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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 26, 2011

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 1-34192



MAXIM INTEGRATED PRODUCTS, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or Organization)

94-2896096
(I.R.S. Employer I. D. No.)

**120 San Gabriel Drive
Sunnyvale, California 94086**
(Address of Principal Executive Offices including Zip Code)

(408) 737-7600
(Registrant's Telephone Number, Including Area Code)

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

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). (Check one):
YES [] NO [x]

As of April 22, 2011 there were 295,367,676 shares of Common Stock, par value \$.001 per share, of the registrant outstanding.

MAXIM INTEGRATED PRODUCTS, INC.
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Part I. FINANCIAL INFORMATION**Item 1. Financial Statements (Unaudited)**

MAXIM INTEGRATED PRODUCTS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

| | March 26, 2011 | June 26, 2010 |
|---|-------------------|------------------|
| | (in thousands) | |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 868,923 | \$ 826,512 |
| Short-term investments | 49,924 | — |
| Total cash, cash equivalents and short-term investments | 918,847 | 826,512 |
| Accounts receivable, net | 304,591 | 339,322 |
| Inventories | 234,933 | 206,040 |
| Deferred tax assets | 128,371 | 217,017 |
| Income tax refund receivable | 416 | 83,813 |
| Other current assets | 89,435 | 33,909 |
| Total current assets | 1,676,593 | 1,706,613 |
| Property, plant and equipment, net | 1,286,061 | 1,324,436 |
| Intangible assets, net | 216,439 | 194,728 |
| Goodwill | 247,526 | 226,223 |
| Other assets | 25,798 | 30,325 |
| TOTAL ASSETS | \$ 3,452,417 | \$ 3,482,325 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 107,444 | \$ 107,797 |
| Income taxes payable | 5,363 | 13,053 |
| Accrued salary and related expenses | 201,791 | 175,858 |
| Accrued expenses | 40,984 | 37,030 |
| Deferred income on shipments to distributors | 35,571 | 25,779 |
| Accrual for litigation settlement | — | 173,000 |
| Total current liabilities | 391,153 | 532,517 |
| Long term debt | 300,000 | 300,000 |
| Income taxes payable | 92,110 | 132,400 |
| Deferred tax liabilities | 180,442 | 136,524 |
| Other liabilities | 23,672 | 27,926 |
| Total liabilities | 987,377 | 1,129,367 |
| Commitments and contingencies (Note 11) | | |
| Stockholders' equity: | | |
| Common stock and capital in excess of par value | 5,865 | 301 |
| Retained earnings | 2,473,271 | 2,364,598 |
| Accumulated other comprehensive loss | (14,096) | (11,941) |
| Total stockholders' equity | 2,465,040 | 2,352,958 |
| TOTAL LIABILITIES & STOCKHOLDERS' EQUITY | \$ 3,452,417 | \$ 3,482,325 |

See accompanying Notes to Condensed Consolidated Financial Statements.

