

AVID TECHNOLOGY, INC.  
Form 10-Q  
August 06, 2010

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

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FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2010

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-21174

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Avid Technology, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

04-2977748  
(I.R.S. Employer  
Identification No.)

75 Network Drive  
Burlington, Massachusetts 01803  
(Address of Principal Executive Offices, Including Zip Code)

(978) 640-6789  
(Registrant's Telephone Number, Including Area Code)

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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  S      No  o

Indicate by check mark whether the registrant has submitted and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  o      No  o

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

Large Accelerated Filer   
Non-accelerated Filer   
(Do not check if smaller reporting company)

Accelerated Filer   
Smaller Reporting Company

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

Yes  No

The number of shares outstanding of the registrant’s Common Stock as of August 3, 2010 was 38,101,074.

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## AVID TECHNOLOGY, INC.

## FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2010

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This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and Section 27A of the Securities Act of 1933, as amended, or the Securities Act. For this purpose, any statements contained in this quarterly report regarding our strategy, future plans or operations, financial position, future revenues, projected costs, prospects, and objectives of management, other than statements of historical facts, may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We cannot guarantee that we actually will achieve the plans, intentions or expectations expressed or implied in forward-looking statements. There are a number of factors that could cause actual events or results to differ materially from those indicated or implied by such forward-looking statements, many of which are beyond our control, including the factors discussed in Part I - Item 1A under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended

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December 31, 2009, and as referenced in Part II - Item 1A of this report. In addition, the forward-looking statements contained herein represent our estimates only as of the date of this filing and should not be relied upon as representing our estimates as of any subsequent date. While we may elect to update these forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, whether to reflect actual results, changes in assumptions, changes in other factors affecting such forward-looking statements or otherwise.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AVID TECHNOLOGY, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(in thousands except per share data, unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Net revenues:				
Products	\$ 134,134	\$ 121,912	\$ 262,813	\$ 245,553
Services	28,026	28,631	55,303	56,619
Total net revenues	162,160	150,543	318,116	302,172
Cost of revenues:				
Products	65,837	58,429	129,106	119,677
Services	13,139	14,090	27,179	29,929
Amortization of intangible assets	946	426	1,912	946
Restructuring costs	—	—	—	799
Total cost of revenues	79,922	72,945	158,197	151,351
Gross profit	82,238	77,598	159,919	150,821
Operating expenses:				
Research and development	30,268	30,661	60,419	61,712
Marketing and selling	44,474	41,994	86,220	82,775
General and administrative	13,879	12,559	28,481	27,672
Amortization of intangible assets	2,417	2,622	5,274	4,997
Restructuring and other costs, net	4,007	5,019	5,347	9,241
Total operating expenses	95,045	92,855	185,741	186,397
Operating loss	(12,807)	(15,257)	(25,822)	(35,576)
Interest income	6	239	141	503
Interest expense	(252)	(185)	(461)	(235)
Other income (expense), net	144	4	218	(57)
Loss before income taxes	(12,909)	(15,199)	(25,924)	(35,365)
(Benefit from) provision for income taxes, net	(3)	750	464	(2,139)
Net loss	\$ (12,906)	\$ (15,949)	\$ (26,388)	\$ (33,226)
Net loss per common share – basic and diluted	\$ (0.34)	\$ (0.43)	\$ (0.70)	\$ (0.89)
Weighted-average common shares outstanding – basic and diluted	37,909	37,282	37,714	37,206

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



AVID TECHNOLOGY, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(in thousands, unaudited)

	June 30, 2010	December 31, 2009
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 46,793	\$ 91,517
Marketable securities	—	17,360
Accounts receivable, net of allowances of \$13,876 and \$16,347 at June 30, 2010 and December 31, 2009, respectively	100,202	79,741
Inventories	79,146	77,243
Deferred tax assets, net	1,641	770
Prepaid expenses	7,465	7,789
Other current assets	18,408	22,516
Total current assets	253,655	296,936
Property and equipment, net	66,427	37,217
Intangible assets, net	34,012	29,235
Goodwill	243,192	227,195
Other assets	9,522	20,455
Total assets	\$ 606,808	\$ 611,038
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 52,187	\$ 30,230
Accrued compensation and benefits	29,481	25,281
Accrued expenses and other current liabilities	34,571	55,591
Income taxes payable	2,355	3,228
Deferred revenues	47,881	39,107
Total current liabilities	166,475	153,437
Long-term liabilities	22,196	14,483
Total liabilities	188,671	167,920
Contingencies (Note 13)		
Stockholders' equity:		
Common stock	423	423
Additional paid-in capital	998,336	992,489
Accumulated deficit	(484,009)	(444,661)
Treasury stock at cost, net of reissuances	(93,612)	(112,389)
Accumulated other comprehensive income	(3,001)	7,256
Total stockholders' equity	418,137	443,118
Total liabilities and stockholders' equity	\$ 606,808	\$ 611,038

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





AVID TECHNOLOGY, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(in thousands, unaudited)

	Six Months Ended June 30,	
	2010	2009
Cash flows from operating activities:		
Net loss	\$ (26,388)	\$ (33,226)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	16,497	15,763
(Recovery of) provision for doubtful accounts	(10)	1,550
Non-cash provision for restructuring	249	925
(Gain) loss on disposal of fixed assets	(46)	74
Compensation expense from stock grants and options	6,986	7,042
Changes in deferred tax assets and liabilities, excluding initial effects of acquisitions	(250)	(372)
Changes in operating assets and liabilities, excluding initial effects of acquisitions:		
Accounts receivable	(22,684)	18,256
Inventories	1,744	1,565
Prepaid expenses and other current assets	5,097	6,361
Accounts payable	20,920	(1,614)
Accrued expenses, compensation and benefits and other liabilities	(18,395)	(28,749)
Income taxes payable	(967)	(5,275)
Deferred revenues	8,346	(5,506)
Net cash used in operating activities	(8,901)	(23,206)
Cash flows from investing activities:		
Purchases of property and equipment	(22,509)	(6,101)
Decrease in other long-term assets	67	(1,030)
Payments for business acquisitions, net of cash acquired	(27,008)	—
Purchases of marketable securities	(2,250)	(43,604)
Proceeds from sales of marketable securities	19,605	38,315
Proceeds from notes receivable	—	1,364
Net cash used in investing activities	(32,095)	(11,056)
Cash flows from financing activities:		
Payments related to stock option purchase	—	(526)
Payments related to the issuance of common stock under employee stock plans, net	(322)	(276)
Net cash used in financing activities	(322)	(802)
Effect of exchange rate changes on cash and cash equivalents	(3,406)	632
Net decrease in cash and cash equivalents	(44,724)	(34,432)
Cash and cash equivalents at beginning of period	91,517	121,792

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Cash and cash equivalents at end of period	\$	46,793	\$	87,360
Non-cash investing activities:				
Landlord allowance for leasehold improvements	\$	6,036		—
Issuance of common stock for business acquisition		5,000		—

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

AVID TECHNOLOGY, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

1. FINANCIAL INFORMATION

The accompanying condensed consolidated financial statements include the accounts of Avid Technology, Inc. and its wholly owned subsidiaries (collectively, “Avid” or the “Company”). These financial statements are unaudited. However, in the opinion of management, the condensed consolidated financial statements reflect all normal and recurring adjustments necessary for their fair statement. Interim results are not necessarily indicative of results expected for a full year. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions for Form 10-Q and therefore do not include all information and footnotes necessary for a complete presentation of operations, financial position and cash flows of the Company in conformity with accounting principles generally accepted in the United States of America. The accompanying condensed consolidated balance sheet as of December 31, 2009 was derived from the Company’s audited consolidated financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. The Company filed audited consolidated financial statements for the year ended December 31, 2009 in its 2009 Annual Report on Form 10-K, which included all information and footnotes necessary for such presentation. The financial statements contained in this Form 10-Q should be read in conjunction with the audited consolidated financial statements in the Form 10-K.

The Company’s preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reported periods. The most significant estimates reflected in these financial statements include revenue recognition, stock-based compensation, accounts receivable and sales allowances, inventory valuation, goodwill and intangible asset valuations, fair value measurements and income tax asset valuation allowances. Actual results could differ from the Company’s estimates.

During the three months ended June 30, 2010, the Company determined it was appropriate to revise the way it classifies certain portions of its inventory. As a result, approximately \$3.1 million of inventory previously reported as work in process at December 31, 2009 has been included as finished goods inventory for the current presentation. See Note 8 for the presentation of the inventory classifications at June 30, 2010 and December 31, 2009.

In the later part of 2009, the Company completed the reorganization of its business around functional groups rather than product categories. The Company’s evaluation of the discrete financial information that is regularly reviewed by the chief operating decision makers determined that the Company now has only one reportable segment. Effective January 1, 2010, the Company began reporting based on a single reportable segment and has reclassified its 2009 segment reporting to conform to the 2010 presentation. The change to the current presentation did not affect the Company’s consolidated operating results. See Note 15 for the Company’s segment reporting for the three- and six-month periods ended June 30, 2010 and 2009.

The Company evaluated subsequent events to determine if any event since June 30, 2010, the date of these financial statements, required disclosure in these statements. The Company’s evaluation determined that no recognized or unrecognized subsequent events required recognition or disclosure in these financial statements.

2. NET LOSS PER COMMON SHARE

Net loss per common share is presented for both basic loss per share (“Basic EPS”) and diluted loss per share (“Diluted EPS”). Basic EPS is based on the weighted-average number of common shares outstanding during the period, excluding non-vested restricted stock held by employees. Diluted EPS is based on the weighted-average number of common shares and potential common shares outstanding during the period.

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The following table sets forth (in thousands) potential common shares, on a weighted-average basis, that were considered anti-dilutive securities and excluded from the Diluted EPS calculations either because the sum of the exercise price per share and the unrecognized compensation cost per share was greater than the average market price of the Company's common stock for the relevant period, or because they were considered contingently issuable. The contingently issuable potential common shares result from certain stock options and restricted stock units granted to the Company's executive officers that vest based on performance and market conditions.

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2010	2009	2010	2009
Options	5,236	4,217	4,831	4,264
Non-vested restricted stock and restricted stock units	453	748	466	859
Anti-dilutive potential common shares	5,689	4,965	5,297	5,123

During periods of net loss, certain potential common shares that would otherwise be included in the Diluted EPS calculation are excluded because the effect would be anti-dilutive. The following table sets forth (in thousands) common stock equivalents that were excluded from the calculation of Diluted EPS due to the net loss for the relevant period.

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2010	2009	2010	2009
Options	20	15	14	12
Non-vested restricted stock and restricted stock units	29	10	37	6
Anti-dilutive common stock equivalents	49	25	51	18

### 3. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") topic 820, Fair Value Measurements, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and requires certain disclosures about fair value measurements. FASB ASC topic 820 also establishes a fair value hierarchy that requires the use of observable market data, when available, and prioritizes the inputs to valuation techniques used to measure fair value in the following categories:

- Level 1 – Quoted unadjusted prices for identical instruments in active markets.
- Level 2 – Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-derived valuations in which all observable inputs and significant value drivers are observable in active markets.
- Level 3 – Model-derived valuations in which one or more significant inputs or significant value drivers are unobservable, including assumptions developed by the Company.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

On a recurring basis, the Company measures certain financial assets and liabilities at fair value, including cash equivalents, marketable securities and foreign currency forward contracts. All of the Company's financial assets and liabilities were classified as either Level 1 or Level 2 in the fair value hierarchy at June 30, 2010. Instruments valued using quoted market prices in active markets and classified as Level 1 are primarily money market securities and deferred compensation investments. Investments valued based on other observable inputs and classified as Level 2 include foreign currency forward contracts.

