

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

**FORM 10-K**

(Mark One)

**Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the fiscal year ended January 31, 2016  
or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-6395

**SEMTECH CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**95-2119684**  
(L.R.S. Employer  
Identification No.)

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

**Registrant's telephone number, including area code: (805) 498-2111**

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

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

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

None  
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

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

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

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

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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

The aggregate market value of the common stock held by non-affiliates of the registrant (based upon the closing sale price of \$17.93 on the NASDAQ Global

Select Market) as of July 26, 2015 was approximately \$0.8 billion. Stock held by directors, officers and shareholders owning 10% or more of the outstanding common stock (as reported by shareholders on Schedules 13D and 13G) were excluded as they may be deemed affiliates. This determination of affiliate status is not a conclusive determination for any other purpose.

Number of shares of Common Stock, \$0.01 par value per share, outstanding at March 25, 2016: 65,207,553

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**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the following documents are incorporated by reference in Part III, Item numbers 11, 12, 13 and 14 and portions of Item 10 of this report to: Definitive Proxy Statement in connection with registrant's annual meeting of shareholders to be held on June 16, 2016, to be filed no later than 120 days after the end of the registrant's fiscal year ended January 31, 2016.

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

### *Special Note Regarding Forward-Looking and Cautionary Statements*

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

*Company assumes no obligation to publicly release the results of any update or revision to any forward-looking statement that may be made to reflect new information, events or circumstances after the date hereof or to reflect the occurrence of unanticipated or future events, or otherwise.*

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

## PART I

### Item 1. Business

#### General

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

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

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

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

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

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

In March 2016, the United States Department of Commerce published in the Federal Register a "final rule" amending the Export Administration Regulations to add ZTE Corporation and three of its subsidiaries to the "Entity List" maintained by the Department for actions contrary to the national security and foreign policy interests of the United States. We do not expect this event to have a material impact on our results of operations.

#### Overview of the Semiconductor Industry

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

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

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

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

#### Business Strategy

Our objective is to be a leading supplier of analog and mixed-signal semiconductor devices to the fastest growing segments of our target markets. We intend to leverage our pool of skilled technical personnel to develop new products, or, where appropriate, use strategic acquisitions to either accelerate our position in the fastest growing areas or to gain entry into these

areas. In order to capitalize on our strengths in analog and mixed-signal processing design, development and marketing, we intend to pursue the following strategies:

*Leverage our rare analog/mixed signal design expertise*

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

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

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

*Focus on fast-growing market segments and regions*

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

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

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

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

*Leverage outsourced semiconductor fabrication capacity*

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

**Products and Technology**

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

On March 4, 2015, we completed the acquisition of Triune Systems, LLC. ("Triune"), a privately-held supplier of wireless charging, isolated switching and power management platforms targeted at high and low power, high efficiency applications.

This transaction, which was accounted for using the acquisition method of accounting, expanded our power management portfolio.

On January 13, 2015, we completed the acquisition of certain assets of EnVerv, Inc. ("EnVerv"), a privately held company developing innovative products in the Smart Grid and Power Line Communication ("PLC") market place. This transaction, which was accounted for using the acquisition method of accounting, complements our business in the Metering and Machine to Machine ("M2M") markets. It is expected that the EnVerv PLC platform combined with our LoRa Wireless Platform will create a highly differentiated and compelling offering to the energy management, smart grid, IoT and residential gateway markets.

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

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

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

Beginning in fiscal year 2016, we split the product line previously known as Protection, Power and High-Reliability into two new product lines now known as Protection Product Group and Power and High-Reliability Product Group. The presentation of historical performance of these product lines has been recast for consistency for fiscal years 2015 and 2014.

Our product lines include:

*Signal Integrity Products.* We design, develop and market a portfolio of optical communications, broadcast video, surveillance video, active cable transceiver and backplane products used in a wide variety of enterprise computing, industrial, communications and high-end consumer applications. Our comprehensive portfolio of integrated circuits ("ICs") for optical transceivers, backplane applications and high-speed interfaces ranges from 100Mbps to 100Gbps and supports key industry standards such as Fibre Channel, Infiniband, Ethernet, passive optical networks ("PON") and SONET. Our broadcast video products offer advanced solutions for next generation video formats, ever increasing data rates and evolving I/O and distance requirements. Our security and surveillance products for high-definition closed circuit television ("HDcctv") enable upgrade of analog closed circuit television installations to full digital HD, leveraging the installed base of COAX cabling, and our fully integrated transmit and receive products enable the highest performance, longest reach HDcctv standards-compliant designs.

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

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

*Wireless and Sensing Products.* We design, develop and market a portfolio of specialized radio frequency products used in a wide variety of industrial, medical and communications applications, and specialized sensing products used in industrial and consumer applications. Our wireless products feature industry leading and longest range industrial, scientific and medical radio, enabling a lower total cost of ownership and increased reliability in all environments, making them particularly suitable for machine to machine ("M2M") and Internet of Things ("IoT") applications. Our unique sensing interface platforms can interface to any sensor and output digital data in any form. Specifically, the proximity sensing capability of our devices enable advanced user interface solutions for mobile and consumer products. Our wireless and sensing products can be found in a broad range of applications in the industrial, medical and consumer markets.

**Power and High-Reliability Products.** We design, develop and market power product devices that control, alter, regulate and condition the power within electronic systems. The highest volume product types within the power product line are switching voltage regulators, combination switching and linear regulators, smart regulators, charge pumps and wireless charging. Our Power products feature highly integrated functionality for the communications, industrial and computing markets and low-power, small form factor and high-efficiency products for mobile phones, notebook computers, computer peripherals and other consumer devices. The primary application for these products is power regulation for enterprise computing, communications, high-end consumer and industrial systems. Our high-reliability discrete semiconductor products are comprised of rectifiers, assemblies (packaged discrete rectifiers) and other products that are typically used to convert alternating currents into direct currents and to protect circuits against very high voltage spikes or high current surges.

Our high-reliability products can be found in a broad range of applications including industrial, military, medical, automotive, aerospace and defense systems, including satellite communications.

**Systems Innovation Group.** Our Systems Innovation Group combines the analog/mixed signal design competencies from our previous Sierra Monolithics, Inc. and Gennum Corporation acquisitions and is chartered with developing innovative analog/mixed signal intellectual property (“IP”) for emerging systems. These IP cores are targeted at the datacenter, cloud computing and storage networking markets and complement our rapidly growing library of analog/mixed signal IP Cores that have been developed over several years by our Snowbush IP team based in Canada. We also have developed advanced products in Data Converter IP at the latest, cutting edge CMOS process nodes that are targeted at high performance communications systems.

Our sales by product line are as follows:

(in thousands)	Fiscal Years		
	2016	2015	2014
Signal Integrity	\$ 221,185	\$ 219,024	\$ 254,556
Protection	138,674	191,341	198,514
Wireless and Sensing	70,712	80,632	65,947
Power and High-Reliability	54,999	64,402	58,295
Systems Innovation	4,649	2,486	17,665
Total	\$ 490,219	\$ 557,885	\$ 594,977

#### **Semtech End-Markets**

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

(percentage of net sales)	Fiscal Years		
	2016	2015	2014
Enterprise Computing	30%	21%	16%
Industrial and Other	26%	26%	25%
High-End Consumer	25%	31%	29%
Communications	19%	22%	30%
Total	100%	100%	100%

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

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

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

#### Seasonality

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

#### Intellectual Capital and Product Development

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

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

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

In fiscal year 2016, we incurred \$113.7 million of product development and engineering expense. This represents 23% of net sales. Product development and engineering costs were \$119.4 million or 21% of net sales and \$137.4 million or 23% of net sales in fiscal years 2015 and 2014, respectively. The expenses in fiscal year 2015 included \$6.6 million of impairment charges relating to our decision to reduce investments in the optical long-haul market.

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

### Sales and Marketing

Sales made directly to customers during fiscal years 2016, 2015 and 2014, were approximately 42%, 44% and 57%, of net sales, respectively. The remaining 58%, 56% and 43% of net sales were made through independent distributors. The decline in direct sales in the past three years is related to substantially lower sales of our 40 Gbps and 100 Gbps long-haul transport products which were predominantly sold directly to our end-customers and lower sales to Korean customers. We have direct sales personnel located throughout the United States, Europe and Asia who manage the sales activities of independent sales representative firms and independent distributors. We expense our advertising costs as they are incurred.

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

In the fourth quarter of fiscal year 2016, we entered into an agreement with STMicroelectronics to scale LoRa® technology to provide customers with an additional resource for developing and deploying IoT solutions. While no revenue has been recorded as a result of this arrangement in fiscal year 2016, we believe that this type of arrangement will provide a meaningful enhancement in our approach to supporting our customers in the future.

### Customers, Sales Data and Backlog

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

#### Representative Customers by End-Markets:

<u>Enterprise Computing</u>	<u>Industrial</u>	<u>High-End Consumer</u>	<u>Communications</u>
Hewlett-Packard	Sharp Corporation	LG Electronics Inc.	Cisco Systems, Inc.
ZTE Corporation	Honeywell Inc.	Huawei Technologies Co., Ltd.	Huawei Technologies Co., Ltd.
Sumitomo Electric	Panasonic Corp	Sharp Corporation	Ericsson
Oclaro, Inc.	Itron, Inc.	Quanta Computer	Samsung Electronics Co., Ltd.
Samsung Electronics Co., Ltd.	Sony Corp	Samsung Electronics Co., Ltd.	ZTE Corporation
LuxNet Corp	Sonova International	Sumitomo Electric	
Alphabet Inc.	Raytheon Company		
Amazon.com Inc.	Rockwell Automation		

Our customers include major original equipment manufacturers (“OEMs”) and their subcontractors in the enterprise computing, communications, high-end consumer and industrial end-markets. Our products are typically purchased by these customers for our performance, price, or technical support, as compared to our competitors.

During fiscal years 2016, 2015 and 2014, U.S. sales contributed 12%, 12% and 16%, respectively to our net sales. Foreign sales constituted 88%, 88% and 84% of our net sales during fiscal years 2016, 2015 and 2014, respectively. Sales to customers located in Taiwan, South Korea, Japan, and China (including Hong Kong) comprised 8%, 6%, 8%, and 47% of our net sales, respectively, in fiscal year 2016. No other foreign country comprised more than 5% of net sales in fiscal year 2016. See Note 15 to our consolidated financial statements included in Item 8 of this report for additional financial information by geographic region. Additional information regarding certain risks associated with our international operations is provided under Item 1A. Risk Factors - Risks Relating to Our Business - Risks Relating to International Operations.

A summary of net sales by region follows.

#### Sales by Region

(in thousands, except percentages)	Fiscal Years					
	2016		2015		2014	
Asia-Pacific	\$ 358,480	73%	\$ 412,514	74%	\$ 432,097	73%
Europe	85,587	17%	60,232	11%	68,306	11%
North America	46,152	9%	85,139	15%	94,574	16%
Total Net Sales	\$ 490,219	100%	\$ 557,885	100%	\$ 594,977	100%

The following table sets forth the concentration of net sales and accounts receivable among the customers that accounted for more than 10% of our net sales or accounts receivable at the end of fiscal years 2016, 2015 and 2014:

#### Concentration of Net Sales - Significant Customers

(percentage of net sales)	Fiscal Years		
	2016	2015	2014
Samsung Electronics (and affiliates)	7%	11%	12%

#### Concentration of Accounts Receivable - Significant Customers

(percentage of net accounts receivable as of fiscal year end)	Fiscal Years	
	2016	2015
Samsung Electronics (and affiliates)	5%	12%

For fiscal year 2016, end-market concentration for our significant customers was as follows:

(percentage of net sales)	Samsung Electronics (and affiliates)
High-End Consumer (1)	7%
Communications	—%
Enterprise Computing	—%
Industrial and Other	—%
Total	7%

(1) For Samsung Electronics Co., Ltd., approximately 87% of the sales into the High-End Consumer end-market relate to products focused on the handheld market, which includes cell phones.

Our backlog of orders as of the end of fiscal years 2016, 2015 and 2014 was approximately \$84.2 million, \$72.7 million and \$84.4 million, respectively. The majority of our backlog is typically requested for delivery within six months. In markets where the end system life cycles are relatively short, customers typically request delivery in four to eight weeks. A backlog analysis at

any given time gives little indication of our future business except on a short-term basis, principally within the next 45 days. We do not have any significant contracts with our customers calling for shipments over a period of more than 18 months.

### **Manufacturing Capabilities**

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

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

In keeping with our mostly “fabless” business model, we have no wafer fabrication facilities except for our operation in Reynosa, Mexico. For fiscal year 2016, the Reynosa facility provided almost all of the silicon for our packaged discrete rectifier products, which were approximately 3% of our end product sales. The remaining 97% of our end products were supported with finished silicon wafers purchased from outside wafer foundries in China, Taiwan, Germany, and Israel. We anticipate that more than 90% of all silicon wafers we require will come from outside foundries in fiscal year 2017.

Despite our use of outside wafer foundries for sourcing a majority of our silicon needs, we do maintain internal process development capabilities. Our process engineers work closely with our outside foundries on the improvement and development of process capabilities. In fiscal year 2016, we purchased the vast majority of our wafers from approximately six different third-party wafer foundries and used various manufacturing processes, including Bipolar, CMOS, RF-CMOS and Silicon Germanium (“SiGe”) BI-CMOS processes.

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

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

Our largest wafer source is a foundry in China. In fiscal years 2016, 2015, and 2014, this Chinese foundry provided 28%, 37% and 38% of our total silicon requirements in terms of cost of wafers purchased, respectively. We have consigned certain equipment to this foundry to support our specialized processes run at the foundry and to ensure a specified level of capacity over the next few years. While the provision of these assets to the wafer foundry may be factored into certain pricing arrangements with the foundry, the impact of any pricing adjustments is insignificant and does not impact our margin trends.

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

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

### **Competition**

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

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

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

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

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

### **Intellectual Property and Licenses**

We have been granted 175 U.S. patents and 42 foreign patents and have numerous patent applications pending with respect to our products and to technologies associated with our business. The expiration dates of issued patents range from 2016 to 2034. Although we consider patents to be helpful in maintaining a competitive advantage, we do not believe they create definitive competitive barriers to entry. There can be no assurance that our patent applications will lead to issued patents, that others will not develop or patent similar or superior products or technologies, or that our patents will not be challenged, invalidated, or circumvented by others. We have no revenue from patents that expire in calendar year 2016 and no significant revenue associated with patents that expire in 2017 or 2018.

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

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

### **Employees**

As of January 31, 2016, we had 1,335 full-time employees. There were 567 employees in research and development, 233 in sales, marketing and field services, and 179 in general, administrative and finance. The remaining employees support operational activities, including product and test engineering, assembly, manufacturing, distribution and quality functions.

We have not had a work stoppage in the last decade and the only unionized employees are approximately 206 Mexican nationals who work at our manufacturing facility in Reynosa, Mexico. Our employee relations during the last fiscal year have been, and remain, satisfactory.

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

### **Government Regulations and Environmental Matters**

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

Our sales that serve the military and aerospace markets primarily consist of our High-Reliability products that have been qualified to be sold in these markets by the U.S. Department of Defense (“DOD”). In order to maintain these qualifications, we must comply with certain specifications promulgated by the DOD. As part of maintaining these qualifications, we are routinely audited by the DOD. Based on current specifications, we believe we can maintain our qualifications for the foreseeable future. However, these specifications could be modified by the DOD in the future or we could become subject to other government requirements, which could make the manufacturing of these products more difficult and thus could adversely impact our profitability in the Power and High-Reliability product group. In fiscal year 2016, our sales that serve military and aerospace markets made up 3% of net sales. The U.S. State Department has determined that a small number of special assemblies from the Power and High-Reliability product line are subject to the International Traffic in Arms Regulations (“ITAR”). We have a Technical Assistance Agreement in place that permits us to assemble certain of these products in Mexico. International shipments of products subject to ITAR require a State Department license.

Our facilities throughout the world are subject to various environmental laws and regulations and we believe our operations are in substantial compliance with those laws and regulations. We have incurred, and may continue to incur, liabilities under various statutes for the cleanup of pollutants at locations we have operated and at third-party disposal and recycling sites we have used. During fiscal years 2016 and 2015, the expense incurred with respect to these cleanup matters was not material. In fiscal year 2013, we recorded a \$2.5 million environmental reserve associated with the November 2012 draft clean up and abatement order discussed below. In the third quarter of fiscal 2015, we revised the estimate to \$2.7 million. New laws or regulations or changes to existing laws or regulations could subject our ongoing operations to different or additional environmental standards that could increase our cost of compliance in the future. In addition, our cost of doing business could increase if our suppliers increase prices to recoup the cost of their compliance with environmental laws or regulations. See Note 14 to our consolidated financial statements included in Item 8 of this report.

We have used an environmental firm, specializing in hydrogeology, to perform monitoring of the groundwater at our former facility in Newbury Park, California that was leased for approximately forty years. We vacated the building in May 2002. Certain contaminants have been found in the local groundwater and site soils. Groundwater monitoring results to date over a number of years suggest that a measurable amount of groundwater contaminants of concern are believed to come from, or be contributed by, in full or in material part, adjacent facilities and/or to come from environmental cleanup operations separately conducted on the adjacent facilities, never owned or occupied by us. Responsibility for soil contamination remains under investigation. The location of key soil contamination (and some related site groundwater impact associated with the soil contamination) is concentrated in and found to emanate from an area of an underground storage tank that we believe to have been installed and primarily used in the early 1960s by a former tenant at the site who preceded our tenancy.

The Los Angeles Regional Water Quality Control Board (“RWQCB”), as the applicable regulatory agency having authority over the site issued joint instructions in November 2008, ordering us and the current owner of the site to perform additional assessments and surveys, and to create ongoing groundwater monitoring plans before any final regulatory action for “no further action” may be approved. In September 2009, the regulatory agency issued supplemental instructions to us and the current site owner regarding previously ordered site assessments, surveys and groundwater monitoring.

In October 2013, an order was issued including a scope of proposed additional site work, monitoring, and proposed remediation activities. We filed appeals of the October 2013 order seeking reconsideration by the RWQCB and review by the State Water Resources Control Board (“SWRCB”) of the removal of two other potentially responsible parties, and seeking clarification of certain other factual findings. In April 2015, the RWQCB denied our request to name the two other potentially responsible parties to the order, but did correct certain findings of fact identified by us in our petition for reconsideration. The SWRCB has not yet ruled on our petition for review of the RWQCB’s action as the petition was filed with a request it be held in abeyance.

We have been engaged with the regulatory agency, including technical discussion between our environmental firm and RWQCB staff, and have initiated the technical efforts to comply with the order. We submitted technical reports prepared by the environmental firm to the RWQCB and have received confirmation regarding the satisfaction of portions of the order. We also submitted a remedial action plan prepared by the environmental firm outlining the cleanup of soil, groundwater, and soil vapor at the site. The parties are continuing to work toward compliance with the October 2013 order and anticipate working cooperatively on any ultimate proposed cleanup and abatement work.

We have accrued liabilities where it is probable that a loss will be incurred and the cost or amount of loss can be reasonably estimated. Based on our preliminary assessment following a November 2012 draft cleanup and abatement order, which has been reviewed under the October 2013 order pending the current appeal by us and other impacted parties, we determined a likely range of probable loss between \$2.7 million and \$5.7 million with respect to our former facility at Newbury Park, California. Based on recent determinations by the RWQCB and refinement of the draft remedial action plan, we have revised our likely range of probable loss to be between \$5.3 million and \$7.5 million. Given the uncertainties associated with environmental assessment and the remediation activities, we are unable to determine a best estimate within the revised range of

loss. Therefore, we have recorded the minimum amount of \$5.3 million, \$1.1 million of which is recorded under "Accrued liabilities" with the remaining \$4.2 million recorded under "Other long-term liabilities" on our consolidated balance sheets. These estimates could change as a result of changes in planned remedial actions, further actions from the regulatory agency, remediation technology, and other factors.

#### **Available Information**

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

We make available free of charge, either by direct access on our website or a link to the SEC website, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as soon as reasonably practicable after such reports are electronically filed with, or furnished to, the SEC. Our reports filed with, or furnished to, the SEC are also available directly at the SEC's website at [www.sec.gov](http://www.sec.gov).

#### **Item 1A. Risk Factors**

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

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

#### **Risks Relating to General Business Conditions**

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

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

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

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

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

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

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

**Current global economic conditions could reduce demand for our products.**

Uncertainty about global economic conditions, including in Europe and Asia, can pose a risk to the overall economy by causing fluctuations to and reductions in consumer and commercial spending. Demand for our products could be different from our expectations due to many factors including changes in business and economic conditions, conditions in the credit market that affect consumer confidence, customer acceptance of our products, changes in customer order patterns, including order cancellations, and changes in the level of inventory held by vendors. In particular, in fiscal year 2016, sales to customers in China comprised 47% of our net sales. The recent economic slowdown in China could adversely affect our sales to customers in China and consequently, our business, results of operations and financial condition.

**Business interruptions could harm our business.**

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

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

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

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

protection to compensate us for losses that may occur. Accordingly, any of these disruptions could significantly harm our business.

Terrorist attacks, wars and other acts of violence, or any other national or international crisis, calamity or emergency, may result in interruption to the business activities of many entities, business losses and overall disruption of the economy at many levels. These events may directly impact our physical facilities or those of our customers and suppliers. Additionally, these events or armed conflicts may cause some of our customers or potential customers to reduce the level of expenditures on their services and products that ultimately may reduce our revenue. The consequences of these reductions are unpredictable, and we may not be able to foresee events that could have an adverse effect on our business. For example, as a result of these events, insurance premiums for businesses may increase and the scope of coverage may be decreased. Consequently, we may not be able to obtain adequate insurance coverage for our business and properties. To the extent that these disruptions result in delays or cancellations of customer orders, a general decrease in corporate spending, or our inability to effectively market our services and products, our business and results of operations could be harmed.

We operate a manufacturing facility in Reynosa, Mexico. Historically, certain regions in Mexico have experienced high levels of violence. Any significant disruption of our operations at this facility could materially affect our ability to generate revenues for certain products within our High-Reliability product line. Some of the products that we produce at this facility require certification by the Defense Contract Audit Agency ("DCAA"). Failure to secure or maintain the required certification, either directly through the DCAA or through a qualifying third party would materially affect our authorization to manufacture applicable products at this facility, and our revenue for certain products within our Power and High-Reliability product line could materially decline. An audit was performed in May 2012 by the Defense Logistics Agency (DLA) Land and Maritime office, which is the DOD agency having oversight responsibility for applicable products manufactured in this facility. We received a letter of certification allowing us to continue producing High-Reliability products in 2013. The applicable certification will maintain our listing on the DOD Qualified Parts List (QPL) as a MIL-PRF-19500 Semiconductor Manufacturer of JAN, JANTX, JANTXV and JANS quality level components. The DLA has indicated, barring any unforeseen circumstances, that our next surveillance audit may occur in late 2016.

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

#### **Risks Relating to Production Operations**

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

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

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

Most of our outside subcontractors and suppliers, including third-party foundries that supply silicon wafers, are located in foreign countries, including China, Taiwan, Europe and Israel. For fiscal year 2016, approximately 28% of our silicon in terms

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

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

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

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

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

**Obsolete inventories as a result of changes in demand for our products and change in life cycles of our products could adversely affect our business, operating results and financial condition.**

The life cycles of some of our products depend heavily upon the life cycles of the end-products into which our products are designed. End-market products with short life cycles require us to manage closely our production and inventory levels. Inventory may also become obsolete because of adverse changes in end-market demand. We may in the future be adversely affected by obsolete or excess inventories, which may result from unanticipated changes in the estimated total demand for our products or the estimated life cycles of the end-products into which our products are designed. In addition, some customers restrict how far back the date of manufacture for our products can be and certain customers may stop ordering products from us and go out of business due to adverse economic conditions; therefore, some of our product inventory may become obsolete and, thus, adversely affect our business, operating results and financial condition.

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

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

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

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

The introduction of new products presents significant business challenges because product development commitments and expenditures must be made well in advance of product sales. The success of a new product depends on accurate forecasts of long-term market demand and future technological developments, as well as on a variety of specific implementation factors, including:

- timely and efficient completion of technology, product and process design and development;
- timely and efficient implementation of manufacturing, assembly, and test processes;
- the ability to secure and effectively utilize fabrication capacity in different geometries;
- product performance;
- product quality and reliability; and
- effective marketing, sales and service.

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

**Our customers require our products to undergo a lengthy and expensive qualification process without any assurance of product sales.**

Prior to purchasing our products, our customers require that our products undergo an extensive qualification process, which involves testing of the products in the customer's system as well as rigorous reliability testing. This qualification process may continue for six months or longer. However, qualification of a product by a customer does not ensure any sales of the product to that customer. Even after successful qualification and sales of a product to a customer, a subsequent revision to the product or software, changes in the manufacturing process or the selection of a new supplier by us may require a new qualification process, which may result in delays and in us holding excess or obsolete inventory. After our products are qualified, it can take an additional six months or more before the customer commences volume production of components or devices that incorporate our products. Despite these uncertainties, we devote substantial resources, including design, engineering, sales, marketing and management efforts, toward qualifying our products with customers in anticipation of sales. If we are unsuccessful or delayed in qualifying any of our products with a customer, such failure or delay would preclude or delay sales of such product to the customer, which may impede our growth and cause our business to suffer.

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

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

**We may be unable to adequately protect our intellectual property rights.**

We pursue patents for some of our new products and unique technologies, but we rely primarily on trade secret protections through a combination of nondisclosure agreements and other contractual provisions, as well as our employees' commitment to confidentiality and loyalty, to protect our know-how and processes. We intend to continue protecting our proprietary technology, including through trademark and copyright registrations and patents. Despite this intention, we may not be successful in achieving adequate protection. Our failure to adequately protect our material know-how and processes could harm our business. There can be no assurance that the steps we take will be adequate to protect our proprietary rights, that our patent applications will lead to issued patents, that others will not develop or patent similar or superior products or technologies, or

that our patents will not be challenged, invalidated, or circumvented by others. Furthermore, the laws of the countries in which our products are or may be developed, manufactured or sold may not protect our products and intellectual property rights to the same extent as laws in the United States.

**We may suffer losses and business interruption if our products infringe the intellectual property rights of others.**

The semiconductor industry is characterized by frequent claims of infringement and litigation regarding patent and other intellectual property rights. Due to the number of competitors, intellectual property infringement is an ongoing risk since other companies in our industry could have intellectual property rights that may not be identifiable when we initiate development efforts. Litigation may be necessary to enforce our intellectual property rights and we may have to defend ourselves against infringement claims. Any such litigation could be very costly and may divert our management's resources. If one of our products is found to infringe on a third party's rights, we may have liability for past infringement and may need to seek a license to use such intellectual property going forward. If a license is not available or if we are unable to obtain a license on terms acceptable to us, we would either have to change our product so that it does not infringe or stop making the product.

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

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

**Risks Relating to International Operations**

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

Sales to foreign customers accounted for approximately 88% of net sales in the fiscal year ended January 31, 2016. Sales to our customers located in China (including Hong Kong) and South Korea constituted 47% and 6%, respectively, of net sales for fiscal year 2016. International sales are subject to certain risks, including unexpected changes in regulatory requirements, tariffs and other barriers, political and economic instability, difficulties in accounts receivable collection, difficulties in managing distributors and representatives, difficulties in staffing and managing foreign subsidiary and branch operations and potentially adverse tax consequences. These factors may harm our business. Our use of the Semtech name may be prohibited or restricted in some countries, which may negatively impact our sales efforts. In addition, substantially all of our foreign sales are denominated in U.S. dollars and currency exchange fluctuations in countries where we do business could harm us by resulting in pricing that is not competitive with prices denominated in local currencies.

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

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

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

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

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

As of January 31, 2016, our foreign subsidiaries held approximately \$170.7 million of cash, cash equivalents, and short-term investments and \$516.8 million of unremitted earnings for which no Federal or State taxes have been provided. If we needed

these funds for investment in our domestic operations, any repatriation, such as that which occurred in fiscal year 2010 to partially fund the acquisition of Sierra Monolithics, Inc. ("SMI"), could result in increased tax liabilities.

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

As a global company headquartered in the United States, we are subject to U.S. laws and regulations that limit and restrict the export of some of our products and services and may restrict our transactions with certain customers, business partners and other persons, including, in certain cases, dealings with or between our employees and subsidiaries. In certain circumstances, export control and economic sanctions regulations may prohibit the export of certain products, services and technologies, and in other circumstances we may be required to obtain an export license before exporting the controlled item. Compliance with these laws has not significantly limited our operations or our sales in the recent past, but could significantly limit them in the future. We maintain an export compliance program but there are risks that the compliance controls could be circumvented, exposing us to legal liabilities. We must also comply with export restrictions and laws imposed by other countries affecting trade and investments. Although these restrictions and laws have not significantly restricted our operations in the recent past, there is a risk that they could do so in the future.

**Risks Relating to Sales, Marketing and Competition**

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

The semiconductor industry is intensely competitive and is characterized by price erosion, rapid technological change, and design and other technological obsolescence. We compete with domestic and international semiconductor companies, many of which have substantially greater financial and other resources with which to pursue engineering, manufacturing, marketing and distribution of their products. We consider our primary competitors with respect to our Protection Products to include STMicroelectronics, NXP Semiconductors N.V., ON Semiconductor Corporation and Infineon Technologies AG. Our primary competitors with respect to our Signal Integrity products are Texas Instruments Incorporated, Maxim Integrated Products, Inc., M/A-COM Technology Solutions Holdings, Inc., Inphi Corporation, Broadcom Limited, Applied Micro Circuits Corporation and our customers' own internal solutions. With respect to our Power and High-Reliability products, we consider our primary competitors to include Texas Instruments Corporation, Linear Technology Corporation, Maxim Integrated Products Inc., Microsemi Corporation and Monolithic Power Systems. Our primary competitors with respect to our Wireless and Sensing products include Silicon Laboratories, Texas Instruments Incorporated, Atmel Corporation, Analog Devices Inc. and Cypress Semiconductor Corp.

We expect continued competition from existing competitors as well as competition from new entrants in the semiconductor market. Our ability to compete successfully in the rapidly evolving area of integrated circuit technology depends on several factors, including:

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

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

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

There has been a trend toward industry consolidation in our industry as companies attempt to strengthen or hold their market positions in an evolving industry and as companies are acquired or are unable to continue operations. Some of our competitors have made acquisitions or entered into partnerships or other strategic relationships to offer a more comprehensive solution than they individually had offered. Such consolidations or strategic partnerships may continue in the future. The companies or alliances resulting from these possible consolidations may create more compelling bundled products as well as being able to offer greater pricing flexibility, making it more difficult for us to compete effectively, including on the basis of price, sales and marketing programs, channel coverage, technology or product functionality. Continued industry consolidation may adversely

impact customers' perceptions of the viability of smaller and even medium-sized semiconductor companies such as ourselves and, consequently, customers' willingness to purchase from us. We believe that industry consolidation may result in stronger competitors, with more efficient cost structures that are better able to compete as sole-source vendors for our end-customers. This could lead to more variability in our operating results and could have a material adverse effect on our business, operating results and financial condition.

**We receive a significant portion of our revenues from a small number of customers and the loss of any one of these customers or failure to collect a receivable from them could adversely affect our business.**

Our largest customers have varied from year to year. Historically, we have had significant customers that individually accounted for 10% or more of consolidated revenues in certain quarters or represented 10% or more of net accounts receivables at any given date.

Concentration of Net Sales - Significant Customers

(percentage of net sales)	Fiscal Years		
	2016	2015	2014
Samsung Electronics Co., Ltd.(and affiliates)	7%	11%	12%

Concentration of Accounts Receivable - Significant Customers

(percentage of net accounts receivable as of fiscal year end)	Fiscal Years	
	2016	2015
Samsung Electronics Co., Ltd.(and affiliates)	5%	12%

In addition to those customers representing greater than 10% of net sales or accounts receivable listed above, we had several end-customers in fiscal year 2016 that, on an annual basis, accounted for more than 2% of net sales, but less than 10% of net sales.

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

**The volatility of customer demand limits our ability to predict future levels of sales and profitability.**

We primarily conduct our sales on a purchase order basis, rather than pursuant to long-term contracts. The loss of any significant customer, any material reduction in orders by any of our significant customers, the cancellation of a significant customer order or the cancellation or delay of a customer's significant program or product could harm our business.

Semiconductor suppliers can rapidly increase production output in response to slight increases in demand, leading to a sudden oversupply situation and a subsequent reduction in order rates and revenues as customers adjust their inventories to account for shorter lead times. Conversely, when circumstances create longer lead times customers may orders in excess of what they need to ensure availability, then cancel orders if lead times are reduced. A rapid and sudden decline in customer demand for products or cancellation of orders can result in excess quantities of certain products relative to demand. Should this occur, our operating results may be adversely affected as a result of charges to reduce the carrying value of our inventory to the estimated demand level or market price. Our quarterly revenues are highly dependent upon turns fill orders (orders booked and shipped in the same quarter). The short-term and volatile nature of customer demand makes it extremely difficult to accurately predict near term revenues and profits.

**Most of our authorized distributors, which together represent approximately half of our net sales, can terminate their contract with us with little or no notice. The termination of a distributor could negatively impact our business, including net sales and accounts receivable.**

In fiscal year 2016, authorized distributors accounted for approximately 58% of our net sales. We generally do not have long-term contracts with our distributors and most can terminate their agreement with us with little or no notice. For fiscal year 2016, our two largest distributors were based in Asia.

The termination of any of our distributor relationships could impact our net sales and limit our access to certain end-customers. It could also result in the return of excess inventory of our product held by that distributor. Since many distributors simply resell finished products, they generally operate on very thin profit margins. If a distributor were to terminate an agreement with us or go out of business, our accounts receivable from the particular distributor would be subject to significant collection risk. Our reliance on distributors also subjects us to a number of additional risks, including:

- write-downs in inventories associated with stock rotation rights and increases in provisions for price adjustments granted to certain distributors;
- potential reduction or discontinuation of sales of our products by distributors;
- failure to devote resources necessary to sell our products at the prices, in the volumes and within the time frames that we expect;
- dependence upon the continued viability and financial resources of these distributors, some of which are small organizations with limited working capital and all of which depend on general economic conditions and conditions within the semiconductor industry;
- dependence on the timeliness and accuracy of shipment forecasts and resale reports from our distributors; and
- management of relationships with distributors, which can deteriorate as a result of conflicts with efforts to sell directly to our end customers.

If any significant distributor becomes unable or unwilling to promote and sell our products, or if we are not able to renew our contracts with the distributors on acceptable terms, we may not be able to find a replacement distributor on reasonable terms or at all and our business could be harmed.

**Risks Relating to Governmental Regulations, including Taxes, Financial Reporting Rules and Regulations, and Environmental Regulations**

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

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

If we fail to maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal control over financial reporting. Moreover, effective internal controls are necessary for us to produce reliable financial reports and are important to help prevent fraud. As a result, any failure to satisfy the requirements of Section 404 on a timely basis could result in the loss of investor confidence in the reliability of our financial statements, which in turn could harm our business and negatively impact the trading price of our common stock.

**We are subject to government regulations and other standards that impose operational and reporting requirements.**

We, our suppliers, and our customers are subject to a variety of United States federal, foreign, state and local governmental laws, rules and regulations, including those related to the use, storage, handling, discharge or disposal of certain toxic, volatile or otherwise hazardous chemicals and the incorporation of such substances into products available for sale. If we or our suppliers were to incur substantial additional expenses to acquire equipment or otherwise comply with environmental regulations, product costs could significantly increase, thus harming our business.

We are also subject to laws, rules, and regulations related to export licensing and customs requirements, including the International Traffic in Arms Controls, the North American Free Trade Agreement and State Department and Commerce Department rules. In March 2016, the United States Department of Commerce published in the Federal Register a “final rule” amending the Export Administration Regulations to add ZTE Corporation and three of its subsidiaries to the “Entity List” maintained by the Department for actions contrary to the national security and foreign policy interests of the United States. We do not expect this event to have a material impact on our results of operations. However, if more restrictions are placed on sales of our products to our existing or potential customers, this could adversely affect our business, results of operations and financial condition.

Additional laws, rules and regulations at the United States federal and relevant foreign levels governing data privacy protections for personal information, and corrupt practices/anti-bribery prohibitions, impact our business in terms of ongoing monitoring of compliance. Legislation and related regulations in the United Kingdom under that country’s Bribery Act could have extra-territorial application of compliance standards that may be inconsistent with comparable United States law, requiring us to re-evaluate and amend our compliance programs, policies and initiatives.

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

Failure to comply with present or future laws, rules and regulations of any kind that govern our business could result in suspension of all or a portion of production, cessation of all or a portion of operations, or the imposition of significant regulatory, administrative, civil, or criminal penalties or sanctions, any of which could harm our business.

**Our failure to comply with any applicable environmental regulations could result in a range of consequences, including fines, suspension of production, excess inventory, sales limitations, and criminal and civil liabilities.**

We are subject to various state, federal and international laws and regulations governing the environment, including restricting the presence of certain substances in electronic products and making producers of those products financially responsible for the collection, treatment, recycling and disposal of those products. Although our management systems are designed to maintain compliance, we cannot assure you that we have been or will be at all times in complete compliance with such laws and regulations. If we violate or fail to comply with any of them, a range of consequences could result, including fines, import/export restrictions, sales limitations, criminal and civil liabilities or other sanctions. We could also be held liable for any and all consequences arising out of exposure to hazardous materials used, stored, released, disposed of by us or located at, under or emanating from our facilities or other environmental or natural resource damage. We have incurred, and may continue to incur, liabilities under various statutes for the cleanup of pollutants at locations we have operated and at third-party disposal and recycling sites we have used. For example, during our fiscal year 2016, we recorded a total of \$2.9 million for an environmental reserve associated with a cleanup and abatement order from a regulatory authority at our former facility in Newbury Park, California for groundwater contamination.

Environmental laws are complex, change frequently and have tended to become more stringent over time. For example, the European Union and China are two among a growing number of jurisdictions that have enacted in recent years restrictions on the use of lead, among other chemicals, in electronic products. These regulations affect semiconductor packaging. There is a risk that the cost, quality and manufacturing yields of lead-free products may be less favorable compared to lead-based products or that the transition to lead-free products may produce sudden changes in demand, which may result in excess inventory.

Future environmental legal requirements may become more stringent or costly and our compliance costs and potential liabilities arising from past and future releases of, or exposure to, hazardous substances may harm our business and our reputation.

**"Conflict minerals" regulations may cause us to incur additional expenses, may make our supply chain more complex and may result in damage to our reputation with customers.**

On August 22, 2012, under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, the SEC adopted requirements for companies that use certain minerals and metals, known as conflict minerals, in their products, whether or not these products are manufactured by third parties. These metals are commonly used in electronic components and devices, including our products. These regulations require companies to investigate and disclose whether or not such minerals originate from the Democratic Republic of Congo or adjoining countries; the first such report was due on June 2, 2014. The implementation of these requirements could adversely affect the sourcing, availability and pricing of such minerals used in the manufacture of semiconductor devices. As a result, there may only be a limited pool of suppliers who provide conflict free metals, and we cannot assure you that we will be able to obtain products in sufficient quantities or at competitive prices. In addition, we could incur additional costs to the extent that we are required to make changes to products, processes, or sources of supply due to the foregoing requirements, including costs related to determining the source of any of the relevant minerals and metals used in our products. Also, since our supply chain is complex, we may face reputational challenges with our customers and other stockholders if we are unable to sufficiently verify the origins for all metals used in our products. In such event, we may also face difficulties in satisfying customers who require that all of the components of our products are certified as conflict mineral free. Our revenues and margins may be harmed if we are unable to meet this requirement at a reasonable price, or at all, or are unable to pass through any increased costs associated with meeting this requirement. To the extent that proposed conflict minerals legislation is adopted by the European Commission, these risks could increase.

**Certain of our customers and suppliers require us to comply with their codes of conduct, which may include certain restrictions that may substantially increase our cost of doing business as well as have an adverse effect on our operating efficiencies, operating results and financial condition.**

Certain of our customers and suppliers require us to agree to comply with their codes of conduct, which may include detailed provisions on labor, human rights, health and safety, environment, corporate ethics and management systems. Certain of these provisions are not requirements under the laws of the countries in which we operate and may be burdensome to comply with on a regular basis. Moreover, new provisions may be added or material changes may be made to any these codes of conduct, and we may have to promptly implement such new provisions or changes, which may substantially further increase the cost of our business, be burdensome to implement and adversely affect our operational efficiencies and operating results. If we violate any such codes of conduct, we may lose further business with the customer or supplier and, in addition, we may be subject to fines from the customer or supplier. While we believe that we are currently in compliance with our customers and suppliers' codes of conduct, there can be no assurance that, from time to time, if any one of our customers and suppliers audits our compliance with such code of conduct, we would be found to be in full compliance. A loss of business from these customers or suppliers could have a material adverse effect on our business, operating results and financial condition.

**We could be subject to changes in tax rates, the adoption of new U.S. or international tax legislation or exposure to additional tax liabilities.**

We are subject to taxes in the U.S. and numerous foreign jurisdictions, including Switzerland, where a number of our subsidiaries are organized. Due to economic and political conditions, tax rates in various jurisdictions may be subject to significant change. Our future effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, or changes in tax laws or their interpretation, including in the U.S. and Switzerland. We are also subject to the examination of our tax returns and other tax matters by the Internal Revenue Service of the United States ("IRS") and other tax authorities and governmental bodies. We regularly assess the likelihood of an adverse outcome resulting from these examinations to determine the adequacy of our provision for taxes. There can be no assurance as to the outcome of these examinations. If our effective tax rates were to increase, particularly in the U.S. or Switzerland, or if the ultimate determination of taxes owed is for an amount in excess of amounts previously accrued, our operating results, cash flows, and financial condition could be adversely affected.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Risks Relating to our Business Strategies, Personnel and Other Operations**

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

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

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

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

We have expanded our operations through strategic acquisitions, such as the acquisition of Sierra Monolithics Inc. (“SMP”) in December 2009, Gennum Corporation in March 2012, EnVerv in January 2015, and Triune Systems LLC in March 2015, and we may continue to expand and diversify our operations with additional acquisitions. Acquisitions have used and could use in the future a significant portion of our available liquid assets or we could incur debt or issue equity securities to fund acquisitions. Issuance of equity securities could be dilutive to existing shareholders. Debt financing could subject us to restrictive covenants that could have an adverse effect on our business. Although we undertake detailed reviews of proposed acquisition candidates and attempt to negotiate acquisition terms favorable to us, we may encounter difficulties or incur liabilities for which we have no recourse. We cannot provide any assurance that any acquisition will have a positive impact on our future performance.

If we are unsuccessful in integrating acquired companies into our operations or if integration is more difficult than anticipated, then we may not achieve anticipated cost savings or synergies and may experience disruptions that could harm our business. Some of the risks that may affect our ability to successfully integrate acquired companies include those associated with:

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

Acquisitions could have a negative impact on our future earnings by way of poor performance by the acquired company or, if we later conclude we are unable to use or sell an acquired product or technology, we could be required to write down the related intangible assets and goodwill.

**We may be required to recognize additional impairment charges in the future which could have an adverse effect on our financial condition and results of operations.**

We assess our goodwill, other intangible assets and our long-lived assets on an annual basis and whenever events or changes in circumstances indicate the carrying value of our assets may not be recoverable, and as and when required by accounting principles generally accepted in the United States to determine whether they are impaired. In fiscal year 2014, in connection with the restructuring related to the combination of our former Advanced Communications Product group, we recorded charges of approximately \$150.0 million for the impairment of goodwill and certain intangible assets. Additionally, in fiscal year 2015, in connection with our strategic decision to reduce our investment in the defense and microwave communications infrastructure markets and to further reduce investment in the long-haul optical market we recorded additional charges of approximately \$14.8 million for impairment of intangible assets. Future restructuring or appraisal of our business impacting fair value of our assets or changes in estimates of our future cash flows could affect our impairment analysis in future periods and cause us to record either an additional expense for impairment of assets previously determined to be partially impaired or record an expense for impairment of other assets. Depending on future circumstances, we may never realize the full value of intangible assets. Any future determination or impairment of a significant portion of our goodwill and other intangibles could have an adverse effect on our financial condition and results of operations.

**We have significant investments in entities that we do not control. Losses in the value of such investments could have an adverse effect on our financial condition or results of operations.**

We have significant investments in entities that we do not control, including equity and cost method investments. Some of these investments are in variable interest entities. Our interests in such entities do not provide us with control over the business strategy, financial goals, development roadmaps or other operational aspects of these entities. We cannot provide assurance that these entities will operate in a manner that will increase or maintain the value of our investment, that our proportionate share of income or loss from these investments will continue at the current level in the future or that we will not incur losses from the holding of such investments.

**To the extent that we have any variable interest entities for which we are required to consolidate, we would need to rely on those entities to timely deliver important financial information to us. In the event that the financial information is inaccurate, incomplete, or not timely, we may not be able to meet our financial reporting obligations as required by the SEC.**

While we currently do not have any variable interest entities that we are required to consolidate, to the extent we create such arrangements for which we would be required to consolidate and the financial statements of such entities are not prepared by us, we will not have direct control over their financial statement preparation. As a result, we will, for our financial reporting, depend on what these entities report to us, which could result in us adding monitoring and audit processes, which could increase the difficulty of implementing and maintaining adequate controls over our financial processes and reporting in the future. This may be particularly true when such entities do not have sophisticated financial accounting processes in place, or where we are entering into new relationships at a rapid pace, straining our integration capacity. Additionally, if we do not receive the information from the variable interest entity on a timely basis, this could cause delays in our external reporting obligations as required by the SEC.