MAXIM INTEGRATED PRODUCTS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--|---------------------------|---------------------------|---------------------------|
| | March 26, 2011 | March 27, 2010 | March 26, 2011 | March 27, 2010 |
| | (Amounts in thousands, except per share data) | | | |
| Net revenues | \$ 606,775 | \$ 508,880 | \$ 1,845,850 | \$ 1,431,641 |
| Cost of goods sold (1) | 234,125 | 200,177 | 706,711 | 579,523 |
| Gross margin | 372,650 | 308,703 | 1,139,139 | 852,118 |
| Operating expenses: | | | | |
| Research and development (1) | 130,955 | 116,750 | 388,735 | 351,110 |
| Selling, general and administrative (1) | 73,617 | 61,494 | 217,957 | 174,802 |
| Intangible asset amortization | 4,092 | 1,799 | 14,552 | 5,489 |
| Impairment of long-lived assets | — | — | — | 8,291 |
| Severance and restructuring expenses | 16 | (625) | 1,670 | (123) |
| Other operating (income) expenses, net | (25) | 177,546 | 21,108 | 161,582 |
| Total operating expenses | 208,655 | 356,964 | 644,022 | 701,151 |
| Operating income (loss) | 163,995 | (48,261) | 495,117 | 150,967 |
| Interest and other (expense) income, net | (1,570) | 644 | (9,346) | 6,175 |
| Income (loss) before provision for income taxes | 162,425 | (47,617) | 485,771 | 157,142 |
| Provision (benefit) for income taxes | 26,149 | (13,714) | 122,355 | 90,458 |
| Net income (loss) | \$ 136,276 | \$ (33,903) | \$ 363,416 | \$ 66,684 |
| Earnings (loss) per share: | | | | |
| Basic | \$ 0.46 | \$ (0.11) | \$ 1.22 | \$ 0.22 |
| Diluted | \$ 0.45 | \$ (0.11) | \$ 1.20 | \$ 0.21 |
| Shares used in the calculation of earnings per share: | | | | |
| Basic | 296,511 | 304,518 | 297,090 | 305,375 |
| Diluted | 304,515 | 304,518 | 302,381 | 310,702 |
| Dividends paid per share | \$ 0.21 | \$ 0.20 | \$ 0.63 | \$ 0.60 |
| (1) Includes stock-based compensation charges as follows: | | | | |
| Cost of goods sold | \$ 3,336 | \$ 1,071 | \$ 10,979 | \$ 11,797 |
| Research and development | \$ 11,743 | \$ 8,691 | \$ 41,764 | \$ 40,082 |
| Selling, general and administrative | \$ 6,149 | \$ 5,517 | \$ 20,146 | \$ 16,798 |

See accompanying Notes to Condensed Consolidated Financial Statements.

MAXIM INTEGRATED PRODUCTS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| | Nine Months Ended | |
|---|--------------------|-------------------|
| | March 26, 2011 | March 27, 2010 |
| | (in thousands) | |
| Cash flows from operating activities: | | |
| Net income | \$ 363,416 | \$ 66,684 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Stock-based compensation | 72,889 | 68,677 |
| Depreciation and amortization | 155,046 | 117,138 |
| Deferred taxes | 119,600 | (27,528) |
| Tax benefit (shortfall) related to stock-based compensation plans | 27,735 | (12,183) |
| Excess tax benefit related to stock-based compensation | (8,077) | (5,463) |
| Impairment of long-lived assets | — | 8,291 |
| Loss on sale of property, plant and equipment | 14,743 | 590 |
| Loss from sale of equity investments | — | 149 |
| Changes in assets and liabilities: | | |
| Accounts receivable | 36,297 | (89,572) |
| Inventories | (26,461) | 24,211 |
| Other current assets and income tax refund receivable | 37,224 | (570) |
| Accounts payable | 3,875 | 14,745 |
| Income taxes payable | (47,856) | (26,800) |
| Deferred income on shipments to distributors | 9,792 | 4,345 |
| Accrued liabilities- goodwill payments above settlement date fair value | (164) | (1,164) |
| Accrued liabilities - litigation settlement | (173,000) | 173,000 |
| All other accrued liabilities | 30,121 | 19,403 |
| Net cash provided by operating activities | <u>615,180</u> | <u>333,953</u> |
| Cash flows from investing activities: | | |
| Purchase of property, plant and equipment | (127,190) | (80,234) |
| Proceeds from sale of property, plant, and equipment | 25,329 | 1,180 |
| Acquisitions | (73,107) | (4,000) |
| Purchases of available-for-sale securities | (49,787) | — |
| Proceeds from sales/maturities of available-for-sale securities | — | 100,233 |
| Other | — | (263) |
| Net cash (used in) provided by investing activities | <u>(224,755)</u> | <u>16,916</u> |
| Cash flows from financing activities: | | |
| Excess tax benefit related to stock-based compensation | 8,077 | 5,463 |
| Mortgage liability | (3,237) | (30) |
| Repurchase of options | 12 | (588) |
| Proceeds from derivative litigation settlement | — | 2,460 |
| Repayment of notes payable | (1,422) | — |
| Issuance of common stock | 7,628 | (12,127) |
| Repurchase of common stock | (172,004) | (113,616) |
| Dividends paid | (187,068) | (183,343) |
| Net cash used in financing activities | <u>(348,014)</u> | <u>(301,781)</u> |
| Net increase in cash and cash equivalents | 42,411 | 49,088 |
| Cash and cash equivalents: | | |
| Beginning of period | 826,512 | 709,348 |
| End of period | <u>\$ 868,923</u> | <u>\$ 758,436</u> |
| Supplemental disclosures of cash flow information: | | |
| Cash paid for interest | \$ 5,089 | \$ — |
| Cash (refunded) paid, net during the period for income taxes | <u>\$ (19,847)</u> | <u>\$ 159,484</u> |
| Noncash investing and financing activities: | | |
| Accounts payable related to property, plant, and equipment purchases | <u>\$ 11,511</u> | <u>\$ 10,230</u> |

