SEMTECH CORP
Form 10-K
March 30, 2015

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

FORM 10-K

(Mark One)
x Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended January 25, 2015
or
o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from to
Commission File Number 1-6395

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

Delaware	95-2119684
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

200 Flynn Road, Camarillo, California, 93012-8790
(Address of principal executive offices, Zip Code)

Registrant's telephone number, including area code: (805) 498-2111
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock par value $.01 per share	The NASDAQ Stock Market LLC

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ¨ No x

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 x 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 x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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. x

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

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer	o (Do not check if a smaller reporting company)	Smaller reporting company	o

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

The aggregate market value of the common stock held by non-affiliates of the registrant (based upon the closing sale price of $21.80 on the NASDAQ Global Select Market) as of July 27, 2014 was approximately $1.3 billion. Stock held by directors, officers and shareholders owning 10% or more of the outstanding common stock (as reported by shareholders on Schedules 13D and 13G) were excluded as they may be deemed affiliates. This determination of affiliate status is not a conclusive determination for any other purpose.

Number of shares of Common Stock, $0.01 par value per share, outstanding at March 20, 2015: 67,818,913

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following documents are incorporated by reference in Part III, Item numbers 11, 12, 13 and 14 and portions of Item 10 of this report to: Definitive Proxy Statement in connection with registrant's annual meeting of shareholders to be held on June 18, 2015, to be filed no later than 120 days after the end of the registrant's fiscal year ended January 25, 2015.

SEMTECH CORPORATION
INDEX TO FORM 10-K
FOR THE YEAR ENDED JANUARY 25, 2015

PART I

Item 1	Business	4
Item 1A	Risk Factors	14
Item 1B	Unresolved Staff Comments	27
Item 2	Properties	27
Item 3	Legal Proceedings	28
Item 4	Mine Safety Disclosure	28

PART II

Item 5	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	29
Item 6	Selected Financial Data	29
Item 7	Management's Discussion and Analysis of Financial Condition and Results of Operations	31
Item 7A	Quantitative and Qualitative Disclosures About Market Risk	50
Item 8	Financial Statements and Supplementary Data	52
Item 9	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	99
Item 9A	Controls and Procedures	99
Item 9B	Other Information	101

PART III

Item 10	Directors, Executive Officers and Corporate Governance	102
Item 11	Executive Compensation	102
Item 12	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	102
Item 13	Certain Relationships and Related Transactions, and Director Independence	102
Item 14	Principal Accounting Fees and Services	102

PART IV

Item 15	Exhibits, Financial Statement Schedules	103
	Signatures	109

Unless the context otherwise requires, the use of the terms “Semtech,” “the Company,” “we,” “us” and “our” in this Annual Report on Form 10-K refers to Semtech Corporation and, as applicable, its consolidated subsidiaries.

Special Note Regarding Forward-Looking and Cautionary Statements

This Annual Report on Form 10-K contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, as amended, based on our current expectations, estimates and projections about our operations, industry, financial condition, performance, results of operations, and liquidity. Forward-looking statements are statements other than historical information or statements of current condition and relate to matters such as future financial performance, future operational performance, the anticipated impact of specific items on future earnings, and our plans, objectives and expectations. Statements containing words such as “may,” “believe,” “anticipate,” “expect,” “intend,” “plan,” “project,” “estimate,” “should,” “will,” “designed to,” “proj “business outlook,” or other similar expressions constitute forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties that could cause actual results and events to differ materially from those projected. Potential factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to: the Company’s ability to remediate the material weakness in its internal controls over financial reporting, fluctuation in the Company's future results; downturns in the business cycle; reduced demand for the Company's products due to the global economic conditions; business interruptions; the Company's reliance on a limited number of suppliers and subcontractors for component and materials; potentially insufficient liability insurance if the Company's products are found to be defective; the Company maybe unsuccessful in developing and selling new products; the Company's products failing to meet industry standards; the Company's inability to protect intellectual property rights; the Company suffering losses if its products infringe the intellectual property rights of others; the Company's need to commit resources to product production prior to receipt of purchase commitments; increased business risk from foreign customers; the Company's foreign currency exposures; potential increased tax liabilities and effective tax rate if the Company needs to repatriate funds held by foreign subsidiaries; export restrictions and laws affecting the Company's trade and investments; competition against larger, more established entities; the loss of any one of the Company's significant customers; volatility of customer demand; termination of a contract by a distributor; government regulations and other standards that impose operational and reporting requirements; the Company's failure to comply with applicable environmental regulations; compliance with conflict minerals regulations; changes in tax laws and review by taxing authorities; taxation of the Company in other jurisdictions; the Company's failure to maintain effective internal control over financial reporting and disclosure controls and procedures; potential government investigations and inquiries; loss of the Company's key personnel; risks associated with companies the Company has acquired in the past and may acquire in the future and the Company's ability to successfully integrate acquired businesses and benefit from expected synergies; the Company's ability to generate cash to service its debt obligations; restrictive covenants in the Company's credit agreement which may restrict its ability to pursue its business strategies; the Company's reliance on certain critical information systems for the operation of its business; costs associated with the Company's indemnification of certain customers, distributors and other parties; the Company's share price could be subject to extreme price fluctuations; the Company's ability to realize expected benefits of the implementation of a new enterprise resource planning ("ERP") system; and disruption of the Company's operations caused by the adjustment to the new ERP system and the transition from the Company's legacy systems and databases. Additionally, forward-looking statements should be considered in conjunction with the cautionary statements contained in this Annual Report on Form 10-K, including, without limitation, information under the captions “Management's Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors” and additional factors that accompany the related forward-looking statements in this Annual Report on Form 10-K, in the Company's other filings with the Securities and Exchange Commission (“SEC”), and in material incorporated herein and therein by reference. In light of the significant risks and uncertainties inherent in the forward-looking information included herein that may cause actual performance and results to differ materially from those predicted, any such forward-looking information should not be regarded as representations or guarantees by the

Company of future performance or results, or that its objectives or plans will be achieved, or that any of its operating expectations or financial forecasts will be realized. Reported results should not be considered an indication of future performance. Investors are cautioned not to place undue reliance on any forward-looking information contained herein, which reflect management's analysis only as of the date hereof. Except as required by law, the Company assumes no obligation to publicly release the results of any update or revision to any forward-looking statement that may be made to reflect new information, events or circumstances after the date hereof or to reflect the occurrence of unanticipated or future events, or otherwise.

In addition to regarding forward-looking statements with caution, you should consider that the preparation of the consolidated financial statements requires us to draw conclusions and make interpretations, judgments, assumptions and estimates with respect to certain factual, legal, and accounting matters. Our financial statements might have been materially impacted if we had reached different conclusions or made different interpretations, judgments, assumptions or estimates.

PART I

Item 1. Business

General

We are a leading supplier of analog and mixed-signal semiconductor products and were incorporated in Delaware in 1960. We design, develop and market a wide range of products for commercial applications, the majority of which are sold into the enterprise computing, communications, high-end consumer and industrial end-markets.

Enterprise Computing: datacenters, passive optical networks, desktops, notebooks, servers, graphic boards, monitors, printers and other computer peripherals.

Communications: base stations, optical networks, carrier networks, switches and routers, cable modems, wireless LAN and other communication infrastructure equipment.

High-End Consumer: handheld products, smartphones, set-top boxes, digital televisions, tablets, digital video recorders and other consumer equipment.

Industrial: video broadcast studio equipment, automated meter reading, Internet of Things ("IoT"), smart grid, military and aerospace, medical, security systems, automotive, industrial and home automation, video security and surveillance and other industrial equipment.

Our end-customers are primarily original equipment manufacturers and their suppliers, including Cisco Systems, Inc., Huawei Technologies Co., Ltd., LG Electronics, Sharp Corporation, Nokia Solutions and Networks, Itron, Inc., Apple, Inc., Phonak International, Samsung Electronics Co. Ltd., Google Inc., Amazon.com Inc., and ZTE Corporation.

Overview of the Semiconductor Industry

The semiconductor industry is broadly divided into analog and digital semiconductor products. Analog semiconductors condition and regulate “real world” functions such as temperature, speed, sound and electrical current. Digital semiconductors process binary information, such as that used by computers. Mixed-signal devices incorporate both analog and digital functions into a single chip and provide the ability for digital electronics to interface with the outside world.

The market for analog and mixed-signal semiconductors differs from the market for digital semiconductors. The analog and mixed-signal industry is typically characterized by longer product life cycles than the digital industry. In addition, analog semiconductor manufacturers tend to have lower capital investment requirements for manufacturing because their facilities tend to be less dependent than digital producers on state-of-the-art production equipment to manufacture leading edge process technologies. The end-product markets for analog and mixed-signal semiconductors are more varied and more specialized than the relatively standardized digital semiconductor product markets.

Another difference between the analog and digital markets is the amount of available talented labor. The analog industry relies more heavily than the digital industry on design and applications talent to distinguish its products from one another. Digital expertise is extensively taught in universities due to its overall market size, while analog and mixed-signal expertise tends to be learned over time based on experience and hands-on training. Consequently, personnel with analog training are scarcer than digital trained engineers. This has historically made it more difficult for new suppliers to quickly develop products and gain significant market share.

Advancements in digital signal processing technology typically drive the need for corresponding advancements in analog and mixed-signal solutions. We believe that the diversity of our applications allows us to take advantage of areas of relative market strength and reduces our vulnerability to competitive pressure in any one area.

Business Strategy

Our objective is to be a leading supplier of analog and mixed-signal semiconductor devices to the fastest growing segments of our target markets. We intend to leverage our pool of skilled technical personnel to develop new products, or, where appropriate, use acquisitions to either accelerate our position in the fastest growing areas or to gain entry into these areas. In order to capitalize on our strengths in analog and mixed-signal processing design, development and marketing, we intend to pursue the following strategies:

Leverage our rare analog/mixed signal design expertise

We have developed a strategy to invest heavily in human resources needed to define, design and market high-performance analog and mixed signal platform products. We have built a team of experienced engineers who combine industry expertise with advanced semiconductor design expertise to meet customer requirements and enable our customers to get their products to market rapidly. We intend to leverage this strategy to achieve new levels of integration, power reduction and performance, enabling our customers to achieve differentiation in their end systems.

Continue to release proprietary new products, achieve new design wins, and cross-sell products

We are focused on developing unique, new, proprietary products that bring value to our target customers in our target markets. These products typically are differentiated in performance but are priced competitively. We also focus on achieving design wins for our products with current and future customers. Design wins are indications by the customer that they intend to incorporate our products into their new designs. Although we believe that a design win is an indicator of future potential growth, it does not inevitably result in us being awarded business or receiving a purchase commitment. Our technical talent works closely with our customers in securing design wins, defining new products and in implementing and integrating our products into their systems. We also focus on selling our complete portfolio of products to our existing customers, as we believe the technical expertise of our marketing and sales team allows us to identify and capitalize on cross-selling opportunities.

Focus on fast-growing market segments and regions

We have chosen to target the analog/mixed signal sub-segments of some of the fastest growing end-markets. We participate in these markets by focusing on specific product areas within the analog and mixed-signal market, including products for handheld equipment, mobile equipment, enterprise computing equipment, high-end consumer equipment, communications infrastructure and certain broad-based industrial markets. All of these markets are characterized by their need for leading-edge, high-performance analog and mixed-signal semiconductor technologies.

The enterprise computing, communications, high-end consumer and industrial end-markets we supply are characterized by several trends that we believe drive demand for our products. The key trends that we believe are significant for our future growth include:

- Increasing bandwidth over high-speed networks, fueling growth in high speed voice, video and data transmission
- Increasing electronic system requirements for smaller, lighter, more highly integrated and feature rich devices
- Increasing need for more efficient energy management in the home and in industrial environments and the proliferation of ”green” standards

Our products address these market trends by providing solutions that are ultra-low power thus extending battery life, small form factor enabling smaller more mobile devices, highly integrated enabling more functionality within devices and high performance enabling product differentiation within our customer base. Additionally, as communications functions are increasingly integrated into a range of systems and devices, these products require analog sensing, processing and control capabilities, which increases the number and size of our end-markets.

We believe that certain emerging geographies, such as China and South America, represent opportunities for added sales and end-customer diversity. Accordingly, we have bolstered our efforts in these regions to enhance our ability to expand our customer base.

Leverage outsourced semiconductor fabrication capacity

We outsource most of our manufacturing in order to focus more of our resources on defining, developing and marketing our products. Our primary outside wafer foundries are based in China, Israel, the United States, Europe and Taiwan. Our largest wafer source is a foundry based in China. We believe that outsourcing provides us numerous benefits, including capital efficiency, the flexibility to adopt and leverage emerging process technologies without significant investment risk and a more variable cost of goods, which provides us with greater operating flexibility.

Products and Technology

We design, develop, manufacture and market high-performance analog and mixed-signal semiconductor products. We operate and account for results in one reportable segment through four product lines: Protection, Power and High-Reliability, Signal Integrity, Wireless, Sensing and Timing; and Systems Innovation.

On January 13, 2015, we completed the acquisition of certain assets of EnVerv, Inc. (“EnVerv”), a privately held company developing innovative products in the Smart Grid and Power Line Communication (“PLC”) market place. This

transaction,

5

---

which was accounted for using the acquisition method of accounting, complements our business in the Metering and Machine to Machine ("M2M") markets. It is expected that the EnVerv PLC platform combined with our LoRa Wireless Platform will create a highly differentiated and compelling offering to the energy management, smart grid, IoT and residential gateway markets.

On March 20, 2012, we acquired, through our wholly-owned subsidiary Semtech Canada Inc., all outstanding equity interests of Gennum Corporation ("Gennum") (TSX: GND), a leading supplier of high speed analog and mixed-signal semiconductors for the optical communications and video broadcast markets.

Our primary reasons for the acquisition were to broaden our existing portfolio of high performance analog/mixed signal platforms and to acquire a portfolio of high-speed data communications and video platforms to create one of the industry's most complete and robust high-speed analog and mixed signal portfolios. In addition, Gennum's strong position in the emerging high-definition ("HD") video surveillance market further diversifies our portfolio of high-performance analog semiconductors and provides cross-selling potential with the combined customer base.

On March 7, 2012, we completed the acquisition of Cycleo SAS ("Cycleo"), a privately held company based in France that develops intellectual property ("IP") for wireless long-range semiconductor products used in smart metering and other industrial and consumer markets. This transaction, which was accounted for using the acquisition method of accounting, complements our current wireless offerings and brings customers a set of high-end, digitally enhanced wireless solutions.

Our product lines include:

Protection, Power and High-Reliability Products. We design, develop and market high performance protection devices, which are often referred to as transient voltage suppressors ("TVS"). TVS devices provide protection for electronic systems where voltage spikes (called transients), such as electrostatic discharge or secondary lightning surge energy, can permanently damage sensitive complementary metal-oxide-semiconductor ("CMOS") integrated circuits ("ICs"). Our portfolio of protection solutions include filter and termination devices that are integrated with the TVS device. Our products provide robust protection while preserving signal integrity in high-speed communications, networking and video interfaces. These products also operate at very low voltage. Our protection products can be found in a broad range of applications including smart phones, LCD TVs, set-top boxes, tablets, computers, notebooks, base stations, routers, automobile, and industrial instruments.

Our Power products control, alter, regulate and condition the power within electronic systems. The highest volume product types within the power product line are switching voltage regulators, combination switching and linear regulators, smart regulators and charge pumps. Our Power products feature highly integrated functionality for the telecom industrial and computing markets and low-power, small form factor and high-efficiency products for mobile phones, notebook computers, computer peripherals and other consumer devices. The primary application for these products is power regulation for computer, communications, high-end consumer and industrial systems.

Our high-reliability discrete semiconductor products comprised of rectifiers, assemblies (packaged discrete rectifiers) and other products are typically used to convert alternating currents into direct currents and to protect circuits against very high voltage spikes or high current surges. Our high-reliability products can be found in a broad range of applications including industrial, military, medical, automotive, aerospace and defense systems, including satellite communications.

Signal Integrity Products. In December 2013 we combined our previous Advanced Communications and Gennum Product groups to create the Signal Integrity and Timing Product Group. In our fiscal second quarter of 2015, we moved the Timing group to the Wireless and Sensing Product Group and subsequently renamed this the Signal Integrity Products Group. We design, develop and market a portfolio of optical communications, broadcast video, surveillance video, active cable transceiver and backplane products used in a wide variety of enterprise computing, industrial, communications and high-end consumer applications. Our comprehensive portfolio of ICs for optical transceivers, backplane applications and high-speed interfaces ranges from 100Mbps to 100Gbps and supports key industry standards such as Fibre Channel, Infiniband, Ethernet, PON and SONET. Our broadcast video products offer advanced solutions for next generation video formats, ever increasing data rates and evolving I/O and distance requirements. Our security and surveillance products for high-definition closed circuit television ("HDcctv") enable upgrade of analog closed circuit television installations to full digital HD, leveraging the installed base of COAX

cabling, and our fully integrated transmit and receive products enable the highest performance, longest reach HDcctv standards-compliant designs.

We also sell proprietary advanced wired communication, ultra-high speed Serializer/Deserializer (“SerDes”) products for long-haul optical transport communication. These ICs perform transmission functions used in high-speed networks at 40Gbps and 100Gbps. We have ceased development of new products for this market due to our strategic decision to reduce investment in the long-haul optical market in the fourth quarter of fiscal 2014, but we continue to service our existing customer base and we will continue to leverage the underlying in-process Research and Development (“IPR&D”) on other products.

We have reduced our level of investments in the 40 Gbps and 100 Gbps long-haul transport market as a result of increased competition from customers' internally developed solutions and pricing pressure which resulted in our recognizing numerous charges, including impairment of goodwill, finite-lived intangibles and long-lived assets in the fourth quarter of fiscal year 2014 as discussed further in Item 7 of this report.
Wireless, Sensing and Timing Products. We design, develop and market a portfolio of specialized radio frequency products used in a wide variety of industrial, medical and networking applications, and specialized sensing products used in industrial and consumer applications. Our wireless products feature industry leading and longest range industrial, scientific and medical radio, enabling a lower total cost of ownership and increased reliability in all environments, making them particularly suitable for machine to machine (“M2M”) and IoT applications. Our unique sensing interface platforms can interface to any sensor and output digital data in any form. Specifically, the proximity sensing capability of our devices enable advanced user interface solutions for mobile and consumer products. Our wireless and sensing products can be found in a broad range of applications in the industrial, medical and consumer markets. The timing and synchronous products used in packet based communication networks provide leading edge timing solutions where IEEE1588 packet synchronization is used.
Systems Innovation Group. Our Systems Innovation Group combines the analog/mixed signal design competencies from our previous Sierra Monolithics, Inc. and Gennum Corporation acquisitions and is chartered with developing innovative analog/mixed signal IP for emerging systems. These IP cores are targeted at the datacenter, cloud computing and storage networking markets and complement our rapidly growing library of analog/mixed signal IP Cores that have been developed over several years by our Snowbush IP team based in Canada. We also have developed advanced products in Data Converter IP at the latest, cutting edge CMOS process nodes that are targeted at high performance communications systems. We believe this IP will contribute a critical part of the future IP and product roadmap for the Company.
Our sales by product line are as follows:

	Fiscal Years		
(in thousands)	2015	2014	2013
Protection, Power and High-Reliability	255,743	256,808	265,293
Signal Integrity	219,024	254,589	228,882
Wireless, Sensing and Timing	80,632	65,947	65,598
Systems Innovation	2,486	17,633	19,054
Total	$557,885	$594,977	$578,827

Semtech End-Markets
Our products are sold to customers in the enterprise computing, communications, high-end consumer, and industrial end-markets. Our estimate of sales by major end-markets is detailed below:

	Fiscal Years					
(percentage of net sales)	2015		2014		2013	
High-End Consumer	31	%	29	%	28	%
Communications	22	%	30	%	32	%
Industrial and Other	26	%	25	%	28	%
Enterprise Computing	21	%	16	%	12	%
Total	100	%	100	%	100	%

We believe that our diversity in end-markets provides stability to our business and opportunity for growth.

The following table depicts our main product lines and their end-market and product applications:

	Typical End-Product Applications			
Product Groups	Enterprise Computing	Communications	High-End Consumer	Industrial / Other
Protection, Power and High-Reliability	Servers, workstations, desktop PC/ notebooks, Ultrabooks, add-on cards, , printers, copiers	3G/4G Base stations, 10/100/1000 Gb/s Routers/Switches Network cards, routers and hubs, telecom network boards	Smartphones, tablets, wearables cameras, TVs, set top boxes	Measurement & instrumentation devices, automobile, power supplies, industrial systems, military, aerospace, medical, automotive display
Signal Integrity	Optical Transceiver Module IC's supporting 100Mb/s to 100Gb/s for Ethernet, Fiberchannel and CPRI protocols in Datacenter and Fiber to the Home applications, Backplane CDR's and signal conditioners for use in Datacenter, storage and cloud computing networks	Optical Transceiver Module IC's for wireless basestations Optical Transceiver Module IC's supporting 100Mb/s to 100Gb/s for Telecom applications	Signal Conditioners for Thunderbolt Cables	Serial Digital Interconnect interface IC's for Broadcast Video and HD Surveillance
Wireless, Sensing and Timing			Smartphones, media players, tablets, digital/still video cameras	Automated meter readers, industrial automation, IoT, keyless entry hearing aids
Systems Innovation	High Speed Connectivity and Interfaces, Datacenters	10G to 100G metro and short-reach systems		

Seasonality

Historically, our results have reflected some seasonality, with demand levels generally being slightly lower in the enterprise computing and high-end consumer products end-markets during the first and fourth quarters of our fiscal year in comparison to the second and third quarters.

Intellectual Capital and Product Development

The development of intellectual property ("IP") and the resulting proprietary products is a critical success factor for us. Recruiting and retaining key technical talent is the foundation for designing, developing and selling this IP, in the form of new proprietary products, in the global marketplace. Our ability to recruit and retain our engineering talent is one of the keys to maintaining our competitive advantage. Historically, we have been successful in retaining our key engineering staff and recruiting new talent. One of our strategies to recruit this talent is the establishment of multiple

design center locations. As a result, we have design centers throughout the world.
Circuit design engineers, layout engineers, product and test engineers, application engineers and field application engineers are our most valuable employees. Together they perform the critical tasks of design and layout of integrated circuits, turning these circuits into silicon devices, and conferring with customers about designing these devices into their applications. The majority of our engineers fit into one of these categories. Most of these engineers have many years of experience in the design, development and layout of circuits targeted for use in protection, advanced communications, power management and high-reliability, multimedia and data communications, and wireless and sensing applications. We also employ a number of software

engineers and systems engineers that specialize in the development of software and systems architecture, who enable us to develop systems oriented products in select markets.

In fiscal year 2015, we incurred $119.4 million of product development and engineering expense. This represents 21% of net sales. These expenses included $6.6 million of impairment charges relating to our strategic decision to reduce our investment in the defense and microwave communications markets and our continued reductions in the long-haul optical market. Product development and engineering costs were $137.4 million or 23% of net sales and $120.0 million or 21% of net sales in fiscal years 2014 and 2013, respectively. The expenses in fiscal year 2014 included $7.7 million of impairment charges relating to our decision to reduce investments in the optical long-haul market.

We occasionally enter into agreements with customers that allow us to recover certain costs associated with product design and engineering services. Any recovery for these services is recognized during the period in which services are performed, which historically lags behind the period in which we recognize expense. This difference in recognition timing can create volatility in our reported development and engineering expenses.

Sales and Marketing

Sales made directly to customers during fiscal years 2015, 2014 and 2013, were approximately 44%, 57% and 61%, of net sales, respectively. The remaining 56%, 43% and 39% of net sales were made through independent distributors. The decline in direct sales in the past three years is related to lower sales of our 40 Gbps and 100 Gbps long-haul transport products which were predominantly sold directly to our end-customers. We have direct sales personnel located throughout the United States, Europe and Asia who manage the sales activities of independent sales representative firms and independent distributors. We expense our advertising costs as they are incurred.

We operate internationally through our wholly owned Swiss and Canadian subsidiaries, Semtech International AG and Semtech Canada Corporation. Semtech International AG serves the European markets from its headquarters in Wil, Switzerland and through its wholly owned subsidiaries based in France, Germany, Neuchatel – Switzerland, the United Kingdom, China and Malaysia. Semtech International AG maintains branch offices, either directly or through one of its wholly owned subsidiaries, in Taiwan, Korea and Japan. Semtech International AG also maintains representative offices in China. Semtech Canada Corporation serves the North American market for Gennum products, which are now part of the Signal Integrity and Timing group, from its headquarters in Burlington, Ontario. Semtech Canada Corporation also serves the European and Japanese markets through its wholly owned subsidiaries in the United Kingdom and Japan. Independent representatives and distributors are also used to serve customers throughout the world. Some of our distributors and sales representatives also offer products from our competitors, as is customary in the industry.

Customers, Sales Data and Backlog

As a result of the breadth of our products and markets, we have a broad and balanced range of customers.

Representative Customers by End-Markets:

Enterprise Computing	Communications	High-End Consumer	Industrial
Hewlett-Packard	Cisco Systems, Inc.	LG Electronics Inc.	Sharp Corporation
Sumitomo Electric	Huawei Technologies Co., Ltd.	Sharp Corporation	Honeywell Inc.
Oclaro, Inc.	Nokia Solutions and Networks	Quanta Computer	Panasonic Corp
Samsung Electronics Co., Ltd.	Ericsson	Apple, Inc.	Itron, Inc.
LuxNet	Samsung Electronics Co., Ltd.	Samsung Electronics Co., Ltd.	Sony Corp
Apple, Inc.	ZTE Corporation	Sumitomo Electric	Phonak International
Google Inc.			Raytheon Company
Amazon.com Inc.			Rockwell Automation

9

Our customers include major original equipment manufacturers (“OEMs”) and their subcontractors in the enterprise computing, communications, high-end consumer and industrial end-markets. Our products are typically purchased by these customers for our performance, price, or technical support, as compared to our competitors.
During fiscal years 2015, 2014 and 2013, U.S. sales contributed 12%, 16% and 17%, respectively to our net sales. Foreign sales constituted 88%, 84% and 83% of our net sales during fiscal years 2015, 2014 and 2013, respectively. A majority of foreign sales were to customers located in the Asia-Pacific region, with sales to customers located in Taiwan, South Korea, Japan, and China (including Hong Kong) comprising 8%, 9%, 11%, and 38% of our net sales, respectively, in fiscal year 2015. No other foreign country comprised more than 5% of net sales in fiscal year 2015. See Note 16 to our consolidated financial statements included in Item 8 of this report for additional financial information by geographic region.
A summary of net sales by region follows.
Sales by Region

	Fiscal Years								
(in thousands, except percentages)	2015			2014			2013		
Asia-Pacific	$412,514	74	%	$432,097	73	%	$405,179	70	%
North America	85,139	15	%	94,574	16	%	98,401	17	%
Europe	60,232	11	%	68,306	11	%	75,247	13	%
Total Net Sales	$557,885	100	%	$594,977	100	%	$578,827	100	%

The following table sets forth the concentration of net sales and accounts receivable among the customers that accounted for more than 10% of our net sales or accounts receivable at the end of fiscal years 2015, 2014 and 2013:
Concentration of Net Sales - Significant Customers

	Fiscal Years					
(percentage of net sales)	2015		2014		2013	
Samsung Electronics (and affiliates)	11	%	12	%	12	%
Huawei Technologies (and affiliates)	5	%	9	%	10	%

Concentration of Accounts Receivable - Significant Customers

	Fiscal Years			
(percentage of net accounts receivable as of fiscal year end)	2015		2014	
Samsung Electronics (and affiliates)	12	%	13	%

For fiscal year 2015, end-market concentration for our significant customers was as follows:

(percentage of net sales)	Samsung Electronics (and affiliates)	
High-End Consumer [1]	10	%
Communications	1	%
Enterprise Computing	—	%
Industrial and Other	—	%
Total	11	%

(1) For Samsung Electronics Co., Ltd., approximately 88% of the sales into the High-end Consumer end-market relate to products focused on the handheld market, which includes cell phones.

Our backlog of orders as of the end of fiscal years 2015, 2014 and 2013 was approximately $72.7 million, $84.4 million and $113.8 million, respectively. The majority of our backlog is typically requested for delivery within six months. In markets where the end system life cycles are relatively short, customers typically request delivery in four to eight weeks. A backlog analysis at any given time gives little indication of our future business except on a short-term basis, principally within the next

45 days. We do not have any significant contracts with our customers calling for shipments over a period of more than 18 months.

Manufacturing Capabilities

Our strategy is to outsource the majority of our manufacturing functions to third-party foundries and assembly and test contractors. The third-party foundries fabricate silicon wafers and the assembly and test contractors package and test our products. We believe this outsourcing permits us to take advantage of the best available technology, leverage the capital investment of others, and reduce our operating costs associated with manufacturing assets.

We perform a limited amount of internal probe and final test activities at our facilities in Camarillo, Irvine, Redondo Beach and San Diego in California; Neuchatel in Switzerland; and Reynosa in Mexico. These activities accommodate situations in which tight coupling with product design is desirable or where there are unique requirements. Our packaged discrete rectifier products are packaged and tested in-house in Reynosa, Mexico. Almost all of our other products are packaged and tested by outside subcontractors.

In keeping with our mostly “fabless” business model, we have no wafer fabrication facilities except for our operation in Reynosa, Mexico. For fiscal year 2015, the Reynosa facility provided almost all of the silicon for our packaged discrete rectifier products, which were approximately 3% of our end product sales. The remaining 97% of our end products were supported with finished silicon wafers purchased from outside wafer foundries in China, Taiwan, Germany, and Israel. We anticipate that more than 90% of all silicon wafers we require will come from outside foundries in fiscal year 2016.

Despite our use of outside wafer foundries for sourcing a majority of our silicon needs, we do maintain internal process development capabilities. Our process engineers work closely with our outside foundries on the improvement and development of process capabilities. In fiscal year 2015, we purchased the vast majority of our wafers from approximately six different third-party wafer foundries and used various manufacturing processes, including Bipolar, CMOS, RF-CMOS and Silicon Germanium ("SiGe") BI-CMOS processes.

While we do have some redundancy of fabrication processes by using multiple outside foundries, any interruption of supply by one or more of these foundries could materially impact us. As a result, we maintain some amount of business interruption insurance to help reduce the financial risk associated with a wafer supply interruption, but we are not fully insured against this risk.

Although our products are made from basic materials (principally silicon, metals and plastics), all of which are available from a number of suppliers, capacity at wafer foundries sometimes becomes constrained. The limited availability of certain materials, such as silicon wafer substrates, may impact our suppliers’ ability to meet our demand needs or impact the price we are charged. The prices of certain other basic materials, such as metals, gases and chemicals used in the production of circuits have all increased in recent years as demand has grown for these basic commodities. In most cases we do not procure these materials ourselves, but we are nevertheless reliant on these materials for producing our products because our outside foundry and package and test subcontractors must procure them. To help minimize risks associated with constrained capacity, we use multiple foundries and have taken other steps to prevent supply interruptions at certain foundries and subcontractors.

Our largest wafer source is a foundry in China. In fiscal year 2015, this Chinese foundry provided 37% of our total silicon requirements in terms of cost of wafers purchased. We have consigned certain equipment to this foundry to support our specialized processes run at the foundry and to ensure a specified level of capacity over the next few years. While the provision of these assets to the wafer foundry may be factored into certain pricing arrangements with the foundry, the impact of any pricing adjustments is insignificant and does not impact our margin trends.

We use third-party subcontractors to perform almost all of our assembly and test operations. A majority of our assembly and test activity is conducted by third-party subcontractors based in China, Malaysia, Taiwan, Thailand, Korea and the Philippines. We have operations offices located in the Philippines, Malaysia and China that support and coordinate some of the worldwide shipment of products. We have installed our own test equipment at some of our packaging and testing subcontractors in order to ensure a certain level of capacity, assuming the subcontractor has ample employees to operate the equipment.

Our arrangements with both outside wafer foundries and package and test subcontractors are designed to provide some assurance of capacity but are not expected to assure access to all the manufacturing capacity we may need in the

future.

Competition

The analog and mixed-signal semiconductor industry is highly competitive, and we expect competitive pressures to continue. Our ability to compete effectively and to expand our business will depend on our ability to continue to recruit and retain key

---

engineering talent, our ability to execute on new product developments and our ability to persuade customers to design these new products into their applications.

Our industry is characterized by decreasing unit selling prices over the life of a product as the volumes typically increase. However, price decreases can sometimes be quite rapid and faster than the rate of increase of the associated product volumes. We believe we compete effectively based upon our ability to capitalize on efficiencies and economies of scale in production and sales, and our ability to maintain or improve our productivity and product yields to reduce manufacturing costs.

We are in direct and active competition, with respect to one or more of our product lines, with numerous manufacturers of varying size, technical capability and financial strength. A number of these competitors are dependent on semiconductor products as their principal source of income, and some are much larger than we are. The number of competitors has grown due to expansion of the market segments in which we participate. Additionally, there has been a trend toward consolidation in our industry as companies attempt to strengthen or hold their market positions in an evolving industry. Such consolidations may make it more difficult for us to compete effectively, including on the basis of price, sales and marketing programs, channel coverage, technology or product functionality.

We consider our primary competitors with respect to our Protection Products to include STMicroelectronics, NXP Semiconductors N.V., ON Semiconductor Corporation and Infineon Technologies AG. Our primary competitors with respect to our Signal Integrity Products are Texas Instruments Incorporated, Maxim Integrated Products, Inc., M/A-COM Technology Solutions Holdings, Inc., Inphi Corporation, Broadcom Corporation, Applied Micro Circuits Corporation and our customers' own internal solutions. With respect to our Power and High Reliability products, we consider our primary competitors to include Texas Instruments Incorporated, Linear Technology Corporation, Maxim Integrated Products Inc., Microsemi Corporation and Monolithic Power Systems. Our primary competitors with respect to our Wireless, Sensing and Timing products include Silicon Laboratories, Texas Instruments Incorporated, Atmel Corporation, Analog Devices Inc. and Cypress Semiconductor Corp.

Intellectual Property and Licenses

We have been granted 141 U.S. patents and 54 foreign patents and have numerous patent applications pending with respect to our products and to technologies associated with our business. The expiration dates of issued patents range from 2016 to 2033. Although we consider patents to be helpful in maintaining a competitive advantage, we do not believe they create definitive competitive barriers to entry. There can be no assurance that our patent applications will lead to issued patents, that others will not develop or patent similar or superior products or technologies, or that our patents will not be challenged, invalidated, or circumvented by others. We have no revenue from patents that expire in calendar year 2015 and no significant revenue associated with patents that expire in 2016 or 2017.

We have registered many of our trademarks in the U.S. and in various foreign jurisdictions. Registration generally provides rights in addition to basic trademark protections and is typically renewable upon proof of continued use. We have registered, or are in the process of registering, our SEMTECH trademark in many jurisdictions. In one location use of this trademark is prohibited, but we are permitted to use our Semtech International trade name. This restriction has not had a material impact on our business to date and we do not anticipate it will have a material impact in the future.

We also have registered certain materials in which we have copyright ownership, which provides additional protection for this intellectual property.

Employees

As of January 25, 2015, we had 1,456 full-time employees. There were 580 employees in research and development, 246 in sales, marketing and field services, and 201 in general, administrative and finance. The remaining employees support operational activities, including product and test engineering, assembly, manufacturing, distribution and quality functions.

We have not had a work stoppage in the last decade and the only unionized employees are approximately 230 Mexican nationals who work at our manufacturing facility in Reynosa, Mexico. Our employee relations during the last fiscal year have been, and remain, satisfactory.

We adjust our workforce from time to time to meet the changing needs of our business. Competition for key design engineering talent globally is significant.

Government Regulations and Environmental Matters
We are required to comply, and it is our policy to comply, with numerous government regulations that are normal and customary to businesses in our industry and that operate in our markets and operating locations.

Our sales that serve the military and aerospace markets primarily consist of our Microwave and High-Reliability products that have been qualified to be sold in these markets by the U.S. Department of Defense ("DOD"). In order to maintain these qualifications, we must comply with certain specifications promulgated by the DOD. As part of maintaining these qualifications, we are routinely audited by the DOD. Based on current specifications, we believe we can maintain our qualifications for the foreseeable future. However, these specifications could be modified by the DOD in the future or we could become subject to other government requirements, which could make the manufacturing of these products more difficult and thus could adversely impact our profitability in the Protection, Power and High Reliability and Systems Innovation product lines. In fiscal year 2015, our sales that serve military and aerospace markets made up 3% of net sales. The U.S. State Department has determined that a small number of special assemblies from the Protection, Power and High Reliability and Systems Innovation product lines are subject to the International Traffic in Arms Regulations ("ITAR"). We have a Technical Assistance Agreement in place that permits us to assemble certain of these products in Mexico. Other products subject to ITAR regulations are manufactured in our Redondo Beach, CA facilities. International shipments of these products require a State Department license.
Our facilities throughout the world are subject to various environmental laws and regulations and we believe our operations are in substantial compliance with those laws and regulations. We have incurred, and may continue to incur, liabilities under various statutes for the cleanup of pollutants at locations we have operated and at third-party disposal and recycling sites we have used. During fiscal years 2015 and 2014, the expense incurred with respect to these cleanup matters was not material. In fiscal year 2013, we recorded a $2.5 million environmental reserve associated with the November 2012 draft clean up and abatement order discussed below. In the third quarter of fiscal 2015, we revised the estimate to $2.7 million. New laws or regulations or changes to existing laws or regulations could subject our ongoing operations to different or additional environmental standards that could increase our cost of compliance in the future. In addition, our cost of doing business could increase if our suppliers increase prices to recoup the cost of their compliance with environmental laws or regulations. See Note 15 to our consolidated financial statements included in Item 8 of this report.
We have used an environmental firm, specializing in hydrogeology, to perform monitoring of the groundwater at our former facility in Newbury Park, California that was leased for approximately forty years. We vacated the building in May 2002. Certain contaminants have been found in the local groundwater and site soils. Groundwater monitoring results to date over a number of years suggest that a measurable amount of groundwater contaminants of concern are believed to come from, or be contributed by, in full or in material part, adjacent facilities and/or to come from environmental cleanup operations separately conducted on the adjacent facilities, never owned or occupied by us. Responsibility for soil contamination remains under investigation. The location of key soil contamination (and some related site groundwater impact associated with the soil contamination) is concentrated in and found to emanate from an area of an underground storage tank that we believe to have been installed and primarily used in the early 1960s by a former tenant at the site who preceded our tenancy. The applicable regulatory agency having authority over the site issued joint instructions in November 2008, ordering us and the current owner of the site to perform additional assessments and surveys, and to create ongoing groundwater monitoring plans before any final regulatory action for "no further action" may be approved. In September 2009, the regulatory agency issued supplemental instructions to us and the current site owner regarding previously ordered site assessments, surveys and groundwater monitoring. In November 2012, the regulatory agency listed two more potentially responsible parties to the matter, based on historical evidence of past occupancy or operations at the site dating to the 1960s. In addition, the regulatory agency's November 2012 action included a draft cleanup and abatement order to all the parties. Responses to the draft orders were submitted in a timely manner by all the parties in January 2013. In October 2013, the regulatory agency issued a final cleanup and abatement order. The October 2013 order removed the two additional potentially responsible parties from further participation or liability under the order. The October 2013 order was consistent and duplicative of the November 2012 draft order in all other material respects, including the scope of proposed additional site work, monitoring, and proposed remediation activities. We have filed an appeal of the October 2013 order seeking reconsideration of the removal of the two other potentially responsible parties, and seeking clarification of certain other factual findings by the regulatory agency. Other parties have filed their own responses to the October 2013 order. Further action and response from the regulatory agency is pending. The parties are expected to work

cooperatively in responding to and determining the appropriate scope and extent of additional site investigative and categorization work, as well as in relation to any ultimate cleanup and abatement work.

