBORAH G. ELLINGER

Deborah G. Ellinger

Director

/s/ PAUL J. KERN

Paul J. Kern

Director

/s/ PAUL SAGAN

Paul Sagan

Director

EXHIBIT INDEX

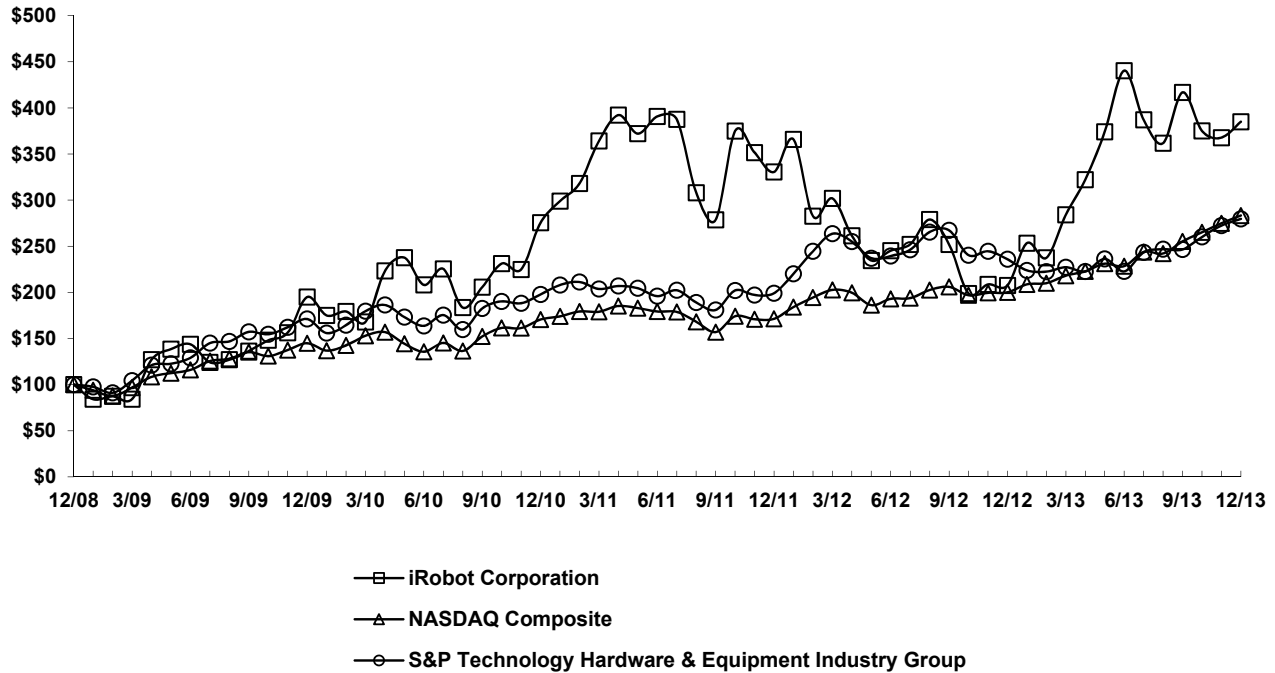
<u>Exhibit Number</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of September 14, 2012, by and among the Registrant, Bull Dog Acquisition Corporation, Evolution Robotics, Inc. and the Securityholders' Representative named therein (filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on September 17, 2012 and incorporated by reference herein)
3.1(1)	Form of Second Amended and Restated Certificate of Incorporation of the Registrant dated November 15, 2005
3.2(1)	Amended and Restated By-laws of the Registrant
4.1(1)	Specimen Stock Certificate for shares of the Registrant's Common Stock
4.2(1)	Shareholder Rights Agreement between the Registrant and Computershare Trust Company, Inc., as the Rights Agent dated November 15, 2005
10.1(1)	Fifth Amended and Restated Registration Rights Agreement by and among the Registrant, the Investors and the Stockholders named therein, dated as of November 10, 2004
10.2†(1)	Form of Indemnification Agreement between the Registrant and its Directors and Executive Officers
10.3†(1)	Amended and Restated 1994 Stock Plan and forms of agreements thereunder
10.4†	Amended and Restated 2004 Stock Option and Incentive Plan and forms of agreements thereunder (filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 and incorporated by reference herein)
10.5†	Form of Executive Agreement between the Registrant and certain executive officers of the Registrant, as amended (filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended October 2, 2010 and incorporated by reference herein)
10.6†(1)	Employment Agreement between the Registrant and Colin Angle, dated as of January 1, 1997
10.7†	2005 Stock Option and Incentive Plan, as amended, and forms of agreements thereunder (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 2, 2009 and incorporated by reference herein)
10.8#(1)	Manufacturing and Services Agreement between the Registrant and Gem City Engineering Corporation, dated as of July 27, 2004
10.9†	Non-Employee Directors' Deferred Compensation Program, as amended (filed as Exhibit 10.19 to the Registrant's Annual Report on Form 10-K for the year ended December 29, 2007 and incorporated by reference herein)
10.10	Lease Agreement between the Registrant and Boston Properties Limited Partnership for premises located at 4-18 Crosby Drive, Bedford, Massachusetts, dated as of February 22, 2007 (filed as Exhibit 10.22 to the Registrant's Annual Report on Form 10-K for the year ended December 30, 2006 and incorporated by reference herein)
10.11†	Senior Executive Incentive Compensation Plan (filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended July 2, 2011 and incorporated by reference herein)
10.12†	Form of Deferred Stock Award Agreement under the 2005 Stock Option and Incentive Plan (filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 28, 2008 and incorporated by reference herein)
10.13†	Form of Restricted Stock Award Agreement under the 2005 Stock Option and Incentive Plan (filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 28, 2008 and incorporated by reference herein)
10.14#	Manufacturing Services Agreement between the Registrant and Jabil Circuit, Inc., dated as of March 18, 2010 (filed as Exhibit 10.1 to Amendment No. 1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended April 3, 2010 and incorporated by reference herein)
10.15*	Amended and Restated Credit Agreement between the Registrant and Bank of America N.A. dated December 20, 2013
10.16*	Amended and Restated Reimbursement Agreement between the Registrant and Bank of America N.A. dated December 20, 2013
21.1*	Subsidiaries of the Registrant
23.1*	Consent of PricewaterhouseCoopers LLP
24.1	Power of Attorney (incorporated by reference to the signature page of this report on Form 10-K)
31.1*	Certification Pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934
31.2*	Certification Pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934

