

Dolby Laboratories, Inc.
Form 10-Q
July 31, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended June 26, 2015

OR

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

For the Transition Period From _____ To _____

Commission File Number: 001-32431

DOLBY LABORATORIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

90-0199783

(State or other jurisdiction of incorporation or
organization)

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

100 Potrero Avenue

94103-4813

(415) 558-0200

San Francisco, CA

(Address of principal executive offices)

(Zip Code)

(Registrant's telephone number,
including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting
company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

On July 24, 2015, the registrant had 51,928,535 shares of Class A common stock, par value \$0.001 per share, and 50,743,411 shares of Class B common stock, par value \$0.001 per share, outstanding.

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GLOSSARY OF TERMS

The following table summarizes certain terms and abbreviations that may be used within the text of this report:

Abbreviation	Term
AAC	Advanced Audio Coding
AOCI	Accumulated Other Comprehensive Income
APIC	Additional-Paid In-Capital
ASP	Average Selling Price
ASU	Accounting Standards Update
ATSC	Advanced Television Systems Committee
AVR	Audio/Video Receiver
CODM	Chief Operating Decision-Maker
COSO	Committee Of Sponsoring Organizations (Of The Treadway Commission)
DCI	Digital Cinema Initiative
DMA	Digital Media Adapter
DTV	Digital Television
DVD	Digital Versatile Disc
EPS	Earnings Per Share
ESP	Estimated Selling Price
ESPP	Employee Stock Purchase Plan
FASB	Financial Accounting Standards Board
FCPA	Foreign Corrupt Practices Act
G&A	General & Administrative
GAAP	Generally Accepted Accounting Principles
HDR	High Dynamic Range
HDTV	High Definition Television
HE AAC	High Efficiency Advanced Audio Coding
HEVC	High Efficiency Video Coding
HFR	High Frame Rate
HTIB	Home Theatre In-A-Box
IC	Integrated Circuit
IMB	Integrated Media Block
IPTV	Internet Protocol Television
ISO	Incentive Stock Option
ISV	Independent Software Vendor
IT	Information Technology
LCD	Liquid Crystal Display
ME	Multiple Element
NATO	North American Theatre Owners
NOL	Net Operating Loss
NQ	Non-Qualified/Non-Statutory Stock Option
OCI	Other Comprehensive Income
OECD	Organization For Economic Co-Operation & Development
OEM	Original Equipment Manufacturer
OTT	Over-The-Top
PC	Personal Computer
PCS	Post-Contract Support
PP&E	Property, Plant And Equipment

R&D	Research & Development
RSU	Restricted Stock Unit
S&M	Sales & Marketing
SAR	Stock Appreciation Rights
SERP	Supplemental Executive Retirement Plan
STB	Set-Top Box
TAM	Total Available Market
TPE	Third Party Evidence
UHD	Ultra High Definition
U.S. GAAP	Generally Accepted Accounting Principles In The United States
VSOE	Vendor Specific Objective Evidence

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PART I - FINANCIAL INFORMATION

ITEM 1. UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

DOLBY LABORATORIES, INC.

INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share amounts)

	June 26, 2015 (unaudited)	September 26, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	\$470,868	\$568,472
Restricted cash	1,919	2,142
Short-term investments	165,833	231,208
Accounts receivable, net of allowance for doubtful accounts of \$1,603 and \$1,615	103,921	86,168
Inventories	20,070	8,536
Deferred taxes	87,367	86,445
Prepaid expenses and other current assets	45,551	22,880
Total current assets	895,529	1,005,851
Long-term investments	373,498	296,335
Property, plant and equipment, net	386,448	289,755
Intangible assets, net	117,726	63,700
Goodwill	312,454	277,574
Deferred taxes	56,217	41,746
Other non-current assets	9,763	9,051
Total assets	\$2,151,635	\$1,984,012
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$27,566	\$15,898
Accrued liabilities	163,776	158,376
Income taxes payable	—	2,600
Deferred revenue	18,016	12,496
Total current liabilities	209,358	189,370
Long-term deferred revenue	29,661	19,279
Other non-current liabilities	72,633	43,715
Total liabilities	311,652	252,364
Stockholders' equity:		
Class A, \$0.001 par value, one vote per share, 500,000,000 shares authorized: 51,903,757 shares issued and outstanding at June 26, 2015 and 50,658,627 at September 26, 2014	53	51
Class B, \$0.001 par value, ten votes per share, 500,000,000 shares authorized: 50,743,661 shares issued and outstanding at June 26, 2015 and 51,610,239 at September 26, 2014	51	52
Additional paid-in capital	65,586	46,415
Retained earnings	1,764,578	1,660,485

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Accumulated other comprehensive income/(loss)	(7,391) 3,014
Total stockholders' equity – Dolby Laboratories, Inc.	1,822,877	1,710,017
Controlling interest	17,106	21,631
Total stockholders' equity	1,839,983	1,731,648
Total liabilities and stockholders' equity	\$2,151,635	\$1,984,012
See accompanying notes to unaudited interim condensed consolidated financial statements		

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DOLBY LABORATORIES, INC.
 INTERIM CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 (in thousands, except per share amounts)
 (unaudited)

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	June 26, 2015	June 27, 2014	June 26, 2015	June 27, 2014
Revenue:				
Licensing	\$204,855	\$205,625	\$664,786	\$669,901
Products	22,596	12,971	58,844	45,638
Services	4,251	4,754	14,260	17,680
Total revenue	231,702	223,350	737,890	733,219
Cost of revenue:				
Cost of licensing	1,347	4,389	8,615	12,132
Cost of products	20,027	10,860	50,848	34,941
Cost of services	3,506	3,620	9,976	10,683
Total cost of revenue	24,880	18,869	69,439	57,756
Gross margin	206,822	204,481	668,451	675,463
Operating expenses:				
Research and development	45,508	46,786	150,703	136,047
Sales and marketing	70,782	63,602	204,740	188,809
General and administrative	45,587	44,205	135,956	132,570
Restructuring charges/(credits)	—	(688)	(39)	2,613
Total operating expenses	161,877	153,905	491,360	460,039
Operating income	44,945	50,576	177,091	215,424
Other income/expense:				
Interest income	1,453	959	3,444	2,533
Interest expense	(69)	(251)	(115)	(456)
Other income/(expense), net	1,049	530	1,159	(2,064)
Total other income	2,433	1,238	4,488	13
Income before income taxes	47,378	51,814	181,579	215,437
Provision for income taxes	(11,522)	(11,251)	(45,254)	(53,079)
Net income including controlling interest	35,856	40,563	136,325	162,358
Less: net (income) attributable to controlling interest	(350)	(784)	(1,488)	(2,196)
Net income attributable to Dolby Laboratories, Inc.	\$35,506	\$39,779	\$134,837	\$160,162
Net Income Per Share:				
Basic	\$0.35	\$0.39	\$1.32	\$1.57
Diluted	\$0.34	\$0.38	\$1.29	\$1.55

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Weighted-Average Shares Outstanding:

Basic	102,670	102,350	102,494	102,131
Diluted	104,105	103,942	104,127	103,605

Related party rent expense:

Included in operating expenses	\$815	\$640	\$2,358	\$1,332
Included in net income attributable to controlling interest	\$1,159	\$1,164	\$3,463	\$3,669

Cash dividend declared per common share \$0.10 \$— \$0.30 \$—

See accompanying notes to unaudited interim condensed consolidated financial statements

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DOLBY LABORATORIES, INC.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)

(unaudited)

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	June 26, 2015	June 27, 2014	June 26, 2015	June 27, 2014
Net income including controlling interest	\$35,856	\$40,563	\$136,325	\$162,358
Other comprehensive income:				
Foreign currency translation adjustments, net of tax	1,146	(75	) (10,726	)846
Unrealized gains/(losses) on available-for-sale securities, net of tax	(729	)279	(64	)456
Comprehensive income	36,273	40,767	125,535	163,660
Less: comprehensive (income) attributable to controlling interest	(626	)(1,004	) (1,103	)(2,634
Comprehensive income attributable to Dolby Laboratories, Inc.	\$35,647	\$39,763	\$124,432	\$161,026

See accompanying notes to unaudited interim condensed consolidated financial statements

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DOLBY LABORATORIES, INC.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)
(unaudited)

	Dolby Laboratories, Inc.						
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total Dolby Laboratories, Inc.	Controlling Interest	Total
Balance at September 26, 2014	\$ 103	\$ 46,415	\$ 1,660,485	\$ 3,014	\$ 1,710,017	\$ 21,631	\$ 1,731,648
Net income	—	—	134,837	—	134,837	1,488	136,325
Currency translation adjustments, net of tax of \$641	—	—	—	(10,341)	(10,341)	(385)	(10,726)
Unrealized losses on investments, net of tax of \$(165)	—	—	—	(64)	(64)	—	(64)
Distributions to controlling interest	—	—	—	—	—	(5,628)	(5,628)
Stock-based compensation expense	—	50,822	—	—	50,822	—	50,822
Repurchase of common stock	(1)	(47,955)	—	—	(47,956)	—	(47,956)
Cash dividends declared and paid on common stock	—	—	(30,744)	—	(30,744)	—	(30,744)
Tax benefit from employee stock plans	—	1,167	—	—	1,167	—	1,167
Common stock issued under employee stock plans	2	28,048	—	—	28,050	—	28,050
Tax withholdings on vesting of restricted stock	—	(12,918)	—	—	(12,918)	—	(12,918)
Exercise of class B stock options	—	7	—	—	7	—	7
Balance at June 26, 2015	\$ 104	\$ 65,586	\$ 1,764,578	\$ (7,391)	\$ 1,822,877	\$ 17,106	\$ 1,839,983

	Dolby Laboratories, Inc.						
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total Dolby Laboratories, Inc.	Controlling Interest	Total
Balance at September 27, 2013	\$ 102	\$ 18,812	\$ 1,454,382	\$ 7,814	\$ 1,481,110	\$ 18,916	\$ 1,500,026
Net income	—	—	160,162	—	160,162	2,196	162,358
Currency translation adjustments, net of tax of \$7	—	—	—	408	408	438	846
Unrealized gains on investments, net of tax of \$(254)	—	—	—	456	456	—	456
Stock-based compensation expense	—	48,773	—	—	48,773	—	48,773
Repurchase of common stock	(1)	(40,957)	—	—	(40,958)	—	(40,958)
Tax (deficiency) from employee stock plans	—	(263)	—	—	(263)	—	(263)
	2	23,856	—	—	23,858	—	23,858

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Common stock issued under
employee stock plans

Tax withholdings on vesting of restricted stock	—	(9,221)	—	—	(9,221)	—	(9,221)
Exercise of class B stock options	—	289	—	—	289	—	289
Balance at June 27, 2014	\$ 103	\$ 41,289	\$ 1,614,544	\$ 8,678	\$ 1,664,614	\$ 21,550	\$ 1,686,164

See accompanying notes to unaudited interim condensed consolidated financial statements

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DOLBY LABORATORIES, INC.
 INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (in thousands)
 (unaudited)

	Fiscal Year-To-Date Ended	
	June 26, 2015	June 27, 2014
Operating activities:		
Net income including controlling interest	\$ 136,325	\$ 162,358
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	50,767	38,991
Stock-based compensation	50,822	48,773
Amortization of premium on investments	7,224	7,056
Excess tax benefit from exercise of stock options	(2,532)	(1,857)
Provision for doubtful accounts	(30)	625
Deferred income taxes	(15,088)	(9,936)
Other non-cash items affecting net income	1,928	2,455
Changes in operating assets and liabilities:		
Accounts receivable	(9,317)	1,581
Inventories	5,238	2,654
Prepaid expenses and other assets	(6,179)	(1,801)
Accounts payable and other liabilities	(18,909)	17,033
Income taxes, net	18,290	11,830
Deferred revenue	7,158	(7,956)
Other non-current liabilities	420	162
Net cash provided by operating activities	226,117	271,968
Investing activities:		
Purchase of investments	(357,096)	(303,350)
Proceeds from sales of investment securities	220,636	140,297
Proceeds from maturities of investment securities	117,545	105,602
Purchases of property, plant and equipment	(119,787)	(37,122)
Payments for business acquisitions, net of cash acquired	(93,516)	—
Purchase of intangible assets	(22,716)	(19,950)
Proceeds from sale of property, plant and equipment and assets held for sale	18	3,355
Change in restricted cash	223	(159)
Net cash used in investing activities	(254,693)	(111,327)
Financing activities:		
Proceeds from issuance of common stock	28,057	24,147
Repurchase of common stock	(47,956)	(40,958)
Payment of cash dividend	(30,744)	—
Distribution to controlling interest	(5,628)	—
Excess tax benefit from the exercise of stock options	2,532	1,857
Shares repurchased for tax withholdings on vesting of restricted stock	(12,918)	(9,221)
Net cash used in financing activities	(66,657)	(24,175)

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Effect of foreign exchange rate changes on cash and cash equivalents	(2,371) (766)
Net increase/(decrease) in cash and cash equivalents	(97,604	) 135,700	
Cash and cash equivalents at beginning of period	568,472	454,397	
Cash and cash equivalents at end of period	\$470,868	\$590,097	
Supplemental disclosure:			
Cash paid for income taxes, net of refunds received	\$39,509	\$50,194	
Non-cash investing and financing activities:			
Change in property, plant and equipment purchased and unpaid at period-end	\$29,839	\$2,500	
Purchase consideration payable for acquisition	\$740	\$—	
See accompanying notes to unaudited interim condensed consolidated financial statements			

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DOLBY LABORATORIES, INC.

NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation

Unaudited Interim Condensed Consolidated Financial Statements

We have prepared the accompanying unaudited interim condensed consolidated financial statements in accordance with U.S. GAAP, and with SEC rules and regulations, which allow for certain information and footnote disclosures that are normally included in annual financial statements prepared in accordance with GAAP to be condensed or omitted. In our opinion, these unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements for the fiscal year ended September 26, 2014 and include all adjustments necessary for fair presentation. The accompanying unaudited interim condensed consolidated financial statements should be read in conjunction with our consolidated financial statements for the fiscal year ended September 26, 2014, which are included in our Annual Report on Form 10-K filed with the SEC.

The results for the fiscal quarter and year-to-date period ended June 26, 2015 are not necessarily indicative of the results to be expected for any subsequent quarterly or annual financial period, including the fiscal year ending September 25, 2015.

Principles of Consolidation

The unaudited interim condensed consolidated financial statements include the accounts of Dolby Laboratories, Inc. and our wholly owned subsidiaries. In addition, we have consolidated the financial results of jointly owned affiliated companies in which our principal stockholder has a controlling interest. We report these controlling interests as a separate line in our consolidated statements of operations as net income attributable to controlling interest and in our consolidated balance sheets as a controlling interest. We eliminate all intercompany accounts and transactions upon consolidation.

Operating Segments

We operate as a single reporting segment, and thus all required financial segment information is included in our unaudited interim condensed consolidated financial statements. This determination reflects the fact that our CODM, our Chief Executive Officer, evaluates our financial information and resources, and assesses the performance of these resources on a consolidated basis.

Use of Estimates

The preparation of our financial statements in accordance with GAAP requires management to make certain estimates and assumptions that affect the amounts reported and disclosed in our unaudited interim condensed consolidated financial statements and accompanying notes. Significant items subject to such estimates and assumptions include estimated selling prices for elements sold in ME revenue arrangements; valuation allowances for accounts receivable; carrying values of inventories and certain property, plant, and equipment, goodwill and intangible assets; fair values of investments; accrued liabilities including liabilities for unrecognized tax benefits, deferred income tax assets and liabilities and stock-based compensation. Actual results could differ from our estimates.

Fiscal Year

Our fiscal year is a 52 or 53 week period ending on the last Friday in September. The fiscal periods presented herein include the 13 and 39 week periods ended June 26, 2015 and June 27, 2014. Our fiscal year ending September 25, 2015 (fiscal 2015) and our fiscal year ended September 26, 2014 (fiscal 2014) both consist of 52 weeks.

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2. Summary of Significant Accounting Policies

We continually assess any ASUs or other new accounting pronouncements issued by the FASB to determine their applicability and impact on us. Where it is determined that a new accounting pronouncement will result in a change to our financial reporting, we take the appropriate steps to ensure that such changes are properly reflected in our consolidated financial statements or notes thereto.

Recently Issued Accounting Standards

Adopted Standards

All recently pronounced accounting standards applicable to, and adopted by Dolby have been previously disclosed as part of a quarterly or annual filing from prior periods. Accounting pronouncements that were adopted and disclosed in prior periods have not had a significant impact on our unaudited interim condensed consolidated financial statements or notes thereto, and have not resulted in a change to our significant accounting policies. Furthermore, there have not been any changes to our significant accounting policies from those that were described in our Form 10-K for the prior fiscal year ended September 26, 2014.

Standards Not Yet Effective

Revenue Recognition. On May 28, 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. This new standard will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for us on October 1, 2018. Early adoption is permitted as of the original effective date of October 1, 2017. The standard permits the use of either the retrospective or a modified approach. We are evaluating the effect that this standard will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method or determined the effect of the standard on our ongoing financial reporting.

Consolidation. On February 18, 2015, the FASB issued ASU No. 2015-02, Consolidation: Amendments to the Consolidation Analysis, which amends the consolidation requirements in ASC 810 and significantly changes the consolidation analysis required under U.S. GAAP. Among others, the ASU significantly amends how variable interests held by a reporting entity's related parties or de facto agents affect its consolidation conclusion. The amendments in this Update are effective for us on October 1, 2016. Early adoption is permitted, including adoption in an interim period. We have not yet selected the timing, the transition method or determined the effect of the standard on our ongoing financial reporting.

3. Composition of Certain Financial Statement Captions

The following tables present detailed information from our consolidated balance sheets as of June 26, 2015 and September 26, 2014 (amounts displayed in thousands, except as otherwise noted).