We have accrued liabilities where it is probable that a loss will be incurred and the cost or amount of loss can be reasonably estimated. Based on our preliminary assessment following a November 2012 draft cleanup and abatement order, which has been reviewed under the October 2013 order pending the current appeal by us and other impacted parties, we have determined, with the assistance of an outside environmental consulting firm, that as of October 26, 2014, there is a likely range of probable loss between $2.7 million and $5.7 million. Given the yet unresolved status of the cleanup and abatement order and uncertainties associated with environmental assessment and the remediation activities, we are unable to determine a best estimate within the range of loss. Therefore, we recorded, in total, the minimum amount of $2.7 million. This liability is reported as “Other long-term liabilities” in the condensed consolidated balance sheets. These estimates could continue to

change as a result of changes in planned remedial actions, further actions from the regulatory agency, remediation technology, and other factors.

Available Information

General information about us can be found on our website at www.semtech.com. The information on our website is for informational purposes only and should not be relied on for investment purposes. The information on our website is not incorporated by reference into this report and should not be considered part of this or any other report filed with the SEC.

We make available free of charge, either by direct access on our website or a link to the SEC website, 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 Exchange Act, as soon as reasonably practicable after such reports are electronically filed with, or furnished to, the SEC. Our reports filed with, or furnished to, the SEC are also available directly at the SEC's website at www.sec.gov.

Item 1A. Risk Factors

You should carefully consider and evaluate all of the information in this Annual Report on Form 10-K, including the risk factors listed below. The risks described below are not the only ones facing our Company. Additional risks not now known to us or that we currently deem immaterial may also impair our business operations. If any of these risks actually occur, our business could be materially harmed. If our business is harmed, the trading price of our common stock could decline.

As discussed earlier in "Special Note Regarding Forward-Looking and Cautionary Statements," this Annual Report on Form 10-K contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of such risks and uncertainties and certain factors including the risks faced by us described below and elsewhere in this Annual Report on Form 10-K, including, without limitation, information under the section "Management's Discussion and Analysis of Financial Condition and Results of Operations" and additional factors that accompany the related forward-looking statements in this Annual Report on Form 10-K, in the Company's other filings with the SEC, and in material incorporated herein and therein by reference. In light of the significant risks and uncertainties inherent in the forward-looking information included herein that may cause actual performance and results to differ materially from those predicted, any such forward-looking information should not be regarded as representations or guarantees by the Company of future performance or results, or that its objectives or plans will be achieved or that any of its operating expectations or financial forecasts will be realized. Reported results should not be considered an indication of future performance. Investors are cautioned not to place undue reliance on any forward-looking information contained herein, which reflect management's analysis only as of the date hereof. Except as required by law, the Company assumes no obligation to publicly release the results of any update or revision to any forward-looking statements that may be made to reflect new information, events or circumstances after the date hereof or to reflect the occurrence of unanticipated or future events, or otherwise.

Risks Relating to General Business Conditions

Our future results may fluctuate, fail to match past performance or fail to meet expectations.

Our results may fluctuate in the future, may fail to match our past performance or fail to meet our expectations and the expectations of analysts and investors. Our results and related ratios, such as gross margin, operating income percentage and effective tax rate may fluctuate as a result of:

- general economic conditions in the countries where we sell our products;
- seasonality and variability in the computer market and our other end-markets;
- the timing of new product introductions by us, our customers and our competitors;
- product obsolescence;
- the scheduling, rescheduling or cancellation of orders by our customers;
- the cyclical nature of demand for our customers' products;
- our ability to predict and meet evolving industry standards and consumer preferences;
- our ability to develop new process technologies and achieve volume production;

- our ability to integrate and realize synergies from recent acquisitions;
- changes in manufacturing yields;
- capacity utilization;

14

- product mix and pricing;
- movements in exchange rates, interest rates or tax rates;
- the availability of adequate supply commitments from our outside suppliers;
- the manufacturing and delivery capabilities of our subcontractors; and
- litigation and regulatory matters.

As a result of these factors, our past financial results are not necessarily indicative of our future results.

Downturns in the business cycle could adversely affect our revenues and profitability.

The semiconductor industry is highly cyclical and has experienced significant downturns, which are characterized by reduced product demand, production overcapacity, increased levels of inventory, industry-wide fluctuations in the demand for semiconductors and the significant erosion of average selling prices. The cyclical nature of the semiconductor industry may cause us to experience substantial period-to-period fluctuations in our results of operations. The growth rate of the global economy is one of the factors affecting demand for semiconductor components. Many factors could adversely affect regional or global economic growth including increased price inflation for goods, services or materials, rising interest rates in the United States and the rest of the world, or tight credit markets. In addition, economic slowdowns may also affect our customers' ability to pay for our products. Accordingly, economic slowdowns may harm our business.

Current global economic conditions could reduce demand for our products.

Uncertainty about global economic conditions, including in Europe and Asia, can pose a risk to the overall economy by causing fluctuations to and reductions in consumer and commercial spending. Demand for our products could be different from our expectations due to many factors including changes in business and economic conditions, conditions in the credit market that affect consumer confidence, customer acceptance of our products, changes in customer order patterns, including order cancellations, and changes in the level of inventory held by vendors.

Business interruptions could harm our business.

Our corporate headquarters, a portion of our assembly and research and development activities and certain other critical business operations are located near major earthquake fault lines. We do not maintain earthquake insurance and our business could be harmed in the event of a major earthquake. We generally do not maintain flood coverage, including for our Asian locations where certain of our operations support and sales offices are located. Such flood coverage has become very expensive; as a result we have elected not to purchase this coverage. If one of these locations were to experience a major flood, our business may be harmed.

Our business could be harmed if natural disasters interfere with production of wafers by our suppliers, with assembly and testing of products by our subcontractors, or with our distribution network. We maintain some business interruption insurance to help reduce the effect of such business interruptions, but we are not fully insured against such risks. Likewise, our business could be adversely impacted if a natural disaster were to shut down or significantly curtail production by one or more of our end customers. Any such loss of revenue due to a slowdown or cessation of end customer demand is uninsured.

When natural disasters such as an earthquake or other causes result in wide-spread destruction, the impact on our business may not be readily apparent. This is especially true when trying to assess the impact of the disaster on our end customers, who themselves may not fully understand the impact of the event on their businesses. The full extent and scope of natural disaster impacts, both in terms of direct impact on us and our supply chain, as well as on our end customers (to include their own supply chain issues as well as end-market issues), may not be known for a considerable period of time following the disaster. When any such natural disaster occurs, there can be no assurance that our results of operations may not be materially affected as a result of the impact of the disaster on us or on our end customers.

We rely on third party freight firms for nearly all of our shipments from vendors to assembly and test sites, primarily in Asia, and for shipments of our final product to customers. This includes ground and air transportation. Any significant disruption of such freight business globally or in certain parts of the world, particularly where our operations are concentrated, could materially and adversely affect our ability to generate revenues. Business interruption insurance may not provide enough protection to compensate us for losses that may occur. Accordingly, any of these disruptions could significantly harm our business.

Terrorist attacks, wars and other acts of violence, or any other national or international crisis, calamity or emergency, may result in interruption to the business activities of many entities, business losses and overall disruption of the economy at many levels. These events may directly impact our physical facilities or those of our customers and suppliers. Additionally, these events or

armed conflicts may cause some of our customers or potential customers to reduce the level of expenditures on their services and products that ultimately may reduce our revenue. The consequences of these reductions are unpredictable, and we may not be able to foresee events that could have an adverse effect on our business. For example, as a result of these events, insurance premiums for businesses may increase and the scope of coverage may be decreased. Consequently, we may not be able to obtain adequate insurance coverage for our business and properties. To the extent that these disruptions result in delays or cancellations of customer orders, a general decrease in corporate spending, or our inability to effectively market our services and products, our business and results of operations could be harmed.

We operate a manufacturing facility in Reynosa, Mexico. Historically, certain regions in Mexico have experienced high levels of violence. Any significant disruption of our operations at this facility could materially affect our ability to generate revenues for certain products within our High-Reliability product line. Some of the products that we produce at this facility require certification by the Defense Contract Audit Agency ("DCAA"). Failure to secure or maintain the required certification, either directly through the DCAA or through a qualifying third party would materially affect our authorization to manufacture applicable products at this facility, and our revenue for certain products within our Power and High-Reliability product line could materially decline. An audit was performed in May 2012 by the Defense Logistics Agency (DLA) Land and Maritime office, which is the DOD agency having oversight responsibility for applicable products manufactured in this facility. We received a letter of certification allowing us to continue producing High-Reliability products in 2013. The applicable certification will maintain our listing on the DOD Qualified Parts List (QPL) as a MIL-PRF-19500 Semiconductor Manufacturer of JAN, JANTX, JANTXV and JANS quality level components. The DLA has indicated, barring any unforeseen circumstances, that our next surveillance audit may occur in early 2015.

A large percentage of our sales are to customers located in Asia and a large percentage of our products are manufactured in Asia. One of our largest customer bases in Asia is located in Taiwan. Our largest wafer source is located in China. An outbreak of SARS or other health related issues, such as an avian influenza (bird flu) pandemic, could have a negative impact on consumer demand, on travel needed to secure new business or manage our operations, on transportation of our products from our suppliers or to our customers, or on workers needed to sell or manufacture our products or our customers' products.

Risks Relating to Production Operations

We obtain many essential components and materials and certain critical manufacturing services from a limited number of suppliers and subcontractors, most of which are foreign-based entities.

Our reliance on a limited number of subcontractors and suppliers for wafers, packaging, testing and certain other processes involves several risks, including potential inability to obtain an adequate supply of required components and reduced control over the price, timely delivery, reliability and quality of components. These risks are attributable to several factors, including limitations on resources, labor problems, equipment failures or the occurrence of natural disasters. The good working relationships we have established with our suppliers and subcontractors could be disrupted, and our supply chain could suffer, if a supplier or subcontractor were to experience a change in control. There can be no assurance that problems will not occur in the future with suppliers or subcontractors. Disruption or termination of our supply sources or subcontractors could significantly delay our shipments and harm our business. Delays could also damage relationships with current and prospective customers. Any prolonged inability to obtain timely deliveries or quality manufacturing or any other circumstances that would require us to seek alternative sources of supply or to manufacture or package certain components internally could limit our growth and harm our business.

We are subject to risk from fluctuating market prices of certain commodity raw materials, particularly gold, that are incorporated into our end products or used by our suppliers to process our end products. Increased commodity prices are passed on to us in the form of higher prices from our suppliers, either in the form of general price increases or commodity surcharges. Although we generally deal with our suppliers on a purchase order basis rather than on a long-term contract basis, we generally attempt to obtain firm pricing for volumes consistent with planned production. Our gross margins may decline if we are not able to increase selling prices of our products or obtain manufacturing efficiencies to offset the increased cost. We do not enter into formal hedging arrangements to mitigate against

commodity risk.

Most of our outside subcontractors and suppliers, including third-party foundries that supply silicon wafers, are located in foreign countries, including China, Taiwan, Europe and Israel. For fiscal year 2015, approximately 37% of our silicon in terms of cost of wafers, was supplied by a third-party foundry in China, and this percentage could be even higher in future periods. For both fiscal years 2014 and 2013, approximately 38% of our silicon in terms of cost of wafers was supplied by this third-party foundry in China. While our utilization of multiple outside foundries does create some redundancy of fabrication processes, any interruption of supply by one or more of these foundries could materially impact us. We maintain some amount of business interruption insurance to help reduce the risk of wafer supply interruption, but we are not fully insured against such risk.

A majority of our package and test operations are performed by third-party contractors based in Malaysia, Korea, Taiwan, Thailand, the Philippines and China. Our international business activities, in general, are subject to a variety of potential risks resulting from political and economic uncertainties. Any political turmoil or trade restrictions in these countries, particularly China, could limit our ability to obtain goods and services from these suppliers and subcontractors. The effect of an economic crisis or political turmoil on our suppliers located in these countries may impact our ability to meet the demands of our customers. If we find it necessary to transition the goods and services received from our existing suppliers or subcontractors to other firms, we would likely experience an increase in production costs and a delay in production associated with such a transition, both of which could have a significant negative effect on our operating results, as these risks are substantially uninsured.

Our ultra-high speed SerDes products and most of our microwave products are dependent on a single fabrication facility, located within the United States, for wafers. Any extended or continued interruption of supply by this supplier facility could materially impact our ability to ship these products to customers. An extended or protracted failure by us to deliver products to customers in accordance with contractual delivery commitments could result in lost business opportunities and may in certain circumstances trigger contractual penalties or other contractual liabilities to customers, including stipulated delay fees and/or the cost differential of substitute products.

Our products may be found to be defective, product liability claims may be asserted against us and we may not have sufficient liability insurance.

Manufacturing semiconductors is a highly complex and precise process, requiring production in a tightly controlled, clean environment. Minute impurities in our manufacturing materials, contaminants in the manufacturing environment, manufacturing equipment failures, and other defects can cause our products to be non-compliant with customer requirements or otherwise nonfunctional. We face an inherent business risk of exposure to warranty and product liability claims in the event that our products fail to perform as expected or such failure of our products results, or is alleged to result, in bodily injury or property damage (or both). Since a defect or failure in our product could give rise to failures in the goods that incorporate them (and consequential claims for damages against our customers from their customers), we may face claims for damages that are disproportionate to the revenues and profits we receive from the products involved.

Our general warranty policy provides for repair or replacement of defective parts. In some cases, a refund of the purchase price is offered. In certain instances, we have agreed to other warranty terms, including some indemnification provisions, which could prove to be significantly more costly than repair, replacement or refund. We attempt to limit our liability through our standard terms and conditions and negotiation of sale and other customer contracts, but there is no assurance that such limitations will be accepted or effective. While we maintain some insurance for such events, a successful warranty or product liability claim against us in excess of our available insurance coverage, if any, and established reserves, or a requirement that we participate in a product recall, would have adverse effects (that could be material) on our business, results of operations and financial condition. Additionally, in the event that our products fail to perform as expected, our reputation may be damaged, which could make it more difficult for us to sell our products to existing and prospective customers and could adversely affect our business, results of operations and financial condition.

Risks Relating to Research and Development, Engineering, Intellectual Property and New Technologies

We may be unsuccessful in developing and selling new products, which is central to our objective of maintaining and expanding our business.

We operate in a dynamic environment characterized by price erosion, rapid technological change, and design and other technological obsolescence. Our competitiveness and future success depend on our ability to predict and adapt to these changes in a timely and cost-effective manner by designing, developing, manufacturing, marketing and providing support for our own new products and technologies.

A failure to achieve design wins, to introduce these new products in a timely manner, or to achieve market acceptance for these products on commercially reasonable terms could harm our business.

The introduction of new products presents significant business challenges because product development commitments and expenditures must be made well in advance of product sales. The success of a new product depends on accurate

forecasts of long-term market demand and future technological developments, as well as on a variety of specific implementation factors, including:

- timely and efficient completion of technology, product and process design and development;
- timely and efficient implementation of manufacturing, assembly, and test processes;

- the ability to secure and effectively utilize fabrication capacity in different geometries;
- product performance;
- product quality and reliability; and
- effective marketing, sales and service.

Even if we are able to develop products and achieve design wins, the design wins may never generate revenues if end-customer projects are unsuccessful in the marketplace or the end-customer terminates the project, which may occur for a variety of reasons. Mergers and consolidations among customers may lead to termination of certain projects before the associated design win generates revenue. If design wins do generate revenue, the time lag between the design win and meaningful revenue can be uncertain and could be significant. If we fail to develop products with required features or performance standards or experience even a short delay in bringing a new product to market, or if our customers fail to achieve market acceptance of their products, our business, financial condition and results of operations could be materially and adversely impacted.

Our products may fail to meet new industry standards or requirements and the efforts to meet such industry standards or requirements could be costly.

Many of our products are based on industry standards that are continually evolving. Our ability to compete in the future will depend in part on our ability to anticipate, identify and ensure compatibility or compliance with these evolving industry standards. The emergence of new industry standards could render our products incompatible with products developed by our customers and potential customers. As a result, we could be required to invest significant time and effort and to incur significant expense to redesign our products to ensure compliance with relevant standards. If our products are not in compliance with prevailing industry standards or requirements, we could miss opportunities to achieve crucial design wins which in turn could have a material adverse effect on our business, operations and financial results.

We may be unable to adequately protect our intellectual property rights.
We pursue patents for some of our new products and unique technologies, but we rely primarily on trade secret protections through a combination of nondisclosure agreements and other contractual provisions, as well as our employees' commitment to confidentiality and loyalty, to protect our know-how and processes. We intend to continue protecting our proprietary technology, including through trademark and copyright registrations and patents. Despite this intention, we may not be successful in achieving adequate protection. Our failure to adequately protect our material know-how and processes could harm our business. There can be no assurance that the steps we take will be adequate to protect our proprietary rights, that our patent applications will lead to issued patents, that others will not develop or patent similar or superior products or technologies, or that our patents will not be challenged, invalidated, or circumvented by others. Furthermore, the laws of the countries in which our products are or may be developed, manufactured or sold may not protect our products and intellectual property rights to the same extent as laws in the United States.
We may suffer losses and business interruption if our products infringe the intellectual property rights of others.
The semiconductor industry is characterized by frequent claims of infringement and litigation regarding patent and other intellectual property rights. Due to the number of competitors, intellectual property infringement is an ongoing risk since other companies in our industry could have intellectual property rights that may not be identifiable when we initiate development efforts. Litigation may be necessary to enforce our intellectual property rights and we may have to defend ourselves against infringement claims. Any such litigation could be very costly and may divert our management's resources. If one of our products is found to infringe on a third party's rights, we may have liability for past infringement and may need to seek a license to use such intellectual property going forward. If a license is not available or if we are unable to obtain a license on terms acceptable to us, we would either have to change our product so that it does not infringe or stop making the product.

We must commit resources to product production prior to receipt of purchase commitments and could lose some or all of the associated investment.

Sales are made primarily on a current delivery basis, pursuant to purchase orders that may be revised or cancelled by our customers without penalty, rather than pursuant to long-term contracts. Some contracts require that we maintain inventories of certain products at levels above the anticipated needs of our customers. As a result, we must commit resources to the production of products without binding purchase commitments from customers. Our inability to sell products after we devote significant resources to them could harm our business.

Risks Relating to International Operations

We sell and trade with foreign customers, which subjects our business to increased risks.

Sales to foreign customers accounted for approximately 88% of net sales in the fiscal year ended January 25, 2015. Sales to our customers located in China (including Hong Kong) and South Korea constituted 38% and 9%, respectively, of net sales for fiscal year 2015. International sales are subject to certain risks, including unexpected changes in regulatory requirements, tariffs and other barriers, political and economic instability, difficulties in accounts receivable collection, difficulties in managing distributors and representatives, difficulties in staffing and managing foreign subsidiary and branch operations and potentially adverse tax consequences. These factors may harm our business. Our use of the Semtech name may be prohibited or restricted in some countries, which may negatively impact our sales efforts. In addition, substantially all of our foreign sales are denominated in U.S. dollars and currency exchange fluctuations in countries where we do business could harm us by resulting in pricing that is not competitive with prices denominated in local currencies.

Our foreign currency exposures may change over time as the level of activity in foreign markets grows and could have an adverse impact upon financial results.

As a global enterprise, we face exposure to adverse movements in foreign currency exchange rates. Certain of our assets, including certain bank accounts, exist in non-U.S. dollar-denominated currencies, which are sensitive to foreign currency exchange rate fluctuations. The non-U.S. dollar-denominated currencies are principally the Swiss Franc, Euro, Canadian dollars, Mexican Peso, Japanese Yen and British Pound Sterling. We also have a significant number of employees that are paid in foreign currency, the largest groups being United Kingdom-based employees who are paid in British Pound Sterling, Swiss-based employees who are paid in Swiss Francs, Canada-based employees who are paid in Canadian dollars, and Mexican nationals who are paid in Mexican Pesos.

Although the value of the U.S. dollar has strengthened recently, if the value of the U.S. dollar weakens relative to these specific currencies, as it has done in recent years, the cost of doing business in terms of U.S. dollars rises. With the growth of our international business, our foreign currency exposures may grow and under certain circumstances, could harm our business.

As a means of managing our foreign exchange exposure, we routinely convert U.S. dollars into foreign currency in advance of the expected payment. We regularly assess whether or not to hedge foreign exchange exposure. Any future use of forward contracts to hedge foreign exchange exposure may be required to be marked-to-market each quarter and can create volatility in net income not directly tied to our operating results.

We may be subject to increased tax liabilities and an increased effective tax rate if we need to repatriate funds held by our foreign subsidiaries.

As of January 25, 2015, our foreign subsidiaries held approximately $149.9 million of cash, cash equivalents, and short-term investments and $499.3 million of unremitted earnings for which no Federal or State taxes have been provided. If we needed these funds for investment in our domestic operations, any repatriation, such as that which occurred in fiscal year 2010 to partially fund the acquisition of Sierra Monolithics, Inc. ("SMI"), could result in increased tax liabilities.

We are subject to export restrictions and laws affecting trade and investments.

As a global company headquartered in the United States, we are subject to U.S. laws and regulations that limit and restrict the export of some of our products. Compliance with these laws has not significantly limited our operations or our sales in the recent past, but could significantly limit them in the future. We maintain an export compliance program but there are risks that the compliance controls could be circumvented, exposing us to legal liabilities. We must also comply with export restrictions and laws imposed by other countries affecting trade and investments. Although these restrictions and laws have not significantly restricted our operations in the recent past, there is a risk that they could do so in the future.

Risks Relating to Sales, Marketing and Competition

We compete against larger, more established entities and our market share may be reduced if we are unable to respond to our competitors effectively.

The semiconductor industry is intensely competitive and is characterized by price erosion, rapid technological change, and design and other technological obsolescence. We compete with domestic and international semiconductor

companies, many of which have substantially greater financial and other resources with which to pursue engineering, manufacturing, marketing and distribution of their products. We consider our primary competitors with respect to our Protection Products to include STMicroelectronics, NXP Semiconductors N.V., ON Semiconductor Corporation and Infineon Technologies AG. Our primary competitors with respect to our Signal Integrity and Timing products are Texas Instruments Incorporated, Maxim Integrated Products, Inc., M/A-COM Technology Solutions Holdings, Inc., Inphi Corporation, Broadcom Corporation, Applied Micro

---

Circuits Corporation, ClariPhy Communications, Inc. and our customers' own internal solutions. With respect to our Power and High Reliability products, we consider our primary competitors to include Texas Instruments, Linear Technology Corporation, Maxim Integrated Products Inc., Microsemi Corporation and Monolithic Power Systems. Our primary competitors with respect to our Wireless, Sensing and Timing products include Silicon Laboratories, Texas Instruments Incorporated, Atmel Corporation, Analog Devices Inc. and Cypress Semiconductor Corp.
We expect continued competition from existing competitors as well as competition from new entrants in the semiconductor market. Our ability to compete successfully in the rapidly evolving area of integrated circuit technology depends on several factors, including:

- success in designing and manufacturing new products that implement new technologies;
- protection of our processes, trade secrets and know-how;
- maintaining high product quality and reliability;
- pricing policies of our competitors;
- performance of competitors’ products;
- ability to deliver in large volume on a timely basis;
- marketing, manufacturing and distribution capability; and
- financial strength.

To the extent that our products achieve market success, competitors typically seek to offer competitive products or lower prices; if they are successful, they could harm our business.

Industry consolidation may lead to increased competition and may harm our operating results.

There has been a trend toward industry consolidation in our industry as companies attempt to strengthen or hold their market positions in an evolving industry and as companies are acquired or are unable to continue operations. Some of our competitors have made acquisitions or entered into partnerships or other strategic relationships to offer a more comprehensive solution than they individually had offered. Such consolidations or strategic partnerships may continue in the future. The companies or alliances resulting from these possible consolidations may create more compelling bundled products as well as being able to offer greater pricing flexibility, making it more difficult for us to compete effectively, including on the basis of price, sales and marketing programs, channel coverage, technology or product functionality. Continued industry consolidation may adversely impact customers' perceptions of the viability of smaller and even medium-sized semiconductor companies such as ourselves and, consequently, customers' willingness to purchase from us. We believe that industry consolidation may result in stronger competitors, with more efficient cost structures that are better able to compete as sole-source vendors for our end-customers. This could lead to more variability in our operating results and could have a material adverse effect on our business, operating results and financial condition.
We receive a significant portion of our revenues from a small number of customers and the loss of any one of these customers or failure to collect a receivable from them could adversely affect our business.
Our largest customers have varied from year to year. Historically, we have had significant customers that individually accounted for 10% or more of consolidated revenues in certain quarters or represented 10% or more of net accounts receivables at any given date.
Concentration of Net Sales - Significant Customers

	Fiscal Years					
(percentage of net sales)	2015		2014		2013	
Samsung Electronics Co., Ltd.(and affiliates)	11	%	12	%	12	%
Huawei Technologies Co., Ltd (and affiliates)	5	%	9	%	10	%

Concentration of Accounts Receivable - Significant Customers

	Fiscal Years	
(percentage of net accounts receivable as of fiscal year end)	2015	2014

Samsung Electronics Co., Ltd.(and affiliates)	12	%	13	%

20

In addition to those customers representing greater than 10% of net sales or accounts receivable listed above, we had several end-customers in fiscal year 2015 that, on an annual basis, accounted for more than 2% of net sales, but less than 10% of net sales.
Sales to our customers are generally made on open account, subject to credit limits we may impose, and the receivables are subject to the risk of being uncollectible.
The volatility of customer demand limits our ability to predict future levels of sales and profitability.
We primarily conduct our sales on a purchase order basis, rather than pursuant to long-term contracts. The loss of any significant customer, any material reduction in orders by any of our significant customers, the cancellation of a significant customer order or the cancellation or delay of a customer's significant program or product could harm our business.
Semiconductor suppliers can rapidly increase production output in response to slight increases in demand, leading to a sudden oversupply situation and a subsequent reduction in order rates and revenues as customers adjust their inventories to account for shorter lead times. Conversely, when circumstances create longer lead times customers may orders in excess of what they need to ensure availability, then cancel orders if lead times are reduced. A rapid and sudden decline in customer demand for products or cancellation of orders can result in excess quantities of certain products relative to demand. Should this occur, our operating results may be adversely affected as a result of charges to reduce the carrying value of our inventory to the estimated demand level or market price. Our quarterly revenues are highly dependent upon turns fill orders (orders booked and shipped in the same quarter). The short-term and volatile nature of customer demand makes it extremely difficult to accurately predict near term revenues and profits.
Most of our authorized distributors, which together represent approximately half of our net sales, can terminate their contract with us with little or no notice. The termination of a distributor could negatively impact our business, including net sales and accounts receivable.
In fiscal year 2015, authorized distributors accounted for approximately 56% of our net sales. We generally do not have long-term contracts with our distributors and most can terminate their agreement with us with little or no notice. For fiscal year 2015, our two largest distributors were based in Asia.
The termination of any of our distributor relationships could impact our net sales and limit our access to certain end-customers. It could also result in the return of excess inventory of our product held by that distributor. Since many distributors simply resell finished products, they generally operate on very thin profit margins. If a distributor were to terminate an agreement with us or go out of business, our accounts receivable from the particular distributor would be subject to significant collection risk.
Risks Relating to Governmental Regulations, including Taxes, Financial Reporting Rules and Regulations, and Environmental Regulations
We are subject to government regulations and other standards that impose operational and reporting requirements.
We, our suppliers, and our customers are subject to a variety of United States federal, foreign, state and local governmental laws, rules and regulations, including those related to the use, storage, handling, discharge or disposal of certain toxic, volatile or otherwise hazardous chemicals and the incorporation of such substances into products available for sale. If we or our suppliers were to incur substantial additional expenses to acquire equipment or otherwise comply with environmental regulations, product costs could significantly increase, thus harming our business.

We are also subject to laws, rules, and regulations related to export licensing and customs requirements, including the International Traffic in Arms Controls, the North American Free Trade Agreement and State Department and Commerce Department rules.
Additional laws, rules and regulations at the United States federal and relevant foreign levels governing data privacy protections for personal information, and corrupt practices/anti-bribery prohibitions, impact our business in terms of ongoing monitoring of compliance. Legislation and related regulations in the United Kingdom under that country's Bribery Act could have extra-territorial application of compliance standards that may be inconsistent with comparable United States law, requiring us to re-evaluate and amend our compliance programs, policies and initiatives.

The SEC and NASDAQ Stock Market ("NASDAQ") have revised, and continue to revise, their regulations and listing standards. These developments have increased, and may continue to increase, our legal compliance and financial reporting costs. These developments also may make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. This, in turn, could make it more difficult for us to attract and retain qualified members of our Board of Directors, or qualified executive officers.

Failure to comply with present or future laws, rules and regulations of any kind that govern our business could result in suspension of all or a portion of production, cessation of all or a portion of operations, or the imposition of significant regulatory, administrative, civil, or criminal penalties or sanctions, any of which could harm our business.
Our failure to comply with any applicable environmental regulations could result in a range of consequences, including fines, suspension of production, excess inventory, sales limitations, and criminal and civil liabilities.
We are subject to various state, federal and international laws and regulations governing the environment, including restricting the presence of certain substances in electronic products and making producers of those products financially responsible for the collection, treatment, recycling and disposal of those products. Although our management systems are designed to maintain compliance, we cannot assure you that we have been or will be at all times in complete compliance with such laws and regulations. If we violate or fail to comply with any of them, a range of consequences could result, including fines, import/export restrictions, sales limitations, criminal and civil liabilities or other sanctions. We could also be held liable for any and all consequences arising out of exposure to hazardous materials used, stored, released, disposed of by us or located at, under or emanating from our facilities or other environmental or natural resource damage. We have incurred, and may continue to incur, liabilities under various statutes for the cleanup of pollutants at locations we have operated and at third-party disposal and recycling sites we have used. For example, during our fiscal year 2013 and 2015, we recorded a total of $2.7 million for an environmental reserve associated with a cleanup and abatement order from a regulatory authority at our former facility in Newbury Park, California for groundwater contamination.
Environmental laws are complex, change frequently and have tended to become more stringent over time. For example, the European Union and China are two among a growing number of jurisdictions that have enacted in recent years restrictions on the use of lead, among other chemicals, in electronic products. These regulations affect semiconductor packaging. There is a risk that the cost, quality and manufacturing yields of lead-free products may be less favorable compared to lead-based products or that the transition to lead-free products may produce sudden changes in demand, which may result in excess inventory.
Future environmental legal requirements may become more stringent or costly and our compliance costs and potential liabilities arising from past and future releases of, or exposure to, hazardous substances may harm our business and our reputation.
"Conflict minerals” regulations may cause us to incur additional expenses, may make our supply chain more complex and may result in damage to our reputation with customers.
On August 22, 2012, under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, the SEC adopted 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 metals are commonly used in electronic components and devices, including our products. These regulations will require companies to investigate and disclose whether or not such minerals originate from the Democratic Republic of Congo or adjoining countries; the first such report was due on June 2, 2014. The implementation of these requirements could adversely affect the sourcing, availability and pricing of such minerals used in the manufacture of semiconductor devices. As a result, there may only be a limited pool of suppliers who provide conflict free metals, and we cannot assure you that we will be able to obtain products in sufficient quantities or at competitive prices. In addition, we could incur additional costs to the extent that we are required to make changes to products, processes, or sources of supply due to the foregoing requirements, including costs related to determining the source of any of the relevant minerals and metals used in our products. Also, since our supply chain is complex, we may face reputational challenges with our customers and other stockholders if we are unable to sufficiently verify the origins for all metals used in our products. 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. Our revenues and margins may be harmed if we are unable to meet this requirement at a reasonable price, or at all, or are unable to pass through any increased costs associated with meeting this requirement. To the extent that proposed conflict minerals legislation is adopted by the European Commission, these risks could increase.
We could be subject to changes in tax rates, the adoption of new U.S. or international tax legislation or exposure to additional tax liabilities.

We are subject to taxes in the U.S. and numerous foreign jurisdictions, including Switzerland, where a number of our subsidiaries are organized. Due to economic and political conditions, tax rates in various jurisdictions may be subject to significant change. Our future effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, or changes in tax laws or their interpretation, including in the U.S. and Switzerland. We are also subject to the examination of our tax returns and other tax matters by the Internal Revenue Service of the United States (IRS) and other tax authorities and governmental bodies. We regularly assess the

---

likelihood of an adverse outcome resulting from these examinations to determine the adequacy of our provision for taxes. There can be no assurance as to the outcome of these examinations. If our effective tax rates were to increase, particularly in the U.S. or Switzerland, or if the ultimate determination of taxes owed is for an amount in excess of amounts previously accrued, our operating results, cash flows, and financial condition could be adversely affected.

In addition, due to the complexity associated with the calculation of our tax provision, we have hired independent tax advisors to assist us. Significant judgment is required in the calculation of our tax provision and the resulting tax liabilities as well as determination of our ability to realize our deferred tax assets. Our estimates of future taxable income and the regional mix of this income can change as new information becomes available. Any such changes in our estimates or assumptions can significantly impact our tax provision in a given period by, for example, requiring us to impair existing deferred tax assets. Such required changes could result in us having to restate our financial statements. Restatements are generally costly and could adversely impact our results of operations or have a negative impact on the trading price of our common stock.

Changes in tax laws may materially impact tax liabilities and our effective tax rate.

We do not provide U.S. federal or state taxes for our unremitted income of wholly owned foreign subsidiaries that is considered to be permanently reinvested offshore and is not otherwise subject to current domestic taxation. The current U.S. administration and Congress have proposed changes to current U.S. tax law, including international tax reform that, if enacted, could materially impact our tax liabilities and effective tax rate.

We are subject to review by taxing authorities, including the Internal Revenue Service.

We are subject to review by domestic and foreign taxing authorities, including the Internal Revenue Service ("IRS"). Tax years prior to 2012 (fiscal year 2013) are generally not subject to examination by the IRS except for items with tax attributes that could impact open tax years. Changes to our tax filings could materially impact our tax liabilities and effective tax rate.

We may be subject to taxation and review of our compliance with value-added and other sales-type tax regulations in other jurisdictions which could negatively affect our operations.

As a global organization, we may be subject to a variety of transfer pricing or permanent establishment challenges by taxing authorities in various jurisdictions. If certain of our non-U.S. activities were treated as carrying on business as a permanent establishment and therefore, subject to income tax in such jurisdiction, our results of operations could be materially adversely affected.

We are required to comply with rules regarding value-added taxes and other sales-type taxes in various jurisdictions. If these taxes are not properly collected and paid, our results of operations could be materially adversely affected.

Failure to maintain effective internal control over financial reporting or disclosure controls and procedures could have a material adverse effect on our business and stock price.

Section 404 of the Sarbanes-Oxley Act requires an annual management assessment of the effectiveness of internal controls over financial reporting and an annual report by our independent registered public accounting firm opining on our internal controls over financial reporting. Management is similarly required to review disclosure controls, which are controls established to ensure that information required to be disclosed in SEC reports is recorded, processed, summarized and reported in a timely manner.

This Annual Report includes our independent registered public accounting firm’s audit report on internal control over financial reporting. We received an adverse opinion on our internal control over financial reporting from such accounting firm for the fiscal year ended January 25, 2015 as a result of the material weakness identified in Item 9A. The Company is determining the steps necessary to remediate the material weakness identified. However, we cannot assure you that any remediation plan can resolve the material weakness identified in our internal control over financial reporting. As a result, we may be required to implement further remedial measures and to design enhanced processes and controls to address issues identified through future reviews. This could result in significant delays and costs to us and require us to divert substantial resources, including management time, from other activities.

If we do not fully remediate the material weakness identified by management or fail to maintain the adequacy of our internal controls in the future, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with the Sarbanes-Oxley Act. Moreover, effective

internal controls are necessary for us to produce reliable financial reports and are important to help prevent fraud. As a result, any failure to satisfy the requirements of Section 404 on a timely basis could result in the loss of investor confidence in the reliability of our financial statements, which in turn could harm our business and negatively impact the trading price of our common stock.