**Our reported financial results may be adversely affected by new accounting pronouncements or changes in existing accounting standards and practices.**

We prepare our financial statements in conformity with accounting principles generally accepted in the United States. These accounting principles are subject to interpretation by the Financial Accounting Standards Board, SEC and various organizations formed to interpret and create appropriate accounting standards and practices. New accounting pronouncements and varying interpretations of accounting standards and practices have occurred and may occur in the future. New accounting pronouncements or a change in the interpretation of existing accounting standards or practices may have a significant effect on our reported financial results and may even affect our reporting of transactions completed before the change is announced or effective.

**Our ability to generate the significant amount of cash needed to service our debt obligations or to obtain additional financing depends on many factors beyond our control.**

We completed the acquisition of Gennum on March 20, 2012 and entered into senior secured first lien credit facilities in an aggregate principal amount of \$350 million. On May 2, 2013, the initial credit facility was replaced with a new credit facility in an aggregate amount of \$400 million as described further under "Note 10: Credit Facilities" of Item 8 of this Form 10-K. Prior to the completion of the acquisition of Gennum, we did not have any material outstanding indebtedness. Our ability to make payments on amounts borrowed under our credit facilities, and to fund our operations, will depend on our ability to generate substantial operating cash flow. Our cash flow generation will depend on our future performance, which will be subject to prevailing economic conditions and to financial, business and other factors, many of which are beyond our control.

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

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

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

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

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

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

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

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

In the normal course of our business, we indemnify other parties, including customers, distributors, and lessors, with respect to certain matters. These obligations typically arise pursuant to contracts under which we agree to hold the other party harmless against losses arising from a breach of representations and covenants related to certain matters, such as acts or omissions of our employees, infringement of third-party intellectual property rights, and certain environmental matters. We have not incurred any significant expense as a result of agreements of this type in at least a decade, but there can be no assurances that we will not incur expense under these indemnification provisions in the future.

We have also entered into agreements with our current and former directors and certain of our current and former executives indemnifying them against certain liabilities incurred in connection with their duties. Our Certificate of Incorporation and Bylaws contain similar indemnification obligations with respect to our current and former directors and employees, as does the California Labor Code. We cannot estimate the amount of potential future payments, if any, that we might be required to make as a result of these agreements.

**Our share price could be subject to extreme price fluctuations, and stockholders could have difficulty trading shares.**

Historically, the market for the stock of technology companies has been volatile, and the market price of our common stock has been and may continue to be subject to significant fluctuations. Fluctuations could be in response to items such as operating results, announcements of technological innovations, or market conditions for technology stocks in general. Additionally, the stock market in recent years has experienced extreme price and volume fluctuations that often have been unrelated to the operating performance of individual companies. These market fluctuations, as well as general economic conditions, may adversely affect the price of our common stock.

In addition, the future sale of a substantial number of shares of common stock by us or by our existing stockholders or option holders (including directors, officers, and employees, some of whom hold stock options that are approaching their expiration date) may have an adverse impact on the market price of the shares of common stock. There can be no assurance that the trading price of our common stock will remain at or near its current level.

**If securities or industry analysts do not publish research or reports about our business, or if they adversely change their recommendations regarding our common stock or if our operating results do not meet their expectations, the trading price of our common stock could decline.**

The market price of our common stock is influenced by the research and reports that industry or securities analysts publish about us or our business. There is no guarantee that these analysts will understand our business and results, or that their reports will be accurate or correctly predict our operating results or prospects. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause the market price of our common stock or its trading volume to decline. Moreover, if one or more of the analysts who cover our company downgrade our common stock or if our operating results or prospects do not meet their expectations, the market price of our common shares could decline significantly.

**Anti-takeover provisions in our Certificate of Incorporation and Bylaws could make an acquisition of us more difficult and may prevent attempts by our stockholders to replace or remove our current management.**

Certain provisions in our Certificate of Incorporation and Bylaws may delay or prevent an acquisition of us or a change in our management. These provisions include:

- the ability of our board of directors to determine the rights, preferences and privileges of our preferred shares and to issue the preferred shares without stockholder approval;
- advance notice requirements for election to our board of directors and for proposing matters that can be acted upon at stockholder meetings; and
- the inability of stockholders to call a special meeting.

These provisions could make it more difficult for a third-party to acquire us, even if the third-party's offer may be considered beneficial by many stockholders. As a result, stockholders may be limited in their ability to obtain a premium for their shares.

**We are subject to litigation risks which may be costly to defend and the outcome of which is uncertain and could adversely affect our business and financial condition.**

All industries, including the semiconductor industry, are subject to legal claims, with and without merit, which may divert the attention of our management and our resources in general. From time to time in the ordinary course of its business, the Company is involved in various claims, litigation, and other legal actions that are normal to the nature of its business, including with respect to IP, contract, product liability, employment, and environmental matters. We believe it is unlikely that the final outcome of these legal claims will have a material adverse effect on our financial position, operating results or cash flows. However, defense and settlement costs can be substantial, even with respect to claims that we believe have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal claim or proceeding could adversely affect our business, operating results and financial condition.

From time to time, we have been, or may in the future be, involved in securities litigation or litigation arising from our acquisitions. We can provide no assurance as to the outcome of any such litigation matter in which we are a party. These types of matters are costly to defend and even if resolved in our favor, could have a material adverse effect on our business, financial condition, operating results and cash flow. Such litigation could also substantially divert the attention of our management and our resources in general. Uncertainties resulting from the initiation and continuation of securities or other litigation could harm our ability to obtain credit and financing for our operations and to compete in the marketplace. Because the price of our common stock has been, and may continue to be, volatile, we can provide no assurance that securities litigation will not be filed against us in the future. In addition, we can provide no assurance that our past or future acquisitions will not subject us to additional litigation.

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

We recently implemented SAP's ERP software in January 2015 and made related enhancements to our integrated financial and supply chain management systems.

Our new ERP software platform has involved, and will continue to involve, substantial expenditures on system hardware and software, as well as design, development and implementation activities. Our cost estimates related to our new ERP system are based on assumptions which are subject to wide variability, require a great deal of judgment and are inherently uncertain.

Operational disruptions during the course of using the new ERP system could materially impact our operations. For example, our ability to forecast sales demand, ship products, manage our product inventory and record and report financial and management information on a timely and accurate basis could be impaired as we become familiar with the ERP system following the implementation. To the extent that there are significant problems with the transition to the new ERP system, our business, results of operations and financial results could be adversely affected.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

Our headquarters is located in Camarillo, California where we own an approximately 87,600 square foot facility that was completed in 2002. The parcel on which our headquarters is located can accommodate substantial expansion. The Camarillo facility houses inside sales, marketing and administrative offices, including finance, human resources, and legal as well as some research and development, and a very limited amount of test and probe activity.

We also own a 30,000 square foot building in Reynosa, Mexico that supports some of the assembly and production needs of the Power and High-Reliability product line.

We lease an approximately 13,800 square foot building in San Diego, California that houses design, test and administrative functions and serves as a development center for our Wireless and Sensing product line. The lease on this facility runs through September 2019. We also lease approximately 20,100 square feet in Irvine, California which facility houses design, test and administrative functions for our Signal Integrity product lines. The Irvine lease for the first floor facilities will expire in September 2020. As a result of the Triune acquisition in 2015, we also now lease approximately 14,784 square feet in Plano, Texas, which houses the Power and High-Reliability Product Group.

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

We also lease space to house certain of our other administrative, design, sales and marketing, and operations domestically, in Plano, Texas; San Jose, California; Morrisville (Raleigh), North Carolina; and internationally, in Canada; China; Finland; France; Germany; India; Japan; Lithuania; Mexico; South Korea; the Philippines; Taiwan; and the United Kingdom. We terminated our leases in Buckingham Township (Philadelphia) Pennsylvania and Sweden in 2015.

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

**Item 3. Legal Proceedings**

The descriptions of the legal proceedings in Note 14 to the financial statements included in this report are incorporated by reference to this Item 3.

**Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

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

#### Market Information

During fiscal years 2016 and 2015, our common stock traded on the NASDAQ Global Select Market under the symbol “SMTC.” The following table sets forth, for the periods indicated, the high and low sale prices of our common stock, as reported on the NASDAQ market, giving effect to all stock splits through the date hereof.

	High	Low
<b>Fiscal year ended January 31, 2016:</b>		
First Quarter	\$30.01	\$23.43
Second Quarter	\$24.68	\$17.48
Third Quarter	\$18.31	\$14.04
Fourth Quarter	\$20.37	\$16.82
<b>Fiscal year ended January 25, 2015:</b>		
First Quarter	\$27.34	\$21.38
Second Quarter	\$28.10	\$21.66
Third Quarter	\$28.25	\$21.84
Fourth Quarter	\$28.49	\$22.84

On March 25, 2016, the reported last sale price of our common stock on the NASDAQ Global Select Market was \$21.45 per share.

#### Holders

As of March 25, 2016, we had 223 holders of record of our common stock.

#### Dividends

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

#### Purchases of Equity

We maintain a stock repurchase program that was initially approved by our Board of Directors in March 2008. The stock repurchase program does not have an expiration date and our Board of Directors has authorized expansion of the program over the years. During fiscal years 2016 and 2015, we repurchased shares of common stock in an amount of \$57.3 million and \$40.9 million, respectively. As of January 31, 2016, we had repurchased \$135.7 million in shares of our common stock under the program since inception and the current remaining authorization under our stock repurchase program is \$62.7 million. Under our stock repurchase program, we may repurchase our common stock at any time or from time to time, without prior notice, subject to market conditions and other considerations. Our repurchases may be made through 10b5-1 plans, open market purchases, privately negotiated transactions, block purchases or other transactions. We intend to fund repurchases under the program from cash on hand. We have no obligation to repurchase any shares under the stock repurchase program and may suspend or discontinue it at any time.

The Company did not repurchase shares of its common stock during the fourth quarter of fiscal 2016.

Information with respect to purchases by the Company of shares of common stock during the fourth quarter of fiscal year 2016 follows:

#### Issuer Purchases of Equity Securities

Fiscal Month/Year	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares That May Yet Be Purchased Under The Program
November 2015 (10/26/15-11/22/15)	—	\$ —	—	\$ 62.7 million
December 2015 (11/23/15-12/20/15)	—	\$ —	—	62.7 million
January 2016 (12/21/15-1/31/16)	—	\$ —	—	\$ 62.7 million
Total activity in the fourth quarter	—	\$ —	—	

#### Securities Authorized for Issuance Under Equity Compensation Plans

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

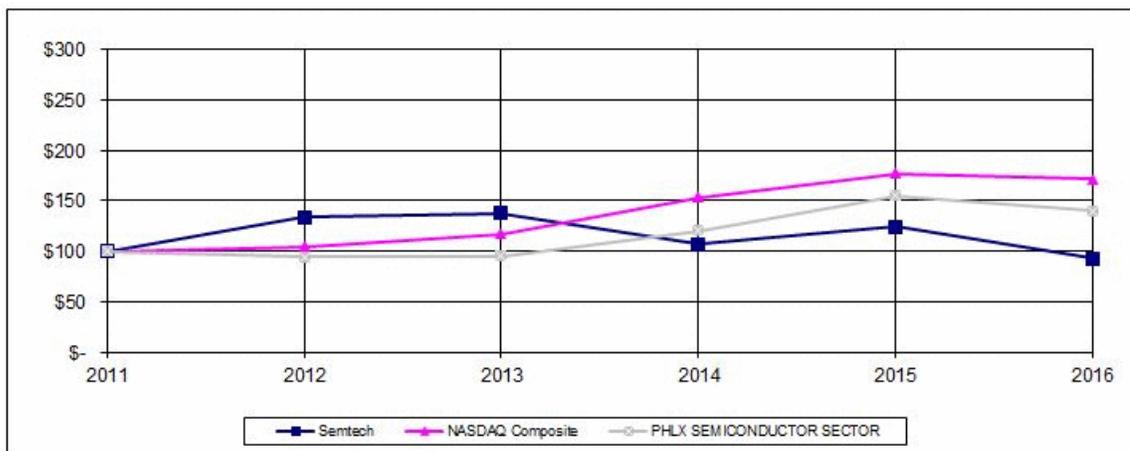
#### Sales of Unregistered Securities

We did not make any unregistered sales of equity securities during fiscal year 2016.

#### Performance Graph

This chart and graph show the value of a \$100 cash investment on the last day of fiscal year 2011 in (i) the Company’s common stock, (ii) the NASDAQ Composite Index, and (iii) the Philadelphia Semiconductor Index. Note that historic stock price performance is not necessarily indicative of future stock price

performance.



Fiscal Year	2011	2012	2013	2014	2015	2016
Semtech	\$ 100	\$ 133	\$ 137	\$ 107	\$ 125	\$ 92
NASDAQ Composite	\$ 100	\$ 105	\$ 117	\$ 154	\$ 177	\$ 172
PHLX SEMICONDUCTOR SECTOR	\$ 100	\$ 94	\$ 95	\$ 121	\$ 155	\$ 140

The information contained in this Item 5 under the heading “Performance Graph” (i) is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, and (ii) shall not be incorporated by reference into any registration statement or other document pursuant to the Exchange Act, or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing to this Item 5 Performance Graph information.

**Item 6. Selected Financial Data**

The consolidated statements of operations data set forth below for fiscal years 2016, 2015 and 2014 and the consolidated balance sheet data as of the end of fiscal years 2016 and 2015 are derived from, and qualified by reference to, the audited consolidated financial statements included in Item 8 of this report. The consolidated statements of operations data for fiscal years 2013 and 2012 and the consolidated balance sheet data as of the end of fiscal years 2014, 2013 and 2012 are derived from the audited financial statements previously filed with the SEC on Form 10-K.

This information should be read in conjunction with Management's Discussion and Analysis contained in Item 7 of this report, the audited financial statements and accompanying notes included in Item 8 of this report, and the corresponding items included in our Form 10-K for fiscal years 2015 and 2014.

The fiscal year ended January 31, 2016 consisted of fifty-three weeks. All other fiscal years presented consisted of fifty-two weeks. Our past results are not necessarily indicative of our future performance.

#### Income Statement Data

(in thousands, except per share amounts)	Fiscal Year Ended				
	January 31, 2016 (1)	January 25, 2015	January 26, 2014	January 27, 2013 (2)	January 29, 2012
Net sales	\$ 490,219	\$ 557,885	\$ 594,977	\$ 578,827	\$ 480,601
Cost of sales	197,109	229,093	244,719	264,215	194,956
Cost of sales - lower of cost or market write down	—	—	15,047	—	—
Gross profit	293,110	328,792	335,211	314,612	285,645
Operating costs and expenses:					
Selling, general and administrative	136,151	127,134	126,033	149,070	100,629
Product development and engineering	113,737	119,371	137,437	120,009	80,577
Intangible amortization	25,059	25,718	29,002	29,244	8,383
Intangible asset impairments	—	11,636	32,538	700	2,470
Goodwill impairment	—	—	116,686	—	—
Changes in the fair value of contingent earn-out obligations	(16,362)	1,391	(654)	—	—
Restructuring	4,526	1,285	3,086	—	—
Total operating costs and expenses	263,111	286,535	444,128	299,023	192,059
Operating (loss) income	29,999	42,257	(108,917)	15,589	93,586
Interest expense	(7,819)	(5,927)	(18,174)	(14,363)	—
Interest income and other (expense) income, net	(1,801)	165	(1,390)	(977)	593
(Loss) income before taxes	20,379	36,495	(128,481)	249	94,179
Provision (benefit) for taxes	8,882	8,548	35,985	(41,690)	5,092
Net (loss) income	\$ 11,497	\$ 27,947	\$ (164,466)	\$ 41,939	\$ 89,087
Earnings per share:					
Basic	\$ 0.18	\$ 0.42	\$ (2.44)	\$ 0.64	\$ 1.37
Diluted	\$ 0.17	\$ 0.41	\$ (2.44)	\$ 0.62	\$ 1.32
Weighted average number of shares used in computing earnings per share:					
Basic	65,657	67,108	67,471	65,809	65,099
Diluted	65,961	67,685	67,471	67,472	67,350
Anti-dilutive shares not included in the EPS calculations	2,569	1,714	1,245	783	625

Balance Sheet Data

(in thousands)	January 31, 2016 (1)	January 25, 2015	January 26, 2014	January 27, 2013 (2)	January 29, 2012
Cash, cash equivalents and investments	\$ 211,810	\$ 230,328	\$ 246,868	\$ 236,072	\$ 327,665
Working capital	237,334	288,647	282,706	248,311	360,330
Total assets	911,517	929,431	948,940	1,171,013	726,321
Long term debt, less current	239,177	234,746	273,293	282,286	—
Other long-term liabilities	279,579	270,032	302,207	318,505	29,151
Total stockholders' equity	528,051	551,358	535,843	694,826	630,188

(1)The Company acquired Triune on March 4, 2015 and EnVerv on January 13, 2015. Refer to Note 3 to our audited consolidated financial statements included in Item 8 of this report.

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

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

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with Item 6 “Selected Consolidated Financial Data” and our audited consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.*

*This Annual Report on Form 10-K contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, as amended, based on our current expectations, estimates and projections about our operations, industry, financial condition, performance, results of operations, and liquidity. Forward-looking statements are statements other than historical information or statements of current condition and relate to matters such as future financial performance, future operational performance, the anticipated impact of specific items on future earnings, and our plans, objectives and expectations. Statements containing words such as “may,” “believe,” “anticipate,” “expect,” “intend,” “plan,” “project,” “estimate,” “should,” “will,” “designed to,” “projections,” or “business outlook,” or other similar expressions constitute forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties that could cause actual results and events to differ materially from those projected. Please see Special Note Regarding Forward-Looking and Cautionary Statements elsewhere in this Annual Report on Form 10-K for potential factors that could cause actual results to differ materially from those in the forward-looking statements.*

## Overview

We are a leading supplier of analog and mixed-signal semiconductor products and were incorporated in Delaware in 1960. We design, produce and market a broad range of products that are sold principally into applications within the high-end consumer, industrial, enterprise computing and communications end-markets. The high-end consumer end-market includes handheld devices, smartphones, tablets, wireless charging, set-top boxes, digital televisions, digital video recorders, thunderbolt cables and other consumer equipment. Applications for the industrial market include video broadcast studio equipment, automated meter reading, smart grid, wireless charging, military and aerospace, medical, security systems, automotive, Internet of Things ("IoT"), industrial and home automation, video security and surveillance and other industrial equipment. Enterprise computing end-markets include desktops, notebooks, servers, graphic boards, printers, monitors, datacenter related equipment, passive optical networks, storage networks and computer peripherals. Communications end-market applications include 3G/4G/LTE wireless base stations, long-haul optical networks, carrier networks, switches and routers, cable modems, signal conditioners, wireless LAN, and other communication infrastructure equipment.

We report results on the basis of 52 and 53 week periods and our fiscal year ends on the last Sunday in January. The fiscal year ended January 31, 2016 consisted of 53 weeks. The fiscal years January 25, 2015 and January 26, 2014 each consisted of 52 weeks.

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

In March 2016, the United States Department of Commerce published in the Federal Register a "final rule" amending the Export Administration Regulations to add ZTE Corporation and three of its subsidiaries to the "Entity List" maintained by the Department for actions contrary to the national security and foreign policy interests of the United States. We do not expect this event to have a material impact on our results of operations.

On March 4, 2015, we completed the acquisition of Triune Systems, LLC. ("Triune"), a privately-held supplier of wireless charging, isolated switching and power management platforms targeted at high and low power, high efficiency applications. Under the terms of the purchase agreement, we acquired all of the outstanding equity interests of Triune Systems for an aggregate purchase price of \$45.0 million consisting of \$35.0 million cash paid at closing, with an additional cash consideration of \$10.0 million of which \$9.5 million was paid in September 2015. The remaining \$0.5 million is expected to be paid in the first quarter of fiscal year 2017. Subject to achieving certain future financial goals ("Triune Earn-out"), up to an additional \$70.0 million of additional contingent consideration will be paid over three years if certain revenue targets are achieved in each of the fiscal years 2016 through 2018. An additional payment of up to \$16.0 million will be paid after fiscal year 2018 if certain cumulative revenue and operating income targets are achieved. The Triune Earn-out targets for fiscal year 2016 were not met and we do not expect to make any payments with regards to this period which represented \$13.0 million of the total \$70.0 million opportunity. See Note 3 and Note 14 to our audited consolidated financial statements included in Item 8 of this report. Our primary reason for the acquisition was to broaden our existing portfolio with platforms that are very complementary to our current market focus, including Triune's isolated switching platform and wireless charging platform.

On January 13, 2015, we completed the acquisition of select assets of EnVerv, Inc. ("EnVerv"), a privately-held supplier of power line communications ("PLC") and Smart Grid solutions targeted at advanced metering infrastructure, home energy management systems and IoT applications. We paid \$4.9 million in cash at closing. See Note 3 to our audited consolidated financial statements included in Item 8 of this report.

We operate and account for results in one reportable segment. In the first quarter of fiscal year 2016, we completed a reassessment of our operations in light of our recent strategic business decisions. See Note 17 to our audited consolidated financial statements included in Item 8 of this report. Based on this reassessment, we have identified a total of five operating segments. Four of these operating segments aggregate into one reportable segment; the Semiconductor Products Group. The remaining operating segment, the Systems Innovation Group (shown as "All others"), could not be aggregated with the other operating segments and did not meet the criteria for a separate reportable segment as defined by the guidance regarding segment disclosure. The four operating segments aggregated into our one reportable segment all exhibit similar economic characteristics and we manage that business to a targeted gross margin range which all of the aggregated product lines are expected to meet. The historical activity of the reportable segment has been recast for consistent presentation for fiscal years 2015 and 2014.

Gross margins for our Protection product group and Power and High-Reliability product group performed below our targeted range in fiscal year 2016 as their businesses were negatively impacted by significantly lower sales volumes and an unfavorable product mix. We expect the gross margin for the Protection product group to recover as sales volumes improve and customers transition to our new generation of products. The lower sales volumes within the Power and High-Reliability product group are the result of the group's on-going strategic transition away from certain markets (i.e., the personal computer market) that are characterized by non-differentiated offerings in sectors that are highly competitive. Specifically, the Power and High-Reliability product group is transitioning its product offerings to better support its current target markets, which include high-end consumer and medical, space, industrial and automotive applications that have historically enjoyed higher gross margins. Additionally, we believe that the recent addition of the wireless charging and isolated switching platforms will allow us to accelerate this transition.

Most of our sales to customers are made on the basis of individual customer purchase orders. Many customers include cancellation provisions in their purchase orders. Trends within the industry toward shorter lead-times and "just-in-time" deliveries have resulted in our reduced ability to predict future shipments. As a result, we rely on orders received and shipped within the same quarter for a significant portion of our sales. Orders received and shipped in fiscal year 2016 represented 54% of net sales. Sales made directly to customers during fiscal year 2016 were 42% of net sales. The remaining 58% of net sales were made through independent distributors.

Our business relies on foreign-based entities. Most of our outside subcontractors and suppliers, including third-party foundries that supply silicon wafers, are located in foreign countries, including China, Taiwan, Europe and Israel. For the fiscal year ended January 31, 2016, approximately 29% of our silicon, in terms of cost of wafers purchased, was manufactured in China. Foreign sales for fiscal year 2016 constituted approximately 88% of our net sales. Approximately 83% of foreign sales in fiscal year 2016 were to customers located in the Asia-Pacific region. The remaining foreign sales were primarily to customers in Europe and Canada.

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

### ***Restructuring - fiscal 2016***

On July 15, 2015, we announced a worldwide reduction in force as part of an overall plan to align operating expenses with business conditions and leverage recent infrastructure investments. The reduction in force affected approximately 8% of our global workforce and was completed in our third quarter of fiscal year 2016. As a result of the reduction in force, we recorded restructuring charges of \$4.5 million in fiscal year 2016. Such costs consisted primarily of termination benefits, including severance, which have been settled in cash. The benefits from this plan, after full implementation, are expected to reduce our current operating expenses by approximately \$20.0 million on an annual basis.

<u>Restructuring charges</u>	
(in thousands)	
Employee terminations and related costs	\$ 4,526
Total restructuring costs	<u>\$ 4,526</u>

### ***Restructuring - fiscal 2015***

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

<u>Restructuring charges</u>	
(in thousands)	
Employee terminations and related costs	\$ 662
Contract termination costs	623
Total restructuring costs	<u>\$ 1,285</u>

### Impairment of finite-lived intangibles

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

### Other charges

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

As a result of these restructuring actions we realized operating cost savings of approximately \$6.4 million in fiscal year 2016.

### ***Restructuring - fiscal 2014***

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

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

#### Restructuring charges

(in thousands)

Employee terminations and related costs	\$	1,841
Contract termination costs		1,245
<b>Total restructuring costs</b>	<b>\$</b>	<b>3,086</b>

#### Impairment of finite and indefinite-lived intangibles

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

#### Other charges

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

## Results of Operations

### Fiscal Year 2016 Compared With Fiscal Year 2015

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

(in thousands, except percentages)	Fiscal Years				Change
	2016		2015		
Enterprise Computing	\$ 145,047	30%	\$ 115,812	21%	25 %
Industrial and Other	127,779	26%	147,410	26%	(13)%
High-End Consumer (1)	125,033	25%	173,799	31%	(28)%
Communications	92,360	19%	120,864	22%	(24)%
<b>Total</b>	<b>\$ 490,219</b>	<b>100%</b>	<b>\$ 557,885</b>	<b>100%</b>	<b>(12)%</b>

(1) Approximately \$32.8 million and \$46.7 million of our total sales to Samsung Electronics (and Affiliates), one of our significant customers, in fiscal year 2016 and 2015, respectively, were for products that target the handheld market (which includes mobile phones). This activity is included in the high-end consumer end-market category.

**Net Sales.** Net sales for fiscal year 2016 were \$490.2 million, a decrease of 12% compared to \$557.9 million for fiscal year 2015. Net sales for fiscal year 2016 benefited from an additional week compared to fiscal year 2015. Fiscal year 2016 revenues within the Enterprise Computing end-market benefited from particular strength from our optical products which are well positioned for the current cycle of datacenter upgrades and increased deployments of PON, particularly in China. This strength was more than offset by the further decline in the Communications market driven by the anticipated weakness in 40Gbps and 100Gbps SerDes devices going into the long-haul optical market as our customers transitioned away from our solutions and lower net sales to the 4G/LTE wireless base station market. Net sales were also lower in our high-end consumer end market due to lower demand from our largest Korean customers due to their loss of world-wide market share. Revenue from the licensing of intellectual property was \$3.4 million and \$0.4 million in fiscal years 2016 and 2015, respectively.

In fiscal year 2017, activity in the communications, enterprise computing and industrial end markets is expected to improve, due to continued demand for datacenter upgrades, and the build-out of metro communications infrastructure, including wireless base stations (specifically in China) and IoT applications.

**Gross Profit.** Gross profit was \$293.1 million and \$328.8 million in fiscal years 2016 and 2015, respectively. Our gross margin was 59.8% for fiscal year 2016, up from 58.9% in fiscal year 2015. We incurred significant charges in fiscal year 2015 related to our strategic decision to reduce our investments in the long-haul optical and defense and microwave communications markets. These charges included \$2.8 million of asset impairment charges and \$3.0 million of charges related to settlement of contract commitments. Excluding the charges related to these business alignment decisions, our gross margin profile for fiscal years 2016 and 2015 were similar. We expect overall gross margins to remain consistent in fiscal year 2017.

### Operating Costs and Expenses.

(in thousands, except percentages)	Fiscal Years				Change
	2016		2015		
	Cost/Exp.	% net sales	Cost/Exp.	% net sales	
Selling, general and administrative	\$ 136,151	28 %	\$ 127,134	23%	7 %
Product development and engineering	113,737	23 %	119,371	21%	(5)%
Intangible amortization	25,059	5 %	25,718	5%	(3)%
Intangible asset impairments	—	—%	11,636	2%	(100)%
Changes in fair value of contingent earn-out obligations	(16,362)	(3)%	1,391	—%	—%
Restructuring charge	4,526	1 %	1,285	—%	252 %
<b>Total operating costs and expenses</b>	<b>\$ 263,111</b>	<b>54 %</b>	<b>\$ 286,535</b>	<b>51%</b>	<b>(8)%</b>

#### Selling, General & Administrative Expenses

Selling, general and administrative (“SG&A”) expenses for fiscal year 2016 increased by \$9.0 million as a result of higher support costs related to our new enterprise resource planning (“ERP”) software and the recurring amortization expense associated with our new ERP software of approximately \$2.2 million per year. In fiscal year 2016, we recorded a reserve for certain environmental matters of \$2.9 million and incurred approximately \$6.8 million of costs associated with various legal matters, including our acquisition of Triune, our investment in MultiPhy Ltd., and our Active Semi litigation. These costs were partially offset by \$9.1 million of lower stock-based compensation expense.

#### Product Development and Engineering Expenses

Product development and engineering expenses for fiscal years 2016 and 2015 were \$113.7 million and \$119.4 million, respectively or a decrease of 5%. The decrease was primarily a result of our decision to reduce our investment in the defense and microwave communications markets and to make additional reductions in our investments in the long-haul optical market, partially offset by higher costs associated with our acquisitions of Triune and EnVerv and lower recoveries from third parties for non-recurring engineering services.

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

#### Intangible Amortization

Intangible amortization was \$25.1 million and \$25.7 million in fiscal years 2016 and 2015, respectively.

#### Intangible Asset Impairments

There were no intangible asset impairments in 2016. We recorded \$11.6 million in intangible asset impairments in fiscal year 2015 related to our decision to reduce our investment in the defense and microwave communications markets and to make additional reductions in our investments in the long-haul optical market.

#### Changes in the Fair Value of Contingent Earn-out Obligations

The contingent earn-out expense decreased by \$17.8 million in fiscal year 2016 primarily as a result of a significant reduction in our estimate of projected revenue associated with the Triune Earn-out.

We measure contingent earn-out liabilities at fair value on a recurring basis using significant unobservable inputs classified within Level 3 of the fair value hierarchy. We use a Monte Carlo valuation method as a valuation technique to determine the value of the earn-out liability. The significant unobservable inputs used in the fair value measurements are revenue projections over the earn-out period, and the probability outcome percentages assigned to each scenario. Significant increases or decreases to either of these inputs in isolation would result in a significantly higher or lower liability, with a higher liability capped by the contractual maximum of the contingent earn-out obligation. Ultimately, the liability will be equivalent to the amount paid, and the difference between the fair value estimate and amount paid will be recorded in earnings. The Triune Earn-out targets for fiscal year 2016 were not met and we do not expect to make any payments with regards to this period which represented \$13.0 million of the total \$70.0 million opportunity.

#### Restructuring

In the second quarter of fiscal year 2016, we announced a worldwide reduction in force as part of an overall plan to align operating expenses with business conditions and leverage recent infrastructure investments. As a result of the reduction in force, we recorded restructuring charges of \$4.5 million in fiscal year 2016.

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

**Interest Expense.** Interest expense was \$7.8 million and \$5.9 million for fiscal years 2016 and 2015, respectively. The \$1.9 million increase is primarily related to higher levels of outstanding debt under our credit facilities and higher amortization costs associated with our interest rate hedge. Our interest rate under the Credit Agreement can be influenced by our leverage ratio, as defined in our Credit Agreement (“Leverage Ratio”). Our Leverage Ratio is influenced by our consolidated indebtedness and our adjusted earnings before interest, taxes, depreciation and amortization. Historically, our Leverage Ratio under the Credit Agreement has been between 1.50 and 2.25 which resulted in an interest rate margin of 1.75%. Primarily as a result of declining revenue, our Leverage Ratio exceeded 2.50 at the end of fiscal year 2016 which will result in our rate margin increasing to 2.25%. We believe that our Leverage Ratio will improve in the first quarter of fiscal year 2017, to a level below 2.50, as a result of higher sales. If our Leverage Ratio were to remain above 2.50, the higher interest rate would increase our annual interest expense by approximately \$0.9 million.

**Interest Income and Other Expense, Net.** Interest income and other expense, net was expense of \$1.8 million in fiscal year 2016 compared to expense of \$0.2 million in fiscal year 2015. Interest income earned in the past few years has been insignificant. The higher expense in fiscal year 2016 was primarily related to the impact of unfavorable movements in foreign exchange rates and higher interest costs associated with the Cycleo Amended Earn-Out discussed in Note 14 to our audited consolidated financial statements included in Item 8 of this report.

**Provision for Taxes.** The provision for income taxes was \$8.9 million for fiscal year 2016 compared to \$8.5 million for fiscal year 2015. The effective tax rates for fiscal years 2016 and 2015 were a tax provision of 43.6% and 23.4%, respectively. The effective tax rates for fiscal years 2016 and 2015 reflect the adverse impact of \$1.8 million and \$14.3 million respectively, related to a valuation reserve against our deferred tax assets.

Our effective tax rate in fiscal year 2016 differs from the statutory federal income tax rate of 35% due primarily to a valuation reserve against our deferred tax assets and certain undistributed foreign earnings for which no U.S. taxes are provided, because such earnings are indefinitely reinvested outside of the U.S. The effective tax rate in fiscal year 2016 is higher than the statutory federal income tax rate due to additional non-cash tax expense in the US resulting from the reversal of a contingent liability (discussed in Note 14) and its related impact on a book-tax difference in the basis of Goodwill. During fiscal year 2016, we also received an income tax rate benefit for our research and development tax credits in the U.S., U.K., and Canada.

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

As of January 31, 2016, we have a valuation allowance against our U.S. deferred tax assets of approximately \$77.4 million. We are required to assess whether a valuation allowance should be recorded against our deferred tax assets (“DTAs”) based on the consideration of all available evidence, using a “more likely than not” realization standard. The four sources of taxable income that must be considered in determining whether DTAs will be realized are: (1) future reversals of existing taxable temporary differences (i.e. offset of gross deferred tax assets against gross deferred tax liabilities); (2) taxable income in prior carryback years, if carryback is permitted under the tax law; (3) tax planning strategies and (4) future taxable income exclusive of reversing temporary differences and carry-forwards.

In assessing whether a valuation allowance is required, significant weight is to be given to evidence that can be objectively verified. We have evaluated our DTAs each reporting period, including an assessment of our cumulative income or loss over the prior three-year period, to determine if a valuation allowance was required. A significant negative factor in our assessment was our three-year cumulative loss history in the U.S. as of January 31, 2016.

In fiscal years 2013 through 2015, our Canadian operations were in a cumulative loss position due to a loss generated in fiscal year 2013. However, as of the end of fiscal year 2016, Gennum was in a three year cumulative income position, since the loss that was generated in fiscal year 2013 was no longer included in the three year window for measuring income or loss. We are forecasting pretax income growth for Gennum over the next five years, and correspondingly estimated our Canadian based taxes over the next five years. We compared the amount of taxes that we will owe in this period to our net deferred tax assets and concluded that we would be able to utilize our deferred tax assets without any concerns related to expiration.

We are forecasting pretax income growth for Gennum over the next five years, and correspondingly estimated our Canadian based taxes over the next five years. We compared the amount of taxes that we will owe in this period to our net deferred tax assets and concluded that we would be able to utilize our deferred tax assets without any concerns related to expiration.

We were able to conclude that the positive evidence related to long-term profitability and utilization of all deferred tax assets was sufficient to warrant a full release of the reserve on our Canadian deferred tax assets. As such, in the fourth quarter of fiscal year 2016, we released the entire reserve of approximately \$7.2 million on our Canadian deferred tax assets.

After a review of the four sources of taxable income described above and in view of our three-year cumulative loss, we were not able to conclude that it is more likely than not that our U.S. DTAs will be realized. As a result, we recorded a full valuation allowance on our DTAs in the U.S, with a corresponding charge to the income tax provision of approximately \$9.0 million. During the fourth quarter of fiscal year 2016, we revisited our analysis of whether a valuation allowance would be appropriate for our Canadian deferred tax assets, and concluded that enough positive evidence exists to fully release the reserve, with a corresponding benefit to the income tax provision of approximately \$7.2 million. This resulted in a net charge to the income tax provision of approximately \$1.8 million as of January 31, 2016.

As we enter fiscal year 2017, we expect our tax rate to face upward pressure as a result of a less favorable mix of foreign and domestic income and our expected inability to benefit from deferred tax assets as a result of our recent history of tax losses in the United States.

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

**Fiscal Year 2015 Compared With Fiscal Year 2014**

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

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

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

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

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

## Operating Costs and Expenses

(in thousands, except percentages)	Fiscal Years				Change
	2015		2014		
	Cost/Exp.	% net sales	Cost/Exp.	% net sales	
Selling, general and administrative	\$ 127,134	23%	\$ 126,033	21%	1 %
Product development and engineering	119,371	21%	137,437	23%	(13)%
Intangible amortization	25,718	5%	29,002	5%	(11)%
Intangible asset impairments	11,636	2%	32,538	5%	(64)%
Goodwill impairment	—	—%	116,686	20%	(100)%
Restructuring charge	1,285	—%	3,086	1%	(58)%
<b>Total operating costs and expenses</b>	<b>\$ 285,144</b>	<b>51%</b>	<b>\$ 444,782</b>	<b>75%</b>	<b>(36)%</b>

### Selling, General & Administrative Expenses

Selling, general, and administrative expenses for fiscal year 2015 increased by \$1.1 million or 1% as a result of higher stock-based compensation expense partially offset by lower levels of variable compensation tied to lower sales.

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

### Product Development and Engineering Expenses

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

### Intangible Amortization and Impairments

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

Intangible asset impairments was \$11.6 million and \$32.5 million in fiscal years 2015 and 2014 respectively.

### Goodwill Impairment

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

### Restructuring

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

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

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

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

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

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

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

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

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

## Liquidity and Capital Resources

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

As of January 31, 2016, our total shareholders' equity was \$528.1 million. At that date we also had approximately \$211.8 million in cash and temporary investments and \$257.7 million of borrowings, net of debt discount.

Our primary sources and uses of cash for the corresponding periods are presented below:

(in millions)	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
<b>Sources of Cash</b>			
Operating activities	\$ 102.1	\$ 106.2	\$ 118.0
Proceeds from exercise of stock options	5.8	8.9	20.6
Proceeds from sale of investments	—	3.7	10.2
Borrowings under line of credit	35.0	5.0	324.4
	<b>\$ 142.9</b>	<b>\$ 123.7</b>	<b>\$ 473.2</b>
<b>Uses of Cash</b>			
Capital expenditures on property, plant and equipment, net of sale proceeds	\$ (13.0)	\$ (31.7)	\$ (37.1)
Payment for employee stock-based compensation payroll taxes	(6.5)	(7.2)	(10.5)
Acquisitions, net of cash acquired	(39.2)	(4.9)	—
Purchase of cost method investments	(14.6)	(7.1)	(2.5)
Purchases of investments	—	—	(1.1)
Purchase of intangible assets	—	(1.1)	(3.5)
Payment of long-term debt	(30.8)	(43.7)	(368.5)
Repurchase of common stock	(57.3)	(40.9)	(30.0)
	<b>\$ (161.4)</b>	<b>\$ (136.6)</b>	<b>\$ (453.2)</b>
<b>Effect of exchange rate increase on cash and cash equivalents</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>\$ (18.5)</b>	<b>\$ (12.9)</b>	<b>\$ 20.0</b>

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

A meaningful portion of our capital resources, and the liquidity they represent, are held by our foreign subsidiaries. As of January 31, 2016, our foreign subsidiaries held approximately \$170.7 million of cash and cash equivalents compared to \$149.9 million at January 25, 2015. Earnings previously taxed in the U.S. of \$17.2 million could be repatriated subject only to a 5% withholding tax, as we do not assert permanent reinvestment of earnings previously taxed in the U.S. As of January 31, 2016, our foreign subsidiaries had \$516.8 million of unremitted earnings for which no Federal or state taxes have been provided. We currently do not need these earnings for investment in our domestic operations, thus our assertion regarding the permanent investment of these earnings.

One of our primary goals is to improve the cash flows from our existing business activities. Our cash, cash equivalents and free cash flow have provided us in recent years with the flexibility to pay down debt, return value to shareholders (in the form of stock repurchases) and also pursue business improvement opportunities.

Additionally, we will continue to seek to maintain and improve our existing business performance with capital expenditures and, potentially, acquisitions that meet our rate of return requirements. Acquisitions may be made for either cash or stock consideration, or a combination of both.

### Operating Activities

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

Operating cash flows for fiscal years 2016 and 2015 were impacted by several significant non-cash transaction related items including, for fiscal 2016, depreciation, amortization and impairment expenses of \$48.9 million, stock-based compensation expense of \$20.5 million, and the benefit of reductions in the fair value of contingent earn-out obligations of \$16.4 million. The significant non-cash transactions for fiscal 2015 included depreciation, amortization, and impairment expense of \$69.3 million, and stock-based compensation expense of \$29.6 million.

### Investing Activities

Cash used for investing activities is primarily attributable to acquisitions, net of cash received, capital expenditures and other equity or cost method investments.

On March 4, 2015, we acquired Triune, a privately-held supplier of wireless charging and power management platforms targeted at, among other things, high and low power, high-efficiency applications. Under the terms of the purchase agreement we acquired all of the outstanding equity interest in Triune for a guaranteed minimum purchase price of \$45.0 million which consisted of \$35.0 million in cash paid at closing and \$10.0 million to be paid at a future date ("Deferred Payment"). To fund the Triune acquisition, we borrowed \$35.0 million under our revolving line of credit in March 2015. In September 2015, we paid \$9.5 million of the deferred payment with the remaining \$0.5 million expected to be paid in the first quarter of fiscal year 2017. Subject to achieving certain future financial goals ("Triune Earn-out"), up to \$70.0 million of consideration will be paid over three years if certain revenue targets are achieved in each of the fiscal years 2016 through 2018. An additional payment of up to \$16.0 million will be paid after fiscal year 2018 if certain cumulative revenue and operating income targets are achieved. The Triune Earn-out targets for fiscal year 2016 were not met and we do not expect to make any payments with regards to this period which represented \$13.0 million of the total \$70.0 million opportunity.

Capital expenditures were \$13.0 million for fiscal year 2016 compared to \$31.8 million for fiscal year 2015. The year over year decrease in spending was due primarily to the completion of our development of our new ERP software. In fiscal year 2016, we focused on controlling our capital expenditure to align with our lower revenues. In fiscal year 2017, we expect our capital expenditures to increase modestly as we increase our investments in test and manufacturing equipment to support new product releases. If product demand were to increase significantly beyond current projections, we would expect to increase capital spending to accommodate the growth.

### Financing Activities

Cash provided by financing activities is primarily attributable to borrowings under our revolving commitments offset by principal and interest payments related to our long-term debt and repurchase of outstanding common stock.

On May 2, 2013, we entered into a credit agreement with certain lenders (the "Lenders") and HSBC Bank USA, National Association, as administrative agent and as swing line lender and letter of credit issuer (the "Credit Agreement"). In accordance with this Credit Agreement, the Lenders provided us with senior secured first lien credit facilities in an aggregate principal amount of \$400.0 million, consisting of term loans in an aggregate principal amount of \$150.0 million and revolving commitments in an aggregate principal amount of \$250.0 million. Payments of long term debt in fiscal years 2016 and 2015 were \$30.8 million and \$43.7 million, respectively. Under the terms of the Credit Agreement, we are required to make \$4.7 million in quarterly principal payments on the term loans through the second quarter of fiscal year 2018. Beginning in the third quarter of fiscal year 2018, the required quarterly principal payment will increase to \$7.5 million. On March 4, 2015, we borrowed \$35.0 million under the revolving commitments in connection with our acquisition of Triune. The Company made voluntary payments of \$12.0 million and \$25.0 million against the Revolving Commitments in fiscal years 2016 and 2015, respectively. As of January 31, 2016, we have \$77.1 million outstanding under our term loans and \$181.0 million outstanding under the revolving commitments.

Our interest rate under the Credit Agreement can be influenced by our Leverage Ratio, as defined in our Credit Agreement. Our Leverage Ratio is influenced by our consolidated indebtedness and our adjusted earnings before interest, taxes, depreciation and amortization. Historically, our Leverage Ratio under the Credit Agreement has been between 1.50 and 2.25 which resulted in an interest rate margin of 1.75%. Primarily as a result of declining revenue, our Leverage Ratio exceeded 2.50 at the end of fiscal year 2016 which will result in our rate margin increasing to 2.25%. We believe that our Leverage Ratio will improve in the first quarter of fiscal year 2017, to a level below 2.50, as a result of higher sales. If our Leverage Ratio were to remain above 2.50, the higher interest rate would increase our annual interest expense by approximately \$0.9 million.

In fiscal year 2016, we received \$5.8 million in proceeds from the exercise of stock options compared to \$8.9 million in the fiscal year 2015. We do not directly control the timing of the exercise of stock options. Such exercises are independent decisions made by grantees and are influenced most directly by the stock price and the expiration dates of stock option awards. Such proceeds are difficult to forecast, resulting from several factors which are outside our control.