Accounts Receivable

	June 26, 2015	September 26, 2014
Accounts Receivable, Net		
Trade accounts receivable	\$97,644	\$78,189
Accounts receivable from patent administration program customers	7,880	9,594
Accounts receivable, gross	105,524	87,783
Less: allowance for doubtful accounts	(1,603	)(1,615
Total	\$103,921	\$86,168

Inventories

	June 26, 2015	September 26, 2014
Inventories		
Raw materials	\$7,152	\$1,013
Work in process	3,776	47
Finished goods	9,142	7,476

Total	\$20,070	\$8,536
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Inventories are stated at the lower of cost (first-in, first-out) or market. Inventory with a consumption period expected to exceed twelve months is recorded within other non-current assets in our consolidated balance sheets. We have included \$1.7 million and \$1.7 million of raw materials inventory within other non-current assets in our consolidated balance sheets as of June 26, 2015 and September 26, 2014, respectively. Based on anticipated inventory consumption rates, and aside from existing write-downs due to excess inventory, we do not believe that material risk of obsolescence exists prior to ultimate sale.

Prepaid Expenses And Other Current Assets

Prepaid Expenses And Other Current Assets	June 26, 2015	September 26, 2014
Prepaid expenses	\$15,410	\$11,665
Other current assets	19,043	7,152
Income tax receivable	11,098	4,063
Total	\$45,551	\$22,880

During the fiscal quarter ended June 26, 2015, management committed to a plan to sell our current ownership interest of 37.5% in Dolby Properties, LLC., one of our jointly owned and consolidated affiliated entities in which our principal stockholder has a controlling interest. We determined that the criteria for our interests to be classified as held for sale have been met. All assets and liabilities of Dolby Properties, LLC, totaling \$14.6 million and \$1.7 million, respectively, are classified as current as at June 26, 2015. Current assets include PP&E with a net book value of \$10.2 million. We estimate that we will execute the sale in the fourth quarter of fiscal 2015, subject to negotiation and completion of definitive documentation.

Accrued Liabilities

Accrued Liabilities	June 26, 2015	September 26, 2014
Accrued royalties	\$1,965	\$2,526
Amounts payable to patent administration program partners	43,564	43,438
Accrued compensation and benefits	61,353	71,677
Accrued professional fees	4,195	6,162
Other accrued liabilities	52,699	34,573
Total	\$163,776	\$158,376

Other accrued liabilities include the accrual for unpaid PP&E additions of \$24.5 million and \$8.7 million as of June 26, 2015 and September 26, 2014, respectively.

Other Non-Current Liabilities

Other Non-Current Liabilities	June 26, 2015	September 26, 2014
Supplemental retirement plan obligations	\$2,515	\$2,409
Non-current tax liabilities	57,513	30,715
Other liabilities	12,605	10,591
Total	\$72,633	\$43,715

4. Investments & Fair Value Measurements

Investment Strategy. Under our investment management strategy, we use cash holdings to purchase investment grade securities that are diversified among security types, industries and issuers. Each of the investments within our investment portfolio is measured at fair value, and is recorded within cash equivalents, short-term investments, and long-term investments in our consolidated balance sheets.

With the exception of our mutual fund investments held in our supplemental retirement plan which are classified as trading securities, all of our investments are classified as available-for-sale securities. Our investments primarily consist of municipal debt securities, corporate and government bonds (domestic and international), United States

agency securities and commercial paper. In addition to the security types noted above, our cash and cash equivalents also consist of highly-liquid money market funds. Consistent with our investment policy, none of the municipal debt investments that we hold are supported by letters of credit or standby purchase agreements.

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The following tables summarize the unrealized gains and losses on our cash and investment portfolio and our financial assets and liabilities measured at fair value on a recurring basis (in thousands):

	June 26, 2015	Unrealized			Estimated Fair Value		
	Cost	Gains	Losses	Total	Level 1	Level 2	Level 3
Cash and cash equivalents:							
Cash	\$453,796			\$453,796			
Cash equivalents:							
Money market funds	16,117			16,117	16,117		
Municipal debt securities	955			955		955	
Cash and cash equivalents	470,868	—	—	470,868	16,117	955	—
Short-term investments:							
Government bonds	2,000	4		2,004	2,004		
Commercial paper	6,469	4		6,473		6,473	
Corporate bonds	81,115	49	(31)	81,133		81,133	
Municipal debt securities	76,116	107		76,223		76,223	
Short-term investments	165,700	164	(31)	165,833	2,004	163,829	—
Long-term investments:							
U.S. agency securities	2,999	1	(3)	2,997	2,997		
Government bonds	24,520	2	(57)	24,465	24,465		
Corporate bonds	184,947	105	(293)	184,759		184,759	
Municipal debt securities	159,786	84	(230)	159,640		159,640	
Other long-term investments (1)	1,637			1,637	1,131		506
Long-term investments	373,889	192	(583)	373,498	28,593	344,399	506
Total cash, cash equivalents, and investments	\$1,010,457	\$356	\$(614)	\$1,010,199	\$46,714	\$509,183	\$506
Investments held in supplemental retirement plan:							
Assets	2,613			2,613	2,613		
Included in prepaid expenses and other current assets & other non-current assets							
Liabilities	2,613			2,613	2,613		
Included in accrued liabilities & other non-current liabilities							
Contingent consideration related to acquisition:							
Liabilities	740			740			740
Included in accrued liabilities							

(1) Other long-term investments as of June 26, 2015 include a marketable equity security of \$1.1 million and cost method investments of \$0.5 million.

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	September 26, 2014			Estimated Fair Value			
	Cost	Unrealized Gains	Losses	Total	Level 1	Level 2	Level 3
Cash and cash equivalents:							
Cash	\$564,745			\$564,745			
Cash equivalents:							
Money market funds	1,727			1,727	1,727		
Commercial paper	2,000			2,000		2,000	
Cash and cash equivalents	568,472	—	—	568,472	1,727	2,000	—
Short-term investments:							
U.S. agency securities	35,443	5	(3	)35,445	35,445		
Commercial paper	21,788			21,788		21,788	
Corporate bonds	56,106	81	(10	)56,177		56,177	
Municipal debt securities	117,606	197	(5	)117,798		117,798	
Short-term investments	230,943	283	(18	)231,208	35,445	195,763	—
Long-term investments:							
U.S. agency securities	31,980	19	(6	)31,993	31,993		
Corporate bonds	117,063	226	(80	)117,209		117,209	
Municipal debt securities	146,337	326	(30	)146,633		146,633	
Other long-term investments (1)	500			500			500
Long-term investments	295,880	571	(116	)296,335	31,993	263,842	500
Total cash, cash equivalents, and investments	\$1,095,295	\$854	\$(134	)\$1,096,015	\$69,165	\$461,605	\$500

Investments held in supplemental retirement plan:

Assets	2,507			2,507	2,507		
Included in prepaid expenses and other current assets & other non-current assets							
Liabilities	2,507			2,507	2,507		

Included in accrued liabilities & other non-current liabilities

(1) Other long-term investments as of September 26, 2014 include a cost method investment of \$0.5 million.

Fair Value Hierarchy. Fair value is the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability, in an orderly transaction between market participants at the measurement date. We minimize the use of unobservable inputs and use observable market data, if available, when determining fair value. We classify our inputs to measure fair value using the following three-level hierarchy:

Level 1: Quoted prices in active markets at the measurement date for identical assets and liabilities. We base the fair value of our Level 1 financial instruments, which are traded in active markets, using quoted market prices for identical instruments.

Level 2: Prices may be based upon quoted prices in active markets or inputs not quoted on active markets but are corroborated by market data. We obtain the fair value of our Level 2 financial instruments from a professional pricing service, which may use quoted market prices for identical or comparable instruments, or model driven valuations using observable market data or inputs corroborated by observable market data. To validate the fair value

determination provided by our primary pricing service, we perform quality controls over values received which include comparing our pricing service provider's assessment of the fair values of our investment securities against the fair values of our investment securities obtained from another independent source, reviewing the pricing movement in the context of overall market trends, and reviewing trading information from our investment managers. In addition, we assess the inputs and methods used in determining the fair value in order to determine the classification of securities in the fair value hierarchy.

Level 3: Unobservable inputs are used when little or no market data is available and reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

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Securities In Gross Unrealized Loss Position. We periodically evaluate our investments for other-than-temporary declines in fair value. The unrealized losses on our available-for-sale securities were primarily as a result of unfavorable changes in interest rates subsequent to the initial purchase of these securities. The following table presents the gross unrealized losses and fair value for those available-for-sale securities that were in an unrealized loss position as of June 26, 2015 and September 26, 2014 (in thousands):

Investment Type	June 26, 2015		September 26, 2014	
	Fair Value	Gross Unrealized Losses (1)	Fair Value	Gross Unrealized Losses (1)
U.S. agency securities	\$2,997	\$(3)	\$31,930	\$(9)
Government bonds	22,467	(57)	—	—
Corporate bonds	157,435	(324)	78,166	(90)
Municipal debt securities	106,249	(230)	55,979	(35)
Total	\$289,148	\$(614)	\$166,075	\$(134)

(1) Our available-for-sale securities in an unrealized loss position were in such position for less than twelve months as of both June 26, 2015 and September 26, 2014.

Although we had certain securities that were in an unrealized loss position as of June 26, 2015, we expect to recover the full carrying value of these securities as we do not intend to, nor do we currently anticipate a need to sell these securities prior to recovering the associated unrealized losses. As a result, we do not consider any portion of the unrealized losses at either June 26, 2015 or September 26, 2014 to represent an other-than-temporary impairment, nor do we consider any of the unrealized losses to be credit losses.

Investment Maturities. The following table summarizes the amortized cost and estimated fair value of the available-for-sale securities within our investment portfolio based on stated maturities as of June 26, 2015 and September 26, 2014, which are recorded within cash equivalents and both short and long-term investments in our consolidated balance sheets (in thousands):

Range of maturity	June 26, 2015		September 26, 2014	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due within 1 year	\$177,544	\$177,678	\$232,944	\$233,208
Due in 1 to 2 years	207,747	207,682	179,177	179,536
Due in 2 to 3 years	169,734	169,406	116,204	116,299
Total	\$555,025	\$554,766	\$528,325	\$529,043

5. Property, Plant & Equipment

Property, plant and equipment are recorded at cost, with depreciation expense included in cost of products, cost of services, R&D, S&M, and G&A expenses in our consolidated statements of operations. PP&E consist of the following (in thousands):

Property, Plant And Equipment	June 26, 2015	September 26, 2014
Land	\$43,579	\$45,842
Buildings and building improvements	218,682	61,712
Leasehold improvements	60,431	56,665
Machinery and equipment	60,469	47,639
Computer systems and software	129,802	108,225
Furniture and fixtures	24,766	13,540
Construction-in-progress	52,572	127,569
Property, plant and equipment, gross	590,301	461,192
Less: accumulated depreciation	(203,853)	(171,437)
Property, plant and equipment, net	\$386,448	\$289,755

Purchase Of Commercial Office Building In San Francisco, CA. During fiscal 2012, we purchased an approximately 354,000 square foot commercial office property at 1275 Market Street in San Francisco, California for approximately \$109.8 million. Based on a fair value analysis performed at the time of purchase, \$35.5 million of the property's purchase price was allocated to the land and \$74.3 million allocated to the building. Following our partial occupation of the building during the first quarter of fiscal 2015, we continue to make improvements with a view to fully occupying it as our new worldwide headquarters in the fourth quarter of fiscal 2015. As of September 26, 2014, construction-in-progress included both the book value of the building and costs for ongoing construction. As of June 26, 2015, construction-in-progress only included costs for ongoing construction.

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6. Goodwill & Intangible Assets

Goodwill

We completed our annual goodwill impairment assessment in the fiscal quarter ended June 26, 2015 related to our consolidated goodwill balance of \$312.5 million. We determined, after performing a qualitative review, that it is more likely than not that the fair value of our reporting units are substantially in excess of their respective carrying amounts. Accordingly, there was no indication of impairment, and the two-step goodwill impairment test was not required. We did not incur any goodwill impairment losses in either the fiscal year-to-date period ended June 26, 2015 or June 27, 2014.

The following table outlines changes to the carrying amount of goodwill (in thousands):

	Goodwill
Balance at September 26, 2014	\$277,574
Acquired goodwill (1)	40,372
Translation adjustments	(5,492)
Balance at June 26, 2015	\$312,454

(1) Total acquired goodwill recorded during fiscal 2015 consists of \$39.7 million from the acquisition of Doremi Labs and \$0.7 million from an immaterial acquisition.

Intangible Assets

Intangible assets subject to amortization consist of the following (in thousands):

Intangible Assets, Net	June 26, 2015			September 26, 2014		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Acquired patents and technology	\$158,782	\$(71,465)	\$87,317	\$99,262	\$(61,678)	\$37,584
Customer relationships	56,934	(26,821)	30,113	30,717	(22,739)	7,978
Other intangibles	21,907	(21,611)	296	38,694	(20,556)	18,138
Total	\$237,623	\$(119,897)	\$117,726	\$168,673	\$(104,973)	\$63,700

During the fiscal quarter and year-to-date periods ending June 26, 2015, we purchased various patents and developed technology for cash consideration of approximately \$16.3 million and \$22.7 million, respectively. These intangible assets have a weighted-average useful life of 18 years. These acquisitions facilitate our R&D efforts, technologies and potential product offerings.

Amortization expense for our intangible assets is included in cost of licensing, cost of products, R&D and S&M expenses in our consolidated statements of operations. As of June 26, 2015, expected amortization expense in future fiscal periods was as follows (in thousands):

Fiscal Year	Amortization Expense
Remainder Of 2015	\$4,900
2016	17,758
2017	14,894
2018	9,986
2019	9,716
Thereafter	60,472
Total	\$117,726

7. Stockholders' Equity & Stock-Based Compensation

We provide stock-based awards as a form of compensation for employees, officers and directors. We have issued stock-based awards in the form of stock options and RSUs under our equity incentive plans, as well as shares under our ESPP.

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Common Stock - Class A and Class B

Our Board of Directors has authorized two classes of common stock, Class A and Class B. At June 26, 2015, we had authorized 500,000,000 Class A shares and 500,000,000 Class B shares. At June 26, 2015, we had 51,903,757 shares of Class A common stock and 50,743,661 shares of Class B common stock issued and outstanding. Holders of our Class A and Class B common stock have identical rights, except that holders of our Class A common stock are entitled to one vote per share and holders of our Class B common stock are entitled to ten votes per share. Shares of Class B common stock can be converted to shares of Class A common stock at any time at the option of the stockholder and automatically convert upon sale or transfer, except for certain transfers specified in our amended and restated certificate of incorporation.

Stock Incentive Plans

2000 Stock Incentive Plan. Effective October 2000, we adopted the 2000 Stock Incentive Plan. The 2000 Stock Incentive Plan, as amended, provided for the issuance of incentive and non-qualified stock options to our employees, directors, and consultants to purchase up to 15.1 million shares of Class B common stock. Under the terms of this plan, options became exercisable as established by the Board of Directors (ratably over four years), and expire ten years after the date of the grant. Options issued under the plan were made at their grant-date fair market value. Subsequent to fiscal 2005, no further options were granted under this plan. The 2000 Stock Incentive Plan terminated on October 1, 2010 and no shares of our common stock remained available for future issuance under that plan other than pursuant to outstanding options. As of June 26, 2015, there were no outstanding options to purchase shares of Class B common stock.

2005 Stock Plan. In January 2005, our stockholders approved our 2005 Stock Plan, which our Board of Directors adopted in November 2004. The 2005 Stock Plan became effective on February 16, 2005, the day prior to the completion of our initial public offering. Our 2005 Stock Plan, as amended and restated, provides for the ability to grant ISOs, NQs, restricted stock, RSUs, SARs, deferred stock units, performance units, performance bonus awards and performance shares. A total of 38.0 million shares of our Class A common stock is authorized for issuance under the 2005 Stock Plan. For awards granted prior to February 2011, any shares subject to an award with a per share price less than the fair market value of our Class A common stock on the date of grant and any shares subject to an outstanding RSU award will be counted against the authorized share reserve as two shares for every one share subject to the award, and if returned to the 2005 Stock Plan, such shares will be counted as two shares for every one share returned. For those awards granted from February 2011 onward, any shares subject to an award with a per share price less than the fair market value of our Class A common stock on the date of grant and any shares subject to an outstanding RSU award will be counted against the authorized share reserve as 1.6 shares for every one share subject to the award, and if returned to the 2005 Stock Plan, such shares will be counted as 1.6 shares for every one share returned.

As of June 26, 2015, there were options outstanding to purchase 8.9 million shares of Class A common stock, of which 4.2 million were vested and exercisable. The options outstanding have a remaining weighted-average contractual life of 7.5 years.

Stock Options. Stock options are generally granted at fair market value on the date of grant. Options granted to employees and officers prior to June 2008 generally vest over four years, with equal annual cliff-vesting and expire on the earlier of 10 years after the date of grant or 3 months after termination of service. Options granted to employees and officers from June 2008 onward generally vest over four years, with 25% of the shares subject to the option becoming exercisable on the one-year anniversary of the date of grant and the balance of the shares vesting in equal monthly installments over the following 36 months. These options expire on the earlier of 10 years after the date of grant or 3 months after termination of service. All options granted vest over the requisite service period and upon the exercise of stock options, we issue new shares of Class A common stock under the 2005 Stock Plan and new shares of Class B common stock under the 2000 Stock Incentive Plan. Our 2005 Stock Plan also allows us to grant stock awards which vest based on the satisfaction of specific performance criteria.