We have limited experience with government contracting, which entails differentiated business risks.

Although such contracts have not constituted a material portion of our revenue in the past, we may from time-to-time derive revenue from contracts and subcontracts with agencies of, or prime or secondary contractors to, the U.S. government, including U.S. military agencies. Consequently, we are subject to certain business risks that are particular to companies that contract with U.S. government agencies. These risks include the ability of the U.S. government or related contractors to unilaterally:

- terminate contracts at its convenience;
- terminate, modify or reduce the value of existing contracts, if budgetary constraints or needs change;
- cancel multi-year contracts and related orders, if funds become unavailable;
- adjust contract costs and fees on the basis of audits performed by U.S. government agencies;
- control and potentially prohibit the export of our products;
- require that we continue to supply products despite the expiration of a contract under certain circumstances;
- require that we fill certain types of rated orders for the U.S. government prior to filling any orders for other customers; and
- suspend us from receiving new contracts pending resolution of any alleged violations of procurement laws or regulations.

In addition, because we may enter into defense industry contracts with respect to products that are sold both within and outside of the United States, we are subject to the following additional risks in connection with government contracts:

- the need to bid on programs prior to completing the necessary design, which may result in unforeseen technological difficulties, delays and/or cost overruns;
- the difficulty in forecasting long-term costs and schedules and the potential obsolescence of products related to long-term fixed price contracts; and
- the need to transfer and obtain security clearances and export licenses, as appropriate.

Government investigations and inquiries from regulatory agencies could lead to enforcement actions, fines, restatement of our financial statements or other penalties and could result in litigation against us.

In the past, we have been subject to government investigations and inquiries from regulatory agencies such as the SEC and we have had to restate our historical financial statements in connection with such inquiry related to our historical stock option practices. We may be subject to government investigations and receive additional inquiries from regulatory agencies in the future, which may lead to enforcement actions, fines or other penalties.

In addition, litigation has often been brought against a company in connection with the announcement of a government investigation or inquiry from a regulatory agency. Such lawsuits could result in the diversion of management’s time and attention away from business operations, which could harm our business. In addition, the costs of defense and any damages resulting from litigation, a ruling against us, or a settlement of the litigation could adversely affect our cash flow and financial results.

If such government investigations or inquiries result in a restatement of our financial statements, this could delay the filing of our subsequent SEC reports which, in turn, might result in the delisting of our common stock from NASDAQ for failure to meet continued listing requirements.

Risks Relating to our Business Strategies, Personnel and Other Operations

The loss of any of our key personnel or the failure to attract or retain specialized technical and management personnel could impair our ability to grow our business.

Our future success depends upon our ability to attract and retain highly qualified technical, marketing and managerial personnel. We are dependent on a relatively small group of key technical personnel with analog and mixed-signal expertise. Personnel with highly skilled managerial capabilities, and analog and mixed-signal design expertise, are scarce and competition for personnel with these skills is intense. There can be no assurance that we will be able to retain key employees or that we will be successful in attracting, integrating or retaining other highly qualified personnel in the future. If we are unable to retain the services of key employees or are unsuccessful in attracting new highly qualified employees, our business could be harmed.

If our stock price declines below the exercise price of stock options held by our employees, the retention incentive aspect of the stock options is lost and there is a greater likelihood we will be unable to retain key talent.

We face risks associated with companies we have acquired in the past and may acquire in the future.

We have expanded our operations through strategic acquisitions, such as the acquisition of Sierra Monolithics Inc. ("SMI") in December 2009, Gennum Corporation in March 2012, EnVerv in January 2015, and Triune Systems LLC in March 2015, and we may continue to expand and diversify our operations with additional acquisitions. Acquisitions have used and could use in the future a significant portion of our available liquid assets or we could incur debt or issue equity securities to fund acquisitions. Issuance of equity securities could be dilutive to existing shareholders. Debt financing could subject us to restrictive covenants that could have an adverse effect on our business. Although we undertake detailed reviews of proposed acquisition candidates and attempt to negotiate acquisition terms favorable to us, we may encounter difficulties or incur liabilities for which we have no recourse. We cannot provide any assurance that any acquisition will have a positive impact on our future performance.
If we are unsuccessful in integrating acquired companies into our operations or if integration is more difficult than anticipated, then we may not achieve anticipated cost savings or synergies and may experience disruptions that could harm our business. Some of the risks that may affect our ability to successfully integrate acquired companies include those associated with:

- conforming the acquired company's standards, processes, procedures and controls with our operations;
- coordinating new product and process development, especially with respect to highly complex technologies;
- assuring acquired products meet our quality standards;
- loss of key employees or customers of the acquired company;
- hiring additional management and other critical personnel;
- increasing the scope, geographic diversity and complexity of our operations;
- consolidation of facilities and functions;
- the geographic distance between the companies; and
- disparate corporate cultures.

Acquisitions could have a negative impact on our future earnings by way of poor performance by the acquired company or, if we later conclude we are unable to use or sell an acquired product or technology, we could be required to write down the related intangible assets and goodwill.
We may be required to recognize additional impairment charges in the future which could have an adverse effect on our financial condition and results of operations.

We assess our goodwill, other intangible assets and our long-lived assets on an annual basis and whenever events or changes in circumstances indicate the carrying value of our assets may not be recoverable, and as and when required by accounting principles generally accepted in the United States to determine whether they are impaired. In fiscal year 2014, in connection with the restructuring related to the combination of our former Advanced Communications Product group, we recorded charges of approximately $150.0 million for the impairment of goodwill and certain intangible assets. Additionally, in fiscal 2015, in connection with our strategic decision to reduce our investment in the defense and microwave communications infrastructure markets and to further reduce investment in the long-haul optical market we recorded additional charges of approximately $14.8 million for impairment of intangible assets. Future restructuring or appraisal of our business impacting fair value of our assets or changes in estimates of our future cash flows could affect our impairment analysis in future periods and cause us to record either an additional expense for impairment of assets previously determined to be partially impaired or record an expense for impairment of other assets. Depending on future circumstances, we may never realize the full value of intangible assets. Any future determination or impairment of a significant portion of our goodwill and other intangibles could have an adverse effect on our financial condition and results of operations.
Our ability to generate the significant amount of cash needed to service our debt obligations or to obtain additional financing depends on many factors beyond our control.
We completed the acquisition of Gennum on March 20, 2012 and entered into senior secured first lien credit facilities in an aggregate principal amount of $350 million. On May 2, 2013, the initial credit facility was replaced with a new credit facility in an aggregate amount of $400 million as described further under "Note 10: Credit Facilities" of Item 8 of this Form 10-K. Prior to the completion of the acquisition of Gennum, we did not have any material outstanding indebtedness. As a result of the incurrence of such debt, we expect our consolidated interest expense will increase.

Our ability to make payments on amounts borrowed under our credit facilities, and to fund our operations, will depend on our ability to generate substantial operating cash flow. Our cash flow generation will depend on our future performance, which will be subject to prevailing economic conditions and to financial, business and other factors, many of which are beyond our control.

Our business may not generate sufficient cash flow from operations and, if we cannot service our debt, we will have to take actions such as reducing or delaying capital investments, selling assets, or seeking additional equity capital. We may not be able to, if required, effect these actions on commercially reasonable terms, or at all. Because of these and other factors beyond our control, we may be unable to pay the interest on or other amounts in respect of our indebtedness.

Restrictive covenants in the credit agreement governing our senior secured first lien credit facilities may restrict our ability to pursue our business strategies.

The credit agreement governing our senior secured first lien credit facilities contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to engage in acts that may be in our long-term best interests. The credit agreement includes covenants restricting, among other things, our and our subsidiaries' ability to:

- incur or guarantee additional debt or issue certain preferred stock;
- pay dividends or make distributions on our capital stock or redeem, repurchase or retire our capital stock;
- make certain investments and acquisitions;
- create liens on our or our subsidiaries' assets;
- enter into transactions with affiliates;
- merge or consolidate with another person or sell or otherwise dispose of substantially all of our assets;
- make certain payments in respect of other material indebtedness;
- alter the business that we conduct; and
- make certain capital expenditures.

Under the credit agreement, we are required to maintain a total leverage ratio and an interest expense coverage ratio. Our ability to meet such financial ratios can be affected by events beyond our control, and we cannot assure you that we will be able to meet such ratios. The credit agreement also contains various covenants and restrictions and a breach of any covenant or restriction could result in a default under our credit agreement. If any such default occurs, the lenders may elect (after the expiration of any applicable notice or grace periods) to declare all outstanding borrowings, together with accrued and unpaid interest and other amounts payable thereunder, to be immediately due and payable. Further, following an event of default under our credit facilities, the lenders will have the right to proceed against the collateral granted to them to secure that debt. If the debt under our credit facilities were to be accelerated, our assets may not be sufficient to repay in full that debt that may become due as a result of that acceleration.

We rely on certain critical information systems for the operation of our business and a disruption in our information systems, including those related to cybersecurity, could adversely affect our business operations.

We maintain and rely upon certain critical information systems for the effective operation of our business. These information systems include telecommunications, the Internet, our corporate intranet, various computer hardware and software applications, network communications, and e-mail. These information systems may be owned by us or by our outsource providers or even third parties such as vendors and contractors and may be maintained by us or by such providers or third parties. These information systems are subject to attacks, failures, and access denials from a number of potential sources including viruses, destructive or inadequate code, power failures, and physical damage to computers, hard drives, communication lines and networking equipment. To the extent that these information systems are under our control, we have implemented security procedures, such as virus protection software and emergency recovery processes, to address the outlined risks; however, security procedures for information systems cannot be guaranteed to be failsafe and our inability to use or access these information systems at critical points in time could unfavorably impact the timely and efficient operation of our business. Additionally, any compromise of our information security could result in the unauthorized publication of our confidential business or proprietary information, including potential theft of our intellectual property or trade secrets (including our proprietary technology) or the unauthorized release of customer, supplier or employee data and result in a violation of privacy or other laws, thus exposing us to litigation or damage to our reputation. To the extent that our business is interrupted or data or proprietary technology is lost, destroyed or inappropriately used or disclosed, such disruption could adversely affect our competitive position, relationship with customers, suppliers or employees or our business, financial condition and results of operations. In addition, we may be required to incur significant costs to protect against or

repair the damage caused by these disruptions or security breaches in the future.

The costs associated with our indemnification of certain customers, distributors, and other parties could be higher in future periods.

In the normal course of our business, we indemnify other parties, including customers, distributors, and lessors, with respect to certain matters. These obligations typically arise pursuant to contracts under which we agree to hold the other party harmless

---

against losses arising from a breach of representations and covenants related to certain matters, such as acts or omissions of our employees, infringement of third-party intellectual property rights, and certain environmental matters. We have not incurred any significant expense as a result of agreements of this type in at least a decade, but there can be no assurances that we will not incur expense under these indemnification provisions in the future.
We have also entered into agreements with our current and former directors and certain of our current and former executives indemnifying them against certain liabilities incurred in connection with their duties. Our Certificate of Incorporation and Bylaws contain similar indemnification obligations with respect to our current and former directors and employees, as does the California Labor Code. We cannot estimate the amount of potential future payments, if any, that we might be required to make as a result of these agreements.

Our share price could be subject to extreme price fluctuations, and stockholders could have difficulty trading shares.
Historically, the market for the stock of technology companies has been volatile, and the market price of our common stock has been and may continue to be subject to significant fluctuations. Fluctuations could be in response to items such as operating results, announcements of technological innovations, or market conditions for technology stocks in general. Additionally, the stock market in recent years has experienced extreme price and volume fluctuations that often have been unrelated to the operating performance of individual companies. These market fluctuations, as well as general economic conditions, may adversely affect the price of our common stock.
In addition, the future sale of a substantial number of shares of common stock by us or by our existing stockholders or option holders (including directors, officers, and employees, some of whom hold stock options that are approaching their expiration date) may have an adverse impact on the market price of the shares of common stock. There can be no assurance that the trading price of our common stock will remain at or near its current level.

We could experience interruption in our operational transactions and additional expense following the implementation of a new Enterprise Resource Planning (“ERP”) software platform.

We recently implemented SAP’s ERP software in January 2015 and made related enhancements to our integrated financial and supply chain management systems.
Our new ERP software platform has involved, and will continue to involve, substantial expenditures on system hardware and software, as well as design, development and implementation activities. Our cost estimates related to our new ERP system are based on assumptions which are subject to wide variability, require a great deal of judgment and are inherently uncertain.
Operational disruptions during the course of using the new ERP system could materially impact our operations. For example, our ability to forecast sales demand, ship products, manage our product inventory and record and report financial and management information on a timely and accurate basis could be impaired as we become familiar with the ERP system following the implementation. To the extent that there are significant problems with the transition to the new ERP system, our business, results of operations and financial results could be adversely affected.
Item 1B. Unresolved Staff Comments
None.
Item 2. Properties
Our headquarters are located in Camarillo, California where we own an approximately 87,600 square foot facility that was completed in 2002. The parcel on which our headquarters is located can accommodate substantial expansion. The Camarillo facility houses inside sales, marketing and administrative offices as well as a very limited amount of test and probe activity.
We own a 30,000 square foot building in Reynosa, Mexico that supports some of the assembly and production needs of the Power and High-Reliability product line.
We lease an approximately 13,800 square foot building in San Diego, California that houses design, test and administrative functions and serves as a development center for our Wireless, Sensing and Timing product line. The lease on this facility ran through September 2014. We extended the lease for an additional five years.

Our Redondo Beach, California facilities consist of approximately 26,300 total square feet of leased space which house general offices for business functions relating to certain products of our Signal Integrity and Timing product line. The leases on these facilities expire at various times in 2015. A portion of the facilities are occupied under a month to month tenancy. We also lease approximately 20,100 square feet in Irvine, California which facility houses design, test and administrative functions for our former Advanced Communications product line. Effective December 31, 2014, we terminated the lease for the second floor space at the Irvine facility. The Irvine lease for the first floor facilities will expire in September 2020.

We lease a facility in Rapperswil, Switzerland which serves as corporate headquarters for our Semtech International AG subsidiary and houses finance, administrative, legal, and other general functions. The lease on this facility runs through January 2017. In addition, we lease office and warehouse space in Neuchatel, Switzerland, the headquarters for our Wireless, Sensing and Timing product line. The lease on this facility expires in March 2016.

We also lease space to house certain of our other administrative, design, sales and marketing, and operations domestically, in San Jose, California; Morrisville (Raleigh), North Carolina; Buckingham Township (Philadelphia), Pennsylvania; and internationally, in Canada; China; Finland; France; Germany; India; Japan; Lithuania; Mexico; South Korea; Sweden; the Philippines; Taiwan; and the United Kingdom.

We believe that our existing leased and owned space is more than adequate for our current operations, and that suitable replacement and additional space will be available in the future on commercially reasonable terms.

Item 3. Legal Proceedings

The descriptions of the legal proceedings in Note 15 to the financial statements included in this report are incorporated by reference to this Item 3.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

During fiscal years 2015 and 2014, our common stock traded on the NASDAQ Global Select Market under the symbol "SMTC." The following table sets forth, for the periods indicated, the high and low sale prices of our common stock, as reported on the NASDAQ market, giving effect to all stock splits through the date hereof.

	High	Low
Fiscal year ended January 25, 2015:		
First Quarter	$27.34	$21.38
Second Quarter	$28.10	$21.66
Third Quarter	$28.25	$21.84
Fourth Quarter	$28.49	$22.84
Fiscal year ended January 26, 2014:		
First Quarter	$35.50	$29.49
Second Quarter	$37.45	$30.90
Third Quarter	$32.35	$27.78
Fourth Quarter	$32.72	$22.57

On March 20, 2015, the reported last sale price of our common stock on the NASDAQ Global Select Market was $28.47 per share.

Holders

As of March 20, 2015, we had 245 holders of record of our common stock.

Dividends

The payment of dividends on our common stock is within the discretion of our Board of Directors. Currently, we intend to retain earnings to finance the growth of our business. We have not paid cash dividends on our common stock during at least the five most recent fiscal years and our Board of Directors has not indicated any intent to declare a cash dividend on the common stock in the foreseeable future. The credit agreement governing our senior secured first lien credit facilities entered into in connection with our acquisition of Gennum includes covenants limiting our ability to pay dividends or make distributions on our capital stock.

Purchases of Equity

The Company maintains an active stock repurchasing program which was approved by the Company's Board of Directors in March 2008 (the "2008 program"). The 2008 program does not have an expiration date and the Board of Directors has authorized expansion of the program over the years. In November 2011 the Board of Directors authorized the Company to repurchase up to $50.0 million of shares of the Company's common stock from time to time through negotiated or open market transactions (the "2011 Program"). On August 21, 2013, the Company announced an additional $50.0 million expansion of the 2011 Program, for a total authorized 2011 Program of $100.0 million. In November 2014, the Company announced that the Board of Directors had authorized an additional $28.4 million of repurchases under the 2011 Program, which together with the $21.6 million then remaining under the program, brought the total authorization to $50.0 million, such authorization being subject to certain limitation, guidelines and conditions as directed by the Board of Directors.

As of January 25, 2015, the Company had repurchased $78.4 million of common stock under this program. The Company did not repurchase shares of its common stock during the fourth quarter of fiscal 2015.

Information with respect to purchases by the Company of shares of common stock during the fourth quarter of fiscal year 2014 follows:

Issuer Purchases of Equity Securities

Fiscal Month/Year	Total Number of	Average Price Paid	Total Number of Shares	Approximate Dollar Value

	Shares Purchased (1)	per Share	Purchased as Part of Publicly Announced Program	of Shares That May Yet Be Purchased Under The Program	
November 2014 (10/27/14-11/23/14)	—	$ —	—	$50.0	million
December 2014 (11/24/14-12/21/14)	—	$ —	—	50.0	million
January 2015 (12/22/14-1/25/15)	—	$ —	—	$50.0	million
Total activity in the fourth quarter	—	$ —	—		

(1) The table does not include shares surrendered to us in connection with the cashless exercise of stock options by employees and directors or shares surrendered to us to cover tax liabilities upon vesting of restricted stock.

Securities Authorized for Issuance Under Equity Compensation Plans

See the information set forth in Part III, Item 12 of this Form 10-K.

Sales of Unregistered Securities

We did not make any unregistered sales of equity securities during fiscal year 2015.

Performance Graph

This chart and graph show the value of a $100 cash investment on the last day of fiscal year 2010 in (i) the Company's common stock, (ii) the NASDAQ Composite Index, and (iii) the Philadelphia Semiconductor Index. Note that historic stock price performance is not necessarily indicative of future stock price performance.

Fiscal Year	2010	2011	2012	2013	2014	2015
Semtech	$100	$145	$193	$199	$155	$181
NASDAQ Composite	$100	$125	$131	$147	$192	$222
PHLX SEMICONDUCTOR SECTOR	$100	$139	$131	$131	$167	$215

The information contained in this Item 5 under the heading "Performance Graph" (i) is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, and (ii) shall not be incorporated by reference into any registration statement or other document pursuant to the Exchange Act, or the Securities Act, except as shall be expressly set forth by specific reference in such filing to this Item 5 Performance Graph information.

Item 6. Selected Financial Data

The consolidated statements of operations data set forth below for fiscal years 2015, 2014 and 2013 and the consolidated balance sheet data as of the end of fiscal years 2015 and 2014 are derived from, and qualified by reference to, the audited consolidated financial statements included in Item 8 of this report. The consolidated statements of operations data for fiscal years 2012 and 2011 and the consolidated balance sheet data as of the end of fiscal years 2013, 2012 and 2011 are derived from the audited financial statements previously filed with the SEC on Form 10-K.

This information should be read in conjunction with Management's Discussion and Analysis contained in Item 7 of this report, the audited financial statements and accompanying notes included in Item 8 of this report, and the corresponding items included in our Form 10-K for fiscal years 2014, 2013 and 2012.

All fiscal years presented consisted of fifty-two weeks. Our past results are not necessarily indicative of our future performance.

Income Statement Data

	Fiscal Year Ended				
(in thousands, except per share amounts)	January 25, 2015	January 26, 2014	January 27, 2013	January 29, 2012	January 30, 2011
Net sales	$557,885	$594,977	$578,827	$480,601	$454,502
Cost of sales	229,093	244,719	264,215	194,956	186,196
Cost of sales - lower of cost or market write down	—	15,047	—	—	—
Gross profit	328,792	335,211	314,612	285,645	268,306

Operating costs and expenses:					
Selling, general and administrative	128,525	125,379	149,070	100,629	110,404
Product development and engineering	119,371	137,437	120,009	80,577	69,624
Intangible amortization	25,718	29,002	29,244	8,383	9,520
Intangible asset impairments	11,636	32,538	700	2,470	—
Goodwill impairment	—	116,686	—	—	—
Restructuring	1,285	3,086	—	—	—
Total operating costs and expenses	286,535	444,128	299,023	192,059	189,548
Operating (loss) income	42,257	(108,917)	15,589	93,586	78,758
Interest expense	(5,927)	(18,174)	(14,363)	—	—
Interest income and other (expense) income, net	165	(1,390)	(977)	593	574
(Loss) income before taxes	36,495	(128,481)	249	94,179	79,332
Provision (benefit) for taxes	8,548	35,985	(41,690)	5,092	6,760
Net (loss) income	$27,947	$(164,466)	$41,939	$89,087	$72,572
Earnings per share:					
Basic	$0.42	$(2.44)	$0.64	$1.37	$1.16
Diluted	$0.41	$(2.44)	$0.62	$1.32	$1.12
Weighted average number of shares used in computing earnings per share:					
Basic	67,108	67,471	65,809	65,099	62,339
Diluted	67,685	67,471	67,472	67,350	64,523
Anti-dilutive shares not included in the EPS calculations	1,714	1,245	783	625	1,700

29

Balance Sheet Data

(in thousands)	January 25, 2015	January 26, 2014	January 27, 2013 (1)	January 29, 2012	January 30, 2011
Cash, cash equivalents and investments	$230,328	$246,868	$236,072	$327,665	$258,342
Working capital	288,647	282,706	248,311	360,330	259,873
Total assets	929,431	948,940	1,171,013	726,321	659,943
Long term debt, less current	234,746	273,293	282,286	—	—
Other long-term liabilities	270,032	302,207	318,505	29,151	37,503
Total stockholders’ equity	551,358	535,843	694,826	630,188	528,615

(1) The Company acquired Gennum on March 20, 2012 and Cycleo SAS on March 7, 2012. Both of these acquisitions occurred during our fiscal year 2013 with Gennum being the more significant of the two. As a result, fiscal year 2013 reflects almost a full year of these acquisitions in our consolidated statements of operations.

Refer to Note 3 to our audited consolidated financial statements included in Item 8 of this report.

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations
The following discussion and analysis of our financial condition and results of operations should be read in conjunction with Item 6 “Selected Consolidated Financial Data” and our audited 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 the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, as amended, based on our current expectations, estimates and projections about our operations, industry, financial condition, performance, results of operations, and liquidity. Forward-looking statements are statements other than historical information or statements of current condition and relate to matters such as future financial performance, future operational performance, the anticipated impact of specific items on future earnings, and our plans, objectives and expectations. Statements containing words such as “may,” “believe,” “anticipate,” “expect,” “intend,” “plan,” “project,” “estimate,” “should,” “will,” “designed to,” “proj “business outlook,” or other similar expressions constitute forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties that could cause actual results and events to differ materially from those projected. Potential factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to: fluctuation in the Company's future results; downturns in the business cycle; reduced demand for the Company's products due to the global economic conditions; business interruptions; the Company's reliance on a limited number of suppliers and subcontractors for component and materials; potentially insufficient liability insurance if the Company's products are found to be defective; the Company maybe unsuccessful in developing and selling new products; the Company's products failing to meet industry standards; the Company's inability to protect intellectual property rights; the Company suffering losses if its products infringe the intellectual property rights of others; the Company's need to commit resources to product production prior to receipt of purchase commitments; increased business risk from foreign customers; the Company's foreign currency exposures; potential increased tax liabilities and effective tax rate if the Company needs to repatriate funds held by foreign subsidiaries; export restrictions and laws affecting the Company's trade and investments; competition against larger, more established entities; the loss of any one of the Company's significant customers; volatility of customer demand; termination of a contract by a distributor; government regulations and other standards that impose operational and reporting requirements; the Company's failure to comply with applicable environmental regulations; compliance with conflict minerals regulations; changes in tax laws and review by taxing authorities; taxation of the Company in other jurisdictions; the Company's failure to maintain effective internal control over financial reporting and disclosure controls and procedures; potential government investigations and inquiries; loss of the Company's key personnel; risks associated with companies the Company has acquired in the past and may acquire in the future and the Company's ability to successfully integrate acquired businesses and benefit from expected synergies; the Company's ability to generate cash to service its debt obligations; restrictive covenants in the Company's credit agreement which may restrict its ability to pursue its business strategies; the Company's reliance on certain critical information systems for the operation of its business; costs associated with the Company's indemnification of certain customers, distributors and other parties; the Company's share price could be subject to extreme price fluctuations; the Company's ability to realize expected benefits of the implementation of a new enterprise resource planning ("ERP") system; and disruption of the Company's operations caused by the adjustment to the new ERP system and the transition from the Company's legacy systems and databases. Additionally, forward-looking statements should be considered in conjunction with the cautionary statements contained in this Annual Report on Form 10-K, including, without limitation, information under the section “Risk Factors” and additional factors that accompany the related forward-looking statements in this Annual Report on Form 10-K, in the Company's other filings with the SEC, and in material incorporated herein and therein by reference. In light of the significant risks and uncertainties inherent in the forward-looking information included herein that may cause actual performance and results to differ materially from those predicted, any such forward-looking information should not be regarded as representations or guarantees by the Company of future performance or results, or that its objectives or plans will be achieved, or that any of its operating expectations or financial forecasts will be realized. Reported results should not be considered an indication of future performance. Investors are cautioned not to place undue reliance on any forward-looking information contained herein, which

reflect management's analysis only as of the date hereof. Except as required by law, the Company assumes no obligation to publicly release the results of any update or revision to any forward-looking statement that may be made to reflect new information, events or circumstances after the date hereof or to reflect the occurrence of unanticipated or future events, or otherwise.

Overview

We are a leading supplier of analog and mixed-signal semiconductor products and were incorporated in Delaware in 1960. We design, produce and market a broad range of products that are sold principally into applications within the high-end consumer, industrial, enterprise computing and communications end-markets. The high-end consumer end-market includes handheld devices, smartphones, tablets, set-top boxes, digital televisions, digital video recorders, thunderbolt cables and other consumer equipment. Applications for the industrial market include video broadcast studio equipment, automated meter reading, smart grid, wireless charging, military and aerospace, medical, security systems, automotive, Internet of Things ("IoT"), industrial and home automation, video security and surveillance and other industrial equipment. Enterprise computing end-markets include desktops, notebooks, servers, graphic boards, printers, datacenter related equipment, storage networks and computer peripherals. Communications end-market applications include base stations, optical networks, carrier networks, switches and routers, cable modems, signal conditioners, wireless LAN, and other communication infrastructure equipment.

Our end-customers are primarily original equipment manufacturers and their suppliers, including Cisco Systems, Inc., Huawei Technologies Co., Ltd., LG Electronics, Sharp Corporation, Nokia Solutions and Networks, Itron, Apple, Inc., Phonak International, Samsung Electronics Co. Ltd., Google Inc., Amazon.com Inc., and ZTE Corporation.

On March 4, 2015, we completed the acquisition of Triune Systems, LLC., a privately-held supplier of wireless charging and power management platforms targeted at high and low power, high efficiency applications. Under the terms of the purchase agreement, we acquired all of the outstanding equity interests of Triune Systems for an aggregate purchase price of $45.0 million consisting of $35.0 million cash paid at closing, with an additional cash consideration of $10.0 million to be paid in six months and additional contingent consideration subject to achieving certain future financial goals. In conjunction with the transaction, we expect to fund the aggregate purchase price using our revolving line of credit.

On January 13, 2015, we completed the acquisition of select assets of EnVerv, a privately-held supplier of power line communications ("PLC") and Smart Grid solutions targeted at advanced metering infrastructure, home energy management systems and IoT applications. We paid $4.9 million in cash at closing. Total acquisition consideration will be allocated to the acquired tangible and intangible assets and assumed liabilities of EnVerv based on their respective estimated fair values as of the acquisition date. Any excess of the acquisition consideration over the fair value of assets acquired and liabilities assumed will be allocated to goodwill. As of January 25, 2015, based on our preliminary estimates, $1.4 million of the total acquisition consideration has been allocated to core technologies and the remaining $3.4 million has been allocated to goodwill. We expect that all such goodwill will be deductible for tax purposes. We expect to complete the purchase price allocation for our acquisition of EnVerv in the second quarter of fiscal year 2016.

On March 20, 2012, we, through our wholly-owned subsidiary Semtech Canada Inc., completed the acquisition of all outstanding equity interests of Gennum Corporation (“Gennum”) (TSX: GND), a leading supplier of high speed analog and mixed-signal semiconductors for the optical communications and video broadcast markets.

Upon consummation of the acquisition, which constituted a change in control of Gennum, Gennum’s stock option awards and restricted shares became fully vested. We acquired 100% of the outstanding shares and vested stock options, restricted shares, and deferred share units of Gennum for CDN$13.55 per share for a total purchase price of $506.5 million. See Note 3 to our audited consolidated financial statements included in Item 8 of this report. The acquisition was initially financed with a combination of cash from our international cash reserves and $347.0 million (net of original issue discount of $3.0 million) of five-year secured term loans with a combined interest rate of approximately 4%. See Note 10 to our audited consolidated financial statements included in Item 8 of this report.

Our primary reasons for the acquisition were to broaden our existing portfolio of high-performance analog products and to acquire a portfolio of high-speed data communications and video platforms to create one of the industry’s most complete and robust high-speed analog and mixed signal portfolios. In addition, Gennum’s strong position in the emerging HD video surveillance market further diversifies our portfolio of high-performance analog semiconductors and provides cross-selling potential with the combined customer base.

On March 7, 2012, we completed the acquisition of Cycleo SAS (“Cycleo”), a privately held company based in France that develops IP for wireless long-range semiconductor products used in smart metering and other industrial and

consumer markets. This transaction, which was accounted for using the acquisition method of accounting, complements our current wireless offerings and will bring customers a set of high-end, digitally enhanced wireless solutions. Under the terms of the agreement, we paid the stockholders of Cycleo $5.0 million in cash at closing, with an additional contingent consideration of up to $16.0 million subject to achieving certain future financial goals. The audited consolidated financial statements for the fiscal years 2015 and 2014 include the results of operations of Gennum and Cycleo commencing as of the acquisition dates.

We operate and account for results in one reportable segment. In the second quarter of fiscal year 2015, we completed the reassessment of our operations in light of our restructuring efforts. See Note 19 to our audited consolidated financial statements

32

---

included in Item 8 of this report. Based on this reassessment, we have identified a total of four operating segments. Three of these operating segments aggregate into one reportable segment; the Semiconductor Products Group. The remaining operating segment, the Systems Innovation Group (shown as "All other"), could not be aggregated with the other operating segments and did not meet the criteria for a separate reportable segment as defined by the guidance regarding segment disclosure. The three operating segments aggregated into our one reportable segment all exhibit similar economic characteristics and we manage that business to a targeted gross margin range which all of the aggregated product lines are expected to meet. The historical activity of the reportable segment has been recast for consistent presentation for fiscal years 2014 and 2013.

During fiscal years 2015, 2014 and 2013 the gross margin of our Protection, Power and High-Reliability group performed slightly below our targeted range as their business was negatively impacted by lower sales volumes and an unfavorable product mix. The lower sales volumes are the result of the group’s strategic transition away from certain markets (i.e., the personal computer market) that are characterized by non-differentiated offerings in sectors that are highly competitive. Specifically, this group is transitioning its product offerings to better support its current target markets, which include high-end consumer and medical, space, industrial and automotive applications that have historically enjoyed higher gross margins. We are starting to see traction in this endeavor as supported by the pace of new product introductions and customer design win communications. As a result of the lower volumes currently being experienced by this group, their gross margin has been impacted more than our other product groups by lower overhead absorption and fixed costs. In order to support existing customers while developing new cost-efficient products that can be sold at competitive prices, the Protection, Power and High-Reliability group has sold certain products at lower margins.

Most of our sales to customers are made on the basis of individual customer purchase orders. Many customers include cancellation provisions in their purchase orders. Trends within the industry toward shorter lead-times and “just-in-time” deliveries have resulted in our reduced ability to predict future shipments. As a result, we rely on orders received and shipped within the same quarter for a significant portion of our sales. Orders received and shipped in fiscal year 2015 represented 48% of net sales. Sales made directly to customers during fiscal year 2015 were 44% of net sales. The remaining 56% of net sales were made through independent distributors.

Our business relies on foreign-based entities. Most of our outside subcontractors and suppliers, including third-party foundries that supply silicon wafers, are located in foreign countries, including China, Taiwan, Europe and Israel. For the fiscal year ended January 25, 2015, approximately 39% of our silicon, in terms of cost of wafers purchased, was manufactured in China. Foreign sales for fiscal year 2015 constituted approximately 88% of our net sales. Approximately 84% of foreign sales in fiscal year 2015 were to customers located in the Asia-Pacific region. The remaining foreign sales were primarily to customers in Europe and Canada.

We use several metrics as indicators of future potential growth. The indicators that we believe best correlate to potential future revenue growth are design wins and new product releases. There are many factors that may cause a design win or new product release to not result in revenue, including a customer decision not to go to system production, a change in a customer’s perspective regarding a product’s value or a customer’s product failing in the end-market. As a result, although a design win or new product introduction is an important step towards generating future revenue, it does not inevitably result in us being awarded business or receiving a purchase commitment.

Restructuring - fiscal 2015

In December 2014, we made a strategic decision to reduce our investment in the defense and microwave communications markets and to make additional reductions in our investments in the long-haul optical market. As a result of these actions, we recorded restructuring charges and impairments of certain intangible assets. Additionally, certain long-lived assets were determined to be impaired. The financial impact of these actions for the twelve month period ending January 25, 2015, is presented below:

Restructuring charges

(in thousands)	
Employee terminations and related costs	$662
Contract termination costs	623
Total restructuring costs	$1,285

Impairment of finite-lived intangibles

(in thousands)	Finite-lived intangible assets
Intangible asset impairments	$11,636

Other charges

(in thousands)	Cost of sales	Selling general and administrative	Product development and engineering	Total
Long-lived asset impairments	2,810	6	6,630	9,446
Contract commitments	2,983			2,983
	5,793	6	6,630	12,429

We do not expect any significant changes to our liquidity as a result of our restructuring activities as most of the charges associated with these actions do not require settlement in cash.

As a result of these restructuring actions we expect to realize operating cost savings beginning in the first quarter of fiscal year 2016 of approximately $1.6 million per quarter.

Restructuring - fiscal 2014

In December 2013, after filing our Form 10-Q for the period ended October 27, 2013, we became aware of changes tied to the decision of a customer, disclosed in our filings as a key customer, to transition from our standard product to their internal application specific integrated circuit (“ASIC”) solution. This decision by our key customer to utilize an internal ASIC solution was accelerated by continued delays in the release of capital investment tenders, primarily within China, which also provided other potential customers of ours with additional time to develop their internal solutions. While some of these potential customers had indicated an interest in transitioning to an internal ASIC solution, it was our key customer’s decision to do so that prompted our strategic reassessment and resulting restructuring.

Upon completing the reassessment of our strategic options in January 2014, we decided to reduce the level of investments that we are making in the long-haul optical market. This reduction in investment is expected to significantly impact our ability to generate future revenue from the long-haul optical market. This anticipated reduction in potential future revenue resulted in us recording significant impairments of goodwill and other intangibles. Additionally, certain long-lived assets were determined to be impaired. As a result of our communications to our customers regarding our operational changes, we expect our customers to take action to transition away from some of our current platforms, including certain products in the 40Gbps and 100Gbps SerDes class which resulted in us reducing the cost basis of inventories in the fourth quarter of fiscal year 2014. Additionally, we incurred significant costs to terminate certain contract commitments and to provide for certain severance benefits to employees who were terminated prior to January 26, 2014 as a result of these investment reductions. The financial impact of these actions for the twelve month period ending January 26, 2014 is presented below:

Restructuring charges

(in thousands)	
Employee terminations and related costs	$1,841
Contract termination costs	1,245
Total restructuring costs	$3,086

Impairment of finite and indefinite-lived intangibles

(in thousands)	Finite-lived intangible assets	Indefinite-lived intangible assets	Total
Intangible asset impairments	$29,938	$—	$29,938
Goodwill impairment	—	116,686	116,686
Total	$29,938	$116,686	$146,624

Other charges

(in thousands)	Cost of sales	Selling general and administrative	Product development and engineering	Total
Inventory write-downs	$15,047	$—	$—	$15,047
Long-lived asset impairments	4,341	314	4,541	9,196
Contract commitments	1,729	—	3,197	4,926
Total other charges	$21,117	$314	$7,738	$29,169

Results of Operations

Fiscal Year 2015 Compared With Fiscal Year 2014

Presented below is our estimate of the end-market classification of net sales.

	Fiscal Years				
(in thousands, except percentages)	2015		2014		Change
High-End Consumer (1)	$173,799	31 %	$171,640	29 %	1 %
Communications	120,864	22 %	180,568	30 %	(33)%
Industrial and Other	147,410	26 %	148,748	25 %	(1)%
Enterprise Computing	115,812	21 %	94,021	16 %	23 %
Total	$557,885	100 %	$594,977	100 %	(6)%

(1) Approximately $46.7 million and $43.8 million of our total sales to Samsung Electronics (and Affiliates), one of our significant customers, in fiscal year 2015 and 2014, respectively, were for products that target the handheld market (which includes mobile phones). These revenues are included in the high-end consumer end-market category.