As noted above, we maintain a stock repurchase program that was initially approved by our Board of Directors in March 2008. During fiscal years 2016 and 2015, we repurchased shares of common stock in an amount of \$57.3 million and \$40.9 million, respectively. As of January 31, 2016, we had repurchased \$135.7 million in shares of our common stock under the program since inception and the current remaining authorization under our stock repurchase program is \$62.7 million.

#### Off-Balance Sheet Arrangements

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

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

Noted below under "Contractual Obligations" are various commitments we have associated with our business, such as lease commitments and open purchase obligations, which are not recorded as liabilities on our balance sheet because we have not yet received the related goods or services as of January 31, 2016.

#### Contractual Obligations

Presented below is a summary of our contractual obligations as of January 31, 2016.

(in thousands)	Less than 1 year	1-3 years	4-5 years	After 5 years	Total
Long-term debt	\$ 18,750	\$ 239,375	\$ —	\$ —	\$ 258,125
Operating leases	7,184	10,462	6,660	3,377	27,683
Open capital purchase commitments	1,537	—	—	—	1,537
Other open purchase commitments	41,813	3,376	—	—	45,189
Other vendor commitments	—	—	—	—	—
Deferred compensation	1,448	2,875	1,915	13,186	19,424
Cycleo-deferred compensation	2,155	3,699	—	—	5,854
Stock-based compensation	599	3,508	—	—	4,107
<b>Total contractual cash obligations</b>	<b>\$ 73,486</b>	<b>\$ 263,295</b>	<b>\$ 8,575</b>	<b>\$ 16,563</b>	<b>\$ 361,919</b>

The table above includes the interest payments we owe on our long-term debt. We have assumed no additional borrowings or repayments under our revolving credit facility. For debt that has variable rate interest, we have calculated future interest obligations based on the interest rate for that debt as of January 31, 2016.

Capital purchase commitments and other open purchase commitments are for the purchase of plant, equipment, raw material, supplies and services. They are not recorded as liabilities on our balance sheet as of January 31, 2016, as we have not yet received the related goods or taken title to the property.

The table above does not include earn-out payments we may owe as part of our acquisition of Triune. We have agreed to pay up to \$70.0 million of consideration over a three year period if certain revenue targets are achieved in each of the fiscal years 2016 through 2018. An additional payment of up to \$16.0 million will be paid after fiscal year 2018 if certain cumulative revenue and operating income targets are achieved. The Triune Earn-out targets for fiscal year 2016 were not met and we do not expect to make any payments with regards to this period which represented \$13.0 million of the total \$70.0 million opportunity.

As part of our acquisition of Cycleo SAS and the terms of the amended earn-out agreement entered into with the former Cycleo stockholders ("Earn-out Beneficiaries"), we have agreed to pay up to \$16.0 million of consideration over a five year period if

certain revenue and operating income targets are achieved in each of the five measurement periods. See Note 14 to our audited consolidated financial statements included in Item 8 of this report.

We maintain a deferred compensation plan for certain officers and key executives that allow participants to defer a portion of their compensation for future distribution at various times permitted by the plan. Our liability for deferred compensation under this plan was \$19.4 million and \$19.8 million as of January 31, 2016 and January 25, 2015, respectively, and is included in accrued liabilities and other long-term liabilities on the balance sheet and in the table above. The plan provides for a discretionary Company match up to a defined portion of the employee's deferral, with any match subject to a vesting period.

We have purchased whole life insurance on the lives of some of our current and former deferred compensation plan participants. This Company-owned life insurance is held in a grantor trust and is intended to cover a majority of the costs of our deferred compensation plan. The cash surrender value of our Company-owned life insurance was \$16.8 million and \$18.5 million as of January 31, 2016 and January 25, 2015, respectively.

## **Inflation**

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

## **Critical Accounting Policies and Estimates**

Our consolidated financial statements are prepared in accordance with generally accepted accounting principles ("GAAP"). In connection with the preparation of our financial statements, we are required to make assumptions and estimates about future events, and apply judgments that affect the reported amounts of assets, liabilities, revenue, expenses and the related disclosures. We base our assumptions, estimates and judgments on historical experience, current trends and other factors that management believes to be relevant at the time our consolidated financial statements are prepared. On a regular basis, management reviews the accounting policies, assumptions, estimates and judgments to ensure that our financial statements are presented fairly and in accordance with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material.

Our significant accounting policies are discussed in Note 2 to our audited consolidated financial statements, included in Item 8, of this report on Form 10-K. We believe that the following accounting estimates are the most critical to aid in fully understanding and evaluating our reported financial results, and they require our most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain. We have reviewed these critical accounting estimates and related disclosures with the Audit Committee of our Board of Directors.

### Revenue and Cost of Sales

We recognize product revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collectability is probable. Product design and engineering recoveries are recognized during the period in which services are performed and are recorded as an offset to the related expenses. We include revenue related to granted technology licenses as part of "Net sales." Historically, revenue from these arrangements has not been significant though it is part of our recurring ordinary business.

We record a provision for estimated sales returns in the same period as the related revenues are recorded. We base these estimates on historical sales returns and other known factors. Actual returns could be different from our estimates and current provisions for sales returns and allowances, resulting in future charges to earnings.

We record a provision for sales rebates in the same period as the related revenues are recorded. These estimates are based on sales activity during the period. Actual rebates given could be different from our estimates and current provisions for sales rebates, resulting in future charges to earnings. The estimated sales rebates for sales activity during the period where there are no outstanding receivables are recorded on the balance sheet under the heading of "Accrued liabilities." The portion of the estimated sales rebate where there are outstanding receivables is recorded on the balance sheet as a reduction to accounts receivable.

We defer revenue recognition on shipment of products to certain customers, principally distributors, under agreements which provide for limited pricing credits or product return privileges, until these products are sold through to end-users or the return privileges lapse. For sales subject to certain pricing credits or return privileges, the amount of future pricing credits or inventory returns cannot be reasonably estimated given the relatively long period in which a particular product may be held by the customer. Therefore, we have concluded that sales to customers under these agreements are not fixed and determinable at the date of the sale and revenue recognition has been deferred. We estimate the deferred gross margin on these sales by

applying an average gross profit margin to the actual gross sales. The average gross profit margin is calculated for each category of material using current standard costs. The estimated deferred gross margin on these sales, where there are no outstanding receivables, is recorded on the balance sheet under the heading of "Deferred revenue." There were no significant impairments of deferred cost of sales in fiscal year 2016 or fiscal year 2015.

The following table summarizes the deferred net revenue balance:

(in thousands)	January 31, 2016	January 25, 2015
Deferred revenues	\$ 5,991	\$ 6,237
Deferred cost of revenues	(1,139)	(1,562)
Deferred revenue, net	4,852	4,675
Deferred product design and engineering recoveries	3,776	1,173
Total deferred revenue	<u>\$ 8,628</u>	<u>\$ 5,848</u>

#### Allowance against Accounts Receivable

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

We record a provision for estimated sales returns in the same period as the related revenues are recorded. These estimates are based on historical sales returns and other known factors. Actual returns could be different from our estimates and current provisions for sales returns and allowances, resulting in future charges to earnings. The portion of the estimate sales returns where there are outstanding receivables are recorded on the balance sheet as a reduction to accounts receivable.

We record a provision for sales rebates in the same period as the related revenues are recorded. These estimates are based on sales activity during the period. The actual rebate could be different from current provisions for sales rebates, resulting in future adjustments to earnings. The estimated sales rebate for sales for which there are no outstanding receivables is recorded on the balance sheet under the heading of "Accrued liabilities." The portion of the estimated sales rebate where there are outstanding receivables is recorded on the balance sheet as a reduction to accounts receivable.

A summary of allowances against accounts receivable for fiscal years ended January 31, 2016 and January 25, 2015 is as follows:

(in thousands)	January 31, 2016	January 25, 2015
Allowance for doubtful accounts	\$ (889)	\$ (1,678)
Sales rebate allowance	(5,006)	—
Sales return allowance	(517)	(379)
Other allowances	(1,381)	(1,466)
Total	<u>\$ (7,793)</u>	<u>\$ (3,523)</u>

#### Inventory Valuation

Our inventories are stated at lower of cost or market and consist of materials, labor and overhead. We determine the cost of inventory by the first-in, first-out method. At each balance sheet date, we evaluate our ending inventories for excess quantities and obsolescence. This evaluation includes analysis of sales levels by product and projections of future demand. In order to state our inventory at lower of cost or market, we maintain specific reserves against our inventory which serve to write-down our inventories to a new cost basis. If future demand or market conditions are less favorable than our projections, a write-down of inventory may be required, and would be reflected in cost of goods sold in the period the revision is made.

### Business Combinations

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

We measure contingent earn-out liabilities at fair value on a recurring basis using significant unobservable inputs classified within Level 3 of the fair value hierarchy. On a quarterly basis, we use a Monte Carlo valuation method as a valuation technique to determine the value of the earn-out liability. The significant unobservable inputs used in the fair value measurements are revenue projections over the earn-out period, and the probability outcome percentages assigned to each scenario. Significant increases or decreases to either of these inputs in isolation would result in a significantly higher or lower liability, with a higher liability capped by the contractual maximum of the contingent earn-out obligation.

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

### Contingencies and Litigation

We record accruals for contingencies when it is probable that a liability has been incurred and the amount can be reasonably estimated. These accruals are adjusted periodically as assessments change or additional information becomes available. Individually significant contingent losses are accrued when probable and reasonably estimable.

The legal defense costs we accrue are based on reviews by outside counsel, in-house counsel and management and some of the significant factors considered in the review of these reserves are as follows: the actual costs incurred by us; the development of our legal defense strategy and structure in light of the scope of the litigation; the number of cases being brought against us; the costs and outcomes of completed trials and the most current information regarding anticipated timing, progression, and related costs of pre-trial activities and trials in the associated litigation.

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

### Stock-Based Compensation

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

### Impairment of Goodwill, Other Intangibles and Long-Lived Assets

#### **Goodwill**

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

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

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

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

As of November 30, 2015, our reporting units with assigned goodwill were as follows:

(in thousands)	Balance as of November 30, 2015	
Signal Integrity Products	\$	261,891
Power and High-Reliability Products		49,384
Wireless and Sensing Products		18,428
Total	\$	<u>329,703</u>

In the fourth quarter of fiscal year 2016, we completed our quantitative assessment of any potential goodwill impairment and concluded that there were no indications of impairment as of January 31, 2016. Our quantitative assessment of potential goodwill impairment concluded that the fair value of the Signal Integrity Products group exceeded its carrying value by 47% and the fair value of the Wireless and Sensing Products group exceeded its carrying value by over 258%. The fair value of the Power and High-Reliability group exceeded its carrying value by 213%.

#### **Other Intangibles and Long-lived Assets**

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

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

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

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

Using the cost approach, we determined fair values of individual tangible long-lived assets based upon the cost to reproduce the long-lived asset taking into account the age, condition, inflation using the U.S. Bureau of Labor Statistics and Marshall Valuation Services, and cost to ready the long-lived asset for its intended use. Additionally, we considered the potential existence of functional and economic obsolescence and quantified these elements in our cost approach as appropriate.

We recognized and allocated to tangible long-lived assets an impairment loss of \$0.6 million, \$9.4 million, \$9.1 million during the fiscal years ended January 31, 2016, January 25, 2015, and January 26, 2014, respectively, which reduced the cost basis in the corresponding assets. Also, we reassessed the estimated remaining useful lives of these assets and adjusted accordingly our estimates of future depreciation expense.

For intangible long-lived assets, which consist of core technology and customer relationships, we used the multi-period excess earnings method, an income approach, or the replacement cost method (a cost approach), to determine fair value. The multi-period excess earnings method, a form of the income approach, estimates the value of the asset based on the present value of the after-tax cash flows attributable to the intangible asset, which includes our estimates of forecasted revenue, operating margins, taxes and discount rate. The replacement cost method incorporates a market participant's assumption that an in-use premise is the highest and best use of customer relationships and core technology. We estimated the cost we would incur to rebuild or re-establish the intangible asset and the associated effort required to develop it.

We recorded impairment losses related to intangible long-lived assets as summarized below. Also, we reassessed the estimated remaining useful lives of these long-lived intangible assets and adjusted accordingly our estimates of future amortization expense.

(in thousands)	Fiscal years		
	2016	2015	2014
Finite-lived intangibles	\$ —	\$ 11,636	\$ 29,938
Indefinite-lived intangibles	—	—	2,600
<b>Total intangible asset impairment</b>	<b>\$ —</b>	<b>\$ 11,636</b>	<b>\$ 32,538</b>

#### Accounting for Income Taxes

The provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets and liabilities are expected to be realized or settled. We record a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

We evaluate whether it is more likely than not that forecasted income, including income that may be generated as a result of certain tax planning strategies, together with future reversals of existing taxable temporary differences, will be sufficient to fully recover the deferred tax assets. In the event that we determine all or part of the net deferred tax assets are not realizable in the future, we will record an adjustment to the valuation allowance that would be charged to earnings in the period such determination is made. In determining whether a valuation allowance is required, we consider projected taxable income and our historical performance. The most significant assumptions used in preparing projections of taxable income include forecasting the levels of income by region and the amount of deductible stock based compensation.

We recognize tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of U.S. GAAP and complex tax laws. Resolution of these uncertainties in a manner inconsistent with our expectations could have a material impact on our financial condition and operating results.

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

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

In general, the amount of taxes we pay will differ from our reported tax provision as a result of differences between accounting for income under U.S. GAAP and accounting for taxable income. Typical book-tax differences include expense related to

equity compensation, deemed dividends, depreciation, litigation expense and amortization of intangible assets. As a result of these book-tax differences, our tax payments are expected to differ from our tax provision during the next three years.

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

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

#### **New Accounting Standards**

In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU No. 2016-02, Leases (Topic 842), which requires substantially all leases be recognized by lessees on their balance sheet as a right-of-use asset and corresponding lease liability, including leases currently accounted for as operating leases. The new standard also will result in enhanced quantitative and qualitative disclosures, including significant judgments made by management, to provide greater insight into the extent of revenue and expense recognized and expected to be recognized from existing leases. The standard requires modified retrospective adoption and will be effective December 15, 2018, with early adoption permitted. We are currently assessing the basis of adoption and evaluating the impact of the adoption of the update on our consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11, Inventory (Topic 330) Related to Simplifying the Measurement of Inventory which applies to all inventory except inventory that is measured using last-in, first-out ("LIFO") or the retail inventory method. Inventory measured using first-in, first-out ("FIFO") or average cost is covered by the new amendments. Inventory within the scope of the new guidance should be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. The amendments will take effect for public business entities for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The new guidance should be applied prospectively, and earlier application is permitted as of the beginning of an interim or annual reporting period. We are currently assessing the basis of adoption and evaluating the impact of the adoption of the update on our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which requires an entity to recognize revenue from the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance addresses, in particular, contracts with more than one performance obligation, as well as the accounting for some costs to obtain or fulfill a contract with a customer, and provides for additional disclosures with respect to revenues and cash flows arising from contracts with customers. Public entities are required to apply the amendments on either a full- or modified-retrospective basis for annual periods beginning after December 15, 2017 and for interim periods within those annual periods. This update will be effective for the Company beginning in the first quarter of fiscal year 2019. Early adoption is not permitted. We are currently assessing the basis of adoption and evaluating the impact of the adoption of the update on our consolidated financial statements.

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

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

##### **Market Conditions**

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

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

##### **Commodity Risk**

We are subject to risk from fluctuating market prices of certain commodity raw materials, particularly gold, that are incorporated into our end products or used by our suppliers to process our end products. Increased commodity prices are passed

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

#### **Foreign Currency Risk**

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

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

All of our foreign sales, which amounted to \$431.2 million in fiscal year 2016, are denominated in United States dollars. Currency exchange rate fluctuations in foreign countries where we do business could harm our business by resulting in pricing that is not competitive with prices denominated in local currencies.

For fiscal year 2016, we spent approximately 52.8 million in Canadian dollars, 13.8 million in British Pound Sterling, 21.9 million in Swiss Francs, 7.0 million in Euros, 58.9 million in Chinese Yuan, and 101.4 million in Mexican Pesos for operating expenses.

In general, we purchase foreign currencies on a spot basis as needed to fund local operations. As of January 31, 2016, we held cash funds of 5.1 million denominated in Canadian dollars, 0.4 million denominated in British Pound Sterling, 0.7 million denominated in Swiss Francs, and 4.1 million denominated in Euros. We did not hold a significant amount of other foreign currencies. If rates of these foreign currencies were to strengthen or weaken relative to the U.S. dollar, we would realize gains or losses in converting these funds back into U.S. dollars.

#### **Interest Rate and Market Risk**

We do not engage in the trading of derivative financial instruments in the normal course of business. In the event interest rates were to increase 100 basis points and holding all other variables constant, annual net income and cash flows for the following year would decrease by approximately \$2.3 million as a result of the Company's variable-rate debt, including the effect of the interest rate contract.

Interest rates affect our return on excess cash and investments. As of January 31, 2016, we had \$211.8 million of cash and cash equivalents and no temporary or long-term investments. A majority of our cash and cash equivalents generate interest income based on prevailing interest rates. Investments and cash and cash equivalents generated interest income of less than \$0.1 million in fiscal year 2016. A significant change in interest rates would impact the amount of interest income generated from our cash and investments. It would also impact the market value of our investments.

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

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

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

<a href="#"><u>Management’s Report on Internal Control Over Financial Reporting</u></a>	<a href="#"><u>58</u></a>
<a href="#"><u>Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting</u></a>	<a href="#"><u>58</u></a>
<a href="#"><u>Report of Independent Registered Public Accounting Firm on the Consolidated Financial Statements</u></a>	<a href="#"><u>59</u></a>
<a href="#"><u>Consolidated Statements of Operations</u></a>	<a href="#"><u>60</u></a>
<a href="#"><u>Consolidated Statements of Comprehensive Income (Loss)</u></a>	<a href="#"><u>61</u></a>
<a href="#"><u>Consolidated Balance Sheets</u></a>	<a href="#"><u>62</u></a>
<a href="#"><u>Consolidated Statements of Stockholders’ Equity</u></a>	<a href="#"><u>63</u></a>
<a href="#"><u>Consolidated Statements of Cash Flows</u></a>	<a href="#"><u>64</u></a>
<a href="#"><u>Notes to Consolidated Financial Statements</u></a>	<a href="#"><u>65</u></a>
<a href="#"><u>Schedule II — Valuation and Qualifying Accounts</u></a>	<a href="#"><u>110</u></a>

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

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

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

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

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders of Semtech Corporation

We have audited the accompanying consolidated balance sheets of Semtech Corporation and subsidiaries as of January 31, 2016 and January 25, 2015, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for each of the three years in the period ended January 31, 2016. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Semtech Corporation and subsidiaries at January 31, 2016 and January 25, 2015, and the consolidated results of their operations and their cash flows for each of the three years in the period ended January 31, 2016, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Semtech Corporation and subsidiaries' internal control over financial reporting as of January 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 31, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Los Angeles, California

March 31, 2016

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

	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
<b>Net sales</b>	\$ 490,219	\$ 557,885	\$ 594,977
Cost of sales	197,109	229,093	244,719
Cost of sales - lower of cost or market write-down	—	—	15,047
<b>Gross profit</b>	293,110	328,792	335,211
<b>Operating costs and expenses:</b>			
Selling, general and administrative	136,151	127,134	126,033
Product development and engineering	113,737	119,371	137,437
Intangible amortization	25,059	25,718	29,002
Intangible asset impairments	—	11,636	32,538
Goodwill impairment	—	—	116,686
Changes in the fair value of contingent earn-out obligations	(16,362)	1,391	(654)
Restructuring charges	4,526	1,285	3,086
Total operating costs and expenses	263,111	286,535	444,128
<b>Operating income (loss)</b>	29,999	42,257	(108,917)
Interest expense	(7,819)	(5,927)	(18,174)
Interest income and other (expense) income, net	(1,801)	165	(1,390)
Income (loss) before taxes	20,379	36,495	(128,481)
Provision (benefit) for taxes	8,882	8,548	35,985
<b>Net income (loss)</b>	\$ 11,497	\$ 27,947	\$ (164,466)
<b>Earnings per share:</b>			
Basic	\$ 0.18	\$ 0.42	\$ (2.44)
Diluted	\$ 0.17	\$ 0.41	\$ (2.44)
<b>Weighted average number of shares used in computing earnings per share:</b>			
Basic	65,657	67,108	67,471
Diluted	65,961	67,685	67,471

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

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

	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
Net income (loss)	\$ 11,497	\$ 27,947	\$ (164,466)
Other comprehensive loss, before tax:			
Change in net unrealized holding loss on available-for-sale investments	—	(1)	(7)
Change in unrealized loss on interest rate cap	(33)	(284)	(228)
Less: Reclassification adjustments of losses on interest rate cap included in interest expense	694	242	78
Total other comprehensive loss, before tax	661	(43)	(157)
(Provision) Benefit for taxes related to items of other comprehensive loss	(171)	(47)	57
Total other comprehensive income (loss), net of tax	490	(90)	(100)
Comprehensive income (loss)	<u>\$ 11,987</u>	<u>\$ 27,857</u>	<u>\$ (164,566)</u>

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

**SEMTECH CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
AS OF JANUARY 31, 2016 AND JANUARY 25, 2015  
(in thousands, except share data)

	<u>January 31, 2016</u>	<u>January 25, 2015</u>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 211,810	\$ 230,328
Accounts receivable, less allowances of \$7,793 at January 31, 2016 and \$3,523 at January 25, 2015	44,132	69,301
Inventories	63,875	73,668
Deferred tax assets	—	2,478
Prepaid taxes	5,236	1,544
Other current assets	16,168	19,369
Total current assets	<u>341,221</u>	<u>396,688</u>
Non-current assets:		
Property, plant and equipment, net of accumulated depreciation of \$143,782 at January 31, 2016 and \$120,588 at January 25, 2015	101,006	115,471
Deferred tax assets	7,354	106
Goodwill	329,703	280,319
Other intangible assets, net	88,430	101,600
Other assets	43,803	35,247
<b>TOTAL ASSETS</b>	<b>\$ 911,517</b>	<b>\$ 929,431</b>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 35,486	\$ 32,448
Accrued liabilities	41,204	49,754
Deferred revenue	8,628	5,848
Current portion - long term debt	18,569	18,547
Deferred tax liabilities	—	1,444
Total current liabilities	<u>103,887</u>	<u>108,041</u>
Non-current liabilities:		
Deferred tax liabilities	6,802	2,477
Long term debt, less current portion	239,177	234,746
Other long-term liabilities	33,600	32,809
Stockholders' equity:		
Common stock, \$0.01 par value, 250,000,000 shares authorized, 78,136,144 issued and 64,998,368 outstanding on January 31, 2016 and 78,136,144 issued and 66,812,919 outstanding on January 25, 2015	785	785
Treasury stock, at cost, 13,137,776 shares as of January 31, 2016 and 11,323,225 shares as of January 25, 2015	(266,175)	(222,969)
Additional paid-in capital	379,508	371,596
Retained earnings	413,280	401,783
Accumulated other comprehensive income	653	163
Total stockholders' equity	<u>528,051</u>	<u>551,358</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 911,517</b>	<b>\$ 929,431</b>

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

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

	Common Stock		Additional Paid-in Capital	Retained Earnings	Treasury Stock, at Cost	Accumulated Other	Stockholders' Equity
	Number of Shares Outstanding	Amount				Comprehensive Income (Loss)	
<b>Balance at January 27, 2013</b>	<b>66,607,347</b>	<b>\$ 785</b>	<b>\$ 355,990</b>	<b>\$ 538,302</b>	<b>\$ (200,604)</b>	<b>\$ 353</b>	<b>\$ 694,826</b>
Net loss	—	—	—	(164,466)	—	—	(164,466)
Other comprehensive loss	—	—	—	—	—	(100)	(100)
Stock-based compensation	—	—	24,991	—	—	—	24,991
Repurchase of outstanding common stock	(1,034,491)	—	—	—	(30,000)	—	(30,000)
Treasury stock reissued	1,710,365	—	(23,576)	—	29,452	—	5,876
Tax shortfall from stock based compensation	—	—	4,716	—	—	—	4,716
<b>Balance at January 26, 2014</b>	<b>67,283,221</b>	<b>\$ 785</b>	<b>\$ 362,121</b>	<b>\$ 373,836</b>	<b>\$ (201,152)</b>	<b>\$ 253</b>	<b>\$ 535,843</b>
Net income	—	—	—	27,947	—	—	27,947
Other comprehensive loss	—	—	—	—	—	(90)	(90)
Stock-based compensation	—	—	26,856	—	—	—	26,856
Repurchase of outstanding common stock	(1,578,869)	—	—	—	(40,906)	—	(40,906)
Treasury stock reissued	1,108,567	—	(17,381)	—	19,089	—	1,708
Tax benefit from stock based compensation	—	—	—	—	—	—	—
<b>Balance at January 25, 2015</b>	<b>66,812,919</b>	<b>\$ 785</b>	<b>\$ 371,596</b>	<b>\$ 401,783</b>	<b>\$ (222,969)</b>	<b>\$ 163</b>	<b>\$ 551,358</b>
Net income	—	—	—	11,497	—	—	11,497
Other comprehensive income	—	—	—	—	—	490	490
Stock-based compensation	—	—	22,778	—	—	—	22,778
Repurchase of outstanding common stock	(2,681,476)	—	—	—	(57,311)	—	(57,311)
Treasury stock reissued	866,925	—	(14,744)	—	14,105	—	(639)
Other	—	—	(154)	—	—	—	(154)
Tax benefit from stock based compensation	—	—	32	—	—	—	32
<b>Balance at January 31, 2016</b>	<b>64,998,368</b>	<b>\$ 785</b>	<b>\$ 379,508</b>	<b>\$ 413,280</b>	<b>\$ (266,175)</b>	<b>\$ 653</b>	<b>\$ 528,051</b>

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

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

	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
<b>Cash flows from operating activities:</b>			
Net income (loss)	\$ 11,497	\$ 27,947	\$ (164,466)
<i>Adjustments to reconcile net income (loss) to net cash provided by operating activities, net of effects of acquisitions:</i>			
Depreciation, amortization and impairments	48,932	69,303	94,073
Impairment - goodwill	—	—	116,686
Effect of acquisition fair value adjustments	—	(929)	2,529
Accretion of deferred financing costs and debt discount	1,469	1,083	1,509
Write-off of deferred financing costs and debt discount	—	—	7,093
Deferred income taxes	(1,012)	27	29,987
Stock-based compensation	20,468	29,629	24,589
Earn-out liabilities	(16,362)	1,391	(654)
Environmental reserve	2,855	(65)	—
Excess tax benefits on stock based compensation	—	(13)	(4,220)
Loss (gain) on disposition of property, plant and equipment	23	74	(28)
<i>Changes in assets and liabilities:</i>			
Accounts receivable, net	25,354	(2,968)	2,827
Inventories	10,262	(13,290)	12,238
Prepaid expenses and other assets	619	(5,902)	623
Accounts payable	4,980	(9,077)	(11,294)
Accrued liabilities	(12,945)	2,562	(2,739)
Deferred revenue	2,780	(1,419)	3,401
Income taxes payable and prepaid taxes	2,611	2,477	1,825
Other liabilities	545	5,330	4,002
Net cash provided by operating activities	<b>102,076</b>	106,160	117,981
<b>Cash flows from investing activities:</b>			
Purchases of available-for-sale investments	—	—	(1,050)
Proceeds from sales and maturities of available-for-sale investments	—	3,674	10,249
Proceeds from sales of property, plant and equipment	—	89	57
Purchase of property, plant and equipment	(13,026)	(31,755)	(37,161)
Purchase of intangible assets	—	(1,100)	(3,533)
Purchase of cost method investment	(14,630)	(7,148)	(2,500)
Acquisitions, net of cash acquired	(39,171)	(4,852)	—
Net cash used in investing activities	<b>(66,827)</b>	(41,092)	(33,938)
<b>Cash flows from financing activities:</b>			
Proceeds from debt issuance, net of discount	35,000	5,000	327,344
Deferred financing cost	—	—	(2,980)
Excess tax benefits on stock based compensation	—	13	4,220
Payments for employee stock-based compensation payroll taxes	(6,513)	(7,172)	(10,522)
Proceeds from exercises of stock options	5,807	8,880	16,398
Repurchase of outstanding common stock	(57,311)	(40,906)	(30,000)
Payment of long term debt	(30,750)	(43,749)	(368,501)
Net cash used in financing activities	<b>(53,767)</b>	(77,934)	(64,041)
Effect of exchange rate increase on cash and cash equivalents	—	—	—
Net (decrease) increase in cash and cash equivalents	<b>(18,518)</b>	(12,866)	20,002
Cash and cash equivalents at beginning of period	<b>230,328</b>	243,194	223,192
Cash and cash equivalents at end of period	<b>\$ 211,810</b>	\$ 230,328	\$ 243,194
<b>Supplemental disclosure of cash flow information</b>			
Income taxes paid	\$ 7,924	\$ 4,399	\$ 7,227
Interest paid	\$ 5,732	\$ 5,441	\$ 8,727

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



### **Note 1: Organization and Basis of Presentation**

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

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

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

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

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

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

#### Fiscal Year

The Company reports results on the basis of 52 and 53 week periods and ends its fiscal year on the last Sunday in January. The fiscal year ended January 31, 2016 consisted of 53 weeks. The fiscal years January 25, 2015 and January 26, 2014 each consisted of 52 weeks.

#### Principles of Consolidation

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

On March 4, 2015, the Company completed the acquisition of Triune Systems, L.L.C. ("Triune"). On January 13, 2015, the Company completed the acquisition of EnVerv, Inc. ("EnVerv"). The consolidated financial statements include the results of operations of Triune and EnVerv commencing as of the acquisition date.

#### Segment Information

The Company's Chief Executive Officer ("CEO") has been identified as the Chief Operating Decision Maker ("CODM") as defined by guidance regarding segment disclosures (see Note 16 for further discussion). In fiscal year 2015, the Company completed the reassessment of its operations in light of its restructuring efforts (see Note 17 for further discussion) and recent strategic business decisions. Based on this reassessment, the Company has identified five operating segments in total. Four of the five operating segments aggregate into one reportable segment, the Semiconductor Products Group. The remaining operating segment, the Systems Innovation Group (shown as "All others"), could not be aggregated with the other operating segments and did not meet the criteria for a separate reportable segment as defined by the guidance regarding segment disclosure. As a result, the financial activity associated with the Systems Innovation Group is reported separately from the Company's Semiconductor Products Group. This separate reporting is included in the "All others" category. Prior to fiscal year 2015, the Company included "All others" as part of the Company's one reportable segment. The historical activity of the reportable segment and "All others" has been recast for consistent presentation for all periods presented.

#### Use of Estimates

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

#### Reclassification

Certain prior period footnote amounts have been re-cast to reflect the effect of the changes to the Company's identified operating segments. See Note 16.

### **Note 2: Significant Accounting Policies**

#### Cash, Cash Equivalents and Investments

The Company considers all highly-liquid investments with an original maturity of 90 days or less to be cash equivalents. The Company maintains cash balances and investments in highly-qualified financial institutions. At various times such amounts are in excess of insured limits. Investments consist of government and corporate obligations and bank time deposits. The Company's investment policy restricts investments to high credit quality investments with limits on the length to maturity and the amount invested with any one issuer. These investments, especially corporate obligations, are subject to default risk. The Company designates its investments as available for sale ("AFS"). Investments designated as AFS are reported at fair value. The Company records the unrealized gains and losses, net of tax, in stockholders' equity as a component of comprehensive income. Realized gains or losses are recorded in "Interest income and other (expense) income, net" in the consolidated statements of operations. The Company had restricted cash associated with certain lease commitments of \$0.5 million as of both January 31, 2016 and January 25, 2015, respectively, presented in "Other assets" within the condensed consolidated balance sheets.

#### Accounts Receivable and Allowances

Accounts receivable are recorded at net realizable value or the amount that the Company expects to collect on gross customer trade receivables. The Company evaluates the collectability of its accounts receivable based on a combination of factors. The Company generally does not require collateral on accounts receivable as the majority of the Company's customers are large, well-established companies. Historically, bad debt provisions have been consistent with management's expectations. If the Company becomes aware of a customer's inability to meet its financial obligations after a sale has occurred, it records

an allowance to reduce the net receivable to the amount it reasonably believes it will be able to collect from the customer. For all other customers, the Company recognizes allowances for doubtful accounts based on the length of time the receivables are past due, the current business environment and historical experience. If the financial condition of the Company's customers were to deteriorate or if economic conditions worsen, additional allowances may be required in the future. All of the Company's accounts receivables are trade-related receivables.

The Company records a provision for estimated sales returns in the same period as the related revenues are recorded. These estimates are based on historical sales returns and other known factors. Actual returns could be different from our estimates and current provisions for sales returns and allowances, resulting in future charges to earnings. The portion of the estimate sales returns where there are outstanding receivables are recorded on the balance sheet as a reduction to accounts receivable.

The Company records a provision for sales rebates in the same period as the related revenues are recorded. These estimates are based on sales activity during the period. The actual rebate could be different from current provisions for sales rebates, resulting in future adjustments to earnings. The estimated sales rebates for sales for which there are no outstanding receivables are recorded on the balance sheet under the heading of "Accrued liabilities." The portion of the estimated sales rebate where there are outstanding receivables is recorded on the balance sheet as a reduction to accounts receivable.

A summary of allowances against accounts receivable for fiscal years ended January 31, 2016 and January 25, 2015 is as follows:

(in thousands)	January 31, 2016	January 25, 2015
Allowance for doubtful accounts	\$ (889)	\$ (1,678)
Sales rebate allowance	(5,006)	—
Sales return allowance	(517)	(379)
Other allowances	(1,381)	(1,466)
Total	<u>\$ (7,793)</u>	<u>\$ (3,523)</u>

#### Inventories

Inventories are stated at lower of cost or market and consist of materials, labor and overhead. The Company determines the cost of inventory by the first-in, first-out method. The Company evaluates inventories for excess quantities and obsolescence. This evaluation includes analysis of sales levels by product and projections of future demand. In order to state the inventory at lower of cost or market, the Company maintains reserves against its inventory. If future demand or market conditions are less

favorable than the Company's projections, a write-down of inventory may be required, and would be reflected in cost of goods sold in the period the revision is made.

#### Business Combinations

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

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

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

#### Variable Interest Entities

The Company is required to consolidate variable interest entities ("VIEs") in which it has a controlling financial interest in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 810, "Consolidation". A controlling financial interest will have both of the following characteristics: (i) the power to direct the activities of a VIE that most significantly impact the VIE's economic performance, and (ii) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE.

The Company's variable interest in VIEs may be in the form of equity ownership, contracts to purchase assets, management services, and development agreements between the Company and a VIE, loans provided by the Company to a VIE or other member, and/or guarantees provided by members to banks and other parties.

#### Property, Plant and Equipment

Property, plant and equipment are stated at cost. Depreciation is computed over the estimated useful lives of the related asset type or term of the operating lease using the straight-line method for financial statement purposes. Maintenance and repairs are charged to expense as incurred and the costs of additions and betterments that increase the useful lives of the assets are capitalized.

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

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

## Impairment of Goodwill, Other Intangible and Long-Lived Assets

### **Goodwill**

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

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

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

### **Other Intangibles and Long-lived Assets**

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

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

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

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

### Cost Method Investments

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

investments, the Company writes down the impaired investment to fair value. Any impairment to these investments would be recorded as a non-operating expense in our Consolidated Statements of Operations.

#### Functional Currency

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

#### Fair Value Measurements

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

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

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

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

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

#### Revenue Recognition

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

The Company includes revenue related to granted technology licenses as part of "Net sales." Historically, revenue from these arrangements has not been significant though it is part of its recurring ordinary business.

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

The Company records a provision for estimated sales returns in the same period as the related revenues are recorded. The Company bases these estimates on historical sales returns and other known factors. Actual returns could be different from Company estimates and current provisions for sales returns and allowances, resulting in future charges to earnings. There were no significant impairments of deferred cost of sales in fiscal years 2016, 2015 or 2014.

The Company records a provision for sales rebates in the same period as the related revenues are recorded. These estimates are based on sales activity during the period. Actual rebates given could be different from our estimates and current provisions for sales rebates, resulting in future charges to earnings. The estimated sales rebates for sales activity during the period where there

are no outstanding receivables are recorded on the balance sheet under the heading of “Accrued liabilities.” The portion of the estimated sales rebate where there are outstanding receivables is recorded on the balance sheet as a reduction to accounts receivable.

The following table summarizes the deferred revenue balance:

(in thousands)	January 31, 2016	January 25, 2015
Deferred revenues	\$ 5,991	\$ 6,237
Deferred cost of revenues	(1,139)	(1,562)
Deferred revenue, net	4,852	4,675
Deferred product design and engineering recoveries	3,776	1,173
Total deferred revenue	<u>\$ 8,628</u>	<u>\$ 5,848</u>

#### Cost of Sales

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

#### Sales and Marketing

The Company expenses sales and marketing costs, which include advertising costs, as they are incurred. Advertising costs were \$0.2 million, \$0.1 million and \$0.1 million for fiscal years 2016, 2015 and 2014, respectively.

#### Product Development and Engineering

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

The Company received approximately \$21.1 million, \$29.3 million and \$17.6 million in fiscal years 2016, 2015 and 2014, respectively for nonrecurring engineering services.

#### Income Taxes

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

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

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

For intra-entity differences between the tax basis of an asset in the buyer’s tax jurisdiction and their cost as reported in the consolidated financial statements, the Company does not recognize a deferred tax asset. Income taxes paid on intra-entity profits on assets remaining within the group are accounted for as prepaid taxes. See Note 13 for further discussion of income taxes.

### Accumulated Other Comprehensive Income

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

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

(in thousands)	Available for Sale Investments	Interest Rate Hedge	Cumulative Translation Adjustments	Total
Balance at January 27, 2013	\$ 5	\$ (353)	\$ 701	\$ 353
Other comprehensive income (loss) before reclassifications, net of tax	(5)	(145)	—	(150)
Amounts reclassified, net of tax	—	50	—	50
Net current period other comprehensive income (loss)	(5)	(95)	—	(100)
Balance at January 26, 2014	—	(448)	701	253
Other comprehensive income (loss) before reclassifications, net of tax	—	(243)	—	(243)
Amounts reclassified, net of tax	—	153	—	153
Net current period other comprehensive loss	—	(90)	—	(90)
Balance at January 25, 2015	—	(538)	701	163
Other comprehensive income (loss) before reclassifications, net of tax	—	(33)	—	(33)
Amounts reclassified, net of tax	—	523	—	523
Net current period other comprehensive loss	—	490	—	490
Balance at January 31, 2016	\$ —	\$ (48)	\$ 701	\$ 653

### Stock-Based Compensation

The Company has various equity award plans (“Plans”) that provide for granting stock based awards to employees and non-employee directors of the Company. The Plans provide for the granting of several available forms of stock compensation. As of January 31, 2016, the Company has granted stock option awards (“Options”) and restricted stock unit awards (“RSU”) under the Plans and has also issued some stock-based compensation outside of the Plans, including options and restricted stock issued as inducements to join the Company.

### Earnings (Loss) per Share

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

(in thousands, except per share amounts)	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
Net income (loss)	\$ 11,497	\$ 27,947	\$ (164,466)
Weighted average common shares outstanding - basic	65,657	67,108	67,471
Dilutive effect of employee equity incentive plans	304	577	—
Weighted average common shares outstanding - diluted	65,961	67,685	67,471
Basic earnings (loss) per common share	\$ 0.18	\$ 0.42	\$ (2.44)
Diluted earnings (loss) per common share	\$ 0.17	\$ 0.41	\$ (2.44)
Anti-dilutive shares not included in the above calculations	2,569	1,714	1,245

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

### Contingencies

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

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

The Company also records contingent earn-out liabilities which represent the Company's requirement to make additional payments related to acquisitions based on certain performance targets achieved during the earn-out periods. For such earn-outs, the Company estimates the fair value based on probability assessments of achieving the specified performance targets.

### Subsequent Events

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

### **Note 3: Acquisitions**

#### **Triune Systems, L.L.C**

On March 4, 2015 the Company acquired Triune, a privately-held supplier of isolated switching, wireless charging and power management platforms targeted at, among other things, high and low power, high efficiency applications. Under the terms of the purchase agreement, the Company acquired all of the outstanding equity interest in Triune for a guaranteed minimum purchase price of \$45.0 million consisting of \$35.0 million in cash paid at closing, with an additional cash consideration of \$10.0 million, of which \$9.5 million was paid in September 2015. The remaining \$0.5 million is expected to be paid in the first quarter of fiscal year 2017. Subject to achieving certain future financial goals ("Triune Earn-out"), up to \$70.0 million of contingent consideration will be paid over three years if certain revenue targets are achieved in each of the fiscal years 2016 through 2018. An additional payment of up to \$16.0 million will be paid after fiscal year 2018 if certain cumulative revenue and operating income targets are achieved. In March 2015, the Company borrowed \$35.0 million under its revolving line of credit in connection with this acquisition (see Note 10 for discussion regarding Credit Facilities).

The Triune Earn-out targets for fiscal year 2016 were not met and the Company does not expect to make any payments with regards to this period which represented \$13.0 million of the total \$70.0 million opportunity.

The Triune business meets the definition of a business and is accounted for under the acquisition method of accounting in accordance with the FASB's ASC Topic 805, Business Combinations. The purchase price allocation for the Triune acquisition was finalized in the second quarter of fiscal year 2016. Total acquisition consideration has been allocated to the acquired tangible and intangible assets and assumed liabilities of Triune based on their respective estimated fair values as of the acquisition date. Acquisition-related transaction costs are not included as a component of consideration transferred, but are accounted for as an expense in the period in which the costs are incurred. Any excess of the acquisition consideration over the fair value of the assets acquired and liabilities assumed has been allocated to goodwill. The goodwill resulted from expected synergies from the transaction, including complementary products that will enhance the Company's overall product portfolio, and opportunities within new markets. Of the total acquisition consideration, \$10.0 million has been allocated to core technologies, \$2.0 million to customer relationships and \$49.4 million to goodwill. The remaining balance was allocated to identifiable tangible assets and assumed liabilities. The Company expects that all such goodwill will be deductible for tax purposes.

Triune's technology complemented the portfolio of products offered in the Company's legacy Power and High-Reliability reporting unit. The Company concluded that the Triune and legacy Power and High-Reliability components should be aggregated and deemed a single reporting unit after considering similarities among different economic characteristics such as concentration of key customers, unit selling price decreases, increased competitors due to market expansion and chain of command of the newly acquired business.

The Company's allocation of the total purchase price for Triune is summarized below:

(in thousands)	At March 4, 2015	
Current assets	\$	877
Property, plant, and equipment, net		226
Amortizable intangible assets		12,000
Goodwill		49,384
Current liabilities		(1,287)
Earn-out liability		(16,200)
<b>Total acquisition consideration</b>	<b>\$</b>	<b>45,000</b>

The fair value of the Triune Earn-out liability was zero as of January 31, 2016. See Note 14.

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

#### EnVerv, Inc. ("EnVerv")

On January 13, 2015, the Company paid \$4.9 million to acquire select assets from EnVerv, Inc., a privately-held supplier of power line communications ("PLC") and Smart Grid solutions targeted at advanced metering infrastructure, home energy management systems and IoT applications. The Company has concluded that the acquired assets constituted a business and accordingly accounted for this transaction as a business combination.

The purchase price allocation for the EnVerv acquisition was finalized in the first quarter of fiscal year 2016. Total acquisition consideration has been allocated to the acquired tangible and intangible assets and assumed liabilities based on their respective estimated fair values as of the acquisition date. The excess of the acquisition consideration over the fair value of assets acquired and liabilities assumed has been allocated to goodwill. As of January 25, 2015, \$1.4 million of the total acquisition consideration has been allocated to core technologies and \$3.4 million has been allocated to goodwill. The remaining balance has been allocated to acquired tangible assets and assumed liabilities. The Company expects that all such goodwill will be deductible for tax purposes.

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

#### Note 4: Investments

Investments that have original maturities of three months or less are accounted for as cash equivalents. This includes money market funds, time deposits and United States ("U.S.") government obligations. Temporary and long-term investments consist of government, bank and corporate obligations, with original maturity dates in excess of three months. Temporary investments have original maturities in excess of three months, but mature within twelve months of the balance sheet date. Long-term investments have original maturities in excess of twelve months. The Company determines the cost of securities sold based on the specific identification method. Realized gains or losses are reported in "Non-operating expense, net" on the consolidated statements of operations.

The Company classifies its investments as "available-for-sale" because it may sell some securities prior to maturity. The Company's investments are subject to market risk, primarily interest rate and credit risks. The Company's investments are managed by a limited number of outside professional managers that operate within investment guidelines set by the Company. These guidelines include specified permissible investments, minimum credit quality ratings and maximum average duration restrictions and are intended to limit market risk by restricting the Company's investments to high quality debt instruments with relatively short-term maturities.

As of January 31, 2016, the Company did not have any long-term investments.