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The following table summarizes information about stock options issued under our 2000 Stock Incentive Plan and 2005 Stock Plan:

	Shares (in thousands)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (1) (in thousands)
Options outstanding at September 26, 2014	7,611	\$ 32.96		
Grants	2,500	42.67		
Exercises	(695)	) 28.12		
Forfeitures and cancellations	(511)	) 36.41		
Options outstanding at June 26, 2015	8,905	35.86	7.5	\$52,352
Options vested and expected to vest at June 26, 2015	8,445	35.54	7.4	52,002
Options exercisable at June 26, 2015	4,167	\$ 32.21	6.1	38,236

(1) Aggregate intrinsic value is based on the closing price of our common stock on June 26, 2015 of \$40.34 and excludes the impact of options that were not in-the-money.

Restricted Stock Units. Beginning in fiscal 2008, we began granting RSUs to certain directors, officers and employees under our 2005 Stock Plan. Awards granted to employees and officers generally vest over four years, with equal annual cliff-vesting. Awards granted to directors prior to November 2010 generally vest over three years, with equal annual cliff-vesting. Awards granted after November 2010 and prior to fiscal 2014 to new directors vest over approximately two years, with 50% vesting per year, while awards granted from November 2010 onward to ongoing directors generally vest over approximately one year. Awards granted to new directors from fiscal 2014 onward vest on the earlier of the first anniversary of the award's date of grant, or the day immediately preceding the date of the next annual meeting of stockholders that occurs after the award's date of grant. Our 2005 Stock Plan also allows us to grant RSUs which vest based on the satisfaction of specific performance criteria, although no such awards have been granted as of June 26, 2015. At each vesting date, the holder of the award is issued shares of our Class A common stock. Compensation expense from these awards is equal to the fair market value of our common stock on the date of grant and is recognized on a straight-line basis over the requisite service period.

The following table summarizes information about RSUs issued under our 2005 Stock Plan:

	Shares (in thousands)	Weighted-Average Grant Date Fair Value
Non-vested at September 26, 2014	2,903	\$35.79
Granted	1,265	42.23
Vested	(890)	) 36.75
Forfeitures	(211)	) 31.62
Non-vested at June 26, 2015	3,067	\$38.45

Employee Stock Purchase Plan. Our plan allows eligible employees to have up to 10 percent of their eligible compensation withheld and used to purchase Class A common stock, subject to a maximum of \$25,000 worth of stock purchased in a calendar year or no more than 1,000 shares in an offering period, whichever is less. An offering period consists of successive six-month purchase periods, with a look back feature to our stock price at the commencement of a one-year offering period. The plan provides for a discount equal to 15 percent of the closing price of our common stock on the New York Stock Exchange on the last day of the purchase period and for overlapping one-year offering periods. The plan also includes an automatic reset feature that provides for an offering period to be reset and recommenced to a new lower-priced offering if the offering price of a new offering period is less than that of the immediately preceding offering period.

Stock Option Valuation Assumptions

We use the Black-Scholes option pricing model to determine the estimated fair value of employee stock options at the date of the grant. The Black-Scholes model includes inputs that require us to make certain estimates and assumptions regarding the expected term of the award, as well as the future risk-free interest rate and volatility of our stock price over this expected term of the award.

Expected Term. The expected term of an award represents the estimated period of time that options granted will remain outstanding, and is measured from the grant date to the date at which the option is either exercised or canceled. Our determination of the expected term involves an evaluation of historical terms and other factors such as

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the exercise and termination patterns of our employees who hold options to acquire our common stock, and is based on certain assumptions made regarding the future exercise and termination behavior.

Risk-Free Interest Rate. The risk-free interest rate is based on the yield curve of United States Treasury instruments in effect on the date of grant. In determining an estimate for the risk-free interest rate, we use average interest rates based on these instruments' constant maturities with a term that approximates and corresponds with the expected term of our awards.

Expected Stock Price Volatility. The expected volatility represents the estimated volatility in the price of our common stock over a time period that approximates the expected term of the awards, and is determined using a blended combination of historical and implied volatility. Historical volatility is representative of the historical trends in our stock price for periods preceding the measurement date since our initial public offering. Implied volatility is based upon externally traded option contracts of our common stock.

Dividend Yield. The dividend yield is based on our anticipated quarterly dividend payout over the expected term of our option awards.

The weighted-average assumptions used in the determination of the fair value of our stock options were as follows:

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended		
	June 26, 2015	June 27, 2014	June 26, 2015	June 27, 2014	
Expected term (in years)	5.21	4.58	4.79	4.58	
Risk-free interest rate	1.5	% 1.5	% 1.5	% 1.4	%
Expected stock price volatility	29.0	% 31.5	% 29.7	% 32.0	%
Dividend yield	1.0	% —	% 0.9	% —	%

Stock-Based Compensation Expense

Stock-based compensation expense for equity awards granted to employees is determined by estimating their fair value on the date of grant, and recognizing that value as an expense on a straight-line basis over the requisite service period in which our employees earn the awards. Compensation expense related to these equity awards is recognized net of estimated forfeitures, which reduce the expense recorded in the consolidated statements of operations. The selection of applicable estimated forfeiture rates is based on an evaluation of trends in our historical forfeiture data with consideration for other potential driving factors. If in subsequent periods actual forfeitures significantly differ from our initial estimates, we will revise such estimates accordingly.

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The following two tables separately present stock-based compensation expense both by award type and classification in our consolidated statements of operations (in thousands):

Expense - By Award Type

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	June 26, 2015	June 27, 2014	June 26, 2015	June 27, 2014
Compensation Expense - By Type				
Stock options	\$5,501	\$5,121	\$17,513	\$14,378
Restricted stock units	10,005	9,899	30,297	31,721
Employee stock purchase plan	807	946	3,012	2,674
Total stock-based compensation	16,313	15,966	50,822	48,773
Benefit from income taxes	(4,774	)(4,700	)(14,815	)(14,386
Total stock-based compensation, net of tax	\$11,539	\$11,266	\$36,007	\$34,387

Expense - By Income Statement Line Item Classification

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	June 26, 2015	June 27, 2014	June 26, 2015	June 27, 2014
Compensation Expense - By Classification				
Cost of products	\$241	\$193	\$711	\$600
Cost of services	111	97	348	297
Research and development	4,261	4,476	14,473	13,672
Sales and marketing	6,405	5,764	17,890	17,121
General and administrative	5,295	5,436	17,400	17,083
Total stock-based compensation	16,313	15,966	50,822	48,773
Benefit from income taxes	(4,774	)(4,700	)(14,815	)(14,386
Total stock-based compensation, net of tax	\$11,539	\$11,266	\$36,007	\$34,387

The tax benefit that we recognize from certain exercises of ISOs and shares issued under our ESPP are excluded from the tables above. This benefit was as follows (in thousands):

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	June 26, 2015	June 27, 2014	June 26, 2015	June 27, 2014
Tax benefit - stock option exercises & shares issued under ESPP	\$121	\$148	\$308	\$458

Unrecognized Compensation Expense. At June 26, 2015, total unrecorded compensation expense associated with employee stock options expected to vest was approximately \$43.5 million, which is expected to be recognized over a weighted-average period of 2.5 years. At June 26, 2015, total unrecorded compensation expense associated with RSUs expected to vest was approximately \$82.7 million, which is expected to be recognized over a weighted-average period of 2.7 years.

Common Stock Repurchase Program

In November 2009, we announced a stock repurchase program ("program"), providing for the repurchase of up to \$250.0 million of our Class A common stock. The following table summarizes the initial amount of authorized repurchases as well as additional repurchases approved by our Board of Directors as of June 26, 2015 (in thousands):

Authorization Period	Authorization Amount
Fiscal 2010: November 2009	\$250,000
Fiscal 2010: July 2010	300,000
Fiscal 2011: July 2011	250,000
Fiscal 2012: February 2012	100,000
Fiscal 2015: October 2014	200,000

Total

\$1,100,000

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Stock repurchases under the program may be made through open market transactions, negotiated purchases, or otherwise, at times and in amounts that we consider appropriate. The timing of repurchases and the number of shares repurchased depend upon a variety of factors, including price, regulatory requirements, the rate of dilution from our equity compensation plans and other market conditions. The program does not have a specified expiration date, and can be limited, suspended or terminated at our discretion at any time without prior notice. Shares repurchased under the program will be returned to the status of authorized but unissued shares of Class A common stock. As of June 26, 2015, the remaining authorization to purchase additional shares is approximately \$212.1 million.

The following table provides information regarding share repurchase activity under the program during fiscal 2015:

Quarterly Repurchase Activity	Shares Repurchased	Cost (1)	Average Price Paid Per Share (2)
		(in thousands)	
Q1 - Quarter ended December 26, 2014	389,500	\$16,953	\$43.51
Q2 - Quarter ended March 27, 2015	390,000	15,411	39.47
Q3 - Quarter ended June 26, 2015	390,000	15,592	39.96
Total	1,169,500	\$47,956	

(1) Cost of share repurchases includes the price paid per share and applicable commissions.

(2) Average price paid per share excludes commission costs.

Dividend

In October 2014, our Board of Directors initiated a recurring quarterly dividend program for our stockholders. The following table summarizes the dividend payments made under the program:

Fiscal Period	Declaration Date	Record Date	Payment Date	Cash Dividend Per Common Share	Dividend Payment
Fiscal 2014					
Q4 - Quarter ended September 26, 2014	October 21, 2014	November 3, 2014	November 20, 2014	\$0.10	\$10.2 million
Fiscal 2015					
Q1 - Quarter ended December 26, 2014	January 19, 2015	February 2, 2015	February 10, 2015	\$0.10	\$10.3 million
Q2 - Quarter ended March 27, 2015	April 20, 2015	May 4, 2015	May 12, 2015	\$0.10	\$10.3 million
Q3 - Quarter ended June 26, 2015	July 20, 2015	August 3, 2015	August 11, 2015	\$0.10	\$10.3 million (1)

(1) The amount of the dividend payment is estimated based on the number of shares of our Class A and Class B common stock that we estimate will be outstanding as of the Record Date.

8. Accumulated Other Comprehensive Income

Other comprehensive income consists of two components: unrealized gains or losses on our available-for-sale marketable investment securities and the gain or loss from foreign currency translation adjustments. Until realized and reported as a component of net income, these comprehensive income items accumulate and are included within accumulated other comprehensive income, a subsection within stockholders' equity in our consolidated balance sheet. Unrealized gains and losses on our investment securities are reclassified from AOCI into earnings when realized upon sale, and are determined based on specific identification of securities sold. Gains and losses from the translation of assets and liabilities denominated in non-U.S. dollar functional currencies are included in AOCI.

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The following table summarizes the changes in the accumulated balances during the period, and includes information regarding the manner in which the reclassifications out of AOCI into earnings affect our consolidated statements of operations (in thousands):

	Fiscal Quarter Ended June 26, 2015			Fiscal Year-To-Date Ended June 26, 2015		
	Investment Securities	Currency Translation Adjustments	Total	Investment Securities	Currency Translation Adjustments	Total
Balance, beginning of period	\$ 1,170	\$(8,702)	\$(7,532)	\$ 505	\$ 2,509	\$ 3,014
Other comprehensive income before reclassifications:						
Unrealized gains/(losses) - investment securities	(787)		(787)	382		382
Foreign currency translation gains/(losses) (1)		1,058	1,058		(10,982)	(10,982)
Income tax effect - benefit/(expense) (2)	162	(188)	(26)	(165)	641	476
Net of tax	(625)	870	245	217	(10,341)	(10,124)
Amounts reclassified from AOCI into earnings:						
Realized (gains) - investment securities (1)	(138)		(138)	(342)		(342)
Income tax effect - expense (2)	34		34	61		61
Net of tax	(104)	—	(104)	(281)	—	(281)
Net current-period other comprehensive income/(loss)	(729)	870	141	(64)	(10,341)	(10,405)
Balance, end of period	\$ 441	\$(7,832)	\$(7,391)	\$ 441	\$(7,832)	\$(7,391)
	Fiscal Quarter Ended June 27, 2014			Fiscal Year-To-Date Ended June 27, 2014		
	Investment Securities	Currency Translation Adjustments	Total	Investment Securities	Currency Translation Adjustments	Total
Balance, beginning of period	\$ 380	\$ 8,314	\$ 8,694	\$ 203	\$ 7,611	\$ 7,814
Other comprehensive income before reclassifications:						
Unrealized gains - investment securities	484		484	1,055		1,055
Foreign currency translation gains/(losses) (1)		(366)	(366)		401	401
Income tax effect - benefit/(expense) (2)	(173)	71	(102)	(377)	7	(370)
Net of tax	311	(295)	16	678	408	1,086
Amounts reclassified from AOCI into earnings:						
Realized (gains) - investment securities (1)	(49)		(49)	(345)		(345)
Income tax effect - expense (2)	17		17	123		123
Net of tax	(32)	—	(32)	(222)	—	(222)
Net current-period other comprehensive income/(loss)	279	(295)	(16)	456	408	864
Balance, end of period	\$ 659	\$ 8,019	\$ 8,678	\$ 659	\$ 8,019	\$ 8,678

(1) Realized gains or losses from the sale of our available-for-sale investment securities or from foreign currency translation adjustments are included within other income/expense, net in our consolidated statements of operations.

(2) The income tax benefit or expense is included within provision for income taxes in our consolidated statements of operations.

9. Earnings Per Share

Basic EPS is computed by dividing net income attributable to Dolby Laboratories, Inc. by the number of weighted-average shares of Class A and Class B common stock outstanding during the period. Through application of the treasury stock method, diluted EPS is computed in the same manner, except that the number of weighted-average shares outstanding is increased by the number of potentially dilutive shares from employee incentive plans during the period.

Potentially dilutive shares represent the hypothetical number of incremental shares issuable under the assumed exercise of outstanding stock options (both vested and non-vested), vesting of outstanding restricted stock units, and shares issued under our employee stock purchase plan. The calculation of dilutive shares outstanding excludes out-of-the-money stock options (i.e., such options' exercise prices were greater than the average market price of our common shares for the period) because their inclusion would have been antidilutive.

Basic and diluted EPS are computed independently for each fiscal quarter and year-to-date period presented, which involves the use of different weighted-average share count figures relating to quarterly and annual periods. As a result, and after factoring the effect of rounding to the nearest cent per share, the sum of all four quarter-to-date EPS figures may not equal year-to-date EPS.

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The following table sets forth the computation of basic and diluted EPS attributable to Dolby Laboratories, Inc. (in thousands, except per share amounts):

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	June 26, 2015	June 27, 2014	June 26, 2015	June 27, 2014
Numerator:				
Net income attributable to Dolby Laboratories, Inc.	\$35,506	\$39,779	\$134,837	\$160,162
Denominator:				
Weighted-average shares outstanding—basic	102,670	102,350	102,494	102,131
Potential common shares from options to purchase common stock	827	616	903	500
Potential common shares from restricted stock units	608	976	730	974
Weighted-average shares outstanding—diluted	104,105	103,942	104,127	103,605
Net income per share attributable to Dolby Laboratories, Inc.:				
Basic	\$0.35	\$0.39	\$1.32	\$1.57
Diluted	\$0.34	\$0.38	\$1.29	\$1.55
Antidilutive awards excluded from calculation:				
Stock options	4,617	3,563	3,962	3,915
Restricted stock units	10	184	6	1,756

10. Income Taxes

Our income tax expense, deferred tax assets and liabilities, and reserves for unrecognized tax benefits reflect management's best assessment of estimated current and future taxes to be paid. We are subject to income taxes in both the United States and numerous foreign jurisdictions. Significant judgments and estimates are required in determining the consolidated income tax expense.

Unrecognized Tax Benefit

As of June 26, 2015, the total amount of gross unrecognized tax benefits was \$58.1 million, of which \$47.0 million, if recognized, would reduce our effective tax rate. Our net liability for unrecognized tax benefits is classified within other non-current liabilities in our consolidated balance sheets.

Withholding Taxes

We recognize licensing revenue gross of withholding taxes, which our licensees remit directly to their local tax authorities, and for which we receive a partial foreign tax credit in our income tax provision. The foreign current tax includes this withholding tax expense while the appropriate foreign tax credit benefit is included in current federal and foreign taxes. Withholding taxes were as follows (in thousands):

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	June 26, 2015	June 27, 2014	June 26, 2015	June 27, 2014
Withholding taxes	\$10,021	\$12,022	\$34,163	\$35,120
Effective Tax Rate				

Each period, the combination of multiple different factors can impact our effective tax rate. These factors include both recurring items such as tax rates and the relative amount of income earned in foreign jurisdictions, as well as discrete items that may occur in, but are not necessarily consistent between periods.

Our effective tax rate increased from 22% in the third quarter of fiscal 2014 to 24% in the third quarter of fiscal 2015, which reflects an increase in our estimated fiscal 2015 tax provision due to reduced benefits from U.S. manufacturing

tax incentives.

On a year-to-date basis, our effective tax rate remained unchanged from 25% in the fiscal year-to-date period ended June 27, 2014 compared to 25% in the fiscal year-to-date period ended June 26, 2015. The rate reflects a discrete benefit from federal R&D tax credits that were retroactively reinstated for the 2014 calendar year only, offset by reduced benefits from U.S. manufacturing tax incentives in fiscal 2015.

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11. Restructuring

Fiscal 2014 Restructuring Plan. In October 2013, we implemented a plan to reorganize and consolidate certain activities and positions within our global business infrastructure. As a result, we recorded \$3.3 million in restructuring costs during fiscal 2014, representing severance and other related benefits offered to approximately 50 employees that were affected as a result of this action. The first quarter of fiscal 2015 marked the completion of activity under the Fiscal 2014 Restructuring Plan and the table below summarizes the changes in our accrued liability during the fiscal year-to-date period ended June 26, 2015 (in thousands).

	Severance and associated costs	
Balance at September 26, 2014	\$ 146	
Restructuring (credits)	(39))
Cash payments	(10))
Non-cash and other adjustments	(97))
Balance at June 26, 2015	\$—	

Accruals for restructuring charges are included within accrued liabilities in our consolidated balance sheets while restructuring charges/(credits) are included within restructuring charges/(credits) in our consolidated statements of operations.