The following table summarizes the Company's fair value hierarchy for financial assets and liabilities measured at fair value on a recurring basis at June 30, 2010 (in thousands):

	Fair Value Measurements at Reporting Date Using			
	June 30, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial Assets:</b>				
Available-for-sale securities	\$ 552	\$ 552	\$ —	\$ —
Deferred compensation plan investments	846	846	—	—
Foreign currency forward contracts	172	—	172	—
<b>Financial Liabilities:</b>				
Deferred compensation plan obligations	\$ 846	846	\$ —	\$ —
Foreign currency forward contracts	88	—	88	—

The following table summarizes the costs (amortized costs of debt instruments) and fair values of the Company's available-for-sale securities at June 30, 2010 (in thousands):

	Costs	Net Unrealized Gains (Losses)	Fair Values
Money market	\$ 552	\$ —	\$ 552

The available-for-sale securities held at June 30, 2010 had effective maturities of less than one year. All income generated from available-for-sale securities has been recorded as interest income. The Company calculates realized gains and losses on a specific identification basis. Realized gains and losses from the sale of marketable securities were not material for the three- or six-month periods ended June 30, 2010. There were no available-for-sale securities with unrealized losses at June 30, 2010.

The fair value of the Company's money market fund investment was determined using the unadjusted quoted price from an active market of identical assets.

The fair values of our foreign currency forward contracts are measured at fair value on a recurring basis based on the changes in fair value of the foreign currency forward contracts. See Note 4 for further information on the Company's foreign currency forward contracts.

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

The following table summarizes the Company's fair value hierarchy for assets and liabilities measured at fair value on a nonrecurring basis during the six-month period ended June 30, 2010 (in thousands):

Six Months	Fair Value Measurements Using		Total
	Significant	Significant	

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	Ended June 30, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Related Expenses
<b>Liabilities:</b>					
Facilities-related restructuring accruals	\$ 801	\$ —	\$ 801	\$ —	\$ 801



The Company did not measure any assets or liabilities at fair value on a non-recurring basis during the three-months ended June 30, 2010.

The Company typically uses the following valuation techniques to determine fair values of assets and liabilities measured on a nonrecurring basis:

- **Goodwill:** When performing goodwill impairment tests, the Company estimates the fair value of its reporting units using an income approach, which is generally a discounted cash flow methodology that includes assumptions for, among other things, forecasted revenues, gross profit margins, operating profit margins, working capital cash flow, growth rates, income tax rates, expected tax benefits and long-term discount rates, all of which require significant judgments by management. The Company also considers comparable market data based on multiples of revenue as well as the reconciliation of the Company's market capitalization to the total fair value of its reporting units. If the estimated fair value of any reporting unit is less than its carrying value, an impairment exists.
- **Intangible Assets:** When performing an intangible asset impairment test, the Company estimates the fair value of the asset using a discounted cash flow methodology, which includes assumptions for, among other things, budgets and economic projections, market trends, product development cycles and long-term discount rates. If the estimated fair value of the asset is less than its carrying value, an impairment exists.
- **Facilities-Related Restructuring Accruals:** During the six-month period ended June 30, 2010, the Company recorded accruals associated with exiting all or portions of certain leased facilities. The Company estimates the fair value of such liabilities, which are discounted to net present value at an assumed risk-free interest rate, based on observable inputs, including the remaining payments required under the existing lease agreements, utilities costs based on recent invoice amounts, and potential sublease receipts based on quoted market prices for similar sublease arrangements.

#### 4. FOREIGN CURRENCY FORWARD CONTRACTS

The Company has significant international operations and, therefore, the Company's revenues, earnings, cash flows and financial position are exposed to foreign currency risk from foreign-currency-denominated receivables, payables and sales transactions, as well as net investments in foreign operations. The Company derives more than half of its revenues from customers outside the United States. This business is, for the most part, transacted through international subsidiaries and generally in the currency of the end-user customers. Therefore, the Company is exposed to the risks that changes in foreign currency could adversely affect its revenues, net income and cash flow. To hedge against the foreign exchange exposure of certain forecasted receivables, payables and cash balances of foreign subsidiaries, the Company enters into short-term foreign currency forward contracts. There are two objectives of the Company's foreign currency forward contract program: (1) to offset any foreign exchange currency risk associated with cash receipts expected to be received from the Company's customers over the next 30-day period and (2) to offset the impact of foreign currency exchange on the Company's net monetary assets denominated in currencies other than the functional currency of the legal entity. These forward contracts typically mature within 30 days of execution.

The changes in fair value of the foreign currency forward contracts intended to offset foreign currency exchange risk on forecasted cash flows and net monetary assets are recorded as gains or losses in the Company's statement of operations in the period of change, because they do not meet the criteria of FASB ASC topic 815, Derivatives and Hedging, to be treated as hedges for accounting purposes.

The following table sets forth the effect of the Company's foreign currency forward contracts recorded as marketing and selling expenses in the Company's statements of operations during the three- and six-month periods ended June 30, 2010 and 2009 (in thousands):

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Derivatives Not Designated as Hedging Instruments under ASC Topic 815	Net Gain (Loss) Recorded in Operating Expenses			
	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2010	2009	2010	2009
Foreign currency forward contracts	\$5	(\$243)	\$281	\$1,581

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At June 30, 2010 and December 31, 2009, the Company had foreign currency forward contracts outstanding with notional values of \$31.0 million and \$46.2 million, respectively, as hedges against forecasted foreign-currency-denominated receivables, payables and cash balances. The following table sets forth the balance sheet locations and fair values of the Company's foreign currency forward contracts at June 30, 2010 and December 31, 2009 (in thousands):

Derivatives Not Designated as Hedging Instruments under ASC Topic 815	Balance Sheet Location	Fair Value at June 30, 2010	Fair Value at December 31, 2009
Financial assets:			
Foreign currency forward contracts	Other current assets	\$172	\$1,162
Financial liabilities:			
Foreign currency forward contracts	Accrued expenses and other current liabilities	\$88	\$546

See Note 3 for additional information on the fair value measurements for all financial assets and liabilities, including derivative assets and derivative liabilities, that are measured at fair value on a recurring basis.

## 5. ACQUISITIONS

Euphonix, Inc.

On April 21, 2010, the Company acquired Euphonix, Inc. ("Euphonix"), a California-based provider of large-format digital audio consoles, media controllers and peripherals, for cash, net of cash acquired, of \$10.9 million and 327,439 shares of the Company's common stock valued at \$5.0 million. A preliminary allocation performed during the three months ended June 30, 2010 allocated the purchase price as follows (in thousands):

Tangible assets acquired, net	\$ 2,687
Identifiable intangible assets:	
Developed technology	2,400
Customer relationships	1,200
Trademarks and trade name	600
Non-compete agreement	200
Goodwill	8,834
Total assets acquired	\$ 15,921

The Company used the income approach to determine the values of the identifiable intangible assets. The income approach presumes that the value of an asset can be estimated by the net economic benefit to be received over the life of the asset discounted to present value. The weighted-average discount rate (or rate of return) used to determine the value of Euphonix's intangible assets was 25% and the effective tax rate used was 35%.

The values of the customer relationships, trademarks and trade names and non-compete agreement are being amortized on a straight-line basis over their estimated useful lives of four years, two years and two years, respectively. The value of the developed technology is being amortized over the greater of the amount calculated using the ratio of current quarter revenues to the total of current quarter and anticipated future revenues, and the straight-line method,

over the estimated useful life of three years. The weighted-average amortization period for these amortizable identifiable intangible assets is approximately 3.1 years. Amortization expense for Euphonix identifiable intangible assets totaled \$0.3 million for both the three- and six-month periods ended June 30, 2010.

The goodwill, which is not deductible for tax purposes, reflects the value of the assembled workforce and the company-specific synergies the Company expects to realize by selling Euphonix's digital audio consoles, media controllers and peripherals to its existing customers.

The Company is continuing its evaluation of the information necessary to determine the fair value of the acquired assets and liabilities of Euphonix. Once this evaluation is complete, which in no event will occur more than one year from the date of acquisition, the Company will finalize the purchase price allocation.

The results of operations of Euphonix have been included prospectively in the results of operations of the Company since the date of acquisition. The Company's results of operations giving effect to the Euphonix acquisition as if it had occurred at the beginning of 2009 would not differ materially from reported results.

#### Blue Order Solutions AG

On January 5, 2010, the Company acquired all the outstanding shares of Blue Order Solutions AG ("Blue Order"), a Germany-based developer and provider of workflow and media asset management solutions, for cash, net of cash acquired, of \$16.1 million. A preliminary allocation of the purchase price performed during the six months ended June 30, 2010, allocated the purchase price as follows (in thousands):

Tangible liabilities assumed, net	\$ (681)
Identifiable intangible assets:	
Core technology	4,597
Customer relationships	2,729
Non-compete agreements	1,149
Trademarks and trade name	287
Goodwill	8,378
Deferred tax liabilities, net	(372)
Total assets acquired	\$ 16,087

During the three months ended June 30, 2010, the Company recorded the following adjustments to the Blue Order purchase price allocation as a result of revised fair value estimates (in thousands):

Tangible assets acquired (liabilities assumed), net	\$ (1,860)
Identifiable intangible assets	(3,017)
Goodwill	4,666
Deferred tax liabilities, net	211
Change in total assets acquired	\$ —

The Company used the income approach to determine the values of the identifiable intangible assets. The income approach presumes that the value of an asset can be estimated by the net economic benefit to be received over the life of the asset discounted to present value. The weighted-average discount rate (or rate of return) used to determine the value of Blue Order's intangible assets was 21% and the effective tax rate used was 35%.

The values of the customer relationships, non-compete agreements, and trademarks and trade names are being amortized on a straight-line basis over their estimated useful lives of four years, three years and two years, respectively. The value of the developed technology is being amortized over the greater of the amount calculated using the ratio of current quarter revenues to the total of current quarter and anticipated future revenues, and the straight-line method, over the estimated useful life of three and one-half years. The weighted-average amortization period for these amortizable identifiable intangible assets is approximately 3.6 years. Amortization expense for Blue Order identifiable intangible assets totaled \$0.3 million and \$1.2 million, respectively, for the three- and six-month periods ended June 30, 2010.

The goodwill, which is not deductible for tax purposes, reflects the value of the assembled workforce and the customer-specific synergies the Company expects to realize by incorporating Blue Order's workflow and media asset management technology into future solutions offered to customers.

The Company is continuing its evaluation of the information necessary to determine the fair value of the acquired assets and liabilities of Blue Order. Once this evaluation is complete, which in no event will occur more than one year from the date of acquisition, the Company will finalize the purchase price allocation.

The results of operations of Blue Order have been included prospectively in the results of operations of the Company since the date of acquisition. The Company's results of operations giving effect to the Blue Order acquisition as if it had occurred at the beginning of 2009 would not differ materially from reported results.

## MaxT Systems Inc.

On July 31, 2009, the Company acquired all the outstanding shares of MaxT Systems Inc. ("MaxT"), a Canada-based developer of server-based media management and editing technology, for cash, net of cash acquired, of \$4.4 million. The Company's allocation of the purchase price resulted in \$3.3 million allocated to amortizable identifiable intangible assets and the remaining \$1.1 million to goodwill. In addition, the Company recorded related net deferred tax liabilities of \$0.8 million, increasing the goodwill to \$1.9 million. The goodwill, which reflects the value of the assembled workforce and the synergies the Company expects to realize by incorporating MaxT's media management and editing technology into future solutions offered to customers, is not deductible for tax purposes.