The following table summarizes the Company's available-for-sale investments:

(in thousands)	January 31, 2016			January 25, 2015		
	Market Value	Adjusted Cost	Gross Unrealized Gain	Market Value	Adjusted Cost	Gross Unrealized Gain
Cash equivalents	\$ 16,866	\$ 16,866	\$ —	\$ 23,271	\$ 23,271	\$ —
Total investments	\$ 16,866	\$ 16,866	\$ —	\$ 23,271	\$ 23,271	\$ —

The following table summarizes the maturities of the Company's available-for-sale investments:

(in thousands)	January 31, 2016		January 25, 2015	
	Market Value	Adjusted Cost	Market Value	Adjusted Cost
Within 1 year	\$ 16,866	\$ 16,866	\$ 23,271	\$ 23,271
After 1 year through 5 years	—	—	—	—
Total investments	\$ 16,866	\$ 16,866	\$ 23,271	\$ 23,271

Unrealized gains and losses are the result of fluctuations in the market value of the Company's available-for-sale investments and are included in "Accumulated other comprehensive income" on the consolidated balance sheets. The following table summarizes net unrealized losses arising in the periods presented in addition to the tax associated with these comprehensive income items:

(in thousands)	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
Unrealized loss, net of tax	\$ —	\$ —	\$ (5)
Decrease to deferred tax liability	\$ —	\$ —	\$ (2)

### Equity and Cost Method Investments

The Company accounts for its equity investments under the cost method of accounting when it does not have the ability to exercise significant influence over the investees. For investments where the Company has the ability to exercise significant influence, it uses the equity method of accounting. During fiscal years 2016 and 2015, the Company made investments in privately traded companies for cash consideration of \$14.6 million and \$7.1 million, respectively. The Company's total equity investments in privately traded companies as of January 31, 2016 and January 25, 2015 were \$20.2 million and \$12.1 million, respectively, and are included in "Other assets" within the condensed consolidated balance sheets.

The Company has the following investments which are accounted for as cost method investments:

Entity Name (in thousands)	Investment Value January 31, 2016
MultiPhy Ltd.	\$ 12,000
Skorpios Technologies Inc.	3,000
Guangdong Dapu Telecom Technology Co., Ltd.	3,300
Senet, Inc.	1,900
Jariet Technologies Inc.	—
Total	\$ 20,200

The Company evaluated its equity and cost method investments for indicators of impairment at January 31, 2016. The Company did not identify any events or changes in circumstances that may have a significant adverse effect on the fair value of the investments and as a result did not estimate the fair value of its investments. In the third quarter of fiscal year 2016, the Company recorded a \$0.6 million impairment of its investment in Jariet Technologies Inc. ("Jariet"), bringing the investment value to zero.

The fair value of the cost method investments was not evaluated for impairment at January 31, 2016 since there were no identified events or changes in circumstances that may have a significant adverse effect on the fair value of these investments and the Company concluded that it is not practicable to estimate the fair value of these investments.

On January 11, 2016, the Company announced that it had entered into a strategic agreement to accelerate the introduction of a 100Gbps single wavelength optical module solution. As part of this agreement, the Company made an investment under which it acquired preferred stock and a call option that would allow it to purchase all of the outstanding equity of MultiPhy Ltd. ("MultiPhy") at a fixed price. The Company does not expect to exercise this option within the next twelve months.

## Note 5: Fair Value Measurements

### Instruments Measured at Fair Value on a Recurring Basis

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

(in thousands)	Fair Value as of January 31, 2016				Fair Value as of January 25, 2015			
	Total	(Level 1)	(Level 2)	(Level 3)	Total	(Level 1)	(Level 2)	(Level 3)
Cash equivalents	\$ 16,866	\$ 16,866	\$ —	\$ —	\$ 23,271	\$ 23,271	\$ —	\$ —
Total available-for-sale securities	16,866	16,866	—	—	23,271	23,271	—	—
Interest rate cap	—	—	—	—	33	—	33	—
Total financial assets	\$ 16,866	\$ 16,866	\$ —	\$ —	\$ 23,304	\$ 23,271	\$ 33	\$ —
Triune Earn-Out	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Cycleo Earn-Out	1,457	—	—	1,457	1,619	—	—	1,619
Total financial liabilities	\$ 1,457	\$ —	\$ —	\$ 1,457	\$ 1,619	\$ —	\$ —	\$ 1,619

The Company's available-for-sale securities consist primarily of money market accounts that do not have a stated maturity date.

The fair value of the interest rate cap at January 31, 2016 is estimated using Level 2 inputs, including observable market-based inputs such as interest rate curves and implied volatilities for similar instruments with similar contractual terms, and is included in "Other assets" within the condensed consolidated balance sheets.

The Triune Earn-Out liability is valued utilizing estimates of annual revenue and operating income (Level 3 inputs) during a period of approximately two-years ending January 2018. These estimates represent inputs for which market data are not available and are developed using the best information available about the assumptions that market participants would use when pricing the liability.

The Cycleo Earn-Out liability is valued utilizing estimates of annual revenue and operating income (Level 3 inputs) during a four-year period ending April 2020. These estimates represent inputs for which market data are not available and are developed using the best information available about the assumptions that market participants would use when pricing the liability.

The Company measures contingent earn-out liabilities at fair value on a recurring basis using significant unobservable inputs classified within Level 3 of the fair value hierarchy. The Company uses a Monte Carlo valuation method as a valuation technique to determine the value of the earn-out liability. The significant unobservable inputs used in the fair value measurements are revenue projections over the earn-out period, and the probability outcome percentages assigned to each scenario. Significant increases or decreases to either of these inputs in isolation would result in a significantly higher or lower liability, with a higher liability capped by the contractual maximum of the contingent earn-out obligation. Ultimately, the liability will be equivalent to the amount paid, and the difference between the fair value estimate and amount paid will be recorded in earnings. For both the Triune Earn-out and Cycleo Earn-out, these companies have business profiles comparable to a start-up company. Accordingly, their revenue projections are subject to significant revisions. This characteristic has resulted in volatile changes to the measurement of fair value of the Triune Earn-out since the time of the acquisition.

The Company reviews and re-assesses the estimated fair value of contingent consideration on a quarterly basis, and the updated fair value could differ materially from the previous estimates. Changes in the estimated fair value of our contingent earn-out liabilities related to the time component of the present value calculation are reported in interest expense. Adjustments to the estimated fair value related to changes in all other unobservable inputs are reported in operating income.

A reconciliation of the change in the earn-out liability during the twelve months ended January 31, 2016 is as follows:

(in thousands)	Cycleo	Triune	Total
Balance at January 25, 2015	\$ 1,619	\$ —	\$ 1,619
Additions to earn-out obligations	—	16,200	16,200
Changes in fair value of contingent earn-out obligations	(162)	(16,200)	(16,362)
Balance as of January 31, 2016	<u>\$ 1,457</u>	<u>\$ —</u>	<u>\$ 1,457</u>

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

(in thousands)	Fair Value as of January 31, 2016				Fair Value as of January 25, 2015			
	Total	(Level 1)	(Level 2)	(Level 3)	Total	(Level 1)	(Level 2)	(Level 3)
<b>Financial assets:</b>								
Cash equivalents	\$ 16,866	\$ 16,866	\$ —	\$ —	\$ 23,271	\$ 23,271	\$ —	\$ —
Other assets	—	—	—	—	33	—	33	—
Total financial assets	<u>\$ 16,866</u>	<u>\$ 16,866</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 23,304</u>	<u>\$ 23,271</u>	<u>\$ 33</u>	<u>\$ —</u>
<b>Financial liabilities:</b>								
Cycleo Earn-Out	\$ 1,457	\$ —	\$ —	\$ 1,457	\$ 1,619	\$ —	\$ —	\$ 1,619
Total financial liabilities	<u>\$ 1,457</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,457</u>	<u>\$ 1,619</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,619</u>

During fiscal years 2016 and 2015, the Company had no transfers of financial assets or liabilities between Level 1, Level 2 or Level 3. As of January 31, 2016 and January 25, 2015, the Company had not elected the fair value option for any financial assets and liabilities for which such an election would have been permitted.

#### Instruments Not Recorded at Fair Value on a Recurring Basis

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

The Company's long-term debt is not recorded at fair value on a recurring basis, but is measured at fair value for disclosure purposes. The fair value of the Company's Term Loans (as defined in Note 10) is \$77.1 million and Revolving Commitments (as defined in Note 10) is \$181.0 million at January 31, 2016 both of which are based on Level 2 inputs which are derived from transactions with similar amounts, maturities, credit ratings and payment terms.

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

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

For its investment in equity interests, the Company has not identified events or changes in circumstances that may have a significant adverse effect on the fair value of its equity investments during fiscal year 2016.

**Note 6: Inventories**

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

(in thousands)	January 31, 2016	January 25, 2015
Raw materials	\$ 2,094	\$ 1,624
Work in progress	40,940	36,759
Finished goods	20,841	35,285
Inventories	<u>\$ 63,875</u>	<u>\$ 73,668</u>

**Note 7: Property, Plant and Equipment**

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

(in thousands)	January 31, 2016	January 25, 2015
Property	\$ 8,888	\$ 9,022
Buildings	18,749	18,657
Leasehold improvements	10,182	10,429
Machinery and equipment	141,357	135,956
Enterprise resource planning systems	35,907	26,890
Furniture and office equipment	28,166	33,780
Construction in progress	1,539	1,325
Property, plant and equipment, gross	244,788	236,059
Less accumulated depreciation and amortization	(143,782)	(120,588)
Property, plant and equipment, net	<u>\$ 101,006</u>	<u>\$ 115,471</u>

As of January 31, 2016 and January 25, 2015, construction in progress consists primarily of machinery and equipment.

During the fiscal year ended January 31, 2016, the Company did not record significant impairment charges.

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

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

During the fiscal year ended January 26, 2014, the Company recorded impairment charges against certain property, plant and equipment assets as a result of its strategic decision to reduce its investment in the optical long-haul market. These impairment charges relate primarily to excess manufacturing capacity. In determining the amount of impairment, the Company used a cost approach to estimate the fair value of test equipment, computer software, leasehold improvements and furniture and fixtures. The sales comparison approach was used to value computer hardware. The Company concluded that the former Advanced Communication reporting unit, which subsequently became part of the Signal Integrity and Timing product group (the Signal Integrity product group since the first quarter of fiscal 2015), is also the asset group for impairment testing purposes. See Note 17. The categorization and classification of these charges, recorded in fiscal year 2014, are summarized below:

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

The net book value of equipment and machinery that are consigned to multiple foundries in China is \$5.5 million and \$7.6 million as of January 31, 2016 and January 25, 2015, respectively. The net book value of equipment and machinery that are consigned to a foundry in Malaysia is \$1.6 million and \$2.3 million as of January 31, 2016 and January 25, 2015, respectively.

Depreciation expense was \$23.2 million, \$21.1 million, and \$21.8 million in fiscal years 2016, 2015, and 2014, respectively.

**Note 8: Goodwill and Intangible Assets**

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

(in thousands)	Signal Integrity	Power and High-Reliability	Wireless and Sensing	Total
Balance as of January 25, 2015	\$ 261,891	\$ —	\$ 18,428	\$ 280,319
Additions	—	49,384	—	49,384
Balance at January 31, 2016	\$ 261,891	\$ 49,384	\$ 18,428	\$ 329,703

During fiscal year 2016, goodwill associated with the Power and High-Reliability product group increased due to the Company's acquisition of Triune (see Note 3).

Goodwill is not amortized, but is tested for impairment using a two-step method on an annual basis and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The recoverability of goodwill is measured at the reporting unit level by comparing the reporting unit's carrying amount, including goodwill, to the fair market value of the reporting unit.

Goodwill is allocated to three reporting units (Signal Integrity, Power and High-Reliability and Wireless and Sensing) (see Note 16). The difference between the fair value and the carrying amount of these reporting units is one of several factors the Company will consider before reaching its conclusion about whether to perform the first step of the goodwill impairment test.

Goodwill was tested for impairment at the reporting unit level as of November 30, 2015 and November 30, 2014, the dates of the Company's annual impairment review for fiscal years 2016 and 2015, respectively. The Company estimated the fair values using an income approach. The cash flows for each reporting unit were based on discrete financial forecasts developed by management for planning purposes. Cash flows beyond the discrete forecasts were estimated using a terminal value calculation, which incorporated historical and forecasted financial trends for each identified reporting unit and considered perpetual earnings growth rates for publicly traded peer companies. Specifically, the income approach valuations included the following assumptions:

	November 30, 2015	November 30, 2014
Discount rate	11.0% - 24.0%	12.0% - 15.0%
Perpetual growth rate	3.0%	3.0%
Tax rate	13.5% - 40.0%	10.1% - 28.1%
Risk-free rate	2.6%	2.6%
Peer company beta	1.2 - 1.9	1.0 - 1.8

Goodwill is measured at fair value on a non-recurring basis. That is, goodwill is not measured at fair value on an ongoing basis, but is subject to fair value adjustments using Level 3 inputs in certain circumstances (e.g., when there is evidence of impairment).

In addition to its annual review, the Company performs a test of impairment when indicators of impairment are present. As of January 31, 2016 and January 25, 2015, there were no indications of impairment of the Company's goodwill balances.

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

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

(in thousands)	Estimated Useful Life	January 31, 2016			January 25, 2015		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Core technologies	5-8 years	\$ 148,210	\$ (74,006)	\$ 74,204	\$ 134,155	\$ (53,286)	\$ 80,869
Customer relationships	5-10 years	30,030	(15,847)	14,183	28,030	(11,480)	16,550
Technology licenses <sup>(1)</sup>	2 years	100	(58)	42	263	(169)	94
Other intangible assets	1-5 years	6,600	(6,600)	—	6,600	(6,513)	87
<b>Total finite-lived intangible assets</b>		<b>\$ 184,940</b>	<b>\$ (96,511)</b>	<b>\$ 88,429</b>	<b>\$ 169,048</b>	<b>\$ (71,448)</b>	<b>\$ 97,600</b>

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

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

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

(in thousands)	January 31, 2016	January 25, 2015	January 26, 2014
Product development and engineering	\$ —	\$ 3,119	\$ 2,354
Intangible asset impairments	—	11,636	29,938
<b>Impairment of finite-lived intangible assets</b>	<b>\$ —</b>	<b>\$ 14,755</b>	<b>\$ 32,292</b>

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

(in thousands)	Gross Carrying Amount
Gross carrying value at January 26, 2014	\$ 185,997
Purchased intangible assets	1,100
Acquired intangible assets	1,430
Decrease in gross carrying value due to impairment of finite-lived intangible assets	(19,479)
Gross carrying value at January 25, 2015	169,048
Purchased intangible assets	12,000
Transfers from in-process research and development	4,000
Other	(108)
<b>Gross carrying value at January 31, 2016</b>	<b>\$ 184,940</b>

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

(in thousands)

<u>To be recognized in:</u>	Core Technologies	Customer relationships	Technology licenses	Total
Fiscal year 2017	\$ 21,213	\$ 4,400	\$ 42	\$ 25,655
Fiscal year 2018	21,213	4,400	—	\$ 25,613
Fiscal year 2019	17,801	4,400	—	\$ 22,201
Fiscal year 2020	9,970	950	—	\$ 10,920
Fiscal year 2021	2,856	33	—	\$ 2,889
Thereafter	1,151	—	—	\$ 1,151
Total expected amortization expense	<u>\$ 74,204</u>	<u>\$ 14,183</u>	<u>\$ 42</u>	<u>\$ 88,429</u>

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

(in thousands)

	Gross Carrying Amount
Net carrying value at January 26, 2014	\$ 4,000
In-process research and development through acquisitions	—
In-process research and development impairment	—
Transfers to core technologies	—
Net carrying value at January 25, 2015	4,000
In-process research and development through acquisitions	—
In-process research and development impairment	—
Transfers to core technologies	(4,000)
Net carrying value at January 31, 2016	<u>\$ —</u>

The Company reviews indefinite-lived intangible assets for impairment as of November 30, each year, by comparing the carrying amount of the asset to the future discounted cash flows that asset is expected to generate.

At January 25, 2015, the Company had a total of \$4.0 million of indefinite-lived intangible assets consisting of IPR&D from a previous acquisition. During the third quarter of fiscal year 2016, these indefinite-lived intangible assets were transferred into finite-lived intangible assets in Core technologies. The Company performed an impairment assessment prior to the transfer of these assets and concluded that no indicators of impairment existed. When performing the annual impairment assessment for fiscal year 2015, the fair value of the IPR&D project was determined using an income approach. The valuation measured the returns attributable to the IPR&D project, discounted to present value using a risk-adjusted rate of return, including, as appropriate, any tax benefits derived from amortizing the intangible asset for tax purposes. Significant factors considered in the calculation of the rate of return were the weighted-average cost of capital and return on assets, as well as the risk inherent in the development process, including the likelihood of achieving technology success and market acceptance. The key unobservable inputs utilized in the model include a discount rate of 12.0%, a market participant tax rate of 28.1%, and expected future cash flows based on current product and market data. In addition to its annual review, the Company performs a test of impairment when indicators are present. As of January 25, 2015, there were no indications of impairment in the balance of the IPR&D asset.

**Note 9: Accrued Liabilities**

The following is a summary of accrued liabilities for fiscal years 2016 and 2015:

(in thousands)	January 31, 2016	January 25, 2015
Compensation	\$ 15,895	\$ 20,642
Equity awards accounted for as a liability	594	718
Deferred compensation	1,448	527
Accrued sales and marketing expenses	4,130	5,028
Accrued professional fees	2,149	4,019
Accrued interest expense	9	93
Income taxes payable	8,765	6,153
Accrued taxes	394	32
Accrued restructuring	342	282
Other	7,478	12,260
Accrued liabilities	<u>\$ 41,204</u>	<u>\$ 49,754</u>

**Note 10: Credit Facilities**

On May 2, 2013, Semtech Corporation, with each of its domestic subsidiaries as guarantors (the "Guarantors"), entered into a credit agreement (the "Credit Agreement") with the lenders referred to therein (the "Lenders") and HSBC Bank USA, National Association, as administrative agent and as swing line lender and letter of credit issuer. In accordance with the Credit Agreement, the Lenders provided Semtech Corporation with senior secured first lien credit facilities in an aggregate principal amount of \$400.0 million (the "Facilities") for a five year term, consisting of term loans in an aggregate principal amount of \$150.0 million (the "Term Loans") and revolving line of credit commitments in an aggregate principal amount of \$250.0 million (the "Revolving Commitments"). The Revolving Commitments can be used as follows: up to \$40.0 million for letters of credit, up to \$25.0 million for swing line loans (as defined below), and up to \$40.0 million for revolving loans and letters of credit in certain currencies other than U.S. Dollars ("Alternative Currencies"). Swing line loans are Base Rate (as defined below) loans made in immediately available funds denominated in dollars by a swing line lender in its sole and absolute discretion. As of January 31, 2016, there were no amounts outstanding under the letters of credit, swing line loans, and Alternative Currencies.

At May 2, 2013, \$326.6 million of borrowings were outstanding under the Facilities consisting of \$149.3 million of Term Loans and \$177.3 million of Revolving Commitments, net of \$1.4 million of debt discounts resulting from amounts paid to the Lenders. The proceeds from the Facilities were used to repay in full the \$327.5 million of outstanding obligations under prior credit facilities, which were terminated. The portion of the transaction associated with lenders that were party to both the Facilities and prior credit facilities was accounted for as a debt modification.

The Credit Agreement provides that, subject to certain conditions, Semtech may request, at any time and from time to time, the establishment of one or more additional term loan facilities and/or increases to the Revolving Commitments in an aggregate principal amount not to exceed \$100.0 million, the proceeds of which may be used for working capital and general corporate purposes; however, the Lenders are not required to provide such increase upon Semtech's request.

Interest on loans made under the New Credit Agreement in U.S. Dollars accrues, at Semtech's option, at a rate per annum equal to (1) the Base Rate plus a margin ranging from 0.25% to 1.25% depending upon Semtech's consolidated leverage ratio or (2) London Interbank Offered Rate ("LIBOR") (determined with respect to deposits in U.S. Dollars) for an interest period to be selected by Semtech plus a margin ranging from 1.25% to 2.25% depending upon Semtech's consolidated leverage ratio. The "Base Rate" is equal to a fluctuating rate equal to the highest of (a) the prime rate (as published by the Wall Street Journal), (b) ½ of 1% above the federal funds effective rate or (c) one-month LIBOR (determined with respect to deposits in U.S. Dollars) plus 1%. Alternative Currencies, other than Canadian Dollars, accrues at a rate per annum equal to LIBOR (determined with respect to deposits in the applicable Alternative Currency) for an interest period to be selected by Semtech plus a margin ranging from 1.25% to 2.25% depending upon Semtech's consolidated leverage ratio. Interest on loans in Canadian Dollars accrues at a rate per annum equal to the CDOR Rate (as defined below) for an interest period to be selected by Semtech plus a margin ranging from 1.25% to 2.25% depending upon Semtech's consolidated leverage ratio. The "CDOR Rate" for any interest period is the rate equal to the sum of: (a) the rate determined by administrative agent with reference to the arithmetic average of the discount rate quotations of all institutions listed for CAD Dollar-denominated bankers' acceptances displayed and identified on the "Reuters Screen CDOR Page" and (b) 0.10% per annum. CDOR Commitment fees on the unused portion

of the Revolving Commitments accrue at a rate per annum ranging from 0.20% to 0.45% depending upon Semtech's consolidated leverage ratio. Interest is paid monthly for a Base Rate loan and swing line loan and quarterly for a Euro dollar rate loan. Interest is payable on the revolving line of credit maturity date in the case of Revolving Commitments and the additional term maturity date in the case of additional Term Loans, respectively. As of January 31, 2016, the interest rates payable on both the Term Loans and the Revolving Commitments was 2.31%.

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

(in thousands)		
Fiscal Year Ending:		
2017	\$	18,750
2018		24,375
2019		34,000
2020		—
2021		—
Total debt	\$	<u>77,125</u>

There are no scheduled principal payments for the Revolving Commitments which had an outstanding balance of \$181.0 million at January 31, 2016 and is due on or before May 1, 2018.

The Company may, upon notice to the administrative agent, at any time or from time to time, voluntarily prepay the Term Loans or Revolving Commitments in whole or in part without premium or penalty. On March 4, 2015, the Company borrowed \$35.0 million under the Revolving Commitments in connection with the acquisition of Triune (see Note 3). On October 23, 2015, the Company made a voluntary payment of \$12.0 million against the Revolving Commitments. In fiscal year 2015, the Company made a voluntary payment of \$25.0 million against the Revolving Commitments. In fiscal year 2014, the Company made an early prepayment of \$26.0 million against the Term Loans.

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

Semtech Corporation and the Guarantors are subject to customary covenants under the Facilities, including the maintenance of a minimum interest ratio of 3.50:1.00 and a maximum total consolidated leverage ratio of 3.00:1.00. Semtech Corporation was in compliance with such financial covenants as of January 31, 2016.

The Facilities also contain customary provisions pertaining to events of default. If any event of default occurs, the principal, interest, and any other monetary obligations on all the then outstanding amounts can become due and payable immediately.

**Note 11: Stock-Based Compensation**

**Financial Statement Effects and Presentation.** The following table summarizes pre-tax, stock-based compensation expense included in the unaudited condensed consolidated statements of operations captions for fiscal years 2016, 2015 and 2014:

(in thousands)	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
Cost of sales	\$ 1,555	\$ 1,621	\$ 1,664
Selling, general and administrative	10,055	17,387	12,071
Product development and engineering	8,858	10,621	10,854
Stock-based compensation	\$ 20,468	\$ 29,629	\$ 24,589
Net change in stock-based compensation capitalized into inventory	\$ (98)	\$ 111	\$ 36

The tax benefit realized from option exercise activity for fiscal years 2016, 2015 and 2014 was \$5.9 million, \$0.0 million and \$12.8 million, respectively.

**Grant Date Fair Values and Underlying Assumptions: Contractual Terms**

The Company uses the Black-Scholes pricing model to value stock options. The estimated fair value of restricted stock units, for which vesting is not linked to a market condition, is calculated based on the market price of the Company's common stock on the date of grant. For restricted stock units that vest according to a market condition, the Company uses a Monte Carlo simulation model to value the award.

Some of the restricted stock units granted in fiscal year 2016 and prior years are classified as liabilities rather than equity. For grants classified as equity, stock-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the grantee's requisite service period. For grants classified as liabilities, stock-based compensation cost is measured at fair value at the end of each reporting period until the date of settlement, and is recognized as an expense over the grantee's requisite service period. Expected volatilities are based on historical volatility using daily and monthly stock price observations.

The following table summarizes the assumptions used in the Black-Scholes model to determine the fair value of stock options granted in fiscal years 2016, 2015 and 2014:

	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
Expected lives, in years	4.2 - 4.3	3.0 - 4.4	4.1 - 4.7
Estimated volatility	29% - 32%	33% - 40%	30% - 35%
Dividend yield	—	—	—
Risk-free interest rate	1.24% - 1.49%	0.74% - 1.47%	0.65% - 1.6%
Weighted average fair value on grant date	\$6.08	\$7.18	\$8.92

**Stock Option Awards.** The Company has historically granted stock option awards to both employees and non-employee directors. The fair value of these grants was measured on the grant date. The grant date for these awards is equal to the measurement date. These awards are valued as of the measurement date and recognized as an expense over the requisite vesting period (typically 3-4 years).

The following table summarizes the activity for stock options for fiscal years 2016, 2015 and 2014:

(in thousands, except for per share amounts)	Number of Shares	Weighted Average Exercise Price (per share)	Aggregate Intrinsic Value <sup>(1)</sup>	Aggregate Unrecognized Compensation	Number of Shares Exercisable	Weighted Average Contractual Term (years)
Balance at January 27, 2013	2,579	\$ 18.29	\$ 29,789	\$ 3,817	1,937	
Options granted	376	30.62				
Options exercised	(970)	16.61	16,052			
Options cancelled/forfeited	(50)	26.10				
Balance at January 26, 2014	1,935	21.33	7,722	4,354	1,275	
Options granted	426	24.87				
Options exercised	(554)	16.04	5,446			
Options cancelled/forfeited	(44)	26.69				
Balance at January 25, 2015	1,763	23.70	7,722	4,688	986	
Options granted	364	22.74				
Options exercised	(359)	16.34	1,851			
Options cancelled/forfeited	(261)	23.94				
Balance at January 31, 2016	1,507	\$ 25.18	\$ 962	\$ 3,748	775	
Exercisable at February 1, 2017	775	\$ 25.49	\$ 444			2.3
Vested and expected to vest after February 1, 2016	1,435	\$ 25.31	\$ 876			3.4

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

The following table summarizes information about stock options outstanding at January 31, 2016:

(number of shares in thousands)	Number of Shares	Weighted Average Exercise Price (per share)	Weighted Average Contractual Term (years)
<b>Price Range Analysis - Outstanding</b>			
\$1.15 - \$4.53	3	\$ 4.50	1.6
\$7.97 - \$13.76	2	11.19	4.0
\$15.92 - \$24.46	597	20.41	3.4
\$24.74 - \$35.17	905	28.44	3.5
Total outstanding	1,507	\$ 25.18	3.5
<b>Price Range Analysis - Exercisable</b>			
\$1.15 - \$4.53	3	\$ 4.50	1.6
\$7.97 - \$13.76	2	11.19	4.0
\$15.92 - \$24.46	316	21.18	1.7
\$24.74 - \$35.17	454	28.73	2.8
Total exercisable	775	\$ 25.49	2.3

The following table summarizes information regarding unvested stock option awards at January 31, 2016:

(in thousands, except for per share amounts)	Number of Shares	Weighted Average Exercise Price (per share)	Weighted Average Grant Date Fair Value (per share)	Weighted Average Remaining Expense Period (years)	Total Fair Value
Balance at January 27, 2013	642	\$ 23.66	\$ 8.31	1.9	\$ 5,333
Options granted	376	30.62	8.92		3,355
Options vested	(310)	21.58	7.77		2,406
Options forfeited	(48)	26.16	8.53		422
Balance at January 26, 2014	660	28.39	8.88	2.3	5,856
Options granted	426	24.87	7.18		3,058
Options vested	(275)	27.03	8.77		2,414
Options forfeited	(35)	26.32	8.02		283
Balance at January 25, 2015	776	27.09	8.01	2.4	6,217
Options granted	364	22.74	6.08		2,210
Options vested	(309)	27.64	8.08		2,494
Options forfeited	(102)	25.90	7.34		748
Balance at January 31, 2016	729	\$ 24.84	\$ 7.00	2.2	\$ 5,110

**Performance-Based Units.** The Company grants performance-based restricted stock units to select employees. These awards have a performance condition in addition to a service condition. The performance metrics are determined based on a pre-defined cumulative three-year performance of the Company's revenue and operating income measured against internal goals. The performance award which is granted in any fiscal year will be tied to the Company's performance of that fiscal year and the succeeding two fiscal years. The performance award recipients must be employed for the entire three-year period, which is the explicit service and requisite service period, and be an active employee at the time of vesting of the awards (cliff vesting at the end of the third year). Under the terms of these awards, assuming the highest performance level of 200% with no cancellations due to forfeitures, the maximum number of shares that can be earned would be 363,032 shares and an additional 363,032 shares would be settled in cash. The Company would have a liability accrued under "Other liabilities" within the condensed consolidated balance sheet equal to the value of 363,032 shares on the settlement date, which would be settled in cash. Only cash performance-based restricted stock unit awards are classified as liabilities and the value of these awards is re-measured at each reporting date. At January 31, 2016, the performance metrics associated with the outstanding awards issued in fiscal years 2016 and 2015 are expected to be met at a level which would result in a grant at 58% and 0% of target, respectively. The awards for fiscal year 2014 did not meet the required performance level and were cancelled.

The performance-based restricted stock units are valued as of the measurement date and expense is recognized on a straight line basis for the awards expected to vest based on the probability of attainment of the performance condition for each separately vesting portion of the award.

The following table summarizes the activity for performance-based restricted stock units for fiscal years 2016, 2015 and 2014:

(in thousands, except for per share amounts)	Total Units	Subject to	Subject to	Recorded Liability	Weighted	Aggregate	Period Over
		Share Settlement	Cash Settlement		Average Grant Date		
		Units	Units		Fair Value (per share)		
Balance at January 27, 2013	353	181	172	\$ 4,422	\$ 23.50	\$ 4,757	1.1
Performance units granted	186	93	93		30.82		
Performance units vested	(114)	(57)	(57)	—	16.68		
Performance units cancelled/forfeited	(49)	(25)	(24)		28.82		
Change in liability				(3,117)			
Balance at January 26, 2014	376	192	184	1,305	28.50	3,893	1.3
Performance units granted	256	128	128		24.74		
Performance units vested	(93)	(52)	(41)	—	23.83		
Performance units cancelled/forfeited	(113)	(57)	(56)		28.76		
Change in liability				586			
Balance at January 25, 2015	426	211	215	1,891	27.17	6,164	1.6
Performance units granted	235	145	90		28.60		
Performance units vested	—	—	—	—	—		
Performance units cancelled/forfeited	(275)	(153)	(124)		29.11		
Change in liability		—		(1,654)			
Balance at January 31, 2016	386	203	181	\$ 237	\$ 26.57	\$ 1,925	1.5

The liability associated with performance units decreased by \$1.7 million in fiscal year 2016 due to the cancellation of the awards from fiscal year 2014, forfeitures, re-measurement adjustments and changes in the expected performance results.

**Market Performance Restricted Stock Units.** On February 26, 2014, the Company granted its CEO restricted stock units with a market performance condition. The award is eligible to vest during the period commencing February 26, 2014 and ending February 26, 2019 (the “Performance Period”) as follows: 30% of the restricted stock units covered by the award will vest if, during any consecutive 120 calendar day period that commences and ends during the Performance Period, the average per-share closing price of the Company’s common stock equals or exceeds \$35.00 (“Tranche 1”) and the award will vest in full if, during any consecutive 120 calendar day period that commences and ends during the Performance Period, the average per-share closing price of the Company’s common stock equals or exceeds \$40.00 (“Tranche 2”). The award will also vest if a majority change in control of the Company occurs during the Performance Period and, in connection with such event, the Company’s stockholders become entitled to receive per-share consideration having a value equal to or greater than \$40.00. The fair value of the awards was determined to be \$17.26 and \$14.88 for Tranche 1 and Tranche 2, respectively, on the grant date by application of the Monte Carlo simulation model.

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

Tranche 1:

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

Tranche 2:

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

The following table summarizes the activity for the market performance restricted stock units for the fiscal year ended January 31, 2016:

(in thousands, except for per share amounts)	Total Units	Weighted Average Grant Date Fair Value (per unit)	Aggregate Unrecognized Compensation	Weighted Average Period Over Which Expected to be Recognized (in years)
Balance at January 25, 2015	220	\$ 15.59	\$ —	1.2
Market performance units granted	—	—		
Market performance units vested	—	—		
Market performance units cancelled/forfeited	—	—		
Balance at January 31, 2016	<u>220</u>	<u>\$ 15.59</u>	<u>\$ 143</u>	<u>0.1</u>

**Restricted Stock Units, Employees.** The Company grants restricted stock units to employees which are expected to be settled with stock. The grant date for these awards is equal to the measurement date. These awards are valued as of the measurement date and recognized as an expense over the requisite vesting period (typically 4 years).

The following table summarizes the employees' restricted stock unit activity for fiscal years 2016, 2015 and 2014:

(in thousands, except per share amount)	Number of Units	Weighted Average Grant Date Fair Value (per unit)	Aggregate Intrinsic Value <sup>(1)</sup>	Aggregate Unrecognized Compensation	Weighted Average Period Over Which Expected to be Recognized (in years)
Balance at January 27, 2013	2,558	\$ 23.41		\$ 49,374	2.5
Stock units granted	891	30.95			
Stock units vested	(1,026)	21.34	\$ 31,861		
Stock units forfeited	(228)	25.81			
Balance at January 26, 2014	2,195	27.81		49,563	2.5
Stock units granted	929	23.90			
Stock units vested	(752)	25.55	18,237		
Stock units forfeited	(234)	26.29			
Balance at January 25, 2015	2,138	26.43		44,506	2.4
Stock units granted	1,032	20.79			
Stock units vested	(736)	26.48	\$ 16,175		
Stock units forfeited	(402)	25.65			
Balance at January 31, 2016	<u>2,032</u>	\$ 23.70		\$ 35,692	2.4

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

**Restricted Stock Units, Cash-Settled, Non-Employee Directors.** The Company maintains a compensation program pursuant to which restricted stock units are granted to the Company's directors that are not employed by the Company or any of its subsidiaries. In June 2015, the Company changed its director compensation program so that a portion of the stock units granted under the program would be settled in cash and a portion would be settled in stock. Restricted stock units awarded under the program are scheduled to vest on the earlier of (i) one year after the grant date or (ii) the day immediately preceding the annual meeting of shareholders in the year following the grant. The portion of a restricted stock unit award under the program that is to be settled in cash will, subject to vesting, be settled when the director who received the award separates from the board of directors. The portion of a restricted stock unit award under the program that is to be settled in stock will, subject to vesting, be settled promptly following vesting. There were no changes to the terms and conditions of the existing awards.

The restricted stock units that are to be settled in cash are accounted for as liabilities. Because these awards are not typically settled until a non-employee director's separation from service, the value of these awards is re-measured at the end of each reporting period until settlement. The following table summarizes the non-employee directors' activity for restricted stock units settled in cash for fiscal years 2016, 2015 and 2014:

(in thousands, except per share amount)	Number of Units	Recorded Liability	Weighted Average Grant Date Fair Value (per unit)	Aggregate Unrecognized Compensation	Period Over Which Expected to be Recognized (in years)
Balance at January 27, 2013	20	\$ 4,557	\$ 24.46	\$ 253	0.4
Stock units granted	18		35.17		
Stock units vested	(20)		24.46		
Stock units forfeited	—				
Change in liability		(576)			
Balance at January 26, 2014	18	3,981	35.17	177	0.4
Stock units granted	24		26.59		
Stock units vested	(18)		35.17		
Stock units forfeited	—				
Change in liability		1,233			
Balance at January 25, 2015	24	5,214	26.59	275	0.4
Stock units granted	28		19.70		
Stock units vested	(24)		26.59		
Stock units forfeited	—				
Change in liability		(1,344)			
Balance at January 31, 2016	28	\$ 3,870	\$ 19.70	\$ 221	0.4

As of January 31, 2016, the total number of vested but unsettled restricted stock units for non-employee directors is 175,132. As of January 31, 2016, \$3.0 million of the liability associated with these awards is included in "Other long-term liabilities" within the condensed consolidated balance sheet.

**Restricted Stock Units, Stock Settled, Non-Employee Directors.** As a result of the June 2015 changes to the Company's director compensation program, beginning in July 2015, the Company began granting new restricted stock units to non-employee Directors which are expected to be settled with stock at the time of vesting. The grant date for these awards is equal to the measurement date. These awards are valued as of the measurement date and recognized as an expense over the requisite vesting period (typically one year).

The following table summarizes the non-employee directors' activity for restricted stock units settled with stock for fiscal year 2016:

(in thousands, except per share amount)	Number of Units	Weighted Average Grant Date Fair Value (per unit)	Aggregate Intrinsic Value (1)	Aggregate Unrecognized Compensation	Period Over Which Expected to be Recognized (in years)
Balance at January 25, 2015	—	\$ —		\$ —	0.0
Restricted stock units granted	24	19.70			
Restricted stock units vested	—	—	\$ —		
Restricted stock units forfeited	—	—			
Balance at January 31, 2016	24	\$ 19.70		\$ 186	0.4

(1) There was no vesting during the reported period. This value would typically represent the value of Semtech Corporation stock on the date that the restricted stock unit vested.

### Modification of Awards

On December 19, 2014 and August 17, 2015, the Company modified the equity awards of certain executive officers by providing for the acceleration of vesting upon termination of their employment in certain circumstances in connection with a change in control of the Company. These modifications impacted the stock awards of 12 executive employees and resulted in no incremental compensation cost for the fiscal year ended January 31, 2016.

### **Note 12: Interest Income and Other (Expense) Income, Net**

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

(in thousands)	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
Interest income	\$ 13	\$ 43	\$ 342
Non-recoverable VAT tax	(494)	(323)	(598)
Foreign currency transaction gain (loss)	(665)	702	(648)
Miscellaneous expense	(655)	(257)	(486)
Interest income and other income (expense), net	<u>\$ (1,801)</u>	<u>\$ 165</u>	<u>\$ (1,390)</u>

### **Note 13: Income Taxes**

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

(in thousands)	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
<b>Current tax provision</b>			
Federal	\$ —	\$ 749	\$ 3,769
State	—	—	554
Foreign	8,709	7,810	14,962
Subtotal	<u>8,709</u>	<u>8,559</u>	<u>19,285</u>
<b>Deferred tax provision (benefit)</b>			
Federal	6,679	508	23,938
State	(96)	(100)	(1,293)
Foreign	(6,410)	(419)	(5,945)
Subtotal	<u>173</u>	<u>(11)</u>	<u>16,700</u>
Provision for taxes	<u>\$ 8,882</u>	<u>\$ 8,548</u>	<u>\$ 35,985</u>

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

(in thousands)	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
Federal income tax at statutory rate	\$ 7,133	\$ 12,775	\$ (44,968)
State income taxes, net of federal benefit	(7)	(100)	(1,260)
Foreign taxes at rates less than federal rates	(62)	(11,960)	(8,378)
Tax credits generated	(3,598)	(5,302)	(5,523)
Changes in valuation allowance	1,847	14,284	52,942
Goodwill impairment	—	—	40,840
Changes in uncertain tax positions	1,009	(5,167)	893
Deemed dividends	276	2,513	726
Equity compensation	2,529	2,200	1,173
Permanent differences	28	(93)	2,895
Deferred tax provision - indefinite life intangibles	5,670	—	—
Triune earn-out	(5,670)	—	—
Revaluation of deferred tax assets and liabilities	334	(432)	(12)
Other	(607)	(170)	(3,343)
Provision for taxes	<u>\$ 8,882</u>	<u>\$ 8,548</u>	<u>\$ 35,985</u>

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

The Company, via its Swiss subsidiary, Semtech International AG, receives an income tax benefit in Switzerland because only a portion of its total earnings are subject to taxation in Switzerland. Specifically, in the third quarter of fiscal year 2014, the Company received a new Swiss tax ruling ("New Swiss Ruling"), with an effective date retroactive to the beginning of fiscal year 2014, which allows the Company to compute Swiss income tax using an allocated portion of its total pre-tax earnings that are attributable to the sourcing of production activities. This New Swiss Ruling superseded a Swiss tax ruling that was in effect during fiscal years 2012 and 2013 ("Previous Swiss Ruling"). The Previous Swiss Ruling required the Company to allocate each element of revenue and expense to activities sourced to Switzerland or outside Switzerland based on an analysis of where certain activities were being performed.

In the next twelve months, the Company intends to revisit its existing Swiss tax ruling and begin discussions with local authorities as a result of changes in Swiss tax law that are expected to occur within the next twelve months. The impact of these changes are not expected to have a material impact on our effective tax rate.

On November 20, 2015, the FASB issued Accounting Standards Update ("ASU") No. 2015-17, Balance Sheet Classification of Deferred Taxes, requiring all deferred tax assets and liabilities, and any related valuation allowance, to be classified as non-current on the balance sheet. The classification change for all deferred taxes as non-current simplifies entities' processes as it eliminates the need to separately identify the net current and net non-current deferred tax asset or liability in each jurisdiction and allocate valuation allowances. The company elected to prospectively adopt the accounting standard in the beginning of our fourth quarter of fiscal 2016. Prior periods in our Consolidated Financial Statements were not retrospectively adjusted.

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

(in thousands)	January 31, 2016	January 25, 2015
<b>Deferred tax assets</b>		
Current	\$ —	\$ 2,478
Non-current	7,354	106
Subtotal	<u>7,354</u>	<u>2,584</u>
<b>Deferred tax liabilities</b>		
Current	—	(1,444)
Non-current	(6,802)	(2,477)
Subtotal	<u>(6,802)</u>	<u>(3,921)</u>
<b>Net deferred tax assets (liabilities)</b>	<u>\$ 552</u>	<u>\$ (1,337)</u>

The components of the net deferred income tax assets and liabilities at January 31, 2016 and January 25, 2015 are as follows:

(in thousands)	January 31, 2016	January 25, 2015
<b>Current deferred tax asset:</b>		
Deferred revenue	\$ —	\$ 3,052
Inventory reserve	—	3,156
Payroll and related accruals	—	2,306
Bad debt reserve	—	927
Accrued service fees	—	608
Other deferred assets	—	1,191
Valuation allowance	—	(8,637)
<b>Total current deferred tax asset</b>	<b>—</b>	<b>2,603</b>
<b>Non-current deferred tax asset:</b>		
Deferred revenue	4,295	—
Inventory reserve	2,931	—
Bad debt reserve	521	—
Accrued service fees	238	—
Research and development charges	584	1,323
Research credit carryforward	32,605	40,819
NOL carryforward	38,979	29,144
Payroll and related accruals	8,773	7,148
Stock-based compensation	5,006	6,176
Other deferred assets	6,281	5,054
Valuation allowance	(77,383)	(66,899)
<b>Total non-current deferred tax asset</b>	<b>22,830</b>	<b>22,765</b>
<b>Current deferred tax liabilities:</b>		
Inventory reserve - foreign	—	(826)
Bad debt reserve - foreign	—	(256)
Other current deferred tax liabilities	—	(373)
<b>Total current deferred tax liabilities</b>	<b>—</b>	<b>(1,455)</b>
<b>Non-current deferred tax liabilities:</b>		
Inventory reserve - foreign	(515)	—
Depreciation and amortization - foreign	(194)	—
Purchase accounting deferred tax liabilities	(16,895)	(20,917)
Depreciation and amortization	(3,324)	(2,956)
Other non-current deferred tax liabilities	(1,350)	(1,377)
<b>Total non-current deferred tax liabilities</b>	<b>(22,278)</b>	<b>(25,250)</b>
<b>Net deferred tax assets (liabilities)</b>	<b>\$ 552</b>	<b>\$ (1,337)</b>

As of January 31, 2016, the Company had federal and state net operating loss carryforwards of \$114.7 million and \$97.4 million, respectively, which, subject to certain limitations, are available to offset future taxable income through fiscal year 2036. A portion of these losses were generated by Sierra Monolithics Inc. ("SMI") prior to the Company's purchase of SMI in fiscal year 2010 and therefore are subject to change of control provisions which limit the amount of acquired tax attributes that can be utilized in a given tax year. The Company does not expect these changes in control limitations to significantly impact its ability to utilize these attributes.

Included in the Company's net operating loss carryforward deferred tax asset is approximately \$8.4 million of deferred tax assets attributable to excess equity deductions related to stock awards that are not included on the Company's consolidated balance sheet. The portion of the Company's deferred tax asset related to such excess tax benefits is excluded from the Company's recognized deferred tax asset, even if the facts and circumstances indicate that it is more likely than not that the

deferred tax asset can be realized. The credit to paid-in-capital will be recorded when the benefit is reflected in the Company's taxes payable.

As of January 31, 2016, the Company had gross federal and state research credits available of approximately \$13.3 million and \$13.9 million, respectively, which are available to offset taxable income. These credits will expire between fiscal years 2021 through 2036. As of January 31, 2016, the Company had federal Alternative Minimum Tax credits available of approximately \$1.3 million. The Company also had gross Canadian research credits available of approximately \$24.7 million. These credits will expire between fiscal years 2029 and 2036.