12. Commitments & Contingencies

In the ordinary course of business, we enter into contractual agreements with third parties that include non-cancelable payment obligations, for which we are liable in future periods. These arrangements can include terms binding us to minimum payments and/or penalties if we terminate the agreement for any reason other than an event of default as described by the agreement. The following table presents a summary of our contractual obligations and commitments as of June 26, 2015 (in thousands):

	Payments Due By Fiscal Period						Total
	Remainder Of Fiscal 2015	Fiscal 2016	Fiscal 2017	Fiscal 2018	Fiscal 2019	Thereafter	
Naming rights	\$—	\$7,525	\$7,619	\$7,715	\$7,811	\$110,888	\$141,558
Donation commitments	—	—	6,045	67	67	805	6,984
Operating leases	2,786	11,889	10,418	8,745	7,635	38,042	79,515
Purchase obligations	1,032	1,683	62	—	—	—	2,777
Total	\$3,818	\$21,097	\$24,144	\$16,527	\$15,513	\$149,735	\$230,834

Naming Rights. We are party to an agreement for naming rights and related benefits with respect to the Dolby Theatre in Hollywood, California, the location of the Academy Awards®. The term of the agreement is 20 years, over which we will make payments on a semi-annual basis until fiscal 2032. Our payment obligations are conditioned in part on the Academy Awards® being held and broadcast from the Dolby Theatre.

Donation Commitments. During fiscal 2014, we entered into a non-cancelable obligation to donate and install imaging and audio products to the Museum of the Academy of Motion Picture Arts and Sciences in Los Angeles, California, and provide maintenance services for a fifteen-year period following the Academy's expected opening date in 2017.

Operating Leases. Operating lease payments represent our commitments for future minimum rent made under non-cancelable leases for office space, including those payable to our principal stockholder and portions attributable to the controlling interests in our wholly owned subsidiaries.

Purchase Obligations. Purchase obligations primarily consist of our commitments made under agreements to purchase goods and services for purposes that include IT and telecommunications, marketing and professional services, and manufacturing and other research and development activities.

Indemnification Clauses. On a limited basis, our contractual agreements will contain a clause under which we have agreed to provide indemnification to the counterparty, most commonly to licensees in connection with licensing arrangements that include our intellectual property. Additionally, and although not a contractual requirement, we have at times elected to defend our licensees from third party intellectual property infringement claims. Since the terms and conditions of our contractual indemnification clauses do not explicitly specify our obligations, we are unable to

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reasonably estimate the maximum potential exposure for which we could be liable. Furthermore, we have not historically made any payments in connection with any such obligation and believe there to be a remote likelihood that any potential exposure in future periods would be of a material amount. As a result, no amounts have been accrued in our consolidated financial statements with respect to the contingent aspect of these indemnities.

13. Acquisitions

Doremi Labs.

On October 31, 2014 ("acquisition date"), we completed our acquisition of all outstanding interests of Doremi Labs ("Doremi"), a privately held company. Doremi was a leading developer and manufacturer of digital cinema servers and the acquisition is expected to accelerate the delivery and deployment of innovative solutions to exhibitors.

Doremi's operating results from the acquisition date through June 26, 2015 are included in our consolidated financial statements for the third quarter of fiscal 2015. However, these results did not have a material impact on our total consolidated revenues or net income for the period.

We acquired Doremi for cash consideration of \$98.4 million, and up to an additional \$20.0 million in contingent consideration that may be earned over a four-year period following the closing of the acquisition. We estimated the fair value of contingent consideration by applying a discounted and probability-weighted approach to potential shipments of specified products during the four years following the acquisition date. As of June 26, 2015, we have recorded \$0.7 million as a contingent consideration liability that, along with cash paid to the sellers of \$98.4 million in the first quarter of fiscal 2015, comprise the purchase price of \$99.1 million.

We have accounted for the transaction under the acquisition method of accounting for business combinations. During the first quarter of fiscal 2015, we estimated the fair values of the net tangible and intangible assets acquired, and liabilities assumed as of the acquisition date. During the second quarter of fiscal 2015, and in connection with completing the purchase accounting, we recorded changes to the valuation of intangible assets of \$4.6 million, reversed a receivable of \$4.2 million related to the preliminary working capital adjustment to the purchase price, and recorded minor additional adjustments that collectively resulted in an increase to goodwill of \$0.5 million. The measurement period associated with the acquisition was closed in the second quarter of fiscal 2015.

We have recorded any amounts paid in excess of the net assets recorded as goodwill. Goodwill is representative of our expectation of the benefits and synergies from the integration of Doremi technology with our existing technology and the assembled workforce of Doremi, which does not qualify for separate recognition as an intangible asset.

The following table summarizes the acquisition date fair values allocated to the net assets acquired including cash of \$8.4 million, and liabilities assumed.

Purchase Price Allocation

Current assets	\$17,231	
Inventories	16,372	
Intangible assets	45,600	
Goodwill	39,672	
Current liabilities	(11,653)
Non-current liabilities	(8,820)
Cash consideration paid to sellers	98,402	
Add: contingent consideration	740	
Total purchase consideration	\$99,142	

The following table summarizes the fair values allocated to the various intangible assets acquired (in thousands), the weighted-average useful lives over which they will be amortized using the straight-line method, and the classification of their amortized expense in our consolidated statements of operations:

Intangible Assets Acquired	Purchase Price Allocation	Weighted-Average Useful Life (Years)	Income Statement Classification: Amortization Expense
Customer relationships	\$25,600	10	Sales & Marketing
Developed technology	17,500	7.5	Cost of Sales

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Trade name	1,300	1	Sales & Marketing
Backlog	1,200	1	Cost of Sales
Total	\$45,600		

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The fair values of the intangible assets at the acquisition date were measured primarily based on significant inputs that are not observable in the market and thus represent a Level 3 measurement as defined in ASC 820. The value of acquired intangibles was determined based on the present value of estimated future cash flows using the following valuation techniques and inputs:

Customer relationships and backlog - Primarily the excess earnings method using inputs such as probability-weighted revenue attributable to existing customer relationships, customer attrition, estimated expenses, effective income tax rate, and discount rate.

Developed technology and Trade name - Primarily the relief-from-royalty method using inputs such as estimated revenues attributable to the digital cinema server technology, estimated net royalty rate, maintenance R&D expenses, effective income tax rate, and discount rate.

We incurred acquisition-related costs of \$0.4 million during the fiscal quarter ended December 26, 2014 and none thereafter, and \$1.7 million and \$5.2 million during the fiscal quarter and year-to-date period ended June 27, 2014, respectively. These costs were included in G&A expenses in our consolidated statements of operations. Total acquisition-related costs of \$5.9 million were incurred during fiscal 2014. We have not provided pro forma information since these results following the acquisition are not deemed significant.

14. Legal Matters

In December 2013, the Korean Fair Trade Commission (“KFTC”) initiated a review of the Company under Korean competition law. The KFTC has requested information relating to our business practices in Korea. We are cooperating with the KFTC as it conducts its review.

In March 2014, the National Development and Reform Commission of China (“NDRC”) initiated a review under the Chinese competition laws. In early May 2015, the NDRC confirmed that matters under review have been resolved on mutually agreeable terms. The Company currently is in discussions with the NDRC regarding implementation of these terms. The impact of these discussions remains uncertain.

We are involved in various legal proceedings that occasionally arise in the normal course of business. These can include claims of alleged infringement of intellectual property rights, commercial, employment and other matters. In our opinion, resolution of these proceedings is not expected to have a material adverse impact on our operating results or financial condition. Given the unpredictable nature of legal proceedings, it is possible that an unfavorable resolution of one or more such proceedings could materially affect our future operating results or financial condition in a particular period, including as a result of required changes to our licensing terms, monetary penalties and other potential consequences. However, based on the information known by us as of the date of this filing and the rules and regulations applicable to the preparation of our consolidated financial statements, any such amount is either immaterial, or it is not possible to provide an estimated amount of any such potential loss.

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The following discussion and analysis should be read in conjunction with our unaudited interim condensed consolidated financial statements and the related notes that appear elsewhere in this Quarterly Report on Form 10-Q. This discussion contains forward-looking statements reflecting our current expectations and are subject to risks and uncertainties, including, but not limited to statements regarding: operating results and underlying measures; demand and acceptance for our technologies and products; market growth opportunities and trends; our plans, strategies and expected opportunities; future competition; our stock repurchase plan; and our dividend policy. Use of words such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “continue” or similar expressions indicates a forward-looking statement. Such forward-looking statements are based on management’s reasonable current assumptions and expectations. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We are under no duty to update any of the forward-looking statements after the date of this Quarterly Report on Form 10-Q to conform our prior statements to new developments or actual results.

OVERVIEW

Dolby Laboratories creates audio, imaging, and voice technologies that transform entertainment and communications at the cinema, at home, at work and on mobile devices. Founded in 1965, our core strengths stem from expertise in digital signal processing and compression technologies that have transformed the ability of artists to convey entertainment experiences to their audiences through recorded media. Such technologies led to the development of our noise-reduction systems for analog tape recordings, and have since evolved into multichannel sound for cinema, digital television transmissions and devices, and DVD and Blu-ray discs and devices. More recently, our technologies have played a prominent role in the development of the next generation of audio technologies for the cinema, home entertainment, mobile and gaming experiences. Today, we derive the majority of our revenue from licensing our audio technologies. We also provide products and services that enable content creators and distributors to produce, encode, transmit and playback content for superior consumer experiences, and are focused on further developing our technologies for new applications, most recently for voice conferencing, and imaging solutions that enable HDR picture quality in televisions and cinemas.

On October 31, 2014, we completed our acquisition of Doremi Labs (“Doremi”), a privately held company. Doremi was a leading developer and manufacturer of digital cinema servers and the acquisition is expected to accelerate the delivery and deployment of innovative solutions to exhibitors. Doremi’s cumulative operating results from the acquisition date are included in our consolidated financial statements for the fiscal year-to-date period ended June 26, 2015. However, these results did not have a material impact on our total consolidated revenues or net income for the period. Refer to Note 13 “Acquisitions” in our unaudited interim condensed consolidated financial statements contained under Item 1 of Part I of this Form 10-Q for additional information regarding the acquisition.

Revenue Generation

The following table presents a summary of the composition of our revenues for all periods presented:

Revenue	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	June 26, 2015	June 27, 2014	June 26, 2015	June 27, 2014
Licensing	88%	92%	90%	92%
Products	10%	6%	8%	6%
Services	2%	2%	2%	2%
Total	100%	100%	100%	100%

We license our technologies in over 40 countries, and our licensees distribute products that incorporate our technologies throughout the world. We sell our products and services in over 80 countries. As shown in the table below, we generate a significant portion of our revenue from outside the United States. Geographic data for our licensing revenue is based on the location of our licensees’ headquarters. Products revenue is based on the destination

to which we ship our products, while services revenue is based on the location where services are performed.

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Revenue By Geographic Location	Fiscal Year-To-Date Ended	
	June 26, 2015	June 27, 2014
United States	29%	29%
International	71%	71%

Licensing

The following table presents the composition of our licensing business and revenues for all periods presented:

Market	Fiscal Quarter Ended		Fiscal Year-To-Date Ended		Main Products Incorporating Our Technologies
	June 26, 2015	June 27, 2014	June 26, 2015	June 27, 2014	
Broadcast	46%	43%	43%	42%	Televisions & STBs
PC	18%	19%	17%	19%	Windows operating systems & DVD software players
Consumer Electronics	11%	14%	14%	15%	DVD and Blu-ray Disc devices, AVRs, & HTIBs
Mobile	13%	13%	13%	13%	Smartphones, tablets & other mobile devices
Other	12%	11%	13%	11%	Video game consoles, automobile entertainment & audio conferencing
Total	100%	100%	100%	100%	

We have three primary licensing models: a two-tier model, an integrated licensing model, and a patent licensing model.

Two-Tier Licensing Model. Most of our consumer entertainment licensing business consists of a two-tier licensing model whereby our decoding technologies, included in reference software and firmware code, are first provided under license to a semiconductor manufacturer. The manufacturer then incorporates our technologies in ICs. Licensed semiconductor manufacturers, whom we refer to as “implementation licensees,” sell their ICs to OEMs of consumer entertainment products, which we refer to as “system licensees.” System licensees separately obtain licenses from us that allow them to make and sell finished end-user products that incorporate our technologies in ICs purchased from our implementation licensees.

Implementation licensees pay us a one-time, up-front fee per license. In exchange, the licensee receives a licensing package which includes information useful in implementing our technologies into their chipsets. Once implemented, the licensee will send us a sample chipset for quality control evaluation and after we validate the design, the licensee is permitted to sell the chipset for use solely by our system licensees.

System licensees are required to provide us with prototypes of products that incorporate our technologies for which they are licensed for quality control evaluation, or under certain circumstances, with self-test results for our review. If the prototype or test results are approved, the licensee is permitted to buy ICs from any Dolby implementation licensee with a license for the same Dolby technology, and to sell approved products to retailers, distributors, and consumers. For the use of our technologies, our system licensees pay an initial licensing fee as well as royalties, which represent the majority of the revenue recognized from these arrangements. The amount of royalties we collect from a system licensee on a particular product depends on a number of factors including the mix of Dolby technologies used, the nature of the implementations, and the volume of products incorporating our technologies that are shipped by the system licensee.

Integrated Licensing Model. We also license our technologies to software operating system vendors and ISVs, and to certain other OEMs that act as combined implementation and system licensees. These licensees incorporate our technologies in their software used on PCs, in mobile applications, or in ICs they manufacture and incorporate into their products. As with the two-tier licensing model, the combined implementation and system licensee pays us an initial licensing fee in addition to royalties as determined by the mix of Dolby technologies used, the nature of the implementations and the volume of products incorporating our technologies that are shipped, and is subject to the same quality control evaluation process.

Patent Licensing Model. We license our patents directly to manufacturers that use our intellectual property in their products. We also license our patents indirectly through patent pools which are arrangements between multiple patent owners to jointly offer and license pooled patents to licensees. Finally, we generate service fees for managing patent pools on behalf of third party patent owners through our wholly owned subsidiary, Via Licensing Corporation. The Via Licensing patent pools enable product manufacturers to efficiently and transparently secure patent licenses for audio coding, interactive television, digital radio and wireless technologies. Currently, most of Dolby's revenues earned from patent licensing relate to the licensing of AAC technologies.

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Settlements & Back Payments From Licensees. Due to ongoing collection efforts, licensing revenue recognized in any given quarter may include back payments and/or settlements with licensees. Such collections have become a recurring part of our business which we cannot predict with certainty.

We have active licensing arrangements with over 570 electronics product OEMs and software developer licensees, with corporate headquarters located in over 40 countries.

As of June 26, 2015, we had approximately 4,800 issued patents relating to technologies from which we derive a significant portion of our licensing revenue. We have approximately 970 trademark registrations throughout the world for a variety of wordmarks, logos, and slogans. These trademarks are an integral part of our technology licensing program as licensees typically place them on their products which incorporate our technologies to inform consumers that they have met our quality specifications.

Products

We design and manufacture audio and imaging products for the film production, cinema, television, broadcast, and entertainment industries. Distributed in over 70 countries, these products are used in content creation, distribution, and playback to enhance image and sound quality, and improve transmission and playback. We also design, manufacture and market products for the voice conferencing industry.

The following table presents the composition of our products revenue for all periods presented:

Market	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	June 26, 2015	June 27, 2014	June 26, 2015	June 27, 2014
Cinema	90%	87%	89%	86%
Broadcast	4%	11%	7%	10%
Other	6%	2%	4%	4%
Total	100%	100%	100%	100%

Services

We offer a broad array of services to support theatrical and television production for cinema exhibition, broadcast, and home entertainment. The nature of these support services include current and next generation formats for Digital Cinema, Mastering and Distribution services. Our engineers assist in the integration and support of our technologies and products to create and reproduce both audio and imaging content. The specific areas in which their assistance is provided can involve equipment calibration, mixing room alignment, equalization, as well as color and light image calibration. Our engineers also provide equipment training, system and venue design consultation, as well as on-site technical expertise to cinema operators, film festivals, movie premieres, and trade shows throughout the world. These support services include movie premieres and special events at the Dolby Theatre® in Hollywood, California, and at state-of-the-art screening room facilities with Dolby Atmos, Dolby 3D, and high quality image projection in key creative markets.

OPPORTUNITIES, CHALLENGES, AND RISKS

We are focused on several key objectives including:

Developing New Growth Drivers

We continue to invest significant resources to develop technologies and successfully bring solutions to market.

Dolby Voice®

With outstanding fidelity, spatial perception, and background noise suppression, Dolby Voice is an audio conferencing solution that makes conference calls sound and feel like in-person meetings. Launched in the first quarter of fiscal 2014 in global partnership with BT®, a leading provider of audio and imaging conferencing systems, deployment of Dolby Voice continues with a growing base of customers. We created a Dolby Voice mobile application to extend the in-person experience to mobile devices, and we now offer the Dolby conference phone which further optimizes the Dolby Voice experience. In the prior quarter, BT began offering the BT MeetMe with Dolby Voice service integrated with Cisco WebEx® or Microsoft Lync®, both popular collaboration platforms. Ultimately, our success in this market will depend on our ability to differentiate this service on its technical merits, and gain

customer adoption.

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Dolby Vision™

In the second quarter of fiscal 2014, we introduced our imaging technology, Dolby Vision, which offers more realistic distinctions in color, brighter highlights and improved shadow details. The technology focuses on the image quality each pixel represents and is not entirely dependent on the number of pixels. In the second quarter of fiscal 2015, Vizio announced the first television with Dolby Vision, and we continue to work with TV OEMs and semiconductor manufacturers to bring more Dolby Vision TVs to the market. To support home distribution, Warner Bros. Entertainment Inc. announced that they plan to release movie titles mastered in Dolby Vision for viewing on televisions. Finally, and as part of the UHD Alliance, a coalition of companies of which we are a founding member, we are working to establish standards to support innovation in this and other video technologies, including HDR.