Net Sales. Net sales for fiscal year 2015 were $557.9 million, a decrease of 6% compared to $595.0 million for fiscal year 2014. Fiscal year 2015 revenues within the Enterprise Computing end-market benefited from particular strength from our optical products which are well positioned for the current cycle of datacenter upgrades. This strength was more than offset by the substantial decline in the Communications market driven by the anticipated weakness in 40Gbps and 100Gbps SerDes devices going into the long-haul optical market as our customers transitioned away from our solutions. Revenue from the licensing of intellectual property was $0.4 million and $2.5 million in fiscal years 2015 and 2014, respectively.

The decline in Communications end-market activity discussed above is expected to continue through fiscal year 2016 and be offset by the continued demand for datacenter upgrades, and the build-out of metro communications infrastructure, including wireless base stations (specifically in China) and IoT applications.

Gross Profit. Gross profit was $328.8 million and $335.2 million in fiscal years 2015 and 2014, respectively. Our gross margin was 58.9% for fiscal year 2015, up from 56.3% in fiscal year 2014. In both fiscal years 2015 and 2014, we incurred significant charges related to our strategic decision to reduce our investments in the long-haul optical and defense and microwave communications markets. Specifically, the fiscal year 2014 gross margin was impacted by a $15.0 million charge related to lower of cost or market write-down of inventory and $6.1 million of charges related to asset impairments and settlement of contract commitments. The fiscal year 2015 gross margin was impacted by $2.8 million of asset impairment charges and $3.0 million of charges related to settlement of contract commitments. Excluding the charges related to these business alignment decisions, our gross margin profile for fiscal year 2015 and 2014 were similar. We expect overall gross margins to strengthen to approximately 59.4% in the first quarter of fiscal year 2016 as a result of lower levels of impairment charges.

Operating Costs and Expenses.

	Fiscal Years				
(in thousands, except percentages)	2015		2014		
	Cost/Exp.	% net sales	Cost/Exp.	% net sales	Change
Selling, general and administrative	$128,525	23 %	$125,379	21 %	3 %
Product development and engineering	119,371	21 %	137,437	23 %	(13)%
Intangible amortization	25,718	5 %	29,002	5 %	(11)%
Intangible asset impairments	11,636	2 %	32,538	5 %	(64)%
Goodwill impairment	—	— %	116,686	20 %	(100)%
Restructuring	1,285	— %	3,086	1 %	(58)%
Total operating costs and expenses	$286,535	51 %	$444,128	75 %	(35)%

Selling, General & Administrative Expenses

Selling, general and administrative (“SG&A”) expenses for fiscal year 2015 increased by $3.1 million or 3% as a result of higher stock-based compensation expense partially offset by lower levels of variable compensation tied to lower

sales.

SG&A stock-based compensation expense was $17.4 million and $12.1 million in fiscal years 2015 and 2014, respectively. The year over year increase in equity compensation was principally driven by the impact of a higher stock price on awards that are classified as liability awards and must be marked to market at the end of each financial period.

Product Development and Engineering Expenses

Product development and engineering expenses for fiscal years 2015 and 2014 were $119.4 million and $137.4 million, respectively or a decrease of 13%. The decrease was primarily a result of significantly lower levels of investment in the long-haul optical market and an $11.7 million increase in recoveries from third parties for non-recurring engineering services.

The levels of product development and engineering expenses reported in a fiscal period can be significantly impacted, and therefore experience period over period volatility, by the number of new product tape-outs and by the timing of recoveries from third parties for non-recurring engineering services which are typically recorded as a reduction to product development and engineering expense.

Intangible Amortization and Impairments

Intangible amortization was $25.7 million and $29.0 million in fiscal years 2015 and 2014, respectively. The decrease in amortization expense in fiscal year 2015 reflects the impact of impairment charges recorded in fiscal 2014.
Intangible asset impairments were $11.6 million and $32.5 million in fiscal years 2015 and 2014, respectively.

Goodwill Impairment

As a result of the actions taken to reduce our investments in the long-haul optical market, the Company recorded an impairment charge of $116.7 million in the fourth quarter of fiscal year 2014 to write-off the value of all goodwill associated with our former Advanced Communications group.

Restructuring

We incurred $1.3 million and $3.1 million for restructuring charges in fiscal years 2015 and 2014, respectively, for severance and contract cancellation liabilities related to our decision to reduce our investments in the defense and microwave communications and long-haul optical markets, realign product groupings, and align spending with anticipated demand levels.

Interest Expense. Interest expense was $5.9 million and $18.2 million for fiscal year 2015 and 2014, respectively. The decrease was primarily due to a $7.1 million write-off of unamortized original issue discount and debt issuance cost associated with the debt modification in the second quarter of fiscal year 2014 and lower interest rates associated with the new credit facilities.

Interest Income and Other Expense, Net. Interest income and other expense, net was income of $0.2 million in fiscal year 2015 compared to expense of $1.4 million in fiscal year 2014. The net decrease in fiscal year 2015 was primarily related to the impact of favorable movements in foreign exchange rates.

Provision for Taxes. The provision for income taxes was $8.5 million for fiscal year 2015 compared to $36.0 million for fiscal year 2014. The effective tax rates for fiscal years 2015 and 2014 were a tax provision of 23.4% and 28.0%, respectively. The effective tax rates for fiscal years 2015 and 2014 reflect the adverse impact of $14.3 million and $52.9 million respectively, related to a valuation reserve against our deferred tax assets.

Our effective tax rate in fiscal year 2015 differs from the statutory federal income tax rate of 35% due primarily to a valuation reserve against our deferred tax assets and certain undistributed foreign earnings for which no U.S. taxes are provided, because such earnings are indefinitely reinvested outside of the U.S.

We account for income taxes using the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and tax basis of the assets and liabilities.

As of January 25, 2015, we have a valuation allowance against our U.S. and Canadian deferred tax assets of approximately $75.5 million. We are required to assess whether a valuation allowance should be recorded against our deferred tax assets ("DTAs") based on the consideration of all available evidence, using a "more likely than not" realization standard. The four sources of taxable income that must be considered in determining whether DTAs will be realized are; (1) future reversals of existing taxable temporary differences (i.e. offset of gross deferred tax assets

against gross deferred tax liabilities); (2) taxable income in prior carryback years, if carryback is permitted under the tax law; (3) tax planning strategies and (4) future taxable income exclusive of reversing temporary differences and carryforwards.

In assessing whether a valuation allowance is required, significant weight is to be given to evidence that can be objectively verified. We have evaluated our DTAs each reporting period, including an assessment of our cumulative income or loss over the prior three-year period, to determine if a valuation allowance was required. A significant negative factor in our assessment was the Company's three-year cumulative loss history in the U.S. and Canada as of January 25, 2015.

After a review of the four sources of taxable income described above and in view of our three-year cumulative loss, we were not able to conclude that it is more likely than not that our U.S. and Canadian DTAs will be realized. As a result, we recorded an additional valuation allowance on our DTAs, with a corresponding charge to our income tax provision, of approximately $14.3 million as of January 25, 2015.

As we enter fiscal year 2016, we expect our tax rate to face upward pressure as a result of a less favorable mix of foreign and domestic income and our expected inability to benefit deferred tax assets as a result of our recent history of tax losses in the United States.

As a global organization, we are subject to audit by taxing authorities in various jurisdictions. To the extent that an audit, or the closure of a statute of limitations, results in our adjusting our reserves for uncertain tax positions, our effective tax rate could experience extreme volatility since any adjustment would be recorded as a discrete item in the period of adjustment.

Fiscal Year 2014 Compared With Fiscal Year 2013

Presented below is our estimate of net sales by end-market.

(in thousands, except percentages)	Fiscal Years 2014			2013			Change	
Communications	$180,568	30	%	$187,936	32	%	(4	)%
High-End Consumer	171,640	29	%	162,858	28	%	5	%
Industrial and Other	148,748	25	%	156,563	28	%	(5	)%
Enterprise Computing	94,021	16	%	71,469	12	%	32	%
Total	$594,977	100	%	$578,826	100	%	3	%

Net Sales. Net sales for fiscal year 2014 were $595.0 million, an increase of 3% from $578.8 million for fiscal year 2013. Fiscal year 2014 revenues within the Enterprise Computing end-market benefited from a full year of Gennum revenue, with particular strength from optical communications which was well positioned for the upgrading of datacenters. Strength from these areas was offset by a slight decline in the Communications market with particular weakness in 40Gbps and 100Gbps SerDes devices offset by growth in demand from the wireless base station market. The weakness in the Communications market was the result of continued delays in the release of capital investment tenders, primarily in China, and pricing pressure in this space as current suppliers to this market compete for the existing business. Higher revenue in the Industrial end-market was attributed to higher sales of video broadcast products. Revenue from the licensing of intellectual property was $2.5 million and $8.6 million in fiscal years 2014 and 2013, respectively. Licensing revenue in fiscal year 2013 benefited from a single licensing arrangement that resulted in the recognition of $7.5 million of revenue.

Gross Profit. Gross profit was $335.2 million and $314.6 million in fiscal years 2014 and 2013, respectively. Our gross margin was 56.3% for fiscal year 2014, up from 54.4% in fiscal year 2013. In the fourth quarter of fiscal year 2014, as a result of a significant reduction in forecasted demand for 40Gbps and 100Gbps SerDes products that support the long-haul optical market, we recorded inventory lower of cost or market write-downs of $15.0 million, asset impairment charges of $4.3 million and contract commitment settlement charges of $1.7 million. Gross profit margins for fiscal year 2013 were negatively impacted by the inventory fair value step-up of $39.4 million associated with inventory acquired as part of the Gennum acquisition that was recorded to cost of sales as the acquired inventory was sold.

Operating Costs and Expenses.

(in thousands, except percentages)	Fiscal Years 2014			2013				
	Cost/Exp.	% net sales		Cost/Exp.	% net sales		Change	
Selling, general and administrative	$125,379	21	%	$149,070	26	%	(16	)%
Product development and engineering	137,437	23	%	120,009	21	%	15	%
Intangible amortization	29,002	5	%	29,244	5	%	(1	)%
Intangible asset impairments	32,538	5	%	700	—	%	4,548	%
Goodwill impairment	116,686	20	%	—	—	%	*	
Restructuring	3,086	1	%	—	—	%	*	
Total operating costs and expenses	$444,128	75	%	$299,023	52	%	49	%

* Percentage is not applicable

Selling, General & Administrative Expenses

SG&A expenses for fiscal year 2014 decreased by $23.7 million or 16% as a result of lower expenses related to our acquisition of Gennum and Cycleo and by lower equity compensation expense. In fiscal year 2013, we incurred transaction and integration expenses related to the Gennum and Cycleo acquisitions of $24.8 million, including severance costs of $13.4 million. Fiscal year 2013 also included approximately $2.5 million of environmental reserves and $1.5 million of legal contingencies associated with a contract dispute.

SG&A stock-based compensation expense was $12.1 million and $15.0 million in fiscal years 2014 and 2013, respectively. The year over year decrease in equity compensation was principally driven by the impact of lower stock

price on awards that are

39

---

classified as liability awards and must be marked to market at the end of each financial period and lower anticipated vesting for awards that have performance vesting conditions.

Product Development and Engineering Expenses

Product development and engineering expenses for fiscal years 2014 and 2013 were $137.4 million and $120.0 million, respectively or an increase of 15%. The increase resulted from the inclusion of a full year of spending for Gennum and Cycleo and our decision in the fourth quarter of fiscal year 2014 to reduce our investments in the long-haul optical market. Specifically, our decision to reduce our investments in the long-haul optical market resulted in us recording an impairment charge against long-lived assets of $5.3 million and contract settlement charges of $2.4 million in the fourth quarter of fiscal year 2014.

Intangible Amortization and Impairments

Intangible amortization was $29.0 million and 29.2 million in fiscal years 2014 and 2013, respectively. Intangible asset impairments was $32.5 million and $0.7 million in fiscal years 2014 and 2013 respectively. The increase in intangible asset impairments reflects the impact of $32.5 million of intangible impairment charges primarily related to our decision in the fourth quarter of fiscal year 2014 to reduce the level of investment in the long-haul optical market.

Goodwill Impairment

As a result of the actions taken to reduce our investments in the long-haul optical market, we recorded an impairment charge of $116.7 million in the fourth quarter of fiscal year 2014 to write-off the value of all goodwill associated with our former Advanced Communications group.

Restructuring

We incurred $3.1 million for restructuring charges in fiscal year 2014 for severance and contract cancellation liabilities related to our decision to reduce our investment in the long haul optical market, realign product groupings, and align spending with anticipated demand levels.

Interest Expense. Interest expense was $18.2 million and $14.4 million for fiscal year 2014 and 2013, respectively. The increase was primarily due to a $7.1 million write-off of unamortized original issue discount and debt issuance cost associated with the debt modification in the second quarter of fiscal year 2014, partially offset by lower interest rates associated with modified credit facilities.

Interest Income and Other Expense, Net. Interest income and other expense, net was expense of $1.4 million in fiscal year 2014 compared to expense of $1.0 million in fiscal year 2014. The net increase in fiscal year 2014, was due to higher levels of other interest expense and volatility of foreign exchange related to cash denominated in foreign currencies.

Provision for Taxes. The provision for income taxes was $36.0 million for fiscal year 2014 compared to a benefit of $41.7 million for fiscal year 2014. The effective tax rate for fiscal year 2014 and 2013 was a tax provision of 28.0% and a tax benefit of 16,470.4%, respectively. The effective tax rate for fiscal year 2014 reflects the impact of a valuation reserve against our deferred tax assets of $52.9 million. The effective tax rate for fiscal year 2013 reflects the impact of a one-time $23.4 million benefit related to our change in assertion to permanently reinvest $70.0 million of foreign subsidiary earnings.

During fiscal year 2014 we recognized a one-time tax benefit of $2.7 million related to the revaluation of our net Swiss deferred tax liabilities. The revaluation of these liabilities was required to reflect the impact of a new Swiss tax ruling, which was formally approved by Swiss tax authorities during the third quarter of fiscal year 2014

Our effective tax rate in fiscal year 2014 differs from the statutory federal income tax rate of 35% due primarily to the non-deductibility of goodwill impairment charges, a valuation reserve against our deferred tax assets, certain undistributed foreign earnings for which no U.S taxes are provided because such earnings are indefinitely reinvested outside of the U.S. and a change in the tax rates in Switzerland due to a new Swiss tax ruling. We receive an income tax benefit from tax differentials due to our presence in foreign jurisdictions such as Switzerland and Canada where statutory rates are lower than U.S. federal tax rates. We are currently not aware of any uncertainties or trends relating to foreign tax differential or the new Swiss tax ruling that could significantly impact our income taxes in future periods.

We account for income taxes using the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and tax

bases of the assets and liabilities.

As of January 26, 2014, we have a valuation allowance against our U.S. and Canadian deferred tax assets of approximately $61.3 million. We are required to assess whether a valuation allowance should be recorded against our deferred tax assets

("DTAs") based on the consideration of all available evidence, using a "more likely than not" realization standard. The four sources of taxable income that must be considered in determining whether DTAs will be realized are, (1) future reversals of existing taxable temporary differences (i.e. offset of gross deferred tax assets against gross deferred tax liabilities); (2) taxable income in prior carryback years, if carryback is permitted under the tax law; (3) tax planning strategies and (4) future taxable income exclusive of reversing temporary differences and carryforwards.

In assessing whether a valuation allowance is required, significant weight is to be given to evidence that can be objectively verified. We have evaluated our DTAs each reporting period, including an assessment of our cumulative income or loss over the prior three-year period, to determine if a valuation allowance was required. A significant negative factor in our assessment was the Company's three-year cumulative loss history in the U.S. and Canada as of January 26, 2014.

After a review of the four sources of taxable income described above and in view of our three-year cumulative loss, we were not able to conclude that it is more likely than not that our U.S. and Canadian DTAs will be realized. As a result, we recorded an additional valuation allowance on our DTAs, with a corresponding charge to our income tax provision, of approximately $52.9 million as of January 26, 2014.

As a global organization, we are subject to audit by taxing authorities in various jurisdictions. To the extent that an audit, or the closure of a statute of limitations, results in our adjusting our reserves for uncertain tax positions, our effective tax rate could experience extreme volatility since any adjustment would be recorded as a discrete item in the period of adjustment.

Liquidity and Capital Resources

Our capital requirements depend on a variety of factors, including but not limited to, the rate of increase or decrease in our existing business base; the success, timing and amount of investment required to bring new products to market; revenue growth or decline; and potential acquisitions. We believe that we have the financial resources necessary to meet business requirements for the next 12 months, including funds needed for working capital requirements.

As of January 25, 2015, our total shareholders' equity was $551.4 million. At that date we also had approximately $230.3 million in cash and cash equivalents and $253.3 million of borrowings, net of debt discount.

Our primary sources and uses of cash during the comparative fiscal years are presented below:

(in millions)	Fiscal Year Ended January 25, 2015	January 26, 2014	January 27, 2013
Sources of Cash			
Operating activities	$106.2	$118.0	$102.0
Proceeds from exercise of stock options including tax benefits	8.9	20.6	19.8
Proceeds from sale of investments	3.7	10.2	112.5
Issuance of debt, net of discount and debt issuance cost	5.0	324.4	338.0
	$123.7	$473.2	$572.2
Uses of Cash			
Capital expenditures on property, plant and equipment, net of sale proceeds	$(31.7)	$(37.1)	$(23.3)
Payment for employee stock-based compensation payroll taxes	(7.2)	(10.5)	(6.9)
Acquisitions, net of cash acquired	(4.9)	—	(491.7)
Purchase of cost method investments	(7.1)	(2.5)	(2.5)
Purchases of investments	—	(1.1)	(24.7)
Purchase of intangible assets	(1.1)	(3.5)	(1.3)
Payment of long-term debt	(43.7)	(368.5)	(16.9)
Payment for interest rate cap	—	—	(1.1)
Repurchase of common stock	(40.9)	(30.0)	(7.8)
	$(136.6)	$(453.2)	$(576.1)
Effect of exchange rate increase on cash and cash equivalents	$—	$—	$0.1
Net (decrease) increase in cash and cash equivalents	$(12.9)	$20.0	$(3.8)

We incur significant expenditures in order to fund the development, design, and manufacture of new products. We intend to continue to focus on those areas that have shown potential for viable and profitable market opportunities, which may require additional investment in equipment and the hiring of additional design and application engineers aimed at developing new products. Certain of these expenditures, particularly the addition of design engineers, do not generate significant payback in the short-term. We plan to finance these expenditures with cash generated by our operations and our existing cash balances.

A meaningful portion of our capital resources, and the liquidity they represent, are held by our foreign subsidiaries. As of January 25, 2015, our foreign subsidiaries held approximately $149.9 million of cash, cash equivalents, and short-term investments compared to $219.3 million at January 26, 2014. Of the $149.9 million held by our foreign subsidiaries, approximately $38.1 million could be returned to the U.S. tax free to settle an intercompany loan. An additional $16.4 million of earnings previously taxed in the U.S. could be repatriated subject only to a 5% withholding tax, as we do not assert permanent reinvestment of earnings previously taxed in the U.S.

One of our primary goals is to improve the cash flows from our existing business activities. Our cash, cash equivalents and investments give us the flexibility to use our free cash flow to return value to shareholders (in the form of stock repurchases) and also pursue business improvement opportunities.

Additionally, we will continue to seek to maintain and improve our existing business performance with capital expenditures and, potentially, acquisitions that meet our rate of return requirements. Acquisitions might be made for

either cash or stock consideration, or a combination of both.

Operating Activities

Net cash provided by operating activities is primarily due to net income adjusted for non-cash items plus fluctuations in operating assets and liabilities.

Operating cash flows for fiscal year 2015 and 2014 were impacted by several significant non-cash transaction related items including, for fiscal 2015, depreciation, amortization and impairment expenses of $69.3 million and stock-based compensation expense of $29.6 million. The significant non-cash transactions for fiscal 2014 included, a goodwill impairment charge of $116.7 million, the write-off of $7.1 million of unamortized deferred financing costs and original issue discount associated with a debt modification, depreciation, amortization, and impairment expense of $94.1 million, the lower of cost or market write down of inventory of $15.0 million and stock-based compensation expense of $24.6 million.

Investing Activities

Cash used for investing activities is primarily attributable to capital expenditures, purchases of investments, offset by proceeds from the sales/maturities of investments. Our marketable securities investment portfolio is invested primarily in highly rated securities, generally with a minimum rating of A/A2 or equivalent.

Capital expenditures were $31.8 million for fiscal year 2015 compared to $37.2 million for fiscal year 2014. The decrease in capital expenditures was due primarily to lower manufacturing and other general support spending offset slightly by higher engineering spending. Over the next year, we expect our capital spending to be approximately 5% of revenue.

Financing Activities

Cash used by financing activities is primarily attributable to cash payments for long-term debt and our stock repurchase program offset by proceeds from debt issuance and the exercise of stock options.

We incurred debt of $347.0 million (net of original issue discount of $3.0 million) in term loans (the “Prior Credit Agreement”) in fiscal year 2013 to complete the Gennum acquisition. In accordance with the term loans, we also entered into an interest rate cap agreement protecting at least 50% of the variable interest rate exposure on the term loans and made an upfront payment of $1.1 million in June 2012.

On May 2, 2013, we entered into a new credit agreement with certain lenders (the “Lenders”) and HSBC Bank USA, National Association, as administrative agent and as swing line lender and letter of credit issuer, which replaced the Prior Credit Agreement. In accordance with this agreement, the Lenders provided Semtech with senior secured first lien credit facilities in an aggregate principal amount of $400.0 million, consisting of term loans in aggregate principal amount of $150.0 million and revolving commitments in an aggregate principal amount of $250.0 million (the “New Credit Agreement”). We incurred loan fees of $2.2 million during the second quarter of fiscal year 2014, of which $1.0 million was expensed, and $1.2 million was capitalized and is being amortized using the effective interest method over the five year term of the agreement. Payments of long term debt in fiscal years 2015 and 2014 were $43.7 million and $368.5 million, respectively. Payments made in fiscal year 2014 included a payoff of the Prior Credit Agreement and a $26.0 million prepayment on the New Credit Agreements.

Our stock repurchase program represents one of our principal efforts to return value to our shareholders. In fiscal year 2015 and fiscal year 2014, we repurchased 1.6 million shares for $40.9 million and 1.0 million shares for $30.0 million, respectively. All stock repurchasing activity has been conducted under authorization from the Board of Directors. The original authorization was approved by the Board of Directors in November 2011, under which the Company was authorized to repurchase up to $50.0 million of shares of our common stock from time to time through negotiated or open market transactions. In August 2013, we announced an additional $50.0 million expansion of the program, for a total authorized program of $100.0 million. In November of 2014, we announced that the Board of Directors authorized an additional $28.4 million of repurchases under the program, which together with the $21.6 million remaining under the program, brought the total authorization to $50.0 million, such authorization being subject to certain limitations, guidelines and conditions as directed by the Board of Directors. As of January 25, 2015, we had repurchased $78.4 million of common stock under this program.

We do not directly control the timing of the exercise of stock options. Such exercises are independent decisions made by grantees and are influenced most directly by the stock price and the expiration dates of stock awards. Such proceeds are difficult to forecast, resulting from several factors which are outside our control. We believe that such

proceeds will remain an important secondary source of cash after cash flow from operating activities. Cash proceeds from the exercise of stock options were $8.9 million and $16.4 million in fiscal years 2015 and 2014, respectively.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, as those arrangements are defined by the SEC, that are reasonably likely to have a material effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

We do not have any unconsolidated subsidiaries or affiliated entities. We have no special purpose or limited purpose entities that provide off-balance sheet financing, liquidity or market or credit risk support. We do not engage in leasing, hedging, research and development services, or other relationships that expose us to liability that is not reflected on the face of the financial statements.

Noted below under “Contractual Obligations” are various commitments we have associated with our business, such as lease commitments and open purchase obligations, which are not recorded as liabilities on our balance sheet because we have not yet received the related goods or services as of January 25, 2015.

Contractual Obligations

Presented below is a summary of our contractual obligations as of January 25, 2015.

(in thousands)	Less than 1 year	1-3 years	4-5 years	After 5 years	Total
Long-term debt	$18,750	$43,125	$192,000	$—	$253,875
Operating leases	6,812	9,258	6,032	5,614	27,716
Open capital purchase commitments	4,044	—	—	—	4,044
Other open purchase commitments	28,064	3,446	—	—	31,510
Other vendor commitments	1,000	—	—	—	1,000
Deferred compensation	527	873	1,141	17,227	19,768
Cycleo-deferred compensation	—	1,759	—	—	1,759
Stock-based compensation	718	6,387	—	—	7,105
Total contractual cash obligations	$59,915	$64,848	$199,173	$22,841	$346,777

Capital purchase commitments and other open purchase commitments are for the purchase of plant, equipment, raw material, supplies and services. They are not recorded as liabilities on our balance sheet as of January 25, 2015, as we have not yet received the related goods or taken title to the property. In addition, under the terms of the Series A-1 Convertible Preferred Stock Purchase Agreements (the "Agreement") with Senet Inc. ("Senet"), we have committed to purchase an additional $1.4 million shares of Senet convertible preferred stock based on the completion of certain milestones by EnterTrac in fiscal year 2016.

We maintain a deferred compensation plan for certain officers and key executives that allow participants to defer a portion of their compensation for future distribution at various times permitted by the plan. Our liability for deferred compensation under this plan was $19.8 million and $17.0 million as of January 25, 2015 and January 26, 2014, respectively, and is included in accrued liabilities and other long-term liabilities on the balance sheet and in the table above. The plan provides for a discretionary Company match up to a defined portion of the employee’s deferral, with any match subject to a vesting period.

We have purchased whole life insurance on the lives of some of our current and former deferred compensation plan participants. This Company-owned life insurance is held in a grantor trust and is intended to cover a majority of the costs of our deferred compensation plan. The cash surrender value of our Company-owned life insurance was $18.5 million and $14.4 million as of January 25, 2015 and January 26, 2014, respectively.

During fiscal year 2015, we recorded a $0.8 million increase to the Cycleo earn-out liability as a result of the amendment to the Earn-out arrangement with the former Cycleo stockholders ("Earn-out Benficiaries"). See Note 15 to our audited consolidated financial statements included in Item 8 of this report.

Inflation

Inflationary factors have not had a significant effect on our performance over the past several years. A significant increase in inflation would affect our future performance.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with generally accepted accounting principles (“GAAP”). In connection with the preparation of our financial statements, we are required to make assumptions and estimates about future events, and apply judgments that affect the reported amounts of assets, liabilities, revenue, expenses and the related disclosures. We base our assumptions, estimates and judgments on historical experience, current trends and other factors that management believes to be relevant at the time our consolidated financial

statements are prepared. On a regular basis, management reviews the accounting policies, assumptions, estimates and judgments to ensure that our financial statements are presented fairly and

44

in accordance with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material.
Our significant accounting policies are discussed in Note 2 to our audited consolidated financial statements, included in Item 8, of this report on Form 10-K. We believe that the following accounting estimates are the most critical to aid in fully understanding and evaluating our reported financial results, and they require our most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain. We have reviewed these critical accounting estimates and related disclosures with the Audit Committee of our Board of Directors.

Allowance for Doubtful Accounts

We evaluate the collectability of our accounts receivable based on a combination of factors. If we are aware of a customer's inability to meet its financial obligations to us, we record an allowance to reduce the net receivable to the amount we reasonably believe we will be able to collect from the customer. For all other customers, we recognize allowances for doubtful accounts based on the length of time the receivables are past due, the current business environment, the size and number of certain large accounts and our historical experience. If the financial condition of our customers were to deteriorate or if economic conditions worsen, additional allowances may be required in the future.

Revenue and Cost of Sales

We recognize product revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collectability is probable. Product design and engineering recoveries are recognized during the period in which services are performed and are recorded as an offset to the related expenses. We include revenue related to granted technology licenses as part of "Net sales." Historically, revenue from these arrangements has not been significant though it is part of our recurring ordinary business.
We record a provision for estimated sales returns in the same period as the related revenues are recorded. We base these estimates on historical sales returns and other known factors. Actual returns could be different from our estimates and current provisions for sales returns and allowances, resulting in future charges to earnings.

We defer revenue recognition on shipment of products to certain customers, principally distributors, under agreements which provide for limited pricing credits or product return privileges, until these products are sold through to end-users or the return privileges lapse. For sales subject to certain pricing credits or return privileges, the amount of future pricing credits or inventory returns cannot be reasonably estimated given the relatively long period in which a particular product may be held by the customer. Therefore, we have concluded that sales to customers under these agreements are not fixed and determinable at the date of the sale and revenue recognition has been deferred. We estimate the deferred gross margin on these sales by applying an average gross profit margin to the actual gross sales. The average gross profit margin is calculated for each category of material using current standard costs. The estimated deferred gross margin on these sales, where there are no outstanding receivables, is recorded on the balance sheet under the heading of "Deferred revenue." There were no significant impairments of deferred cost of sales in fiscal year 2015 or fiscal year 2014.
The following table summarizes the deferred net revenue balance:

(in thousands)	January 25, 2015	January 26, 2014
Deferred revenues	$6,237	$7,179
Deferred cost of revenues	(1,562)	(1,698)
Deferred revenue, net	7,799	8,877
Deferred product design and engineering recoveries	1,173	1,786
Total deferred revenue	$8,972	$10,663

Inventory Valuation

Our inventories are stated at lower of cost or market and consist of materials, labor and overhead. We determine the cost of inventory by the first-in, first-out method. At each balance sheet date, we evaluate our ending inventories for excess quantities and obsolescence. This evaluation includes analyses of sales levels by product and projections of future demand. In order to state our inventory at lower of cost or market, we maintain specific reserves against our

inventory which serve to write-down our inventories to a new cost basis. If future demand or market conditions are less favorable than our projections, a write-down of inventory may be required, and would be reflected in cost of goods sold in the period the revision is made.

Business Combinations

Business combinations are accounted for at fair value. Acquisition costs are expensed as incurred and recorded in general and administrative expenses; in-process research and development is recorded at fair value as an indefinite-lived intangible asset at the acquisition date; restructuring costs associated with a business combination are expensed subsequent to the acquisition date; contingent consideration obligations are recorded at fair value on the date of acquisition, with increases or decreases in the fair value arising from changes in assumptions or discount periods recorded as contingent consideration expenses in the consolidated statements of operations in subsequent periods; and changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date generally affect income tax expense. All changes that do not qualify as measurement period adjustments are included in current period earnings. The fair values assigned to tangible and intangible assets acquired and liabilities assumed, including contingent consideration, are based on management's estimates and assumptions, as well as other information compiled by management, including valuations that utilize customary valuation procedures and techniques. Significant judgment is required in estimating the fair value of intangible assets acquired in a business combination and in assigning their respective useful lives. The fair value estimates are based on available historical information and on future expectations and assumptions deemed reasonable by management at the time.

If the actual results differ from the estimates and judgments we utilized, the amounts recorded in the financial statements could result in a possible impairment of the intangible assets and goodwill, or require acceleration of the amortization expense of finite-lived intangible assets.

Contingencies and Litigation

We record accruals for contingencies when it is probable that a liability has been incurred and the amount can be reasonably estimated. These accruals are adjusted periodically as assessments change or additional information becomes available. Individually significant contingent losses are accrued when probable and reasonably estimable. The legal defense costs we accrue are based on reviews by outside counsel, in-house counsel and management and some of the significant factors considered in the review of these reserves are as follows: the actual costs incurred by us; the development of our legal defense strategy and structure in light of the scope of the litigation; the number of cases being brought against us; the costs and outcomes of completed trials and the most current information regarding anticipated timing, progression, and related costs of pre-trial activities and trials in the associated litigation.

In those situations where we are unable to determine the best estimate within the range of loss, we will record the minimum amount in the identified range of probable loss.

Stock-Based Compensation

We measure compensation cost for all share-based payments (including stock options) at fair value using valuation models, which considers, among other things, estimates and assumptions on the rate of forfeiture, expected life of options and stock price volatility and market value of our common stock. Additionally, for awards with a performance condition, we use financial forecasts that use assumptions that are consistent with those used for other valuation exercises, including goodwill valuation and asset impairment assessments. If any of the assumptions used in the valuation model change significantly, stock-based compensation expense may differ materially in the future from that recorded in the current period and actual results may differ from estimates.

Impairment of Goodwill, Other Intangibles and Long-Lived Assets

Goodwill

Goodwill is the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations accounted for under the purchase method. Goodwill is not amortized but is tested for impairment using a two-step method. Step one is the identification of potential impairment. This involves comparing the fair value of each reporting unit with its carrying amount, including goodwill. If the fair value of a reporting unit exceeds the carrying amount, the goodwill of the reporting unit is considered not impaired and the second step of the impairment test is unnecessary. If the carrying amount of a reporting unit exceeds its fair value, the second step of the impairment test is performed to measure the amount of impairment loss, if any. We test by reporting unit, goodwill and other indefinite-lived intangible assets for impairment at November 30 or more frequently if we believe indicators of impairment exist or if we make changes to a reporting unit with assigned goodwill.

For our annual impairment review, we primarily use an income approach, which incorporates multi-period excess earnings present value techniques (discounted cash flows) as well as other generally accepted valuation methodologies to determine the fair value of the assets using Level 3 inputs. Our assumptions incorporate judgments as to the price received to sell a reporting unit as a whole in an orderly transaction between market participants at the measurement date. Considering the integration of our operations, we have assumed that the highest and best use of a reporting unit follows an "in-use" valuation premise.

Significant management judgment is required in determining the estimations of future cash flows, which is dependent on internal forecasts, the long-term rate of growth for our business, the life over which cash flows will occur, and the weighted average cost of capital. Our calculations include sensitivity analysis of key assumptions such as a 10% increase in the weighted-average cost of capital, a 10% increase in the effective tax rate or a 5% decline in our compound annual growth rate. The value of our intangible assets, including goodwill, could be impacted by future adverse changes such as: (i) any future declines in our operating results, (ii) a decline in the valuation of technology company stocks, including the valuation of our common stock, (iii) a significant slowdown in the worldwide economy and the semiconductor industry or (iv) any failure to meet the performance projections included in our forecasts of future operating results.

The assumptions we have used are consistent with the plans and estimates that we use to manage our business and change year to year based on operating results, competitive conditions, customer preferences, market conditions and other factors. It is possible, however, that these assumptions are incorrect. We could incur impairment charges in a future period if our actual results or the assumptions used in future impairment analysis are lower than the original assumptions used to assess the recoverability of these assets.

As of November 30, 2014, our reporting units with assigned goodwill were as follows:

(in thousands)	Balance as of November 30, 2014
Signal Integrity Products Group	$261,891
Wireless, Sensing and Timing Products Group	15,007
Total	$276,898

Other Intangibles and Long-lived Assets

We review indefinite-lived intangible assets for impairment as of November 30, the date of our annual goodwill impairment review or whenever events or changes in circumstances indicate the carrying value may not be recoverable. Recoverability of indefinite-lived intangible assets is measured by comparing the carrying amount of the asset to the future discounted cash flows that asset is expected to generate.

Finite-lived intangible assets resulting from business acquisitions or technology licenses purchased are amortized on a straight-line basis over their estimated useful lives. The useful lives of acquisition-related intangible assets represent the point where over 90% of realizable undiscounted cash flows for each intangible asset are recognized. The assigned useful lives are consistent with our historical experience with similar technology and other intangible assets owned by us. The useful life of technology licenses is usually based on the term of the agreement.

Acquired in-process research and development is recorded at fair value as of the date of acquisition as an indefinite-lived intangible asset until the completion or abandonment of the associated research and development efforts or impairment. Upon completion of development, acquired in-process research and development assets are transferred to finite-lived intangible assets and amortized over their useful lives.

We record impairment losses on long-lived assets used in operations when indicators of impairment, such as reductions in demand or significant economic slowdowns in the semiconductor industry, are present. Reviews are performed to determine whether the carrying value of an asset is impaired, based on comparisons to undiscounted expected future cash flows. If this comparison indicates that there is impairment, the impaired asset is written down to fair value, which is typically calculated using: (i) quoted market prices and/or (ii) discounted expected future cash flows utilizing a discount rate. Impairment is based on the excess of the carrying amount over the fair value of those assets.

Impairment Evaluation - Goodwill, Other Intangibles and Long-Lived Assets

Goodwill

In the fourth quarter of fiscal year 2015, we completed our quantitative assessment of any potential goodwill impairment and concluded that there were no indications of impairment as of January 25, 2015.