As of January 31, 2016, the Company has a full valuation allowance against its U.S. deferred tax assets of approximately \$77.4 million. The Company assessed whether a valuation allowance should be recorded against all of its deferred tax assets ("DTAs") based on the consideration of all available evidence, using a "more likely than not" realization standard. The four sources of taxable income that must be considered in determining whether DTAs will be realized are, (1) future reversals of existing taxable temporary differences (i.e., offset of gross deferred tax assets against gross deferred tax liabilities); (2) taxable income in prior carryback years, if carryback is permitted under the tax law; (3) tax planning strategies and (4) future taxable income exclusive of reversing temporary differences and carryforwards.

In assessing whether a valuation allowance is required, significant weight is given to evidence that can be objectively verified. The Company evaluated its DTAs each reporting period, including an assessment of the cumulative income or loss generated by jurisdiction over the most recent three-year period, to determine if a valuation allowance was required. A significant negative factor in the assessment was the Company's three-year cumulative loss history as of January 31, 2016 and January 25, 2015 in the U.S.

After a review of the four sources of taxable income described above, the Company determined that the U.S. was in a three-year cumulative loss position as of January 31, 2016 and January 25, 2015. A three-year cumulative loss is considered to be a significant negative factor and the Company concluded that it is not more likely than not that its DTAs in the U.S. at January 31, 2016 and January 25, 2015 will be realized. As a result, the Company recorded a full valuation allowance on its DTAs in the U.S., with a corresponding charge to the income tax provision of approximately \$9.1 million as of January 31, 2016. During the fourth quarter of fiscal year 2016, the Company assessed current facts and circumstances and whether a valuation allowance would be appropriate for its Canadian deferred tax assets, and concluded that sufficient positive evidence exists to conclude that it is more likely than not that these deferred tax assets will be realized. The Company is forecasting pretax income growth for its Canadian operations over the next five years, and correspondingly estimated Canadian based taxes over the next five years. The amount of anticipated taxes owed in this period was compared to the Company's net deferred tax assets to conclude that the Company would be able to utilize its deferred tax assets without any concerns related to expiration. As a result, valuation allowances on the Canadian deferred tax assets were released, with a corresponding benefit to the income tax provision of approximately \$7.2 million. The net charge to the income tax provision is approximately \$1.8 million in fiscal 2016. Changes in the valuation allowance for the three years ended January 31, 2016 are summarized in the table below:

(in thousands)	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
Beginning balance	\$ 75,536	\$ 61,251	\$ 8,320
Additions	9,055	14,285	52,931
Releases	(7,208)	—	—
Ending balance	\$ 77,383	\$ 75,536	\$ 61,251

As of January 31, 2016, the Company had approximately \$516.8 million of unremitted earnings related to the Company's wholly owned foreign subsidiaries for which income taxes have not been provided.

#### **Uncertain Tax Positions**

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

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

(in thousands)	Fiscal Year Ended	
	January 31, 2016	January 25, 2015
Beginning balance	\$ 7,774	\$ 12,348
Additions based on tax positions related to the current year	1,425	466
Reductions for tax positions of prior years, net	(767)	(3,970)
Reductions for settlements with tax authorities, net	—	(1,070)
Ending balance	\$ 8,432	\$ 7,774

Included in the balance of unrecognized tax benefits at January 31, 2016 and January 25, 2015, are \$8.4 million and \$7.8 million, respectively, of net tax benefits (after federal impact of state items) that, if recognized, would impact the effective tax rate.

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

(in thousands)	Fiscal Year Ended	
	January 31, 2016	January 25, 2015
Deferred tax assets - non-current	\$ 7,162	\$ 7,522
Accrued liabilities	—	—
Other long-term liabilities	1,270	252
Total accrued taxes	\$ 8,432	\$ 7,774

The Company's policy is to include net interest and penalties related to unrecognized tax benefits within the provision for taxes on the consolidated statements of operations. Since the Company has sufficient net operating losses and R&D credit carryforwards, there would be no cash tax liability, and therefore no additional penalties or interest accrued during fiscal year 2016. The Company had approximately \$0.3 million of net interest and penalties accrued at January 31, 2016 and January 25, 2015.

Tax years prior to 2012 (the Company's fiscal year 2013) are generally not subject to examination by the Internal Revenue Service ("IRS") except for items involving tax attributes that have been carried forward to tax years whose statute of limitations remains open. The Company is currently under IRS audit for fiscal years 2012 and 2013 and expects to close those audits within the next twelve months. The Company's positions are expected to be sufficient to address matters that may arise under examination. For state returns, the Company is generally not subject to income tax examinations for years prior to 2011 (the Company's fiscal year 2012). The Company has a significant tax presence in Switzerland for which Swiss tax filings have been examined through fiscal year 2014. The Company is also subject to routine examinations by various foreign tax jurisdictions in which it operates.

## Note 14: Commitments and Contingencies

### Leases

The Company leases facilities and certain equipment under operating lease arrangements expiring in various years through fiscal year 2024. The aggregate minimum annual lease payments under leases in effect on January 31, 2016 are as follows:

#### Minimum Annual Lease Payments

(in thousands)

Fiscal Year Ending:	
2017	\$ 7,184
2018	5,732
2019	4,730
2020	3,630
2021	3,030
Thereafter	3,377
Total minimum lease commitments	<u>\$ 27,683</u>

Rent expense was \$7.7 million, \$8.8 million and \$9.3 million for fiscal years 2016, 2015 and 2014, respectively. The Company received \$135,000, \$142,000 and \$140,000 of sub-lease income in fiscal years 2016, 2015 and 2014, respectively.

### Unconditional Purchase Commitments

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

(in thousands)	Less than 1 year	1-3 years	Total
Open capital purchase commitments	\$ 1,537	\$ —	\$ 1,537
Other open purchase commitments	41,813	3,376	45,189
Other vendor commitments	—	—	—
Total purchase commitments	<u>\$ 43,350</u>	<u>\$ 3,376</u>	<u>\$ 46,726</u>

### Legal Matters

In accordance with accounting standards regarding loss contingencies, the Company accrues an undiscounted liability for those contingencies where the incurrence of a loss is probable and the amount can be reasonably estimated. The Company also discloses the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for its financial statements not to be misleading. The Company does not record liabilities when the likelihood that the liability has been incurred is probable but the amount cannot be reasonably estimated, or when the liability is believed to be only reasonably possible or remote. The Company evaluates, at least quarterly, developments in its legal matters that could affect the amount of liability that has been previously accrued, and makes adjustments as appropriate. Significant judgment is required to determine both probability and the estimated amount. The Company may be unable to estimate a possible loss or range of possible loss due to various reasons, including, among others: (i) if the damages sought are indeterminate; (ii) if the proceedings are in early stages, (iii) if there is uncertainty as to the outcome of pending appeals, motions or settlements, (iv) if there are significant factual issues to be determined or resolved, and (v) if there are novel or unsettled legal theories presented. In such instances, there is considerable uncertainty regarding the ultimate resolution of such matters, including a possible eventual loss, if any.

Because litigation outcomes are inherently unpredictable, the Company's evaluation of legal proceedings often involves a series of complex assessments by management about future events and can rely heavily on estimates and assumptions. While the consequences of certain unresolved proceedings are not presently determinable, and an estimate of the probable and reasonably possible loss or range of loss in excess of amounts accrued for such proceedings cannot be reasonably made, an adverse outcome from such proceedings could have a material adverse effect on the Company's earnings in any given reporting period. However, in the opinion of management, after consulting with legal counsel, and taking into account insurance coverage, any ultimate liability related to current outstanding claims and lawsuits, individually or in the aggregate, is not expected to have a material adverse effect on the Company's financial statements, as a whole. However, legal matters are

inherently unpredictable and subject to significant uncertainties, some of which are beyond the Company's control. As such, even though the Company intends to vigorously defend itself with respect to its legal matters, there can be no assurance that the final outcome of these matters will not materially and adversely affect the Company's business, financial condition, results of operations, or cash flows.

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

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

#### **Environmental Matters**

In 2001, the Company was notified by the California Department of Toxic Substances Control ("State") that it may have liability associated with the clean-up of the one-third acre Davis Chemical Company site in Los Angeles, California. The Company has been included in the clean-up program because it was one of the companies that used the Davis Chemical Company site for waste recycling and/or disposal between 1949 and 1990. The Company joined with other potentially responsible parties and entered into a Consent Order with the State that required the group to perform a soils investigation at the site and submit a remediation plan. The State has approved the remediation plan, which completes the group's obligations under the Consent Order. The Consent Order does not require the group to remediate the site and the State has indicated it intends to look to other parties for remediation. More recently, the State has indicated that it will pursue parties for additional remediation and/or costs, including potentially the Company. To date, the Company's share of the group's expenses has not been material and has been expensed as incurred.

The Company has used an environmental firm, specializing in hydrogeology, to perform monitoring of the groundwater at the Company's former facility in Newbury Park, California that was leased for approximately forty years. The Company vacated the building in May 2002. Certain contaminants have been found in the local groundwater and site soils. The location of key soil contamination (and some related site groundwater impact associated with the soil contamination) is concentrated in and found to emanate from an area of an underground storage tank that the Company believes to have been installed and primarily used in the early 1960s by a former tenant at the site who preceded the Company's tenancy. There are no litigation claims pending with respect to environmental matters at the Newbury Park site.

The Los Angeles Regional Water Quality Control Board ("RWQCB") having authority over the site issued joint instructions in November 2008, ordering the Company and the current owner of the site to perform additional assessments and surveys, and to create ongoing groundwater monitoring plans before any final regulatory action for "no further action" may be approved. In September 2009, the regulatory agency issued supplemental instructions to the Company and the current site owner regarding previously ordered site assessments, surveys and groundwater monitoring. In October 2013, an order was issued including a scope of proposed additional site work, monitoring, and proposed remediation activities. The Company filed appeals of the October 2013 order seeking reconsideration by the RWQCB and review by the State Water Resources Control Board ("SWRCB") of the removal of two other potentially responsible parties, and seeking clarification of certain other factual findings. In April 2015, the RWQCB denied the Company's request to name the two other potentially responsible parties to the order, but did correct certain findings of fact identified by the Company in its petition for reconsideration. The SWRCB has not yet ruled on the Company's petition for review of the RWQCB's action as the petition was filed with a request it be held in abeyance.

The Company has been engaged with the regulatory agency, including technical discussion between the Company's environmental firm and RWQCB staff, and has initiated the technical efforts to comply with the order. The Company submitted technical reports prepared by the environmental firm to the RWQCB and has received confirmation regarding the satisfaction of portions of the order. The Company also submitted a remedial action plan prepared by the environmental firm outlining the cleanup of soil, groundwater, and soil vapor at the site. The parties are continuing to work toward compliance with the October 2013 order and anticipate working cooperatively on any ultimate proposed cleanup and abatement work.

The Company has accrued liabilities where it is probable that a loss will be incurred and the cost or amount of loss can be reasonably estimated. Based on the Company's preliminary assessment following a November 2012 draft cleanup and abatement order, which has been reviewed under the October 2013 order pending the current appeal by the Company and other impacted parties, the Company determined a likely range of probable loss between \$2.7 million and \$5.7 million with respect to its former facility at Newbury Park, California. Based on recent determinations by the RWQCB and refinement of the draft remedial action plan, the Company has revised its likely range of probable loss to be between \$5.3 million and \$7.5 million.

Given the uncertainties associated with environmental assessment and the remediation activities, the Company is unable to determine a best estimate within the revised range of loss. Therefore, the Company has recorded the minimum amount of \$5.3 million, \$1.1 million of which is recorded under "Accrued liabilities" with the remaining \$4.2 million recorded under "Other long-term liabilities" on the Company's consolidated balance sheets. These estimates could change as a result of changes in planned remedial actions, further actions from the regulatory agency, remediation technology, and other factors.

The Company settled a dispute on February 11, 2016. Under the terms of this settlement, the Company received an unsecured subordinated convertible promissory note in the principal amount of \$5.7 million and a cash settlement of \$0.3 million. The settlement is a gain contingency, a non-recognized subsequent event.

#### **Indemnification**

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

#### **Product Warranties**

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

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

#### **Retirement Plans**

The Company contributed \$1.3 million, \$1.3 million and \$1.4 million, respectively, in fiscal years 2016, 2015 and 2014 to the 401(k) retirement plan maintained for its domestic employees.

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

The Retirement Plan is administered on behalf of a labor union, which is similar to common practices found in the US involving collective bargaining agreements and labor unions. EIN/Pension plan number, Pension protection act zone status, FIP/RP status and Form 5500 are not applicable as the Retirement Plan is a Swiss plan governed by pension laws in Switzerland. The Company contributed \$0.8 million, \$0.9 million and \$0.8 million, respectively, in fiscal years 2016, 2015 and 2014 to the Retirement Plan. At the date the Company's financial statements were issued, the Retirement Plan's audited financial statements were not available for the Retirement Plan year ended December 31, 2015.

In addition, the Company also contributed \$1.4 million in fiscal year 2016 to a defined contribution plan for its employees in Canada.

#### **Deferred Compensation**

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

The following table shows the compensation expense and forfeitures under this plan for fiscal years 2016, 2015 and 2014:

(in thousands)	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
Forfeitures	\$ (159)	\$ (112)	\$ (180)
Compensation (income) expense	(660)	2,449	2,644
Compensation expense, net of forfeitures	\$ (819)	\$ 2,337	\$ 2,464

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

(in thousands)	January 31, 2016	January 25, 2015
Accrued liabilities	\$ 1,448	\$ 527
Other long-term liabilities	17,976	19,241
Total deferred compensation liabilities under this plan	\$ 19,424	\$ 19,768

The Company has purchased whole life insurance on the lives of certain current deferred compensation plan participants. This Company-owned life insurance is held in a grantor trust and is intended to cover a majority of the Company's costs of the deferred compensation plan. The cash surrender value of the Company-owned life insurance was \$16.8 million and \$18.5 million as of January 31, 2016 and January 25, 2015, respectively, and is included in "Other assets" on the consolidated balance sheet.

#### Earn-out Liability

Pursuant to the terms of the amended earn-out arrangement ("Cycleo Amended Earn-Out") with the former stockholders of Cycleo SAS ("Cycleo Earn-Out Beneficiaries"), which the Company acquired on March 7, 2012, the Company potentially may make payments totaling up to approximately \$16.0 million based on the achievement of a combination of certain revenue and operating income milestones over a defined period ("Cycleo Defined Earn-Out Period"). The Cycleo Defined Earn-Out Period covers the period April 27, 2015 to April 26, 2020. For certain of the Cycleo Earn-Out Beneficiaries, payment of the earn-out liability is contingent upon continued employment and is accounted for as post-acquisition compensation expense over the service period. The portion of the earn-out liability that is not dependent on continued employment is not considered as compensation expense. The Company has recorded a liability for the Cycleo Amended Earn-Out of \$6.3 million and \$1.8 million as of January 31, 2016 and January 25, 2015, respectively, of which \$2.2 million is expected to be paid within twelve months. The increase in the liability for the Cycleo Amended Earn-out since January 25, 2015 corresponds to the compensation expense recorded in fiscal year 2016.

Pursuant to the terms of the Triune Earn-out with the former members of Triune ("Triune Earn-out Beneficiaries"), which the Company acquired on March 4, 2015, the Company potentially may make payments totaling up to approximately \$70.0 million based on achievement of certain revenue targets measured at each fiscal year end, starting with fiscal year 2016 and ending in fiscal year 2018. An additional payment of up to \$16.0 million may be made based upon a combination of cumulative revenue and operating income targets measured from the acquisition date through the end of the Company's fiscal year 2018. For certain of the Triune Earn-Out Beneficiaries, payment of the earn-out liability is contingent upon continued employment and is accounted for as post-acquisition compensation expense over the service period. The portion of the earn-out liability that is not dependent on continued employment is not considered as compensation expense. The Triune Earn-out targets for fiscal year 2016 were not met and the Company does not expect to make any payments with regards to this period which represented \$13.0 million of the total \$70.0 million opportunity.

A summary of earn-out liabilities by classification follows:

(in thousands)	Balance at January 31, 2016			Balance at January 25, 2015		
	Cycleo	Triune	Total	Cycleo	Triune	Total
Compensation expense	\$ 4,397	\$ —	\$ 4,397	\$ 140	\$ —	\$ 140
Not conditional upon continued employment	1,457	—	1,457	1,619	—	1,619
Interest Expense	405	—	405	12	—	12
Total liability	\$ 6,259	\$ —	\$ 6,259	\$ 1,771	\$ —	\$ 1,771
Amount expected to be settled within 12 months	\$ 2,155	\$ —	\$ —	\$ —	\$ —	\$ —

#### Note 15: Concentration of Risk

##### Significant Customers

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

The following significant customer accounted for at least 10% of net sales in one or more of the periods indicated:

(percentage of net sales)	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
Samsung Electronics (and affiliates)	7%	11%	12%

The following table shows the customer that has an outstanding receivable balance that represents at least 10% of total net receivables as of one or more of the dates indicated:

(percentage of net accounts receivable)	Balance as of	
	January 31, 2016	January 25, 2015
Samsung Electronics (and affiliates)	5%	12%

##### Outside Subcontractors and Suppliers

The Company relies on a limited number of outside subcontractors and suppliers for the production of silicon wafers, packaging and certain other tasks. Disruption or termination of supply sources or subcontractors, due to natural disasters such as an earthquake or other causes, could delay shipments and could have a material adverse effect on the Company. Although there are generally alternate sources for these materials and services, qualification of the alternate sources could cause delays sufficient to have a material adverse effect on the Company. Several of the Company's outside subcontractors and suppliers, including third-party foundries that supply silicon wafers, are located in foreign countries, including China, Taiwan, Europe and Israel. The Company's largest source of silicon wafers is an outside foundry located in China and a significant amount of the Company's assembly and test operations are conducted by third-party contractors in China, Malaysia, Taiwan, Thailand, Korea and the Philippines. For fiscal year 2016, approximately 28% of the Company's silicon in terms of cost of wafers was supplied by a third-party foundry in China, and this percentage could be higher in future periods. For fiscal years 2015 and 2014, approximately 37% and 38% of the Company's silicon in terms of cost of wafers was supplied by this third-party foundry in China, respectively.

In fiscal year 2016, authorized distributors accounted for approximately 58% of the Company's net sales. Generally, the Company does not have long-term contracts with its distributors and most can terminate their agreement with little or no notice. For fiscal year 2016, our two largest distributors were based in Asia.

**Note 16: Segment Information**Segment Information

See Note 1 regarding recent developments affecting the Company's operating segments.

The Company has five operating segments in total. The Company's CEO continues to function as the CODM. The Company's CODM makes operating decisions and assesses performance based on these operating segments. Four of the operating segments: Protection Products; Power and High-Reliability Products; Signal Integrity Products; and Wireless and Sensing Products, all have similar economic characteristics and have been aggregated into one reportable segment identified in the table below as the "Semiconductor Products Group." The remaining operating segment, the Systems Innovation Group, cannot be aggregated with the other operating segments and does not meet the thresholds for a separate reportable segment as defined by the guidance regarding segment disclosure. Therefore, the Company has classified it as "All others" in the tables below. The Company's assets are commingled among the various reporting units and the CODM does not use that information in making operating decisions or assessing performance. Therefore, the Company has not included asset information by segment below.

Net sales by segment are as follows:

(in thousands)	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
Semiconductor Products Group	\$ 485,570	\$ 555,399	\$ 577,312
All others	4,649	2,486	17,665
Total	\$ 490,219	\$ 557,885	\$ 594,977

Income by segment and reconciliation to consolidated operating income:

(in thousands)	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
Semiconductor Products Group	\$ 83,422	\$ 136,823	\$ 141,569
All others	(3,670)	(10,558)	(2,744)
Operating Income by segment	79,752	126,265	138,825

*Items to reconcile segment operating income to consolidated income before taxes*

Intangible amortization and impairments	25,059	31,449	190,529
Stock-based compensation expense	20,468	29,629	24,589
Write-off of deferred financing costs	—	—	8,773
Inventory write-down	—	—	2,408
Restructuring charges	4,526	1,285	3,086
Changes in the fair value of contingent earn-out obligations	(16,362)	1,391	(654)
Environmental reserve	2,855	(65)	—
Other non-segment related expenses	11,686	1,984	2,176
Amortization of fair value adjustments related to acquired PP&E	1,521	18,335	16,835
Interest expense, net	7,819	5,927	18,174
Non-operating (income) expense, net	1,801	(165)	1,390
Income before taxes	\$ 20,379	\$ 36,495	\$ (128,481)

### Information by Product Line

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

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

(in thousands, except percentages)	Fiscal Year Ended					
	January 31, 2016		January 25, 2015		January 26, 2014	
Signal Integrity	\$ 221,185	45%	\$ 219,024	39%	\$ 254,556	43%
Protection	138,674	28%	191,341	34%	198,514	33%
Wireless and Sensing	70,712	14%	80,632	14%	65,947	11%
Power and High-Reliability	54,999	11%	64,402	12%	58,295	10%
Systems Innovation	4,649	1%	2,486	—%	17,665	3%
Total net sales	\$ 490,219	100%	\$ 557,885	100%	\$ 594,977	100%

### Geographic Information

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

Net sales activity by geographic region is as follows:

(in thousands, except percentages)	Fiscal Year Ended					
	January 31, 2016		January 25, 2015		January 26, 2014	
Asia-Pacific	\$ 358,480	73%	\$ 412,514	74%	\$ 432,097	73%
Europe	85,587	17%	60,232	11%	68,306	11%
North America	46,152	9%	85,139	15%	94,574	16%
Total net sales	\$ 490,219	100%	\$ 557,885	100%	\$ 594,977	100%

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

(percentage of total sales)	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
China (including Hong Kong)	47%	38%	34%
United States	12%	12%	16%
Japan	8%	11%	11%
South Korea	6%	9%	11%
Total net sales	73%	70%	72%

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

(in thousands)	Fiscal Year Ended		
	January 31, 2016	January 25, 2015	January 26, 2014
Domestic	\$ (5,636)	\$ (33,540)	\$ (158,780)
Foreign	26,015	70,035	30,299
Total	\$ 20,379	\$ 36,495	\$ (128,481)

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

### Long-lived Assets

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

(in thousands)	January 31, 2016	January 25, 2015
United States	\$ 56,212	\$ 63,449
Rest of North America	21,618	25,139
Europe	7,109	9,119
Asia and all others	16,066	17,764
Total	\$ 101,005	\$ 115,471

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

The net book value of equipment and machinery that are consigned to multiple foundries in China is \$5.5 million and \$7.6 million as of January 31, 2016 and January 25, 2015, respectively. The net book value of equipment and machinery that are consigned to a foundry in Malaysia is \$1.6 million and \$2.3 million as of January 31, 2016 and January 25, 2015, respectively.

### **Note 17: Restructuring**

During fiscal year 2016, Semtech Corporation announced a worldwide reduction in force as part of an overall plan to align operating expenses with business conditions and leverage recent infrastructure investments. As a result of the reduction in force, the Company recorded restructuring charges of \$4.5 million in fiscal year 2016.

During fiscal year 2014, the Company made a strategic decision to reduce its investment in the long-haul optical market, realign its product groupings, and align spending to current demand levels. As a result of these actions, the Company recorded restructuring charges of \$1.3 million in fiscal year 2015. The Company completed the restructuring activities in the first quarter of fiscal 2015.

Restructuring related liabilities are included in "Accrued liabilities" within the condensed consolidated balance sheets as of January 31, 2016 and January 25, 2015, respectively. Restructuring charges are presented in "Restructuring charge" within the condensed consolidated statements of income.

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

(in thousands)	One-time employee termination benefits	Contract commitments	Total
Balance at January 26, 2014	\$ 1,387	\$ 1,245	\$ 2,632
Charges	662	623	1,285
Cash payments	(1,767)	(1,753)	(3,520)
Reclassifications	—	(115)	(115)
Balance at January 25, 2015	282	—	282
Charges	4,526	—	4,526
Cash payments	(4,466)	—	(4,466)
Balance at January 31, 2016	\$ 342	\$ —	\$ 342

As a result of these actions detailed above, the Company also recorded additional contract commitment cancellation charges as detailed below:

(in thousands)	Fiscal year ended		
	January 31, 2016	January 25, 2015	January 26, 2014
Cost of sales	\$ —	\$ 2,983	\$ 1,729
Product development and engineering	—	—	3,197
<b>Total</b>	<b>\$ —</b>	<b>\$ 2,983</b>	<b>\$ 4,926</b>

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

The restructuring actions in fiscal year 2014 also resulted in \$4.9 million of additional contract commitment cancellation charges. Of this amount \$1.7 million is included in "Cost of sales" and \$3.2 million is included in "Product development and engineering" on the consolidated statements of operations. In connection with the restructuring activities, \$15.0 million of inventory was determined not to be recoverable and was written off as a charge to "Cost of sales - lower of cost or market write-down" in fiscal year 2014. Additionally, certain property, plant and equipment, intangible assets, and goodwill were determined to be impaired. See Notes 7 and 8.

#### Note 18: Stock Repurchase Program

The Company maintains a stock repurchase program that was initially approved by its Board of Directors in March 2008. The stock repurchase program does not have an expiration date and the Company's Board of Directors has authorized expansion of the program over the years. During fiscal years 2016 and 2015, the Company repurchased shares of common stock in an amount of \$57.3 million and \$40.9 million. As of January 31, 2016, the Company had repurchased \$135.7 million in shares of our common stock under the program since inception and the current remaining authorization under our stock repurchase program is \$62.7 million. Under our stock repurchase program, the Company may repurchase our common stock at any time or from time to time, without prior notice, subject to market conditions and other considerations. The Company's repurchases may be made through 10b5-1 plans, open market purchases, privately negotiated transactions, block purchases or other transactions. The Company intends to fund repurchases under the program from cash on hand. The Company has no obligation to repurchase any shares under the stock repurchase program and may suspend or discontinue it at any time.

The following table summarizes the stock repurchase activities during the periods indicated:

(in thousands, except number of shares)	Fiscal Year Ended					
	January 31, 2016		January 25, 2015		January 26, 2014	
	Shares	Value	Shares	Value	Shares	Value
Shares repurchased under the 2011 program	2,681,476	\$ 57,311	1,578,869	\$ 40,906	1,034,491	\$ 30,000
Total treasury shares acquired	2,681,476	\$ 57,311	1,578,869	\$ 40,906	1,034,491	\$ 30,000

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

**Note 19: Variable Interest Entities**

The Company analyzes its investments or other interests to determine whether it represents a variable interest in a VIE. If so, the Company evaluates the facts to determine whether it is the primary beneficiary. The Company considers itself to be the primary beneficiary when it has both the power to direct activities of the VIE that most significantly impact the VIEs economic performance and the obligation to absorb losses from or the right to receive benefits of the VIE that could potentially be significant to the VIE. With regards to its investment in MultiPhy, the Company concluded that its equity interest represents a variable interest, but it is not the primary beneficiary as prescribed in ASC 810. Specifically, in reaching this conclusion, the Company considered the activities that most significantly drive profitability for MultiPhy and determined that the activity that most significantly drove profitability was related to the technology and related product road maps. The Company has a board observer role and thus concluded that it was not in a position of decision-making or other authority to influence MultiPhy's activities that could be considered significant with respect to its operations, including research and development plans and changes to the product road map.

As of January 31, 2016, the Company's maximum exposure to loss as a result of its investment in MultiPhy is limited to the \$12.0 million investment as described further in Note 4. As part of its investment in MultiPhy, the Company received a call option that would allow the Company to purchase all of the outstanding equity of MultiPhy. The call option, which is currently out of the money, is exercisable until June 30, 2018.

## **Note 20: Recent Accounting Pronouncements**

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which requires substantially all leases be recognized by lessees on their balance sheet as a right-of-use asset and corresponding lease liability, including leases currently accounted for as operating leases. The new standard also will result in enhanced quantitative and qualitative disclosures, including significant judgments made by management, to provide greater insight into the extent of revenue and expense recognized and expected to be recognized from existing leases. The standard requires modified retrospective adoption and will be effective December 15, 2018, with early adoption permitted. The Company is currently assessing the basis of adoption and evaluating the impact of the adoption of the update on its consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11, Inventory (Topic 330) Related to Simplifying the Measurement of Inventory which applies to all inventory except inventory that is measured using last-in, first-out ("LIFO") or the retail inventory method. Inventory measured using first-in, first-out ("FIFO") or average cost is covered by the new amendments. Inventory within the scope of the new guidance should be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Subsequent measurement is unchanged for inventory measured using LIFO or the retail inventory method. The amendments will take effect for public business entities for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The new guidance should be applied prospectively, and earlier application is permitted as of the beginning of an interim or annual reporting period. The Company is currently assessing the basis of adoption and evaluating the impact of the adoption of the update on its consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which requires an entity to recognize revenue from the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance addresses, in particular, contracts with more than one performance obligation, as well as the accounting for some costs to obtain or fulfill a contract with a customer, and provides for additional disclosures with respect to revenues and cash flows arising from contracts with customers. Public entities are required to apply the amendments on either a full- or modified-retrospective basis for annual periods beginning after December 15, 2017 and for interim periods within those annual periods. This update will be effective for the Company beginning in the first quarter of fiscal year 2019. Early adoption is not permitted. The Company is currently assessing the basis of adoption and evaluating the impact of the adoption of the update on its consolidated financial statements.

**Note 21: Selected Quarterly Financial Data (Unaudited)**

The following tables set forth the Company's unaudited consolidated statements of operations data for each of the eight quarterly periods ended January 31, 2016, as well as that data expressed as a percentage of the Company's net sales for the quarters presented. The sum of quarterly per share amounts may differ from year to date amounts due to rounding.

## Selected Quarterly Financial Data (Unaudited)

(in thousands, except per share amounts)	Fiscal Year 2016				Fiscal Year 2015			
	Quarters Ended				Quarters Ended			
	April 26, 2015	July 26, 2015	October 25, 2015	January 31, 2016	April 27, 2014	July 27, 2014	October 26, 2014	January 25, 2015
Net sales	\$130,088	\$125,712	\$115,810	\$118,609	\$132,859	\$145,742	\$148,890	\$130,394
Gross profit	78,400	75,576	69,584	69,550	78,084	88,221	89,326	73,161
Operating income (loss)	4,884	3,068	18,898	3,149	11,149	22,057	22,810	(13,759)
Net income (loss)	\$ (142)	\$ (313)	\$ 10,704	\$ 1,247	\$ 7,867	\$ 17,898	\$ 17,623	\$ (15,441)
Earnings (loss) per share:								
Basic	\$ 0.00	\$ 0.00	\$ 0.16	\$ 0.02	\$ 0.12	\$ 0.27	\$ 0.26	\$ (0.23)
Diluted	\$ 0.00	\$ 0.00	\$ 0.16	\$ 0.02	\$ 0.12	\$ 0.26	\$ 0.26	\$ (0.23)
Weighted average number of shares used in computing earnings per share:								
Basic	66,713	65,920	65,117	64,934	67,300	67,208	67,162	66,763
Diluted	66,713	65,920	65,217	65,225	67,970	67,850	67,654	66,763

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

Not applicable.

**Item 9A. Controls and Procedures**

**Disclosure Controls and Procedures**

The Company carried out an evaluation, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e)) as of January 31, 2016. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that such disclosure controls and procedures were effective as of such date.

**Changes in Internal Controls**

There have been no changes to our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Report of Management on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework set forth in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on our evaluation under the framework in Internal Control - Integrated Framework, our management has concluded that as of January 31, 2016 the Company's internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Ernst & Young LLP, the independent registered public accounting firm that audited the consolidated financial statements included in this report, has issued an attestation report on our internal control over financial reporting as of January 31, 2016. Ernst & Young LLP's attestation report is included below.

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders of Semtech Corporation

We have audited Semtech Corporation and subsidiaries' internal control over financial reporting as of January 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the "COSO criteria"). Semtech Corporation and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

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

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

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

In our opinion, Semtech Corporation and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of January 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Semtech Corporation and subsidiaries as of January 31, 2016 and January 25, 2015, and the related consolidated statements of operations, comprehensive (loss) income, stockholders' equity, and cash flows for each of the three years in the period ended January 31, 2016 and the financial statement schedule listed in the Index at Item 15(a) of Semtech Corporation and subsidiaries and our report dated March 31, 2016, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Los Angeles, California

March 31, 2016

**Item 9B. Other Information**

None.

## PART III

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

We have adopted a written Code of Conduct that applies to everyone in the Company, including our Chief Executive Officer, Chief Financial Officer and Controller. Our Code of Conduct serves as our written code of ethics for those officers, and for persons performing similar functions. Our current Code of Conduct is incorporated in this Annual Report on Form 10-K for fiscal year 2016 as Exhibit 14. The Code of Conduct is also available at the Corporate Governance section of the Investors page on our website at [www.semtech.com](http://www.semtech.com). Alternatively, you can request a copy of the Code of Conduct free of charge by sending a written request to the Company's Secretary at 200 Flynn Road, Camarillo, CA 93012. If we make any substantive amendments to the Code of Conduct or grant any waiver, including an implicit waiver, from the Code of Conduct to our Chief Executive Officer, Chief Financial Officer or Controller, we will within four business days of the event disclose the nature of the amendment or waiver on our website or in a report on Form 8-K.

The information relating to our directors, our nominees for directors, and our executive officers pursuant to Items 401; and Item 407(c)(3), (d)(4) and (d)(5) of Regulation S-K required by this item will be contained under the caption "Proposal 1: Election of Directors" in our Definitive Proxy Statement relating to our annual meeting of stockholders to be held on June 16, 2016, to be filed with the SEC pursuant to Regulation 14A of the Exchange Act and is hereby specifically incorporated by reference thereto.

The information required pursuant to Item 405 of Regulation S-K will be contained under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" in our Definitive Proxy Statement relating to our annual meeting of stockholders, to be held on June 16, 2016, to be filed with the SEC pursuant to Regulation 14A of the Exchange Act and is hereby specifically incorporated by reference thereto.

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

The information required under this item will appear under the captions "Director Compensation," "Compensation Discussion and Analysis", "Executive Compensation" and related discussion and disclosure thereto, in the Definitive Proxy Statement relating to our annual meeting of stockholders to be held on June 16, 2016, to be filed by us with the SEC pursuant to Regulation 14A of the Exchange Act, and is hereby specifically incorporated herein by reference thereto.

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

The information required under this item will appear under the captions "Beneficial Ownership of Securities," "Securities Authorized for Issuance under Equity Compensation Plans" and related discussion and disclosure thereto, in the Definitive Proxy Statement relating to our annual meeting of stockholders to be held on June 16, 2016, to be filed by us with the SEC pursuant to Regulation 14A of the Exchange Act, and is hereby specifically incorporated herein by reference thereto.

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

The information required under this item will appear under the captions "Election of Directors (Proposal Number 1)" "Corporate Governance, Transactions with Related Parties" and related discussion and disclosure thereto, in the Definitive Proxy Statement relating to our annual meeting of stockholders to be held on June 16, 2016, to be filed by us with the SEC pursuant to Regulation 14A of the Exchange Act, and is hereby specifically incorporated herein by reference thereto.

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

The information required under this item will appear under the captions "Independent Accountant Fees," and "Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services" and related discussion and disclosure thereto, in the Definitive Proxy Statement relating to our annual meeting of stockholders to be held on June 16, 2016, to be filed by us with the SEC pursuant to Regulation 14A of the Exchange Act, and is hereby specifically incorporated herein by reference thereto.

**PART IV**

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

- (a)(1) The financial statements, schedules, and reports included in this Form 10-K are listed in the index under Item 8 in this report.
- (a)(2) Schedules other than those listed in Item 8 are omitted since they are not applicable, not required, or the information required to be set forth herein is included in the consolidated financial statements or notes thereto.

**SCHEDULE II**

SEMTECH CORPORATION AND SUBSIDIARIES  
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS  
THREE YEARS ENDED JANUARY 31, 2016

<u>Total of Accounts receivable and other sales allowances</u>	<u>Balance at Beginning of Year</u>	<u>Charged (Reversal) to Costs and Expenses</u>	<u>Deductions</u>	<u>Balance at End of Year</u>
Year ended January 26, 2014	\$ 4,917,070	\$ (567,394)	\$ (525,000)	\$ 3,824,676
Year ended January 25, 2015	\$ 3,824,676	\$ 396,151	\$ (697,679)	\$ 3,523,148
Year ended January 31, 2016	\$ 3,523,148	\$ 5,154,545	\$ (884,894)	\$ 7,792,799

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

<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
3.1	Restated Certificate of Incorporation of Semtech Corporation	Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended October 26, 2003
3.2	Bylaws of Semtech Corporation	Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended January 27, 2008
10.1	Credit Agreement dated May 2, 2013 entered into among Semtech Corporation, the subsidiary guarantors referred to therein, the lenders referred to therein and HSBC Bank USA, National Association, as administrative agent.	Exhibit 10.1 to our Current Report on Form 8-K filed on May 3, 2013
10.2	Security Agreement dated May 2, 2013 entered into by Semtech Corporation and the subsidiary guarantors referred to therein, in favor of HSBC Bank USA, National Association solely in its capacity as administrative agent under that certain Credit Agreement between the parties of the same date.	Exhibit 10.2 to our Current Report on Form 8-K filed on May 3, 2013
10.3 *	Form of Indemnification Agreement for Directors and Executive Officers	Exhibit 10.1 to the Company's Current Report on Form 8-K filed November 24, 2010
10.4 *	Employment Offer Letter to Mohan Maheswaran, accepted as of March 12, 2006	Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 14, 2006
10.5 *	Letter Agreement, dated as of February 27, 2014, by and between the Company and Mohan Maheswaran	Exhibit 10.2 to the Company's Current Report on Form 8-K filed February 28, 2014
10.6 *	Letter Agreement, dated as of December 19, 2014, by and between the Company and Mohan Maheswaran	Exhibit 10.1 to the Company's Current Report on Form 8-K filed December 22, 2014

10.7	*	Employment Offer Letter to Emeka Chukwu, accepted as of November 11, 2006	Exhibit 10.26 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2007
10.8	*	Memo to Emeka Chukwu, dated April 5, 2007	Exhibit 10.27 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2007
10.9	*	Semtech Corporation Executive Change in Control Retention Plan	Exhibit 10.2 to the Company's Current Report on Form 8-K filed December 22, 2014
10.10	*	Form of Participation Agreement under the Semtech Corporation Executive Change in Control Retention Plan	Exhibit 10.3 to the Company's Current Report on Form 8-K filed December 22, 2014
10.11	*	Letter Agreement dated as of August 17, 2015 by and between Semtech Canada Corporation and Gary M. Beauchamp	Exhibit 10.1 to the Company's Current Report on Form 8-K filed August 18, 2015
10.12	*	Semtech Corporation Executive Bonus Plan	Filed herewith
10.13	*	Semtech Corporation Chief Executive Officer Bonus Plan	Filed herewith
10.14	*	Semtech Corporation Chief Executive Officer Bonus Plan, as amended on February 24, 2016	Filed herewith
10.15	*	The Company's Non-Director and Non-Executive Officer Long-Term Stock Incentive Plan, as amended and restated	Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q/A for the quarterly period ended October 29, 2006
10.16	*	The Company's Long-Term Stock Incentive Plan, as amended and restated	Exhibit 10.6 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2007
10.17	*	Form of Long-Term Stock Incentive Plan Option Award Certificate	Exhibit 10.2 to the Company's Current Report on Form 8-K filed June 12, 2007
10.18	*	Form of Long-Term Stock Incentive Plan Restricted Stock Unit Award Certificate	Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 20, 2008
10.19	*	Semtech Corporation 2008 Long-Term Equity Incentive Plan	Exhibit 10.40 to the Company's Annual Report on Form 10-K for the fiscal year ended January 27, 2008
10.20	*	Form of Semtech Corporation 2008 Long-Term Equity Incentive Plan Option Award Agreement for Non-Employee Directors	Exhibit 10.3 to the Company's Current Report on Form 8-K filed July 1, 2008
10.21	*	Form of Semtech Corporation 2008 Long-Term Equity Incentive Plan Option Award Agreement for Non-Employee Directors	Exhibit 10.4 to the Company's Current Report on Form 8-K filed July 1, 2008
10.22	*	Form of Semtech Corporation 2008 Long-Term Equity Incentive Plan Option Award Agreement for Non-Employee Directors	Exhibit 10.5 to the Company's Current Report on Form 8-K filed July 1, 2008
10.23	*	Form of Semtech Corporation 2008 Long-Term Equity Incentive Plan Option Award Agreement for Non-Employee Directors	Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 1, 2011
10.24	*	Restricted Stock Award Agreement dated March 29, 2010 with respect to time-based restricted stock award to Mohan Maheswaran	Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 31, 2011

10.25	*	CEO Performance Restricted Stock Unit Award Certificate dated February 26, 2014	Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 28, 2014
10.26	*	Semtech Corporation 2009 Long-Term Equity Inducement Plan	Exhibit 10.2 to the Company's Current Report on Form 8-K filed December 15, 2009
10.27	*	Form of Semtech Corporation 2009 Long-Term Equity Inducement Plan Award Agreements (Time-Based Vesting)	Exhibit 10.38 to the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2010
10.28	*	Restricted Stock Unit Award Agreement Cycleo Acquisition	Exhibit 10.26 to the Company's Annual Report on Form 10-K for the fiscal year ended January 29, 2012
10.29	*	Semtech Corporation 2007 SMI Assumed Plan	Exhibit 4.3 to the Company's Registration Statement on Form S-8, Registration No. 333-163780, filed on December 16, 2009
10.30	*	Semtech Corporation 2013 Long-Term Equity Incentive Plan	Exhibit 10.1 to our Current Report on Form 8-K filed on June 24, 2013
10.31	*	Form of Semtech Corporation 2013 Long-Term Equity Incentive Plan Restricted Stock Unit Award Agreement for Ownership Grants	Filed herewith
10.32	*	Form of Semtech Corporation 2013 Long-Term Equity Incentive Plan Performance Stock Unit Award Agreement	Filed herewith
10.33	*	Form of Semtech Corporation 2013 Long-Term Equity Incentive Plan Stock Option Award Agreement for Employees in Switzerland	Filed herewith
10.34	*	Form of Semtech Corporation 2013 Long-Term Equity Incentive Plan Stock Option Award Agreement for Non-Employee Directors	Filed herewith
10.35	*	Form of Semtech Corporation 2013 Long-Term Equity Incentive Plan Restricted Stock Unit Award Agreement for Non-Employee Directors	Filed herewith
10.36	*	Form of Semtech Corporation 2013 Long-Term Equity Incentive Plan Stock Option Award Agreement for Employees	Filed herewith
10.37	*	Form of Semtech Corporation 2013 Long-Term Equity Incentive Plan Restricted Stock Unit Award Agreement for Employees	Filed herewith
10.38	*	Adoption Agreement adopting The Executive Nonqualified "Excess" Plan (known as the Semtech Executive Compensation Plan) as amended and restated effective January 1, 2005	Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended July 29, 2007
10.39	*	Amended and Restated Plan Document for The Executive Nonqualified "Excess" Plan (known as the Semtech Executive Compensation Plan), effective January 1, 2005	Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended July 29, 2007
10.40		Trust Agreement dated as of January 1, 2004 between Semtech Corporation and Bankers Trust Company, as Trustee, related to the Semtech Executive Compensation Plan	Exhibit 10.14 to the Company's Annual Report on Form 10-K for the fiscal year ended January 25, 2004
10.41	*	Semtech Nonqualified Executive Compensation Plan Adoption Agreement and Plan Document, as amended and restated effective October 12, 2007	Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 31, 2011
10.42		Semtech Corporation Executive Stock Ownership Guidelines	Filed herewith

10.43	Semtech Corporation Director Stock Ownership Guidelines	Exhibit 10.7 to the Company's Current Report on Form 8-K filed on July 1, 2008
10.44 *	Policy Regarding Director Compensation	Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 26, 2015
14	Semtech Corporation Code of Conduct	Exhibit 14.1 to the Company's Current Report on Form 8-K filed June 25, 2010
21.1	Subsidiaries of the Company	Filed herewith
23.1	Consent of Independent Registered Public Accounting Firm	Filed herewith
31.1	Certification of the Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934 as amended.	Filed herewith
31.2	Certification of the Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934 as amended.	Filed herewith
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002 (As set forth in Exhibit 32.1 hereof, Exhibit 32.1 is being furnished and shall not be deemed "filed".)	Filed herewith
32.2	Certification of the Chief Financial Officer Pursuant 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Exhibit 32.2 is being furnished and shall not be deemed "filed")	Filed herewith
101.INS	XBRL Instance Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith

\* Management contract or compensatory plan or arrangement.