- 32.1* Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101* The following materials from the Registrant's Annual Report on Form 10-K for the year ended December 28, 2013 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Stockholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) related notes to these financial statements
- † Indicates a management contract or any compensatory plan, contract or arrangement.
- # Confidential treatment requested for portions of this document.
- (1) Incorporated by reference herein to the exhibits to the Company's Registration Statement on Form S-1 (File No. 333-126907)
- * Filed herewith

The graph below matches the cumulative 5-year total return of holders of iRobot Corporation's common stock with the cumulative total returns of the NASDAQ Composite index and the S&P Technology Hardware & Equipment Industry Group index. The graph assumes that the value of the investment in our common stock, in each index, and in the peer group (including reinvestment of dividends) was \$100 on 12/31/2008 and tracks it through 12/31/2013.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among iRobot Corporation, the NASDAQ Composite Index, and S&P Technology Hardware & Equipment Industry Group



*\$100 invested on 12/31/08 in stock or index, including reinvestment of dividends.
Fiscal year ending December 31.

Copyright© 2014 S&P, a division of The McGraw-Hill Companies Inc. All rights reserved.

	12/08	1/09	2/09	3/09	4/09	5/09	6/09	7/09	8/09
iRobot Corporation	100.00	84.16	87.26	84.16	127.02	138.43	143.74	124.14	127.02
NASDAQ Composite	100.00	93.87	87.81	96.68	108.47	112.40	115.95	125.50	128.08
S&P Technology Hardware & Equipment Industry Group	100.00	97.61	91.04	104.30	121.13	122.62	129.00	144.97	146.82