In the fourth quarter of fiscal year 2014, our quantitative assessment of potential goodwill impairment concluded that the fair value of the Gennum Products group exceeded its carrying value by 25% and the fair value of the Wireless and Sensing Products group exceeded its carrying value by over 300%. The fair value of the former Advanced Communications Product group was determined to be lower than its carrying value, which failed Step 1. We performed Step 2 of the impairment test to measure the amount of impairment. The calculated loss was allocated

pro-rata to the long-lived depreciable or amortizable assets of the asset group, based on the relative carrying amounts of those assets. Based on a comparison of the adjusted carrying value of the long-lived assets and the fair value of the reporting unit, the goodwill associated with the former

---

Advanced Communication Product group was determined to be fully impaired.
Before determining the extent to which goodwill was impaired, we evaluated whether impaired assets existed within the former Advanced Communications reporting unit. Accordingly, we assessed whether current assets, such as inventories, were impaired and then whether long-lived assets, including property, equipment and intangible assets, were impaired. To perform this test, we determined that the long-lived asset group is the former Advanced Communications reporting unit, which provides the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. Since the asset group is at the reporting unit level, goodwill (before considering the effects of possible impairment) is included in the recoverability test. For purposes of testing recoverability for an asset group, we identified core technology as the primary asset within the long-lived asset group and used its remaining useful life of five years over which we estimated undiscounted future cash flows. The result of the recoverability test indicated that undiscounted cash flows were less than the carrying value of the asset group, which required us to determine the fair value of the asset group. We considered the principles behind the highest and best use of the asset group and determined that a market participant would determine the fair value of the individual long-lived assets in the asset group in combination with the other assets and liabilities within the asset group. The asset group’s fair value was determined using an income approach, which serves as the basis for recognizing and measuring the impairment loss. To allocate the impairment loss, we also considered the individual long-lived assets fair values in order to ensure the carrying values of these assets were not reduced below fair values.
Intangible Long-Lived Assets
In the fourth quarter of fiscal year 2015 and 2014, we assessed our long-lived assets for any impairment and concluded that there were indicators of impairment as of January 25, 2015 and January 26, 2014, respectively. The resulting impairment charges are discussed below.
Using the cost approach, we determined fair values of individual tangible long-lived assets based upon the cost to reproduce the long-lived asset taking into account the age, condition, inflation using the U.S. Bureau of Labor Statistics and Marshall Valuation Services, and cost to ready the long-lived asset for its intended use. Additionally, we considered the potential existence of functional and economic obsolescence and quantified these elements in our cost approach as appropriate. Based on our analysis, we recognized and allocated to long-lived assets an impairment loss of $9.4 and $9.1 million for fiscal years 2015 and 2014, respectively, which reduced the cost basis in the corresponding assets. Also, we reassessed the estimated remaining useful lives of these assets and adjusted accordingly our estimates of future depreciation expense.
For intangible long-lived assets, which consist of core technology and customer relationships, we used the multi-period excess earnings method, an income approach, or the replacement cost method (a cost approach), to determine fair value. The multi-period excess earnings method, a form of the income approach, estimates the value of the asset based on the present value of the after-tax cash flows attributable to the intangible asset, which includes our estimates of forecasted revenue, operating margins, taxes and discount rate. The replacement cost method incorporates a market participant’s assumption that an in-use premise is the highest and best use of customer relationships and core technology. We estimated the cost we would incur to rebuild or re-establish the intangible asset and the associated effort required to develop it. Based on our analysis, we recognized an impairment loss of $11.6 million and $32.5 million for the fiscal years ended January 25, 2015 and January 26, 2014, respectively, which reduced the cost basis in the corresponding intangible assets. Also, we reassessed the estimated remaining useful lives of these finite-lived intangible assets and adjusted accordingly our estimates of future amortization expense.
Based on a comparison of the fair value of long-lived assets to the carrying amount, we recoded impairment charges of $21.0 million and $39.0 million for fiscal years 2015 and 2014, respectively, which consisted of the following:
For fiscal 2015:
•Core technology - $11.6 million
•Property, plant and equipment (including licensed intangibles) - $9.4 million
For fiscal 2014:
•Core technology intangibles - $23.8 million
•Customer relationships - $6.1 million
•Property, plant and equipment (including licensed intangibles) - $9.1 million

Accounting for Income Taxes

As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual current tax liability together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheet.

We must assess the likelihood that our deferred tax assets will be recovered from future taxable income and to the extent we believe that recovery is not likely, we must establish a valuation allowance. Generally, to the extent we change a valuation allowance, the change is recorded through the tax provision in the statements of operations. Management periodically evaluates our deferred tax assets to assess whether it is likely that the deferred tax assets will be realized. In determining whether a valuation allowance is required, we consider projected taxable income and our historical performance. The most significant assumptions used in preparing projections of taxable income include forecasting the levels of income by region and the amount of deductible stock based compensation.

We are subject to income taxes in both the United States and numerous foreign jurisdictions. Significant management estimates are required in determining our worldwide provision for income taxes. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax impact is uncertain. The calculation of tax liabilities involves dealing with uncertainties in the application of complex tax laws. We recognize liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step requires us to estimate and measure the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement. It is inherently difficult and subjective to estimate such amounts, as this requires us to determine the probability of various possible outcomes. We reevaluate these uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision in the period of change. Although we believe the estimates are reasonable, no assurance can be given that the final outcome of these matters will not be different than what is reflected in the historical income tax provisions and accruals. Should additional taxes be assessed as a result of an audit or litigation, a material effect on our income tax provision and net income in the period or periods for which that determination is made could result.

The income tax effects of share-based payments are recognized for financial reporting purposes only if such awards are expected to result in a tax deduction. We do not recognize a deferred tax asset for an excess tax benefit (that is, a tax benefit that exceeds the amount of compensation cost recognized for the award for financial reporting purposes) that has not been realized. In determining when an excess tax benefit is realized, we have elected to follow the ordering provision of the tax law.

In addition to the risks to the effective tax rate discussed above, the effective tax rate reflected in forward-looking statements is based on current enacted tax law. Significant changes in enacted tax law could materially affect these estimates.

In general, the amount of taxes we pay will differ from our reported tax provision as a result of differences between accounting for income under U.S. GAAP and accounting for taxable income. Typical book-tax differences include expense related to equity compensation, deemed dividends, depreciation, litigation expense and amortization of intangible assets. As a result of these book-tax differences, our tax payments are expected to differ from our tax provision during the next three years.

For intra-entity differences between the tax basis of an asset in the buyer’s tax jurisdiction and their cost as reported in the consolidated financial statements, we do not recognize a deferred tax asset. Income taxes paid on intra-entity profits on assets remaining within the group are accounted for as prepaid taxes.

We continually review our position on undistributed earnings from our foreign subsidiaries to determine whether those earnings are indefinitely reinvested offshore. Domestic and foreign operating cash flow forecasts are reviewed to determine the sources and uses of cash. Based on these forecasts, we determine the need to accrue deferred tax liabilities associated with our undistributed earnings offshore.

New Accounting Standards

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU“) No. 2014-09, Revenue from Contracts with Customers (Topic 606), which requires an entity to recognize revenue from the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance addresses, in particular, contracts with

more than one performance obligation, as well as the accounting for some costs to obtain or fulfill a contract with a customer, and provides for additional disclosures with respect to revenues and cash flows arising from contracts with customers. Public entities are required to apply the amendments on either a full- or modified retrospective basis for annual periods beginning after December 15, 2016 and for interim periods within those periods. This update will be effective for us beginning in the first quarter of fiscal year 2018. Early adoption is not permitted. We are currently assessing the basis of adoption and evaluating the impact of the adoption of this update on our consolidated financial statements.

In April 2014, the FASB issued ASU No. 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. ASU 2014-08 changes the requirements for reporting discontinued operations in FASB Accounting Standards Codification Subtopic 205-20, such that a disposal of a component of an entity or a group of components of an entity is required to be reported in

discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. ASU 2014-08 requires an entity to present, for each comparative period, the assets and liabilities of a disposal group that includes a discontinued operation separately in the asset and liability sections, respectively, of the statement of financial position, as well as additional disclosures about discontinued operations. Additionally, ASU 2014-08 requires disclosures about a disposal of an individually significant component of an entity that does not qualify for discontinued operations presentation in the financial statements and expands the disclosures about an entity's significant continuing involvement with a discontinued operation. The accounting update is effective for annual periods beginning on or after December 15, 2014. Early adoption is permitted but only for disposals that have not been reported in financial statements previously issued. We do not believe that the adoption of this update will have a material impact on our consolidated financial statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are subject to a variety of market risks, including commodity risk and the risks related to foreign currency, interest rates and market performance that are detailed below. Many of the factors that can have an impact on our market risk are external to us, and so we are unable to fully predict them.

Market Conditions

Current global economic conditions, including in Europe and Asia, pose a risk to the overall economy as consumers and businesses may defer purchases in response to the uncertainty around tighter credit and negative financial news. These conditions have historically resulted in periods where demand for our products is reduced.

In addition to risks associated with global economic conditions, demand for our products could be different from our expectations due to customer acceptance of our products, changes in customer order patterns, including order cancellations, and changes in the level of inventory held by vendors.

Commodity Risk

We are subject to risk from fluctuating market prices of certain commodity raw materials, particularly gold, that are incorporated into our end products or used by our suppliers to process our end products. Increased commodity prices are passed on to us in the form of higher prices from our suppliers, either in the form of general price increases or a commodity surcharge. Although we generally deal with our suppliers on a purchase order basis rather than on a long-term contract basis, we generally attempt to obtain firm pricing for volumes consistent with planned production. Our gross margins may decline if we are not able to increase selling prices of our products or obtain manufacturing efficiencies to offset the increased cost. We do not enter into formal hedging arrangements to mitigate against commodity risk.

Foreign Currency Risk

As a global enterprise, we face exposure to adverse movements in foreign currency exchange rates and we could experience foreign currency exchange gains or losses. Historically, we have not considered our foreign currency exposure to be material. Therefore, we have not utilized foreign currency hedging products to mitigate foreign currency risks. Our foreign currency exposures may increase over time as the level of activity in foreign markets grows. Changes in rates could have an adverse impact upon our financial results.

A relatively small amount of our monetary assets and liabilities are denominated in foreign currencies, principally the Swiss Franc, Canadian dollar, Mexican Peso, British Pound Sterling and the Euro. Fluctuations in these currencies relative to the United States dollar will result in transaction gains or losses included in net earnings.

All of our foreign sales, which amounted to $492.3 million in fiscal year 2015, are denominated in United States dollars. Currency exchange rate fluctuations in foreign countries where we do business could harm our business by resulting in pricing that is not competitive with prices denominated in local currencies.

For fiscal year 2015, we spent approximately $51.1 million in Canadian dollars, $20.0 million in British Pound Sterling, $17.6 million in Swiss Francs, $6.9 million in Euros, $5.6 million in Chinese Yuan, and $9.9 million in Mexican Pesos for operating expenses.

In general, we purchase foreign currencies on a spot basis as needed to fund local operations. As of January 25, 2015, we held cash funds of $3.2 million denominated in Canadian dollars, $1.8 million denominated in British Pound Sterling, $6.6 million denominated in Swiss Francs, and $4.8 million denominated in Euros. We did not hold a

significant amount of other foreign currencies. If rates of these foreign currencies were to strengthen or weaken relative to the U.S. dollar, we would realize gains or losses in converting these funds back into U.S. dollars.

Interest Rate and Market Risk

On June 18, 2012, we entered into an interest rate cap agreement (the "Cap Agreement") to fulfill the requirements of our Prior Credit Agreement. The purpose of the Cap Agreement is to hedge the Company's exposure to fluctuations in LIBOR-indexed interest payments. Although the Prior Credit Agreement was terminated on May 2, 2013, the New Credit Agreement, in an aggregate principal amount of $400.0 million, permits the Company to elect LIBOR or Base Rate loans. See Note 10 to our audited consolidated financial statements included in Item 8 of this report. Since the Company intends to make interest payments based on one-month LIBOR-indexed rates and will not elect interest rates based on alternative indices during the term of the Cap Agreement, the Cap Agreement was re-designated as a hedge of one month LIBOR-indexed interest payments associated with the New Credit Agreement. The effectiveness of the interest rate cap was assessed and the Cap Agreement continues to be an effective cash flow hedge of interest rate risk for the Company.

We do not engage in the trading of derivative financial instruments in the normal course of business. In the event interest rates were to increase 100 basis points and holding all other variables constant, annual net income and cash flows for the following year would decrease by approximately $1.0 million as a result of the Company's variable-rate debt, including the effect of the interest rate contract. The effect of the 100 basis points increase would decrease the fair value of our new variable-rate debt by approximately $2.53 million.

Interest rates affect our return on excess cash and investments. As of January 25, 2015, we had $230.3 million of cash and cash equivalents and no temporary or long-term investments. A majority of our cash and cash equivalents generate interest income based on prevailing interest rates. Investments and cash and cash equivalents generated interest income of less than $0.1 million in fiscal year 2015. A significant change in interest rates would impact the amount of interest income generated from our cash and investments. It would also impact the market value of our investments.

Our investments are subject to market risks, primarily interest rate and credit risk. Our investments are managed by a limited number of outside professional managers following investment guidelines set by us. Such guidelines prescribe credit quality, permissible investments, diversification, and duration restrictions. These restrictions are intended to limit risk by restricting our investments to high quality debt instruments with relatively short-term durations. Our investment strategy limits investment of new funds and maturing securities to U.S. Treasury, Federal agency securities, high quality money market funds and time deposits with our principal commercial banks.

Item 8. Financial Statements and Supplementary Data

The information required by Item 8 is presented in the following order:

Management’s Report on Internal Control Over Financial Reporting	53
Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting	53
Report of Independent Registered Public Accounting Firm on the Consolidated Financial Statements	54
Consolidated Statements of Operations	55
Consolidated Statements of Comprehensive Income (Loss)	56
Consolidated Balance Sheets	57
Consolidated Statements of Stockholders’ Equity	58
Consolidated Statements of Cash Flows	59
Notes to Consolidated Financial Statements	60
Schedule II — Valuation and Qualifying Accounts	103

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The report called for by Item 308(a) of Regulation S-K is incorporated herein by reference to the Report of Management on Internal Control Over Financial Reporting that is included in Part II, Item 9A of this report.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The report called for by Item 308(b) of Regulation S-K is incorporated herein by reference to the Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting that is included in Part II, Item 9A of this report.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of Semtech Corporation

We have audited the accompanying consolidated balance sheets of Semtech Corporation and subsidiaries as of January 25, 2015 and January 26, 2014, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for each of the three years in the period ended January 25, 2015. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Semtech Corporation and subsidiaries at January 25, 2015 and January 26, 2014, and the consolidated results of their operations and their cash flows for each of the three years in the period ended January 25, 2015, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Semtech Corporation and subsidiaries' internal control over financial reporting as of January 25, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 30, 2015 expressed an adverse opinion thereon.

/s/ Ernst & Young LLP
Los Angeles, California
March 30, 2015

SEMTECH CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except earnings per share)

	Fiscal Year Ended		
	January 25, 2015	January 26, 2014	January 27, 2013
Net sales	$557,885	$594,977	$578,827
Cost of sales	229,093	244,719	264,215
Cost of sales - lower of cost or market write-down	—	15,047	—
Gross profit	328,792	335,211	314,612
Operating costs and expenses:			
Selling, general and administrative	128,525	125,379	149,070
Product development and engineering	119,371	137,437	120,009
Intangible amortization	25,718	29,002	29,244
Intangible asset impairments	11,636	32,538	700
Goodwill impairment	—	116,686	—
Restructuring	1,285	3,086	—
Total operating costs and expenses	286,535	444,128	299,023
Operating income (loss)	42,257	(108,917)	15,589
Interest expense	(5,927)	(18,174)	(14,363)
Interest income and other (expense) income, net	165	(1,390)	(977)
Income (loss) before taxes	36,495	(128,481)	249
Provision (benefit) for taxes	8,548	35,985	(41,690)
Net income (loss)	$27,947	$(164,466)	$41,939
Earnings per share:			
Basic	$0.42	$(2.44)	$0.64
Diluted	$0.41	$(2.44)	$0.62
Weighted average number of shares used in computing earnings per share:			
Basic	67,108	67,471	65,809
Diluted	67,685	67,471	67,472

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

SEMTECH CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(in thousands)

	Fiscal Year Ended		
	January 25, 2015	January 26, 2014	January 27, 2013
Net income (loss)	$27,947	$(164,466)	$41,939
Other comprehensive loss, before tax:			
Change in net unrealized holding loss on available-for-sale investments	(1)	(7)	(42)
Change in unrealized loss on interest rate cap	(284)	(228)	(556)
Less: Reclassification adjustments of losses on interest rate cap included in interest expense	242	78	—
Change in cumulative translation adjustment	—	—	203
Total other comprehensive loss, before tax	(43)	(157)	(395)
(Provision) Benefit for taxes related to items of other comprehensive loss	(47)	57	213
Total other comprehensive loss, net of tax	(90)	(100)	(182)
Comprehensive income (loss)	$27,857	$(164,566)	$41,757

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

SEMTECH CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
AS OF JANUARY 25, 2015 AND JANUARY 26, 2014
(in thousands, except share data)

	January 25, 2015	January 26, 2014
Assets		
Current assets:		
Cash and cash equivalents	$230,328	$243,194
Accounts receivable, less allowances of $3,523 at January 25, 2015 and $3,825 at January 26, 2014	69,301	66,333
Inventories	73,668	60,267
Deferred tax assets	2,478	2,946
Prepaid taxes	1,544	4,993
Other current assets	19,369	15,863
Total current assets	396,688	393,596
Non-current assets:		
Property, plant and equipment, net of accumulated depreciation of $120,588 at January 25, 2015 and $112,610 at January 26, 2014	115,471	110,121
Long-term investments	—	3,674
Deferred tax assets	106	348
Goodwill	280,319	276,898
Other intangible assets, net	101,600	140,944
Other assets	35,247	23,359
TOTAL ASSETS	$929,431	$948,940
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$32,448	$40,016
Accrued liabilities	49,754	44,148
Deferred revenue	5,848	7,267
Current portion - long term debt	18,547	18,529
Deferred tax liabilities	1,444	930
Total current liabilities	108,041	110,890
Non-current liabilities:		
Deferred tax liabilities	2,477	3,626
Long term debt, less current portion	234,746	273,293
Other long-term liabilities	32,809	25,288
Stockholders' equity:		
Common stock, $0.01 par value, 250,000,000 shares authorized, 78,136,144 issued and 66,812,919 outstanding on January 25, 2015 and 78,136,144 issued and 67,283,221 outstanding on January 26, 2014	785	785
Treasury stock, at cost, 11,323,225 shares as of January 25, 2015 and 10,825,923 shares as of January 26, 2014	(222,969)	(201,152)
Additional paid-in capital	371,596	362,121
Retained earnings	401,783	373,836
Accumulated other comprehensive income	163	253
Total stockholders' equity	551,358	535,843
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$929,431	$948,940

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

SEMTECH CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands, except share amounts)

	Common Stock						
	Number of Shares Outstanding	Amount	Additional Paid-in Capital	Retained Earnings	Treasury Stock, at Cost	Accumulated Other Comprehensive Income (Loss)	Stockholders' Equity
Balance at January 29, 2012	64,964,780	$785	$358,327	$496,363	$ (225,822)	$ 535	$ 630,188
Net income	—	—	—	41,939	—	—	41,939
Other comprehensive loss	—	—	—	—	—	(182)	(182)
Stock-based compensation	—	—	21,382	—	—	—	21,382
Repurchase of outstanding common stock	(273,139)	—	—	—	(7,769)	—	(7,769)
Treasury stock reissued	1,915,706	—	(20,184)	—	32,987	—	12,803
Tax shortfall from stock based compensation	—	—	(3,535)	—	—	—	(3,535)
Balance at January 27, 2013	66,607,347	$785	$355,990	$538,302	$ (200,604)	$ 353	$ 694,826
Net loss	—	—	—	(164,466)	—	—	(164,466)
Other comprehensive loss	—	—	—	—	—	(100)	(100)
Stock-based compensation	—	—	24,991	—	—	—	24,991
Repurchase of outstanding common stock	(1,034,491)	—	—	—	(30,000)	—	(30,000)
Treasury stock reissued	1,710,365	—	(23,576)	—	29,452	—	5,876
Excess tax benefits from stock based compensation	—	—	4,716	—	—	—	4,716
Balance at January 26, 2014	67,283,221	$785	$362,121	$373,836	$ (201,152)	$ 253	$ 535,843
Net income	—	—	—	27,947	—	—	27,947
Other comprehensive loss	—	—	—	—	—	(90)	(90)
Stock-based compensation	—	—	26,856	—	—	—	26,856
Repurchase of outstanding common stock	(1,578,869)	—	—	—	(40,906)	—	(40,906)
Treasury stock reissued	1,108,567	—	(17,381)	—	19,089	—	1,708
Balance at January 25, 2015	66,812,919	$785	$371,596	$401,783	$ (222,969)	$ 163	$ 551,358

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

SEMTECH CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Fiscal Year Ended		
	January 25, 2015	January 26, 2014	January 27, 2013
Cash flows from operating activities:			
Net income (loss)	$27,947	$(164,466)	$41,939
Adjustments to reconcile net income (loss) to net cash provided by operating activities, net of effects of acquisitions:			
Depreciation, amortization and impairments	69,303	94,073	49,192
Impairment - goodwill	—	116,686	—
Effect of acquisition fair value adjustments	(929)	2,529	37,693
Accretion of deferred financing costs and debt discount	1,083	1,509	2,545
Write-off of deferred financing costs and debt discount	—	7,093	—
Deferred income taxes	27	29,987	(47,623)
Stock-based compensation	29,629	24,589	24,528
Excess tax benefits on stock based compensation	(13)	(4,220)	—
Loss (gain) on disposition of property, plant and equipment	74	(28)	85
Changes in assets and liabilities:			
Accounts receivable, net	(2,968)	2,827	(5,002)
Inventories	(13,290)	12,238	(4,251)
Prepaid expenses and other assets	(5,902)	623	5,971
Accounts payable	(9,077)	(11,294)	4,453
Accrued liabilities	2,497	(2,739)	(10,410)
Deferred revenue	(1,419)	3,401	(1,112)
Income taxes payable and prepaid taxes	2,477	1,825	(1,120)
Other liabilities	6,721	3,348	5,080
Net cash provided by operating activities	106,160	117,981	101,968
Cash flows from investing activities:			
Purchases of available-for-sale investments	—	(1,050)	(24,744)
Proceeds from sales and maturities of available-for-sale investments	3,674	10,249	112,466
Proceeds from sales of property, plant and equipment	89	57	—
Purchase of property, plant and equipment	(31,755)	(37,161)	(23,266)
Purchase of intangible assets	(1,100)	(3,533)	(1,251)
Purchase of cost method investment	(7,148)	(2,500)	(2,500)
Acquisitions, net of cash acquired	(4,852)	—	(491,717)
Net cash used in investing activities	(41,092)	(33,938)	(431,012)
Cash flows from financing activities:			
Proceeds from debt issuance, net of discount	5,000	327,344	347,000
Deferred financing cost	—	(2,980)	(8,962)
Payment for interest rate cap	—	—	(1,100)
Excess tax benefits on stock based compensation	13	4,220	—
Payments for employee stock-based compensation payroll taxes	(7,172)	(10,522)	(6,894)
Proceeds from exercises of stock options	8,880	16,398	19,749
Repurchase of outstanding common stock	(40,906)	(30,000)	(7,769)
Payment of long term debt	(43,749)	(368,501)	(16,875)
Net cash (used in) provided by financing activities	(77,934)	(64,041)	325,149
Effect of exchange rate increase on cash and cash equivalents	—	—	65

Net (decrease) increase in cash and cash equivalents	(12,866)	20,002	(3,830)
Cash and cash equivalents at beginning of period	243,194	223,192	227,022
Cash and cash equivalents at end of period	$230,328	$243,194	$223,192
Supplemental disclosure of cash flow information			
Income taxes paid	$4,399	$7,227	$5,029
Interest paid	$5,441	$8,727	$10,556

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

59

SEMTECH CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1: Organization and Basis of Presentation

Semtech Corporation (together with its subsidiaries, the “Company” or “Semtech”) is a global supplier of analog and mixed-signal semiconductor products. The end-customers for the Company’s products are primarily original equipment manufacturers (“OEM’s”) that produce and sell electronics.

The Company designs, develops and markets a wide range of products for commercial applications, the majority of which are sold into the enterprise computing, communications, high-end consumer and industrial end-markets.

Enterprise Computing: datacenters, passive optical networks, desktops, notebooks, servers, graphic boards, monitors, printers and other computer peripherals.

Communications: base stations, optical networks, carrier networks, switches and routers, cable modems, wireless LAN and other communication infrastructure equipment.

High-End Consumer: handheld products, smartphones, set-top boxes, digital televisions, tablets, digital video recorders and other consumer equipment.

Industrial: video broadcast studio equipment, automated meter reading, Internet of Things ("IoT"), smart grid, military and aerospace, medical, security systems, automotive, industrial and home automation, video security and surveillance and other industrial equipment.

Fiscal Year

The Company reports results on the basis of 52 and 53 week periods and ends its fiscal year on the last Sunday in January. The fiscal years ended January 25, 2015, January 26, 2014 and January 27, 2013 each consisted of 52 weeks.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Semtech Corporation and its wholly-owned subsidiaries. All inter-company transactions and accounts have been eliminated.

In March 2012, the Company completed the acquisitions of Gennum Corporation (“Gennum”) and Cycleo SAS (“Cycleo”). The consolidated financial statements include the results of operations of Gennum and Cycleo commencing as of the acquisition dates. In January 2015, the Company completed the acquisition of EnVerv, Inc. (“EnVerv”). The consolidated financial statements include the results of operations of EnVerv commencing as of the acquisition date.

Segment Information

The Company's Chief Executive Officer (“CEO”) has been identified as the Chief Operating Decision Maker (“CODM”) as defined by guidance regarding segment disclosures (see Note 17 for further discussion). In fiscal year 2015, the Company completed the reassessment of its operations in light of its restructuring efforts (see Note 19 for further discussion) and recent strategic business decisions. Based on this reassessment, the Company has identified four operating segments in total. Three of the four operating segments aggregate into one reportable segment, the Semiconductor Products Group. The remaining operating segment, the Systems Innovation Group (shown as “All others”), could not be aggregated with the other operating segments and did not meet the criteria for a separate reportable segment as defined by the guidance regarding segment disclosure. As a result, the financial activity associated with the Systems Innovation Group is reported separately from the Company's Semiconductor Products Group. This separate reporting is included in the “All others” category. Prior to fiscal year 2015, the Company included “All others” as part of the Company’s one reportable segment. The historical activity of the reportable segment and “All others” has been recast for consistent presentation for all periods presented.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassification

Certain prior period footnote amounts have been re-cast to reflect the effect of the changes to the Company's identified operating segments. See Note 17.

Note 2: Significant Accounting Policies

Cash, Cash Equivalents and Investments

The Company considers all highly-liquid investments with an original maturity of 90 days or less to be cash equivalents. The Company maintains cash balances and investments in highly-qualified financial institutions. At various times such amounts are in excess of insured limits. Investments consist of government and corporate obligations and bank time deposits. The Company's investment policy restricts investments to high credit quality investments with limits on the length to maturity and the amount invested with any one issuer. These investments, especially corporate obligations, are subject to default risk. The Company designates its investments as available for sale ("AFS"). Investments designated as AFS are reported at fair value. The Company records the unrealized gains and losses, net of tax, in stockholders' equity as a component of comprehensive income. Realized gains or losses are recorded in "Interest income and other (expense) income, net" in the consolidated statements of operations.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are recorded at net realizable value or the amount that the Company expects to collect on gross customer trade receivables. The Company evaluates the collectability of its accounts receivable based on a combination of factors. The Company generally does not require collateral on accounts receivable as the majority of the Company's customers are large, well-established companies. Historically, bad debt provisions have been consistent with management's expectations. If the Company becomes aware of a customer's inability to meet its financial obligations after a sale has occurred, it records an allowance to reduce the net receivable to the amount it reasonably believes it will be able to collect from the customer. For all other customers, the Company recognizes allowances for doubtful accounts based on the length of time the receivables are past due, the current business environment and historical experience. If the financial condition of the Company's customers were to deteriorate or if economic conditions worsen, additional allowances may be required in the future. All of the Company's accounts receivables are trade-related receivables.

Inventories

Inventories are stated at lower of cost or market and consist of materials, labor and overhead. The Company determines the cost of inventory by the first-in, first-out method. The Company evaluates inventories for excess quantities and obsolescence. This evaluation includes analysis of sales levels by product and projections of future demand. In order to state the inventory at lower of cost or market, the Company maintains reserves against its inventory. If future demand or market conditions are less favorable than the Company's projections, a write-down of inventory may be required, and would be reflected in cost of goods sold in the period the revision is made.

Business Combinations

The Company accounts for business combinations at fair value. Goodwill is measured as the excess of consideration transferred over the acquisition date net fair values of the assets acquired and the liabilities assumed. All changes that do not qualify as measurement period adjustments are included in current period earnings. Significant judgment is required to determine the estimated fair value for assets and liabilities acquired and to assign their respective useful lives. The fair values assigned to tangible and intangible assets acquired and liabilities assumed, including contingent consideration, are based on management's estimates and assumptions, as well as other information compiled by management, including available historical information and valuations that utilize customary valuation procedures and techniques.

The Company employs the income approach to estimate the fair value of intangible assets, which is based on forecasts of the expected future cash flows attributable to the respective assets. The fair value of acquired in-process research and development projects ("IPR&D") was determined using an income approach or replacement cost approach as applicable. The replacement cost approach was used for IPR&D projects that were considered long-term core investments and were not anticipated to be profitable for a period of time. IPR&D projects which were valued using an income approach, measured the returns attributable to each specific IPR&D project, discounted to present value using a risk-adjusted rate of return, including as appropriate, any tax benefits derived from amortizing the intangible assets for tax purposes. Significant estimates and assumptions inherent in the valuations reflect consideration of other marketplace participants, and include the amount and timing of future cash flows (including expected growth rates and profitability), the underlying product life cycles, economic barriers to entry, a brand's relative market position and the discount rate applied to the cash flows, among others.

60

If actual results differ from the estimates and judgments used in these estimates, the amounts recorded in the financial statements could result in a possible impairment of the intangible assets and goodwill, or require acceleration of the amortization expense of finite-lived intangible assets.

Property, Plant and Equipment

Property, plant and equipment are stated at cost less depreciation and impairments. The Company’s cost basis includes certain assets acquired in business combinations that were recorded at fair value as of the date of acquisition. Depreciation is computed over the estimated useful lives of the related asset type or term of the operating lease using the straight-line method for financial statement purposes. Maintenance and repairs are charged to expense as incurred and the costs of additions and betterments that increase the useful lives of the assets are capitalized. Also, the Company reassesses the estimated remaining useful lives of any impaired assets and adjusts accordingly estimates of future depreciation expense related to these assets.

The estimated service lives for property and equipment is as follows:

	Estimated Useful Lives
Buildings and leasehold improvements	7 to 39 years
Enterprise resource planning systems	13 years
Machinery and equipment	5 to 8 years
Transportation vehicles	5 years
Furniture and fixtures	7 years
Computers and computer software	3 years

Impairment of Goodwill, Other Intangible and Long-Lived Assets

Goodwill

Goodwill is the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations accounted for under the purchase method. Goodwill is not amortized but is tested for impairment using a two-step method. Step one is the identification of potential impairment. The Company’s operating segments represent its reporting units since segment management, who report to the CODM, regularly review operating results and make resource allocation decisions at this level. This involves comparing the fair value of each reporting unit with its carrying amount, including goodwill. If the fair value of a reporting unit exceeds the carrying amount, the goodwill of the reporting unit is considered not impaired and the second step of the impairment test is unnecessary. If the carrying amount of a reporting unit exceeds its fair value, the second step of the impairment test is performed to measure the amount of impairment loss, if any. The Company tests, by reporting unit, goodwill and other indefinite-lived intangible assets for impairment at November 30 or more frequently if it believes indicators of impairment exist or if it makes changes to a reporting unit with assigned goodwill.

For its annual impairment review, the Company primarily uses an income approach, which incorporates multi-period excess earnings present value techniques (discounted cash flows) as well as other generally accepted valuation methodologies to determine the fair value of the assets using Level 3 inputs. The Company's assumptions incorporate judgments as to the price received to sell a reporting unit as a whole in an orderly transaction between market participants at the measurement date. Considering the integration of its operations, the Company has assumed that the highest and best use of a reporting unit follows an “in-use” valuation premise.

Significant management judgment is required in determining the estimations of future cash flows, which is dependent on internal forecasts, the long-term rate of growth for the Company's business, the useful life over which cash flows will occur, and the weighted average cost of capital. The value of goodwill, could be impacted by future adverse changes such as: (i) any future declines in operating results, (ii) a decline in the valuation of technology company stocks, including the valuation of the Company's common stock, (iii) a significant slowdown in the worldwide economy and the semiconductor industry or (iv) any failure to meet the Company's performance projections included in its forecasts of future operating results.

Other Intangibles and Long-lived Assets

Finite-lived intangible assets resulting from business acquisitions or technology licenses purchased are amortized on a straight-line basis over their estimated useful lives. The useful lives of acquisition-related intangible assets represent the point where over 90% of realizable undiscounted cash flows for each intangible asset are recognized. The assigned useful lives are based upon the Company’s historical experience with similar technology and other intangible assets owned by the Company. The useful life of technology licenses is usually based on the term of the agreement.

In-process research and development is recorded at fair value as of the date of acquisition as an indefinite-lived intangible asset until the completion or abandonment of the associated research and development efforts or impairment. Upon completion of development, acquired in-process research and development assets are transferred to finite-lived intangible assets and amortized over their useful lives.

The Company reviews indefinite-lived intangible assets for impairment on an annual basis in conjunction with goodwill or whenever events or changes in circumstances indicate the carrying value may not be recoverable. Recoverability of indefinite-lived intangible assets is measured by comparing the carrying amount of the asset to the future discounted cash flows the asset is expected to generate. Also, the Company reassesses the estimated remaining useful lives of any impaired assets and adjusts accordingly estimates of future amortization expense related to these assets.

The Company assesses finite-lived intangibles and long-lived assets for impairment when indicators of impairment, such as reductions in demand or significant economic slowdowns in the semiconductor industry, are present. Reviews are performed to determine whether the carrying value of an asset is impaired, based on comparisons to undiscounted expected future cash flows. If this comparison indicates that there is impairment, the impaired asset is written down to fair value, which is typically calculated using: (i) quoted market prices and/or (ii) discounted expected future cash flows utilizing a discount rate. Impairment is based on the excess of the carrying amount over the fair value of those assets.

Cost Method Investments

The Company reviews its cost method investments on a regular basis to evaluate whether or not any investment has experienced an other-than-temporary decline in fair value. The Company considers factors such as the length of time and extent to which the market value has been less than the cost, the financial condition and near-term prospects of the issuer and its intent to sell, or whether it is more likely than not the Company will be required to sell the investment before recovery of the investment's amortized cost basis. If the Company believes that an other-than-temporary decline exists in one of these investments, the Company writes down the impaired investment to fair value. Any impairment to these investments would be recorded as a non-operating expense in our Consolidated Statements of Operations.

Functional Currency

The Company has concluded that, with the exception of a subsidiary based in Reynosa, Mexico, the functional currency of all subsidiaries is the United States Dollar.

Fair Value Measurements

When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. The Company uses the following three levels of inputs in determining the fair value of the Company’s assets and liabilities, focusing on the most observable inputs when available:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

62

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed is determined based on the lowest level input that is significant to the fair value measurement.

Interest Rate Derivative

The Company incurs interest expense through its variable rate debt. To manage its interest rate risk, the Company occasionally hedges the future cash flows of its variable rate debt, principally through interest rate contracts with major financial institutions. Interest rate contracts that meet specific criteria are accounted for as cash flow hedges. The Company's objective in using interest rate contracts is to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company uses interest rate contracts as part of its interest rate risk management strategy. Interest rate cap contracts involve the receipts of variable amounts from a counterparty when one-month LIBOR exceeds the capped interest rate in exchange for an upfront payment from the Company, capping the Company's one-month LIBOR floating interest payments at the strike rate on its interest rate cap contract.

The effective portion of changes in the fair value of derivatives designated, and that qualify, as cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The upfront payment the Company paid for the interest rate cap agreement will be amortized out of accumulated other comprehensive income and recorded as interest expense according to the amortization schedule created at inception of the hedging relationship. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. The Company records derivative instruments in the statements of cash flows to operating, investing, or financing activities consistent with the cash flows of the hedged item.

The assessment of effectiveness is based on the total changes in an option's cash flows such that the assessment will include the interest rate caps entire change in fair value. The interest rate cap is considered a highly effective hedge since the key features and terms match with the hedged item at inception. Key features and terms are notional amount, cap effective date, rate threshold, index, repricing dates, payments dates, and maturity dates.

Revenue Recognition

The Company recognizes product revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collectability is probable. Recovery of costs associated with product design and engineering services are recognized during the period in which services are performed. The product design and engineering recovery, when recognized, will be reported as a reduction to product development and engineering expense. Historically, these recoveries have not exceeded the cost of the related development efforts.

The Company includes revenue related to granted technology licenses as part of "Net sales." Historically, revenue from these arrangements has not been significant though it is part of its recurring ordinary business. In the third quarter of fiscal year 2013, the Company entered into a single licensing arrangement that resulted in the recognition of $7.5 million of revenue.

The Company defers revenue recognition on shipment of products to certain customers, principally distributors, under agreements which provide for limited pricing credits or return privileges, until these products are sold through to end-users or the return privileges lapse. For sales subject to certain pricing credits or return privileges, the amount of future pricing credits or inventory returns cannot be reasonably estimated given the relatively long period in which a particular product may be held by the customer. Therefore, the Company has concluded that sales to customers under these agreements are not fixed and determinable at the date of the sale and revenue recognition has been deferred. The Company estimates the deferred gross margin on these sales by applying an average gross profit margin to the actual gross sales. The average gross profit margin is calculated for each category of material using standard costs which is expected to approximate actual costs at the date of sale. The estimated deferred gross margins on these sales, where there are no outstanding receivables, are recorded on the consolidated balance sheets under the heading of "Deferred revenue."

The Company records a provision for estimated sales returns in the same period as the related revenues are recorded. The Company bases these estimates on historical sales returns and other known factors. Actual returns could be different from Company estimates and current provisions for sales returns and allowances, resulting in future charges to earnings. There were no significant impairments of deferred cost of sales in fiscal years 2015, 2014 or 2013.

The following table summarizes the deferred revenue balance:

(in thousands)	January 25, 2015	January 26, 2014
Deferred revenues	$6,237	$7,179
Deferred cost of revenues	(1,562)	(1,698)
Deferred revenue, net	4,675	5,481
Deferred product design and engineering recoveries	1,173	1,786
Total deferred revenue	$5,848	$7,267

Cost of Sales

Cost of sales includes materials, depreciation on fixed assets used in the manufacturing process, shipping costs, direct labor and overhead.

Sales and Marketing

The Company expenses sales and marketing costs, which include advertising costs, as they are incurred. Advertising costs were $52,000, $118,000 and $119,000 for fiscal years 2015, 2014 and 2013, respectively.