Dolby Cinema™

In the first quarter of fiscal 2015, we launched Dolby Cinema, a branded premium cinema offering for movie audiences that combines spectacular image and sound technologies with inspired design. In partnership with established cinema exhibitors, Dolby Cinema locations will be equipped with Dolby Vision laser projection and Dolby Atmos sound. The collaborations will include revenue-sharing arrangements with the exhibitors. Our first location for Dolby Cinema was in Europe. In the current quarter, we announced Dolby Cinema at AMC Prime, our first premium offering for movie audiences in the United States. By the end of summer, we plan to have Dolby Cinema at AMC Prime installed in ten AMC sites. The first sites will be installed at the highest grossing complexes in the country and will result in a fantastic platform to extend the Dolby Cinema program. Over time, we are looking to work together to deploy 100 Dolby Cinema at AMC Prime sites. In July 2015, we announced that we are partnering with Cineplexx ("Constantin Film Holding GmbH") to open six Dolby Cinema locations in Austria.

As part of our ongoing efforts to build a robust pipeline of theatrical content, several studios have released or announced plans for Dolby Vision theatrical titles for Dolby Cinema locations. These include The Walt Disney Studios, Pixar Animation Studios, Warner Bros. Entertainment Inc., Sony Corporation, Paramount Pictures, Universal Pictures, Twentieth Century Fox and Lionsgate Entertainment. We will continue to work with our partners to deliver the ultimate cinema experience.

Increasing The Adoption Of Our Technologies

Many devices now designed for enhanced capture and playback present a challenge for content creators and device manufacturers seeking consistent audio and image quality, especially amid bandwidth constraints. We believe this challenge provides opportunities for us to provide solutions designed to optimize the audio and visual experience across the broadcast and mobile markets.

Broadcast Market

Broadcast services that operate under bandwidth constraints, such as terrestrial broadcast or IPTV services, benefit from Dolby technologies. These technologies enable the delivery of high quality audio content at reduced bit rates, thereby conserving bandwidth. We derive significant revenue from licensing our technologies to OEMs of TVs and STBs since a high percentage of global sales of these products are shipped with our technologies, especially in North America and Europe. As emerging markets convert to digital television, we are well positioned to benefit from this transition. Our growth in these markets is dependent, in part, upon continued adoption of our technologies. To this end, we continue to develop, maintain and strengthen relationships across the broad spectrum of entertainment industry participants, professional organizations, and global standards-setting bodies. To the extent that we are unable to succeed in these efforts, incorporation of our technologies into these products may be impacted and future revenues may be adversely affected. Further, in emerging growth countries such as China, we face significant challenges enforcing our contractual and intellectual property rights. The understatement or failure by our licensees to report the shipment of products incorporating our technologies may adversely impact future revenues.

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Mobile Market

Our mobile market is largely driven by sales of smartphones, tablets and other mobile devices that use our technologies. Growth in this market is dependent on several factors, including the performance of the mobile device market as a whole, our success in collaborating with manufacturers of mobile devices to incorporate our technologies, and the development of various ecosystems, which includes the availability of content in Dolby formats. Currently, Dolby audio technologies are featured on various smartphones and tablets in the Android™, Windows 8 and Amazon ecosystems. However, the rate of new product development in this sector continues to be rapid and can result in dramatic swings in consumer trends and design changes that may exclude our technologies. By working with existing and additional partners to further enhance the content, distribution and playback on all ecosystems, we hope to drive further growth across these markets.

Expanding The Dolby Atmos Ecosystem

Dolby Atmos, the object-based sound technology for which there are now over twelve hundred screens installed or committed globally and more than 300 titles released or announced in this format, has been made available for the living room. Using Dolby Atmos-enabled hardware to customize soundtracks over a speaker array, we can deliver full Dolby Atmos playback by using either Blu-ray Disc media or streaming content services. To this end, several manufacturers have announced Dolby Atmos-compatible AVRs, pre-processors, HTIBs and speakers. In addition, we have worked with major studios to release and distribute movie titles in Dolby Atmos via streaming services and Blu-ray Disc, and will continue to work with content developers and distributors to expand entertainment selections using the Dolby Atmos format.

The Dolby Atmos sound experience has also been extended to the mobile market, as this technology was deployed on a mobile device for the first time in connection with the release of Amazon's Fire HDX 8.9 tablet in September 2014. It was since announced in March 2015 that Lenovo® would be including Dolby Atmos in the first smartphone, the A7000, as well as two of its new tablets. Expanding our presence in this ecosystem depends on several factors including market acceptance of Dolby Atmos for object-oriented audio entertainment in content creation, distribution and playback across various channels and devices.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

For a description of the critical accounting policies that affect our more significant judgments and estimates used in the preparation of our consolidated financial statements, refer to Item 7 on Management Discussion and Analysis in our Fiscal 2014 Annual Report on Form 10-K filed with the SEC.

RESULTS OF OPERATIONS

For each line item included on our consolidated statement of operations, we have provided both quarter and year-to-date comparative analysis within this section. The "Quarter-To-Date: Q3'15 vs. Q3'14" analysis compares results from the fiscal quarter ended June 26, 2015 with those of the fiscal quarter ended June 27, 2014, while the "Year-To-Date: Q3'15 vs. Q3'14" analysis compares results from the fiscal year-to-date period ended June 26, 2015 with those from the fiscal year-to-date period ended June 27, 2014. The significant factors identified as the leading drivers contributing to the fluctuation are presented in descending order according to the magnitude of their impact on the overall change.

Revenue and Gross Margin

Licensing

Licensing revenue consists of fees earned from licensing our technologies to customers who incorporate them into their products and services to enable and enhance audio, imaging and voice capabilities. The technologies that we license are either internally developed, acquired, or licensed from third parties. Our cost of licensing consists mainly of amortization of purchased intangible assets and intangible assets acquired in business combinations as well as third party royalty obligations paid to license intellectual property that we then sublicense to our customers.

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	Fiscal Quarter Ended				Fiscal Year-To-Date Ended			
	June 26, 2015	June 27, 2014	\$	%	June 26, 2015	June 27, 2014	\$	%
Licensing								
Revenue	\$204,855	\$205,625	\$(770)	—%	\$664,786	\$669,901	\$(5,115)	(1)%
Percentage of total revenue	88%	92%			90%	92%		
Cost of licensing	1,347	4,389	(3,042)	(69)%	8,615	12,132	(3,517)	(29)%
Gross margin	203,508	201,236	2,272	1%	656,171	657,769	(1,598)	—%
Gross margin percentage	99%	98%			99%	98%		

Quarter-To-Date: Q3'15 vs. Q3'14

Factor	Revenue	Gross Margin
Broadcast	á Increase in backpayments and patent licensing, partially offset by a decrease in TV shipments that incorporate our technologies	
CE	â Lower net shipments of AVRs, DVD, Blu-ray, HTIBs, and other products that incorporate our technologies	Decreased primarily due to lower than expected royalty charges included in cost of licensing in the current quarter
PC	â Lower ASPs resulting from product mix as fewer PCs included optical disc drives along with lower shipments, partially offset by an increase in back payments	â
Mobile	â No significant fluctuations	
Other	â Lower revenues from Via Licensing patent pools and lower shipments of gaming consoles, offset by higher royalties from the automotive segment	

Year-To-Date: Q3'15 vs. Q3'14

Factor	Revenue	Gross Margin
Other	á Higher shipments of gaming consoles, higher automotive DVD shipments, and increased revenues from both Via Licensing patent pools and Dolby Voice	
CE	â Lower shipments of AVRs, DVD, Blu-ray, HTIB and other products that incorporate our technologies, partially offset by higher shipments of soundbars	Decreased primarily due to lower than expected royalty charges included in cost of licensing in the current fiscal year to date
PC	â Lower ASPs from product mix as fewer PCs included optical disc drives along with lower shipments	â
Broadcast	á Increase in patent licensing and from higher STB and TV shipments that incorporate our technologies, partially offset by a decrease in back payments received	
Mobile	â No significant fluctuations	

Products

We generate revenue from the sale of audio and imaging products for the film production, cinema, and television broadcast industries. Cost of products consists primarily of the cost of materials related to products sold, applied labor and manufacturing overhead, and, to a lesser extent, amortization of certain intangible assets. Our cost of products also includes third party royalty obligations paid to license intellectual property that we include in our products.

	Fiscal Quarter Ended				Fiscal Year-To-Date Ended			
	June 26, 2015	June 27, 2014	\$	%	June 26, 2015	June 27, 2014	\$	%
Products								
Revenue	\$22,596	\$12,971	\$9,625	74%	\$58,844	\$45,638	\$13,206	29%
Percentage of total revenue	10%	6%			8%	6%		
Cost of products	20,027	10,860	9,167	84%	50,848	34,941	15,907	46%
Gross margin	2,569	2,111	458	22%	7,996	10,697	(2,701)	(25)%
Gross margin percentage	11%	16%			14%	23%		

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Quarter-To-Date: Q3'15 vs. Q3'14

Factor	Revenue	Gross Margin
Cinema	á Higher sales of digital server products from our acquisition of Doremi Labs in fiscal 2015	â Higher charges from excess and obsolete digital video inventory and higher manufacturing costs
Other	No significant fluctuations	â Higher amortization on newly-acquired intangible assets (refer to footnote 13 for additional information)

Year-To-Date: Q3'15 vs. Q3'14

Factor	Revenue	Gross Margin
Cinema	á Higher sales of digital server products from our acquisition of Doremi Labs in fiscal 2015, partially offset by lower shipments and lower ASPs of mature Dolby cinema audio products	â Lower ASPs of mature Dolby cinema audio products in addition to higher charges from excess and obsolete digital video inventory and higher manufacturing costs
Other	No significant fluctuations	â Higher amortization on newly-acquired intangible assets (refer to footnote 13 for additional information)

Services

Services revenues consists of fees for consulting, commissioning and training services in support of film production and television broadcast, as well as maintenance and support for our products. Cost of services primarily consists of personnel and personnel-related costs for employees performing our professional services, the cost of outside consultants, and other direct expenses incurred on behalf of customers.

	Fiscal Quarter Ended				Fiscal Year-To-Date Ended			
	June 26, 2015	June 27, 2014	\$	%	June 26, 2015	June 27, 2014	\$	%
Services								
Revenue	\$4,251	\$4,754	\$(503)	(11)%	\$14,260	\$17,680	\$(3,420)	(19)%
Percentage of total revenue	2%	2%			2%	2%		
Cost of services	3,506	3,620	(114)	(3)%	9,976	10,683	(707)	(7)%
Gross margin	745	1,134	(389)	(34)%	4,284	6,997	(2,713)	(39)%
Gross margin percentage	18%	24%			30%	40%		

Quarter-To-Date: Q3'15 vs. Q3'14

Factor	Revenue	Gross Margin
Configuration & Post-Production	â Lower film mastering and other services	â Decrease correlates primarily to lower revenues
Support & Other	á Higher support and maintenance services and warranties	

Year-To-Date: Q3'15 vs. Q3'14

Factor	Revenue	Gross Margin
Configuration & Post-Production	â Lower film mastering and other services	â The prior year-to-date comparative period includes the recognition of previously deferred revenue with no associated COGS
Support & Other	á Increase in revenue from support and maintenance services and warranties	á Lower labor and other related costs

Operating Expenses

Research & Development

R&D expenses consist primarily of employee compensation and benefits expenses, stock-based compensation, consulting and contract labor costs, depreciation and amortization, facilities costs, costs for outside materials and

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services, and information technology expenses.

	Fiscal Quarter Ended				Fiscal Year-To-Date Ended			
	June 26, 2015	June 27, 2014	\$	%	June 26, 2015	June 27, 2014	\$	%
Research and development	\$45,508	\$46,786	\$(1,278)	(3)%	\$150,703	\$136,047	\$14,656	11%
Percentage of total revenue	20%	21%			20%	19%		

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Quarter-To-Date: Q3'15 vs. Q3'14

Category	Key Drivers
Technology & Communications	â Benefit from a favorable resolution of a software license dispute
Compensation & Benefits	á Higher employee headcount including personnel from the acquisition of Doremi Labs (refer to footnote 13 for additional information) and related expenses

Year-To-Date: Q3'15 vs. Q3'14

Category	Key Drivers
Compensation & Benefits	á Higher employee headcount including personnel from the acquisition of Doremi Labs (refer to footnote 13 for additional information) and related expenses
Product Development	á Higher costs related primarily to the funding of various research projects and initiatives aimed at developing new products and technologies
Depreciation & Amortization	á Higher depreciation expense primarily from assets placed into service

Sales & Marketing

S&M expenses consist primarily of employee compensation and benefits expenses, stock-based compensation, marketing and promotional expenses particularly for events such as trade shows and conferences, travel-related expenses for our sales and marketing personnel, consulting fees, facilities costs, depreciation and amortization, and information technology expenses.

	Fiscal Quarter Ended				Fiscal Year-To-Date Ended			
	June 26, 2015	June 27, 2014	\$	%	June 26, 2015	June 27, 2014	\$	%
Sales and marketing	\$70,782	\$63,602	\$7,180	11%	\$204,740	\$188,809	\$15,931	8%
Percentage of total revenue	31%	29%			28%	26%		

Quarter-To-Date: Q3'15 vs. Q3'14

Category	Key Drivers
Marketing Programs	á Higher costs associated with industry trade shows and other marketing events
Depreciation & Amortization	á Higher depreciation expense primarily from amortization on newly-acquired intangible assets (refer to footnote 13 for additional information) recorded and from assets placed into service
Compensation & Benefits	á Higher employee headcount including personnel from the acquisition of Doremi Labs (refer to footnote 13 for additional information)

Year-To-Date: Q3'15 vs. Q3'14

Category	Key Drivers
Compensation & Benefits	á Higher employee headcount including personnel from the acquisition of Doremi Labs (refer to footnote 13 for additional information), and higher variable compensation costs
Depreciation & Amortization	á Higher depreciation expense primarily from amortization on newly-acquired intangible assets (refer to footnote 13 for additional information) recorded and from assets placed into service
Marketing Programs	á Higher costs associated with industry trade shows and other marketing events
Legal, Professional & Consulting Fees	á Lower consulting and other costs relative to the prior comparative period, partially offset by higher professional fees for intellectual property related activities

General & Administrative

G&A expenses consist primarily of employee compensation and benefits expenses, stock-based compensation, depreciation, facilities and information technology costs, as well as professional fees and other costs associated with external consulting and contract labor.

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	Fiscal Quarter Ended				Fiscal Year-To-Date Ended			
	June 26, 2015	June 27, 2014	\$	%	June 26, 2015	June 27, 2014	\$	%
General and administrative	\$45,587	\$44,205	\$1,382	3%	\$135,956	\$132,570	\$3,386	3%
Percentage of total revenue	20%	20%			18%	18%		

Quarter-To-Date: Q3'15 vs. Q3'14

Category	Key Drivers
Depreciation & Amortization	á Higher depreciation expense primarily from assets placed into service including the partial occupation of our new worldwide headquarters
Compensation & Benefits	á Higher employee headcount
Legal, Professional & Consulting Fees	â Lower costs incurred in connection with our acquisition of Doremi Labs relative to the prior comparative period along with a decrease in costs associated with patent filings and other legal activities

Year-To-Date: Q3'15 vs. Q3'14

Category	Key Drivers
Legal, Professional & Consulting Fees	â Lower costs incurred in connection with our acquisition of Doremi Labs relative to the prior comparative period along with a decrease in costs associated with patent filings and other legal activities
Depreciation & Amortization	á Higher depreciation expense primarily from assets placed into service including the partial occupation of our new worldwide headquarters
Compensation & Benefits	á Higher employee headcount

Restructuring

	Fiscal Quarter Ended				Fiscal Year-To-Date Ended			
	June 26, 2015	June 27, 2014	\$	%	June 26, 2015	June 27, 2014	\$	%
Restructuring	\$—	\$(688)	\$688	(100)%	\$(39)	\$2,613	\$(2,652)	(101)%
Percentage of total revenue	—%	—%			—%	—%		

Restructuring charges recorded in the fiscal periods presented above represent amounts recorded in relation to separate restructuring plans implemented in each of these fiscal years.

Restructuring charges incurred in relation to our Fiscal 2014 Restructuring Plan represent costs to reorganize and consolidate certain activities and positions within our global business infrastructure. These charges primarily related to severance and other related benefits provided to employees that were affected as a result of this action. For additional information on this restructuring plan, refer to Note 11 "Restructuring" to our unaudited interim condensed consolidated financial statements.

Other Income/Expense

Other income/(expense) primarily consists of interest income earned on cash, cash equivalents, and investments and the net gains/(losses) from foreign currency transactions, derivative instruments, and sales of marketable securities from our investment portfolio.

	Fiscal Quarter Ended				Fiscal Year-To-Date Ended			
	June 26, 2015	June 27, 2014	\$	%	June 26, 2015	June 27, 2014	\$	%
Other Income/Expense								
Interest income	\$1,453	\$959	\$494	52%	\$3,444	\$2,533	\$911	36%
Interest expense	(69)	(251)	182	(73)%	(115)	(456)	341	(75)%

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Other income/(expense), net	1,049	530	519	98%	1,159	(2,064)	3,223	(156)%
Total	\$2,433	\$1,238	\$1,195	97%	\$4,488	\$13	\$4,475	34,423%

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Quarter-To-Date: Q3'15 vs. Q3'14

Category	Key Drivers
Interest Income	á Increase due to higher overall investment balances and higher yields during the current fiscal period relative to the prior comparative period
Other Income/Expense	á Increase in other income due to amounts related to a governmental grant, partially offset by increase in other expense due to higher net losses attributed to foreign exchange rate fluctuations

Year-To-Date: Q3'15 vs. Q3'14

Category	Key Drivers
Other Expense	á Decrease in other expense as the prior fiscal comparative period included a \$3M impairment charge recorded on a cost method investment, partially offset by higher net losses attributed to foreign exchange rate fluctuations
Interest Income	á Increase due to higher overall investment balances and higher yields during the current fiscal period relative to the prior comparative period

Income Taxes

Our effective tax rate is based on a projection of our annual fiscal year results, and is affected each quarter-end by several factors. These include changes in our projected fiscal year results, recurring items such as tax rates and relative income earned in foreign jurisdictions as well as discrete items that may occur in, but are not necessarily consistent between periods. For additional information related to effective tax rates, see Note 10 "Income Taxes" to our unaudited interim condensed consolidated financial statements.