**SIGNATURES**

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

Date: March 31, 2016

Semtech Corporation

/s/ Mohan R. Maheswaran

Mohan R. Maheswaran

President and Chief Executive Officer

## SIGNATURES

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

Date: March 31, 2016	<u>/s/ Mohan R. Maheswaran</u> Mohan R. Maheswaran President and Chief Executive Officer Director
Date: March 31, 2016	<u>/s/ Emeka N. Chukwu</u> Emeka N. Chukwu Executive Vice President and Chief Financial Officer (Principal Accounting and Financial Officer)
Date: March 31, 2016	<u>/s/ Rockell N. Hankin</u> Rockell N. Hankin Chairman of the Board
Date: March 31, 2016	<u>/s/ Glen M. Antle</u> Glen M. Antle Director
Date: March 31, 2016	<u>/s/ Ye Jane Li</u> Ye Jane Li Director
Date: March 31, 2016	<u>/s/ James P. Burra</u> James P. Burra Director
Date: March 31, 2016	<u>/s/ Bruce C. Edwards</u> Bruce C. Edwards Director
Date: March 31, 2016	<u>/s/ James T. Lindstrom</u> James T. Lindstrom Director
Date: March 31, 2016	<u>/s/ John L. Piotrowski</u> John L. Piotrowski Director
Date: March 31, 2016	<u>/s/ Carmelo J. Santoro</u> Carmelo J. Santoro Director
Date: March 31, 2016	<u>/s/ Sylvia Summers</u> Sylvia Summers Director

**SEMTECH CORPORATION  
EXECUTIVE BONUS PLAN**

ARTICLE I  
PURPOSE OF THE PLAN

This Plan is established to provide a further incentive to selected executives to promote the success of Semtech Corporation and its Subsidiaries by providing an opportunity to receive additional compensation based on performance as set forth herein, to link those executives' compensation opportunities to performance, and to facilitate the Company's ability to attract, retain and motivate top executive talent.

ARTICLE II  
DEFINITIONS

1. ANNUAL SALARY -- The regular annualized rate of base salary of a Participant in effect at the end of the Plan Year to which the applicable incentive award relates, but excluding any incentive compensation, commissions, over-time payments, option exercise income, the value of restricted stock vesting or vesting or payment of restricted stock units, retroactive payments not affecting the base salary or applicable to the current year, and any other payments of compensation of any kind.
2. APPROVED BUSINESS PLAN -- The Company's Annual Business Plan as approved by the Board for the applicable Plan Year.
3. BOARD -- The Board of Directors of the Company.
4. COMMITTEE -- The Compensation Committee of the Board of Directors as from time to time appointed or constituted by the Board of Directors.
5. COMPANY -- Semtech Corporation.
6. EBIT -- The Company's earnings before interest and taxes for the applicable Plan Year on a consolidated basis.
7. EXECUTIVE -- Any Senior Leadership Team (SLT) member and/or Section 16 Officer, each as determined by the Board or the Committee, who was employed by the Company or one of its Subsidiaries during all or any part of the year; provided, however, that the Company's Chief Executive Officer shall not be considered an "Executive" for purposes hereof and shall not be eligible to participate in the Plan.
8. CHIEF EXECUTIVE OFFICER -- The Chief Executive Officer of the Company.
9. NON-GAAP OPERATING INCOME -- Operating income of the Company for the applicable Plan Year on a consolidated basis and with such adjustments (i) to take into account or disregard any items or events that the Committee determines in its discretion to be non-recurring or extraordinary or that are not considered reflective of the Company's core results, and (ii) as the Committee determines to be necessary to best reflect the operating income from ordinary business operations.
10. PARTICIPANT -- Any Executive selected and approved by the Committee to participate in the Plan in accordance with its terms.
11. PLAN -- This Semtech Corporation Executive Bonus Plan.
12. PLAN YEAR -- The Company's fiscal year.
13. SECTION 16 OFFICER -- An officer who has been determined by the Board to be an officer of the Company subject to the requirements of Section 16 of the Securities Exchange Act of 1934, as amended.
14. SUBSIDIARY -- Any entity in which the Company owns, directly or indirectly, 50% or more of the voting stock or other equity interests.

ARTICLE III

## ELIGIBILITY FOR PARTICIPATION

Participants are those Executives selected by the Committee to participate in the Plan. Participation in the Plan shall require Committee approval. No member of the Committee shall be eligible to participate in the Plan.

## ARTICLE IV BONUS POOL

1. As early as feasible at the beginning of each Plan Year, the Chief Executive Officer shall recommend to the Committee for its review and approval the fiscal year bonus plan. The fiscal year bonus plan shall establish bonus payout factors and bonus pools based on fiscal year achievement of specified level(s) of Non-GAAP Operating Income. The specified level(s) of Non-GAAP Operating Income for a Plan Year may, in the Committee's discretion, be based on the Approved Business Plan for the applicable Plan Year and/or may take into account or be based on such other factors as the Committee may consider relevant for the particular Plan Year for this purpose. The proposed bonus pool amounts shall be calculated as the sum of (a) the target bonus awards (calculated in accordance with **Exhibit A** hereto) for Participants for the Plan Year and (b) an estimate of target awards for positions that may be filled during the Plan Year (new hires who may become Participants on a pro rata basis). Fiscal year performance will determine the final fiscal year bonus pool.
2. To assist the Committee in making a determination with respect to the Chief Executive Officer's recommendation, the proposed bonus pool shall also be expressed as a percentage of EBIT. Unless otherwise provided by the Committee, EBIT shall be determined based on the Approved Business Plan for the particular year. At the Committee's discretion, such EBIT may be computed prior to or after the deduction of incentive compensation payments to be paid under the Plan and may exclude certain extraordinary items.
3. The Committee shall establish a table for determining the "Organizational Performance Factor" for the Plan Year. The table shall be based on a comparison of Non-GAAP Operating Income for the Plan Year as compared to Non-GAAP Operating Income for the previous Plan Year and shall correlate various percentage improvements in Non-GAAP Operating Income with an Organizational Performance Factor, also expressed as a percentage. The table approved by the Committee for a particular Plan Year is referred to as the "**Performance Goals**" for that Plan Year.
4. Incentive compensation payments will be made in accordance with Article V. The Committee may impose such limits, if any, as it may determine to be appropriate on the incentive compensation payments (individually or in the aggregate) made under the Plan for any Plan Year notwithstanding anything in **Exhibit A** to the contrary. The "bonus pool" referenced in this Plan is for budgetary purposes and may be considered by the Committee, but the actual incentive compensation payments determined by the Committee and made under the Plan for any Plan Year may be more than, equal to, or less than the bonus pool for that Plan Year.
5. The bonus pool does not represent a segregated fund of assets. Participants have no claim on any particular Company asset or group of Company assets, either before or after incentive compensation payments are determined or authorized for the Plan Year. Any incentive compensation awarded under the Plan will be paid from the general assets of the Company.

## ARTICLE V INCENTIVE COMPENSATION PAYMENTS

1. **CALCULATION AND AUTHORIZATION OF PAYMENTS** -- Incentive compensation payments to Participants shall be calculated, under the supervision of the Chief Executive Officer, in accordance with the formula and procedures set forth in **Exhibit A** hereto, and each Participant's incentive award determined under **Exhibit A** will be recommended to the Committee for its consideration and final approval. No award is payable under the Plan for any Plan Year unless and until the Committee approves that award.
2. **ORGANIZATIONAL PERFORMANCE FACTOR** – After the end of the Plan Year, the Non-GAAP Operating Income for the Plan Year, as determined by the Committee, shall be rated against the Non-GAAP Operating Income for the previous Plan Year, as determined by the Committee, to determine the Organization Performance Factor level for all Participants (pursuant to the Performance Goals established for that Plan Year). Pro rata adjustments will be made for whole percentage increments between the levels stated in the table.

3. INDIVIDUAL PERFORMANCE FACTORS – A Participant’s Individual Performance Factor shall be based on personal achievement during the Plan Year, as provided in **Exhibit A**. A Participant’s Individual Performance Factor shall be recommended by the Chief Executive Officer but subject to review, adjustment and final approval by the Committee.
4. MODIFICATIONS. The Committee may, in its sole discretion, change the method for calculating Plan payments at any time prior to the end of a Plan Year.
5. METHOD AND TIME OF PAYMENT
  - A. The incentive compensation payment authorized for each Participant with respect to each Plan Year shall be paid to such Participant in cash following the close of the Plan Year and within two and one-half months after the close of the Plan Year. The foregoing notwithstanding, the Committee may delay (but not past December 31 of the calendar year in which such Plan Year ends) the payment of awards if it determines in its discretion that circumstances warrant a delay.
  - B. All incentive compensation payments shall be made in cash and paid net of any taxes or other amounts required to be withheld.
6. CLAWBACK POLICY – This Plan, and any awards and payments made under this Plan, are subject to the terms of the Company’s recoupment, clawback or similar policy as it may be in effect from time to time, as well as any similar provisions of applicable law, any of which could in certain circumstances require repayment or forfeiture of awards under and/or any payments received with respect to this Plan.
7. RIGHTS OF PARTICIPANTS
  - A. Selection of an individual as a Participant for one Plan Year does not mean that the individual will be selected to participate in future Plan Years.
  - B. The establishment of a bonus pool is subject to the discretion of the Committee. No Participant shall have any right to require the Committee to establish a bonus pool for any Plan Year. No Participant shall have any vested interest or property right or any share in any amounts that may be established as a bonus pool.
  - C. All payments are subject to the discretion of the Committee. No Participant shall have any right to require the Committee to authorize any incentive compensation payments under the Plan. Even though the Participant’s performance may be assessed periodically during the Plan Year and/or the progress of Non-GAAP Operating Income may be tracked, all incentive compensation payments are subject to calculation as set forth in **Exhibit A** and the discretion of the Committee. The mere existence of periodic assessments or tracking does not give the Participant any basis for claiming any incentive compensation under this Plan on a pro rata basis during the Plan Year or otherwise.
  - D. Subject to such exceptions as may be approved by the Committee, a Participant shall have no right to any incentive compensation payment unless he or she is employed by the Company or one of its Subsidiaries on the date such payment is actually made. Nothing in this Plan gives a Participant the right to remain in the employ of the Company or any Subsidiary. Except to the extent explicitly provided otherwise in a then effective written employment contract executed by Participant and the Company (or any Subsidiary that employs the Participant, as the case may be), each Participant is an at will employee whose employment may be terminated by the Participant or by the Company (or Subsidiary that employs the Participant, as the case may be) without liability at any time for any reason.

## ARTICLE VI ADMINISTRATION

The Plan shall be administered by the Committee. The Committee shall have the right to construe the Plan, to interpret any provision of the Plan, to make rules and regulations relating to the Plan, and to determine any factual question arising in connection with the Plan's operation. Any decision made by the Committee under or with respect to the Plan shall be conclusive, final and binding on all parties concerned. The Committee may delegate to the officers or executives of the Company the authority to execute and deliver those instruments and documents, to do all acts and things, and to take all other steps deemed necessary, advisable or convenient for the effective administration of this Plan in accordance with its terms and purpose. For the avoidance of doubt, the Committee may not delegate the duty to approve the bonus pool under Article IV or to authorize awards under Article V. The Plan shall be construed and interpreted to comply with (and avoid any tax, penalty or interest under) Section 409A of the Internal Revenue Code of 1986, as amended.

ARTICLE VII  
AMENDMENT OR TERMINATION OF PLAN

The Board or the Committee shall have the unilateral right to terminate or amend this Plan at any time with respect to all or some Participants with respect to any unpaid bonus amounts, and to discontinue the establishment of bonus pools.

ARTICLE VIII  
EFFECTIVE DATE

This amended and restated version of the Plan shall be effective beginning with the Company's 2017 fiscal year.

**Approved and Adopted by the Compensation Committee: November 11, 2015**

**EXHIBIT A**

**CALCULATION OF CASH BONUS INCENTIVE PROGRAM PAYMENTS**

**A. AWARD FORMULA**

1. It is expected that Participants will work to achieve the business objectives established for this Plan in a manner consistent with the Company's Core Values and Code of Conduct and any other applicable Company policies.
2. A Participant's Annual Salary multiplied by the applicable "Target Level" for the Participant (as defined in Section B of this **Exhibit A**) establishes the Participant's "**Target Award**".
3. Subject to any discretionary adjustments made pursuant to the Plan and to any limitations contained in the Plan, and unless the Committee provides a different allocation for the particular Plan Year, the actual amount to be awarded to a Participant for any Plan Year pursuant to the terms of this Plan shall be calculated by multiplying the Participant's Target Award by the sum of
  - a. 50% of the Organizational Performance Factor determined in accordance with the Performance Goals adopted by the Committee for the applicable Plan Year (with pro rata adjustments being made for whole percentage increments between the levels stated in the table); and
  - b. 50% of the Individual Performance Factor determined for the Participant for that Plan Year.
4. Awards generally shall be made only to Participants who are in the employ of the Company or one of its Subsidiaries on the date of payment.

However, awards for Participants who terminate employment after the close of the Plan Year but before awards are paid (and pro-rated awards for Participants who terminate employment during a Plan Year) may be considered by the Committee based on the conditions of the case. A payment, if any, to a former executive (the executive's estate or designated beneficiary in the case of a deceased Participant) shall be made at the time provided in Section 5 of the Plan.
5. Pro-rated awards may be approved for individuals who become Participants subsequent to the beginning of a Plan Year.
6. Recommended awards for Participants whose Target Levels change during the Plan Year will, unless otherwise determined by the Committee, be based on the Target Level in effect when the calculation is made.
7. The Participant's incentive awards determined under this **Exhibit A** will be recommended to the Committee for its consideration and approval.
8. Before the calculated awards are presented to the Committee, the award for any Participant or group of Participants may be adjusted, upward or downward, at the discretion of the Chief Executive Officer. The recommended award for any Participant, or group of Participants, may be adjusted, upward or downward, at the discretion of the Committee. Examples of factors that could lead to an adjustment are subjective criteria such as the Participant's initiative, leadership, teamwork, judgment, and creativity.

**B. TARGET LEVELS**

Target Levels are based on, without limiting any other factors the Committee may consider relevant, the individual's position and responsibilities in the organization. Target Levels are determined by the Committee. Where a range has been established, the actual Target Level is determined by the Committee will be within the applicable range. The Committee has discretion to modify the range from time to time.

Position	Target Level
Chief Financial Officer	70 - 125%
Chief Operating Officer	70 - 125%
Business Unit and Functional Unit Heads	50 - 125%

### C. INDIVIDUAL PERFORMANCE FACTORS

After the end of each Plan Year, each Participant's performance will be assessed by the Chief Executive Officer.

Factors relevant in determining a Participant's Individual Performance Factor may include (1) the Participant's commitment to, and reinforcement of, the Company's Core Values and Code of Conduct, (2) , the Participant's contributions to achieving the Company's general financial goals and strategic objectives, (3) the Executive's technical, operational, financial, and managerial achievements in his or her scope of influence, (4) the Executive's leadership, talent management, customer service, and strategy and execution with respect to new product development or other key projects, and (5) any other factors that the Chief Executive Officer or Committee may consider relevant in the circumstances.

Following the assessment, the Chief Executive Officer will recommend a Individual Performance Rating for each the Executive. The Individual Performance Factor for any Executive, or group of Executives, may be adjusted, upward or downward, at the discretion of the Committee.

**SEMTECH CORPORATION**  
**CHIEF EXECUTIVE OFFICER BONUS PLAN**

ARTICLE I  
PURPOSE OF THE PLAN

This Plan is established to provide a further incentive to the Chief Executive Officer (the “**CEO**”) of Semtech Corporation (the “**Company**”) to promote the success of the Company and its subsidiaries by providing an opportunity to receive additional compensation based on performance as set forth herein, to link the CEO’s compensation opportunities to performance, and to facilitate the Company’s ability to attract, retain and motivate top executive talent.

ARTICLE II  
DEFINITIONS

1. **ANNUAL SALARY** — The regular annualized rate of base salary of the CEO in effect at the end of the Plan Year to which the applicable incentive award relates, but excluding any incentive compensation, commissions, over-time payments, option exercise income, the value of restricted stock vesting or vesting or payment of restricted stock units, retroactive payments not affecting the base salary or applicable to the current year, and any other payments of compensation of any kind.
2. **APPROVED BUSINESS PLAN** — The Company’s Annual Business Plan as approved by the Board for the applicable Plan Year.
3. **BOARD** — The Board of Directors of the Company.
4. **COMMITTEE** — The Compensation Committee of the Board of Directors as from time to time appointed or constituted by the Board of Directors.
5. **COMPANY** — Semtech Corporation.
6. **NON-GAAP OPERATING INCOME** – Operating income of the Company for the applicable Plan Year on a consolidated basis and with such adjustments (i) to take into account or disregard any items or events that the Committee determines in its discretion to be non-recurring or extraordinary or that are not considered reflective of the Company’s core results, and (ii) as the Committee determines to be necessary to best reflect the operating income from ordinary business operations.
7. **PLAN** — This Semtech Corporation Chief Executive Officer Bonus Plan.
8. **PLAN YEAR** — The Company’s fiscal year.

ARTICLE III  
ELIGIBILITY FOR PARTICIPATION

The CEO is the only person eligible to participate in this Plan.

ARTICLE IV  
INCENTIVE COMPENSATION PAYMENTS

1. **CALCULATION AND AUTHORIZATION OF AWARDS** — Any incentive compensation award (an “**Award**”) under the Plan shall be calculated, under the supervision of the Committee, in accordance with the formula and procedures set forth in **Exhibit A** hereto. No Award is payable for any Plan Year unless and until the Committee authorizes the Award.

2. INCENTIVE COMPENSATION FACTORS – Awards under this Plan shall be based on the Company Performance Factors and the Individual Performance Factor that are set forth in the attached **Exhibit A**. The Committee shall establish performance goals for determining the “Non-GAAP Operating Income Performance Factor” for the Plan Year and the performance goals and peer group to determine the “Performance Relative to Peers Factor” for the Plan Year (together, the “**Performance Goals**” for that Plan Year).
3. MODIFICATIONS – The Committee may, in its sole discretion, change the method for calculating Plan payments at any time prior to the end of a Plan Year.
4. METHOD AND TIME OF PAYMENT
  - A. Awards authorized with respect to each Plan Year shall be paid to the CEO in cash following the close of the Plan Year and within two and one-half months after the close of the Plan Year. The foregoing notwithstanding, the Committee may delay (but not past December 31 of the calendar year in which such Plan Year ends) the payment of Awards if it determines in its discretion that circumstances warrant a delay.
  - B. All incentive compensation payments shall be made in cash and paid net of any taxes or other amounts required to be withheld.
5. CLAWBACK POLICY – The Plan, and any Awards and payments made under the Plan, are subject to the terms of the Company’s recoupment, clawback or similar policy as it may be in effect from time to time, as well as any similar provisions of applicable law, any of which could in certain circumstances require repayment or forfeiture of awards under and/or any payments received with respect to the Plan.
6. RIGHTS OF PARTICIPANT
  - A. All Awards and payments are subject to the discretion of the Committee. The CEO shall have no right to require the Committee to authorize any Award under the Plan. Even though the CEO’s performance may be assessed periodically during the Plan Year and/or the progress of Non-GAAP Operating Income, Revenue performance or performance relative to peers may be tracked, all Awards are subject to calculation as set forth in **Exhibit A** and the discretion of the Committee. The mere existence of periodic assessments or tracking does not give the CEO any basis for claiming any incentive compensation under this Plan on a pro rata basis during the Plan Year or otherwise.
  - B. Subject to such exceptions as may be approved by the Committee, the CEO shall have no right to any incentive compensation payment hereunder unless he or she is employed by the Company on the date such payment is actually made. For example, the Committee may, in its sole discretion, approve an Award payment to the CEO if the CEO terminates employment after the close of the Plan Year but before the Award would otherwise be paid, or may approve a pro-rated Award payment to the CEO if the CEO terminates employment during a Plan Year. A payment, if any, of an Award to the CEO following his or her termination of employment (or the CEO’s estate or designated beneficiary, if applicable) shall be made at the time provided in Section 4 of this Plan.
  - C. Nothing in this Plan gives the CEO the right to remain in the employ of the Company. Except to the extent explicitly provided otherwise in a then effective writing executed by the CEO and the Company, the CEO is an at will employee whose employment may be terminated without liability at any time for any reason.

ARTICLE V  
ADMINISTRATION

The Plan shall be administered by the Committee. The Committee shall have the right to construe the Plan, to interpret any provision of

the Plan, to make rules and regulations relating to the Plan, and to determine any factual question arising in connection with the Plan's operation. Any decision made by the Committee under or with respect to the Plan shall be conclusive, final and binding on all parties concerned. The Committee may delegate to the officers or employees of the Company the authority to execute and deliver those instruments and documents, to do all acts and things, and to take all other steps deemed necessary, advisable or convenient for the effective administration of this Plan in accordance with its terms and purpose. For the avoidance of doubt, the Committee may not delegate the duty to approve or authorize any Awards under the Plan. The Plan shall be construed and interpreted to comply with (and avoid any tax, penalty or interest under) Section 409A of the Internal Revenue Code of 1986, as amended.

ARTICLE VI  
AMENDMENT OR TERMINATION OF PLAN

The Board or the Committee shall have the unilateral right to terminate or amend this Plan at any time with respect to any unpaid Award.

ARTICLE VII  
EFFECTIVE DATE

This amended and restated version of the Plan shall be effective beginning with the Company's 2016 fiscal year.

**Approved and Adopted by the Compensation Committee: November 11, 2015**

**EXHIBIT A**  
**CALCULATION OF CASH BONUS INCENTIVE PROGRAM PAYMENTS**

A. AWARD FORMULA

1. It is expected that the CEO will work to achieve the business objectives established for this Plan in a manner consistent with the Company's Core Values and Code of Conduct and any other applicable Company policies.
2. The CEO's "Target Award" for a Plan Year is determined by multiplying the Annual Salary by the applicable "Target Level" (as determined pursuant to Section B below). The actual amount of an Award payable with respect to a Plan Year shall be as determined in Section A.3 below. However, anything in the Plan to the contrary notwithstanding, in no event shall any Award exceed 200% (or such other percentage as the Committee may establish with respect to the applicable Plan Year) of the Annual Salary for any given Plan Year.
3. Subject to any discretionary adjustments made pursuant to the Plan and to any limitations contained in the Plan and this **Exhibit A**, and unless the Committee provides a different allocation for the particular Plan Year, the actual Award amount payable to the CEO for any Plan Year pursuant to the terms of this Plan shall be calculated by multiplying the CEO's Target Award by the sum of
  - a. 35% of the Non-GAAP Operating Income Performance Factor determined in accordance with Section C and the applicable Performance Goals adopted by the Committee for the applicable Plan Year (with pro rata adjustments being made for whole percentage increments between the levels stated in the table);
  - b. 25% of the Revenue Performance Factor determined in accordance with Section D below;
  - c. 20% of the Performance Relative to Peers Factor determined in accordance with Section E below; and

d. 20% of the Individual Performance Factor as defined in Section F below.

4. In the event the Target Level changes during the Plan Year, the Award recommended to the Committee will be based on the Target Level in effect when the calculation is made.

## B. TARGET LEVEL

The CEO's Target Level for each Plan Year shall be set by the Committee, subject to change during the Plan Year at the Committee's discretion. The CEO's Target Level for a Plan Year is set forth in the Performance Goals established by the Committee for that Plan Year.

## C. NON-GAAP OPERATING INCOME

After the end of the Plan Year, the actual Non-GAAP Operating Income level for the Plan Year, as determined by the Committee, shall be compared against the Non-GAAP Operating Income performance target established by the Committee for the Plan Year, and based on such comparison, the Non-GAAP Operating Income Performance Factor for the Plan Year shall be determined pursuant to the applicable Performance Goals established for that Plan Year. The specified target level(s) of Non-GAAP Operating Income for a Plan Year may, in the Committee's discretion, be based on the Approved Business Plan for the applicable Plan Year and/or may take into account or be based on such other factors as the Committee may consider relevant for the particular Plan Year for this purpose. If the Company's actual Non-GAAP Operating Income level relative to the applicable performance target is between two levels stated in the table, the Non-GAAP Operating Income Performance Factor will be determined on a pro-rata basis between such levels.

## D. REVENUE PERFORMANCE FACTOR

The Revenue Performance Factor for the Plan Year shall be calculated as follows:

Revenue Performance Factor =  $100\% \times (\text{Net Revenue} - \text{Prior FY Net Revenue}) / (\text{ABP Net Revenue} - \text{Prior FY Net Revenue})$

For purposes of the above equation, the following definitions apply:

**"Net Revenue"** means the Company's net revenue for the applicable Plan Year on a consolidated basis, as determined by the Committee;

**"Prior FY Net Revenue"** means the Company's net revenue for the fiscal year prior to the applicable Plan Year on a consolidated basis, as determined by the Committee; and

**"ABP Net Revenue"** means the Company's projected net revenue for the applicable Plan Year. Unless otherwise provided by the Committee, the projected net revenue for a particular Plan Year shall be based on the projected net revenue as set forth in the Approved Business Plan for that Plan Year, but in all cases the Committee has the authority and discretion to consider such other factors as it may determine relevant to establish a different projected net revenue for the Company for this purpose for the particular Plan Year.

However, the Revenue Performance Factor shall be subject to a maximum of 200%, and in no event shall the Revenue Performance Factor be a negative number.

## E. PERFORMANCE RELATIVE TO PEERS FACTOR

The Performance Relative to Peers Factor will be based on the Company's Net Revenue Growth and Non-GAAP Earnings Per Diluted Share Growth, in each case relative to the Net Revenue Growth and Non-GAAP Earnings Per Diluted Share Growth of a list of peer companies, to be specified by the Committee for the applicable Plan Year (the **"Peer Group"**), and set forth in the Performance Goals for the applicable Plan Year; provided however, that the Committee shall not consider the performance of Peer Group members with negative earnings, even if they have positive Non-GAAP Earnings Per Diluted Share.

For these purposes, the "Net Revenue Growth" of the Company or any Peer Group company for a Plan Year means that company's net revenue for that company's fiscal year that ends with or during that Plan Year relative to its net revenue for the immediately preceding fiscal year; and the "Earnings Per Share Growth" of the Company or any Peer Group company for a Plan Year means that company's earnings per share for the company's fiscal year that ends with or during that Plan Year relative to its earnings per share for the immediately preceding fiscal year. In each case, such company's net revenue and earnings per share for the applicable fiscal year will be as provided in its financial statements for that fiscal year to the extent available at the time of the determination.

The Performance Relative to Peers Factor will be determined according to the applicable Performance Goals established by the Committee for the applicable Plan Year.

#### F. INDIVIDUAL PERFORMANCE FACTOR

After the end of each fiscal year, the CEO's performance will be assessed by the Board (or the Committee to the extent the Board delegates such responsibility to the Committee), based on such factors as the Board (or Committee) may determine to be appropriate (which may include, without limitation, leadership and contribution to the Company). The performance assessment will be considered by the Committee in determining the Individual Performance Factor, which shall be subject to a maximum of 200%.

**AMENDED**  
**SEMTECH CORPORATION**  
**CHIEF EXECUTIVE OFFICER BONUS PLAN**

**ARTICLE I**  
**PURPOSE OF THE PLAN**

This Plan is established to provide a further incentive to the Chief Executive Officer (the “**CEO**”) of Semtech Corporation (the “**Company**”) to promote the success of the Company and its subsidiaries by providing an opportunity to receive additional compensation based on performance as set forth herein, to link the CEO’s compensation opportunities to performance, and to facilitate the Company’s ability to attract, retain and motivate top executive talent.

**ARTICLE II**  
**DEFINITIONS**

1. **ANNUAL SALARY** — The regular annualized rate of base salary of the CEO in effect at the end of the Plan Year to which the applicable incentive award relates, but excluding any incentive compensation, commissions, over-time payments, option exercise income, the value of restricted stock vesting or vesting or payment of restricted stock units, retroactive payments not affecting the base salary or applicable to the current year, and any other payments of compensation of any kind.
2. **APPROVED BUSINESS PLAN** — The Company’s Annual Business Plan as approved by the Board for the applicable Plan Year.
3. **BOARD** — The Board of Directors of the Company.
4. **COMMITTEE** — The Compensation Committee of the Board of Directors as from time to time appointed or constituted by the Board of Directors.
5. **COMPANY** — Semtech Corporation.
6. **NON-GAAP OPERATING INCOME** – Operating income of the Company for the applicable Plan Year on a consolidated basis and with such adjustments (i) to take into account or disregard any items or events that the Committee determines in its discretion to be non-recurring or extraordinary or that are not considered reflective of the Company’s core results, and (ii) as the Committee determines to be necessary to best reflect the operating income from ordinary business operations.
7. **PLAN** — This Semtech Corporation Chief Executive Officer Bonus Plan.
8. **PLAN YEAR** — The Company’s fiscal year.

**ARTICLE III**  
**ELIGIBILITY FOR PARTICIPATION**

The CEO is the only person eligible to participate in this Plan.

**ARTICLE IV**  
**INCENTIVE COMPENSATION PAYMENTS**

1. **CALCULATION AND AUTHORIZATION OF AWARDS** — Any incentive compensation award (an “**Award**”) under the Plan shall be calculated, under the supervision of the Committee, in accordance with the formula and procedures set forth in **Exhibit A** hereto. No Award is payable for any Plan Year unless and until the Committee authorizes the Award.
2. **INCENTIVE COMPENSATION FACTORS** – Awards under this Plan shall be based on the Company Performance Factors and the Individual Performance Factor that are set forth in the attached **Exhibit A**. The Committee shall establish performance goals for determining the “Non-GAAP Operating Income Performance Factor” for the Plan Year and the performance goals and peer group to determine the “Performance Relative to Peers Factor” for the Plan Year (together, the “**Performance Goals**” for that Plan Year).
3. **MODIFICATIONS** – The Committee may, in its sole discretion, change the method for calculating Plan payments at any time prior to the end of a Plan Year.
4. **METHOD AND TIME OF PAYMENT**
  - A. Awards authorized with respect to each Plan Year shall be paid to the CEO in cash following the close of the Plan Year and within two and one-half months after the close of the Plan Year. The foregoing notwithstanding, the Committee may delay (but not past December 31 of the calendar year in which such Plan Year ends) the payment of Awards if it determines in its discretion that circumstances warrant a delay.
  - B. All incentive compensation payments shall be made in cash and paid net of any taxes or other amounts required to be withheld.
5. **CLAWBACK POLICY** – The Plan, and any Awards and payments made under the Plan, are subject to the terms of the Company’s recoupment, clawback or similar policy as it may be in effect from time to time, as well as any similar provisions of applicable law, any of which could in certain circumstances require repayment or forfeiture of awards under and/or any payments received with respect to the Plan.
6. **RIGHTS OF PARTICIPANT**
  - A. All Awards and payments are subject to the discretion of the Committee. The CEO shall have no right to require the Committee to authorize any Award under the Plan. Even though the CEO’s performance may be assessed periodically during the Plan Year and/or the progress of Non-GAAP Operating Income, Revenue performance or performance relative to peers may be tracked, all Awards are subject to calculation as set forth in **Exhibit A** and the discretion of the Committee. The mere existence of periodic assessments or tracking does not give the CEO any basis for claiming any incentive compensation under this Plan on a pro rata basis during the Plan Year or otherwise.
  - B. Subject to such exceptions as may be approved by the Committee, the CEO shall have no right to any incentive compensation payment hereunder unless he or she is employed by the Company on the date such payment is actually made. For example, the Committee may, in its sole discretion, approve an Award payment to the CEO if the CEO terminates employment after the close of the Plan Year but before the Award would otherwise be paid, or may approve a pro-rated Award payment to the CEO if the CEO terminates employment during a Plan Year. A payment, if any, of an Award to the CEO following his or her termination of employment (or the CEO’s estate or designated beneficiary, if applicable) shall be made at the time provided in Section 4 of this Plan.
  - C. Nothing in this Plan gives the CEO the right to remain in the employ of the Company. Except to the extent explicitly provided otherwise in a then effective writing executed by the CEO and the Company, the CEO is an at will employee whose employment may be terminated without liability at any time for any reason.

ARTICLE V  
ADMINISTRATION

The Plan shall be administered by the Committee. The Committee shall have the right to construe the Plan, to interpret any provision of the Plan, to make rules and regulations relating to the Plan, and to determine any factual question arising in connection with the Plan's operation. Any decision made by the Committee under or with respect to the Plan shall be conclusive, final and binding on all parties concerned. The Committee may delegate to the officers or employees of the Company the authority to execute and deliver those instruments and documents, to do all acts and things, and to take all other steps deemed necessary, advisable or convenient for the effective administration of this Plan in accordance with its terms and purpose. For the avoidance of doubt, the Committee may not delegate the duty to approve or authorize any Awards under the Plan. The Plan shall be construed and interpreted to comply with (and avoid any tax, penalty or interest under) Section 409A of the Internal Revenue Code of 1986, as amended.

ARTICLE VI  
AMENDMENT OR TERMINATION OF PLAN

The Board or the Committee shall have the unilateral right to terminate or amend this Plan at any time with respect to any unpaid Award.

ARTICLE VII  
EFFECTIVE DATE

This amended and restated version of the Plan shall be effective beginning with the Company's 2017 fiscal year.

**Approved and Adopted by the Board of Directors: February 24, 2016**

**EXHIBIT A**

**CALCULATION OF CASH BONUS INCENTIVE PROGRAM PAYMENTS**

**A. AWARD FORMULA**

1. It is expected that the CEO will work to achieve the business objectives established for this Plan in a manner consistent with the Company's Core Values and Code of Conduct and any other applicable Company policies.
2. The CEO's "Target Award" for a Plan Year is determined by multiplying the Annual Salary by the applicable "Target Level" (as determined pursuant to Section B below). The actual amount of an Award payable with respect to a Plan Year shall be as determined in Section A.3 below. However, anything in the Plan to the contrary notwithstanding, in no event shall any Award exceed 200% (or such other percentage as the Committee may establish with respect to the applicable Plan Year) of the Annual Salary for any given Plan Year.
3. Subject to any discretionary adjustments made pursuant to the Plan and to any limitations contained in the Plan and this **Exhibit A**, and unless the Committee provides a different allocation for the particular Plan Year, the actual Award amount payable to the CEO for any Plan Year pursuant to the terms of this Plan shall be calculated by multiplying the CEO's Target Award by the sum of
  - a. 25% of the Non-GAAP Operating Income Performance Factor determined in accordance with Section C and the applicable Performance Goals adopted by the Committee for the applicable Plan Year (with pro rata adjustments being made for whole percentage increments between the levels stated in the table);
  - b. 25% of the Revenue Performance Factor determined in accordance with Section D below;

- c. 20% of the Performance Relative to Peers Factor determined in accordance with Section E below; and
  - d. 30% of the Individual Performance Factor as defined in Section F below.
4. In the event the Target Level changes during the Plan Year, the Award recommended to the Committee will be based on the Target Level in effect when the calculation is made.

## B. TARGET LEVEL

The CEO's Target Level for each Plan Year shall be set by the Committee, subject to change during the Plan Year at the Committee's discretion. The CEO's Target Level for a Plan Year is set forth in the Performance Goals established by the Committee for that Plan Year.

## C. NON-GAAP OPERATING INCOME

After the end of the Plan Year, the actual Non-GAAP Operating Income level for the Plan Year, as determined by the Committee, shall be compared against the Non-GAAP Operating Income performance target established by the Committee for the Plan Year, and based on such comparison, the Non-GAAP Operating Income Performance Factor for the Plan Year shall be determined pursuant to the applicable Performance Goals established for that Plan Year. The specified target level(s) of Non-GAAP Operating Income for a Plan Year may, in the Committee's discretion, be based on the Approved Business Plan for the applicable Plan Year and/or may take into account or be based on such other factors as the Committee may consider relevant for the particular Plan Year for this purpose. If the Company's actual Non-GAAP Operating Income level relative to the applicable performance target is between two levels stated in the table, the Non-GAAP Operating Income Performance Factor will be determined on a pro-rata basis between such levels.

## D. REVENUE PERFORMANCE FACTOR

The Revenue Performance Factor for the Plan Year shall be calculated as follows:

$$\text{Revenue Performance Factor} = 100\% \times (\text{Net Revenue} - \text{Prior FY Net Revenue}) / (\text{ABP Net Revenue} - \text{Prior FY Net Revenue})$$

For purposes of the above equation, the following definitions apply:

**"Net Revenue"** means the Company's net revenue for the applicable Plan Year on a consolidated basis, as determined by the Committee;

**"Prior FY Net Revenue"** means the Company's net revenue for the fiscal year prior to the applicable Plan Year on a consolidated basis, as determined by the Committee; and

**"ABP Net Revenue"** means the Company's projected net revenue for the applicable Plan Year. Unless otherwise provided by the Committee, the projected net revenue for a particular Plan Year shall be based on the projected net revenue as set forth in the Approved Business Plan for that Plan Year, but in all cases the Committee has the authority and discretion to consider such other factors as it may determine relevant to establish a different projected net revenue for the Company for this purpose for the particular Plan Year.

However, the Revenue Performance Factor shall be subject to a maximum of 200%, and in no event shall the Revenue Performance Factor be a negative number.

## E. PERFORMANCE RELATIVE TO PEERS FACTOR

The Performance Relative to Peers Factor will be based on the Company's Net Revenue Growth and Non-GAAP Earnings Per Diluted Share Growth, in each case relative to the Net Revenue Growth and Non-GAAP Earnings Per Diluted Share Growth of a list of peer companies, to be specified by the Committee for the applicable Plan Year (the **"Peer Group"**), and set forth in the Performance Goals for the applicable Plan Year; provided however, that the Committee shall not consider the performance of Peer Group members with negative earnings, even if they have positive Non-GAAP Earnings Per Diluted Share.

For these purposes, the "Net Revenue Growth" of the Company or any Peer Group company for a Plan Year means that company's net revenue for that company's fiscal year that ends with or during that Plan Year relative to its net revenue for the immediately preceding fiscal year; and the "Earnings Per Share Growth" of the Company or any Peer Group company for a Plan Year means that

company's earnings per share for the company's fiscal year that ends with or during that Plan Year relative to its earnings per share for the immediately preceding fiscal year. In each case, such company's net revenue and earnings per share for the applicable fiscal year will be as provided in its financial statements for that fiscal year to the extent available at the time of the determination.

The Performance Relative to Peers Factor will be determined according to the applicable Performance Goals established by the Committee for the applicable Plan Year.

#### F. INDIVIDUAL PERFORMANCE FACTOR

After the end of each fiscal year, the CEO's performance will be assessed by the Board (or the Committee to the extent the Board delegates such responsibility to the Committee), based on such factors as the Board (or Committee) may determine to be appropriate (which may include, without limitation, leadership and contribution to the Company). The performance assessment will be considered by the Committee in determining the Individual Performance Factor, which shall be subject to a maximum of 200%.



SEMTECH CORPORATION

2013 LONG-TERM EQUITY INCENTIVE PLAN

EXECUTIVE OWNERSHIP RESTRICTED STOCK UNIT AWARD CERTIFICATE

THIS AWARD is made this [Grant Date] (the "Award Date") by Semtech Corporation, a Delaware corporation (the "Company"), to [Legal Name] (the "Participant").

**RECITALS**

A. The Company has established the Company's 2013 Long-Term Equity Incentive Plan (the "Plan") in order to provide employees and directors of the Company with an opportunity to acquire shares of the Company's common stock, par value \$0.01 per share (the "Common Stock").

B. The Plan Administrator has determined that it would be in the best interests of the Company and its stockholders to grant an award of restricted stock units (the "Award"), on the terms and conditions described in this Award Certificate.

NOW, THEREFORE, this Award is made on the following terms and conditions:

1. **Definitions and Incorporation.** The terms used in this Award Certificate shall have the meanings given to such terms in the Plan. The Plan is hereby incorporated in and made a part of this Award Certificate as if fully set forth herein.
2. **Award of Restricted Stock Units.** Pursuant to the Plan, the Company hereby awards to the Participant as of the date hereof an Award with respect to [Amount] restricted stock units (subject to adjustment in accordance with Section 7 of the Plan) (the "Restricted Stock Units"), which Restricted Stock Units are subject to forfeiture on the terms and conditions hereinafter set forth. As used herein, the term "stock unit" shall mean a non-voting unit of measurement which is deemed for bookkeeping purposes to be equivalent to one outstanding share of the Company's Common Stock (subject to adjustment in accordance with Section 7 of the Plan), solely for purposes of the Plan and this Award Certificate. The Restricted Stock Units shall be used solely as a device for the determination of the payment to eventually be paid to the Participant if such Restricted Stock Units vest pursuant to Section 4 hereof. The Restricted Stock Units shall not be treated as property or as a trust fund of any kind.
3. **Limitations on Rights as a Shareholder/Dividends and Voting.** The Participant shall have no rights as a shareholder of the Company, no dividend rights and no voting rights, with respect to the Restricted Stock Units and any shares of Common Stock underlying such Restricted Stock Units.
4. **Vesting.** Subject to Section 6 below, the Award shall vest and become nonforfeitable with respect to one hundred percent (100%) of the total number of Restricted Stock Units on the [First, Second, Third, Fourth or Fifth] anniversary of the Award Date.
5. **Timing and Manner of Payment of Restricted Stock Units.** On or as soon as administratively practical after (and in all events not more than ninety (90) days after) the date that is six months and one day after the date on which the Participant incurs a "separation from service" (within the meaning of Treasury Regulation Section 1.409A-1(h)(1), without regard to the optional alternative definitions thereunder, and the date of such separation from service referred to as the "Severance Date"), the Company shall deliver to the Participant a number of shares of Common Stock (either by delivering one or more certificates for such shares or by entering such shares in book entry form, as determined by the Plan Administrator in its discretion) equal to the number of Restricted Stock Units subject to the Award that have vested as of the Severance Date pursuant to Section 4. Notwithstanding the foregoing provisions, the Plan Administrator may, in its discretion, provide for all or a portion of such vested Restricted Stock Units to be settled by a cash payment to the Participant (in lieu of a share payment). To the extent that the Plan Administrator determines it will settle one or more vested Restricted Stock Units by a cash payment, the amount of cash payment with respect to any such vested Restricted Stock Unit to be paid in such form shall equal (subject to Section 9(b) and any other authorized deductions) the fair market value of a share of Common Stock as of the date that is six months after the Severance Date (with the fair market value of a share of Common Stock determined in accordance with the applicable provisions of the Plan). The Company's obligation to deliver shares of Common Stock or otherwise make payment with respect to vested Restricted Stock Units is subject to the condition precedent that the Participant or other person entitled under the Plan to receive any shares or any such payment with respect to the vested Restricted Stock Units deliver to the Company any representations or other documents or assurances required pursuant to Section 8.1 of the Plan. The Company may, in its sole discretion, either ignore fractional share interests or settle them in cash. The Participant shall have no further rights with respect to any Restricted Stock Units that are paid or that terminate pursuant to Section 6. The Restricted Stock Units shall not be paid at any time other than as provided in this Section 5 notwithstanding any provision of the Plan (providing discretion to the Plan Administrator to accelerate payment dates or otherwise) to the contrary.

6. Effect of Termination of Employment or Services. The Participant's Restricted Stock Units shall terminate to the extent such units have not become vested as of the Participant's Severance Date, regardless of the reason for the Participant's separation from service, whether with or without cause, voluntarily or involuntarily. If any unvested Restricted Stock Units are terminated hereunder, such Restricted Stock Units shall automatically terminate and be cancelled as of the applicable termination date without payment of any consideration by the Company and without any other action by the Participant, or the Participant's beneficiary or personal representative, as the case may be.

7. Non-transferability of Award. Neither the Award, nor any interest therein or amount or shares payable in respect thereof may be sold, assigned, transferred, pledged or otherwise disposed of, alienated or encumbered, either voluntarily or involuntarily. The transfer restrictions in the preceding sentence shall not apply to (a) transfers to the Company, or (b) transfers by will or the laws of descent and distribution.

8. No Right to Continued Employment or Service. The vesting schedule requires continued employment or service through the applicable vesting date as a condition to the vesting of the Award and the rights and benefits under the Award. Employment or service for only a portion of the vesting period, even if a substantial portion, will not entitle the Participant to any proportionate vesting or avoid or mitigate a termination of rights and benefits upon or following a termination of services as provided in Section 6 above. Nothing contained in the Plan or the Award constitutes a continued employment or service commitment by the Company, confers upon the Participant any right to remain in the employ of or service to the Company, interferes with the right of the Company at any time to terminate such employment or services, or affects the right of the Company to increase or decrease the Participant's other compensation. By accepting this Award, the Participant acknowledges and agrees that (a) any person who is terminated before full vesting of an award, such as the one granted to the Participant by this Award Certificate, could attempt to argue that he or she was terminated to preclude vesting; (b) the Participant promises never to make such a claim; (c) except as otherwise expressly provided herein, in any event, the Participant has no right to pro-rated vesting with respect to the Award if his or her services terminates before the applicable vesting date (regardless of the portion of the vesting period the Participant was actually in the service of the Company and/or any of its subsidiaries).

9. Tax Consequences.

(a) Tax Consultation. The Participant understands that he or she may suffer adverse tax consequences as a result of his or her acceptance of the Award. The Participant represents that he or she has consulted with any tax consultants he or she deems advisable in connection with the acceptance of the Award and that he or she is not relying on the Company for any tax advice. By accepting this Award, the Participant acknowledges that he or she shall be solely responsible for the satisfaction of any taxes that may arise (including taxes arising under Section 409A of the Code), and that the Company shall not have any obligation whatsoever to pay such taxes.

(b) Withholding. Upon or in connection with any payment in respect of the Award, the Company shall first deduct from any cash portion of such payment the full amount of any taxes which the Company may be required to withhold with respect to such payment, and to the extent the aggregate cash portion of such payment is in sufficient to satisfy the Company's applicable withholding obligations, the Company shall then automatically reduce the number of any shares of Common Stock to be delivered in payment by (or otherwise reacquire) the appropriate number of whole shares, valued at their then fair market value (as determined under the Plan), to satisfy any remaining withholding obligations of the Company with respect to such payment, at the minimum applicable withholding rates. In the event that the Company cannot legally satisfy such withholding obligations by reduction of shares, or in the event that the withholding procedure described in the preceding sentence is insufficient to satisfy the Company's applicable withholding obligations with respect to any payment under the Award, the Company shall be entitled to require a cash payment by or on behalf of the Participant and/or to deduct from other compensation payable to the Participant any sums required by federal, state or local law to be withheld with respect to such payment. The Participant agrees to take any further actions and execute any additional documents as may be necessary to effectuate the provisions of this Section 9.