The results of operations of MaxT have been included prospectively in the results of operations of the Company since the date of acquisition. The Company's results of operations giving effect to the MaxT acquisition as if it had occurred at the beginning of 2009 would not differ materially from reported results.

## 6. GOODWILL AND INTANGIBLE ASSETS

## Goodwill

Goodwill resulting from the Company's acquisitions consisted of the following at June 30, 2010 and December 31, 2009 (in thousands):

	June 30, 2010 (a)	December 31, 2009
Goodwill	\$ 415,092	\$ 399,095
Accumulated impairment losses	(171,900)	(171,900)
	\$ 243,192	\$ 227,195

(a) The \$16.0 million increase in goodwill from December 31, 2009 to June 30, 2010 was the result of the addition of \$8.4 million related to the January 2010 acquisition of Blue Order and \$8.8 million related to the April 2010 acquisition of Euphonix, partially offset by foreign currency translation adjustments of approximately \$1.2 million. See Note 5 for further information regarding the goodwill related to the Blue Order and Euphonix acquisitions.

There were no interim indicators of goodwill impairment during the six months ended June 30, 2010.

## Identifiable Intangible Assets

Identifiable intangible assets resulting from the Company's acquisitions consisted of the following at June 30, 2010 and December 31, 2009 (in thousands):

	June 30, 2010			December 31, 2009		
	Gross (a)	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Completed technologies and patents	\$ 74,493	\$ (66,520)	\$ 7,973	\$ 68,186	\$ (64,609)	\$ 3,577
Customer relationships	67,181	(43,653)	23,528	63,653	(40,221)	23,432

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Trade names	14,645	(13,147)	1,498	13,800	(11,668)	2,132
License agreements	560	(560)	—	560	(560)	—
Non-compete agreements	1,343	(330)	1,013	162	(68)	94
	\$ 158,222	\$ (124,210)	\$ 34,012	\$ 146,361	\$ (117,126)	\$ 29,235

- (a) The June 30, 2010 gross amounts include the addition of \$8.8 million for intangible assets related to the January 2010 acquisition of Blue Order and \$4.4 million for intangible assets related to the April 2010 acquisition of Euphonix, partially offset by foreign currency translation adjustments of approximately \$1.3 million. See Note 5 for further information regarding the identifiable intangible assets acquired from Blue Order and Euphonix.



Amortization expense related to all intangible assets in the aggregate was \$3.4 million and \$3.0 million for the three-month periods ended June 30, 2010 and 2009, respectively, and \$7.2 million and \$5.9 million for the six-month periods ended June 30, 2010 and 2009, respectively. The Company expects amortization of these intangible assets to be approximately \$6 million for the remainder of 2010, \$11 million in 2011, \$7 million in 2012, \$5 million in 2013, \$2 million in 2014, \$2 million in 2015 and \$1 million thereafter.

## 7. ACCOUNTS RECEIVABLE

Accounts receivable, net of allowances, consisted of the following at June 30, 2010 and December 31, 2009 (in thousands):

	June 30, 2010	December 31, 2009
Accounts receivable	\$ 114,078	\$ 96,088
Less:		
Allowance for doubtful accounts	(2,818)	(3,219)
Allowance for sales returns and rebates	(11,058)	(13,128)
	\$ 100,202	\$ 79,741

The accounts receivable balances at June 30, 2010 and December 31, 2009 excluded approximately \$14.6 million and \$17.3 million, respectively, for large solution sales and certain distributor sales that were invoiced, but for which revenues had not yet been recognized and payments were not then due.

## 8. INVENTORIES

Inventories consisted of the following at June 30, 2010 and December 31, 2009 (in thousands):

	June 30, 2010	December 31, 2009
Raw materials	\$ 11,468	\$ 14,592
Work in process	887	2,559
Finished goods	66,791	60,092
	\$ 79,146	\$ 77,243

At June 30, 2010 and December 31, 2009, the finished goods inventory included inventory at customer locations of \$13.5 million and \$10.6 million, respectively, associated with products shipped to customers for which revenues had not yet been recognized.

During the three months ended June 30, 2010, the Company determined it was appropriate to revise the way it classifies certain portions of its inventory. As a result, approximately \$3.1 million of inventory previously reported as work in process at December 31, 2009 has been included as finished goods inventory for the current presentation.

The decrease in raw materials and work in process at June 30, 2010, which is offset by an increase in finished goods, is related to our increased use of contractors to manufacture our products, components and subassemblies.



## 9. PROPERTY AND EQUIPMENT, NET

Property and equipment, net, consisted of the following at June 30, 2010 and December 31, 2009 (in thousands):

	June 30, 2010	December 31, 2009
Computer and video equipment and software	\$ 120,631	\$ 115,248
Manufacturing tooling and testbeds	6,792	6,428
Office equipment	2,021	3,404
Furniture and fixtures	15,005	10,378
Leasehold improvements	37,016	31,777
	181,465	167,235
Accumulated depreciation and amortization	(115,038)	(130,018)
	\$ 66,427	\$ 37,217

During the six months ended June 30, 2010, leasehold improvements, furniture and equipment related to the relocation of the Company's corporate offices to Burlington, Massachusetts were placed in service and resulted in fixed asset additions of approximately \$31.4 million, including a non-cash addition of \$6.0 million resulting from landlord leasehold improvement funding. During the same period, the Company wrote off fixed assets related to the closure of the Company's former headquarters facility with gross book values and net book values of approximately \$22.6 million and \$0.1 million, respectively.

## 10. LONG-TERM LIABILITIES

Long-term liabilities consisted of the following at June 30, 2010 and December 31, 2009 (in thousands):

	June 30, 2010	December 31, 2009
Long-term deferred tax liabilities, net	\$ 3,126	\$ 2,519
Long-term deferred revenue	8,108	7,296
Long-term deferred rent	9,107	1,974
Long-term accrued restructuring	1,855	2,694
	\$ 22,196	\$ 14,483

## 11. ACCOUNTING FOR STOCK-BASED COMPENSATION

## Stock Incentive Plans

Under its stock incentive plans, the Company may grant stock awards or options to purchase the Company's common stock to employees, officers, directors (subject to certain restrictions) and consultants, generally at the market price on the date of grant. The options become exercisable over various periods, typically four years for employees and one year for non-employee directors, and have a maximum term of seven years. Restricted stock and restricted stock unit awards typically vest over four years. At June 30, 2010, 4,154,063 shares were available for issuance under the Company's Amended and Restated 2005 Stock Incentive Plan, including 893,632 shares that may alternatively be

issued as awards of restricted stock or restricted stock units.

The Company records stock-based compensation cost for stock-based awards over the requisite service periods for the individual awards, which generally equal the vesting periods. Stock-compensation expense is recognized using the straight-line attribution method. The Company uses the Black-Scholes option pricing model to estimate the fair value of stock option grants with time-based vesting. The Black-Scholes model relies on a number of key assumptions to calculate estimated fair values. The fair values of restricted stock awards with time-based vesting, including restricted stock and restricted stock units, are based on the intrinsic values of the awards at the date of grant.

The following table sets forth the weighted-average key assumptions and fair value results for stock options with time-based vesting granted during the three- and six-month periods ended June 30, 2010 and 2009:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Expected dividend yield	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate	1.86%	2.02%	1.81%	1.96%
Expected volatility	45.3%	55.9%	46.0%	56.2%
Expected life (in years)	4.57	4.57	4.54	4.57
Weighted-average fair value of options granted	\$5.59	\$6.36	\$5.60	\$6.19

The Company also issues stock option grants or restricted stock awards with vesting based on market conditions, specifically the Company's stock price, or a combination of performance and market conditions. The compensation costs and derived service periods for such grants are estimated using the Monte Carlo valuation method. For stock option grants with vesting based on a combination of performance and market conditions, the compensation costs are also estimated using the Black-Scholes valuation method factored for the estimated probability of achieving the performance goals, and compensation costs for these grants are recorded based on the higher estimate for each vesting tranche. For restricted stock unit grants with vesting based on a combination of performance and market conditions, the compensation costs are also estimated based on the intrinsic values of the awards at the date of grant factored for the estimated probability of achieving the performance goals, and compensation costs for these grants are also recorded based on the higher estimate for each vesting tranche. For each stock option grant and restricted stock award with vesting based on a combination of performance and market conditions where vesting will occur if either condition is met, the related compensation costs are recognized over the shorter of the derived service period or implicit service period.

The following table sets forth the weighted-average key assumptions and fair value results for stock options with vesting based on market conditions or a combination of performance and market conditions granted during the three- and six-month periods ended June 30, 2010 and 2009:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Expected dividend yield	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate	3.41%	3.51%	3.34%	3.32%
Expected volatility	44.9%	56.2%	47.5%	57.6%
Expected life (in years)	3.70	3.58	3.97	3.81
Weighted-average fair value of options granted	\$6.39	\$6.07	\$5.04	\$5.21

The following table sets forth the weighted-average key assumptions and fair value results for restricted stock units with vesting based on market conditions or a combination of performance and market conditions granted during the three- and six-month periods ended June 30, 2010:

	Three Months Ended June 30, 2010	Six Months Ended June 30, 2010
Expected dividend yield	0.00%	0.00%
Risk-free interest rate	3.89%	4.16%
Expected volatility	44.2%	46.8%

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Expected life (in years)	4.59	4.49
Weighted-average fair value of awards granted	\$10.58	\$10.78

No restricted stock units with vesting based on market conditions or a combination of performance and market conditions were granted during the three- or six-month periods ended June 30, 2009.

During the first quarter of 2010, the Company modified the vesting terms of certain outstanding stock options that had vesting based on market conditions. The modifications, which affected 16 employees, provide that the vesting of the underlying shares can also occur based on the achievement of certain additional performance-based criteria and resulted in a total incremental compensation charge of \$0.9 million, which is being recognized over the remaining derived service period of the stock options. The incremental compensation costs for the option modifications were based on the excess fair values of the modified options immediately after the modification, which were estimated using the Black Scholes valuation method factored for the estimated probability of achieving the performance goals, compared to the fair values immediately before the modification estimated using the Monte Carlo valuation method.

The Company estimates forfeiture rates at the time awards are made based on historical turnover rates and applies these rates in the calculation of estimated compensation cost. At June 30, 2010, the Company's annualized estimated forfeiture rates were 0% for non-employee director awards, and 10% for both executive management staff and other employee awards.

The following table summarizes changes in the Company's stock options outstanding during the six months ended June 30, 2010:

	Shares	Stock Options		Aggregate Intrinsic Value (in thousands)
		Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term	
Options outstanding at December 31, 2009	4,290,422	\$21.80		
Granted	1,502,710	\$13.93		
Exercised	(22,434)	\$11.90		
Forfeited or expired	(402,035)	\$19.29		
Options outstanding at June 30, 2010 (a)	5,368,663	\$19.83	5.61 years	\$524
Options vested at June 30, 2010 or expected to vest	4,535,572	\$20.15	5.60 years	\$443
Options exercisable at June 30, 2010	1,340,597	\$26.87	4.78 years	\$142

(a) Options outstanding at June 30, 2010 included 1,657,405 options that had vesting based on either market conditions or a combination of performance and market conditions.