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	June 26, 2015	June 27, 2014	June 26, 2015	June 27, 2014
Provision for income taxes	\$(11,522)	\$(11,251)	\$(45,254)	\$(53,079)
Effective tax rate	24%	22%	25%	25%

Quarter-To-Date: Q3'15 vs. Q3'14

Factor	Impact On Effective Tax Rate
U.S. Manufacturing Tax Incentives	á Increase in the effective rate attributed to reduced benefits from U.S. manufacturing tax incentives

Year-To-Date: Q3'15 vs. Q3'14

Factor	Impact On Effective Tax Rate
Federal R&D Credits	á Increase in discrete benefits from federal R&D credits that were retroactively reinstated for the 2014 calendar year
U.S. Manufacturing Tax Incentives	á Reduced benefits attributed to reduced benefits from U.S. manufacturing tax incentives

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LIQUIDITY, CAPITAL RESOURCES, AND FINANCIAL CONDITION

Our principal sources of liquidity are cash, cash equivalents, and investments, as well as cash flows from operations. We believe that these sources will be sufficient to satisfy our currently anticipated cash requirements through at least the next twelve months. As of June 26, 2015, we had cash and cash equivalents of \$470.9 million, which consisted of cash and highly-liquid money market funds. In addition, we had short and long-term investments of \$539.3 million, which consisted primarily of municipal debt securities, commercial paper, corporate bonds, and U.S. agency securities.

Our policy is to indefinitely reinvest a portion of our undistributed earnings in certain foreign subsidiaries to support the operations and growth of these subsidiaries. Of our total cash, cash equivalents, and investments held as of June 26, 2015, approximately \$521 million, or 52%, was held by our foreign subsidiaries. This represented a \$104 million increase from the \$417 million that was held by our foreign subsidiaries as of September 26, 2014. If these undistributed earnings held by foreign subsidiaries are repatriated to the U.S., they may be subject to U.S. federal income taxes and foreign withholding taxes, less the applicable foreign tax credits.

	June 26, 2015	September 26, 2014
	(in thousands)	
Cash and cash equivalents	\$470,868	\$568,472
Short-term investments	165,833	231,208
Long-term investments	373,498	296,335
Accounts receivable, net	103,921	86,168
Accounts payable and accrued liabilities	191,342	174,274
Working capital (1)	686,171	816,481

(1) Working capital consists of total current assets less total current liabilities.

Capital Expenditures and Uses of Capital

Our capital expenditures consist of purchases of land, building, building fixtures, laboratory equipment, office equipment, computer hardware and software, leasehold improvements, and production and test equipment. We continue to invest in sales and marketing and R&D that contribute to the overall growth of our business and technological innovation. In fiscal 2012, we used existing cash to purchase commercial office property in San Francisco, California for \$109.8 million, and have since made substantial improvements to the building to prepare it for its intended use as our new worldwide headquarters. At the beginning of fiscal 2015, the first phase of construction was completed when we occupied a portion of the building and we anticipate that we will complete the work necessary for the transition of remaining personnel in the fourth quarter.

We retain sufficient cash holdings to support our operations and we also purchase investment grade securities diversified among security types, industries, and issuers. We have used cash generated from our operations to fund a variety of activities related to our business in addition to our ongoing operations, including business expansion and growth, acquisitions, and repurchases of our common stock. We have historically generated significant cash from operations, however these cash flows and the value of our investment portfolio could be affected by various risks and uncertainties, as described in Part II, Item 1A "Risk Factors."

During fiscal 2015, we completed the acquisition of Doremi Labs for total purchase consideration of \$98.4 million, net of cash acquired. For additional details, see Note 13 "Acquisitions" to our consolidated financial statements.

In October 2014, our Board of Directors initiated a recurring quarterly dividend program for our stockholders. Refer to Note 7 "Stockholders' Equity & Stock-Based Compensation" to our consolidated financial statements for a summary of dividend payments made under the program to date.

Indemnification Clauses

We are party to certain contractual agreements under which we have agreed to provide indemnifications of varying scope and duration to the other party relating to our licensed intellectual property. Historically, we have not made any payments for these indemnification obligations and no amounts have been accrued in our consolidated financial

statements with respect to these obligations. Since the terms and conditions of the indemnification clauses do not explicitly specify our obligations, we are unable to reasonably estimate the maximum potential exposure for

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which we could be liable. For additional details regarding indemnification clauses within our contractual agreements, see Note 12 “Commitments & Contingencies” to our consolidated financial statements.

Cash Flows

For the following year-to-date comparative analysis performed for each of the sections of the statement of cash flows, the significant factors identified as the leading drivers contributing to the fluctuation are presented in descending order according to the magnitude of their impact relative to the overall change (amounts displayed in thousands, except as otherwise noted).

Operating Activities

	Fiscal Year-To-Date Ended	
	June 26, 2015	June 27, 2014
Net cash provided by operating activities	\$226,117	\$271,968
Net cash provided by operating activities decreased \$45.9 million in the fiscal year-to-date period ended June 26, 2015 as compared to the fiscal year-to-date period ended June 27, 2014, primarily due to the following:		

Factor	Impact On Cash Flows
Net Income	â Increase in operating expenses including depreciation as total revenues remained relatively flat relative to the prior comparable period
Working capital	â Net overall decrease attributed to an increase in accounts receivable resulting from timing differences, partially offset by an increase in accounts payable and accrued liabilities due to the timing of outbound payments made during the current period

Investing Activities

	Fiscal Year-To-Date Ended		
	June 26, 2015	June 27, 2014	
Net cash used in investing activities	\$(254,693	\$(111,327)
Capital expenditures	(119,787	)(37,122)

Net cash used in investing activities was higher by \$143.4 million in the fiscal year-to-date period ended June 26, 2015 as compared to the fiscal year-to-date period ended June 27, 2014, primarily due to the following:

Factor	Impact On Cash Flows
Business combinations	â Cash outflows during fiscal 2015 relating to the acquisition of Doremi Labs
Proceeds from sales & maturities of investments	â Higher cash inflows from sales & maturities of marketable securities
Capital expenditures	â Increased investments in PP&E including improvements for our new worldwide headquarters at 1275 Market Street in San Francisco, CA
Purchase of investments	â Higher cash outflows from purchases of marketable securities

Financing Activities

	Fiscal Year-To-Date Ended		
	June 26, 2015	June 27, 2014	
Net cash used in financing activities	\$(66,657	\$(24,175)
Repurchase of common stock	(47,956)(40,958)

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Net cash used in financing activities was \$42.5 million higher in the fiscal year-to-date period ended June 26, 2015 as compared to the fiscal year-to-date period ended June 27, 2014, primarily due to the following:

Factor	Impact On Cash Flows
Dividend payments	â Cash dividend payments made to common stockholders in the current fiscal period as no similar payments occurred during the prior comparative period
Share repurchases	â Higher cash outflows for a higher volume of common stock repurchases
Partnership distribution	â Distributions to our controlling interest for accumulated commercial property leasing fees in fiscal 2015 while no distributions were made in the prior comparative period

Off-Balance Sheet Arrangements and Contractual Obligations

Our liquidity is not dependent upon the use of off-balance sheet financing arrangements, and we have not entered into any arrangements that are expected to have a material effect on liquidity or the availability of capital resources. Since the end of our most recent fiscal year ended September 26, 2014, there have been no material changes in either our off-balance sheet financing arrangements or contractual obligations outside the ordinary course of business. For additional details regarding our contractual obligations, see Note 12 “Commitments & Contingencies” to our unaudited interim condensed consolidated financial statements.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Sensitivity

As of June 26, 2015, we had cash and cash equivalents of \$470.9 million, which consisted of cash and highly liquid money market funds. In addition, we had both short and long-term investments of \$539.3 million, which consisted primarily of municipal debt securities, corporate bonds, commercial paper and U.S. agency securities. Our investment policy is focused on the preservation of capital and support for our liquidity requirements. Under the policy, we invest in highly rated securities with a minimum credit rating of A- while limiting the amount of credit exposure to any one issuer other than the U.S. government. At June 26, 2015, the weighted-average credit quality of our investment portfolio was AA-, with a weighted-average maturity of approximately seventeen months. We do not invest in financial instruments for trading or speculative purposes, nor do we use leveraged financial instruments. We utilize external investment managers who adhere to the guidelines of our investment policy.

The investments within our fixed-income portfolio are subject to fluctuations in interest rates, which could affect our financial position, and to a lesser extent, results of operations. Based on our investment portfolio balance as of June 26, 2015, hypothetical changes in interest rates of 1% and 0.5% would have an impact on the carrying value of our portfolio of approximately \$6.6 million and \$3.3 million, respectively.

Foreign Currency Exchange Risk

We maintain business operations in foreign countries, most significantly in the United Kingdom, Australia, China, Germany, Poland and the Netherlands. Additionally, a growing portion of our business is conducted outside of the U.S. through subsidiaries with functional currencies other than the U.S. dollar, most notably:

- Australian Dollar
- British Pound
- Chinese Yuan
- Euro
- Indian Rupee
- Japanese Yen
- Korean Won
- Polish Zloty
- Russian Ruble
- Swedish Krona

As a result, we face exposure to adverse movements in currency exchange rates as the financial results of our international operations are translated from local currency into U.S. dollars upon consolidation. The majority of our revenue generated from international markets is denominated in U.S. dollars, while the operating expenses of our foreign subsidiaries are predominantly denominated in local currencies. Therefore, our operating expenses will increase when the U.S. dollar weakens against the local currency and decrease when the U.S. dollar strengthens against the local currency. Additionally, foreign exchange rate fluctuations on transactions denominated in currencies other than the functional currency result in gains or losses that are reflected in our consolidated statements of operations. Our foreign operations are subject to the same risks present when conducting business internationally, including, but not limited to, differing economic conditions, changes in political climate, differing tax structures, foreign exchange rate volatility and other regulations and restrictions.

In an effort to reduce the risk that our earnings will be adversely affected by foreign currency exchange rate fluctuations, we enter into foreign currency forward contracts to hedge against assets and liabilities for which we have foreign currency exchange rate exposure. These derivative instruments are carried at fair value with changes in the fair value recorded to other income, net, in our consolidated statements of operations. While not designated as hedging instruments, these foreign currency forward contracts are used to reduce the exchange rate risk associated primarily with intercompany receivables and payables. These contracts do not subject us to material balance sheet risk due to exchange rate movements as gains and losses on these derivatives are intended to offset gains and losses on the related

receivables and payables for which we have foreign currency exchange rate exposure. As of June 26, 2015 and September 26, 2014, the outstanding derivative instruments had maturities of 33 days or less and the total notional amounts of outstanding contracts were \$21.0 million and \$22.9 million, respectively. The fair values of these contracts were nominal as of June 26, 2015 and September 26, 2014, and were included within prepaid expenses and other current assets and within accrued liabilities in our consolidated balance sheets. For additional

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information related to our foreign currency forward contracts, see Note 2 "Summary of Significant Accounting Policies" to our consolidated financial statements.

A sensitivity analysis was performed on all of our foreign currency forward contracts as of June 26, 2015. This sensitivity analysis was based on a modeling technique that measures the hypothetical market value resulting from a 10% shift in the value of exchange rates relative to the U.S. dollar. For these forward contracts, duration modeling was used where hypothetical changes are made to the spot rates of the currency. A 10% increase in the value of the U.S. dollar would lead to a decrease in the fair value of our financial instruments by \$1.1 million. Conversely, a 10% decrease in the value of the U.S. dollar would result in an increase in the fair value of these financial instruments by \$1.1 million.

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ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain “disclosure controls and procedures,” as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (“Exchange Act”), that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognizes that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Subject to the limitations noted above, our management, with the participation of our CEO and CFO, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the fiscal period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the CEO and CFO have concluded that, as of such date, our disclosure controls and procedures were effective to meet the objective for which they were designed and operate at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the fiscal quarter ended June 26, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are involved in various legal proceedings from time to time arising from the normal course of business activities, including claims of alleged infringement of intellectual property rights, commercial, employment, and other matters. In our opinion, resolution of these pending matters is not expected to have a material adverse impact on our operating results or financial condition. Given the unpredictable nature of legal proceedings, it is possible that an unfavorable resolution of one or more such proceedings could materially affect our future operating results or financial condition in a particular period; however, based on the information known by us as of the date of this filing and the rules and regulations applicable to the preparation of our consolidated financial statements, any such amount is either immaterial or it is not possible to provide an estimated amount of any such potential loss.

ITEM 1A. RISK FACTORS

The following risk factors and other information included in this Quarterly Report on Form 10-Q should be carefully considered. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not currently known to us or that we currently deem less significant may also affect our business operations or financial results. If any of the following risks actually occur, our business, operating results and financial condition could be materially adversely affected.

REVENUE GENERATION

Markets We Target

Dependence on Sales by Licensees. We depend on OEMs and other licensees to incorporate our technologies into their products. Our license agreements generally do not have minimum purchase commitments, are typically non-exclusive, and frequently do not require incorporation or use of our technologies. Our revenue will decline if our licensees choose not to incorporate our technologies in their products or they sell fewer products incorporating our technologies.

Impact of PC Sales. Revenue from our PC market depends on several factors, including underlying PC unit shipment growth, the extent to which our technologies are included on computers, through operating systems or otherwise, and the terms of any royalties or other payments we receive. We face challenges in the PC market, including:

- Purchasing trends away from traditional PCs and toward computing devices without optical disc drives, such as ultrabooks and tablets;

- Because PC OEMs are required to pay us a higher per-unit royalty for Windows 8 and Windows 10 PCs that include optical disc playback functionality than Windows 8 or Windows 10 PCs that do not include such functionality, the continued decreasing inclusion of optical disc drives in Windows 8 or Windows 10 PCs will result in lower per-unit royalties;

- PC software that includes our technologies on an unauthorized and infringing basis, for which we receive no royalty payments; and

- Continued decreasing inclusion of independent software vendor media applications by PC OEMs.

Declines in Optical Disc Media. For many years, movies have been distributed, purchased, and consumed through optical disc media, such as DVD and more recently, Blu-ray Disc. However, the rapid advancement of online and mobile content delivery has resulted in a trend toward movie downloading and streaming services. We expect the shift away from optical disc media to online and mobile media content consumption to continue, resulting in decreased revenue from DVD and Blu-ray Disc players.

Mobile Industry Risks. Successful penetration of the mobile device market is important to our future growth. The mobile device market, particularly smartphones and tablets, is characterized by rapidly changing market conditions, frequent product introductions and intense competition based on features and price. Our Dolby Digital and Dolby Digital Plus technologies are not mandated as an industry standard for mobile devices. We must continually convince mobile device OEMs and end users of mobile devices of the value of our technologies. With shorter product

lifecycles, it is easier for mobile device OEMs to add or remove our technologies from mobile devices than it was for PC OEMs.

In order to increase the value of our technologies in the mobile market, we have worked with online and mobile

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media content service providers to encode their content with our technologies, which could affect OEM and software vendor demand for our decoding technologies. However, the online and mobile media content services markets are also characterized by intense competition, evolving industry standards and business and distribution models, disruptive software and hardware technology developments, frequent product and service introductions and short life cycles, and price sensitivity on the part of consumers, all of which may result in downward pressure on pricing or the removal of our technologies by these providers.

Cinema Industry Risks. Our cinema product sales are subject to fluctuations based on events and conditions in the cinema industry, such as the construction of new screens or upgrade of existing screens. In addition, in the first quarter of fiscal 2015, we launched Dolby Cinema, a branded premium cinema offering for exhibitors and movie audiences that combines Dolby Vision laser projection and Dolby Atmos sound, and more recently, announced Dolby Cinema at AMC Prime, our latest premium cinema offering for movie audiences. Although we have invested, and expect to continue to invest, a substantial amount of time and resources developing Dolby Cinema and building our partnership with AMC in connection with the launch of Dolby Cinema at AMC Prime, this is a new market for us and we may not recognize a meaningful amount of revenue from these efforts in the near future, or at all, if Dolby Cinema is not ultimately successful. In addition, the success of our Dolby Cinema offering will be tied to the pipeline and success of motion pictures available at Dolby Cinema locations generally.

The recent completion of our acquisition of Doremi Labs could cause disruptions in our cinema business. For example, our cinema customers may hold out and delay, reduce or even cease making purchases of our cinema products from us until they have determined whether the acquisition will affect our cinema products and services. In addition, a decrease in our ability to develop and introduce new cinema products and services successfully could affect licensing of our consumer technologies, because the strength of our brand and our ability to use professional product developments to introduce new consumer technologies would be impaired. A number of factors can affect the number of movies that are produced, including strikes and work stoppages within the cinema industry and budgetary constraints and changes in cinema industry business models.

Maturity of Digital Cinema Market. The industry transition to digital cinema is essentially complete, and the demand for new digital cinema screens has dropped significantly, leading to lower sales volumes of our cinema products. Future cinema product growth depends on a number of factors, including new theater construction, the introduction of new technologies, such as Dolby Atmos, our successful integration of Doremi Labs, and entering into a replacement cycle where previously purchased cinema products are upgraded or replaced. We face a number of challenges relating to the maturity of the digital cinema market, including:

- Exhibitors may choose competing products with different features or lower prices; and
- Pricing and other competitive pressures have caused us to implement pricing strategies which have adversely affected gross margins of our cinema products.