	9/09	10/09	11/09	12/09	1/10	2/10	3/10	4/10	5/10	6/10	7/10	8/10	9/10	10/10	11/10
iRobot Corporation	136.32	148.06	156.15	194.91	174.97	179.29	167.88	223.26	237.65	208.08	225.47	183.50	205.65	231.23	224.81
NASDAQ Composite	135.23	130.91	137.50	144.88	136.82	142.50	153.00	156.92	144.29	135.67	145.19	136.45	152.19	161.50	161.24
S&P Technology Hardware & Equipment Industry Group	157.19	154.60	162.13	171.13	155.84	164.45	179.65	186.39	173.17	163.67	175.39	159.69	182.57	190.20	188.16

	12/10	1/11	2/11	3/11	4/11	5/11	6/11	7/11	8/11	9/11	10/11	11/11	12/11	1/12	2/12
iRobot Corporation	275.53	299.00	318.05	364.23	392.25	372.09	390.81	387.66	308.08	278.63	374.97	351.61	330.56	365.89	282.61
NASDAQ Composite	170.58	173.97	179.30	179.00	185.28	182.98	179.23	178.87	168.16	156.88	174.14	170.87	171.30	184.10	194.38
S&P Technology Hardware & Equipment Industry Group	197.77	208.04	211.28	203.68	206.90	204.47	195.93	202.31	189.06	180.94	202.10	197.17	199.07	220.18	244.52

	3/12	4/12	5/12	6/12	7/12	8/12	9/12	10/12	11/12	12/12	1/13	2/13	3/13	4/13	5/13
iRobot Corporation	301.88	261.46	234.55	245.29	252.05	278.96	252.05	198.78	208.64	207.53	253.38	237.43	284.16	322.15	374.20
NASDAQ Composite	202.69	199.63	186.13	193.05	193.74	202.56	205.97	196.88	199.51	199.99	208.68	210.00	218.08	222.83	231.15
S&P Technology Hardware & Equipment Industry Group	263.63	255.11	237.06	239.38	246.24	265.41	267.27	240.32	244.64	235.91	223.83	222.48	227.28	222.66	236.29

	6/13	7/13	8/13	9/13	10/13	11/13	12/13
iRobot Corporation	440.42	387.15	361.79	416.89	375.08	367.77	385.05
NASDAQ Composite	228.40	243.81	242.14	255.23	265.25	274.93	283.39
S&P Technology Hardware & Equipment Industry Group	222.73	243.37	246.85	246.47	260.24	272.45	279.68

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

Corporate Office

8 Crosby Drive
Bedford, Massachusetts 01730
Phone: 781.430.3000
Fax: 781.430.3001

Transfer Agent

Computershare Trust
Company, Inc.
350 Indiana Street
Suite 750
Golden, Colorado 80401
Phone: 303.262.0600

Legal Counsel

Goodwin Procter LLP
Exchange Place
53 State Street
Boston, Massachusetts 02109
Phone: 617.570.1000

**Independent Registered
Public Accounting Firm**

PricewaterhouseCoopers LLP
125 High Street
Boston, Massachusetts 02110
Phone: 617.530.5000

Common Stock Information

Our common stock is traded on the Nasdaq
National Market under the
symbol IRBT.

Investor Information

Elise P. Caffrey
Vice President, Investor Relations

A copy of our financial reports, stock
quotes, news releases, SEC filings, as
well as information on our products is
available in the Investor Relations section of
www.irobot.com

Board Members

Colin M. Angle
Co-founder, Chairman of the Board and
Chief Executive Officer

Dr. Ronald Chwang
Director

Gail Deegan
Director

Deborah G. Ellinger
Director

Dr. Jacques S. Gansler
Director

Andrea Geisser
Director, Audit Committee Chair

General Paul J. Kern
(U.S. Army, Ret.)
Director

George C. McNamee
Lead Independent Director, Compensation
Committee Chair

Paul L. Sagan
Director, Nominating & Corporate
Governance Committee Chair

Executive Team

Colin M. Angle
Chief Executive Officer

Alison Dean
Executive Vice President, Chief Financial
Officer and Treasurer

Russell Campanello
Executive Vice President, Human Resources
and Corporate Communications

Paolo Pirjanian
Executive Vice President, Chief Technology
Officer

Glen D. Weinstein
Executive Vice President, Chief Legal
Officer

iRobot Mission | Empowering People To Do More

iRobot[®]

Corporate Headquarters

8 Crosby Drive
Bedford, MA 01730
USA

Phone: 781.430.3000
Fax: 781.430.3001

www.irobot.com
info@irobot.com