The aggregate intrinsic values of stock options exercised during the six-month periods ended June 30, 2010 and 2009 were approximately \$67 thousand and \$41 thousand, respectively. Cash amounts received from the exercise of stock options were \$0.3 million and \$0.1 million for the six-month periods ended June 30, 2010 and 2009, respectively. The Company did not realize any actual tax benefit from the tax deductions for stock option exercises during the six-month periods ended June 30, 2010 and 2009 due to the full valuation allowance on the Company's U.S. deferred tax assets.

The following table summarizes changes in the Company's non-vested restricted stock units during the six months ended June 30, 2010:

	Non-Vested Restricted Stock Units			
	Shares	Weighted-Average Grant-Date Fair Value	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Non-vested at December 31, 2009	643,355	\$25.14		
Granted (a)	268,500	\$11.13		
Vested	(251,296)	\$26.28		
Forfeited	(51,973)	\$22.57		
Non-vested at June 30, 2010 (b)	608,586	\$18.71	2.04 years	\$7,741
Expected to vest	497,732	\$19.56	1.84 years	\$6,331

- (a) Restricted stock units granted during the six months ended June 30, 2010 included 231,000 units that had vesting based on either market conditions or a combination of performance and market conditions.
- (b) Non-vested restricted stock units at June 30, 2010 included 235,800 units that had vesting based on either market conditions or a combination of performance and market conditions.

The following table summarizes changes in the Company's non-vested restricted stock during the six months ended June 30, 2010:

	Non-Vested Restricted Stock			
	Shares	Weighted-Average Grant-Date Fair Value	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Non-vested at December 31, 2009	50,000	\$25.41		
Granted	—	—		
Vested	(12,500)	\$25.41		
Forfeited	—	—		
Non-vested at June 30, 2010	37,500	\$25.41	1.47 years	\$477

#### Stock Option Purchase

In June 2009, the Company completed a cash tender offer for certain employee stock options. The tender offer applied to 547,133 outstanding stock options having an exercise price equal to or greater than \$40.00 per share and granted under the Company's Amended and Restated 2005 Stock Incentive Plan, Amended and Restated 1999 Stock Option Plan (including the U.K. sub-plan), 1998 Stock Option Plan, 1997 Stock Option Plan, 1997 Stock Incentive Plan, as amended, and 1994 Stock Option Plan, as amended. Members of the Company's Board of Directors, officers who file reports under Section 16(a) of the Securities Exchange Act of 1934 and members of the Company's executive staff were not eligible to participate in this offer. Under the offer, eligible options with exercise prices equal to or greater than \$40.00 and less than \$50.00 per share were eligible to receive a cash payment of \$1.50 per share, and eligible options with exercise prices equal to or greater than \$50.00 per share were eligible to receive a cash payment of \$1.00



per share.

Options to purchase a total of 419,042 shares of the Company's common stock, of which 366,769 shares became available for future grant, were tendered under the offer for an aggregate purchase price of approximately \$0.5 million paid in exchange for the cancellation of the eligible options. As a result of the tender offer, the Company incurred stock-based compensation charges of approximately \$0.1 million in its condensed consolidated statements of operations during the second quarter of 2009. This was the first time the Company offered to purchase outstanding stock options in exchange for cash, and there is no current intent to make another such offer in the future.

## Employee Stock Purchase Plan

The Company's Second Amended and Restated 1996 Employee Stock Purchase Plan (the "ESPP") offers the Company's shares for purchase at a price equal to 85% of the closing price on the applicable offering period termination date. Shares issued under the ESPP are considered compensatory under FASB ASC subtopic 718-50, Compensation-Stock Compensation: Employee Stock Purchase Plans. Accordingly, the Company is required to assign fair value to, and record compensation expense for, shares issued from the ESPP.

The following table sets forth the weighted-average key assumptions and fair value results for shares issued under the ESPP during the three- and six-month periods ended June 30, 2010 and 2009:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Expected dividend yield	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate	1.54%	1.25%	1.15%	1.90%
Expected volatility	40.8%	56.5%	44.9%	59.9%
Expected life (in years)	0.24	0.25	0.24	0.24
Weighted-average fair value of shares issued	\$2.43	\$1.94	\$2.24	\$1.83

Under the ESPP, the Company issued 52,367 shares at an average price per share of \$11.50 and 68,527 shares at an average price per share of \$8.92 during the six months ended June 30, 2010 and 2009, respectively. At June 30, 2010, 792,107 shares remained available for issuance under the ESPP.

## Stock-Based Compensation

Stock-based compensation was included in the following captions in the Company's condensed consolidated statements of operations for the three- and six-month periods ended June 30, 2010 and 2009 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Cost of product revenues	\$ 197	\$ 153	\$ 386	\$ 503
Cost of services revenues	282	231	535	621
Research and development expenses	547	612	1,198	1,082
Marketing and selling expenses	1,107	806	2,075	1,627
General and administrative expenses	1,531	1,092	2,792	3,209
Total stock-based compensation	\$ 3,664	\$ 2,894	\$ 6,986	\$ 7,042

At June 30, 2010, the Company had \$32.5 million of unrecognized compensation costs before forfeitures related to non-vested stock-based compensation awards granted under its stock-based compensation plans.

## 12. STOCK REPURCHASES

In April 2007, the Company initiated a stock repurchase program that ultimately authorized the repurchase of up to \$200 million of the Company's common stock through transactions on the open market, in block trades or otherwise. At June 30, 2010, \$80.3 million remained available for future stock repurchases under the program. The stock repurchase program is funded through working capital and has no expiration date. No shares of common stock have

been repurchased under this program since March 2008.

During the six months ended June 30, 2010, the Company repurchased 3,964 shares of restricted stock from an employee to pay required withholding taxes upon the vesting of restricted stock.

At June 30, 2010 and December 31, 2009, treasury shares held by the Company totaled 4,289,460 shares and 4,852,738 shares, respectively.

### 13. CONTINGENCIES

The Company receives inquiries from time to time claiming possible patent infringement by the Company. If any infringement is determined to exist, the Company may seek licenses or settlements. In addition, as a normal incidence of the nature of the Company's business, various claims, charges and litigation have been asserted or commenced from time to time against the Company arising from or related to matters such as contractual or employee relations, intellectual property rights and product performance. Settlements related to any such claim are generally included in the "general and administrative expenses" caption in the Company's consolidated statements of operations. Management generally does not believe these claims will have a material adverse effect on the financial position or results of operations of the Company.

On May 24, 2007, David Engelke and Bryan Engelke filed a complaint in Pinellas County (Florida) Circuit Court against our Pinnacle subsidiary claiming damages of approximately \$15 million for the alleged breach of two contracts by Pinnacle and that the Engelkes were entitled to indemnification for damages, attorneys fees and accrued interest assessed against them in litigation with a third party. The judgment rendered against the Engelkes in this third-party litigation was upheld on appeal by Florida's Second District Court of Appeal on May 26, 2010. On June 21, 2010, our Pinnacle subsidiary received favorable summary judgment rulings on the indemnification claim and one breach of contract claim. The Engelkes received a partial summary judgment ruling on the remaining breach of contract claim. A trial is scheduled to begin in September 2010 to determine whether Pinnacle's breach was the legal cause of any damages to the Engelkes, and if so, in what amount. The Company believes that the Engelkes' claim for damages is without merit, and is vigorously defending the case. Because the Company cannot predict the outcome of this action at this time, no costs have been accrued for any loss contingency.

From time to time, the Company provides indemnification provisions in agreements with customers covering potential claims by third parties of intellectual property infringement. These agreements generally provide that the Company will indemnify customers for losses incurred in connection with an infringement claim brought by a third party with respect to the Company's products. These indemnification provisions generally offer coverage for infringement claims based upon the products covered by the agreement. The maximum potential amount of future payments the Company could be required to make under these indemnification provisions is theoretically unlimited; however, to date, the Company has not incurred material costs related to these indemnification provisions. As a result, the Company believes the estimated fair value of these indemnification provisions is minimal.

As permitted under Delaware law and pursuant to the Company's Third Amended and Restated Certificate of Incorporation, as amended, the Company is obligated to indemnify its current and former officers and directors for certain events that occur or occurred while the officer or director is or was serving in such capacity. The term of the indemnification period is for each respective officer's or director's lifetime. The maximum potential amount of future payments the Company could be required to make under these indemnification obligations is unlimited; however, the Company has mitigated the exposure through the purchase of directors and officers insurance, which is intended to limit the risk and, in most cases, enable the Company to recover all or a portion of any future amounts paid. As a result of this insurance coverage, the Company believes the estimated fair value of these indemnification obligations is minimal.

The Company has three standby letters of credit at a bank that are used as security deposits in connection with the Company's Burlington, Massachusetts office space. In the event of default on the underlying leases, the landlords would, at June 30, 2010, be eligible to draw against the letters of credit to a maximum of \$2.6 million in the aggregate. The letters of credit are subject to aggregate reductions of approximately \$0.4 million at the end of each of the second, third and fifth years, provided the Company is not in default of the underlying leases and meets certain financial

performance conditions. In no case will the letters of credit amounts be reduced to below \$1.3 million in the aggregate throughout the lease periods, all of which extend to May 2020. At June 30, 2010, the Company was not in default of any of the underlying leases.

The Company also has a standby letter of credit at a bank that is used as a security deposit in connection with the Company's Daly City, California office space lease. In the event of default on this lease, the landlord would, at June 30, 2010, be eligible to draw against this letter of credit to a maximum of \$0.8 million. The letter of credit will remain in effect at \$0.8 million throughout the remaining lease period, which extends to September 2014. At June 30, 2010, the Company was not in default of this lease.

The Company has in the past, through third parties, provided lease financing options to its customers, including end users and, on a limited basis, resellers. This program was terminated by mutual agreement among the parties in the fourth quarter of 2008; however, balances outstanding as of the termination date continue to be collected by the third-party lessors as they become due. During the terms of these leases, which are generally three years, and until all remaining outstanding balances are collected, the Company may remain liable for any unpaid principal balance upon default by the customer, but such liability is limited in the aggregate based on a percentage of initial amounts funded or, in certain cases, amounts of unpaid balances. At June 30, 2010 and December 31, 2009, the Company's maximum recourse exposure totaled approximately \$2.2 million and \$2.5 million, respectively. The Company recorded revenues from these transactions upon the shipment of products, provided that all other revenue recognition criteria, including collectibility being reasonably assured, were met. The Company maintains a reserve for estimated losses under this program based on historical default rates applied to the amount outstanding at period end. At June 30, 2010 and December 31, 2009, the Company's accruals for estimated losses were \$0.8 million and \$1.3 million, respectively.

The Company provides warranties on externally sourced and internally developed hardware and software. For internally developed hardware and in cases where the warranty granted to customers for externally sourced hardware is greater than that provided by the manufacturer, the Company records an accrual for the related liability based on historical trends and actual material and labor costs. The warranty period for the Company's products is generally 30 days to one year, but can extend up to five years depending on the manufacturer's warranty or local law.