10. Adjustments Upon Specified Events. Upon the occurrence of certain events relating to the Company's stock contemplated by Section 7 of the Plan, the Plan Administrator shall make adjustments in accordance with such section in the number of Restricted Stock Units then outstanding and the number and kind of securities that may be issued in respect of the Award.

11. Severability. In the event that any provision or portion of this Award Certificate shall be determined to be invalid or unenforceable for any reason, in whole or in part, in any jurisdiction, the remaining provisions of this Award Certificate shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law in such jurisdiction, and such invalidity or unenforceability shall have no effect in any other jurisdiction.

12. Binding Effect. This Award Certificate shall extend to, be binding upon and inure to the benefit of the Participant and the Participant's legal representatives, heirs, successors and assigns (subject, however, to the limitations set forth in Section 7 with respect to the transfer of this Award Certificate or any rights hereunder or of the Restricted Stock Units), and upon the Company and its

successors and assigns, regardless of any change in the business structure of the Company, be it through spinoff, merger, sale of stock, sale of assets or any other transaction.

13. Notices. Any notice to the Company contemplated by this Award Certificate shall be addressed to it in case of its President; and any notice to the Participant shall be addressed to him or her at the address on file with the Company on the date hereof or at such other address as he or she may hereafter designate in writing.

14. Entire Agreement. This Award Certificate, together with the Plan, constitutes the entire understanding between the Company and the Participant with regard to the subject matter of this Award Certificate. They supersede any other agreements, representations or understandings (whether oral or written and whether express or implied) which relate to the subject matter of this Award Certificate.

15. Waiver. The waiver of any breach of any duty, term or condition of this Award Certificate shall not be deemed to constitute a waiver of any preceding or succeeding breach of the same or of any other duty, term or condition of this Award Certificate.

16. Interpretation. The interpretation, construction, performance and enforcement of the terms and conditions of this Award Certificate and the Plan shall lie within the sole discretion of the Plan Administrator, and the Plan Administrator's determinations shall be conclusive and binding on all interested persons.

17. Choice of Law; Arbitration. This Award Certificate shall be governed by, and construed in accordance with, the laws of the State of California (disregarding any choice-of-law provisions). Any dispute or disagreement regarding the Participant's rights under this Award Certificate shall be settled solely by binding arbitration in accordance with applicable rules of the American Arbitration Association.

18. Construction. It is intended that the terms of the Award will not result in the imposition of any tax liability pursuant to Section 409A of the Code. This Award Certificate shall be construed and interpreted consistent with that intent.

SEMTECH CORPORATION,  
a Delaware corporation

By: \_\_\_\_\_  
[Name]



**2013 LONG-TERM EQUITY INCENTIVE PLAN  
PERFORMANCE UNIT AWARD CERTIFICATE**

THIS AWARD is made this [Grant Date] (the "Award Date") by Semtech Corporation, a Delaware corporation (the "Company"), to [Legal Name] (the "Participant").

**RECITALS**

A. The Company has established the Company's 2013 Long-Term Equity Incentive Plan (the Plan") in order to provide employees and directors of the Company with an opportunity to acquire shares of the Company's common stock, par value \$0.01 per share (the "Common Stock").

B. The Plan Administrator has determined that it would be in the best interests of the Company and its stockholders to grant the performance unit award (the "Award") described in this Award Certificate to the Participant as compensation, as an inducement to remain in the service of the Company, and as an incentive for increasing efforts during such service.

NOW, THEREFORE, this Award is made on the following terms and conditions:

1. Definitions and Incorporation. The terms used in this Award Certificate shall have the meanings given to such terms in the Plan. The Plan is hereby incorporated in and made a part of this Award Certificate as if fully set forth herein.
2. Award of Performance Units. Pursuant to the Plan, the Company hereby awards to the Participant as of the date hereof an Award with respect to [Amount] performance units (subject to adjustment in accordance with Section 3.1 of the Plan) (the "Performance Units"), which Performance Units are restricted and subject to forfeiture on the terms and conditions hereinafter set forth. As used herein, the term "performance unit" shall mean a non-voting unit of measurement which is deemed solely for purposes of calculating the amount of payment under the Plan and this Award Certificate to be equivalent to one outstanding share of the Company's Common Stock (subject to adjustment in accordance with Section 3.1 of the Plan. The Performance Units shall be used solely as a device for the determination of the payment to eventually be paid to the Participant if such Performance Units vest pursuant to Sections 4 or 7 hereof. The Performance Units shall not be treated as property or as a trust fund of any kind.
3. Limitations on Rights as a Shareholder/Dividends and Voting. The Participant shall have no rights as a shareholder of the Company, no dividend rights and no voting rights, with respect to the Performance Units and any shares of Common Stock underlying such Performance Units.
4. Vesting. Subject to Sections 6 and 7 below, the Award shall vest and become nonforfeitable based on the Company's achievement of the performance goals set forth on Exhibit A attached hereto for the Performance Period (as defined below). The number of Performance Units that vest and become payable under the Award shall be determined based on the level of results or achievement of the targets set forth on Exhibit A. Subject to Section 7, any Performance Units subject to the Award that do not vest in accordance with Exhibit A shall terminate as of the last day of the Performance Period. Except as otherwise expressly provided herein, the Participant has no right to pro-rated vesting with respect to the Award if his or her services terminates before any applicable vesting date with respect to the Award (regardless of the portion of the vesting period the Participant was actually in the service of the Company and/or any of its subsidiaries). For purposes of this Award Certificate, the "Performance Period" shall mean the period of three years covering the Company's fiscal years 2010, 2011 and 2012.
5. Timing and Manner of Payment of Performance Units. Subject to Sections 6, 7 and 8 below, upon or as soon as practicable after the last day of the Performance Period, but in all events by the 15<sup>th</sup> day of the third calendar month following the calendar month in which the last day of the Performance Period occurs, the Company shall (i) deliver to the Participant a number of shares of Common Stock (either by delivering one or more certificates for such shares or by entering such shares in book entry form, as determined by the Plan Administrator in its discretion) equal to one-half (1/2) of the number of Performance Units subject to the Award that had vested as of the last day of the Performance Period, and (ii) make a cash payment to the Participant with respect to the remaining one-half (1/2) of the number of Performance Units that had vested as of the last day of the Performance Period in an amount equal to (i) the per-share closing price of a share of Common Stock on the last day of the Performance Period, multiplied by (ii) one-half (1/2) of the number of Performance Units that had vested as of the last day of the Performance Period. The Company's obligation to deliver shares of

Common Stock or otherwise make payment with respect to vested Performance Units is subject to the condition precedent that the Participant or other person entitled under the Plan to receive any shares or any such payment with respect to the vested Performance Units deliver to the Company any representations or other documents or assurances required pursuant to Section 8.1 of the Plan. The Company may, in its sole discretion, either ignore fractional share interests or settle them in cash.

6. Effect of Termination of Employment or Services. If the Participant ceases to be employed by or ceases to provide services to the Company or any of its subsidiaries, the following rules shall apply (the last day that the Participant is employed by or provides services to the Company or any of its subsidiaries is referred to as the Participant's "Separation Date"):

- (a) other than as expressly provided below in this Section 6, the Participant's Performance Units, to the extent unvested on the Separation Date, shall terminate on the Separation Date; and
- (b) if the termination of the Participant's employment or services is as a result of the Participant's death or "Disability" (as defined below), (a) the Participant's Performance Units, to the extent not previously terminated as of the Separation Date, shall continue to be eligible to vest following the Separation Date in accordance with Exhibit A; (b) the Participant's Performance Units shall be subject to pro-rata vesting such that the number of Performance Units subject to the Award that shall become vested as of the last day of the Performance Period shall equal (i) the number of Performance Units subject to the Award that would have become vested as of the last day of the Performance Period in accordance with Exhibit A (assuming no termination of employment had occurred), multiplied by (ii) a fraction, the numerator of which shall be the number of whole months during the Performance Period the Participant was employed by or rendered services to the Company or one of its subsidiaries, and the denominator of which shall be thirty-six (36); and (c) any Performance Units subject to the Award that do not vest in accordance with the foregoing clause (b) shall terminate as of the last day of the Performance Period.

If any unvested Performance Units are terminated hereunder, such Performance Units shall automatically terminate and be cancelled as of the applicable termination date without payment of any consideration by the Company and without any other action by the Participant, or the Participant's beneficiary or personal representative, as the case may be.

For purposes of this Award Certificate, "Disability" means a "total and permanent disability" within the meaning of Section 22(e)(3) of the Code or as otherwise determined by the Plan Administrator.

7. Effect of Change in Control. In the event of the occurrence, at any time after the Award Date and prior to the end of the Performance Period, of an event described in Section 7.2 of the Plan (which generally covers certain mergers or similar reorganizations) that the Company does not survive (or does not survive as a public company in respect of its Common Stock) or a Change in Control (as defined below) (an "Acceleration Event"), then, unless the Plan Administrator has made a provision for the substitution, assumption, exchange or other continuation or settlement of the Award or the Award would otherwise continue in accordance with its terms in the circumstances, the Performance Period shall terminate immediately prior to such Acceleration Event, and the number of Performance Units subject to the Award that shall vest upon such Acceleration Event shall be determined in accordance with Exhibit A based on the Company's actual performance for the shortened Performance Period and after pro-rating the performance goals set forth on Exhibit A to reflect the shortened Performance Period. Any Performance Units subject to the Award that do not vest after giving effect to the preceding sentence shall terminate as of the occurrence of such Acceleration Event. For purposes hereof, a "Change in Control" shall mean (i) a merger or consolidation in which the stockholders of the Company immediately prior to such merger or consolidation do not hold, immediately after such merger or consolidation, more than 50% of the combined voting power of the surviving or acquiring entity (or parent corporation thereof), or (ii) the sale of substantially all of the assets of the Company or assets representing over 50% of the operating revenues of the Company, or (iii) any person shall become the beneficial owner of over 50% of the Company's outstanding Common Stock or the combined voting power of the Company's then outstanding voting securities entitled to vote generally, or become a controlling person as defined in Rule 405 promulgated under the Securities Act.

8. Section 409A. Notwithstanding anything to the contrary herein or in the Plan, if the Participant is a "specified employee" within the meaning of Section 409A, and, as a result of that status, any portion of the payments hereunder would otherwise be subject to taxation pursuant to Section 409A of the Code, the Participant shall not be entitled to any payments upon a separation from service until the earlier of (i) the date which is six (6) months after his or her separation from service for any reason other than death, or (ii) the date of the Participant's death; provided that the first such payment thereafter shall include all amounts that would have been paid earlier but for such six (6) month delay.

9. Non-transferability of Award. This Award is personal and, prior to the time they have become vested pursuant to Sections 4 or 7 hereof, neither the Performance Units nor any rights hereunder may be transferred, assigned, pledged or hypothecated by the Participant in any way (whether by operation of law or otherwise), other than by will or the laws of descent and distribution, nor shall

any such rights be subject to execution, attachment or similar process. Except as otherwise provided herein, any attempted alienation, assignment, pledge, hypothecation, attachment, execution or similar process, whether voluntary or involuntary, with respect to all or any part of the Participant's unvested rights under this Award, shall be null and void.

10. No Right to Continued Employment or Service. The vesting schedule requires continued employment or service through each applicable vesting date as a condition to the vesting of the applicable installment of the Award and the rights and benefits under the Award. Partial employment or service, even if substantial, during any vesting period will not entitle the Participant to any proportionate vesting or avoid or mitigate a termination of rights and benefits upon or following a termination of services as provided in Section 6 above. Nothing contained in the Plan or the Award constitutes a continued employment or service commitment by the Company, confers upon the Participant any right to remain in the employ of or service to the Company, interferes with the right of the Company at any time to terminate such employment or services, or affects the right of the Company to increase or decrease the Participant's other compensation. By accepting this Award, the Participant acknowledges and agrees that (a) any person who is terminated before full vesting of an award, such as the one granted to the Participant by this Award Certificate, could attempt to argue that he or she was terminated to preclude vesting; (b) the Participant promises never to make such a claim; (c) except as otherwise expressly provided herein, in any event, the Participant has no right to pro-rated vesting with respect to the Award if his or her services terminates before any applicable vesting date with respect to the Award (regardless of the portion of the vesting period the Participant was actually in the service of the Company and/or any of its subsidiaries).

11. Tax Consequences.

(a) Tax Consultation. The Participant understands that he or she may suffer adverse tax consequences as a result of his or her acceptance of the Award. The Participant represents that he or she has consulted with any tax consultants he or she deems advisable in connection with the acceptance of the Award and that he or she is not relying on the Company for any tax advice. By accepting this Award, the Participant acknowledges that he or she shall be solely responsible for the satisfaction of any taxes that may arise (including taxes arising under Section 409A of the Code), and that the Company shall not have any obligation whatsoever to pay such taxes.

(b) Withholding. Upon or in connection with any payment in respect of the Award, the Company shall first deduct from any cash portion of such payment the full amount of any taxes which the Company may be required to withhold with respect to such payment, and to the extent the aggregate cash portion of such payment is insufficient to satisfy the Company's applicable withholding obligations, the Company shall then automatically reduce the number of any shares of Common Stock to be delivered in payment by (or otherwise reacquire) the appropriate number of whole shares, valued at their then fair market value (as determined under the Plan), to satisfy any remaining withholding obligations of the Company with respect to such payment, at the minimum applicable withholding rates. In the event that the Company cannot legally satisfy such withholding obligations by reduction of shares, or in the event that the withholding procedure described in the preceding sentence is insufficient to satisfy the Company's applicable withholding obligations with respect to any payment under the Award, the Company shall be entitled to require a cash payment by or on behalf of the Participant and/or to deduct from other compensation payable to the Participant any sums required by federal, state or local law to be withheld with respect to such payment. The Participant agrees to take any further actions and execute any additional documents as may be necessary to effectuate the provisions of this Section 11.

12. Adjustments Upon Specified Events. Upon the occurrence of certain events relating to the Company's stock contemplated by Section 7.1 of the Plan, the Plan Administrator shall make adjustments in accordance with such section in the number of Performance Units then outstanding and the number and kind of securities that may be issued in respect of the Award. Furthermore, the Administrator shall adjust the performance measures and performance goals referenced in Exhibit A hereof to the extent (if any) it determines that the adjustment is necessary or advisable to preserve the intended incentives and benefits to reflect (1) any material change in corporate capitalization, any material corporate transaction (such as a reorganization, combination, separation, merger, acquisition, or any combination of the foregoing), or any complete or partial liquidation of the Company, (2) any change in accounting policies or practices, (3) the effects of any special charges to the Company's earnings or (4) any other similar special circumstances.

13. Severability. In the event that any provision or portion of this Award Certificate shall be determined to be invalid or unenforceable for any reason, in whole or in part, in any jurisdiction, the remaining provisions of this Award Certificate shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law in such jurisdiction, and such invalidity or unenforceability shall have no effect in any other jurisdiction.

14. Binding Effect. This Award Certificate shall extend to, be binding upon and inure to the benefit of the Participant and the Participant's legal representatives, heirs, successors and assigns (subject, however, to the limitations set forth in Section 9 with respect to the transfer of this Award Certificate or any rights hereunder or of the Performance Units), and upon the Company and its successors and assigns, regardless of any change in the business structure of the Company, be it through spinoff, merger, sale of stock, sale of assets or any other transaction.

15. Notices. Any notice to the Company contemplated by this Award Certificate shall be addressed to it in case of its President; and any notice to the Participant shall be addressed to him or her at the address on file with the Company on the date hereof or at such other address as he or she may hereafter designate in writing.

16. Entire Agreement. This Award Certificate, together with the Plan, constitutes the entire understanding between the Company and the Participant with regard to the subject matter of this Award Certificate. They supersede any other agreements, representations or understandings (whether oral or written and whether express or implied) which relate to the subject matter of this Award Certificate.

17. Waiver. The waiver of any breach of any duty, term or condition of this Award Certificate shall not be deemed to constitute a waiver of any preceding or succeeding breach of the same or of any other duty, term or condition of this Award Certificate.

18. Interpretation. The interpretation, construction, performance and enforcement of the terms and conditions of this Award Certificate and the Plan shall lie within the sole discretion of the Plan Administrator, and the Plan Administrator's determinations shall be conclusive and binding on all interested persons.

19. Choice of Law; Arbitration. This Award Certificate shall be governed by, and construed in accordance with, the laws of the State of California (disregarding any choice-of-law provisions). Any dispute or disagreement regarding the Participant's rights under this Award Certificate shall be settled solely by binding arbitration in accordance with applicable rules of the American Arbitration Association.

20. Construction. It is intended that the terms of the Award will not result in the imposition of any tax liability pursuant to Section 409A of the Code. This Award Certificate shall be construed and interpreted consistent with that intent.

SEMTECH CORPORATION,  
a Delaware corporation

By: \_\_\_\_\_  
[Name]\_\_

#### **EXHIBIT A**

#### **PERFORMANCE GOALS**

**[Date] Award**

Subject to Sections 6 and 7, the Award shall vest and become nonforfeitable with respect to the percentage of the total number of Performance Units subject to the Award (subject to adjustment under Section 3(d) of the Plan) set forth in the chart below based on the Company's cumulative operating income and cumulative net revenue for the Performance Period.

If the Company's cumulative operating income or cumulative net revenue for the Performance Period is between two of the performance levels indicated below, the percentage of the Performance Units that will vest will be determined based on lineal interpolation between the two performance levels. Any Performance Units that do not vest based on the performance requirements set forth in this Exhibit A will automatically terminate as of the last day of the Performance Period.

[Add Grid]



**SEMTECH CORPORATION  
2013 LONG-TERM EQUITY INCENTIVE PLAN  
OPTION AWARD CERTIFICATE  
SWITZERLAND EMPLOYEES**

**THIS AWARD** is made this [Grant Date] by Semtech Corporation, a Delaware corporation (the “**Corporation**”), to [Legal Name] (the “**Optionee**”).

**RECITALS**

A. The Corporation has established the Corporation’s 2013 Long-Term Equity Incentive Plan (the “**Plan**”) in order to provide eligible persons of the Corporation with an opportunity to acquire shares of the Corporation’s common stock (“**Stock**”).

B. The Plan Administrator has determined that it would be in the best interests of the Corporation and its stockholders to grant the option described in this Award Certificate to the Optionee as compensation, as an inducement to remain in the service of the Corporation, and as an incentive for increasing efforts during such service.

**NOW, THEREFORE**, this Award is made on the following terms and conditions:

**1. Definitions and Incorporation.** Capitalized terms used in this Award Certificate and not otherwise defined herein shall have the meanings given to such terms in the Plan. The Plan is hereby incorporated in and made a part of this Award Certificate as if fully set forth herein.

**2. Grant of Option.** Pursuant to the Plan, the Corporation hereby grants to the Optionee as of the date hereof the option to purchase all or any part of an aggregate of [Amount] shares of Stock (the “**Option**”), subject to adjustment in accordance with Section 7 of the Plan. The Option is not intended to qualify as an incentive stock option under Section 422 of the Internal Revenue Code of 1986, as amended.

**3. Option Price.** The price to be paid for Stock upon exercise of the Option or any part thereof shall be \$[Market Price] per share, which equals the last trading price (in regular trading) of a share of Stock on the Nasdaq stock market on the date of grant of the Award, or if the Stock is not traded on such date, such price on the next succeeding business day.

**4. Right to Exercise.** Subject to the conditions set forth in this Award Certificate and the Plan, the right to exercise the Option shall accrue as follows, with no portion of the right to exercise accruing on any other date (e.g., no pro-ration) except as specifically set forth in this Award Certificate or the Plan:

[Vesting is generally in equal annual installments over three or four years, beginning on the first anniversary of the grant date.]

**5. Securities Law Requirements.** No part of the Option shall be exercised if counsel to the Corporation determines that any applicable registration requirement under the Securities Act of 1933, as amended (the “**Securities Act**”) or any other applicable requirement of Federal or State law has not been met.

**6. Term of Option.** The Option shall terminate in any event on the earliest of (a) the [day before the 11 year anniversary of grant] at 11:59 PM as provided in Section 5.8 of the Plan, (b) the expiration of the period described in Paragraph 7 below, (c) the expiration of the period described in Paragraph 8 below, (d) the expiration of the period described in Paragraph 9 below, or (e) in connection with certain corporate events as provided in Section 7.2 of the Plan.

**7. Exercise Following Termination of Service.** If the Optionee’s service with the Corporation terminates for any reason, or no reason, whether voluntarily or involuntarily, with or without cause, other than death, disability or retirement, any portion of the Option granted hereunder held by such person which is not then vested and exercisable shall terminate and any portion of the Option which is then vested and exercisable may be exercised within thirty (30) consecutive days after the date of such cessation of service.

**8. Exercise Following Death or Disability.** If the Optionee’s service with the Corporation terminates by reason of the Optionee’s death or disability, the Option (to the extent it has not previously been exercised and is then exercisable) may be exercised within one (1) year after the date of the Optionee’s death or termination by reason of disability. In the case of death, the exercise may be made by his or her representative or by the person entitled thereto under the Optionee’s will or the laws of descent and distribution; provided however, that such representative or such person consents in writing to abide by and be subject to the terms of the Plan and

this Award Certificate and such writing is delivered to the President of the Corporation. For purposes hereof, “**disability**” shall mean a medically determinable physical or mental impairment which has made an individual incapable of engaging in any substantial gainful activity. A condition shall be considered a disability only if (i) it can be expected to result in death or has lasted or can be expected to last for a continuous period of not less than twelve (12) months, and (ii) the Plan Administrator, based on medical evidence, has expressly determined that a disability exists.

**9. Exercise Following Retirement.** If the Optionee’s service with the Corporation terminates by reason of retirement (as defined below) the Option (to the extent it has not previously been exercised and is then exercisable) may be exercised within ninety (90) days after the date of the Optionee’s retirement. For purposes hereof, “**retirement**” shall mean the voluntary cessation of employment by an individual upon the attainment of age sixty-five (65) and the completion of not less than twenty (20) years of service with the Corporation or a Subsidiary.

**10. Vesting and Exercise Following Change of Control.** Notwithstanding any other provision to the contrary contained herein, subject to the provisions of Section 7 of the Plan, if within one (1) year following a Change in Control (as defined below) the Optionee (i) is terminated without Cause (as defined below, and not on account of the Optionee’s death or disability) or (ii) terminates employment as a result of a Constructive Termination (as defined below) that occurs with respect to the Optionee, then any outstanding Options shall automatically become fully vested and exercisable as of the date of the Optionee’s termination of employment, whether or not then otherwise exercisable, without any further action on the part of the Board of Directors of the Corporation (the “**Board**”), the stockholders or any committee established by the Board to administer the Plan.

For purposes hereof, a “**Change in Control**” shall mean (i) a merger or consolidation in which the stockholders of the Corporation immediately prior to such merger or consolidation do not hold, immediately after such merger or consolidation, more than 50% of the combined voting power of the surviving or acquiring entity (or parent corporation thereof), or (ii) the sale of substantially all of the assets of the Corporation or assets representing over 50% of the operating revenues of the Corporation, or (iii) any person shall become the beneficial owner of over 50% of the Corporation’s outstanding Stock or the combined voting power of the Corporation’s then outstanding voting securities entitled to vote generally, or become a controlling person as defined in Rule 405 promulgated under the Securities Act.

For purposes hereof, “**Constructive Termination**” shall mean the Optionee’s voluntary termination within one (1) year of the Optionee’s knowledge of the occurrence of (i) a reduction in the Optionee’s base salary after a Change in Control from that in effect immediately prior to the Change in Control, or (ii) a material or substantial reduction or change in job duties, responsibilities, and requirements after a Change in Control from the Optionee’s duties, responsibilities, and requirements immediately prior to the Change in Control. A termination shall not be treated as a Constructive Termination if the Optionee shall have specifically consented in writing to the occurrence of the event giving rise to the claim of Constructive Termination.

For purposes hereof, “**Cause**” shall mean that the Optionee (i) has been negligent in the discharge of his or her duties to the Corporation, its Subsidiaries or any affiliate of the Corporation or its Subsidiaries (the “Semtech Group”), has refused to perform stated or assigned duties or is incompetent in or (other than by reason of disability or analogous condition) incapable of performing those duties, (ii) has been dishonest or committed or engaged in an act of theft, embezzlement or fraud, a breach of confidentiality, an unauthorized disclosure or use of inside information, customer lists, trade secrets or other confidential information; has breached a fiduciary duty, or willfully and materially violated any other duty, law, rule, regulation or policy of the Semtech Group; or has been convicted of a felony or misdemeanor (other than minor traffic violations or similar offenses), (iii) has materially breached any of the provisions of any agreement with the Semtech Group, or (iv) has engaged in unfair competition with, or otherwise acted intentionally in a manner injurious to the reputation, business or assets of, the Semtech Group; has improperly induced a vendor or customer to break or terminate any contract with the Semtech Group; or has induced a principal for whom the Semtech Group acts as agent to terminate such agency relationship.

**11. Non-Transferability.** The Option and any other rights of the Optionee under this Award Certificate or the Plan are non-transferable and exercisable only by the Optionee, except as set forth in Section 5.7 of the Plan. Except as otherwise provided herein or in the Plan, any attempted sale, transfer, anticipation, alienation, assignment, pledge, encumbrance or charge, whether voluntary or involuntary, with respect to all or any part of the Option or any right thereunder, shall be null and void and, at the Corporation’s option, shall cause all of the Optionee’s rights under this Award Certificate and the Plan to terminate.

**12. Effect of Exercise.** Upon exercise of all or any part of the Option, the number of shares of Stock subject to the Option under this Award Certificate shall be reduced by the number of shares with respect to which such exercise is made.

**13. Exercise of Option.** The Option may be exercised by (a) delivering to the Corporation a written notice of exercise in substantially the form prescribed from time to time by the Plan Administrator or completing such other notice procedure as the Plan Administration from time to time may require, and (b) delivering to the Corporation the full payment of the option price for each share of Stock purchased under the Option. Any notice of exercise shall specify the number of shares of Stock with respect to which the Option is exercised and shall be signed (or otherwise authorized in accordance with the exercise procedures then in effect) by the person exercising the Option. If the Option is exercised by a person other than the Optionee, such notice shall be accompanied by

proof, satisfactory to the Corporation, of such person's right to exercise the Option. The Option price shall be payable (a) in U.S. dollars in cash (by check), (b) by delivery of shares of stock registered in the name of the Optionee having a fair market value at the time of exercise equal to the amount of the purchase price, (c) any combination of the payment of cash and the delivery of stock, or (d) as otherwise approved by the Plan Administrator in its sole and absolute discretion. The Optionee acknowledges that the Plan Administrator may use a broker or other third party to facilitate its stock option recordkeeping and exercises and agrees to comply with any administrative rules and procedures regarding stock option exercises as may be in place from time to time. The Optionee acknowledges and agrees that the Corporation may require that any Stock purchased under the Option be deposited in a brokerage account (in the name of the Optionee) with a broker designated by the Corporation, and the Optionee agrees to take such reasonable steps as the Corporation may require to open and maintain such an account.

**14. Withholding Taxes.** If the Optionee is an employee or former employee of the Corporation when all or part of the Option is exercised, the Corporation may require the Optionee to deliver payment of any withholding taxes (in addition to the option price) in cash with respect to the difference between the Option price and the fair market value of the Stock acquired upon exercise.

**15. Issuance of Shares.** Subject to the foregoing conditions, the Corporation, as soon as reasonably practicable after receipt of a proper notice of exercise and without transfer or issue tax or other incidental expense to the person exercising the Option, shall deliver to such person at the principal office of the Corporation, or such other location as may be acceptable to the Corporation and such person, one or more certificates for the shares of Stock with respect to which the Option is exercised. Such shares shall be fully paid and nonassessable and shall be issued in the name of such person. However, at the request of the Optionee, such shares may be issued in the names of the Optionee and his or her spouse as (a) joint tenants with right of survivorship, (b) community property, or (c) tenants in common without right of survivorship.

**16. Rights as a Stockholder.** Subject to Section 8.7 of the Plan, neither the Optionee nor any other person entitled to exercise the Option shall have any rights as a stockholder of the Corporation with respect to the stock subject to the Option until a certificate for such shares has been issued to him or her upon exercise of the Option.

**17. Notices.** Any notice to the Company contemplated by this Award Certificate shall be in writing and addressed to it in care of its President; and any notice to the Optionee shall be addressed to him or her at the address on file with the Corporation on the date hereof or at such other address as he or she may hereafter designate in writing.

**18. Not a Contract of Employment.** Nothing in this Award Certificate gives the Optionee the right to remain in the employ of the Corporation or any Subsidiary or to affect the absolute and unqualified right of the Corporation and any of its subsidiaries to terminate Optionee's employment at any time for any reason or no reason and with or without cause or prior notice. Except to the extent explicitly provided otherwise in a then effective written employment contract executed by Optionee and the Corporation, Optionee is an at will employee whose employment may be terminated without liability at any time for any reason. By accepting this Award, Optionee acknowledges and agrees that (a) a person whose employment is terminated before full vesting of an award, such as the one granted by this Award Certificate, could attempt to argue that he or she was terminated to preclude vesting of the award, (b) that Optionee agrees never to make such a claim, and (c) in any event, Optionee has no right to pro-rated vesting with respect to the Award if his or her employment terminates before any applicable vesting date with respect to the Award (regardless of the portion of the vesting period the Optionee was actually employed by the Corporation and/or any of its Subsidiaries).

**19. Entire Agreement.** This Award Certificate, together with the Plan, constitutes the entire understanding between the Corporation and the Optionee with regard to the subject matter of this Award Certificate. They supersede any other agreements, representations or understandings (whether oral or written and whether express or implied) which relate to the subject matter of this Award Certificate.

**20. Severability.** In the event that any provision or portion of this Award Certificate shall be determined to be invalid or unenforceable for any reason, in whole or in part, in any jurisdiction, the remaining provisions of this Award Certificate shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law in such jurisdiction, and such invalidity or unenforceability shall have no effect in any other jurisdiction.

**21. Waiver.** The waiver of any breach of any duty, term or condition of this Award Certificate shall not be deemed to constitute a waiver of any preceding or succeeding breach of the same or of any other duty, term or condition of this Award Certificate.

**22. Interpretation.** The interpretation, construction, performance and enforcement of the terms and conditions of this Award Certificate and the Plan shall lie within the sole discretion of the Plan Administrator, and the Plan Administrator's determinations shall be conclusive and binding on all interested persons.

**23. Choice of Law; Binding Arbitration.** This Award Certificate shall be governed by and construed in accordance with the internal substantive laws (not the law of choice of laws) of the State of California. Any dispute or disagreement regarding the Optionee's rights under this Award Certificate shall be settled solely by binding arbitration in accordance with the applicable rules of the American Arbitration Association.

**SEMTECH CORPORATION,**  
a Delaware corporation

By: \_\_\_\_\_  
[Name]



**SEMTECH CORPORATION**  
**2013 LONG-TERM EQUITY INCENTIVE PLAN**  
**OPTION AWARD CERTIFICATE**  
**(NON-EMPLOYEE DIRECTORS)**

**THIS AWARD** is made this [Grant Date] by Semtech Corporation, a Delaware corporation (the “**Corporation**”), to [Legal Name] (the “**Optionee**”).

**RECITALS**

A. The Corporation has established the Corporation’s 2013 Long-Term Equity Incentive Plan (the “**Plan**”) in order to provide members of the Board of Directors (the “**Board**”) of the Corporation with an opportunity to acquire shares of the Corporation’s common stock (“**Stock**”).

B. The Plan Administrator has determined that it would be in the best interests of the Corporation and its stockholders to grant the option described in this Award Certificate to the Optionee as an inducement to remain in the service of the Corporation, and as an incentive for promoting efforts during such service.

**NOW, THEREFORE**, this Award is made on the following terms and conditions:

**1. Definitions and Incorporation.** Capitalized terms used in this Award Certificate and not otherwise defined herein shall have the meanings given to such terms in the Plan. The Plan is hereby incorporated in and made a part of this Award Certificate as if fully set forth herein.

**2. Grant of Option.** Pursuant to the Plan, the Corporation hereby grants to the Optionee as of the date hereof the option to purchase all or any part of an aggregate of [Amount] shares of Stock (the “**Option**”), subject to adjustment in accordance with Section 7 of the Plan. The Option is not intended to qualify as an incentive stock option under Section 422 of the Internal Revenue Code of 1986, as amended.

**3. Option Price.** The price to be paid for Stock upon exercise of the Option or any part thereof shall be \$[Market Price] per share (the “**Exercise Price**”), which equals the last trading price (in regular trading) of a share of Stock on the Nasdaq stock market on the date of grant of the Award or if the Stock is not traded on such date, the closing market price on the next succeeding business day (next day on which such Stock is traded).

**4. Right to Exercise.** Subject to the conditions set forth in this Award Certificate and the Plan, the right to exercise the Option shall accrue as follows, with no portion of the right to exercise accruing on any other date (e.g., no pro-ration) except as specifically set forth in this Award Certificate or the Plan.

[Vesting is generally in equal annual installments over three or four years, beginning on the first anniversary of the grant date.]

**5. Early Termination of Service.** Notwithstanding any other provision of this Award Certificate, including Section 8, Section 9, or Section 10 hereof, no portion of the Option may be exercised for six (6) months after the date of the award.

**6. Securities Law Requirements.** No part of the Option shall be exercised if counsel to the Corporation determines that any applicable registration requirement under the Securities Act of 1933, as amended (the “**Securities Act**”) or any other applicable requirement of Federal or State law has not been met.

**7. Term of Option.** The Option shall terminate in any event on the earliest of (a) the [day before the 6 year anniversary of grant] at 11:59 PM, (b) the expiration of the period described in Section 8 below, (c) the expiration of the period described in Section 9 below, or (d) in connection with certain corporate events as provided in Section 7.2 of the Plan..

**8. Exercise Following Cessation of Service.** If the Optionee’s service with the Corporation terminates for any reason, or no reason, whether voluntarily or involuntarily, with or without cause, other than death, disability or board retirement (as defined below), any portion of the Option granted hereunder held by such person which is not then exercisable shall terminate and any portion of the Option which is then exercisable may be exercised within ninety (90) consecutive days after the date of such cessation or until the expiration of the stated term of the Option, whichever period is shorter.

**9. Exercise Following Death, Disability or Board Retirement.** If the Optionee's service with the Corporation ceases by reason of the Optionee's death, disability or board retirement (as defined below), the right to exercise the Option shall immediately accrue in full and the Option shall, subject to Section 5 above, be exercisable for three (3) years after the date of cessation or until the expiration of the stated term of the Option, whichever period is shorter.

For purposes hereof, "**board retirement**" means termination of an Optionee's services as a member of the Board (a) after ten (10) years of service as a Director, or (b) after five (5) years of service as a Director if the Optionee is sixty-five (65) years of age at the time of termination.

If the Optionee dies or suffers a disability within the three-year period following board retirement, the Option shall remain fully exercisable for three (3) years after the death or disability or until the expiration of the stated term of the Option, whichever period is shorter. In case of death, the exercise may be made by the Optionee's designated beneficiary or, if no such beneficiary has been designated, by the Optionee's estate or by the person or persons who acquire the right to exercise it by bequest or inheritance provided that such person consents in writing to abide by and be subject to the terms of the Plan and this Award Certificate and such writing is delivered to the President or Chairman of the Corporation.

**10. Exercise Following Change of Control.** Notwithstanding any other provision to the contrary contained herein, subject to the provisions of Section 7 of the Plan, in the event of a Change in Control (as defined below), any outstanding Options shall automatically become fully vested and exercisable as of the date of the Change in Control, whether or not then exercisable, without any further action on the part of the Board, the stockholders or any committee established by the Board to administer the Plan. For purposes hereof, a "**Change in Control**" shall mean (i) a merger or consolidation in which the stockholders of the Corporation immediately prior to such merger or consolidation do not hold, immediately after such merger or consolidation, more than 50% of the combined voting power of the surviving or acquiring entity (or parent corporation thereof), (ii) the sale of substantially all of the assets of the Corporation or assets representing over 50% of the operating revenues of the Corporation, or (iii) any person shall become the beneficial owner of over 50% of the Corporation's outstanding Stock or the combined voting power of the Corporation's then outstanding voting securities entitled to vote generally, or become a controlling person as defined in Rule 405 promulgated under the Securities Act.

**11. Non-Transferability.** The Option shall be exercisable during the Optionee's lifetime only by the Optionee and shall be nontransferable, except that the Optionee may transfer all or any part of the Option by will or by the laws of descent and distribution or by transfer not for value to a family trust established by the Optionee for the benefit of his or her family members, provided that the Optionee is a trustee of such trust and such trust remains revocable by the Optionee for his or her life. Except as otherwise provided herein or in the Plan, any attempted alienation, assignment, pledge, hypothecation, attachment, execution or similar process, whether voluntary or involuntary, with respect to all or any part of the Option or any right thereunder, shall be null and void and, at the Corporation's option, shall cause all of the Optionee's rights under this Award Certificate to terminate.

**12. Effect of Exercise.** Upon exercise of all or any part of the Option, the number of shares of Stock subject to the Option under this Award Certificate shall be reduced by the number of shares with respect to which such exercise is made.

**13. Exercise of Option.** The Option may be exercised (a) by delivering to the Corporation a written notice of exercise in substantially the form prescribed from time to time by the Plan Administrator or completing such other notice procedure as the Plan Administrator from time to time may require, and (b) delivering to the Corporation the full payment of the Exercise Price of each share of Stock purchased under the Option. Any notice of exercise shall specify the number of shares of Stock with respect to which the Option is exercised and shall be signed (or otherwise authorized in accordance with the exercise procedures then in effect) by the person exercising the Option. If the Option is exercised by a person other than the Optionee, such notice shall be accompanied by proof, satisfactory to the Corporation, of such person's right to exercise the Option. The purchase price shall be payable (a) in U.S. dollars in cash (by check), (b) by delivery of shares of stock registered in the name of the Optionee having a fair market value at the time of exercise equal to the amount of the purchase price, (c) any combination of the payment of cash and the delivery of stock, or (d) as otherwise approved by the Plan Administrator in its sole and absolute discretion. The Optionee acknowledges that the Plan Administrator may use a broker or other third party to facilitate its stock option recordkeeping and exercises and agrees to comply with any administrative rules and procedures regarding stock option exercises as may be in place from time to time. The Optionee acknowledges and agrees that the Corporation may require that any Common Stock purchased under the Option be deposited in a brokerage account (in the name of the Optionee) with a broker designated by the Corporation, and the Optionee agrees to take such reasonable steps as the Corporation may require to open and maintain such an account.

**14. Withholding Taxes.** The Corporation may require the Optionee to deliver payment of any withholding taxes (in addition to the purchase price) with respect to the difference between the purchase price and the fair market value of the Stock acquired upon exercise.

**15. Issuance of Shares.** Subject to the foregoing conditions, the Corporation, as soon as reasonably practicable after receipt of a proper notice of exercise and without transfer or issue tax or other incidental expense to the person exercising the Option, shall deliver to such person at the principal office of the Corporation, or such other location as may be acceptable to the Corporation and such

person, one or more certificates for the shares of Stock with respect to which the Option is exercised. Such shares shall be fully paid and nonassessable and shall be issued in the name of such person. However, at the request of the Optionee, such shares may be issued in the names of the Optionee and his or her spouse as (a) joint tenants with right of survivorship, (b) community property, or (c) tenants in common without right of survivorship.

**16. Rights as a Stockholder.** Subject to Section 8.7 of the Plan, neither the Optionee nor any other person entitled to exercise the Option shall have any rights as a stockholder of the Corporation with respect to the stock subject to the Option until a certificate for such shares has been issued to him or her upon exercise of the Option.

**17. Notices.** Any notice to the Company contemplated by this Award Certificate shall be in writing and addressed to it in care of its President; and any notice to the Optionee shall be addressed to him or her at the address on file with the Corporation on the date hereof or at such other address as he or she may hereafter designate in writing.

**18. Entire Agreement.** This Award Certificate, together with the Plan, constitutes the entire understanding between the Corporation and the Optionee with regard to the subject matter of this Award Certificate. They supersede any other agreements, representations or understandings (whether oral or written and whether express or implied) which relate to the subject matter of this Award Certificate.

**19. Severability.** In the event that any provision or portion of this Award Certificate shall be determined to be invalid or unenforceable for any reason, in whole or in part, in any jurisdiction, the remaining provisions of this Award Certificate shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law in such jurisdiction, and such invalidity or unenforceability shall have no effect in any other jurisdiction.

**20. Waiver.** The waiver of any breach of any duty, term or condition of this Award Certificate shall not be deemed to constitute a waiver of any preceding or succeeding breach of the same or of any other duty, term or condition of this Award Certificate.

**21. Interpretation.** The interpretation, construction, performance and enforcement of this Award Certificate and of the Plan shall lie within the sole discretion of the Plan Administrator, and the Plan Administrator's determinations shall be conclusive and binding on all interested persons.

**22. Choice of Law.** This Award Certificate shall be governed by and construed in accordance with the internal substantive laws (not the law of choice of laws) of the State of California.

**SEMTECH CORPORATION**  
a Delaware corporation

By: \_\_\_\_\_  
[Name]



**SEMTECH CORPORATION**  
**2013 LONG-TERM EQUITY INCENTIVE PLAN**  
**NON-EMPLOYEE DIRECTOR STOCK UNIT AWARD CERTIFICATE**

**THIS AWARD** is made this [Grant Date] (the “**Award Date**”) by Semtech Corporation, a Delaware corporation (the “**Corporation**”), to [Legal Name] (the “**Director**”).

**RECITALS**

A. The Corporation has established the Corporation’s 2013 Long-Term Equity Incentive Plan (the “**Plan**”) in order to provide eligible persons of the Corporation with an opportunity to acquire shares of the Corporation’s common stock, par value \$0.01 per share (the “**Common Stock**”).

B. The Plan Administrator has determined that it would be in the best interests of the Corporation and its stockholders to grant the stock unit award (the “**Award**”) described in this Award Certificate to the Director as compensation, as an inducement to remain in the service of the Corporation, and as an incentive for increasing efforts during such service.

**NOW, THEREFORE**, this Award is made on the following terms and conditions:

1. Definitions and Incorporation. Capitalized terms used in this Award Certificate and not otherwise defined herein shall have the meanings given to such terms in the Plan. The Plan is hereby incorporated in and made a part of this Award Certificate as if fully set forth herein.

2. Award of Stock Units. Pursuant to the Plan, the Corporation hereby awards to the Director as of the date hereof an Award with respect to [Amount] stock units (subject to adjustment in accordance with Section 7 of the Plan) (the “**Stock Units**”), which Stock Units are restricted and subject to forfeiture on the terms and conditions hereinafter set forth. As used herein, the term “Stock Unit” shall mean a non-voting unit of measurement which is deemed solely for purposes of calculating the amount of payment under the Plan and this Award Certificate to be equivalent to one outstanding share of the Common Stock (subject to adjustment in accordance with Section 7 of the Plan). The Stock Units shall be used solely as a device for the determination of the payment to eventually be paid to the Director if such Stock Units vest pursuant to Sections 4, 6 or 7 hereof. The Stock Units shall not be treated as property or as a trust fund of any kind. The Director acknowledges that the Plan Administrator may use a broker or other third party to facilitate its stock unit award recordkeeping and agrees to comply with any administrative rules and procedures regarding stock unit awards as may be in place from time to time. The Director acknowledges and agrees that the Corporation may require that any Common Stock received under the Award be deposited in a brokerage account (in the name of the Director) with a broker designated by the Corporation, and the Director agrees to take such reasonable steps as the Corporation may require to open and maintain such an account.

3. Rights as a Shareholder/Dividends and Voting.

(a) Limitations on Rights Associated with Units. The Director shall have no rights as a shareholder of the Corporation, no dividend rights (except as expressly provided in Section 3(b) below with respect to dividend equivalent rights) and no voting rights, with respect to the Stock Units and any shares of Common Stock underlying such Stock Units.

(b) Dividend Equivalent Rights Distributions. In the event that the Corporation pays an ordinary cash dividend on its Common Stock and the related dividend payment record date occurs at any time after the Award Date and before all of the Stock Units subject to the Award have either been paid pursuant to Section 5 or terminated pursuant to Section 6, the Corporation shall credit the Director as of such record date with an additional number of Stock Units equal to (i) the per-share cash dividend paid by the Corporation on its Common Stock with respect to such record date, multiplied by (ii) the total number of outstanding and unpaid Stock Units (including any dividend equivalents previously credited hereunder) (with such total number adjusted pursuant to Section 7 of the Plan and/or Section 12 hereof) subject to the Award as of such record date, divided by (iii) the fair market value of a share of Common Stock (as determined under the Plan) on such record date. Any Stock Units credited pursuant to the foregoing provisions of this Section 3(b) shall be subject to the same vesting, payment and other terms, conditions and restrictions as the original Stock Units to which they relate. No crediting of Stock Units shall be made pursuant to this Section 3(b) with respect to any Stock Units which, as of such record date, have either been paid pursuant to Section 5 or terminated pursuant to Section 6.