Customers and Distributors

Loss of Key Licensee or Customer. A small number of our licensees or customers may represent a significant percentage of our licensing, products, or services revenue. Although we generally have agreements with these licensees or customers, these agreements typically do not require any minimum purchases or minimum royalty fees and do not prohibit licensees from using competing technologies or customers from purchasing products and services from competitors. Because many of our markets are rapidly evolving, customer demand for our technologies and products can shift quickly. Because of our increased presence in the mobile market where our Dolby Digital and Dolby Digital Plus technologies are not mandated as industry standards, the risk that a large licensee may reduce or eliminate its use of our technologies has increased. For example, in April 2014, we indicated that our Dolby Digital Plus technology was one of several third party features that Samsung elected not to include in their recently released Galaxy line of smartphones and tablets.

Reliance on Semiconductor Manufacturers. Our licensing revenue from system licensees depends in large part upon the availability of ICs that implement our technologies. IC manufacturers incorporate our technologies into these ICs, which are then incorporated in consumer entertainment products. We do not manufacture these ICs, but rather depend

on IC manufacturers to develop, produce, and then sell them to system licensees in accordance with their agreements. We do not control the IC manufacturers' decisions whether or not to incorporate our technologies into their ICs, and we do not control their product development or commercialization efforts.

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Consumer Spending Weakness. Weakness in general economic conditions may suppress consumer demand in our markets. Many of the products in which our technologies are incorporated are discretionary goods, such as PCs, televisions, STBs, Blu-ray Disc players, video game consoles, AVRs, mobile devices, in-car entertainment systems, and home-theater systems. Weakness in general economic conditions may also lead to licensees and customers becoming delinquent on their obligations to us or being unable to pay, resulting in a higher level of write-offs. Economic conditions may increase underreporting and non-reporting of royalty-bearing revenue by our licensees as well as increase the unauthorized use of our technologies.

Reliance on Distributors. We rely significantly on a global network of independent, regional distributors to market and distribute our cinema and broadcast products. Our distributor arrangements are non-exclusive and our distributors are not obligated to buy our products and can represent competing products, and they may be unwilling or unable to dedicate the resources necessary to promote our portfolio of products. Our distributors could retain product channel inventory levels that exceed future anticipated sales, which could affect future sales to those distributors. In addition, failure of our distributors to adhere to our policies designed to promote compliance with global anticorruption laws, export controls, and local laws, could subject us to criminal or civil penalties and stockholder litigation.

Marketing and Branding

Importance of Brand Strength. Maintaining and strengthening the Dolby brand is critical to maintaining and expanding our licensing, products, and services business, as well as our ability to offer technologies for new markets, including Dolby Voice for the communications market, Dolby Cinema, Dolby Vision and other imaging offerings for the consumer market, and others. Our continued success depends on our reputation for providing high quality technologies, products, and services across a wide range of entertainment markets, including the consumer entertainment, PC, broadcast, and gaming markets. If we fail to promote and maintain the Dolby brand successfully in licensing, products or services, our business will suffer. Furthermore, we believe that the strength of our brand may affect the likelihood that our technologies are adopted as industry standards in various markets and for various applications. Our ability to maintain and strengthen our brand will depend heavily on our ability to develop innovative technologies for the entertainment industry, to enter into new markets successfully, and to provide high quality products and services in these new markets.

Industry Standards

The entertainment industry depends upon industry standards to ensure compatibility across delivery platforms and a wide variety of consumer entertainment products. We make significant efforts to design our products and technologies to address capability, quality, and cost considerations so that they either meet, or more importantly, are adopted as industry standards across the broad range of entertainment industry markets in which we participate, as well as the markets in which we hope to compete in the future. To have our products and technologies adopted as industry standards, we must convince a broad spectrum of standards-setting organizations throughout the world, as well as our major customers and licensees who are members of such organizations, to adopt them as such. The market for broadcast technologies has traditionally been heavily based on industry standards, often mandated by governments choosing from among alternative standards, and we expect this to be the case in the future.

Difficulty Becoming Incorporated in an Industry Standard. Standards-setting organizations establish technology standards for use in a wide range of consumer entertainment products. It can be difficult for companies to have their technologies adopted as an industry standard, as multiple companies, including ones that typically compete against one another, are involved in the development of new technology standards for use in entertainment-oriented products.

Participants May Choose Among Alternative Technologies within Standards. Even when a standards-setting organization incorporates our technologies in an industry standard for a particular market, our technologies may not be the sole technologies adopted for that market. Our operating results depend upon participants in that market choosing to adopt our technologies instead of competitive technologies that also may be acceptable under such standard. For example, the continued growth of our revenue from the broadcast market will depend upon both the continued global adoption of digital television generally and the choice to use our technologies where it is one of several accepted industry standards.

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Being Part of a Standard May Limit Our Licensing Practices. When a standards-setting organization mandates our technologies, we generally must agree to license such technologies on a fair, reasonable, and non-discriminatory basis, which could limit our control over the use of these technologies. In these situations, we must often limit the royalty rates we charge for these technologies and we may be unable to limit to whom we license such technologies or to restrict many terms of the license. We have in the past, and may in the future, be subject to claims that our licensing of industry standard technologies may not conform to the requirements of the standards-setting organization. Allegations such as these could be asserted in private actions seeking monetary damages and injunctive relief, or in regulatory actions. Claimants in such cases could seek to restrict or change our licensing practices or our ability to license our technologies.

Royalty Reporting

Our operating results fluctuate based on the risks set forth in this section, as well as on:

• Timing of royalty reports from our licensees and meeting revenue recognition criteria;

• Royalty reports including positive or negative corrective adjustments;

• Retroactive royalties that cover extended periods of time; and

Timing of revenue recognition under licensing agreements and other contractual arrangements, including recognition of unusually large amounts of revenue in any given quarter because not all of our revenue recognition criteria were met in prior periods.

Inaccurate Licensee Royalty Reporting. We generate licensing revenue primarily from OEMs who license our technologies and incorporate those technologies in their products. Our license agreements generally obligate our licensees to pay us a specified royalty for every product they ship that incorporates our technologies, and we rely on our licensees to report their shipments accurately. However, we have difficulty independently determining whether our licensees are reporting shipments accurately, particularly with respect to software incorporating our technologies because unauthorized copies of such software can be made relatively easily. A third party may disagree with our interpretation of the terms of a license agreement or, as a result of an audit, a third party could challenge the accuracy of our calculation. We are regularly involved in discussions with third party technology licensees regarding license terms. Most of our license agreements permit us to audit our licensees' records and we routinely exercise these rights, but audits are generally expensive, time-consuming, and potentially detrimental to our ongoing business relationships with our licensees. In the past, licensees have understated or failed to report the number of products incorporating our technologies that they shipped, and we have not been able to collect and recognize revenue to which we were entitled. We expect that we will continue to experience understatement and non-reporting of royalties by our licensees.

Royalties We Owe Others. In some cases, the products we sell and the technologies we license to our customers include intellectual property that we have licensed from third parties. Our agreements with these third parties generally require us to pay them royalties for that use, and give the third parties the right to audit our calculation of those royalties. A third party may disagree with our interpretation of the terms of a license agreement or, as a result of an audit, a third party could challenge the accuracy of our calculation. We are regularly involved in discussions with third party technology licensors regarding license terms. A successful challenge by a third party could result in the termination of a license agreement or an increase in the amount of royalties we have to pay to the third party.

TECHNOLOGY TRENDS AND DEVELOPMENTS

Technology Innovation. Our revenue growth will depend upon our success in new and existing markets for our technologies, such as digital broadcast, mobile devices, online and mobile media distribution, consumer imaging and communications. The markets for our technologies and products are defined by:

• Rapid technological change;

• New and improved technology and frequent product introductions;

• Changing consumer and licensee demands;

• Evolving industry standards; and

• Technology and product obsolescence.

Our future success depends on our ability to enhance our technologies and products and to develop new technologies and products that address the market needs in a timely manner. Technology development is a complex, uncertain process requiring high levels of innovation, highly-skilled engineering and development personnel, and the accurate anticipation of technological and market trends. We may not be able to identify, develop, acquire, market, or

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support new or enhanced technologies or products on a timely basis, if at all.

Experience with New Markets and Business Models. Our future growth will depend, in part, upon our expansion into areas beyond our core audio licensing business. Over the past two years, we have introduced Dolby Voice technology for the communications market, Dolby Vision for the home and cinema markets, and our branded-theater experience, Dolby Cinema. As we enter into these new markets, we will face new sources of competition, new business models, and new customer relationships. In order to be successful in these markets, we will need to cultivate new industry relationships to bring our products, services, and technologies to market. Our inexperience in one or more of these markets could limit our ability to successfully execute on our growth strategy.

INTELLECTUAL PROPERTY

Our business is dependent upon protecting our patents, trademarks, trade secrets, copyrights, and other intellectual property rights. Effective intellectual property rights protection, however, may not be available under the laws of every country in which our products and services and those of our licensees are distributed. The efforts we have taken to protect our proprietary rights may not be sufficient or effective. We also seek to maintain select intellectual property as trade secrets, and third parties or our employees could intentionally or accidentally compromise the intellectual property that we maintain as trade secrets. In addition, protecting our intellectual property rights is costly and time consuming. We have taken steps in the past to enforce our intellectual property rights and expect to do so in the future. However, it may not be practicable or cost effective for us to enforce our intellectual property rights fully, particularly in some countries or where the initiation of a claim might harm our business relationships.

We generally seek patent protection for our innovations. However, our patent program faces a number of challenges, including:

- Possibility that innovations may not be protectable;
- Failure to protect innovations that later turn out to be important;
- Insufficient patent protection to prevent third parties from designing around our patent claims;
- Our pending patent applications may not be approved; and
- Possibility that an issued patent may later be found to be invalid or unenforceable.

Patent Royalties and Expiration. Many of the technologies that we license to our system licensees are covered by patents, and the licensing revenue that we receive from those licenses depends in large part upon the life of such patents. In general, our agreements with our licensees require them to pay us a full royalty with respect to a particular technology only until the last patent covering that technology expires in a particular country. As of June 26, 2015, we had approximately 4,800 issued patents in addition to approximately 3,000 pending patent applications in more than 70 jurisdictions throughout the world. Our currently issued patents expire at various times through April 2039.

We seek to mitigate this risk in a variety of ways. We regularly look for opportunities to expand our patent portfolio through organic development and acquisitions. We develop proprietary technologies to replace licensing revenue from technologies covered by expiring patents with licensing revenue supported by patents with a longer remaining life.

And we develop and license our technologies in a manner designed to minimize the chance that a system licensee would develop competing technologies that do not include any Dolby intellectual property.

In particular, some of our patents relating to Dolby Digital technologies, from which we derive a significant, but declining portion of our licensing revenue, have expired and others will expire over the next several years. The primary products where Dolby Digital is widely used include DVD players (but not Blu-ray players), TVs, and set top boxes. We have transitioned a number of our Dolby Digital licensees, and continue to make progress in transitioning other Dolby Digital licensees, to Dolby Digital Plus technologies, an extension of our Dolby Digital technologies, whose patents generally expire later than the Dolby Digital patents. To be successful, we must continue to transition licensees to Dolby Digital Plus, and discourage licensees of Dolby Digital Plus to transition back to Dolby Digital as our original patents covering this technology expire.

Unauthorized Use of Our Intellectual Property. We have often experienced, and expect to continue to experience, problems with non-licensee OEMs and software vendors, particularly in China and other emerging economies, incorporating our technologies and trademarks into their products without our authorization and without paying us any

licensing fees. Manufacturers of integrated circuits, or ICs, containing our technologies occasionally sell these ICs to third parties who are not our system licensees. These sales, and the failure of such manufacturers to report the sales, facilitate the unauthorized use of our intellectual property. As emerging economies transition from

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analog to digital content, such as the transition from analog to digital broadcast, we expect to experience increased problems with this form of piracy.

Intellectual Property Litigation. Companies in the technology and entertainment industries frequently engage in litigation based on allegations of infringement or other violations of intellectual property rights. We have faced such claims in the past and we expect to face similar claims in the future. Any intellectual property claims, with or without merit, could be time-consuming, expensive to litigate or settle, and could divert management resources and attention. In the past, we have settled claims relating to infringement allegations and agreed to make payments in connection with such settlements. An adverse determination in any intellectual property claim could require that we pay damages or stop using technologies found to be in violation of a third party's rights and could prevent us from offering our products and services to others. In order to avoid these restrictions, we may have to seek a license for the technology, which may not be available on reasonable terms or at all. Licensors could also require us to pay significant royalties. As a result, we may be required to develop alternative non-infringing technologies, which could require significant effort and expense. If we cannot license or develop technologies for any aspects of our business found to be infringing, we may be forced to limit our product and service offerings and may be unable to compete effectively. In some instances, we have contractually agreed to provide indemnifications to licensees relating to our intellectual property. Additionally, at times we have chosen to defend our licensees from third party intellectual property infringement claims even where such defense was not contractually required, and we may choose to take on such defense in the future.

Licensee Disputes. At times, we are engaged in disputes regarding the licensing of our intellectual property rights, including matters related to our royalty rates and other terms of our licensing arrangements. These types of disputes can be asserted by our customers or prospective customers or by other third parties as part of negotiations with us or in private actions seeking monetary damages or injunctive relief, or in regulatory actions. In the past, licensees have threatened to initiate litigation against us based on potential antitrust claims or regarding our licensing royalty rate practices. Damages and requests for injunctive relief asserted in claims like these could be significant, and could be disruptive to our business.

U.S. and Foreign Patent Rights. Our licensing business depends in part on the uniform and consistent treatment of patent rights in the U.S. and abroad. Changes to the patent laws and regulations in the U.S. and abroad may limit our ability to obtain, license, and enforce our rights. Additionally, court and administrative rulings may interpret existing patent laws and regulations in ways that hurt our ability to obtain, license, and enforce our patents. We face challenges protecting our intellectual property in foreign jurisdictions, including:

Our ability to enforce our contractual and intellectual property rights, especially in countries that do not recognize and enforce intellectual property rights to the same extent as the U.S., Japan, Korea, and European countries do, which increases the risk of unauthorized use of our technologies;

Limited or no patent protection for our Dolby Digital technologies in countries such as China, Taiwan, and India, which may require us to obtain patent rights for new and existing technologies in order to grow or maintain our revenue; and

Because of limitations in the legal systems in many countries, our ability to obtain and enforce patents in many countries is uncertain, and we must strengthen and develop relationships with entertainment industry participants worldwide to increase our ability to enforce our intellectual property and contractual rights without relying solely on the legal systems in the countries in which we operate.

OPERATIONS

Reliance on Key Suppliers. Our reliance on suppliers for some of the key materials and components we use in manufacturing our products involves risks, including limited control over the price, timely delivery, and quality of such components. We generally have no formal agreements in place with our suppliers for the continued supply of materials and components. Although we have identified alternate suppliers for most of our key materials and components, any required changes in our suppliers could cause delays in our operations and increase our production costs. In addition, our suppliers may not be able to meet our production demands as to volume, quality, or timeliness.

Moreover, we rely on sole source suppliers for some of the components that we use to manufacture our products, including specific charged coupled devices, light emitting diodes, and digital signal processors. These sole source suppliers may become unable or unwilling to deliver these components to us at an acceptable cost or at all, which could force us to redesign those specific products. Our inability to obtain timely delivery of key components of acceptable quality, any significant increases in the prices of components, or the redesign of our products could result

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in production delays, increased costs, and reductions in shipments of our products.

Product Quality. Our products, and products that incorporate our technologies, are complex and sometimes contain undetected software or hardware errors, particularly when first introduced or when new versions are released. In addition, we have limited control over manufacturing performed by contract manufacturers, which could result in quality problems. Furthermore, our products and technologies are sometimes combined with or incorporated into products from other vendors, sometimes making it difficult to identify the source of a problem. Any negative publicity or impact relating to these product problems could affect the perception of our brand and market acceptance of our products or technologies. These errors could result in a loss of or delay in market acceptance of our products or cause delays in delivering them and meeting customer demands, any of which could reduce our revenue and raise significant customer relations issues. In addition, if our products or technologies contain errors we could be required to replace or reengineer them, which would increase our costs. Moreover, if any such errors cause unintended consequences, we could incur substantial costs in defending and settling product liability claims. Although we generally attempt to contractually limit our liability, if these contract provisions are not enforced, or are unenforceable for any reason, or if liabilities arise that are not effectively limited, we could incur substantial costs in defending and settling product liability claims.

Production Processes and Production. Production difficulties or inefficiencies can interrupt production, resulting in our inability to deliver products on time in a cost effective manner, which could harm our competitive position. We have a single production facility and increasingly use contract manufacturers for a significant portion of our production capacity. Our reliance on contract manufacturers for the manufacture of our products involves risks, including limited control over timely delivery and quality of such products. If production of our products is interrupted, we may not be able to manufacture products on a timely basis. A shortage of manufacturing capacity for our products could reduce our operating results and damage our customer relationships. We may be unable to quickly adapt our manufacturing capacity to rapidly changing market conditions and a contract manufacturer may encounter similar difficulties. Likewise, we may be unable to quickly respond to fluctuations in customer demand or contract manufacturer interruptions. At times we underutilize our manufacturing facilities as a result of reduced demand for some of our products.

Data Security. We rely on information technology systems in the conduct of our business, including systems designed and managed by third parties. Many of these systems contain sensitive and confidential information, including our trade secrets and proprietary business information, personal data, and information of or pertaining to our customers, suppliers and business partners. The secure maintenance of this information is critical to our operations and business strategy. Increasingly, companies are subject to a wide variety of attacks on their networks and systems on an ongoing basis. Our information technology and infrastructure may be vulnerable to penetration or attacks by computer programmers and hackers, software bugs or other technical malfunctions, or other disruptions.