The following table sets forth activity for the Company's product warranty accrual for the six-month periods ended June 30, 2010 and 2009 (in thousands):

	Six Months Ended June 30,	
	2010	2009
Accrual balance at beginning of period	\$ 4,454	\$ 5,193
Accruals for product warranties	2,590	3,377
Cost of warranty claims	(2,599)	(3,639)
Accrual balance at end of period	\$ 4,445	\$ 4,931

#### 14. COMPREHENSIVE LOSS

Total comprehensive loss, net of taxes, consists of net loss and the net changes in foreign currency translation adjustment and net unrealized gains and losses on available-for-sale securities and other investments. The following is a summary of the Company's comprehensive loss for the three- and six-month periods ended June 30, 2010 and 2009 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Net loss	\$ (12,906)	\$ (15,949)	\$ (26,388)	\$ (33,226)
Net changes in:				
Foreign currency translation adjustment	(6,018)	5,211	(10,253)	1,290
Unrealized gains (losses) on investments	—	79	(4)	38
Total comprehensive loss	\$ (18,924)	\$ (10,659)	\$ (36,645)	\$ (31,898)

15. SEGMENT INFORMATION

During 2009, the Company was organized into two business units, Video and Audio, which were also its reportable segments. In the later part of 2009, the Company completed the reorganization of its business around functional groups rather than product categories. The Company's evaluation of the discrete financial information that is regularly reviewed by the chief operating decision makers determined that the Company now has one reportable segment. Effective January 1, 2010, the Company began reporting based on a single reportable segment and has reclassified its 2009 segment reporting to conform to the 2010 presentation. The change to the current presentation did not affect the Company's consolidated operating results.

The following table sets forth activity for the Company's revenues by type for the three- and six-month periods ended June 30, 2010 and 2009 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Video product revenues	\$ 66,913	\$ 60,902	\$ 125,048	\$ 121,457
Video services revenues	26,608	27,797	52,826	54,744
	93,521	88,699	177,874	176,201
Audio product revenues:	67,221	61,010	137,765	124,096
Audio services revenues	1,418	834	2,477	1,875
	68,639	61,844	140,242	125,971
Total net revenues	\$ 162,160	\$ 150,543	\$ 318,116	\$ 302,172

#### 16. RESTRUCTURING AND OTHER COSTS AND ACCRUALS

In October 2008, the Company initiated a company-wide restructuring plan (the "Plan") that included a reduction in force of approximately 500 positions, including employees related to product line divestitures, and the closure of all or parts of some facilities worldwide. The Plan is intended to improve operational efficiencies and bring costs in line with expected revenues. In connection with the Plan, during the fourth quarter of 2008 the Company recorded restructuring charges of \$20.4 million related to employee termination costs and \$0.5 million for the closure of three small facilities. In addition, as a result of the decision to sell the PCTV product line, the Company recorded a non-cash restructuring charge of \$1.9 million in cost of revenues related to the write-down of inventory.

During the first six months of 2009, the Company recorded new restructuring charges totaling \$8.2 million under the Plan, of which \$3.1 million related to employee termination costs; \$4.3 million related to the closure of all or part of nine facilities; and \$0.8 million, recorded in cost of revenues, related to the write-down of PCTV inventory not included in assets held-for-sale. During the third and fourth quarters of 2009, as a result of the expanded use of offshore development resources for R&D projects and our desire to better align our 2010 cost structure with revenue expectations, the Company initiated new restructuring actions under the Plan resulting in additional restructuring charges totaling \$18.9 million. The third and fourth quarter charges included \$11.7 million related to an additional reduction in force of approximately 320 positions and \$7.2 million, including non-cash charges of \$2.2 million for the write-off of fixed assets, primarily related to the closure of one floor of our Daly City, California facility. Also during 2009, the Company recorded additional charges of \$0.8 million for revised estimates of severance obligations previously recorded under the Plan and restructuring reductions of (\$0.2) million for revised estimates of previously initiated restructuring plans.

During the first quarter of 2010, the Company recorded new restructuring charges under the Plan totaling \$0.8 million as a result of the closure of all or part of four additional facilities. Also during the first six months of 2010, the Company recorded additional charges of \$0.3 million for revised estimates of facilities costs and a reduction of (\$0.3) million for revised estimates of severance obligations previously recorded under the Plan. In connection with restructuring actions taken under the Plan, the Company has incurred total restructuring charges of approximately \$52 million.



During the three months ended June 30, 2010, the Company also recorded restructuring charges of \$0.7 million primarily for severance costs for 24 former Euphonix employees under a newly initiated acquisition-related plan. Future actions anticipated under the plan are limited to the closure of Euphonix facilities and are expected to result in additional 2010 restructuring charges of approximately \$1.1 million.

For the three and six months ended June 30, 2010, also included in the Company's results of operations under the caption "restructuring and other costs, net" were costs of \$3.8 million related to the Company's exit from its Tewksbury, Massachusetts headquarters lease.

The Company recorded the employee-related restructuring charges as an ongoing benefit arrangement in accordance with FASB ASC topic 712, Compensation – Nonretirement Postemployment Benefits, and the facility-related restructuring charges in accordance with the guidance of FASB ASC topic 420, Liabilities: Exit or Disposal Cost Obligations. Restructuring charges and accruals require significant estimates and assumptions, including sub-lease income assumptions. These estimates and assumptions are monitored on at least a quarterly basis for changes in circumstances and any corresponding adjustments to the accrual are recorded in the Company’s statement of operations in the period when such changes are known.

In connection with the 2005 Pinnacle acquisition, the Company recorded restructuring accruals related to severance agreements and lease or other contract terminations in accordance with the then current accounting guidance of Emerging Issues Task Force Issue No. 95-3, Recognition of Liabilities in Connection with a Purchase Business Combination. At June 30, 2010, the remaining facility restructuring accrual balance related to the Pinnacle acquisition totaled approximately \$0.2 million.

The following table sets forth the activity in the restructuring accruals for the six months ended June 30, 2010 (in thousands):

	Non-Acquisition-Related Restructuring Liabilities		Acquisition-Related Restructuring Liabilities		Total
	Employee- Related	Facilities- Related	Employee- Related	Facilities- Related	
Accrual balance at December 31, 2009	\$ 9,234	\$ 7,261	\$ —	\$ 472	\$ 16,967
New restructuring charges	—	801	725	—	1,526
Revisions of estimated liabilities	(304)	331	—	—	27
Accretion	—	128	—	8	136
Cash payments for employee-related charges	(6,782)	—	(7)	—	(6,789)
Cash payments for facilities, net of sublease income	—	(2,888)	—	(214)	(3,102)
Non-cash write-offs	—	(249)	—	—	(249)
Foreign exchange impact on ending balance	(337)	(70)	—	(37)	(444)
Accrual balance at June 30, 2010	\$ 1,811	\$ 5,314	\$ 718	\$ 229	\$ 8,072

The employee-related accruals at June 30, 2010 represent severance and outplacement costs to former employees that will be paid out within the next twelve months and are, therefore, included in the caption “accrued expenses and other current liabilities” in the Company’s consolidated balance sheet at June 30, 2010.

The facilities-related accruals at June 30, 2010 represent estimated losses, net of subleases, on space vacated as part of the Company’s restructuring actions. The leases, and payments against the amounts accrued, will extend through 2017 unless the Company is able to negotiate earlier terminations. Of the total facilities-related accruals, \$3.7 million is included in the caption “accrued expenses and other current liabilities” and \$1.9 million is included in the caption “long-term liabilities” in the Company’s consolidated balance sheet at June 30, 2010.

## 17. RECENT ACCOUNTING PRONOUNCEMENTS

In October 2009, the FASB issued Accounting Standards Update No. 2009-13, Multiple-Deliverable Revenue Arrangements, an amendment to FASB ASC topic 605, Revenue Recognition, and Accounting Standards Update No. 2009-14, Certain Revenue Arrangements That Include Software Elements, an amendment to FASB ASC subtopic 985-605, Software – Revenue Recognition (the “Updates”). The Updates provide guidance on arrangements that include software elements, including tangible products that have software components that are essential to the functionality of the tangible product and will no longer be within the scope of the software revenue recognition guidance, and software-enabled products that will now be subject to other relevant revenue recognition guidance. The Updates also provide authoritative guidance on revenue arrangements with multiple deliverables that are outside the scope of the software revenue recognition guidance. Under the new guidance, when vendor-specific objective evidence or third-party evidence of fair value for deliverables in an arrangement cannot be determined, a best estimate of the selling price is required to separate deliverables and allocate arrangement consideration using the relative selling price method. The Updates also include new disclosure requirements on how the application of the relative selling price method affects the timing and amount of revenue recognition. The Updates must be adopted in the same period using the same transition method and are effective prospectively, with retrospective adoption permitted, for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, or January 1, 2011 for Avid. Early adoption is also permitted; however, early adoption during an interim period requires retrospective application from the beginning of the fiscal year. The Company is currently assessing the timing and method of adoption, as well as the possible impact of this guidance on its financial position and results of operations.

## ITEM 2.MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### EXECUTIVE OVERVIEW

#### Our Company

We create digital audio and video technology used to make the most listened to, most watched and most loved media in the world – from the most prestigious and award-winning feature films, music recordings, television shows, live concert tours and news broadcasts, to music and movies made at home. Our influential and pioneering solutions include Media Composer, Pro Tools, Interplay, ISIS, VENUE, Oxygen 8, Sibelius and Pinnacle Studio. Our mission is to inspire passion, unleash creativity and enable our customers to realize their dreams in a digital world. Anyone who enjoys movies, television or music has almost certainly experienced the work of content creators who use our solutions to bring their creative visions to life.

We operate our business based on the following five customer-centric strategic principles:

- Drive customer success. We are committed to making each and every customer successful. Period. It's that simple.
- From enthusiasts to the enterprise. Whether performing live or telling a story to sharing a vision or broadcasting the news – we create products to support our customers at all stages.
- Fluid, dependable workflows. Reliability. Flexibility. Ease of Use. High Performance. We provide best-in-class workflows to make our customers more productive and competitive.
- Collaborative support. For the individual user, the workgroup, a community or the enterprise, we enable a collaborative environment for success.
- Avid optimized in an open ecosystem. Our products are innovative, reliable, integrated and best-of-breed. We work in partnership with a third-party community resulting in superior interoperability.

We are deeply committed to the long-term success of our company and that of our customers. In 2008, we initiated a significant transformation of our business that included, among other things, establishing a new management team, developing a new corporate strategy, restructuring our internal organization, improving operational efficiencies, divesting non-core product lines and reducing the size of our workforce. We have established a strategic and organizational foundation from which we are positioned to build momentum in our core business and expand our operating margins with the ultimate goal of sustainable growth. As part of our business transformation, in the later part of 2009 we completed a reorganization of our business around functional groups rather than product categories. As a result, effective January 1, 2010, we commenced reporting based on a single reportable segment.

We routinely post important information for investors on the Investors page of our website at [www.avid.com](http://www.avid.com).

#### Financial Summary

Our revenues for the three-month period ended June 30, 2010 were \$162.2 million, an increase of 7.7% compared to the same period last year, with revenues from audio products and services increasing by 11.0%, and revenues from video products and services increasing by 5.4%. Overall, product revenues increased by 10.0% and services revenues

decreased by 2.1%. Our revenues for the six-month period ended June 30, 2010 were \$318.1 million, an increase of 5.3% compared to the same period last year, with revenues from audio products and services increasing by 11.3%, and revenues from video products and services increasing by 0.9%. Overall, product revenues increased by 7.0% and services revenues decreased by 2.3%. Currency exchange rates had a negative impact on our revenues for the three-month period and a positive impact on our revenues for six-month period, compared to the same periods in 2009. The changes in revenues are discussed in further detail in the section titled "Results of Operations" below.