4. Vesting. Subject to Sections 6 and 7 below, the Award shall vest and become nonforfeitable with respect to one hundred

percent (100%) of the total number of Stock Units (subject to adjustment under Section 7 of the Plan) on the first anniversary of the Award Date (the “**Vesting Date**”).

5. Timing and Manner of Payment of Stock Units. Subject to Sections 6, 7 and 8 below, upon or as soon as practicable after the Director’s Separation Date (as defined below), but in all events by the 15<sup>th</sup> day of the third calendar month following the calendar month in which the Director’s Separation Date occurs, the Corporation shall make a cash payment to the Director with respect to the number of Stock Units subject to the Award that had vested (including any Stock Units that become vested in the circumstances pursuant to Sections 6 or 7) as of the Director’s Separation Date; provided, however, that in no event shall any payment be made to the Director hereunder until the Director has experienced a “separation from service” within the meaning of Section 409A of the Code (and the published guidance and regulations promulgated thereunder). For purposes hereof, the Director’s “**Separation Date**” shall be the last date that the Director (1) is employed by and/or (2) renders services to the Corporation or any of its Subsidiaries. The amount of the cash payment described in the first sentence of this Section 5 shall equal (i) the per-share closing price of a share of Common Stock on the Director’s Separation Date, multiplied by (ii) the total number of such vested Stock Units. The Corporation’s obligation to make payment with respect to vested Stock Units is subject to the condition precedent that the Director or other person entitled under the Plan to receive payment with respect to the vested Stock Units, deliver to the Corporation any representations or other documents or assurances required pursuant to Section 8.1 of the Plan.

6. Effect of Termination of Service.

(a) Death or Disability. Notwithstanding anything to the contrary herein or in the Plan, in the event that the Director’s Separation Date occurs prior to the Vesting Date as a result of the death or Disability (as defined below) of the Director, the Director’s outstanding Stock Units (to the extent not then otherwise vested) shall be fully vested on the Director’s Separation Date. For purposes of this Award Certificate, “**Disability**” means a “total and permanent disability” within the meaning of Section 22(e)(3) of the Code or as otherwise determined by the Plan Administrator.

(b) Other Terminations of Service. Notwithstanding anything to the contrary herein or in the Plan, in the event that the Director’s Separation Date occurs prior to the Vesting Date as a result of any circumstances other than the Director’s death or Disability, then a number of Stock Units subject to the Award (to the extent not then otherwise vested) shall become vested on the Separation Date equal to (i) the total number of Stock Units subject to the Award, multiplied by (ii) a fraction (not greater than one), the numerator of which is the number of whole weeks between the Director’s Separation Date and the Award Date, and the denominator of which is fifty two (52). Any Units subject to the Award that are not vested on the Director’s Separation Date (after giving offset to any accelerated vesting required by this Section 6) shall terminate on such Separation Date, regardless of the reason for such Separation Date.

(c) Termination of Units. If any unvested Stock Units are terminated hereunder, such Stock Units shall automatically terminate and be cancelled as of the applicable Separation Date without payment of any consideration by the Corporation and without any other action by the Director, or the Director’s beneficiary or personal representative, as the case may be.

7. Effect of Change in Control. Notwithstanding any other provision to the contrary contained herein, subject to the provisions of Section 7 of the Plan, in the event of a Change in Control (as defined below), any outstanding Stock Units shall automatically become fully vested as of the date of the Change in Control without any further action on the part of the Board, the stockholders or the Plan Administrator. For purposes hereof, a “**Change in Control**” shall mean (i) a merger or consolidation in which the stockholders of the Corporation immediately prior to such merger or consolidation do not hold, immediately after such merger or consolidation, more than 50% of the combined voting power of the surviving or acquiring entity (or parent corporation thereof), or (ii) the sale of substantially all of the assets of the Corporation or assets representing over 50% of the operating revenues of the Corporation, or (iii) any person shall become the beneficial owner of over 50% of the Corporation’s outstanding Common Stock or the combined voting power of the Corporation’s then outstanding voting securities entitled to vote generally, or become a controlling person as defined in Rule 405 promulgated under the Securities Act.

8. Section 409A. Notwithstanding anything to the contrary herein or in the Plan, if the Director is a “specified employee” within the meaning of Section 409A, and, as a result of that status, any portion of the payments hereunder would otherwise be subject to taxation pursuant to Section 409A of the Code, the Director shall not be entitled to any payments upon a separation from service until the earlier of (i) the date which is six (6) months after his or her separation from service for any reason other than death, or (ii) the date of the Director’s death; provided that the first such payment thereafter shall include all amounts that would have been paid earlier but for such six (6) month delay.

9. Non-Transferability of Award. This Award is personal and, prior to the time they have become vested pursuant to Sections 4, 6 or 7 hereof or Section 7 of the Plan, neither the Stock Units nor any rights hereunder may be transferred, assigned, pledged or hypothecated by the Director in any way (whether by operation of law or otherwise), other than by will or the laws of descent and distribution (or a transfer not for value to a family trust established by the Director for the benefit of his or her family members,

provided that the Director is a trustee of such trust and such trust remains revocable by the Director for his or her life), nor shall any such rights be subject to execution, attachment or similar process; provided, however that such restrictions shall not apply to transfers to the Corporation. Except as otherwise provided herein, any attempted alienation, assignment, pledge, hypothecation, attachment, execution or similar process, whether voluntary or involuntary, with respect to all or any part of the Director's unvested rights under this Award, shall be null and void.

10. No Right to Continued Service. The vesting schedule requires continued service through each applicable vesting date as a condition to the vesting of the applicable installment of the Award and the rights and benefits under the Award. Nothing contained in the Plan or the Award constitutes a continued service commitment by the Corporation, confers upon the Director any right to remain in service to the Corporation, interferes with the right of the Corporation at any time to terminate such service, or affects the right of the Corporation to increase or decrease the Director's other compensation.

11. Tax Consequences.

(a) Tax Consultation. The Director may suffer adverse tax consequences as a result of his or her acceptance of the Award. The Director is and will be solely responsible for the satisfaction of any taxes that may arise (including taxes arising under Section 409A of the Code); the Corporation shall not have any obligation whatsoever to pay such taxes. By accepting this Award, the Director acknowledges that he or she is not relying on the Corporation for any tax advice and will consult with his or her own individual tax advisors to the extent he or she deems advisable.

(b) Withholding. Upon or in connection with the distribution of cash in respect of the Stock Units, the Corporation shall deduct from such distribution the amount of any taxes which the Corporation may be required to withhold with respect to such distribution. The Director agrees to take any further actions and execute any additional documents as may be necessary to effectuate the provisions of this Section 11.

12. Adjustments Upon Specified Events. Upon the occurrence of certain events relating to the Corporation's stock contemplated by Section 7 of the Plan, the Plan Administrator shall make adjustments in accordance with such section in the number of Stock Units then outstanding and the number and kind of securities that may be issued in respect of the Award. No such adjustment shall be made with respect to any ordinary cash dividend for which dividend equivalents are credited pursuant to Section 3(b).

13. Severability. In the event that any provision or portion of this Award Certificate shall be determined to be invalid or unenforceable for any reason, in whole or in part, in any jurisdiction, the remaining provisions of this Award Certificate shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law in such jurisdiction, and such invalidity or unenforceability shall have no effect in any other jurisdiction.

14. Binding Effect. This Award Certificate shall extend to, be binding upon and inure to the benefit of the Director and the Director's legal representatives, heirs, successors and assigns (subject, however, to the limitations set forth in Section 9 with respect to the transfer of this Award Certificate or any rights hereunder or of the Stock Units), and upon the Corporation and its successors and assigns, regardless of any change in the business structure of the Corporation, be it through spinoff, merger, sale of stock, sale of assets or any other transaction.

15. Notices. Any notice to the Corporation contemplated by this Award Certificate shall be in writing and addressed to it in care of its Chief Executive Officer; and any notice to the Director shall be addressed to him or her at the address on file with the Corporation on the date hereof or at such other address as he or she may hereafter designate in writing.

16. Entire Agreement. This Award Certificate, together with the Plan, constitutes the entire understanding between the Corporation and the Director with regard to the subject matter of this Award Certificate. They supersede any other agreements, representations or understandings (whether oral or written and whether express or implied) which relate to the subject matter of this Award Certificate.

17. Waiver. The waiver of any breach of any duty, term or condition of this Award Certificate shall not be deemed to constitute a waiver of any preceding or succeeding breach of the same or of any other duty, term or condition of this Award Certificate.

18. Interpretation. The interpretation, construction, performance and enforcement of the terms and conditions of this Award Certificate and the Plan shall lie within the sole discretion of the Plan Administrator, and the Plan Administrator's determinations shall be conclusive and binding on all interested persons.

19. Choice of Law; Arbitration. This Award Certificate shall be governed by, and construed in accordance with, the laws of the State of California (disregarding any choice-of-law provisions). Any dispute or disagreement regarding the Director's rights under this Award Certificate shall be settled solely by binding arbitration in accordance with applicable rules of the American Arbitration

Association.

20. Construction. It is intended that the terms of the Award will not result in the imposition of any tax liability pursuant to Section 409A of the Code. This Award Certificate shall be construed and interpreted consistent with that intent.

**SEMTECH CORPORATION,**  
a Delaware corporation

By: \_\_\_\_\_  
[Name]



**SEMTECH CORPORATION**  
**2013 LONG-TERM EQUITY INCENTIVE PLAN**  
**OPTION AWARD CERTIFICATE**

**THIS AWARD** is made this [Grant Date] by Semtech Corporation, a Delaware corporation (the “**Corporation**”), to [Legal Name] (the “**Optionee**”).

**RECITALS**

A. The Corporation has established the Corporation’s 2013 Long-Term Equity Incentive Plan (the “**Plan**”) in order to provide eligible persons of the Corporation with an opportunity to acquire shares of the Corporation’s common stock (“**Stock**”).

B. The Plan Administrator has determined that it would be in the best interests of the Corporation and its stockholders to grant the option described in this Award Certificate to the Optionee as compensation, as an inducement to remain in the service of the Corporation, and as an incentive for increasing efforts during such service.

**NOW, THEREFORE**, this Award is made on the following terms and conditions:

**1. Definitions and Incorporation.** Capitalized terms used in this Award Certificate and not otherwise defined herein shall have the meanings given to such terms in the Plan. The Plan is hereby incorporated in and made a part of this Award Certificate as if fully set forth herein.

**2. Grant of Option.** Pursuant to the Plan, the Corporation hereby grants to the Optionee as of the date hereof the option to purchase all or any part of an aggregate of [Amount] shares of Stock (the “**Option**”), subject to adjustment in accordance with Section 7 of the Plan. The Option is not intended to qualify as an incentive stock option under Section 422 of the Internal Revenue Code of 1986, as amended.

**3. Option Price.** The price to be paid for Stock upon exercise of the Option or any part thereof shall be \$[Market Price] per share, which equals the last trading price (in regular trading) of a share of Stock on the Nasdaq stock market on the date of grant of the Award, or if the Stock is not traded on such date, such price on the next succeeding business day.

**4. Right to Exercise.** Subject to the conditions set forth in this Award Certificate and the Plan, the right to exercise the Option shall accrue as follows, with no portion of the right to exercise accruing on any other date (e.g., no pro-rata) except as specifically set forth in this Award Certificate or the Plan:

[Vesting is generally in equal annual installments over three or four years, beginning on the first anniversary of the grant date.]

**5. Securities Law Requirements.** No part of the Option shall be exercised if counsel to the Corporation determines that any applicable registration requirement under the Securities Act of 1933, as amended (the “**Securities Act**”) or any other applicable requirement of Federal or State law has not been met.

**6. Term of Option.** The Option shall terminate in any event on the earliest of (a) the [day before the 6 year anniversary of grant] at 11:59 PM, (b) the expiration of the period described in Paragraph 7 below, (c) the expiration of the period described in Paragraph 8 below, (d) the expiration of the period described in Paragraph 9 below, or (e) in connection with certain corporate events as provided in Section 7.2 of the Plan.

**7. Exercise Following Termination of Service.** If the Optionee’s service with the Corporation terminates for any reason, or no reason, whether voluntarily or involuntarily, with or without cause, other than death, disability or retirement, any portion of the Option granted hereunder held by such person which is not then vested and exercisable shall terminate and any portion of the Option which is then vested and exercisable may be exercised within thirty (30) consecutive days after the date of such cessation of service.

**8. Exercise Following Death or Disability.** If the Optionee’s service with the Corporation terminates by reason of the Optionee’s death or disability, the Option (to the extent it has not previously been exercised and is then exercisable) may be exercised within one (1) year after the date of the Optionee’s death or termination by reason of disability. In the case of death, the exercise may be made by his or her representative or by the person entitled thereto under the Optionee’s will or the laws of descent and distribution; provided however, that such representative or such person consents in writing to abide by and be subject to the terms of the Plan and this Award Certificate and such writing is delivered to the President of the Corporation. For purposes hereof, “**disability**” shall mean a

medically determinable physical or mental impairment which has made an individual incapable of engaging in any substantial gainful activity. A condition shall be considered a disability only if (i) it can be expected to result in death or has lasted or can be expected to last for a continuous period of not less than twelve (12) months, and (ii) the Plan Administrator, based on medical evidence, has expressly determined that a disability exists.

**9. Exercise Following Retirement.** If the Optionee's service with the Corporation terminates by reason of retirement (as defined below) the Option (to the extent it has not previously been exercised and is then exercisable) may be exercised within ninety (90) days after the date of the Optionee's retirement. For purposes hereof, "**retirement**" shall mean the voluntary cessation of employment by an individual upon the attainment of age sixty-five (65) and the completion of not less than twenty (20) years of service with the Corporation or a Subsidiary.

**10. Vesting and Exercise Following Change of Control.** Notwithstanding any other provision to the contrary contained herein, subject to the provisions of Section 7 of the Plan, if within one (1) year following a Change in Control (as defined below) the Optionee (i) is terminated without Cause (as defined below, and not on account of the Optionee's death or disability) or (ii) terminates employment as a result of a Constructive Termination (as defined below) that occurs with respect to the Optionee, then any outstanding Options shall automatically become fully vested and exercisable as of the date of the Optionee's termination of employment, whether or not then otherwise exercisable, without any further action on the part of the Board of Directors of the Corporation (the "**Board**"), the stockholders or any committee established by the Board to administer the Plan.

For purposes hereof, a "**Change in Control**" shall mean (i) a merger or consolidation in which the stockholders of the Corporation immediately prior to such merger or consolidation do not hold, immediately after such merger or consolidation, more than 50% of the combined voting power of the surviving or acquiring entity (or parent corporation thereof), or (ii) the sale of substantially all of the assets of the Corporation or assets representing over 50% of the operating revenues of the Corporation, or (iii) any person shall become the beneficial owner of over 50% of the Corporation's outstanding Stock or the combined voting power of the Corporation's then outstanding voting securities entitled to vote generally, or become a controlling person as defined in Rule 405 promulgated under the Securities Act.

For purposes hereof, "**Constructive Termination**" shall mean the Optionee's voluntary termination within one (1) year of the Optionee's knowledge of the occurrence of (i) a reduction in the Optionee's base salary after a Change in Control from that in effect immediately prior to the Change in Control, or (ii) a material or substantial reduction or change in job duties, responsibilities, and requirements after a Change in Control from the Optionee's duties, responsibilities, and requirements immediately prior to the Change in Control. A termination shall not be treated as a Constructive Termination if the Optionee shall have specifically consented in writing to the occurrence of the event giving rise to the claim of Constructive Termination.

For purposes hereof, "**Cause**" shall mean that the Optionee (i) has been negligent in the discharge of his or her duties to the Corporation, its Subsidiaries or any affiliate of the Corporation or its Subsidiaries (the "Semtech Group"), has refused to perform stated or assigned duties or is incompetent in or (other than by reason of disability or analogous condition) incapable of performing those duties, (ii) has been dishonest or committed or engaged in an act of theft, embezzlement or fraud, a breach of confidentiality, an unauthorized disclosure or use of inside information, customer lists, trade secrets or other confidential information; has breached a fiduciary duty, or willfully and materially violated any other duty, law, rule, regulation or policy of the Semtech Group; or has been convicted of a felony or misdemeanor (other than minor traffic violations or similar offenses), (iii) has materially breached any of the provisions of any agreement with the Semtech Group, or (iv) has engaged in unfair competition with, or otherwise acted intentionally in a manner injurious to the reputation, business or assets of, the Semtech Group; has improperly induced a vendor or customer to break or terminate any contract with the Semtech Group; or has induced a principal for whom the Semtech Group acts as agent to terminate such agency relationship.

**11. Non-Transferability.** The Option and any other rights of the Optionee under this Award Certificate or the Plan are non-transferable and exercisable only by the Optionee, except as set forth in Section 5.7 of the Plan. Except as otherwise provided herein or in the Plan, any attempted sale, transfer, anticipation, alienation, assignment, pledge, encumbrance or charge, whether voluntary or involuntary, with respect to all or any part of the Option or any right thereunder, shall be null and void and, at the Corporation's option, shall cause all of the Optionee's rights under this Award Certificate and the Plan to terminate.

**12. Effect of Exercise.** Upon exercise of all or any part of the Option, the number of shares of Stock subject to the Option under this Award Certificate shall be reduced by the number of shares with respect to which such exercise is made.

**13. Exercise of Option.** The Option may be exercised by (a) delivering to the Corporation a written notice of exercise in substantially the form prescribed from time to time by the Plan Administrator or completing such other notice procedure as the Plan Administration from time to time may require, and (b) delivering to the Corporation the full payment of the option price for each share of Stock purchased under the Option. Any notice of exercise shall specify the number of shares of Stock with respect to which the Option is exercised and shall be signed (or otherwise authorized in accordance with the exercise procedures then in effect) by the person exercising the Option. If the Option is exercised by a person other than the Optionee, such notice shall be accompanied by proof, satisfactory to the Corporation, of such person's right to exercise the Option. The Option price shall be payable (a) in U.S.

dollars in cash (by check), (b) by delivery of shares of stock registered in the name of the Optionee having a fair market value at the time of exercise equal to the amount of the purchase price, (c) any combination of the payment of cash and the delivery of stock, or (d) as otherwise approved by the Plan Administrator in its sole and absolute discretion. The Optionee acknowledges that the Plan Administrator may use a broker or other third party to facilitate its stock option recordkeeping and exercises and agrees to comply with any administrative rules and procedures regarding stock option exercises as may be in place from time to time. The Optionee acknowledges and agrees that the Corporation may require that any Stock purchased under the Option be deposited in a brokerage account (in the name of the Optionee) with a broker designated by the Corporation, and the Optionee agrees to take such reasonable steps as the Corporation may require to open and maintain such an account.

**14. Withholding Taxes.** If the Optionee is an employee or former employee of the Corporation when all or part of the Option is exercised, the Corporation may require the Optionee to deliver payment of any withholding taxes (in addition to the option price) in cash with respect to the difference between the Option price and the fair market value of the Stock acquired upon exercise.

**15. Issuance of Shares.** Subject to the foregoing conditions, the Corporation, as soon as reasonably practicable after receipt of a proper notice of exercise and without transfer or issue tax or other incidental expense to the person exercising the Option, shall deliver to such person at the principal office of the Corporation, or such other location as may be acceptable to the Corporation and such person, one or more certificates for the shares of Stock with respect to which the Option is exercised. Such shares shall be fully paid and nonassessable and shall be issued in the name of such person. However, at the request of the Optionee, such shares may be issued in the names of the Optionee and his or her spouse as (a) joint tenants with right of survivorship, (b) community property, or (c) tenants in common without right of survivorship.

**16. Rights as a Stockholder.** Subject to Section 8.7 of the Plan, neither the Optionee nor any other person entitled to exercise the Option shall have any rights as a stockholder of the Corporation with respect to the stock subject to the Option until a certificate for such shares has been issued to him or her upon exercise of the Option.

**17. Notices.** Any notice to the Company contemplated by this Award Certificate shall be in writing and addressed to it in care of its President; and any notice to the Optionee shall be addressed to him or her at the address on file with the Corporation on the date hereof or at such other address as he or she may hereafter designate in writing.

**18. Not a Contract of Employment.** Nothing in this Award Certificate gives the Optionee the right to remain in the employ of the Corporation or any Subsidiary or to affect the absolute and unqualified right of the Corporation and any of its subsidiaries to terminate Optionee's employment at any time for any reason or no reason and with or without cause or prior notice. Except to the extent explicitly provided otherwise in a then effective written employment contract executed by Optionee and the Corporation, Optionee is an at will employee whose employment may be terminated without liability at any time for any reason. By accepting this Award, Optionee acknowledges and agrees that (a) a person whose employment is terminated before full vesting of an award, such as the one granted by this Award Certificate, could attempt to argue that he or she was terminated to preclude vesting of the award, (b) that Optionee agrees never to make such a claim, and (c) in any event, Optionee has no right to pro-rated vesting with respect to the Award if his or her employment terminates before any applicable vesting date with respect to the Award (regardless of the portion of the vesting period the Optionee was actually employed by the Corporation and/or any of its Subsidiaries).

**19. Entire Agreement.** This Award Certificate, together with the Plan, constitutes the entire understanding between the Corporation and the Optionee with regard to the subject matter of this Award Certificate. They supersede any other agreements, representations or understandings (whether oral or written and whether express or implied) which relate to the subject matter of this Award Certificate.

**20. Severability.** In the event that any provision or portion of this Award Certificate shall be determined to be invalid or unenforceable for any reason, in whole or in part, in any jurisdiction, the remaining provisions of this Award Certificate shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law in such jurisdiction, and such invalidity or unenforceability shall have no effect in any other jurisdiction.

**21. Waiver.** The waiver of any breach of any duty, term or condition of this Award Certificate shall not be deemed to constitute a waiver of any preceding or succeeding breach of the same or of any other duty, term or condition of this Award Certificate.

**22. Interpretation.** The interpretation, construction, performance and enforcement of the terms and conditions of this Award Certificate and the Plan shall lie within the sole discretion of the Plan Administrator, and the Plan Administrator's determinations shall be conclusive and binding on all interested persons.

**23. Choice of Law; Binding Arbitration.** This Award Certificate shall be governed by and construed in accordance with the internal substantive laws (not the law of choice of laws) of the State of California. Any dispute or disagreement regarding the Optionee's rights under this Award Certificate shall be settled solely by binding arbitration in accordance with the applicable rules of the American Arbitration Association.

**SEMTECH CORPORATION,**  
a Delaware corporation

By: \_\_\_\_\_  
[Name]



**SEMTECH CORPORATION**  
**2013 LONG-TERM EQUITY INCENTIVE PLAN**  
**RESTRICTED STOCK UNIT AWARD CERTIFICATE**

**THIS AWARD** is made this [Grant Date] (the “Award Date”) by Semtech Corporation, a Delaware corporation (the “Corporation”), to [Legal Name] (the “Participant”).

**RECITALS**

A. The Corporation has established the Corporation’s 2013 Long-Term Equity Incentive Plan (the “Plan”) in order to provide eligible persons of the Corporation with an opportunity to acquire shares of the Corporation’s common stock, par value \$0.01 per share (the “Common Stock”).

B. The Plan Administrator has determined that it would be in the best interests of the Corporation and its stockholders to grant the restricted stock unit award (the “Award”) described in this Award Certificate to the Participant as compensation, as an inducement to remain in the service of the Corporation, and as an incentive for increasing efforts during such service.

**NOW, THEREFORE**, this Award is made on the following terms and conditions:

1. Definitions and Incorporation. Capitalized terms used in this Award Certificate and not otherwise defined herein shall have the meanings given to such terms in the Plan. The Plan is hereby incorporated in and made a part of this Award Certificate as if fully set forth herein.

2. Award of Stock Units. Pursuant to the Plan, the Corporation hereby awards to the Participant as of the date hereof an Award with respect to [Amount] restricted stock units (subject to adjustment in accordance with Section 7 of the Plan) (the “Stock Units”), which Stock Units are restricted and subject to forfeiture on the terms and conditions hereinafter set forth. As used herein, the term “Stock Unit” shall mean a non-voting unit of measurement which is deemed solely for purposes of calculating the amount of payment under the Plan and this Award Certificate to be equivalent to one outstanding share of the Common Stock (subject to adjustment in accordance with Section 7 of the Plan). The Stock Units shall be used solely as a device for the determination of the payment to eventually be paid to the Participant if such Stock Units vest pursuant to Section 4 hereof. The Stock Units shall not be treated as property or as a trust fund of any kind. The Participant acknowledges that the Plan Administrator may use a broker or other third party to facilitate its restricted stock unit award recordkeeping and agrees to comply with any administrative rules and procedures regarding restricted stock unit awards as may be in place from time to time. The Participant acknowledges and agrees that the Corporation may require that any Common Stock received under the Award be deposited in a brokerage account (in the name of the Participant) with a broker designated by the Corporation, and the Participant agrees to take such reasonable steps as the Corporation may require to open and maintain such an account.

3. Rights as a Shareholder; Dividends and Voting.

(a) Limitations on Rights Associated with Units. The Participant shall have no rights as a shareholder of the Corporation, no dividend rights (except as expressly provided in Section 3(b) below with respect to dividend equivalent rights) and no voting rights, with respect to the Stock Units and any shares of Common Stock underlying such Stock Units.

(b) Dividend Equivalent Rights Distributions. In the event that the Corporation pays an ordinary cash dividend on its Common Stock and the related dividend payment record date occurs at any time after the Award Date and before all of the Stock Units subject to the Award have either been paid pursuant to Section 5 or terminated pursuant to Section 4, the Corporation shall credit the Participant as of such record date with an additional number of Stock Units equal to (i) the per-share cash dividend paid by the Corporation on its Common Stock with respect to such record date, multiplied by (ii) the total number of outstanding and unpaid Stock Units (including any dividend equivalents previously credited hereunder) (with such total number adjusted pursuant to Section 7 of the Plan and/or Section 9 hereof) subject to the Award as of such record date, divided by (iii) the fair market value of a share of Common Stock (as determined under the Plan) on such record date. Any Stock Units credited pursuant to the foregoing provisions of this Section 3(b) shall be subject to the same vesting, payment and other terms, conditions and restrictions as the original Stock Units to which they relate. No crediting of Stock Units shall be made pursuant to this Section 3(b) with respect to any Stock Units which, as of such record date, have either been paid pursuant to Section 5 or terminated pursuant to Section 4.

4. Vesting; Termination of Employment.

(a) Vesting in General. Subject to Sections 4(b) and (c) below, the Award shall vest and become nonforfeitable with respect to [twenty-five percent (25%) or thirty-three point three percent (33.3%)] of the total number of Stock Units (subject to adjustment under Section 7 of the Plan) on each of the [first, second, third and fourth or first, second and third] anniversaries of the Award Date. The Participant has no right to pro-rated vesting with respect to the Award if his or her services to the Corporation or one of its Subsidiaries terminates before any applicable vesting date with respect to the Award (regardless of the portion of the vesting period the Participant was in service to the Corporation and/or any of its Subsidiaries).

(b) Termination Following Change in Control. Notwithstanding any other provision to the contrary contained herein and subject to the provisions of Section 7 of the Plan, in the event the Participant's employment is terminated by the Corporation without Cause (and not on account of the Participant's death or disability), or in the event of a Constructive Termination of the Participant, in each case within twelve (12) months following a Change in Control, 100% of the total Stock Units shall be vested on the Termination Date (as defined in Section 4(c) below).

For purposes hereof, "**Cause**" shall mean that the Participant (i) has been negligent in the discharge of his or her duties to the Corporation or any of its Subsidiaries, has refused to perform stated or assigned duties or is incompetent in or (other than by reason of disability or analogous condition) incapable of performing those duties, (ii) has been dishonest or committed or engaged in an act of theft, embezzlement or fraud, a breach of confidentiality, an unauthorized disclosure or use of inside information, customer lists, trade secrets or other confidential information; has breached a fiduciary duty, or willfully and materially violated any other duty, law, rule, regulation or policy of the Corporation, any of its Subsidiaries or any affiliate of the Corporation or any of its Subsidiaries; or has been convicted of a felony or misdemeanor (other than minor traffic violations or similar offenses), (iii) has materially breached any of the provisions of any agreement with the Corporation, any of its Subsidiaries or any affiliate of the Corporation or any of its Subsidiaries, or (iv) has engaged in unfair competition with, or otherwise acted intentionally in a manner injurious to the reputation, business or assets of, the Corporation, any of its Subsidiaries or any affiliate of the Corporation or any of its Subsidiaries; has improperly induced a vendor or customer to break or terminate any contract with the Corporation, any of its Subsidiaries or any affiliate of the Corporation or any of its Subsidiaries; or has induced a principal for whom the Corporation, any of its Subsidiaries or any affiliate of the Corporation or any of its Subsidiaries acts as agent to terminate such agency relationship.

For purposes hereof, a "**Change in Control**" shall mean (i) a merger or consolidation in which the stockholders of the Corporation immediately prior to such merger or consolidation do not hold, immediately after such merger or consolidation, more than 50% of the combined voting power of the surviving or acquiring entity (or parent corporation thereof), (ii) the sale of substantially all of the assets of the Corporation or assets representing over 50% of the operating revenues of the Corporation, or (iii) any person shall become the beneficial owner of over 50% of the Corporation's outstanding Stock or the combined voting power of the Corporation's then outstanding voting securities entitled to vote generally, or become a controlling person as defined in Rule 405 promulgated under the Securities Act.

For purposes hereof, "**Constructive Termination**" shall mean the Participant's voluntary termination within one (1) year of the Participant's knowledge of the occurrence of (i) a reduction in the Participant's base salary after a Change in Control from the Participant's base salary in effect immediately prior to the Change in Control, or (ii) a material or substantial reduction or change in job duties, responsibilities, and requirements after a Change in Control from the Participant's duties, responsibilities, and requirements immediately prior to the Change in Control. A termination shall not be treated as a Constructive Termination if the Participant shall have specifically consented in writing to the occurrence of the event giving rise to the claim of Constructive Termination.

(c) Effect of Termination of Employment. Subject to Section 4(b), if the service of the Participant with the Corporation or a Subsidiary is terminated for any reason, then the Stock Units (and related dividends) which have not vested as of the date of the Participant's termination of service (the "**Termination Date**") shall terminate. If any unvested Stock Units are terminated hereunder, such Stock Units shall automatically terminate and be cancelled as of the applicable termination date without payment of any consideration by the Corporation and without any other action by the Participant, or the Participant's beneficiary or personal representative, as the case may be.

5. Timing and Manner of Payment of Stock Units. On or as soon as practicable following (and in all events within thirty (30) days after) the vesting of any portion of the Award pursuant to Section 4, the Corporation shall deliver to the Participant a number of shares of Common Stock equal to the number of Stock Units subject to the Award that vested on that particular vesting date; provided, however, that the Corporation reserves the right to settle any Stock Units credited as dividend equivalents pursuant to Section 3(b) by cash payment. In the event of such a cash payment, the cash payable with respect to a Stock Unit shall equal the fair market value of a share of Common Stock (such fair market value determined under the Plan) as of the vesting date of that Stock Unit. The Corporation's obligation to deliver shares of Common Stock or otherwise make payment with respect to vested Stock Units is subject to the condition precedent that the Participant or other person entitled under the Plan to receive any shares with respect to the vested Stock Units deliver to the Corporation any representations or other documents or assurances required pursuant to Section 8.1 of the Plan. The Participant shall have no further rights with respect to any Stock Units that are paid pursuant to this Section 5 or that

terminate pursuant to Section 4(c).

6. Non-Transferability of Award. This Award is personal and, prior to the time they have become vested pursuant to Section 4 hereof or Section 7 of the Plan, neither the Stock Units nor any rights hereunder may be transferred, assigned, pledged or hypothecated by the Participant in any way (whether by operation of law or otherwise), other than by will or the laws of descent and distribution, nor shall any such rights be subject to execution, attachment or similar process; provided, however, that such restrictions shall not apply to transfers to the Corporation. Except as otherwise provided herein, any attempted alienation, assignment, pledge, hypothecation, attachment, execution or similar process, whether voluntary or involuntary, with respect to all or any part of the Participant's unvested rights under this Award, shall be null and void.

7. Not a Contract of Employment. Nothing in this Award Certificate gives the Participant the right to remain in the employ of or other service to the Corporation or any Subsidiary or to affect the absolute and unqualified right of the Corporation and any of its Subsidiaries to terminate the Participant's employment or other service at any time for any reason or no reason and with or without Cause or prior notice. Except to the extent explicitly provided otherwise in a then effective written employment contract executed by the Participant and the Corporation, the Participant is an at will employee whose employment may be terminated without liability at any time for any reason. By accepting this Award, the Participant acknowledges and agrees that (a) any person who is terminated before full vesting of an award, such as the one granted to the Participant by this Award Certificate, could attempt to argue that he or she was terminated to preclude vesting, (b) the Participant promises never to make such a claim, and (c) in any event, the Participant has no right to pro-rated vesting with respect to the Award if his or her employment or other service terminates before any applicable vesting date with respect to the Award (regardless of the portion of the vesting period the Participant was actually employed by the Corporation and/or any of its Subsidiaries).

8. Tax Consequences.

(a) Tax Consultation. The Participant may suffer adverse tax consequences as a result of his or her acquisition or disposition of the Stock Units. The Participant will be solely responsible for satisfaction of any taxes that may arise (including taxes arising under Section 409A of the Code) with respect to the Award. The Corporation shall not have any obligation whatsoever to pay such taxes. The Corporation has not and will not provide any tax advice to the Participant. The Participant should consult with his or her own personal tax advisors to the extent he or she deems advisable in connection with the acquisition or disposition of the Stock Units.

(b) Withholding. Upon any distribution of shares of Common Stock in respect of the Stock Units, the Corporation shall automatically reduce the number of shares to be delivered by (or otherwise reacquire) the appropriate number of whole shares, valued at their then fair market value (with the "fair market value" of such shares determined in accordance with the applicable provisions of the Plan), to satisfy any withholding obligations of the Corporation or its Subsidiaries with respect to such distribution of shares at the minimum applicable withholding rates. In the event that the Corporation cannot legally satisfy such withholding obligations by such reduction of shares, or in the event of a cash payment or any other withholding event in respect of the Stock Units, the Corporation (or a Subsidiary) shall be entitled to require a cash payment by or on behalf of the Participant and/or to deduct from other compensation payable to the Participant any sums required by federal, state or local tax law to be withheld with respect to such distribution or payment.

9. Adjustments Upon Specified Events. Upon the occurrence of certain events relating to the Corporation's stock contemplated by Section 7 of the Plan, the Plan Administrator shall make adjustments in accordance with such section in the number of Stock Units then outstanding and the number and kind of securities that may be issued in respect of the Award. No such adjustment shall be made with respect to any ordinary cash dividend for which dividend equivalents are credited pursuant to Section 3(b).

10. Severability. In the event that any provision or portion of this Award Certificate shall be determined to be invalid or unenforceable for any reason, in whole or in part, in any jurisdiction, the remaining provisions of this Award Certificate shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law in such jurisdiction, and such invalidity or unenforceability shall have no effect in any other jurisdiction.

11. Binding Effect. This Award Certificate shall extend to, be binding upon and inure to the benefit of the Participant and the Participant's legal representatives, heirs, successors and assigns (subject, however, to the limitations set forth in Section 6 with respect to the transfer of this Award Certificate or any rights hereunder or of the Stock Units), and upon the Corporation and its successors and assigns, regardless of any change in the business structure of the Corporation, be it through spin-off, merger, sale of stock, sale of assets or any other transaction.

12. Notices. Any notice to the Corporation contemplated by this Award Certificate shall be in writing and addressed to it in care of its President; and any notice to the Participant shall be addressed to him or her at the address on file with the Corporation on the date hereof or at such other address as he or she may hereafter designate in writing.

13. Entire Agreement. This Award Certificate, together with the Plan, constitutes the entire understanding between the Corporation and the Participant with regard to the subject matter of this Award Certificate. They supersede any other agreements, representations or understandings (whether oral or written and whether express or implied) which relate to the subject matter of this Award Certificate.

14. Waiver. The waiver of any breach of any duty, term or condition of this Award Certificate shall not be deemed to constitute a waiver of any preceding or succeeding breach of the same or of any other duty, term or condition of this Award Certificate.

15. Interpretation. The interpretation, construction, performance and enforcement of the terms and conditions of this Award Certificate and the Plan shall lie within the sole discretion of the Plan Administrator, and the Plan Administrator's determinations shall be conclusive and binding on all interested persons.

16. Choice of Law; Arbitration. This Award Certificate shall be governed by, and construed in accordance with, the laws of the State of California (disregarding any choice-of-law provisions). Any dispute or disagreement regarding the Participant's rights under this Award Certificate shall be settled solely by binding arbitration in accordance with applicable rules of the American Arbitration Association.

17. Construction. It is intended that the terms of the Award will not result in the imposition of any tax liability pursuant to Section 409A of the Code. This Award Certificate shall be construed and interpreted consistent with that intent.

**SEMTECH CORPORATION,**  
a Delaware corporation

By: \_\_\_\_\_  
[Name]

**SEMTECH CORPORATION**  
**EXECUTIVE STOCK OWNERSHIP GUIDELINES**

Consistent with an emphasis on higher standards of corporate governance, the Compensation Committee of the Board of Directors (the “Committee”) of Semtech Corporation, a Delaware corporation (the “Company”), believes that the investment community values stock ownership by officers and that, by holding an equity position in the Company, officers demonstrate their commitment to and belief in the long-term profitability of the Company. Accordingly, the Committee believes that ownership of Company stock by officers should be encouraged.

**Covered Individuals**

These Executive Stock Ownership Guidelines (these “Guidelines”) apply to the Company’s officers who: (a) are subject to Section 16 of the Securities Exchange Act of 1934 (each, an “Executive Officer”) and (b) was an Executive Officer as of August 13, 2014. These Guidelines do not apply to any Executive Officer whose employment with the Company commenced after August 13, 2014.

**Chief Executive Officer Target Ownership**

The Chief Executive Officer should seek to acquire and maintain a level of ownership of Company common stock that has a fair market value equal to five times the Chief Executive Officer’s annualized base salary level. The Chief Executive Officer should work toward achieving this level of ownership with the objective of meeting the Guidelines within five years of becoming subject to these Guidelines. Once the Chief Executive Officer has achieved the target level of stock ownership, the Chief Executive Officer should maintain at least that level of ownership for the duration of his or her tenure with the Company.

**Executive Officer Target Ownership**

Each Executive Officer other than the Chief Executive Officer should seek to acquire and maintain a level of ownership of Company common stock that has a fair market value equal to two times the executive’s annualized base salary level. Each such Executive Officer should work toward achieving this level of ownership with the objective of meeting the Guidelines within five years of becoming subject to these Guidelines. Once the Executive Officer has achieved the target level of stock ownership, the Executive Officer should maintain at least that level of ownership for the duration of his or her tenure with the Company.

**Implementation**

For purposes of determining whether the above ownership target is satisfied, the following sources of stock ownership will be included:

- shares of Company common stock purchased by an Executive Officer on the open market or acquired and held upon exercise of stock options and/or after the vesting of any Company restricted stock or similar awards;
- shares of Company common stock owned directly by the spouse or minor children of an Executive Officer, if the spouse or minor children reside with the Executive Officer;
- restricted shares of Company common stock granted to an Executive Officer by the Company, whether or not vested;
- stock units granted by the Company, whether or not vested and whether or not payable in stock or cash of equivalent value; and
- shares of Company common stock held in a trust established for estate and/or tax planning purposes that is revocable by an Executive Officer and/or the spouse of an Executive Officer.

For purposes of determining whether the ownership target is satisfied, shares underlying any unexercised outstanding option, whether or not vested, will not be included.

**Other Important Information**

Executive Officers are also subject to applicable federal and state laws and Company policy restricting trading on material non-public or “inside” information. These laws and rules may also limit the ability of an Executive Officer to buy or sell shares from time to time. Affiliates of the Company may also be subject to reporting obligations and potential matching liability under Section 16 of the Securities Exchange Act of 1934. Any resales of Company shares by an affiliate must typically be made in accordance with the

volume, manner of sale, notice and other requirements of SEC Rule 144. Compliance with these Guidelines is in addition to, not in lieu of, compliance with any other applicable laws or Company policies.

**1 of 1**

**Adopted by the Compensation Committee August 13, 2014**

**Subsidiaries of Semtech Corporation**

- Semtech Corpus Christi Corporation (Texas)
  - Semtech New York Corporation (Delaware)
  - Semtech San Diego Corporation (California)
  - Sierra Monolithics, Inc. (California)
  - Semtech Canada Corporation (Nova Scotia, Canada)
  - Semtech Semiconductor (Chengdu) Co. Ltd. (China)
  - Semtech Semiconductor (Shanghai) Co. Ltd. (China)
  - Semtech Semiconductor (Shenzhen) Company Limited (China)
  - Cycleo SAS (France)
  - Semtech France SARL (France)
  - Semtech Holdings France SAS (France)
  - Semtech Germany GmbH (Germany)
  - Semtech Semiconductor Holdings Limited (Hong Kong)
  - Semtech Advanced Systems India Private Limited (India)
  - Semtech Japan Kabushiki Kaisha (Japan)
  - Semtech Semiconductor (Malaysia) Sdn Bhd (Malaysia)
  - Semtech Corpus Christi S.A. de CV (Mexico)
  - Snowbush Mexico S.A.P.I. de C.V. – 99.9% (Mexico)
  - Semtech Netherlands BV (Netherlands)
  - Semtech (International) AG (Switzerland)
  - Semtech Neuchatel SARL (Switzerland)
  - Semtech Switzerland GmbH (Switzerland)
  - Gennum UK Limited (United Kingdom)
  - Nanotech Semiconductor Limited (United Kingdom)
  - Semtech EMEA Limited (United Kingdom)
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- Semtech Limited (United Kingdom)
- Semtech Europe Limited (United Kingdom)
- Semtech EV, Inc.
- Triune Systems, L.L.C.
- Triune IP, LLC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

- Registration Statement (Form S-8 No. 333-80319) pertaining to the Long-Term Stock Incentive Plan of Semtech Corporation;
- Registration Statement (Form S-8 No. 333-50448) pertaining to the Non-Director and Non-Executive Officer Long-Term Stock Incentive Plan of Semtech Corporation;
- Registration Statement (Form S-8 No. 333-60396) pertaining to the Non-Director and Non-Executive Officer Long-Term Stock Incentive Plan of Semtech Corporation with respect to the registration of 4,000,000 shares of the Semtech Corporation's common stock (3,048,342 of which shares were subsequently deregistered pursuant to Post-Effective Amendment No. 1 to Form S-8 filed August 11, 2008);
- Registration Statement (Form S-8 No. 333-60396) pertaining to Semtech Corporation's Non-Qualified Stock Option Grants made to certain executive officers;
- Registration Statement (Form S-8 No. 333-118804) pertaining to the Long-Term Stock Incentive Plan of Semtech Corporation with respect to the registration of 4,902,200 shares of the Semtech Corporation's common stock (645,195 of which shares were subsequently deregistered pursuant to Post-Effective Amendment No. 1 to Form S-8 filed August 11, 2008);
- Registration Statement (Form S-8 No. 333-152939) pertaining to the 2008 Long-Term Equity Incentive Plan of Semtech Corporation;
- Registration Statement (Form S-8 No. 333-163780) pertaining to the 2009 Long-Term Equity Inducement Plan of Semtech Corporation, the 2000 SMI Assumed Plan of Semtech Corporation, and the 2007 SMI Assumed Plan of Semtech Corporation; and
- Registration Statement (Form S-8 No. 333-192703) pertaining to the 2013 Long-Term Equity Incentive Plan of Semtech Corporation.

of our reports dated March 31, 2016, with respect to the consolidated financial statements and financial statement schedule of Semtech Corporation and the effectiveness of internal control over financial reporting of Semtech Corporation included in this Annual Report (Form 10-K) of Semtech Corporation for the year ended January 31, 2016.

/s/ Ernst & Young LLP

Los Angeles, California

March 31, 2016

## CERTIFICATION

I, Mohan R. Maheswaran, certify that:

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

Date: March 31, 2016

/s/ Mohan R. Maheswaran

Mohan R. Maheswaran

President and Chief Executive Officer

## CERTIFICATION

I, Emeka N. Chukwu, certify that:

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

Date: March 31, 2016

/s/ Emeka N. Chukwu

Emeka N. Chukwu

Executive Vice President and Chief Financial Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Semtech Corporation (the "Company") on Form 10-K for the fiscal year ended January 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mohan R. Maheswaran, Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: March 31, 2016

/s/ Mohan R. Maheswaran

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Mohan R. Maheswaran

President and Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Semtech Corporation and will be retained by Semtech Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

The information contained in this Exhibit 32.1 is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Exhibit 32.1 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference to this Exhibit 32.1 in such filing.

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Semtech Corporation (the "Company") on Form 10-K for the fiscal year ended January 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Emeka N. Chukwu, Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: March 31, 2016

/s/ Emeka N. Chukwu

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Emeka N. Chukwu

Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Semtech Corporation and will be retained by Semtech Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

The information contained in this Exhibit 32.2 is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Exhibit 32.2 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference to this Exhibit 32.2 in such filing.