Product Development and Engineering

Product development and engineering costs are charged to expense as incurred. Recoveries from nonrecurring engineering services are recorded as an offset to product development expense incurred in support of this effort since these activities do not represent an earnings process core to the Company's business and serve as a mechanism to partially recover development expenditures.

The Company received approximately $29.3 million, $17.6 million and $12.5 million in fiscal years 2015, 2014 and 2013, respectively for nonrecurring engineering services.

Income Taxes

The Company accounts for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts and their respective tax bases. The consolidated balance sheets include current and long term prepaid taxes under "Prepaid taxes" and "Other assets" and current and long term liabilities for uncertain tax positions under "Accrued liabilities" and "Other long-term liabilities."

As part of the process of preparing the Company's consolidated financial statements, the Company estimates income taxes in each of the jurisdictions in which it operates. This process involves estimating the current tax liability together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities. The Company must assess the likelihood that its deferred tax assets will be recovered from future taxable income and, to the extent the Company believes that recovery is not likely, it must establish a valuation allowance. To the extent the Company changes its valuation allowance in a period, the change is generally recorded through the tax provision on the consolidated statements of operations.

The income tax effects of share-based payments are recognized for financial reporting purposes only if such awards are expected to result in a tax deduction. The Company does not recognize a deferred tax asset for an excess tax benefit (that is, a tax benefit that exceeds the tax benefit for the amount of compensation cost recognized for the award for financial reporting purposes) that has not been realized. In determining when an excess tax benefit is realized, the Company has elected to follow the ordering provision of the tax law.

For intra-entity differences between the tax basis of an asset in the buyer's tax jurisdiction and their cost as reported in the consolidated financial statements, the Company does not recognize a deferred tax asset. Income taxes paid on intra-entity profits on assets remaining within the group are accounted for as prepaid taxes. See Note 14 for further discussion of income taxes.

Accumulated Other Comprehensive Income

Other comprehensive income includes unrealized gains and losses on available-for-sale investments, unrealized loss on interest rate hedging activities and foreign currency translation adjustments, net of tax. This information is provided in our consolidated statements of comprehensive income.

The following table summarizes the changes in accumulated other comprehensive income (loss) by component:

(in thousands)	Available for Sale Investments	Interest Rate Hedge	Cumulative Translation Adjustments	Total
Balance at January 29, 2012	37	—	498	535
Other comprehensive income (loss) before reclassifications, net of tax	(31)	(353)	203	(181)
Amounts reclassified, net of tax	(1)	—	—	(1)
Net current period other comprehensive income (loss)	(32)	(353)	203	(182)
Balance at January 27, 2013	5	(353)	701	353
Other comprehensive income (loss) before reclassifications, net of tax	(5)	(145)	—	(150)
Amounts reclassified, net of tax	—	50	—	50
Net current period other comprehensive loss	(5)	(95)	—	(100)
Balance at January 27, 2013	—	(448)	701	253
Other comprehensive income (loss) before reclassifications, net of tax	—	(243)	—	(243)
Amounts reclassified, net of tax	—	153	—	153
Net current period other comprehensive loss	—	(90)	—	(90)
Balance at January 25, 2015	—	(538)	701	163

Stock-Based Compensation

The Company has various equity award plans (“Plans”) that provide for granting stock based awards to employees and non-employee directors of the Company. The Plans provide for the granting of several available forms of stock compensation. As of January 25, 2015, the Company has granted stock option awards (“Options”) and restricted stock unit awards (“RSU”) under the Plans and has also issued some stock-based compensation outside of any plan, including options and restricted stock issued as inducements to join the Company.

Earnings (Loss) per Share

The computation of basic and diluted earnings per common share was as follows:

	Fiscal Year Ended		
(in thousands, except per share amounts)	January 25, 2015	January 26, 2014	January 27, 2013
Net income (loss)	$27,947	$(164,466)	$41,939
Weighted average common shares outstanding - basic	67,108	67,471	65,809
Dilutive effect of employee equity incentive plans	577	0	1,663
Weighted average common shares outstanding - diluted	67,685	67,471	67,472
Basic earnings (loss) per common share	$0.42	$(2.44)	$0.64
Diluted earnings (loss) per common share	$0.41	$(2.44)	$0.62
Anti-dilutive shares not included in the above calculations	1,714	1,245	783

Basic earnings (loss) per common share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during the reporting period. Diluted earnings (loss) per common share incorporates the incremental shares issuable, calculated using the treasury stock method, upon the assumed exercise of stock options and the vesting of restricted stock.

Contingencies

The Company accrues an undiscounted liability for contingencies where the incurrence of a loss is probable and the amount can be reasonably estimated, and the Company discloses the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for our financial statements not to be misleading. The Company does not record liabilities when the likelihood that the liability has been incurred is probable but the amount cannot be reasonably estimated, or when the liability is believed to be only reasonably possible or remote.

Because litigation outcomes are inherently unpredictable, the Company's evaluation of legal proceedings often involves a series of complex assessments by management about future events and can rely heavily on estimates and assumptions. If the assessments indicate that loss contingencies that could be material to any one of our financial statements are not probable, but are reasonably possible, or are probable, but cannot be estimated, then the Company discloses the nature of the loss contingencies, together with an estimate of the range of possible loss or a statement that such loss is not reasonably estimable.

The Company also records contingent earn-out liabilities which represent the Company's requirement to make additional payments related to acquisitions based on certain performance targets achieved during the earn-out periods. For such earn-outs that do not relate to employee services, the Company estimates the fair value based on probability assessments of achieving the specified performance targets.

Subsequent Events

The Company evaluates all events through the issuance date of the consolidated financial statements to determine whether any subsequent events have occurred that require recognition or disclosure.

Note 3: Acquisitions

EnVerv, Inc. ("EnVerv")

On January 13, 2015, the Company completed the acquisition of select assets of EnVerv, a privately-held supplier of power line communications ("PLC") and Smart Grid solutions targeted at advanced metering infrastructure, home energy management systems and Internet of Things applications. Semtech paid $4.9 million in cash at closing.

Total acquisition consideration will be allocated to the acquired tangible and intangible assets and assumed liabilities of EnVerv based on their respective estimated fair values as of the acquisition date. Any excess of the acquisition consideration over the fair value of assets acquired and liabilities assumed will be allocated to goodwill. The Company is currently in the process of evaluating the fair values of the acquired intangible assets and goodwill assumed in the business combination. As of January 25, 2015, based on the Company's preliminary estimates, $1.4 million of the total acquisition consideration has been allocated to core technologies and the remaining $3.4 million has been allocated to goodwill. The Company expects that all such goodwill will be deductible for tax purposes.

The purchase price allocation for the EnVerv acquisition is preliminary and will be finalized upon collection of information regarding the fair values of assets and liabilities acquired. The primary areas of the preliminary purchase price allocation that are not yet finalized include fair values of certain tangible assets and liabilities acquired, identifiable intangible assets, certain legal matters, income and non-income based taxes, residual goodwill, the allocation of goodwill to reporting units, and its impact on segment reporting.The Company expects to complete the purchase price allocation for its acquisition of EnVerv in the second quarter of fiscal year 2016.

Net revenues and earnings attributable to EnVerv since the acquisition date were not material. Pro forma results of operations have not been presented as EnVerv's annual operating results are not material to the Company's consolidated financial statements.

Gennum Corporation ("Gennum")

On March 20, 2012, the Company, through its wholly-owned subsidiary Semtech Canada Inc., completed the acquisition of all outstanding equity interests of Gennum (TSX: GND), a leading supplier of high-speed analog and

mixed-signal semiconductors for the optical communications and video broadcast markets.

Upon consummation of the business acquisition, which constituted a change in control of Gennum, Gennum's stock option awards and restricted shares became fully vested. Semtech acquired 100% of the outstanding shares and vested stock options, restricted shares, and deferred share units of Gennum for CDN $13.55 per share for a total purchase price of $506.5 million. The acquisition was financed with a combination of cash from Semtech's international cash reserves and $347.0 million of five-year secured term loans, net of original issuance debt discount of $3.0 million.
The Gennum assets acquired and liabilities assumed are recorded at their acquisition-date fair values.
Acquisition-related transaction costs are not included as a component of consideration transferred, but are accounted for as an expense in the period in which the costs are incurred. Any excess of the acquisition consideration over the fair value of assets acquired and liabilities assumed is allocated to goodwill. The goodwill resulted from expected synergies from the transaction, including complementary products that will enhance the Company's overall product portfolio, and opportunities within new markets, and is not deductible for tax purposes. The acquired in-process research and development is recorded at fair value as an indefinite-lived intangible asset at the acquisition date until the completion or abandonment of the associated research and development efforts.
In connection with the acquisition, certain Gennum employees became entitled to payments upon a change in control and their subsequent termination. These payments, which totaled approximately $9.6 million, have been recognized as a post-acquisition compensation expense and included in the consolidated statements of operations for fiscal year 2013 under "Selling, general and administrative."
The Company's allocation of the total purchase price as of March 20, 2012 is summarized below:

(in thousands)	At March 20, 2012
Cash	$19,664
Accounts receivable, less allowances	14,032
Inventories	62,941
Prepaid expenses	3,832
Income taxes receivable	1,467
Deferred tax assets - current	8,590
Other current assets	7,804
Property, plant and equipment	25,702
Amortizable intangible assets	129,863
In-process research and development	29,100
Goodwill	261,891
Deferred tax assets - non-current	31,235
Other non-current assets	8
Deferred tax liabilities	(47,077)
Accounts payable	(18,232)
Accrued liabilities	(24,274)
Total acquisition consideration	$506,546

(in thousands)	At March 20, 2012
Amortizable intangible assets:	
Developed technology	$95,100
Customer relationships	28,000
Other intangible assets	6,763
	$129,863

Primarily due to a change in the preliminary allocation of fair value with regard to deferred tax assets and liabilities, the preliminary goodwill allocation related to Gennum decreased by $0.9 million from $262.8 million as of October 28, 2012 to $261.9 million as of January 27, 2013.
The Company completed the purchase price allocation for its acquisition of Gennum as of January 27, 2013.
The Company recognized approximately $1.7 million and $24.8 million of transaction and integration related costs in fiscal year 2014 and 2013, respectively associated with the Gennum acquisition in fiscal year 2013. These costs are

included in the consolidated statements of operations under “Selling, general and administrative.”

In May 2012, the Company settled two pre-acquisition contingencies related to legal matters that were included in the purchase price allocation for a total cash payment of $4.2 million.

For fiscal year 2013 the Company recognized the following net revenue and corresponding net income (loss) attributable to Gennum:

(in thousands)	Fiscal Year Ended January 27, 2013
Net revenue - Gennum	$129,558
Net loss - Gennum	$(36,546)

Pro Forma Financial Information

The results of operations of Gennum have been included in the Company's consolidated statements of operations since the acquisition date of March 20, 2012. The following table reflects the unaudited consolidated pro forma information as if the acquisition had taken place at the beginning of each period presented, after giving effect to certain adjustments including the following for fiscal years 2013:

- decrease in cost of goods sold associated with the fair value adjustment related to acquired inventory of $39.4 million for fiscal year 2013;
- increase in operating expense as a result of the settlement of two pre-acquisition contingencies related to legal matters of $4.2 million for fiscal year 2013;
- decrease in amortization expense as a result of acquired intangible assets of $1.6 million for fiscal year 2013;
- decrease in benefit for taxes of $23.4 million associated with the releasing of prior accrued taxes on foreign earnings for fiscal year 2013;
- increase in interest expense of $1.7 million associated with the $350.0 million term loans entered into to finance the acquisition for fiscal year 2013; and
- the related tax effects.

Unaudited Consolidated Pro forma Information:

(in thousands)	Fiscal Year Ended January 27, 2013 (unaudited)
Revenue	$603,067
Net income	$56,980

The unaudited pro forma information presented does not purport to be indicative of the results that would have been achieved had the acquisition been consummated at the beginning of each period presented nor of the results which may occur in the future. The pro forma adjustments are based upon available information and certain assumptions that the Company believes are reasonable. The unaudited pro forma information does not include any adjustments for any restructuring activities, operating efficiencies or cost savings.

Cycleo SAS ("Cycleo")

On March 7, 2012, the Company completed the acquisition of Cycleo, a privately-held company based in France that develops intellectual property ("IP") for wireless long-range semiconductor products used in smart metering and other industrial and consumer markets. Under the terms of the purchase agreement, Semtech paid the stockholders of Cycleo $5.0 million in cash at closing.

Total acquisition consideration is allocated to the acquired tangible and intangible assets and assumed liabilities of Cycleo based on their respective estimated fair values as of the acquisition date. Any excess of the acquisition consideration over the fair value of assets acquired and liabilities assumed is allocated to goodwill. The Company expects that all such goodwill will not be deductible for tax purposes.

The Company completed the purchase price allocation for its acquisition of Cycleo in fiscal year 2013.

Additionally, pursuant to the terms of the amended earn-out arrangement ("Amended Earn-out") with the former Cycleo stockholders ("Earn-out Beneficiaries"), the Company potentially may make payments totaling up to approximately $16.0 million based on the achievement of a combination of certain revenue and operating income milestones by Cycleo over a defined period ("Defined Earn-out Period"). In the fourth quarter of fiscal year 2015, the Company and the Earn-Out Beneficiaries agreed to amend the term of the Defined Earn-out Period. Under the original definition, the Defined Earn-out Period covered the period April 30, 2012 to May 1, 2016. Under the amended definition the Defined Earn-Out period covers the period April 27, 2015 to April 26, 2020.
For certain of the Cycleo stockholders, payment of the earn-out liability is contingent upon employment on the payout date and is accounted for as post-acquisition compensation expense over the service period. The portion of the earn-out liability that is not dependent on continued employment is included in the purchase price allocation at March 7, 2012. See Note 15.
Net revenues and earnings attributable to Cycleo since the acquisition date were not material. Pro forma results of operations have not been presented as the acquisition was not material to the Company's consolidated financial statements.
Note 4: Investments
Investments that have original maturities of three months or less are accounted for as cash equivalents. This includes money market funds, time deposits and U.S. government obligations. Temporary and long-term investments consist of government, bank and corporate obligations, and bank time deposits with original maturity dates in excess of three months. Temporary investments have original maturities in excess of three months, but mature within twelve months of the balance sheet date. Long-term investments have original maturities in excess of twelve months. The Company determines the cost of securities sold based on the specific identification method. Realized gains or losses are reported in "Interest income and other (expense) income, net" on the consolidated statements of operations.
The Company classifies its investments as available-for-sale because it may sell some securities prior to maturity. The Company's investments are subject to market risk, primarily interest rate and credit risks. The Company's investments are managed by a limited number of outside professional managers that operate within investment guidelines set by the Company. These guidelines include specified permissible investments, minimum credit quality ratings and maximum average duration restrictions and are intended to limit market risk by restricting the Company's investments to high quality debt instruments with relatively short-term maturities.
As of January 25, 2015, all of the Company's long-term investments had been liquidated.
The following table summarizes the Company's available-for-sale investments:

	January 25, 2015			January 26, 2014		
(in thousands)	Market Value	Adjusted Cost	Gross Unrealized Gain	Market Value	Adjusted Cost	Gross Unrealized Gain
Agency securities	$23,271	$23,271	$—	$18,258	$18,257	$1
Bank time deposits	—	—	—	—	—	—
Total investments	$23,271	$23,271	$—	$18,258	$18,257	$1

Agency securities are specific securities that are issued by United States government agencies such as Ginnie Mae, Fannie Mae, Freddie Mac or other federal banks. Due to the expectation of federal backing, these securities usually hold the highest credit rating possible.
The following table summarizes the maturities of the Company's available-for-sale investments:

	January 25, 2015		January 26, 2014	
(in thousands)	Market Value	Adjusted Cost	Market Value	Adjusted Cost
Within 1 year	$23,271	$23,271	$14,584	$14,584
After 1 year through 5 years	—	—	3,674	3,673
Total investments	$23,271	$23,271	$18,258	$18,257

Unrealized gains and losses are the result of fluctuations in the market value of the Company's available-for-sale investments and are included in "Accumulated other comprehensive income" on the consolidated balance sheets. The

following table summarizes net unrealized losses arising in the periods presented in addition to the tax associated with these comprehensive income items:

(in thousands)	Fiscal Year Ended January 25, 2015	January 26, 2014	January 27, 2013
Unrealized loss, net of tax	$—	$(5)	$(32)
Decrease to deferred tax liability	$—	$(2)	$(10)

The following table summarizes interest income generated from investments and cash and cash equivalents:

(in thousands)	Fiscal Year Ended January 25, 2015	January 26, 2014	January 27, 2013
Interest income	$43	$342	$404

During fiscal years 2015 and 2014, the Company made investments in privately traded companies for cash consideration of $7.1 million and $2.5 million, respectively. The Company's total equity investments in privately traded companies as of January 25, 2015 and January 26, 2014 were $12.1 million and $5.0 million, respectively. The Company accounts for its equity investment under the cost method of accounting since it does not have the ability to exercise significant influence over the investees. The equity investments are included in "Other assets" on the consolidated balance sheet as of January 25, 2015 and January 26, 2014, respectively.

Note 5: Fair Value Measurements

Instruments Measured at Fair Value on a Recurring Basis

Financial assets measured and recorded at fair value on a recurring basis consisted of the following types of instruments:

	Fair Value as of January 25, 2015				Fair Value as of January 26, 2014			
(in thousands)	Total	(Level 1)	(Level 2)	(Level 3)	Total	(Level 1)	(Level 2)	(Level 3)
Agency securities	$23,271	$23,271	$—	$—	$17,258	$13,584	$3,674	$—
Bank time deposits	—	—	—	—	—	—	—	—
Total available-for-sale securities	23,271	23,271	—	$—	17,258	13,584	3,674	$—
Interest rate cap	33	—	33	—	316	—	316	—
Total financial assets	$23,304	$23,271	$33	$—	$17,574	$13,584	$3,990	$—

Available-for-sale securities included in Level 2 are valued utilizing inputs obtained from an independent third-party service (the "Service"), which uses quoted market prices for identical or comparable instruments rather than direct observations of quoted prices in active markets. The Service gathers observable inputs for all of our fixed income securities from a variety of industry data providers, for example, large custodial institutions and other third-party sources. Once the observable inputs are gathered by the Service, all data points are considered and an average price is determined. The Service's providers utilize a variety of inputs to determine their quoted prices. The Company reviews and evaluates the values provided by the Service and agrees with the valuation methods and assumptions used in determining the fair value of investments. The Company believes this method provides a reasonable estimate for fair value.

The fair value of the interest rate cap at January 25, 2015 is estimated as described in Note 11 and is included in "Other assets" on the consolidated balance sheet.

Financial assets measured and recorded at fair value on a recurring basis were presented on the Company's consolidated balance sheets as follows:

	Fair Value as of January 25, 2015				Fair Value as of January 26, 2014			
(in thousands)	Total	(Level 1)	(Level 2)	(Level 3)	Total	(Level 1)	(Level 2)	(Level 3)
Cash equivalents	23,271	23,271	—	—	13,584	13,584	—	—
Long-term investments	—	—	—	—	3,674	—	3,674	—
Other assets	33	—	33	—	316	—	316	—
Total financial assets	$23,304	$23,271	$33	$—	$17,574	$13,584	$3,990	$—

69

During fiscal years 2015 and 2014, the Company had no transfers of financial assets or liabilities between Level 1, Level 2 or Level 3. As of January 25, 2015 and January 26, 2014, the Company had not elected the fair value option for any financial assets and liabilities for which such an election would have been permitted.

Instruments Not Recorded at Fair Value on a Recurring Basis

Some of the Company’s financial instruments are not measured at fair value on a recurring basis but are recorded at amounts that approximate fair value due to their liquid or short-term nature. Such financial assets and financial liabilities include: cash and cash equivalents, receivables, net, certain other assets, accounts payable and accrued expenses, accrued personnel costs, and other current liabilities.

The Company’s long-term debt is not recorded at fair value on a recurring basis, but is measured at fair value for disclosure purposes. The fair value of the Company’s Term Loans (as defined herein) is $95.9 million and Revolving Commitments (as defined herein) is $158.0 million at January 25, 2015 both of which are based on Level 2 inputs which are derived from transactions with similar amounts, maturities, credit ratings and payment terms.

Assets and Liabilities Recorded at Fair Value on a Non-Recurring Basis

The Company reduces the carrying amounts of its goodwill, intangible assets, long-lived assets and non-marketable equity securities to fair value when held for sale or determined to be impaired.

For its investment in equity interests, the Company has not identified events or changes in circumstances that may have a significant adverse effect on the fair value of its cost method investment during fiscal year 2015.

Note 6: Inventories

Inventories, consisting of material, material overhead, labor, and manufacturing overhead, are stated at the lower of cost (first-in, first-out) or market and consist of the following:

(in thousands)	January 25, 2015	January 26, 2014
Raw materials	$1,624	$1,971
Work in progress	36,759	45,508
Finished goods	35,285	12,788
Inventories	$73,668	$60,267

During the fourth quarter of fiscal year 2014, the Company reduced the cost basis of inventories by $15.0 million as a result of its strategic decision to reduce investments in the optical long-haul market which is included in “Cost of sales - lower of cost or market write down” in the consolidated statements of operations.

Note 7: Property, Plant and Equipment

The following is a summary of property and equipment, at cost less accumulated depreciation:

(in thousands)	January 25, 2015	January 26, 2014
Property	$9,022	$9,022
Buildings	18,657	18,633
Leasehold improvements	10,429	10,109
Machinery and equipment	135,956	132,549
Enterprise resource planning systems	26,890	—
Furniture and office equipment	33,780	34,263
Construction in progress	1,325	18,155
Property, plant and equipment, gross	236,059	222,731
Less accumulated depreciation and amortization	(120,588)	(112,610)
Property, plant and equipment, net	$115,471	$110,121

As of January 25, 2015, construction in progress consists primarily of machinery and equipment. As of January 26, 2014 construction in progress consists primarily of capitalized internal use software costs.

During the fiscal year ended January 25, 2015, the Company recorded impairment charges against certain property, plant and equipment assets as a result of its strategic decision to reduce its investment in the defense and microwave communications infrastructure market and further reduction of its investment in the optical long-haul markets. These impairment charges relate primarily to limited sales volumes through the remaining life of the assets. In determining the amount of impairment, the Company used a sales comparison method and cost approach to estimate the fair value of property, plant and equipment, and an income approach to estimate the fair value of intangible assets. The Company concluded that the Systems Innovation reporting unit is also the asset group for impairment testing purposes. The impaired assets are currently being used by the Company. The categorization and classification of these charges are summarized below:

(in thousands)	Machinery and equipment	Furniture and office equipment	Leasehold improvements	Total
Cost of sales	$2,799	$10	$1	$2,810
Product development and engineering	3,477	33	—	3,510
Selling, general and administrative expenses	5	—	1	6
Total impairment charge	$6,281	$43	$2	$6,326

During the fiscal year ended January 26, 2014, the Company recorded impairment charges against certain property, plant and equipment assets as a result of its strategic decision to reduce its investment in the optical long-haul market. These impairment charges relate primarily to excess manufacturing capacity. In determining the amount of impairment, the Company used a cost approach to estimate the fair value of test equipment, computer software, leasehold improvements and furniture and fixtures. The sales comparison approach was used to value computer hardware. The Company concluded that the former Advanced Communication reporting unit, which subsequently became part of the Signal Integrity and Timing product group (the Signal Integrity product group since the first quarter of fiscal 2015), is also the asset group for impairment testing purposes. See Note 19. The impaired assets are currently being used by the Company. The categorization and classification of these charges are summarized below:

(in thousands)	Machinery and equipment	Furniture and office equipment	Leasehold improvements	Total
Cost of sales	$4,019	$5	$317	$4,341
Product development and engineering	2,173	12	2	2,187
Selling, general and administrative expenses	23	69	222	314
Total impairment charge	$6,215	$86	$541	$6,842

The net book value of equipment and machinery that are consigned to a foundry in China is $7.6 million and $8.1 million as of January 25, 2015 and January 26, 2014, respectively.
Depreciation expense was $21.1 million, $21.8 million, and $17.9 million in fiscal years 2015, 2014, and 2013, respectively.

Note 8: Goodwill and Intangible Assets

Goodwill – Changes in the carrying amount of goodwill by applicable reporting unit were as follows:

(in thousands)	Signal Integrity	Gennum [1]	Advanced Communications [1]	Wireless, Sensing & Timing	Total
Balance as of January 27, 2013	$—	$261,891	$ 116,686	$15,007	$393,584
Impairments	—	—	(116,686)	—	(116,686)
Transfers	261,891	(261,891)	—	—	—
Balance as of January 26, 2014	$261,891	$—	$ —	$15,007	$276,898
Acquisitions	—	—	—	3,421	3,421
Balance as of January 26, 2015	$261,891	$—	$ —	$18,428	$280,319

(1) In the fourth quarter of fiscal year 2014, the Gennum and former Advanced Communications reporting units were integrated to form the new reporting unit Signal Integrity and Timing, which in the first quarter of fiscal 2015 became the new reporting unit Signal Integrity with Timing becoming a part of Wireless, Sensing and Timing. There were no transfers of goodwill associated with the fiscal 2015 realignment.

Goodwill was tested for impairment at the reporting unit level as of November 30, 2014 and November 30, 2013, the dates of the Company's annual impairment review for fiscal years 2015 and 2014, respectively. The Company estimated the fair values using an income approach, as well as other generally accepted valuation methodologies. The cash flows for each reporting unit were based on discrete financial forecasts developed by management for planning purposes. Cash flows beyond the discrete forecasts were estimated using a terminal value calculation, which incorporated historical and forecasted financial trends for each identified reporting unit and considered perpetual earnings growth rates for publicly traded peer companies. Future cash flows were discounted to present value by incorporating appropriate present value techniques. Specifically, the income approach valuations included the following assumptions:

	November 30, 2013	November 30, 2014
Discount rate	11.0% - 14.0%	12.0% - 15.0%
Perpetual growth rate	3.0%	3.0%
Tax rate	13.4% - 18.0%	10.1% - 28.1%
Risk-free rate	3.5%	2.6%
Peer company beta	1.0 - 1.5	1.0 - 1.8

In addition to its annual review, the Company performs a test of impairment when indicators of impairment are present. As of January 25, 2015, there were no indications of impairment of the Company's goodwill balances.

In December 2013, goodwill relating to the former Advanced Communications reporting unit was determined to be impaired by $116.7 million, prior to its integration with the Gennum reporting unit into the former Signal Integrity and Timing reporting unit, as a result of a reduction in forecasted revenue resulting from the Company's decision to reduce investments in the optical long-haul market. This impairment is included in the consolidated statements of operations under "Goodwill impairment." See Note 19.

Purchased Intangibles - The following table sets forth the Company’s finite-lived intangible assets resulting from business acquisitions and technology licenses purchased, which continue to be amortized:

		January 25, 2015			January 26, 2014		
(in thousands)	Estimated Useful Life	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Core technologies	6-8 years	$134,155	$ (53,286)	$ 80,869	$146,925	$(35,357)	$ 111,568
Customer relationships	7-10 years	28,030	(11,480)	16,550	28,630	(7,505)	21,125
Technology licenses [1]	2 years	263	(169)	94	3,842	(367)	3,475
Other intangibles assets	1-5 years	6,600	(6,513)	87	6,600	(5,824)	776
Total finite-lived intangible assets		$169,048	$ (71,448)	$ 97,600	$185,997	$(49,053)	$ 136,944

(1) Technology licenses relate to licensing agreements entered into by the Company that are used in research and development activities and have alternative future uses. Amortization expense related to technology licenses is reported as “Product development and engineering” in the consolidated statements of operations.

The Company reviews finite-lived intangible assets for impairment when there are indicators of impairment, by comparing the carrying amount of the asset to the future discounted cash flows that asset is expected to generate. In December 2014, certain intangible assets relating to the Systems Innovation reporting unit were determined to be impaired as a result of the Company's strategic decision to reduce its investment in the defense and microwave communications markets and its additional reductions in the long-haul optical market.

In December 2013, certain intangible assets relating to the former Advanced Communications reporting unit were determined to be impaired prior to its integration with the Gennum reporting unit into the Signal Integrity and Timing reporting unit (the Signal Integrity reporting unit since the first quarter of fiscal 2015), as a result of the reduction in forecasted revenue resulting from the Company’s decision to reduce investments in the optical long-haul market. Impairments for technology licenses are included in “Product development and engineering” on the consolidated statements of operations. The impairment of core technologies and customer relationships is included in “Intangible asset impairments” on the consolidated statements of operations. Impairment charges for these items, which resulted in a new basis for the affected intangible assets, are included in the consolidated statements of operations as follows:

(in thousands)	January 25, 2015	January 26, 2014	January 27, 2013
Product development and engineering	$3,119	$2,354	$—
Intangible asset impairments	11,636	29,938	700
Impairment of finite-lived intangible assets	$14,755	$32,292	$700

The following table sets forth the Company’s additions to finite-lived intangible assets resulting from purchases, additions from acquisitions, and transfers from IPR&D:

(in thousands)	Gross Carrying Amount
Gross carrying value at January 27, 2013	$228,618
Purchased intangible assets	833
Reduction of finite-lived intangible assets	(501)
Transfers from in-process research and development	25,100
Decrease in gross carrying value due to impairment of finite-lived intangible assets	(68,053)
Gross carrying value at January 26, 2014	185,997
Purchased intangible assets	1,100
Acquired intangible assets	1,430
Decrease in gross carrying value due to impairment of finite-lived intangible assets	(19,479)
Gross carrying value at January 25, 2015	$169,048

Amortization expense related to finite-lived intangible assets is reported as "Intangible amortization" in the consolidated statements of operations. The estimated annual amount of future amortization expense for finite-lived intangible assets is expected to be as follows:
(in thousands)

To be recognized in:	Core Technologies	Customer relationships	Technology licenses	Other Intangibles	Total
Fiscal year 2016	$18,641	$4,000	$50	$87	$22,778
Fiscal year 2017	18,641	4,000	44	—	22,685
Fiscal year 2018	18,641	4,000	—	—	22,641
Fiscal year 2019	15,229	4,000	—	—	19,229
Fiscal year 2020	7,398	550	—	—	7,948
Thereafter	2,319	—	—	—	2,319
Total expected amortization expense	$80,869	$16,550	$94	$87	$97,600

The following table sets forth the Company's indefinite-lived intangible assets from additions to IPR&D, acquisitions, impairments, and transfers to core technologies:

(in thousands)	Gross Carrying Amount	
Net carrying value at January 27, 2013	$31,700	
In-process research and development through acquisitions	—	
In-process research and development impairment	(2,600	)
Transfers to core technologies	(25,100	)
Net carrying value at January 26, 2014	$4,000	
In-process research and development through acquisitions	—	
In-process research and development impairment	—	
Transfers to core technologies	—	
Net carrying value at January 25, 2015	$4,000	

The Company reviews indefinite-lived intangible assets for impairment as of November 30, each year, by comparing the carrying amount of the asset to the future discounted cash flows that asset is expected to generate.
When performing the annual impairment assessment for fiscal year 2015, the fair value of the IPR&D project was determined using an income approach. The valuation measured the returns attributable to the IPR&D project, discounted to present value using a risk-adjusted rate of return, including, as appropriate, any tax benefits derived from amortizing the intangible asset for tax purposes. Significant factors considered in the calculation of the rate of return were the weighted-average cost of capital and return on assets, as well as the risk inherent in the development process, including the likelihood of achieving technology success and market acceptance. The key unobservable inputs utilized in the model include a discount rate of 12.0%, a market participant tax rate of 28.1%, and expected future cash flows based on current product and market data. In addition to its annual review, the Company performs a test of impairment when indicators are present. As of January 25, 2015, there were no indications of impairment in the balance of the IPR&D asset.

When performing the annual impairment assessment for fiscal year 2014, the fair value of the IPR&D projects was determined using an income approach or replacement cost approach as applicable. The replacement cost approach was used for IPR&D projects that were considered long-term core investments and were not anticipated to be profitable for a period of time. IPR&D projects which were valued using an income approach, measured the returns attributable to each specific IPR&D project, discounted to present value using a risk-adjusted rate of return, including as appropriate, any tax benefits derived from amortizing the intangible assets for tax purposes. Significant factors considered in the calculation of the rate of return are the weighted average cost of capital and return on assets, as well as the risk inherent in the development process, including the likelihood of achieving technology success and market acceptance. For IPR&D projects valued using a replacement cost approach, value was estimated by developing the cost to either replace or reproduce (replicate) the IPR&D to its current state. The key unobservable inputs utilized in the model

includes a discount rate of 12.0%, a market participant tax rate of 19.0%, and

a probability adjusted level of future cash flows based on current product and market data. In addition to its annual review, the Company performs a test of impairment when indicators of impairment are present. As of January 26, 2014, there were no indications of impairment in the balance of IPR&D assets. In the second quarter of fiscal year 2014, the Company recorded $2.6 million of impairment as a result of its decision to cease development of certain IPR&D associated with the Sierra Monolithics, Inc. ("SMI") acquisition that was completed in fiscal year 2010. This impairment expenses are included in "Intangible asset impairments" in the consolidated statements of operations.

Note 9: Accrued Liabilities

The following is a summary of accrued liabilities for fiscal years 2015 and 2014:

(in thousands)	January 25, 2015	January 26, 2014
Compensation	$20,642	$17,875
Equity awards accounted for as a liability	718	917
Deferred compensation	527	1,478
Accrued sales and marketing expenses	5,028	2,227
Accrued professional fees	4,019	3,990
Accrued interest expense	93	287
Income taxes payable	6,153	3,675
Accrued taxes	32	49
Accrued restructuring	282	2,632
Other	12,260	11,018
Accrued liabilities	$49,754	$44,148

Note 10: Credit Facilities

On March 20, 2012, the Company entered into a credit agreement with certain lenders (the "Prior Lenders") and Jefferies Finance LLC, as administrative and collateral agent (the "Prior Credit Agreement"). In accordance with the Prior Credit Agreement, the Prior Lenders provided the Company with senior secured first lien credit facilities in an aggregate principal amount of $350.0 million (the "Prior Facilities"), consisting of term A loans in an aggregate principal amount of $100.0 million (the "Term A Loans") and term B loans in an aggregate principal amount of $250.0 million (the "Term B Loans"). The initial carrying amounts totaled $99.5 million (net of original issue discount of $0.5 million) for the Term A Loans and $247.5 million (net of original issue discount of $2.5 million) for the Term B Loans.

On May 2, 2013 (the "Closing Date"), the Company, with each of its domestic subsidiaries as guarantors (the "Guarantors"), entered into a new credit agreement (the "New Credit Agreement") with the lenders (the "Lenders") and HSBC Bank USA, National Association, as administrative agent and as swing line lender and letter of credit issuer. In accordance with the New Credit Agreement, the Lenders provided Semtech with senior secured first lien credit facilities in an aggregate principal amount of $400.0 million (the "New Facilities"), consisting of term loans in an aggregate principal amount of $150.0 million (the "Term Loans") and revolving commitments in an aggregate principal amount of $250.0 million (the "Revolving Commitments"). The Revolving Commitments can be used as follows: up to $40.0 million for letters of credit, up to $25.0 million for swing line loans (as defined below), and up to $40.0 million for revolving loans and letters of credit in certain currencies other than U.S. Dollars ("Alternative Currencies"). Swing line loans are base rate loans made in immediately available funds denominated in dollars by a swing line lender in its sole and absolute discretion. As of January 25, 2015, there were no amounts outstanding under the letters of credit, swing line loans, and Alternative Currencies.

At the Closing Date, $326.6 million of borrowings were outstanding under the New Facilities consisting of $149.3 million of Term Loans and $177.3 million of Revolving Commitments, net of $1.4 million of debt discounts resulting from amounts paid to the Lenders. As a result of debt refinancing and changes in some of the Lenders, $0.8 million of debt discounts were expensed in the second quarter of fiscal year 2014 and $0.6 million was capitalized as of May 2, 2013 and is being amortized using the effective interest method over the five year term of the New Credit Agreement. The expense is included in "Interest expense" in the consolidated statements of operations. The proceeds from the New Credit Facilities were used to repay in full the outstanding obligations of $327.5 million under the Prior Credit

Facilities, which was terminated. The portion of the transaction associated with Prior Lenders was accounted for as a debt modification.

Deferred financing costs incurred in the second quarter of fiscal 2014, in connection with the New Facilities, were approximately $2.2 million, of which $1.0 million was expensed, inclusive of certain legal costs directly related to the refinancing. Of this amount $1.2 million was capitalized and is being amortized using the effective interest method over the five year term of the New Facilities. The expense is included in "Interest expense" in the consolidated statements of operations.

As a result of the debt refinancing, the Company recorded a $7.1 million loss on debt modification from unamortized deferred financing costs and original issue discount associated with the Prior Credit Facilities in the fiscal year ended January 26, 2014. The remaining $1.7 million of unamortized deferred financing costs and original issue discount associated with the Prior Credit Facilities is being amortized over the five year term of the New Facilities. The expense is included in "Interest expense" in the consolidated statements of operations.

The New Credit Agreement provides that, subject to certain conditions, Semtech may request, at any time and from time to time, the establishment of one or more additional term loan facilities and/or increases to the Revolving Commitments in an aggregate principal amount not to exceed $100 million, the proceeds of which may be used for working capital and general corporate purposes.