While we have taken a number of steps to protect our information technology systems, the number and sophistication of malicious attacks that companies have experienced from third parties has increased over the past few years. In addition, because techniques used by computer programmers and hackers (many of whom are highly sophisticated and well-funded) to access or sabotage networks and computer systems change frequently and often are not recognized until after they are used, we may be unable to anticipate or immediately detect these techniques. This could delay our response or the effectiveness of our response and impede our operations and ability to limit our exposure to third-party claims and potential liability. Attacks on our systems are sometimes successful, and, in some instances, we might be unaware of an incident or its magnitude and effects. We also may suffer data security breaches and the unauthorized access to, misuse or acquisition of, personal data or other sensitive and confidential information as the result of intentional or inadvertent breaches by our employees or service providers. Any data security breach, whether external or internal in origin, could compromise our networks and systems, creating system disruptions or slowdowns and exploiting security vulnerabilities of our products. Any such breach can result in the information stored on our networks and systems being improperly accessed, publicly disclosed, lost, or stolen, which could subject us to liability to our customers, suppliers, business partners and others. We seek to detect and investigate such attempts and incidents and to prevent their recurrence where practicable through changes to our internal processes and tools, but in

some cases preventive and remedial action might not be successful. In addition, despite the implementation of network security measures, our networks also may be vulnerable to computer viruses, break-ins, denial of service attacks, and similar other disruptions.

Disruptions to our information technology systems, due to outages, security breaches or other causes, can have severe consequences to our business, including financial loss and reputational damage.

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COMPETITION

The markets for our technologies are highly competitive, and we face competitive threats and pricing pressure in our markets. Consumers may perceive the quality of the visual and audio experiences produced by some of our competitors' technologies to be equivalent or superior to the sight and sound experiences produced by our technologies. Some of our current or future competitors may have significantly greater financial, technical, marketing, and other resources than we do, or may have more experience or advantages in the markets in which they compete. These competitors may also be able to offer integrated systems in markets for entertainment technologies on a royalty-free basis or at a lower price than our technologies, including audio, imaging, and other technologies, which could make competing technologies that we develop less attractive.

Pricing Pressures. The markets for the consumer entertainment products in which our technologies are incorporated are intensely competitive and price sensitive. We expect to face increased royalty pricing pressure for our technologies as we seek to drive the adoption of our technologies into online content and portable devices, such as tablets and smartphones. Retail prices for consumer entertainment products that include our sound technologies, such as DVD players and home theater systems, have decreased significantly, and we expect prices to decrease for the foreseeable future. In response, OEMs have sought to reduce their product costs, which can result in downward pressure on the licensing fees we charge.

Customers as Competitors. We face competitive risks in situations where our customers are also current or potential competitors. For example, Sony and Technicolor are significant licensee customers, but are also competitors with respect to some of our consumer, broadcast, and cinema technologies. Our customers may choose to use competing technologies they have developed or in which they have an interest rather than use our technologies. The existence of important customer relationships may influence which strategic opportunities we pursue, as we may forgo some opportunities in the interests of preserving a critical customer relationship.

Competition from Other Audio Formats and Imaging Solutions. We believe that the success we have had licensing our audio technologies to system licensees is due, in part, to the strength of our brand and the perception that our technologies provide a high quality solution for multichannel audio. However, both free and proprietary sound technologies are becoming increasingly prevalent, and we expect competitors to continue to enter this field with other offerings. Furthermore, to the extent that customers perceive our competitors' products as providing the same advantages as our technologies at a lower or comparable price, there is a risk that these customers may treat sound encoding technologies as commodities, resulting in loss of status of our technologies, decline in their use, and significant pricing pressure. In addition, we introduced our HDR imaging technology, Dolby Vision, only one year ago, and we expect to face intense competition from existing and more well-established competitors. Moreover, there can be no assurance that consumers will adopt Dolby Vision in the near future, or at all.

Competition for Employees. In order to be successful, we must attract, develop, and retain employees, including employees to work on our growth initiatives where our current employees may lack experience with the business models and markets we are pursuing. Competition for experienced employees in our markets can be intense. In order to attract and retain employees, we must provide a competitive compensation package, including cash and equity compensation. Our equity awards include stock options and restricted stock units. The future value of these awards is uncertain, and depends on our stock price performance over time. In order for our compensation packages to be viewed as competitive, prospective employees must perceive our equity awards to be a valuable benefit.

STRATEGIC ACTIVITIES

Importance of Relationships with Entertainment Industry. To be successful, we must maintain and grow our relationships with a broad range of entertainment industry participants, including:

- Content creators, such as film directors, studios, music producers and mobile and online content producers;
- Content distributors, such as film exhibitors, broadcasters, operators, and OTT video service providers and video game publishers; and
- Device manufacturers.

Relationships have historically played an important role in the entertainment markets that we serve. For example, sales of our products and services are particularly dependent upon our relationships with major film studios and broadcasters, and licensing of our technologies is particularly dependent upon our relationships with system licensees and IC manufacturers. If we fail to maintain and strengthen these relationships, these entertainment industry

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participants may be less likely to purchase and use our technologies, products, and services, or create content incorporating our technologies.

Consequences of M&A Activity. We evaluate a wide array of possible strategic transactions, including acquisitions. We consider these types of transactions in connection with, among other things, our efforts to strengthen our core audio and cinema businesses and expand beyond sound technologies. Although we cannot predict whether or not we will complete any such acquisitions or other transactions in the future, any of these transactions could be significant in relation to our market capitalization, financial condition, or results of operations. The process of integrating an acquired company, business, or technology may create unforeseen difficulties and expenditures. Foreign acquisitions involve unique risks in addition to those mentioned above, including those related to integration of operations across different geographies, cultures, and languages; currency risks; and risks associated with the economic, political, and regulatory environment in specific countries. Future acquisitions could result in potentially dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, amortization expenses, and write-offs of goodwill. Future acquisitions may also require us to obtain additional equity or debt financing, which may not be available on favorable terms or at all. Also, the anticipated benefits of our acquisitions may not materialize.

We face various risks in integrating acquired businesses, including:

- Diversion of management time and focus from operating our business to acquisition integration challenges;
- Cultural and logistical challenges associated with integrating employees from acquired businesses into our organization;
- Retaining employees, suppliers and customers from businesses we acquire;
 - The need to implement or improve internal controls, procedures, and policies appropriate for a public company at businesses that prior to the acquisition may have lacked effective controls, procedures, and policies;
- Possible write-offs or impairment charges resulting from acquisitions;
- Unanticipated or unknown liabilities relating to acquired businesses; and
- The need to integrate acquired businesses' accounting, management information, manufacturing, human resources, and other administrative systems to permit effective management.

LEGAL AND REGULATORY COMPLIANCE

International Business and Compliance. We are dependent on international sales for a substantial amount of our total revenue. We are subject to a number of risks related to conducting business internationally, including:

- U.S. and foreign government trade restrictions, including those which may impose restrictions on importation of programming, technology, or components to or from the U.S.;
- Compliance with applicable international laws and regulations, including antitrust laws, that may differ or conflict with laws in other countries where we conduct business, or are otherwise not harmonized with one another;
- Foreign government taxes, regulations, and permit requirements, including foreign taxes that we may not be able to offset against taxes imposed upon us in the U.S., and other laws limiting our ability to repatriate funds to the U.S.;
- Changes in diplomatic and trade relationships;
- Difficulty in establishing, staffing, and managing foreign operations;
- Adverse fluctuations in foreign currency exchange rates and interest rates, including risks related to any interest rate swap or other hedging activities we undertake;
- Political or social instability, natural disasters, war or events of terrorism; and
- The strength of international economies.

In Note 14 "Legal Matters," we describe reviews by government regulators in Korea and China pursuant to their competition laws. Certain foreign governments, particularly in China, have advanced arguments under their competition laws that exert downward pressure on royalties for intellectual property. Because these jurisdictions have only recently implemented competition laws, their enforcement activities are unpredictable. Furthermore, the Company currently is in discussions with the NDRC regarding implementation of our recent agreement relating to its inquiry. The impact of these discussions remains uncertain.

In many foreign countries, particularly in those with developing economies, it is common to engage in business practices that are prohibited by U.S. regulations applicable to us such as the FCPA and U.S. export controls. Although we implement policies and procedures designed to ensure compliance with the FCPA and U.S. export controls, there

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can be no assurance that all of our employees, distributors, dealers, and agents will not take actions in violation of our policies or these regulations.

Costs of Environmental Laws and Regulation. Our operations use substances regulated under federal, state, local, and international laws governing the environment, including those governing the discharge of pollutants into the air and water, the management, disposal, and labeling of hazardous substances and wastes, and the cleanup of contaminated sites. In addition, future environmental laws and regulations have the potential to affect our operations, increase our costs, decrease our revenue, or change the way we design or manufacture our products. We face increasing complexity in our product design as we adjust to requirements relating to the materials composition of our products. For some products, substituting particular components containing regulated hazardous substances is more difficult or costly, and additional redesign efforts could result in production delays. We could incur costs, fines, and civil or criminal sanctions, third party property damage or personal injury claims, or could be required to incur substantial investigation or remediation costs, if we were to violate or become liable under environmental laws.

Conflict Minerals. The SEC has adopted rules regarding disclosure of the use of conflict minerals (commonly referred to as tantalum, tin, tungsten, and gold), which are sourced from the Democratic Republic of the Congo and surrounding countries. This requirement could affect the sourcing, availability and pricing of materials used in our products as well as the companies we use to manufacture our products. In circumstances where conflict minerals in our products are found to be sourced from the Democratic Republic of the Congo or surrounding countries, Dolby may take further actions to change materials, designs or manufacturers to reduce the possibility that Dolby's contracts to manufacture products that contain conflict minerals finance or benefit local armed groups in the region. The implementation of these rules could adversely affect the sourcing, supply and pricing of materials used in our products. As there may be only a limited number of suppliers that can certify to us that they are offering "conflict free" conflict minerals, we cannot be sure that we will be able to obtain necessary conflict minerals from such suppliers in sufficient quantities or at competitive prices. These actions could also add engineering and other costs in connection with the manufacturing of our products.

We may not be able to sufficiently verify the origins for the minerals used in our products. Our reputation may suffer if we determine that our products contain conflict minerals that are not determined to be conflict free or if we are unable to sufficiently verify the origins for all conflict minerals used in our products. In addition, some customers may require that all of our products are certified to be conflict free and if we cannot satisfy these customers, they may choose a competitor's products.

Tax Rates and Liabilities. Changes in the valuation of our deferred tax assets and liabilities, the geographic mix of our revenue, or changes in tax laws or their interpretation could affect our future effective tax rates. We file income tax returns in the U.S. and in several U.S. state and foreign jurisdictions, and must use judgment in determining our worldwide provision for income taxes. For example, the following could affect our income taxes:

- Earnings being lower than anticipated in countries that have lower tax rates and higher than anticipated in countries that have higher tax rates;

- Changes in the valuation of our deferred tax assets and liabilities;

- Expiration of or lapses in the R&D tax credit laws;

- Fluctuations in tax exempt interest income;

- Transfer pricing adjustments;

- Tax effects of nondeductible compensation;

- Tax costs related to intercompany realignments;

- Any obligations or decisions to repatriate earnings from abroad earlier than anticipated;

- Changes in accounting principles; or

- Changes in tax laws and regulations in the countries in which we operate, including possible U.S. changes to the taxation of earnings of our foreign subsidiaries. For example, the OECD, an international association of 34 countries including the United States, is contemplating revisions to certain corporate tax, transfer pricing, and tax treaty provisions. When the OECD finalizes these revisions, they will be adopted in various forms by many countries in which we operate. These revisions could increase our income taxes and adversely affect our provision for income

taxes.

We are subject to the periodic examination of our income tax returns by tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes, but an adverse decision by tax authorities could significantly impact our financial results. Additionally, due to the evolving nature of tax rules combined with the large number of jurisdictions in which we operate, it is possible that our estimates of our tax liability and the realizability of our deferred tax assets could change in the future,

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which may result in additional tax liabilities.

STOCK-RELATED ISSUES

Controlling Stockholder. At June 26, 2015, the Dolby family and their affiliates owned 1,308,250 shares of our Class A common stock and 50,627,075 shares of our Class B common stock. As of June 26, 2015, the Dolby family and their affiliates had voting power of approximately 99.8% of our outstanding Class B common stock, which in the aggregate represented approximately 90.9% of the combined voting power of our outstanding Class A and Class B common stock. Under our certificate of incorporation, holders of Class B common stock are entitled to ten votes per share while holders of Class A common stock are entitled to one vote per share. Generally, shares of Class B common stock automatically convert into shares of Class A common stock upon transfer of such Class B common stock, other than transfers to certain specified persons and entities, including the spouse and descendants of Ray Dolby and the spouses and domestic partners of such descendants.

Because of this dual class structure, the Dolby family and their affiliates will, for the foreseeable future, have significant influence over our management and affairs, and will be able to control virtually all matters requiring stockholder approval, including the election of directors and significant corporate transactions such as mergers or other sales of our company or assets, even if they come to own considerably less than 50% of the total number of outstanding shares of our Class A and Class B common stock.

Moreover, these persons may take actions in their own interests that our other stockholders do not view as beneficial. Absent a transfer of Class B common stock that would trigger an automatic conversion as described above, there is no threshold or time deadline at which the shares of Class B common stock will automatically convert into shares of Class A common stock.

Insider Sales of Common Stock. If our founder's family, officers, directors or employees sell, or indicate an intention to sell, substantial amounts of our Class A common stock in the public market, including shares of Class A common stock issuable upon conversion of shares of Class B common stock, the trading price of our Class A common stock could decline.

Stock Repurchase Program. Our stock repurchase program may reduce the public float of shares available for trading on a daily basis. Such purchases may be limited, suspended, or terminated at any time without prior notice. There can be no assurance that we will buy additional shares of our Class A common stock under our stock repurchase program or that any future repurchases will have a positive impact on our stock price or earnings per share. Important factors that could cause us to discontinue or decrease our share repurchases include, among others, unfavorable market conditions, the market price of our Class A common stock, the nature of other investment or strategic opportunities presented to us, the rate of dilution of our equity compensation programs, our ability to make appropriate, timely, and beneficial decisions as to when, how, and whether to purchase shares under the stock repurchase program, and the availability of funds necessary to continue purchasing stock. If we curtail our repurchase program, our stock price may be negatively affected.

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ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Sales of Unregistered Securities

As of the beginning of the third quarter of fiscal 2015, all shares of our Class B common stock awarded under our 2000 Stock Incentive Plan had been issued to employees, officers, and directors upon the exercise of the underlying options. As of June 26, 2015, there are no remaining outstanding options to purchase shares of Class B common stock. We believe these transactions were exempt from the registration requirements of the Securities Act of 1933, as amended (“Securities Act”) in reliance on Rule 701 thereunder as transactions pursuant to compensatory benefit plans and contracts relating to compensation as provided under Rule 701. All issuances of shares of our Class B common stock pursuant to the exercise of these options were made in reliance on Rule 701. All option grants made under the 2000 Stock Incentive Plan were made prior to the effectiveness of our initial public offering, and no further option grants will be made under our 2000 Stock Incentive Plan. None of the foregoing transactions involved any underwriters, underwriting discounts or commissions, or any public offering.

Each share of our Class B common stock is convertible into one share of our Class A common stock at any time at the option of the holder or upon the affirmative vote of the holders of a majority of the shares of Class B common stock.

In addition, each share of Class B common stock shall convert automatically into one share of Class A common stock upon any transfer, except for certain transfers described in our amended and restated certificate of incorporation.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Our Board of Directors announced a \$250.0 million stock repurchase program on November 3, 2009. The program, which has no expiration date, approved the repurchase of shares of our Class A common stock, \$0.001 par value per share. The authorized maximum was subsequently increased by \$300.0 million, \$250.0 million, \$100.0 million, and \$200.0 million as announced on July 27, 2010, August 4, 2011, February 8, 2012, and October 23, 2014, respectively. Stock repurchases under this program may be made through open market transactions, negotiated purchases, or otherwise, at times and in such amounts as we consider appropriate. The following table provides information regarding our share repurchases made under program during the third quarter of fiscal 2015:

Repurchase Activity	Total Shares Repurchased	Average Price Paid Per Share (1)	Total Shares Purchased As Part Of Publicly Announced Programs	Remaining Authorized Share Repurchases (2)
March 28, 2015 - April 24, 2015	—	\$—	—	\$227.7 million
April 25, 2015 - May 22, 2015	153,000	40.06	153,000	\$221.6 million
May 23, 2015 - June 26, 2015	237,000	39.90	237,000	\$212.1 million
Total	390,000		390,000	

(1) Average price paid per share excludes commission costs.

(2) Amounts represent the approximate dollar value of the maximum remaining number of shares that may yet be purchased under the stock repurchase program, and excludes commission costs.

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ITEM 6. EXHIBITS

Exhibit Number	Description	Incorporated By Reference Herein			Filed Herewith
		Form	File Number	Date	
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act				X
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act				X
32.1‡	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act				X
101.INS‡	XBRL Instance Document				X
101.SCH‡	XBRL Taxonomy Extension Schema Document				X
101.CAL‡	XBRL Taxonomy Extension Calculation Linkbase Document				X
101.DEF‡	XBRL Extension Definition				X
101.LAB‡	XBRL Taxonomy Extension Label Linkbase Document				X
101.PRE‡	XBRL Taxonomy Extension Presentation Linkbase Document				X
‡	Furnished herewith.				

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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.

Date: July 30, 2015

DOLBY LABORATORIES, INC.

By: /S/ LEWIS CHEW
Lewis Chew
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)