Our total gross margin for the three-month period ended June 30, 2010 decreased slightly to 50.7% from 51.5% for the comparable 2009 period. Our total gross margin for the six-month period ended June 30, 2010 improved slightly to 50.3% from 49.9% for the comparable 2009 period. The decrease for the three-month period was largely driven by a 1.2% decrease in products gross margin percentage. The improvement for the six-month period was largely driven by a 3.8% increase in our services gross margin percentage, which was largely the result of improved efficiencies resulting from our transition to a single company-wide delivery organization.

Our operating expenses for the three- and six-month periods ended June 30, 2010 were \$95.0 million and \$185.7 million, respectively, compared to \$92.9 million and \$186.4 million for the same periods in 2009. The increase for the three-month period was primarily attributable to the operating expenses of our 2010 Euphonix, Inc. and Blue Order Solutions AG acquisitions.

As a result of our business transformation, we initiated a restructuring plan in the fourth quarter of 2008. To date, this restructuring plan has resulted in charges related to a reduction in force of approximately 820 positions, including employees associated with product line divestitures, and the closure of all or parts of 18 facilities worldwide. During the second quarter of 2010, we initiated an acquisition-related restructuring plan that resulted in charges of \$0.7 million during the quarter. Cash expenditures resulting from restructuring obligations totaled approximately \$9.9 million during the first six months of 2010. We may engage in additional cost reduction programs in the future, including restructuring actions, as a result of changing economic conditions.

In June 2010, we relocated our corporate offices to Burlington, Massachusetts upon expiration of our lease in Tewksbury, Massachusetts. The Burlington facility was chosen after reviewing many potential sites, because it will accommodate our business over the long term and provide a more employee and customer friendly environment in a cost effective manner. During the six months ended June 30, 2010, leasehold improvements, furniture and equipment related to this relocation were placed in service and resulted in fixed asset additions of approximately \$31.4 million, of which \$15.4 million represented cash expenditures during the period. During the same period, we wrote off fixed assets with gross book values and net book values of approximately \$22.6 million and \$0.1 million, respectively, that were related to the closure of our former headquarters facility.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our management's discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. We make estimates and assumptions in the preparation of our consolidated financial statements that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances. However, actual results may differ from these estimates.

We believe that our critical accounting policies are those related to revenue recognition and allowances for product returns and exchanges; stock-based compensation; the valuation of business combinations, goodwill and intangible assets; divestitures; and income tax assets and liabilities. We believe these policies are critical because they most significantly affect the portrayal of our financial condition and results of operations and involve our most difficult and subjective estimates and judgments. Our critical accounting policies may be found in our 2009 Annual Report on Form 10-K in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," under the heading "Critical Accounting Policies and Estimates."



## RESULTS OF OPERATIONS

## Net Revenues

Our net revenues are derived mainly from sales of computer-based digital, nonlinear media-editing and finishing systems and related peripherals, including shared-storage systems, software licenses, and related professional services and maintenance contracts.

Three Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010 Net Revenues	% of Consolidated Net Revenues	2009 Net Revenues	% of Consolidated Net Revenues	Change	% Change in Revenues
Video product revenues	\$ 66,913	41.3%	\$ 60,902	40.4%	\$ 6,011	9.9%
Video services revenues	26,608	16.4%	27,797	18.5%	(1,189)	(4.3%)
	93,521	57.7%	88,699	58.9%	4,822	5.4%
Audio product revenues	67,221	41.4%	61,010	40.5%	6,211	10.2%
Audio services revenues	1,418	0.9%	834	0.6%	584	70.0%
	68,639	42.3%	61,844	41.1%	6,795	11.0%
Total net revenues	\$ 162,160	100.0%	\$ 150,543	100.0%	\$ 11,617	7.7%

Six Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010 Net Revenues	% of Consolidated Net Revenues	2009 Net Revenues	% of Consolidated Net Revenues	Change	% Change in Revenues
Video product revenues	\$ 125,048	39.3%	\$ 121,457	40.2%	\$ 3,591	3.0%
Video services revenues	52,826	16.6%	54,744	18.1%	(1,918)	(3.5%)
	177,874	55.9%	176,201	58.3%	1,673	0.9%
Audio product revenues	137,765	43.3%	124,096	41.1%	13,669	11.0%
Audio services revenues	2,477	0.8%	1,875	0.6%	602	32.1%
	140,242	44.1%	125,971	41.7%	14,271	11.3%
	\$ 318,116	100.0%	\$ 302,172	100.0%	\$ 15,944	5.3%



Total net  
revenues

The overall 7.7% increase in our revenues for the three-month period was driven by increased revenues from both our audio and video products. This increase was partially offset by decreased revenues from our video services offerings. For the three-month period, compared to the same period in 2009, the increase in revenues was net of a \$2.2 decrease for the unfavorable impact of currency exchange rates.

The overall 5.3% increase in our revenues for the six-month period was largely driven by increased revenues from our audio products and, to a lesser extent, increased revenues from our video products. These increases were partially offset by decreased revenues from our video services offerings. For the six-month period, compared to the same period in 2009, the increase in revenues included an increase of approximately \$3.1 million for the favorable impact of currency exchange rates.

The increases in revenues from our audio products for the three- and six-month periods were the result of increased revenues for most of our audio product lines, including revenues of \$3.5 million related to our April 2010 acquisition of Euphonix. During the first six months of 2010, compared to the same period in 2009, revenues from our professional audio products and our live system VENUE product line were especially strong. The increased revenues from our professional audio products largely resulted from sales promotions offered during the first half of 2010.

The increases in revenues from our video products for both the three- and six-month periods were primarily the result of increased revenues from sales of our ISIS shared storage systems and Interplay production and media-asset management products during the first six months of 2010, as well as increased revenues from our professional editor and broadcast newsroom product lines during the three months ended June 30, 2010. The release of a new version of Media Composer during the second quarter was a factor in the improvement in professional editor revenues. Revenues from our broadcast newsroom product lines showed significant improvement during the second quarter as well.

Services revenues are derived primarily from maintenance contracts and to a lesser extent professional and installation services and training. The decreases in video services revenues for both the three- and six-month periods were largely the result of our decision to end the maintenance service offerings for certain previously discontinued product lines and, to a lesser extent, decreased training revenues, partially offset by increased professional and installation services revenues.

Net revenues derived through indirect channels were 65% and 67% of our net revenues for the three- and six-month periods ended June 30, 2010, respectively, compared to 65% and 66% for the same periods in 2009.

Sales to customers outside the United States accounted for 54% and 56% of our net revenues for the three- and six-month periods ended June 30, 2010, respectively, compared to 56% and 55% for the same periods in 2009.

#### Gross Margin

Cost of revenues consists primarily of costs associated with:

- the procurement of components;
- the assembly, testing and distribution of finished products;
  - warehousing;
- customer support costs related to maintenance contract revenues and other services; and
  - royalties for third-party software and hardware included in our products.

Cost of revenues also includes amortization of technology, which represents the amortization of developed technology assets acquired in business combinations. Amortization of technology is described further in the “Amortization of Intangible Assets” section below. Cost of revenues for the six-month period ended June 30, 2009 included a charge of \$0.8 million for the write-down of inventory during the first quarter of 2009 related to the 2008 divestiture of our PCTV product line.

Gross margins fluctuate based on factors such as the mix of products and services sold, the cost and proportion of third-party hardware and software included in the products sold, the offering of product upgrades, price discounts and other sales promotion programs, the distribution channels through which products are sold, the timing of new product introductions and currency exchange rate fluctuations.

#### Three Months Ended June 30, 2010 and 2009

(dollars in thousands)

2010	Gross	2009	Gross	Change in
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		Margin %		Margin %	Gross Margin %
Cost of products revenues	\$ 65,837	50.9%	\$ 58,429	52.1%	(1.2%)
Cost of services revenues	13,139	53.1%	14,090	50.8%	2.3%
Amortization of intangible assets	946	—	426	—	—
Total	\$ 79,922	50.7%	\$ 72,945	51.5%	(0.8%)

Six Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010	Gross Margin %	2009	Gross Margin %	Change in Gross Margin %
Cost of products revenues	\$ 129,106	50.9%	\$ 119,677	51.3%	(0.4%)
Cost of services revenues	27,179	50.9%	29,929	47.1%	3.8%
Amortization of intangible assets	1,912	-	946	-	-
Restructuring costs	-	-	799	-	-
<b>Total</b>	<b>\$ 158,197</b>	<b>50.3%</b>	<b>\$ 151,351</b>	<b>49.9%</b>	<b>0.4%</b>

Increases in products costs resulted in (1.2%) and (0.4%) decreases in our product gross margin percentages for the three- and six-month periods, respectively, which were largely due to a revised estimate for a royalty accrual resulting in a favorable adjustment during the second quarter of last year. Although they had a positive impact on revenues and gross profit, sales promotions offered for our professional audio products during the 2010 periods were also a factor in the decreases in our product gross margin percentages. Decreases in services costs resulted in 2.3% and 3.8% improvements in our services gross margin percentages for the three- and six-month periods, respectively, which were largely the result of the improved efficiencies resulting from our transition to a single company-wide delivery organization.

#### Research and Development

Research and development expenses include costs associated with the development of new products and the enhancement of existing products, and consist primarily of employee salaries and benefits, facilities costs, depreciation, costs for consulting and temporary employees, and prototype and other development expenses.

Three Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010 Expenses	2009 Expenses	Change	%
Research and development	\$ 30,268	\$ 30,661	\$ (393)	(1.3%)
As a percentage of net revenues	18.7%	20.4%	(1.7%)	

Six Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010 Expenses	2009 Expenses	Change	%
Research and development	\$ 60,419	\$ 61,712	\$ (1,293)	(2.1%)
As a percentage of net revenues	19.0%	20.4%	(1.4%)	

The decreases in research and development, or R&D, expenses for both the three- and six-month periods ended June 30, 2010, compared to the same periods in 2009, were primarily due to our increased use of offshore development resources, partially offset by the R&D expenses of our 2010 acquisitions. As a result, for the three-month period, personnel-related expenses were lower by \$1.5 million and facilities and information technology infrastructure costs decreased by \$0.3 million, while consulting and outside services costs increased by \$1.5 million. For the six-month

period, personnel-related expenses were lower by \$2.2 million and facilities and information technology infrastructure costs decreased by \$1.3 million, while consulting and outside services costs increased by \$2.4 million.

The decreases in R&D expenses as a percentage of revenues for the three- and six-month periods were the result of both the decreases in R&D expenses and the increases in revenues for the 2010 periods compared to the same periods in 2009.

## Marketing and Selling

Marketing and selling expenses consist primarily of employee salaries and benefits for selling, marketing and pre-sales customer support personnel; commissions; travel expenses; advertising and promotional expenses; and facilities costs.

Three Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010 Expenses	2009 Expenses	Change	% Change
Marketing and selling	\$ 44,474	\$ 41,994	\$ 2,480	5.9%
As a percentage of net revenues	27.4%	27.9%	(0.5%)	

Six Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010 Expenses	2009 Expenses	Change	% Change
Marketing and selling	\$ 86,220	\$ 82,775	\$ 3,445	4.2%
As a percentage of net revenues	27.1%	27.4%	(0.3%)	

The increase in marketing and selling expenses for the three-month period ended June 30, 2010, compared to the same period in 2009, was largely due to higher personnel-related costs and increased facilities and information technology infrastructure costs, partially offset by lower tradeshow and other promotional expenses. Personnel-related costs increased by \$3.3 million, primarily resulting from higher compensation and benefits costs and the expenses added by our 2010 acquisitions, while facilities and information technology infrastructure costs increased by \$0.6 million. Tradeshow and other promotional expenses decreased by \$0.9 million.