Interest on loans made under the New Credit Agreement in U.S. Dollars accrues, at Semtech's option, at a rate per annum equal to (1) the Base Rate (as defined below) plus a margin ranging from 0.25% to 1.25% depending upon Semtech's consolidated leverage ratio or (2) LIBOR (determined with respect to deposits in U.S. Dollars) for an interest period to be selected by Semtech plus a margin ranging from 1.25% to 2.25% depending upon Semtech's consolidated leverage ratio. The "Base Rate" is equal to a fluctuating rate equal to the highest of (a) the prime rate, (b) ½ of 1% above the federal funds effective rate or (c) one-month LIBOR (determined with respect to deposits in U.S. Dollars) plus 1%. Alternative Currencies, other than Canadian Dollars, accrues at a rate per annum equal to LIBOR (determined with respect to deposits in the applicable Alternative Currency) for an interest period to be selected by Semtech plus a margin ranging from 1.25% to 2.25% depending upon Semtech's consolidated leverage ratio. Interest on loans in Canadian Dollars accrues at a rate per annum equal to the CDOR Rate (as defined below) for an interest period to be selected by Semtech plus a margin ranging from 1.25% to 2.25% depending upon Semtech's consolidated leverage ratio. The "CDOR Rate" for any interest period is the rate equal to the sum of: (a) the rate determined by Administrative Agent with reference to the arithmetic average of the discount rate quotations of all institutions listed for CAD Dollar-denominated bankers' acceptances displayed and identified on the "Reuters Screen CDOR Page" and (b) 0.10% per annum. CDOR Commitment fees on the unused portion of the Revolving Commitments accrue at a rate per annum ranging from 0.20% to 0.45% depending upon Semtech's consolidated leverage ratio. Interest is paid monthly for a base rate loan and swing line loan and quarterly for an Euro dollar rate loan. Interest is payable on the revolving credit maturity date in the case of Revolving Commitments and the additional term maturity date in the case of additional Term Loans, respectively. As of January 25, 2015, the interest rates payable on both the Term Loans and the Revolving Commitments was 1.92%.

Scheduled maturities of current and long-term Term Loans are as follows:

(in thousands)	
Fiscal Year Ending:	
2016	$18,750
2017	18,750
2018	24,375
2019	34,000
2020	—
Total debt	$95,875

There are no scheduled principal payments for the Revolving Commitments which had an outstanding balance of $158.0 million at January 25, 2015 and is due on or before May 1, 2018. The Company may, upon notice to the administrative agent, at any time or from time to time voluntarily prepay the Term Loans or Revolving Commitments in whole or in part without premium or penalty. In the second quarter of fiscal year 2015, the Company made a voluntary payment of $25.0 million against the Revolving Commitments. In the second quarter of fiscal year 2014, the Company made an early prepayment of $26.0 million against the Term Loans.

All obligations of Semtech under the New Facilities are unconditionally guaranteed by each of the Guarantors and are secured by a first priority security interest in substantially all of the assets of Semtech and the Guarantors, subject to certain customary exceptions.

The Company is subject to customary covenants, including the maintenance of a minimum interest ratio of 3.50:1.00 and a maximum total consolidated leverage ratio of 3.00:1.00. The Company was in compliance with such financial covenants as of January 25, 2015.
The New Facilities also contain customary provisions pertaining to events of default. If any event of default occurs, the principal, interest, and any other monetary obligations on all the then outstanding amounts can become due and payable immediately.
Note 11: Interest Rate Derivative Agreement
In June 2012, in connection with the Prior Credit Agreement, the Company entered into an interest rate cap agreement (“Cap Agreement”) with a $175 million notional amount and an upfront payment of $1.1 million. The Cap Agreement matures on February 22, 2016 and caps interest rates on one-month LIBOR at 1.00%. The Company did not have any interest rate derivative agreements outstanding prior to June 2012.
The purpose of the Cap Agreement is to hedge the Company’s exposure to fluctuations in LIBOR-indexed interest payments. Although the Prior Credit Agreement was terminated on May 2, 2013, the New Credit Agreement, in an aggregate principal amount of $400.0 million, permits the Company to elect LIBOR or Base Rate loans. See Note 10. Since the Company intends to make interest payments based on one-month LIBOR-indexed rates and will not elect interest rates based on alternative indices during the term of the Cap Agreement, the Cap Agreement was re-designated as a hedge of one month LIBOR-indexed interest payments associated with the New Credit Agreement. The effectiveness of the interest rate cap was assessed and the Cap Agreement continues to be an effective cash flow hedge of interest rate risk for the Company. No ineffectiveness was recorded during the fiscal year ended January 25, 2015.
The Cap Agreement is recorded at estimated fair value at the end of each reporting period. The fair value of the Cap Agreement at January 25, 2015 was determined using level 2 inputs, including observable market-based inputs such as interest rate curves and implied volatilities for similar instruments with similar contractual terms.
The Company has determined that the Cap Agreement is highly effective in offsetting future variable interest payments associated with the hedged portion of the Company’s New Credit Agreement. Gains or losses associated with the value of the Cap Agreement are initially reported in other comprehensive income or loss and amortized as an increase to interest expense through the maturity of the Cap Agreement. The amount of unrealized losses on the Cap Agreement recorded in other comprehensive loss at January 25, 2015 that is expected to be reclassified into interest expense in the next twelve months, if interest rates remain unchanged, is approximately $0.7 million.

Note 12: Stock-Based Compensation
Financial Statement Effects and Presentation. The following table shows total stock-based compensation expense included in the consolidated statements of operations for fiscal years 2015, 2014 and 2013:

	Fiscal Year Ended		
(in thousands)	January 25, 2015	January 26, 2014	January 27, 2013
Cost of sales	$1,621	$1,664	$1,218
Selling, general and administrative	17,387	12,071	14,965
Product development and engineering	10,621	10,854	8,345
Stock-based compensation, pre-tax	$29,629	$24,589	$24,528
Net change in stock-based compensation capitalized out of (into) inventory	$111	$36	$(33)

The tax benefit realized from option exercise activity for fiscal years 2015, 2014 and 2013 was $0.0 million, $12.8 million and $0.0 million, respectively.
Share-based Payment Arrangements
The Company has various equity award plans that provide for granting stock-based awards to employees and non-employee directors of the Company. The plans provide for the granting of several available forms of stock compensation. As of January 25, 2015, the Company has granted options and restricted stock under the plans and has also issued some stock-based compensation outside of the plans, including options and restricted stock issued as

inducements to join the Company.

Grant Date Fair Values and Underlying Assumptions; Contractual Terms

The Company uses the Black-Scholes pricing model to value options. For awards classified as equity, stock-based compensation cost is measured at grant date, based on the fair value of the award, and is recognized as an expense over the

---

employee's or director's requisite service period. For awards classified as liabilities, stock-based compensation cost is measured at fair value at the end of each reporting date until the date of settlement, and is recognized as an expense over the employee's or director's requisite service period. Expected volatilities are based on historical volatility using daily and monthly stock price observations.

The following table summarizes the assumptions used in the Black-Scholes model to determine the fair value of options granted in fiscal years 2015, 2014 and 2013:

	Fiscal Year Ended		
	January 25, 2015	January 26, 2014	January 27, 2013
Expected lives, in years	3.0 - 4.4	4.1 - 4.7	4.4 - 4.6
Estimated volatility	33% - 40%	30% - 35%	38% - 41%
Dividend yield	—	—	—
Risk-free interest rate	0.74% - 1.47%	0.65% - 1.6%	0.66% - 0.73%
Weighted average fair value on grant date	$7.18	$8.92	$9.52

The estimated fair value of restricted stock awards was calculated based on the market price of the Company's common stock on the date of grant. Some of the restricted stock units awarded in fiscal year 2015 and prior years are classified as liabilities rather than equity. For awards classified as liabilities, the value of these awards is re-measured at the end of each quarter.

Stock Option Awards. The Company has historically granted stock option awards to both employees and non-employee directors. The grant date for these awards is equal to the measurement date. These awards were valued as of the measurement date and are amortized over the requisite vesting period (typically 3-4 years).

A summary of the activity for stock option awards for fiscal years 2015, 2014 and 2013 is presented below:

(in thousands, except for per share amounts)	Number of Shares	Weighted Average Exercise Price (per share)	Aggregate Intrinsic Value (1)	Aggregate Unrecognized Compensation	Number of Shares Exercisable	Weighted Average Contractual Term (years)
Balance at January 29, 2012	3,690	$16.94	$44,435	$ 4,699	2,767	
Options granted	258	28.21				
Options exercised	(1,254)	15.70	14,508			
Options cancelled/forfeited	(115)	25.30				
Balance at January 27, 2013	2,579	18.29	29,789	3,817	1,937	
Options granted	376	30.62				
Options exercised	(970)	16.61	16,052			
Options cancelled/forfeited	(50)	26.10				
Balance at January 26, 2014	1,935	21.33	7,722	4,354	1,275	
Options granted	426	24.87				
Options exercised	(554)	16.04	5,446			
Options cancelled/forfeited	(44)	26.69				
Balance at January 25, 2015	1,763	$23.70	$7,722	$ 4,688	986	
Exercisable at January 26, 2015	986	$21.03	$6,582			2.3
Vested and expected to vest after January 26, 2015	1,670	$23.60	$7,498			3.3

(1) Represents the difference between the exercise price and the value of the Company's stock at the time of exercise, for exercised grants. For outstanding awards, represents the difference between the exercise price and the value of the Company's stock at fiscal year end.

The following table summarizes information about stock options outstanding at January 25, 2015:

(number of shares in thousands)	Number of Shares	Weighted Average Exercise Price (per share)	Weighted Average Contractual Term (years)
Price Range Analysis - Outstanding			
$1.15 - $4.53	4	$4.04	2.6
$7.97 - $13.76	24	10.57	1.0
$15.54 - $23.33	697	18.42	1.8
$23.56 - $35.17	1,037	27.63	4.6
Total outstanding	1,762	$23.70	3.5
Price Range Analysis - Exercisable			
$1.15 - $4.53	4	$4.04	2.6
$7.97 - $13.76	24	10.57	1.0
$15.54 - $23.33	679	18.31	1.8
$23.56 - $35.17	279	28.80	3.7
Total exercisable	986	$21.03	2.3

The following table summarizes information regarding unvested stock option awards at January 25, 2015:

(in thousands, except for per share amounts)	Number of Shares	Weighted Average Exercise Price (per share)	Weighted Average Grant Date Fair Value (per share)	Weighted Average Remaining Expense Period (years)	Total Fair Value
Balance at January 29, 2012	924	$18.47	$6.99	1.8	$6,452
Options granted	258	28.21	9.52		2,457
Options vested	(484)	16.42	6.49		3,144
Options forfeited	(56)	21.69	7.74		432
Balance at January 27, 2013	642	23.66	8.31	1.9	5,333
Options granted	376	30.62	8.92		3,355
Options vested	(310)	21.58	7.77		2,406
Options forfeited	(48)	26.16	8.53		422
Balance at January 26, 2014	660	28.39	8.88	2.3	5,856
Options granted	426	24.87	7.18		3,058
Options vested	(275)	27.03	8.77		2,414
Options forfeited	(35)	26.32	8.02		283
Balance at January 25, 2015	776	$27.09	$8.01	2.4	$6,217

Restricted Stock. The Company has not granted any restricted stock to employees since fiscal year 2009. The grant date for these awards is equal to the measurement date. These awards are valued as of the measurement date and recognized as compensation expense over the requisite vesting period (typically 3-4 years).

The following table summarizes the activity for restricted stock awards for fiscal year 2013 (there was no activity in fiscal years 2015 and 2014):

(in thousands, except for per share amounts)	Number of Shares	Weighted Average Grant Date Fair Value (per share)	Aggregate Intrinsic Value (1)	Aggregate Unrecognized Compensation	Weighted Average Period Over Which Expected to be Recognized (in years)
Balance at January 29, 2012	32	$ 14.57		$81	0.1
Restricted stocks granted	—				
Restricted stocks vested	(32)	14.57	$902		
Restricted stocks cancelled	—				
Balance at January 27, 2013	—	$ —		$—	0

(1) Represents the value of Semtech stock on the date that the restricted stock vested.

Performance Units. The Company grants performance-based vesting restricted stock units to select employees. These awards have a performance condition in addition to a service condition. The performance condition generally relates to the Company's revenue and operating income measured against internal goals. Under the terms of these awards, assuming the highest level of performance with no cancellations due to forfeitures, the maximum number of shares that can be earned in the aggregate is 854,064. In this scenario, the maximum number of shares that could be issued thereunder would be 427,032 and the Company would have a liability accrued in the consolidated balance sheet equal to the value of 427,032 shares on the settlement date, which would be settled in cash. Only cash performance unit awards are classified as liabilities and the value of these awards is re-measured at each reporting date. At January 25, 2015, 0% of the units from the fiscal year 2013 grant vested and were cancelled in fiscal 2015. At January 25, 2015, the performance metrics associated with the outstanding awards issued in fiscal years 2015 and 2014, are expected to be met at a level which would result in vesting at 95% and 75% of target, respectively.

The following table summarizes the activity for performance units during fiscal years 2015, 2014 and 2013:

		Subject to Share Settlement	Subject to Cash Settlement		Weighted Average Grant Date	Aggregate	Period Over Which Expected
(in thousands, except for per share amounts)	Total Units	Units	Units	Recorded Liability	Fair Value (per share)	Unrecognized Compensation	to be Recognized (in years)
Balance at January 29, 2012	360	180	180	$6,034	$ 16.65	$ 4,829	1.0
Performance units granted	144	77	67		29.30		
Performance units vested	(144)	(72)	(72)	(4,172)	11.92		
Performance units cancelled/forfeited	(7)	(4)	(3)		29.35		
Change in liability				2,560			
Balance at January 27, 2013	353	181	172	4,422	23.50	4,754	1.1
Performance units granted	186	93	93		30.82		
Performance units vested	(114)	(57)	(57)	—	16.68		
Performance units cancelled/forfeited	(49)	(25)	(24)		28.82		
Change in liability				(3,117)			
Balance at January 26, 2014	376	192	184	1,305	28.50	3,893	1.3
Performance units granted	256	128	128		24.74		
Performance units vested	(93)	(52)	(41)	—	23.83		
Performance units cancelled/forfeited	(113)	(57)	(56)		28.76		
Change in liability				586			

Balance at January 25, 2015	426	211	215	$1,891	$27.17	$6,164	1.6

The liability associated with performance units increased by $0.6 million in fiscal year 2015 due to continued employee service partially offset by vesting in the first quarter of fiscal year 2014, forfeitures, re-measurement adjustments and change in the expected performance results.

Market Performance Restricted Stock Units. On February 26, 2014, the Company granted its CEO restricted stock units with a market performance condition. The award is eligible to vest during the period commencing February 26, 2014 and ending February 26, 2019 (the “Performance Period”) as follows: 30% of the restricted stock units covered by the award will vest if, during any consecutive 120 calendar day period that commences and ends during the Performance Period, the average per-share closing price of the Company’s common stock equals or exceeds $35.00 (“Tranche 1”) and the award will vest in full if, during any consecutive 120 calendar day period that commences and ends during the Performance Period, the average per-share closing price of the Company’s common stock equals or exceeds $40.00 (“Tranche 2”). The award will also vest if a majority change in control of the Company occurs during the Performance Period and, in connection with such event, the Company’s stockholders become entitled to receive per-share consideration having a value equal to or greater than $40.00.

The following tables summarize the assumptions used in the Monte Carlo simulation model to determine the fair value of restricted stock units granted in fiscal year 2015 for both Tranche 1 and Tranche 2.

Tranche 1:

	For the fiscal year ended January 25, 2015	
Expected life, in years	1.6	
Estimated volatility	34	%
Dividend yield	—	%
Risk-free interest rate	1.5	%
Weighted average fair value on grant date	$17.26	

Tranche 2:

	For the fiscal year ended January 25, 2015	
Expected life, in years	2.1	
Estimated volatility	34	%
Dividend yield	—	%
Risk-free interest rate	1.5	%
Weighted average fair value on grant date	$14.88	

The following table summarizes the activity for the market performance restricted stock units for the fiscal year ended January 25, 2015:

(in thousands, except for per share amounts)	Total Units	Weighted Average Grant Date Fair Value (per unit)	Aggregate Unrecognized Compensation	Weighted Average Period Over Which Expected to be Recognized (in years)
Balance at January 26, 2014	—	$ —	$—	0.0
Market performance units granted	220	15.59		
Market performance units vested	—	—		
Market performance units cancelled/forfeited	—	—		
Balance at January 25, 2015	220	$ 15.59	$—	1.2

Stock Units, Employees. The Company issues stock unit awards to employees which are expected to be settled with stock. The grant date for these awards is equal to the measurement date. These awards are valued as of the measurement date and amortized over the requisite vesting period (typically 4 years).

The following table summarizes the stock unit award activity for fiscal years 2015, 2014 and 2013:

(in thousands, except per share amount)	Number of Units	Weighted Average Grant Date Fair Value (per unit)	Aggregate Intrinsic Value (1)	Aggregate Unrecognized Compensation	Weighted Average Period Over Which Expected to be Recognized (in years)
Balance at January 29, 2012	1,982	$ 19.06		$31,472	2.4
Stock units granted	1,517	26.73			
Stock units vested	(699)	18.20	$18,438		
Stock units forfeited	(242)	23.65			
Balance at January 27, 2013	2,558	23.41		49,374	2.5
Stock units granted	891	30.95			
Stock units vested	(1,026)	21.34	31,861		
Stock units forfeited	(228)	25.81			
Balance at January 26, 2014	2,195	27.18		49,563	2.5
Stock units granted	929	23.90			
Stock units vested	(752)	25.55	$18,237		
Stock units forfeited	(234)	26.29			
Balance at January 25, 2015	2,138	$ 26.43		$44,506	2.4

(1) Reflects the value of Semtech stock on the date that the stock unit vested.

Stock Units, Non-Employee Directors. The Company grants stock unit awards to non-employee directors. These restricted stock units are accounted for as liabilities and accrued in the consolidated balance sheets because they are cash settled. These awards are vested after 1 year of service. However, because these awards are not typically settled until a non-employee director’s separation from service, the value of these awards is re-measured at the end of each reporting period until settlement. The following table summarizes the activity for stock unit awards for fiscal years 2015, 2014 and 2013:

(in thousands, except per share amount)	Number of Units	Recorded Liability	Weighted Average Grant Date Fair Value (per unit)	Aggregate Unrecognized Compensation	Period Over Which Expected to be Recognized (in years)
Balance at January 29, 2012	18	$3,873	$ 27.60	$216	0.4
Stock units granted	20		24.46		
Stock units vested	(18)		27.60		
Stock units forfeited	—				
Change in liability		684			
Balance at January 27, 2013	20	4,557	24.46	253	0.4
Stock units granted	18		35.17		
Stock units vested	(20)		24.46		
Stock units forfeited	—				
Change in liability		(576)			
Balance at January 26, 2014	18	3,981	35.17	177	0.4
Stock units granted	24		26.59		
Stock units vested	(18)		35.17		
Stock units forfeited	—				
Change in liability		1,233			
Balance at January 25, 2015	24	$5,214	$ 26.59	$275	0.4

As of January 25, 2015, the total number of vested but unsettled stock units for Non-Employee Directors is 179,092 units which are included in the recorded liability.

83

Modification of Awards

On December 19, 2014, the Company modified the equity awards of certain executive officers by providing for the acceleration of vesting upon termination of their employment in certain circumstances in connection with a change in control of the Company. This modification impacted the stock awards of 12 executive employees and resulted in no incremental compensation cost for the fiscal year ended January 25, 2015.

Note 13: Interest Income and Other (Expense) Income, Net

Interest and other expense, net, consist of the following:

	Fiscal Year Ended		
(in thousands)	January 25, 2015	January 26, 2014	January 27, 2013
Interest income	43	342	404
Non-recoverable VAT tax	(323)	(598)	(217)
Foreign currency transaction gain (loss)	702	(648)	(354)
Miscellaneous expense	(257)	(486)	(810)
Interest income and other income (expense), net	$165	$(1,390)	$(977)

Note 14: Income Taxes

The provision (benefit) for taxes consists of the following:

	Fiscal Year Ended		
(in thousands)	January 25, 2015	January 26, 2014	January 27, 2013
Current tax provision			
Federal	$749	$3,769	$7,100
State	—	554	784
Foreign	7,810	14,962	5,745
Subtotal	8,559	19,285	13,629
Deferred tax provision (benefit)			
Federal	508	23,938	(15,812)
State	(100)	(1,293)	(148)
Foreign	(419)	(5,945)	(39,359)
Subtotal	(11)	16,700	(55,319)
Provision (benefit) for taxes	$8,548	$35,985	$(41,690)

The provision (benefit) for taxes reconciles to the amount computed by applying the statutory federal rate to income before taxes as follows:

	Fiscal Year Ended		
(in thousands)	January 25, 2015	January 26, 2014	January 27, 2013
Federal income tax at statutory rate	$12,775	$(44,968)	$86
State income taxes, net of federal benefit	(100)	(1,260)	(2,472)
Foreign taxes at rates less than federal rates	(11,960)	(8,378)	(9,655)
Tax credits generated	(5,302)	(5,523)	(5,328)
Changes in valuation allowance	14,284	52,942	2,703
Goodwill impairment	—	40,840	—
Changes in uncertain tax positions	(5,167)	893	132
Deemed dividends	2,513	726	1,101
Equity compensation	2,200	1,173	793
Permanent differences	(93)	2,895	1,571
Sales exclusion - foreign jurisdiction	—	—	(10,689)
Dividend and U.S. tax on foreign earnings	—	—	(23,443)
Revaluation of deferred tax assets and liabilities	(432)	(12)	3,510
Other	(170)	(3,343)	1
Provision (benefit) for taxes	$8,548	$35,985	$(41,690)

The Company receives an income tax benefit from tax rate differentials due to its presence in foreign jurisdictions such as Switzerland and Canada where statutory rates are lower than US federal tax rates. This income tax benefit is reflected in the line item “Foreign taxes at rates less than federal rates.”

The Company, via its Swiss subsidiary, Semtech International AG, receives an income tax benefit in Switzerland because only a portion of its total earnings are subject to taxation in Switzerland. Specifically, in the third quarter of fiscal year 2014, the Company received a new Swiss tax ruling (“New Swiss Ruling”), with an effective date retroactive to the beginning of fiscal year 2014, which allows the Company to compute Swiss income tax using an allocated portion of its total pre-tax earnings that are attributable to the sourcing of production activities. This New Swiss Ruling superseded a Swiss tax ruling that was in effect during fiscal years 2012 and 2013 (“Previous Swiss Ruling”). The Previous Swiss Ruling required the Company to allocate each element of revenue and expense to activities sourced to Switzerland or outside Switzerland based on an analysis of where certain activities were being performed. In prior years, the Company reflected the tax ruling benefit in the reconciliation line item “Sales exclusion - foreign jurisdiction.” As a result of the differences in the computation of how financial activity is excluded from taxation in Switzerland, the Company reflects the benefit from the New Swiss Ruling as “Foreign taxes at rates less than federal rates”.

The Company is currently not aware of any uncertainties or trends relating to the foreign tax rate differential or the New Swiss Ruling that could significantly impact the Company’s income taxes in future periods.

The deferred tax assets and deferred tax liabilities are classified in the consolidated balance sheets as follows:

(in thousands)	January 25, 2015	January 26, 2014
Deferred tax assets		
Current	$2,478	$2,946
Non-current	106	348
Subtotal	2,584	3,294
Deferred tax liabilities		
Current	(1,444)	(930)
Non-current	(2,477)	(3,626)
Subtotal	(3,921)	(4,556)
Net deferred tax liabilities	$(1,337)	$(1,262)

The Financial Accounting Standards Board’s (“FASB”) Accounting Standards Codification (“ASC”) Topic 740, Accounting for Income Taxes, requires that for a particular tax-paying component of an enterprise, and within a

particular tax jurisdiction, (a)

85

---

all current deferred tax liabilities and assets shall be offset and presented as a single amount and (b) all noncurrent deferred tax liabilities and assets shall be offset and presented as a single amount. Deferred tax liabilities and assets attributable to different tax-paying components of the enterprise or to different tax jurisdictions are not offset.

The components of the net deferred income tax assets and liabilities at January 25, 2015 and January 26, 2014 are as follows:

(in thousands)	January 25, 2015	January 26, 2014
Current deferred tax asset:		
Deferred revenue	$3,052	$2,773
Inventory reserve	3,156	3,032
Payroll and related accruals	2,306	2,133
Bad debt reserve	927	416
Accrued service fees	608	591
Other deferred assets	1,191	1,562
Valuation allowance	(8,637)	(7,321)
Total current deferred tax asset	2,603	3,186
Non-current deferred tax asset:		
Research and development charges	1,323	2,109
Research credit carryforward	40,819	39,350
NOL carryforward	29,144	31,165
Payroll and related accruals	7,148	6,268
Stock-based compensation	6,176	5,732
Other deferred assets	5,054	3,567
Valuation allowance	(66,899)	(53,931)
Total non-current deferred tax asset	22,765	34,260
Current deferred tax liabilities:		
Inventory reserve - foreign	(826)	(430)
Bad debt reserve - foreign	(256)	(223)
Other current deferred tax liabilities	(373)	(517)
Total current deferred tax liabilities	(1,455)	(1,170)
Non-current deferred tax liabilities:		
Purchase accounting deferred tax liabilities	(20,917)	(32,466)
Depreciation and amortization	(2,956)	(3,695)
Other non-current deferred tax liabilities	(1,377)	(1,377)
Total non-current deferred tax liabilities	(25,250)	(37,538)
Net deferred tax liabilities	$(1,337)	$(1,262)

As of January 25, 2015, the Company had federal and state net operating loss carryforwards of $87.0 million and $96.6 million, respectively, which, subject to certain limitations, are available to offset future taxable income through fiscal year 2034. A portion of these losses were generated by SMI prior to the Company's purchase of SMI in fiscal year 2010 and therefore are subject to change of control provisions which limit the amount of acquired tax attributes that can be utilized in a given tax year. The Company does not expect these changes in control limitations to significantly impact its ability to utilize these attributes.

Included in the Company's net operating loss carryforward deferred tax asset is approximately $8.4 million of deferred tax assets attributable to excess equity deductions related to stock awards that are not included on the Company's consolidated balance sheet. Due to a provision within ASC 740, concerning when tax benefits related to excess stock option deductions can be credited to paid-in capital, the portion of the Company's deferred tax asset related to such excess tax benefits must be excluded from the deferred tax asset balance, even if the facts and circumstances indicate that it is more likely than not that the deferred tax asset can be realized. The credit to paid-in-capital will be recorded when the benefit is reflected in our taxes payable.

86

As of January 25, 2015, the Company had gross federal and state research credits available of approximately $13.6 million and $13.8 million, respectively, which are available to offset taxable income. These credits will expire between fiscal years 2021 through 2035. As of January 25, 2015, the Company had federal Alternative Minimum Tax credits available of approximately $1.3 million. The Company also had Canadian research credits available of approximately $32.4 million. These credits will expire between fiscal years 2026 and 2035.

As of January 25, 2015, the Company has a full valuation allowance against its U.S. and Canadian deferred tax assets of approximately $75.5 million. The Company assessed whether a valuation allowance should be recorded against all of its deferred tax assets ("DTAs") based on the consideration of all available evidence, using a "more likely than not" realization standard. The four sources of taxable income that must be considered in determining whether DTAs will be realized are, (1) future reversals of existing taxable temporary differences (i.e., offset of gross deferred tax assets against gross deferred tax liabilities); (2) taxable income in prior carryback years, if carryback is permitted under the tax law; (3) tax planning strategies and (4) future taxable income exclusive of reversing temporary differences and carryforwards.

In assessing whether a valuation allowance is required, significant weight is to be given to evidence that can be objectively verified. The Company evaluated its DTAs each reporting period, including an assessment of the cumulative income or loss over the most recent three-year period, to determine if a valuation allowance was required. A significant negative factor in the assessment was the Company's three-year cumulative loss history as of January 25, 2015 and January 26, 2014 in Canada and the U.S.

After a review of the four sources of taxable income described above and in view of its three-year cumulative losses, the Company was not able to conclude that it is more likely than not that its DTAs in Canada and the U.S. at January 25, 2015 and January 26, 2014 will be realized. As a result, the Company recorded a full valuation allowance on its DTAs in Canada and the U.S, with a corresponding charge to the income tax provision, of approximately $14.3 million in fiscal 2015 and $52.9 million in fiscal 2014.

As of January 25, 2015, the Company had approximately $499.3 million of unremitted earnings related to the Company's wholly owned foreign subsidiaries for which income taxes have not been provided.

Uncertain Tax Positions

The Company uses a two-step approach to recognize and measure uncertain tax positions ("UTP"). The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits (before federal impact of state items) is as follows:

	Fiscal Year Ended	
(in thousands)	January 25, 2015	January 26, 2014
Beginning balance	$14,414	$13,144
Additions based on tax positions related to the current year	526	1,484
Reductions for tax positions of prior years, net	(3,982)	(214)
Reductions for settlements with tax authorities, net	(1,070)	—
Ending balance	$9,888	$14,414

Included in the balance of unrecognized tax benefits at January 25, 2015 and January 26, 2014, are $7.8 million and $12.3 million, respectively, of net tax benefits (after federal impact of state items) that, if recognized, would impact the effective tax rate.

The liability for UTP is reflected on the consolidated balance sheets as follows:

	Fiscal Year Ended	
(in thousands)	January 25, 2015	January 26, 2014
Deferred tax assets - non-current	$7,522	$12,095
Accrued liabilities	—	—

Other long-term liabilities	252	252
Total accrued taxes	$7,774	$12,347

The Company's policy is to include net interest and penalties related to unrecognized tax benefits within the provision for taxes on the consolidated statements of operations. Since the Company has sufficient net operating losses and R&D credit

87

carryforwards, there would be no cash tax liability, and therefore no additional penalties or interest accrued during fiscal year 2015. The Company had approximately $293,000 of net interest and penalties accrued at January 25, 2015 and January 26, 2014.

Tax years prior to 2012 (the Company's fiscal year 2013) are generally not subject to examination by the Internal Revenue Service ("IRS") except for items involving tax attributes that have been carried forward to tax years whose statute of limitations remains open. The Company is currently under IRS audit for fiscal year 2013 and expects to close those audits within the next twelve months. The Company's positions are expected to be sufficient to address matters that may arise under examination. For state returns, the Company is generally not subject to income tax examinations for years prior to 2010 (the Company's fiscal year 2011). The Company has a significant tax presence in Switzerland for which Swiss tax filings have been examined through fiscal year 2013. The Company is also subject to routine examinations by various foreign tax jurisdictions in which it operates.

Tangible Property Regulations

On September 13, 2013, the U.S. Treasury Department released final income tax regulations on the deduction and capitalization of expenditures related to tangible property. These final regulations apply to tax years beginning on or after January 1, 2014. Several of the provisions within the regulations will require a tax accounting method change to be filed with the IRS, resulting in a cumulative effect adjustment; however, given the Company's full valuation allowance and loss position in the United States, management does not anticipate the impact of these changes to be material to the Company's consolidated financial position.

Note 15: Commitments and Contingencies

Leases

The Company leases facilities and certain equipment under operating lease arrangements expiring in various years through fiscal year 2024. The aggregate minimum annual lease payments under leases in effect on January 25, 2015 are as follows:

Minimum Annual Lease Payments (in thousands)	
Fiscal Year Ending:	
2016	$6,812
2017	4,895
2018	4,363
2019	3,501
2020	2,531
Thereafter	5,614
Total minimum lease commitments	$27,716

Rent expense was $8.8 million, $9.3 million and $7.9 million for fiscal years 2015, 2014 and 2013, respectively. The Company received $142,000, $140,000 and $133,000 of sub-lease income in fiscal years 2015, 2014 and 2013, respectively.

Unconditional Purchase Commitments

The following table shows the Company's open capital commitments, other open purchase commitments, and other vendor commitments for the purchase of plant, equipment, raw material, supplies and services:

(in thousands)	Less than 1 year	1-3 years	Total
Open capital purchase commitments	$4,044	$—	$4,044
Other open purchase commitments	28,064	3,446	31,510
Other vendor commitments	1,000	—	1,000
Total purchase commitments	$33,108	$3,446	$36,554

In addition, under the terms of the Series A-1 Convertible Preferred Stock Purchase Agreement (the "Agreement") with Senet Inc. ("Senet"), the Company has committed to purchase an additional $1.4 million of shares of Senet convertible preferred stock based on the completion of certain milestones by Senet in fiscal year 2016.

Legal Matters

From time to time in the ordinary course of its business, the Company is involved in various claims, litigation, and other legal actions that are normal to the nature of its business, including with respect to IP, contract, product liability, employment, and environmental matters. In the opinion of management, after consulting with legal counsel, and taking into account insurance coverage, any ultimate liability related to current outstanding claims and lawsuits, individually or in the aggregate, is not expected to have a material adverse effect on the Company's financial statements, as a whole.

The Company's currently pending legal matters of note are discussed below:

Environmental Matters. In 2001, the Company was notified by the California Department of Toxic Substances Control ("State") that it may have liability associated with the clean-up of the one-third acre Davis Chemical Company site in Los Angeles, California. The Company has been included in the clean-up program because it was one of the companies that used the Davis Chemical Company site for waste recycling and/or disposal between 1949 and 1990. The Company joined with other potentially responsible parties and entered into a Consent Order with the State that required the group to perform a soils investigation at the site and submit a remediation plan. The State has approved the remediation plan, which completes the group's obligations under the Consent Order. Although the Consent Order does not require the group to remediate the site and the State has indicated it intends to look to other parties for remediation, the State has not yet issued "no further action" letters to the group members. To date, the Company's share of the group's expenses has not been material and has been expensed as incurred.

The Company has used an environmental firm, specializing in hydrogeology, to perform monitoring of the groundwater at the Company's former facility in Newbury Park, California that was leased for approximately forty years. The Company vacated the building in May 2002. Certain contaminants have been found in the local groundwater and site soils. Responsibility for soil contamination remains under investigation. The location of key soil contamination (and some related site groundwater impact associated with the soil contamination) is concentrated in and found to emanate from an area of an underground storage tank that the Company believes to have been installed and primarily used in the early 1960s by a former tenant at the site who preceded the Company's tenancy. There are no claims pending with respect to environmental matters at the Newbury Park site. The Los Angeles Regional Water Quality Control Board ("RWQCB") having authority over the site issued joint instructions in November 2008, ordering the Company and the current owner of the site to perform additional assessments and surveys, and to create ongoing groundwater monitoring plans before any final regulatory action for "no further action" may be approved. In September 2009, the regulatory agency issued supplemental instructions to the Company and the current site owner regarding previously ordered site assessments, surveys and groundwater monitoring. In October 2013, an order was issued including a scope of proposed additional site work, monitoring, and proposed remediation activities. The Company has filed an appeal of the October 2013 order seeking reconsideration of the removal of two other potentially responsible parties, and seeking clarification of certain other factual findings by the regulatory agency. Other parties have filed their own responses to the October 2013 order. The Company submitted a technical report to the RWQCB and has received confirmation regarding the satisfaction of tasks 1 and 2 of the order. The parties are continuing to work on compliance with the October 2013 order and anticipate working cooperatively on any ultimate proposed clean-up and abatement work. The Company has retained the services of an environmental firm which has engaged with the regulatory agency and has begun activities to comply with the order

The Company has accrued liabilities where it is probable that a loss will be incurred and the cost or amount of loss can be reasonably estimated. Based on the Company's preliminary assessment following a November 2012 draft cleanup and abatement order, which has been reviewed under the October 2013 order pending the current appeal by the Company and other impacted parties, the Company has determined a likely range of probable loss between $2.7 million and $5.7 million. Given the yet unresolved status of the clean up and abatement order and uncertainties associated with environmental assessment and the remediation activities, the Company is unable to determine a best estimate within the range of loss. Therefore, the Company recorded the minimum amount of $2.7 million, and such reserve remains under "Other long-term liabilities" on the Company's consolidated balance sheets. These estimates could change as a result of changes in planned remedial actions, further actions from the regulatory agency, remediation technology, and other factors.

Commercial Disputes

In November 2012, the Company terminated the services of Intrigo Systems, Inc. ("Intrigo") for default under its agreement with the Company for consulting services pertaining to the implementation of an enterprise resource planning ("ERP") system. On January 23, 2013, the Company received a letter from Intrigo claiming that the Company breached the agreement and demanding payment of $2.6 million. The Company responded to this letter and denied liability for the claim, based on Intrigo's failure to perform as required under the agreement. On November 13, 2014, Intrigo filed its complaint (the "Complaint") against Semtech in Alameda County Superior Court, seeking in excess of $2.7 million in monetary damages and alleging breach of contract, breach of the covenant of good faith and fair dealing, and fraud. On December 18, 2014, the Company answered the Complaint and filed its own cross-complaint (the "Cross-Complaint") against Intrigo, seeking in excess of $3.7 million in monetary damages and alleging breach of contract, breach of the implied covenant of good faith and fair dealing, fraud, negligent misrepresentation, false advertising, money had and received, and unfair competition. The Cross-Complaint also seeks a declaration that the Company's contractual agreement with Intrigo was terminated and that the Company has no remaining obligations under any contract. Discovery is proceeding. At this time, the Company is unable to express an opinion on the outcome of this case.

Product Warranties

The Company's general warranty policy provides for repair or replacement of defective parts. In some cases, a refund of the purchase price is offered. In certain instances the Company has agreed to other warranty terms, including some indemnification provisions.

The product warranty accrual reflects the Company's best estimate of probable liability under its product warranties. The Company accrues for known warranty issues if a loss is probable and can be reasonably estimated, and accrues for estimated incurred but unidentified issues based on historical experience. Historically, warranty expense has been immaterial to the Company's consolidated financial statements.

Retirement Plans

The Company contributed $1.3 million, $1.4 million and $1.2 million, respectively, in fiscal years 2015, 2014 and 2013 to the 401(k) retirement plan maintained for its domestic employees.

The Company contributes to the CSEM Pension fund, a Swiss multiemployer plan, that provides pension benefits (the "Retirement Plan"). The Retirement Plan is a foundation into which several employers are affiliated. Benefits payable from the pension plan include retirement pension, death, and disability benefits. The risk of participating in this multiemployer plan is different from a single-employer plan due to the comingling of assets and related investment returns and risks and aggregation of actuarial experience and related gains or losses for allocation amongst participating employers; contributions pursuant to prescribed formulae consistent for all participating employers; and, in the event of a participating employer's withdrawal from the Retirement Plan, retirees receiving benefits from the Retirement Plan remain within the Retirement Plan and will continue to receive future benefit payments funded by the remaining participating employers thereafter.