The increase in marketing and selling expenses for the six-month period was largely due to higher personnel-related costs, increased consulting and outside services costs and less favorable foreign exchange translations, partially offset by lower tradeshow and other promotional expenses and decreased bad debt expense. Personnel-related costs increased by \$5.7 million, primarily resulting from higher compensation and benefits costs and the expenses added by our 2010 acquisitions, while outside consulting and services costs increased by \$1.1 million. Also during the first six months of 2010, net foreign exchange gains (specifically, remeasurement gains and losses on net monetary assets denominated in foreign currencies, offset by non-designated foreign currency hedging gains and losses), which are included in marketing and selling expenses, were \$0.3 million, compared to gains of \$1.6 million for the 2009 period, resulting in a \$1.3 million decrease in the offset to expense. Tradeshow and other promotional expenses decreased by \$2.6 million, while bad debt expense decreased by \$1.6 million. The decrease in bad debt expense was primarily the result of a lease default in the first quarter of 2009, which initiated an increase in our lease recourse reserves during that period.

The decreases in marketing and selling expenses as a percentage of revenues for the three- and six-month periods ended June 30, 2010 were the result of the increases in revenues for the 2010 periods, partially offset by the effects of the increases in expenses.

## General and Administrative

General and administrative expenses consist primarily of employee salaries and benefits for administrative, executive, finance and legal personnel; audit, legal and strategic consulting fees; and insurance, information systems and facilities costs. Information systems and facilities costs reported within general and administrative expenses are net of allocations to other expenses categories.

Three Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010 Expenses	2009 Expenses	Change	%Change
General and administrative	\$ 13,879	\$ 12,559	\$ 1,320	10.5%
As a percentage of net revenues	8.6%	8.3%	0.3%	

Six Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010 Expenses	2009 Expenses	Change	%Change
General and administrative	\$ 28,481	\$ 27,672	\$ 809	2.9%
As a percentage of net revenues	9.0%	9.2%	(0.2%)	

The increase in general and administrative expenses for the three-period ended June 30, 2010, compared to the same period in 2009, was primarily due to higher personnel-related expenses of \$1.2 million. The increase in general and administrative expenses for the six-month period ended June 30, 2010, compared to the same period in 2009, was primarily due to increased costs related to our acquisition activities of \$0.8 million and higher personnel-related expenses of \$0.5 million. The increases in our personnel-related costs for both periods were due to increased compensation and benefits costs, as well as expenses added by our 2010 acquisitions.

The increase in general and administrative expenses as a percentage of revenues for the three-month period ended June 30, 2010 was the result of the increase in expenses during the period. The decrease in general and administrative expenses as a percentage of revenues for the six-month period ended June 30, 2010 was the result of the increase in revenues for the 2010 period, partially offset by the effect of the increase in expenses.

#### Amortization of Intangible Assets

Intangible assets result from acquisitions and include developed technology, customer-related intangibles, trade names and other identifiable intangible assets with finite lives. With the exception of developed technology, these intangible assets are amortized using the straight-line method. Developed technology is amortized using the greater of (1) the amount calculated using the ratio of current quarter revenues to the total of current quarter and anticipated future revenues over the estimated useful life of the developed technology and (2) the straight-line method, over each developed technology's remaining useful life. Amortization of developed technology is recorded within cost of revenues. Amortization of customer-related intangibles, trade names and other identifiable intangible assets is recorded within operating expenses.

Three Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010	2009	Change	%Change
Amortization of intangible assets recorded in cost of revenues	\$ 946	\$ 426	\$ 520	122.1%
	2,417	2,622	(205)	(7.8%)



Amortization of intangible assets recorded in operating expenses

Total amortization of intangible assets	\$	3,363	\$	3,048	\$	315	10.3%
Total amortization of intangible assets as a percentage of net revenues		2.1%		2.0%		0.1%	

Six Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010	2009	Change	% Change
Amortization of intangible assets recorded in cost of revenues	\$ 1,912	\$ 946	\$ 966	102.1%
Amortization of intangible assets recorded in operating expenses	5,274	4,997	277	5.5%
Total amortization of intangible assets	\$ 7,186	\$ 5,943	\$ 1,243	20.9%
Total amortization of intangible assets as a percentage of net revenues	2.3%	2.0%	0.3%	

For the three-month-period ended June 30, 2010, compared to the same period in 2009, the increase in amortization of intangible assets recorded in cost of revenues was primarily the result of the amortization of intangible assets related to our acquisitions of Euphonix in April 2010; Blue Order in January 2010 and MaxT Systems Inc. in July 2009. The decrease in amortization of intangible assets recorded in operating expenses for the three-month period was the result of the completion of the amortization of certain intangible assets acquired as part of prior acquisitions, partially offset by amortization of intangible assets related to our acquisitions of Euphonix, Blue Order and MaxT.

For the six-month-period ended June 30, 2010, compared to the same period in 2009, the increases in amortization of intangible assets recorded in both cost of revenues and operating expenses were primarily the result of the amortization of intangible assets related to our acquisitions of Euphonix, Blue Order and MaxT. See Notes 5 and 6 to our unaudited condensed consolidated financial statements included in Item 1 of this report for further information on our acquisition-related identifiable intangible assets.

## Restructuring and Other Costs, Net

In October 2008, we initiated a company-wide restructuring plan that included a reduction in force of approximately 500 positions, including employees related to our product line divestitures, and the closure of all or parts of some of our worldwide facilities. The restructuring plan is intended to improve operational efficiencies and bring our costs in line with expected revenues. In connection with the plan, during the fourth quarter of 2008, we recorded restructuring charges of \$20.4 million related to employee termination costs and \$0.5 million for the closure of three small facilities. In addition, as a result of the decision to sell the PCTV product line, we recorded a non-cash restructuring charge of \$1.9 million in cost of revenues related to the write-down of inventory.

During 2009, we recorded restructuring charges of \$27.7 million, of which \$27.9 million related to this plan and a reduction of (\$0.2) million was the result of revised estimates for amounts recorded under previous restructuring plans. Charges under the plan included new restructuring charges of \$27.1 million and revisions to previously recorded estimates under the plan of \$0.8 million. The new restructuring charges included \$14.8 million related to employee termination costs, including those for approximately 320 additional employees; \$11.5 million related to the closure of all or part of eleven facilities; and \$0.8 million, recorded in cost of revenues, related to the write-down of PCTV inventory. The charges resulting from the reduction in force of 320 additional employees were recorded in the third and fourth quarters and were primarily the result of the expanded use of offshore development resources for R&D projects and our desire to better align our 2010 cost structure with revenue expectations.

During the first six months of 2010, we recorded new restructuring charges under the plan totaling \$0.8 million as a result of the closure of all or part of four additional facilities and charges of \$0.3 million for revised estimates of

facilities costs and a reduction of (\$0.3) million for revised estimates of severance obligations previously recorded under the plan.

During the three months ended June 30, 2010, we also recorded restructuring charges of \$0.7 million primarily for severance costs for 24 former Euphonix employees under a newly initiated acquisition-related plan. Future actions anticipated under the plan are limited to the closure of Euphonix facilities and are expected to result in additional 2010 restructuring charges of approximately \$1.1 million.

For the three- and six-month periods ended June 30, 2010, also included in our results of operations under the caption “restructuring and other costs, net” were costs of \$3.8 million related to our exit from the Tewksbury, Massachusetts headquarters lease.

## Interest and Other Income (Expense), Net

Interest and other income (expense), net, generally consists of interest income and interest expense.

Three Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010	2009	Change	%
				Change
Interest and other income (expense), net	\$ (102)	\$ 58	\$ (160)	(275.9%)
As a percentage of net revenues	(0.1%)	0.0%	(0.1%)	

Six Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010	2009	Change	%
				Change
Interest and other income (expense), net	\$ (102)	\$ 211	\$ (313)	(148.3%)
As a percentage of net revenues	(0.0%)	0.1%	(0.1%)	

The decreases in interest and other income (expense), net for the three- and six-month periods ended June 30, 2010, compared to the same periods in 2009, were primarily the result of lower interest rates paid on lower average cash balances, as well as increases in interest expense during the 2010 periods.

## (Benefit from) Provision for Income Taxes, Net

Three Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010	2009	Change
(Benefit from) provision for income taxes, net	\$ (3)	\$ 750	\$ (753)
As a percentage of net revenues	0.0%	0.5%	(0.5%)

Six Months Ended June 30, 2010 and 2009  
(dollars in thousands)

	2010	2009	Change
Provision for (benefit from) income taxes, net	\$ 464	\$ (2,139)	\$ 2,603
As a percentage of net revenues	0.1%	(0.7%)	0.8%

Our effective tax rate, which represents a tax provision as a percentage of loss before income taxes, was 2% for the six-month period ended June 30, 2010. Our effective tax rate, which represents a tax benefit as a percentage of loss before income taxes, was 6% for the six-month period ended June 30, 2009. The change from a tax benefit to a tax provision was primarily the result of favorable discrete tax benefits of \$1.7 million for cumulative adjustments of prior year tax provisions to actual tax return filings and \$1.0 million from the utilization of unused research and development tax credits during the six-month period ended June 30, 2009. No tax benefit is provided for losses

generated in the United States due to the full valuation allowance on our U.S. deferred tax assets.

The tax rate in each period is affected by net changes in the valuation allowance against our deferred tax assets. Excluding the impact of our valuation allowance, our effective tax rates would have been 30% and 49%, respectively, for the six-month periods ended June 30, 2010 and 2009. These rates differ from the Federal statutory rate of 35% primarily due to the mix of income and losses in foreign jurisdictions, which have tax rates that differ from the statutory rate.

We have significant net deferred tax assets as a result of tax credits and operating loss carryforwards. The realization of the net deferred tax assets is dependent upon the generation of sufficient future taxable income in the applicable tax jurisdictions. We regularly review our deferred tax assets for recoverability with consideration for such factors as historical losses, projected future taxable income and the expected timing of the reversals of existing temporary differences. Financial Accounting Standards Board Accounting Standards Codification topic 740, Income Taxes, requires us to record a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. Based on our level of deferred tax assets at June 30, 2010 and our level of historical U.S. losses, we have determined that the uncertainty regarding the realization of these assets is sufficient to warrant the need for a full valuation allowance against our U.S. net deferred tax assets.

## LIQUIDITY AND CAPITAL RESOURCES

### Current Cash Flows and Commitments

We have funded our operations in recent years through cash flows from operations as well as from the proceeds of the issuance of common stock under our employee stock plans. At June 30, 2010, our principal sources of liquidity included cash and cash equivalents totaling \$46.8 million.

Net cash used in operating activities was (\$8.9) million for the six months ended June 30, 2010, compared to (\$23.2) million for the same period in 2009. For the six months ended June 30, 2010, net cash used in operating activities primarily reflected our net loss adjusted for depreciation and amortization and stock-based compensation expense, as well as changes in working capital items, in particular an increase in accounts receivable and a decrease in accrued expenses, partially offset by increases in accounts payable and deferred revenues. For the six months ended June 30, 2009, net cash used in operating activities primarily reflected our net loss adjusted for depreciation and amortization and stock-based compensation expense, as well as changes in working capital items, in particular a decrease in accrued liabilities, partially offset by a decrease in accounts receivable.