The Retirement Plan is administered on behalf of a labor union, which is similar to common practices found in the US involving collective bargaining agreements and labor unions. EIN/Pension plan number, Pension protection act zone status, FIP/RP status and Form 5500 are not applicable as the Retirement Plan is a Swiss plan governed by pension laws in Switzerland. The Company contributed $0.9 million, $0.8 million and $0.8 million, respectively, in fiscal

years 2015, 2014 and 2013 to the Retirement Plan. At the date the Company's financial statements were issued, the Retirement Plan's audited financial statements were not available for the Retirement Plan year ended December 31, 2014.
In addition, the Company also contributed $1.3 million in fiscal years 2015 to a defined contribution plan for its employees in Canada.

90

Deferred Compensation

The Company maintains a deferred compensation plan for certain officers and key executives that allows participants to defer a portion of their compensation for future distribution at various times permitted by the plan. This plan provides for a discretionary Company match up to a defined portion of the employee's deferral, with any match subject to a vesting period.

The following table shows the compensation expense and forfeitures under this plan for fiscal years 2015, 2014 and 2013:

	Fiscal Year Ended		
(in thousands)	January 25, 2015	January 26, 2014	January 27, 2013
Forfeitures	$(112)	$(180)	$—
Compensation expense	2,449	2,644	1,839
Compensation expense, net of forfeitures	$2,337	$2,464	$1,839

The Company's liability for the deferred compensation plan is presented below:

(in thousands)	January 25, 2015	January 26, 2014
Accrued liabilities	$527	$1,478
Other long-term liabilities	19,241	15,565
Total deferred compensation liabilities under this plan	$19,768	$17,043

The Company has purchased whole life insurance on the lives of certain current deferred compensation plan participants. This Company-owned life insurance is held in a grantor trust and is intended to cover a majority of the Company's costs of the deferred compensation plan. The cash surrender value of the Company-owned life insurance was $18.5 million and $14.4 million as of January 25, 2015 and January 26, 2014, respectively, and is included in "Other assets" on the consolidated balance sheet.

Cycleo Earn-out

Pursuant to the terms of the Amended Earn-out with the Earn-out Beneficiaries, the Company potentially may make payments totaling up to approximately $16.0 million based on the achievement of a combination of certain revenue and operating income milestones by Cycleo. For certain of the earn-out beneficiaries, payment of the earn-out liability is contingent upon continued employment and is accounted for as post-acquisition compensation expense over the service period. The portion of the earn-out liability that is not dependent on continued employment is not considered as compensation expense and is included in Selling, general and administrative expense. The Amended Earn-out replaced the original. As a result under the amended award, the Company has recorded a liability of $1.7 million as of January 25, 2015, which approximates its fair value.

Indemnification

The Company has entered into agreements with its current executive and some former officers and directors indemnifying them against certain liabilities incurred in connection with the performance of their duties. The Company's Certificate of Incorporation and Bylaws contain comparable indemnification obligations with respect to the Company's current directors and employees.

Note 16: Concentration of Risk

Significant Customers

Sales to the Company’s customers are generally made on open account, subject to credit limits the Company may impose, and the receivables are subject to the risk of being uncollectible.

Each of the following significant customers accounted for at least 10% of net sales for at least one of the periods indicated:

	Fiscal Year Ended		
(percentage of net sales)	January 25, 2015	January 26, 2014	January 27, 2013
Samsung Electronics Co., Ltd.(and affiliates)	11 %	12 %	12 %
Huawei Technologies Co., Ltd (and affiliates)	5 %	9 %	10 %

The following table shows the list of customers that have an outstanding receivable balance that represents at least 10% of total net receivables for at least one of the periods indicated:

	Balance as of	
(percentage of net accounts receivable)	January 25, 2015	January 26, 2014
Samsung Electronics Co., Ltd.(and affiliates)	12 %	13 %

Outside Subcontractors and Suppliers

The Company relies on a limited number of outside subcontractors and suppliers for the production of silicon wafers, packaging and certain other tasks. Disruption or termination of supply sources or subcontractors, due to natural disasters such as an earthquake or other causes, could delay shipments and could have a material adverse effect on the Company. Although there are generally alternate sources for these materials and services, qualification of the alternate sources could cause delays sufficient to have a material adverse effect on the Company. Several of the Company’s outside subcontractors and suppliers, including third-party foundries that supply silicon wafers, are located in foreign countries, including China, Taiwan, Europe and Israel. The Company’s largest source of silicon wafers is an outside foundry located in China and a significant amount of the Company’s assembly and test operations are conducted by third-party contractors in China, Malaysia, Taiwan, Thailand, Korea and the Philippines. For fiscal year 2015, approximately 37% of the Company’s silicon in terms of cost of wafers was supplied by a third-party foundry in China. For both fiscal years 2014 and 2013, approximately 38% of the Company’s silicon in terms of cost of wafers was supplied by this third-party foundry in China.

In fiscal year 2015, authorized distributors accounted for approximately 56% of the Company’s net sales. Generally, the Company does not have long-term contracts with its distributors and most can terminate their agreement with little or no notice. For fiscal year 2015, the Company’s two largest distributors were based in Asia.

Note 17: Segment Information

Segment Information

In fiscal year 2015, the Company completed a reassessment of its operations in light of its restructuring efforts (discussed in Note 19) and recent strategic business decisions. Based on this reassessment, the Company identified four operating segments. The Company’s CEO continues to function as the CODM. The Company’s CODM makes operating decisions and assesses performance based on these operating segments. Three of the operating segments: Power and High Reliability Products Group; Protection Products, Signal Integrity Products Group; and Wireless, Sensing and Timing Products Group, all have similar economic characteristics and have been aggregated into one reportable segment identified in the table below as the “Semiconductor Products Group.” The Company concluded that the remaining operating segment, the Systems Innovation Group, could not be aggregated with the other operating segments and did not meet the thresholds for a separate reportable segment as defined by the guidance regarding segment disclosure. Therefore, the Company has classified it as “All others” in the tables below. Historically, the Company was able to include “All others” as part of the Company’s one reportable segment for fiscal years 2014 and 2013. The Company's reportable segment information has been recast for comparison purposes for these prior periods. The Company’s assets are commingled among the various reporting units and the CODM does not use that information in making operating decisions or assessing performance. Therefore, the Company has not included asset information by segment below.

92

The table below provides net sales activity by segment:

	Fiscal Year Ended		
(in thousands)	January 25, 2015	January 26, 2014	January 27, 2013
Semiconductor Products Group	$555,399	$577,312	$559,729
All others	2,486	17,665	19,098
Total net sales	$557,885	$594,977	$578,827

Income by segment and reconciliation to consolidated income before taxes:

	Fiscal Year Ended		
(in thousands)	January 25, 2015	January 26, 2014	January 27, 2013
Semiconductor Products Group operating income	$136,823	$141,569	$133,854
All others operating loss	(10,558)	(2,744)	4,995
Operating Income by segment	126,265	138,825	138,849
Items to reconcile segment operating income to consolidated income (loss) before taxes			
Intangible amortization and impairments	31,449	190,529	10,248
Stock-based compensation expense	29,629	24,589	24,528
Write-off of deferred financing costs	—	8,773	—
Inventory write-down	—	2,408	39,406
Restructuring charges	1,285	3,086	—
Other non-segment related expenses	3,310	1,522	29,382
Amortization of fair value adjustments related to acquired PP&E	18,335	16,835	19,696
Interest expense, net	5,927	18,174	14,363
Non-operating (income) expense, net	(165)	1,390	977
Income (loss) before taxes	$36,495	$(128,481)	$249

Information by Product Line

The Company operates exclusively in the semiconductor industry and primarily within the analog and mixed-signal sector.

The table below provides net sales activity by product line on a comparative basis for all periods. In December 2013, the Company announced that it was combining its Gennum and former Advanced Communication product groups. The combined net sales activity for these groups is reflected in the Signal Integrity product group.

	Fiscal Year Ended								
(in thousands, except percentages)	January 25, 2015			January 26, 2014			January 27, 2013		
Protection, Power and High-Reliability	$255,743	47	%	$256,808	43	%	$265,293	46	%
Signal Integrity	219,024	39	%	254,589	43	%	228,882	40	%
Wireless, Sensing and Timing	80,632	14	%	65,947	11	%	65,598	11	%
Systems Innovation	2,486	—	%	17,633	3	%	19,054	3	%
Total net sales	$557,885	100	%	$594,977	100	%	$578,827	100	%

Geographic Information

The Company generates virtually all of its sales from its Semiconductor Products Group through sales of analog and mixed signal devices.

Net sales activity by geographic region is as follows:

	Fiscal Year Ended								
(in thousands, except percentages)	January 25, 2015			January 26, 2014			January 27, 2013		
Asia-Pacific	$412,514	74	%	$432,097	73	%	$405,179	70	%
North America	85,139	15	%	94,574	16	%	98,401	17	%
Europe	60,232	11	%	68,306	11	%	75,247	13	%
Total net sales	$557,885	100	%	$594,977	100	%	$578,827	100	%

The Company attributes sales to a country based on the ship-to address. The table below summarizes sales activity to countries that represented greater than 10% of total net sales for at least one of the periods indicated:

	Fiscal Year Ended					
(percentage of total sales)	January 25, 2015		January 26, 2014		January 27, 2013	
China (including Hong Kong)	38	%	34	%	35	%
United States	12	%	16	%	17	%
Japan	11	%	11	%	10	%
South Korea	9	%	11	%	7	%
Total net sales	70	%	72	%	69	%

The Company's regional (loss) income from continuing operations before income taxes is as follows:

	Fiscal Year Ended					
(in thousands)	January 25, 2015		January 26, 2014		January 27, 2013	
Domestic	$(33,540	)	$(158,780	)	$(19,867	)
Foreign	70,035		30,299		20,116	
Total	$36,495		$(128,481	)	$249	

Domestic (loss) from continuing operations includes impairments in fiscal year 2015 and 2014, amortization of acquired intangible assets, litigation related expenses and higher levels of stock-based compensation compared to foreign operations.

Long-lived Assets

Long-lived assets, which consist of property, plant and equipment, net of accumulated depreciation and classified by location are summarized as follows:

(in thousands)	January 25, 2015	January 26, 2014
United States	$63,449	$55,303
Rest of North America	25,139	28,577
Europe	9,119	14,900
Asia and all others	17,764	11,341
Total	$115,471	$110,121

Some of these assets are at locations owned or operated by the Company's suppliers. The Company has consigned certain equipment to a foundry based in China to support its specialized processes run at the foundry. The Company has also installed its own equipment at some of its packaging and testing subcontractors in order to ensure a certain level of capacity, assuming the subcontractor has ample employees to operate the equipment.

The amount of equipment and machinery consigned to a foundry in China was $7.6 million and $8.1 million as of January 25, 2015 and January 26, 2014, respectively.

Note 18: Reorganization Costs

During fiscal year 2013, reorganization costs mainly represent the severance costs associated with the integration of the acquired Gennum business with the Company's pre-existing business and the consolidation of certain operations of the combined Company.

The following table summarizes the reorganization charges incurred and liability balance included in "Accrued liabilities" on the consolidated balance sheet as January 27, 2013, January 26, 2014 and January 25, 2015. The reorganization charges below were included in "Selling, general and administrative" on the consolidated statements of operations for the respective periods.

(in thousands)	Severance and related costs
Balance at January 27, 2013	$1,330
Cash payments/other	(849)
Balance at January 26, 2014	481
Cash payments/other	(237)
Balance at January 25, 2015	$244

Note 19: Restructuring

In the fourth quarter of fiscal year 2014, the Company made a strategic decision to reduce its investment in the long haul optical market, realign its product groupings, and align spending to current demand levels. As a result of these actions, the Company incurred restructuring costs, associated with the resulting workforce reductions and contract cancellations which are included in "Restructuring" on the consolidated statement of operations.

Activity under the restructuring plan is summarized in the following table:

(in thousands)	One-time employee termination benefits	Contract commitments	Total
Balance at January 27, 2013	$—	$—	$—
Charges	1,841	1,245	3,086
Cash payments	(454)	—	(454)
Balance at January 26, 2014	1,387	1,245	2,632
Charges	662	623	1,285
Cash payments	(1,767)	(1,753)	(3,520)
Reclassifications	—	(115)	(115)
Balance at January 25, 2015	$282	$—	$282

These restructuring liabilities are presented in “Accrued liabilities” in the consolidated balance sheets. The restructuring actions also resulted in $4.9 million of additional contract commitment cancellation charges. Of this amount $1.7 million is included in “Cost of sales” and $3.2 million is included in “Product development and engineering” on the consolidated statements of operations. In connection with the restructuring activities, $15.0 million of inventory was determined not to be recoverable and was written off as a charge to “Cost of sales - lower of cost or market write-down” in fiscal 2014. Additionally, certain property, plant and equipment, intangible assets and goodwill were determined to be impaired. See Notes 7 and 8. In the first quarter of fiscal year 2015, the Company incurred additional costs to relocate personnel and consolidate operations. The Company completed the restructuring activities in the first quarter of fiscal 2015.

During the fiscal year ended January 25, 2015, the Company implemented a strategic decision to reduce its investment in the defense and microwave communications infrastructure market and to further reduce investment in the optical long-haul market. This decision resulted in the impairment of certain property, plant and equipment and intangible assets. See Notes 7 and 8. As a result of this strategy, the Company also recorded charges associated with contract commitment cancellations totaling $3.0 million that are included in "Cost of sales" on the consolidated statements of operations.

Note 20: Stock Repurchase Program and Shares Withheld from Vested Restricted Shares

The Company maintains an active stock repurchasing program which was approved by the Company’s Board of Directors in March 2008 (the “2008 program”). The 2008 program does not have an expiration date and the Board of Directors has authorized expansion of the program over the years. In November 2011 the Board of Directors authorized the Company to repurchase up to $50.0 million of shares of the Company’s common stock from time to time through negotiated or open market transactions (the “2011 Program”). On August 21, 2013, the Company announced an additional $50.0 million expansion of the 2011 Program, for a total authorized 2011 Program of $100.0 million. In November 2014, the Company announced that the Board of Directors had authorized an additional $28.4 million of repurchases under the 2011 Program, which together with the $21.6 million then remaining under the program, brought the remaining total authorization to $50.0 million, such authorization being subject to certain limitation, guidelines and conditions as directed by the Board of Directors.

The following table summarizes the stock repurchase activities and shares withheld from vested restricted shares during the periods indicated:

	Fiscal Year Ended January 25, 2015		January 26, 2014		January 27, 2013	
(in thousands, except number of shares)	Shares	Value	Shares	Value	Shares	Value
Shares repurchased under the 2011 program	1,578,869	$40,906	1,034,491	$30,000	263,443	$7,500
Shares withheld from vested restricted shares	—	—	—	—	9,696	269
Total treasury shares acquired	1,578,869	$40,906	1,034,491	$30,000	273,139	$7,769

The Company currently intends to hold the repurchased and withheld shares as treasury stock. The Company typically reissues treasury shares to settle stock option exercises and restricted share grants.

Note 21: Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606), which requires an entity to recognize revenue from the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance addresses, in particular, contracts with more than one performance obligation, as well as the accounting for some costs to obtain or fulfill a contract with a customer, and provides for additional disclosures with respect to revenues and cash flows arising from contracts with customers. Public entities are required to apply the amendments on either a full- or modified-retrospective basis for annual periods beginning after December 15, 2016 and for interim periods within those annual periods. This update will be effective for the Company beginning in the first quarter of fiscal year 2018. Early adoption is not permitted. The Company is currently assessing the basis of adoption and evaluating the impact of the adoption of the update on its consolidated financial statements.

In April 2014, the FASB issued ASU No. 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. ASU 2014-08 changes the requirements for reporting discontinued operations in FASB Accounting Standards Codification Subtopic 205-20, such that a disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. ASU 2014-08 requires an entity to present, for each comparative period, the assets and liabilities of a disposal group that includes a discontinued operation separately in the asset and liability sections, respectively, of the statement of financial position, as well as additional disclosures about discontinued operations. Additionally, ASU 2014-08 requires disclosures about a disposal of an individually significant component of an entity that does not qualify for discontinued operations presentation in the financial statements and expands the disclosures about an entity's significant continuing involvement with a discontinued operation. The accounting update is effective for annual periods beginning on or after December 15, 2014. Early adoption is permitted but only for disposals that have not been reported in financial statements previously issued. The Company does not believe that the adoption of this update will have a material impact on its consolidated financial statements.

Note 22: Selected Quarterly Financial Data (Unaudited)

The following tables set forth the Company's unaudited consolidated statements of operations data for each of the eight quarterly periods ended January 25, 2015, as well as that data expressed as a percentage of the Company's net sales for the quarters presented. The sum of quarterly per share amounts may differ from year to date amounts due to rounding.

Selected Quarterly Financial Data (Unaudited)

	Fiscal Year 2015 Quarters Ended				Fiscal Year 2014 Quarters Ended			
(in thousands, except per share amounts)	April 27, 2014	July 27, 2014	October 26, 2014	January 25, 2015	April 28, 2013	July 28, 2013	October 27, 2013	January 26, 2014
Net sales	$132,859	$145,742	$148,890	$130,394	$162,407	$165,010	$141,026	$126,534
Gross profit	78,084	88,221	89,326	73,161	97,287	100,708	83,411	53,805
Operating (loss) income	11,149	22,057	22,810	(13,759)	20,078	24,457	13,265	(166,717)
Net income (loss)	$7,867	$17,898	$17,623	$(15,441)	$14,777	$19,112	$12,453	$(210,808)
Earnings (loss) per share:								
Basic	$0.12	$0.27	$0.26	$(0.23)	$0.22	$0.28	$0.18	$(3.12)
Diluted	$0.12	$0.26	$0.26	$(0.23)	$0.22	$0.28	$0.18	$(3.12)
Weighted average number of shares used in computing earnings per share:								
Basic	67,300	67,208	67,162	66,763	66,956	67,614	67,792	67,523
Diluted	67,970	67,850	67,654	66,763	68,579	69,090	68,871	67,523

Note 23: Subsequent Events

On March 4, 2015, the Company announced that it had completed the acquisition of Triune Systems, LLC. a privately-held supplier of wireless charging and power management platforms targeted at high and low power, high efficiency applications. Under the terms of the purchase agreement, the Company acquired all of the outstanding equity interests of Triune Systems for an aggregate purchase price of $45.0 million consisting of $35.0 million cash paid at closing, with an additional cash consideration of $10.0 million to be paid in six months and additional contingent consideration subject to achieving certain future financial goals. In conjunction with the transaction,the Company expects to fund the aggregate purchase price using its revolving line of credit.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure
Not applicable.
Item 9A. Controls and Procedures
Disclosure Controls and Procedures
The Company carried out an evaluation, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e)) as of January 25, 2015. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that such disclosure controls and procedures were not effective as of such date as a result of the material weakness that existed in our internal control over financial reporting as described in Report of Management on Internal Control Over Financial Reporting below.
Changes in Internal Controls
There have been no changes to our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.
Report of Management on Internal Control Over Financial Reporting
Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework set forth in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on our evaluation under the framework in Internal Control – Integrated Framework, our management has concluded that as of January 25, 2015 the Company's internal control over financial reporting was not effective 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 as a result of the material weakness that existed in our internal control over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. The material weakness management identified was that we did not design and maintain effective controls related to evidencing the precision and nature of the review performed to approve the final estimated inventory reserves by a reviewer with the appropriate authority. As a result of insufficient evidence, management was unable to conclude that the review control functioned at a level that would prevent a material misstatement of inventory reserves.
This control deficiency could result in a misstatement to the Company's consolidated financial statements and disclosures that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected. Accordingly, management has determined this control deficiency constitutes a material weakness.
Ernst & Young LLP, the independent registered public accounting firm that audited the consolidated financial statements included in this report, has issued an attestation report on our internal control over financial reporting as of January 25, 2015. Ernst & Young LLP's attestation report is included below.
Management's Plan for Remediation
Management is in the process of determining a comprehensive remediation plan to fully address the material weakness. Remediation efforts are expected to include the following:

- design and implement procedures to evidence our review including specification of the precision of the review, the types of questions that were asked, whether follow-up occurred, the answers received and how judgments applied in establishing the inventory reserves were affected by these attributes; and
- perform and evidence the enhanced controls quarterly as well as annually.

Management believes the foregoing efforts will effectively remediate the material weakness. As we continue to evaluate and work to improve our internal control over financial reporting, management may determine to take additional measures to address the material weakness or determine to modify the remediation plan described above.

Internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those controls determined to be effective may not prevent or detect misstatements and can provide only reasonable assurance with respect to financial statement preparation and presentation. 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.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Semtech Corporation

We have audited Semtech Corporation and subsidiaries' internal control over financial reporting as of January 25, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Semtech Corporation and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

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

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

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

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management's assessment. Management has identified a material weakness in controls related to the company's inventory reserves process. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Semtech Corporation and subsidiaries as of January 25, 2015 and January 26, 2014, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for each of the three years in the period ended January 25, 2015. This material weakness was considered in determining the nature, timing and extent of audit tests applied in our audit of the fiscal 2015 financial statements, and this report does not affect our report dated March 30, 2015, which expressed an unqualified opinion on those financial statements.

In our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, Semtech Corporation and subsidiaries has not maintained effective internal control over financial reporting as of January 25, 2015, based on the COSO criteria.

/s/ Ernst & Young LLP

Los Angeles, California

March 30, 2015

100

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

We have adopted a written Code of Conduct that applies to everyone in the Company, including our Chief Executive Officer, Chief Financial Officer and Controller. Our Code of Conduct serves as our written code of ethics for those officers, and for persons performing similar functions. Our current Code of Conduct is incorporated in this Annual Report on Form 10-K for fiscal year 2015 as Exhibit 14. The Code of Conduct is also available at the Corporate Governance section of the Investors page on our website at www.semtech.com. Alternatively, you can request a copy of the Code of Conduct free of charge by sending a written request to the Company's Secretary at 200 Flynn Road, Camarillo, CA 93012. If we make any substantive amendments to the Code of Conduct or grant any waiver, including an implicit waiver, from the Code of Conduct to our Chief Executive Officer, Chief Financial Officer or Controller, we will within four business days of the event disclose the nature of the amendment or waiver on our website or in a report on Form 8-K.

The information relating to our directors, our nominees for directors, and our executive officers pursuant to Items 401; and Item 407(c)(3), (d)(4) and (d)(5) of Regulation S-K required by this item will be contained under the caption "Proposal 1: Election of Directors" in our Definitive Proxy Statement relating to our annual meeting of stockholders to be held on June 18, 2015, to be filed with the SEC pursuant to Regulation 14A of the Exchange Act and is hereby specifically incorporated by reference thereto.

The information required pursuant to Item 405 of Regulation S-K will be contained under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" in our Definitive Proxy Statement relating to our annual meeting of stockholders, to be held on June 18, 2015, to be filed with the SEC pursuant to Regulation 14A of the Exchange Act and is hereby specifically incorporated by reference thereto.

Item 11. Executive Compensation

The information required under this item will appear under the captions "Director Compensation," "Compensation Discussion and Analysis", "Executive Compensation" and related discussion and disclosure thereto, in the Definitive Proxy Statement relating to our annual meeting of stockholders to be held on June 18, 2015, to be filed by us with the SEC pursuant to Regulation 14A of the Exchange Act, and is hereby specifically incorporated herein by reference thereto.

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

The information required under this item will appear under the captions "Beneficial Ownership of Securities," "Securities Authorized for Issuance under Equity Compensation Plans" and related discussion and disclosure thereto, in the Definitive Proxy Statement relating to our annual meeting of stockholders to be held on June 18, 2015, to be filed by us with the SEC pursuant to Regulation 14A of the Exchange Act, and is hereby specifically incorporated herein by reference thereto.

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

The information required under this item will appear under the captions "Election of Directors (Proposal Number 1)" "Corporate Governance, Transactions with Related Parties" and related discussion and disclosure thereto, in the Definitive Proxy Statement relating to our annual meeting of stockholders to be held on June 18, 2015, to be filed by us with the SEC pursuant to Regulation 14A of the Exchange Act, and is hereby specifically incorporated herein by reference thereto.

Item 14. Principal Accounting Fees and Services

The information required under this item will appear under the captions "Independent Accountant Fees," and "Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services" and related discussion and disclosure thereto, in the Definitive Proxy Statement relating to our annual meeting of stockholders to be held on June 18, 2015, to be filed by us with the SEC pursuant to Regulation 14A of the Exchange Act, and is hereby specifically

incorporated herein by reference thereto.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a)(1) The financial statements, schedules, and reports included in this Form 10-K are listed in the index under Item 8 in this report.

(a)(2) Schedules other than those listed in Item 8 are omitted since they are not applicable, not required, or the information required to be set forth herein is included in the consolidated financial statements or notes thereto.

SCHEDULE II

SEMTECH CORPORATION AND SUBSIDIARIES

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

THREE YEARS ENDED JANUARY 25, 2015

Total of Accounts receivable and other sales allowances	Balance at Beginning of Year	Charged (Reversal) to Costs and Expenses	Deductions	Balance at End of Year
Year ended January 27, 2013	$3,593,579	$ 1,323,491	$—	$4,917,070
Year ended January 26, 2014	$4,917,070	$ (567,394)	$(525,000)	$3,824,676
Year ended January 25, 2015	$3,824,676	$ 396,151	$(697,679)	$3,523,148

(a)(3) Exhibits. These exhibits are available without charge upon written request directed to the Company's Secretary at 200 Flynn Road, Camarillo, CA 93012. Documents that are not physically filed with this report are incorporated herein by reference to the location indicated.

Exhibit No.		Description	Location
3.1		Restated Certificate of Incorporation of Semtech Corporation	Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended October 26, 2003
3.2		Bylaws of Semtech Corporation	Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended January 27, 2008
10.1	*	The Company's Long-Term Stock Incentive Plan, as amended and restated	Exhibit 10.6 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2007
10.2	*	The Company's Non-Director and Non-Executive Officer Long-Term Stock Incentive Plan, as amended and restated	Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q/A for the quarterly period ended October 29, 2006
10.3	*	Form of Long Term Stock Incentive Plan Award Agreement for Options Awarded to Non-Employee Directors on December 5, 2002	Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended October 27, 2002
10.4	*	Form of Long-Term Stock Incentive Plan Award Agreement (Non-Employee Directors)	Exhibit 10.1 to the Company's Current Report on Form 8-K filed July 7, 2006
10.5	*	Form of Long-Term Stock Incentive Plan Award Agreement (Executive Officers)	Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly

			period ended July 25, 2004
10.6	*	Form of Non-Director and Non-Executive Officer Long-Term Stock Incentive Plan Award Agreement	Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended July 25, 2004
10.7	*	Form of Long-Term Stock Incentive Plan Award Certificate	Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q/A for the quarterly period ended October 29, 2006

103

10.8	*	Form of Non-Director and Non-Executive Officer Long-Term Stock Incentive Plan Award Certificate	Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q/A for the quarterly period ended October 29, 2006
10.9	*	Adoption Agreement adopting The Executive Nonqualified "Excess" Plan (known as the Semtech Executive Compensation Plan) as amended and restated effective January 1, 2005	Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended July 29, 2007
10.10	*	Amended and Restated Plan Document for The Executive Nonqualified "Excess" Plan (known as the Semtech Executive Compensation Plan), effective January 1, 2005	Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended July 29, 2007
10.11		Trust Agreement dated as of January 1, 2004 between Semtech Corporation and Bankers Trust Company, as Trustee, related to the Semtech Executive Compensation Plan	Exhibit 10.14 to the Company's Annual Report on Form 10-K for the fiscal year ended January 25, 2004
10.12	*	Form of Indemnification Agreement for Directors and Executive Officers	Exhibit 10.1 to the Company's Current Report on Form 8-K filed November 24, 2010
10.13	*	Semtech Corporation Bonus Plan, amended and restated effective January 29, 2007 (also known as the "Executive Bonus Plan")	Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 12, 2007
10.14	*	Employment Offer Letter to Mohan Maheswaran, accepted as of March 12, 2006	Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 14, 2006
10.15	*	Employment Offer Letter to Emeka Chukwu, accepted as of November 11, 2006	Exhibit 10.26 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2007
10.16	*	Memo to Emeka Chukwu dated, April 5, 2007	Exhibit 10.27 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2007
10.17	*	Form of Long-Term Stock Incentive Plan Option Award Certificate	Exhibit 10.2 to the Company's Current Report on Form 8-K filed June 12, 2007
10.18	*	Form of Long-Term Stock Incentive Plan Restricted Stock Award Certificate	Exhibit 10.3 to the Company's Current Report on Form 8-K filed June 12, 2007
10.19	*	Form of Long-Term Stock Incentive Plan Performance Unit Award Certificate	Exhibit 10.4 to the Company's Current Report on Form 8-K filed June 12, 2007
10.20	*	Form of Long-Term Stock Incentive Plan Option Award Certificate (Non-Employee Directors)	Exhibit 10.5 to the Company's Current Report on Form 8-K filed June 12, 2007

10.21	*	Form of Long-Term Stock Incentive Plan Non-Employee Director Stock Unit Award Certificate	Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 19, 2007
10.22	*	Form of Long-Term Stock Incentive Plan Restricted Stock Unit Award Certificate	Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 20, 2008
10.23		Semtech Corporation Executive Stock Ownership Guidelines	Exhibit 10.39 to the Company's Annual Report on Form 10-K for the fiscal year ended January 27, 2008
10.24		Semtech Corporation Director Stock Ownership Guidelines	Exhibit 10.7 to the Company's Current Report on Form 8-K filed on July 1, 2008
10.25	*	Semtech Corporation 2008 Long-Term Equity Incentive Plan	Exhibit 10.40 to the Company's Annual Report on Form 10-K for the fiscal year ended January 27, 2008

10.26	*	Restricted Stock Unit Award Agreement Cycleo Acquisition	Exhibit 10.26 to the Company's Annual Report on Form 10-K for the fiscal year ended January 29, 2012
10.27	*	Form of Semtech Corporation 2008 Long-Term Equity Incentive Plan Option Award Agreement for Non-Employee Directors	Exhibit 10.3 to the Company’s Current Report on Form 8-K filed July 1, 2008
10.28	*	Form of Semtech Corporation 2008 Long-Term Equity Incentive Plan Option Award Agreement for Non-Employee Directors	Exhibit 10.4 to the Company’s Current Report on Form 8-K filed July 1, 2008
10.29	*	Form of Semtech Corporation 2008 Long-Term Equity Incentive Plan Option Award Agreement for Non-Employee Directors	Exhibit 10.5 to the Company’s Current Report on Form 8-K filed July 1, 2008
10.30	*	Form of Semtech Corporation 2008 Long-Term Equity Incentive Plan Option Award Agreement for Non-Employee Directors	Exhibit 10.5 to the Company’s Quarterly Report on Form 10-Q for the quarter ended May 1, 2011
10.31	*	Semtech Corporation Chief Executive Officer Bonus Plan, as amended on February 28, 2012	Exhibit 10.31 to the Company's Annual Report on Form 10-K for the fiscal year ended January 29, 2012.
10.32	*	Semtech Corporation 2007 SMI Assumed Plan	Exhibit 4.3 to the Company’s Registration Statement on Form S-8, Registration No. 333-163780, filed on December 16, 2009
10.33	*	Semtech Corporation 2000 SMI Assumed Plan	Exhibit 4.2 to the Company’s Registration Statement on Form S-8, Registration No. 333-163780, filed on December 16, 2009
10.34	*	Semtech Corporation 2009 Long-Term Equity Inducement Plan	Exhibit 10.2 to the Company’s Current Report on Form 8-K filed December 15, 2009
10.35	*	Form of Semtech Corporation 2009 Long-Term Equity Inducement Plan Award Agreements (Performance-Based Vesting)	Exhibit 10.37 to the Company’s Annual Report on Form 10-K for the fiscal year ended January 31, 2010
10.36	*	Form of Semtech Corporation 2009 Long-Term Equity Inducement Plan Award Agreements (Time-Based Vesting)	Exhibit 10.38 to the Company’s Annual Report on Form 10-K for the fiscal year ended January 31, 2010
10.37	*	Restricted Stock Award Agreement dated March 29, 2010 with respect to time-based restricted stock award to Mohan Maheswaran	Exhibit 10.1 to the Company’s Current Report on Form 8-K filed March 31, 2011

10.40	*	Semtech Corporation Executive Change in Control Retention Plan	Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 1, 2010
10.41	*	Amended and Restated Semtech Corporation Executive Change in Control Retention Plan	Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 1, 2011
10.42	*	Form of Participation Agreement under the Semtech Corporation Executive Change in Control Retention Plan for non-Swiss employees	Exhibit 10.2 to the Company's Current Report on Form 8-K filed on October 1, 2010
10.43	*	Form of Participation Agreement under the Semtech Corporation Executive Change in Control Retention Plan for Swiss employees	Exhibit 10.3 to the Company's Current Report on Form 8-K filed on October 1, 2010
10.44	*	Semtech Nonqualified Executive Compensation Plan Adoption Agreement and Plan Document, as amended and restated effective October 12, 2007	Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 31, 2011

10.46	*	Severance and Release Agreement, effective as of September 20, 2012, between Semtech Corporation and David Schie	Exhibit 10.1 to our Current Report on Form 8-K filed on September 21, 2012
10.47	*	Policy Regarding Director Compensation	Exhibit 10.45 to the Company’s Annual Report on Form 10-K for the fiscal year ended January 29, 2012
10.48	*	Semtech Corporation Chief Executive Officer Bonus Plan, effective January 28, 2013	Exhibit 10.48 to the Company's Annual Report on Form 10-K for the fiscal year ended January 27, 2013
10.49		Credit Agreement dated May 2, 2013 entered into among Semtech Corporation, the subsidiary guarantors referred to therein, the lenders referred to therein and HSBC Bank USA, Nation Association, as administrative agent.	Exhibit 10.1 to our Current Report on Form 8-K filed on May 3, 2013
10.50		Security Agreement dated May 2, 2013 entered into by Semtech Corporation and the subsidiary guarantors referred to therein, in favor of HSBC Bank USA National Association solely in its capacity as administrative agent under that certain Credit Agreement between the parties of the same date.	Exhibit 10.2 to our Current Report on Form 8-K filed on May 3, 2013
10.51	*	Semtech Corporation 2013 Long-Term Equity Incentive Plan	Exhibit 10.1 to our Current Report on Form 8-K filed on June 24, 2013
10.52	*	Severance and Release Agreement effective as of January 7, 2014, between Semtech Corporation and Sameer Vuyyuru	Exhibit 10.1 to the Company's Current Report on Form 8-K filed January 10, 2014
10.53		Semtech Corporation Chief Executive Officer Bonus Plan, effective January 27, 2014	Exhibit 10.53 to the Company's Annual Report on Form 10-K for the fiscal year ended January 26, 2014.
10.54		CEO Performance Restricted Stock Unit Award Certificate dated February 26, 2014	Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 28, 2014
10.55		Letter Agreement, dated as of February 27, 2014, by and between the Company and Mohan Maheswaran	Exhibit 10.2 to the Company's Current Report on Form 8-K filed February 28, 2014
10.56	*	Letter Agreement, dated as of December 19, 2014, by and between the Company and Mohan Maheswaran	Exhibit 10.1 to the Company’s Current Report on Form 8-K filed December 22, 2014
10.57	*	Semtech Corporation Executive Change in Control Retention Plan	Exhibit 10.2 to the Company’s Current Report on Form 8-K filed December 22,

			2014
10.58	*	Form of Participation Agreement under the Semtech Corporation Executive Change in Control Retention Plan	Exhibit 10.3 to the Company's Current Report on Form 8-K filed December 22, 2014
14		Semtech Corporation Code of Conduct	Exhibit 14.1 to the Company's Current Report on Form 8-K filed June 25, 2010
21.1		Subsidiaries of the Company	Filed herewith
23.1		Consent of Independent Registered Public Accounting Firm	Filed herewith
31.1		Certification of the Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934 as amended.	Filed herewith
31.2		Certification of the Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934 as amended.	Filed herewith

32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002 (As set forth in Exhibit 32.1 hereof, Exhibit 32.1 is being furnished and shall not be deemed “filed”.)	Filed herewith
32.2	Certification of the Chief Financial Officer Pursuant 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Exhibit 32.2 is being furnished and shall not be deemed “filed”)	Filed herewith
101.INS	XBRL Instance Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith

* Management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

	Semtech Corporation
Date: March 30, 2015	/s/ Mohan R. Maheswaran
	Mohan R. Maheswaran
	President and Chief Executive Officer

SIGNATURES

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

Date: March 30, 2015	/s/ Mohan R. Maheswaran Mohan R. Maheswaran President and Chief Executive Officer Director
Date: March 30, 2015	/s/ Emeka N. Chukwu Emeka N. Chukwu Executive Vice President and Chief Financial Officer (Principal Accounting and Financial Officer)
Date: March 30, 2015	/s/ Rockell N. Hankin Rockell N. Hankin Chairman of the Board
Date: March 30, 2015	/s/ Glen M. Antle Glen M. Antle Director
Date: March 30, 2015	/s/ W. Dean Baker W. Dean Baker Director
Date: March 30, 2015	/s/ James P. Burra James P. Burra Director
Date: March 30, 2015	/s/ Bruce C. Edwards Bruce C. Edwards Director
Date: March 30, 2015	/s/ James T. Lindstrom James T. Lindstrom Director
Date: March 30, 2015	/s/ John L. Piotrowski John L. Piotrowski Director
Date: March 30, 2015	/s/ Carmelo J. Santoro Carmelo J. Santoro Director
Date: March 30, 2015	/s/ Sylvia Summers Sylvia Summers Director