Accounts receivable increased by \$20.5 million to \$100.2 million at June 30, 2010 from \$79.7 million at December 31, 2009. These balances are net of allowances for sales returns, bad debts and customer rebates, all of which we estimate and record based primarily on historical experience. Days sales outstanding in accounts receivable, or DSO, was 56 days at June 30, 2010, compared to 41 days at December 31, 2009. Our accounts receivable aging at June 30, 2010 is consistent with the December 31, 2009 aging, and we believe the DSO of 56 days is the result of the timing of revenue recognition and customer receipts.

At June 30, 2010 and December 31, 2009, we held inventories in the amounts of \$79.1 million and \$77.2 million, respectively. These balances included stockroom, spares and demonstration equipment inventories at various locations, as well as inventory at customer sites related to shipments for which we had not yet recognized revenue. At June 30, 2010, we reported decreases in raw materials and work in process, offset by an increase in finished goods, related to our increased use of contractors to manufacture our products, components and subassemblies. We review all inventory balances regularly for excess quantities or potential obsolescence and make appropriate adjustments as needed to write down the inventories to reflect their estimated realizable value. We source inventory products and components pursuant to purchase orders placed from time to time.

Accrued liabilities decreased by \$16.8 million to \$64.1 million at June 30, 2010 from \$80.9 million at December 31, 2009 as a result of cash expenditures related to restructuring obligations of \$9.9 million, as well as payments for other obligations accrued at December 31, 2009. In connection with restructuring activities during 2010 and prior periods, at June 30, 2010, we had restructuring accruals of \$2.5 million and \$5.5 million related to severance and lease obligations, respectively. Our future cash obligations for leases for which we have vacated the underlying facilities

total approximately \$10.5 million. The lease accruals represent the present value of the excess of our lease commitments on the vacated space over expected payments to be received on subleases of the relevant facilities. The lease payments will be made over the remaining terms of the leases, which have varying expiration dates through 2017, unless we are able to negotiate earlier terminations. The severance payments will be made during the next twelve months. All payments related to restructuring actions are expected to be funded through working capital. See Note 16 of the unaudited condensed consolidated financial statements in Item 1 of this report for the restructuring costs and accruals activity for the six months ended June 30, 2010.

Accounts payable increased by \$22.0 million to \$52.2 million at June 30, 2010 from \$30.2 million at December 31, 2009. This increase in accounts payable is primarily the result of the timing of invoice receipts from our customers and cash payments to our vendors and is substantially offset by the decrease in our accrued liabilities for the same period.

Deferred revenues increased by \$8.8 million to \$47.9 million at June 30, 2010, from \$39.1 million at December 31, 2009. This increase was largely the result of an increase in customer deposits and an increase in deferrals related to maintenance contracts, primarily resulting from the timing of contract renewals.

Net cash flow used in investing activities was (\$32.1) million for the six months ended June 30, 2010, compared to (\$11.1) million for the same period in 2009. The net cash flow used in investing activities for the six months ended June 30, 2010 primarily reflected \$27.0 million paid to acquire Blue Order and Euphonix and \$22.5 million used for the purchase of property and equipment, partially offset by net proceeds of \$17.4 million resulting from the timing of the sale and purchase of marketable securities. The net cash flow used in investing activities for the six months ended June 30, 2009 primarily reflected \$6.1 million used for the purchase of property and equipment, as well as net purchases of \$5.3 million resulting from the timing of the sale and purchase of marketable securities. Our purchases of property and equipment typically consist of computer hardware and software to support our R&D activities and information systems. The increase in property and equipment purchases in the 2010 period primarily resulted from leasehold improvement, furniture and equipment costs associated with the relocation of our corporate offices to Burlington, Massachusetts in June 2010. During the six months ended June 30, 2010, leasehold improvements furniture and equipment related to this relocation were placed in service and resulted in fixed asset additions of approximately \$31.4 million, of which \$15.4 million represented cash expenditures during the period. During the same period, we wrote off fixed assets with gross book values of approximately \$22.6 million that were related to the closure of our former headquarters facility.

During the six months ended June 30, 2010, cash used in financing activities was (\$0.3) million, compared to (\$0.8) million for the same period in 2009. During the six months ended June 30, 2010, the cash used in financing activities reflected costs associated with tax withholding obligations resulting from the issuance of common stock under employee stock plans, partially offset by proceeds from the issuance of common stock under employee stock plans. During the six months ended June 30, 2009, the cash used in financing activities reflected \$0.5 million used to repurchase stock options during the second quarter of 2009 and costs associated with tax withholding obligations resulting from the issuance of common stock under employee stock plans, partially offset by proceeds from the issuance of common stock under employee stock plans.

Our cash requirements vary depending on factors such as our growth, capital expenditures, acquisitions of businesses or technologies and obligations under restructuring programs. We believe that we have sufficient cash, cash equivalents, funds generated from operations and access to external financing to meet our operational and strategic objectives for at least the next twelve months. To the extent that we require external financing, there can be no assurance that we would be successful in obtaining financing or that we could do so on favorable terms.

#### Fair Value Measurements

We value our cash and investment instruments using quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. See Notes 3 and 4 to our unaudited condensed consolidated financial statements included in Item 1 of this report for the disclosure of the fair values and the inputs used to determine the fair values of our financial assets and financial liabilities.



RECENT ACCOUNTING PRONOUNCEMENTS

See Note 17 to our unaudited condensed consolidated financial statements included in Item 1 of this report for disclosure of the impact that recent accounting pronouncements have had or may have on our consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Foreign Currency Exchange Risk

We have significant international operations and, therefore, our revenues, earnings, cash flows and financial position are exposed to foreign currency risk from foreign-currency-denominated receivables, payables, sales transactions and net investments in foreign operations.

We derive more than half of our revenues from customers outside the United States. This business is, for the most part, transacted through international subsidiaries and generally in the currency of the end-user customers. Therefore, we are exposed to the risks that changes in foreign currency could adversely affect our revenues, net income and cash flow. To hedge against the foreign exchange exposure of certain forecasted receivables, payables and cash balances, we enter into short-term foreign currency forward contracts. There are two objectives of our foreign currency forward-contract program: (1) to offset any foreign exchange currency risk associated with cash receipts expected to be received from our customers over the next 30-day period and (2) to offset the impact of foreign currency exchange on our net monetary assets denominated in currencies other than the functional currency of the legal entity. These forward contracts typically mature within 30 days of execution. We record gains and losses associated with currency rate changes on these contracts in results of operations, offsetting gains and losses on the related assets and liabilities. The success of this hedging program depends on forecasts of transaction activity in the various currencies and contract rates versus financial statement rates. To the extent these forecasts are overstated or understated during periods of currency volatility, we could experience unanticipated currency gains or losses.

At June 30, 2010, we had foreign currency forward contracts outstanding with an aggregate notional value of \$31.0 million, denominated in the euro, British pound, Japanese yen, Canadian dollar and Danish kroner, as a hedge against actual and forecasted foreign-currency-denominated receivables, payables and cash balances. The mark-to-market effect associated with foreign currency forward contracts was a net unrealized gain of \$0.1 million at June 30, 2010. For the six months ended June 30, 2010, net gains of \$2.8 million resulting from forward contracts and \$2.5 million of net transaction and remeasurement losses on the related assets and liabilities were included in our results of operations.

As it relates to our use of foreign currency forward contracts, a hypothetical 10% change in foreign currency rates would not have a material impact on our financial position, results of operations or cash flows, assuming the above-mentioned forecast of foreign currency exposure is accurate, because the impact on the forward contracts as a result of a 10% change would at least partially offset the impact on the asset and liability positions of our foreign subsidiaries.

As we derive more than half of our revenues from customers outside the United States, a hypothetical 10% change in foreign currency rates relative to the various European currencies and, to a lesser extent, other foreign currencies could have a material adverse effect on our results of operations. Such a change would have the most significant effect on revenues. Costs of sales and operating expenses would be affected to a lesser extent as a higher percentage of these costs are incurred in the United States or transacted in U.S. dollars by our foreign operations.

Interest Rate Risk

At June 30, 2010, we held \$46.8 million in cash and cash equivalents, including a money market fund investment. Marketable securities are classified as "available for sale" and are recorded on the balance sheet at market value, with any unrealized gain or loss recorded in other comprehensive income (loss). A hypothetical 10% increase or decrease

in interest rates would not have a material impact on the fair market value of these instruments, or our financial position, results of operations or cash flows, due to the short maturities of the instruments.

ITEM 4.

CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2010. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Security and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of June 30, 2010, our chief executive officer and chief financial officer concluded that, as of that date, our disclosure controls and procedures were effective at the reasonable assurance level.

No change in our internal control over financial reporting occurred during the fiscal quarter ended June 30, 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

We are involved in legal proceedings from time to time arising from the normal course of business activities, including but not limited to claims of alleged infringement of intellectual property rights and commercial, employment, piracy prosecution and other matters. We do not believe these matters will have a material adverse effect on our financial position, results of operations or cash flows. However, our financial position, results of operations or cash flows may be negatively affected by the unfavorable resolution of one or more of these proceedings.

## ITEM 1A. RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described in Part I - Item 1A under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2009 in addition to the other information included or incorporated by reference in this quarterly report before making an investment decision regarding our common stock. If any of these risks actually occurs, our business, financial condition or operating results would likely suffer, possibly materially, the trading price of our common stock could decline, and you could lose part or all of your investment.

During the six months ended June, 2010, there were no material changes to the risk factors that were disclosed in Part 1 - Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2009.

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

## Issuer Sales of Equity Securities

On April 21, 2010, we issued 327,439 shares of our common stock to Dieter Meier, a former stockholder of Euphonix, Inc. ("Euphonix"), in connection with our acquisition of Euphonix. The shares of common stock were exempt from registration under Section 4(2) of the Securities Act of 1933, as amended, because there was no public offering of the common stock issued. No underwriters were involved in the sale of these securities.

## Issuer Purchases of Equity Securities

The following table is a summary of our stock repurchases during the three months ended June 30, 2010:

Period	Total Number of Shares Repurchased(a)	Average Price Paid Per Share	Total Number of Shares Repurchased as Part of the Publicly Announced Program	Dollar Value of Shares That May Yet be Purchased Under the Program(b)
April 1 – April 30, 2010	–	–	–	\$ 80,325,905

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May 1 – May 31, 2010	–	–	–	80,325,905
June 1 – June 30, 2010	1,982	13.23	–	80,325,905
	1,982 \$	13.23	– \$	80,325,905

- (a) In June 2010, we repurchased 1,982 shares of restricted stock from an employee to pay required withholding taxes upon the vesting of restricted stock.
- (b) In April 2007, we initiated a stock repurchase program that ultimately authorized the repurchase of up to \$200 million of our common stock through transactions on the open market, in block trades or otherwise. At June 30, 2010, \$80.3 million remained available for future stock repurchases under the program. The stock repurchase program is funded through working capital and has no expiration date. The last repurchase of shares of our common stock under this program was in March 2008.

ITEM 6.

EXHIBITS

The list of exhibits, which are filed or furnished with this report or which are incorporated herein by reference, is set forth in the Exhibit Index immediately preceding the exhibits and is incorporated herein by reference.

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SIGNATURE

Pursuant to the requirements 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: August 6, 2010

By: /s/ Ken Sexton  
Ken Sexton  
Executive Vice President, Chief  
Financial Officer and Chief  
Administrative Officer  
(Principal Financial Officer)



## EXHIBIT INDEX

Exhibit No.	Description	Filed with this Form 10-Q	Form or Schedule	Incorporated by Reference	
				SEC Filing Date	SEC File Number
31.1	Certification of Principal Executive Officer pursuant to Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
31.2	Certification of Principal Financial Officer pursuant to Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
32.1	Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X			