See accompanying Notes to Condensed Consolidated Financial Statements.

MAXIM INTEGRATED PRODUCTS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

NOTE 1: BASIS OF PRESENTATION

The accompanying unaudited condensed interim consolidated financial statements of Maxim Integrated Products, Inc. and all of its majority-owned subsidiaries (collectively, the "Company" or "Maxim") included herein have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles of the United States of America ("GAAP") have been condensed or omitted pursuant to applicable rules and regulations. In the opinion of management, all adjustments considered necessary for fair presentation have been included. The year-end condensed balance sheet data were derived from audited financial statements but do not include all disclosures required by GAAP. The results of operations for the three and nine months ended March 26, 2011 are not necessarily indicative of the results to be expected for the entire year. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Annual Report on Form 10-K for the fiscal year ended June 26, 2010.

The Company has a 52-to-53-week fiscal year that ends on the last Saturday in June. Accordingly, every fifth or sixth fiscal year will be a 53-week fiscal year. Fiscal year 2011 is a 52-week fiscal year.

NOTE 2: RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In January 2010, the Financial Accounting Standards Board ("FASB") issued amended standards that require additional fair value disclosures. These disclosure requirements are effective in two phases. In the second quarter of fiscal year 2010, the Company adopted the requirements for disclosures about inputs and valuation techniques used to measure fair value as well as disclosures about significant transfers. In the second quarter of fiscal year 2011, the requirement relating to presentation of disaggregated activity within the reconciliation for fair value measurements using significant unobservable inputs (Level 3) were effective. These amended standards do not affect the Company's consolidated statements of operations or balance sheets.

NOTE 3: BALANCE SHEET COMPONENTS

Accounts receivables, net consist of:

| | March 26, 2011 | June 26, 2010 |
|------------------------|-----------------------|----------------------|
| | (in thousands) | |
| Accounts receivable | \$ 325,655 | \$ 359,005 |
| Returns and allowances | (21,064) | (19,683) |
| | <u>\$ 304,591</u> | <u>\$ 339,322</u> |

The components of inventories consist of:

| | March 26, 2011 | June 26, 2010 |
|---------------------|-----------------------|----------------------|
| | (in thousands) | |
| Inventories: | | |
| Raw materials | \$ 19,229 | \$ 16,747 |
| Work-in-process | 162,050 | 140,497 |
| Finished goods | 53,654 | 48,796 |
| | <u>\$ 234,933</u> | <u>\$ 206,040</u> |

Property, plant and equipment, net consist of:

| | March 26, 2011 | June 26, 2010 |
|---|---------------------|---------------------|
| | (in thousands) | |
| Property, plant and equipment: | | |
| Land | \$ 85,368 | \$ 87,237 |
| Buildings and building improvements | 311,844 | 341,734 |
| Machinery and equipment | 1,926,203 | 1,872,349 |
| | <u>2,323,415</u> | <u>2,301,320</u> |
| Less: accumulated depreciation and amortization | (1,037,354) | (976,884) |
| | <u>\$ 1,286,061</u> | <u>\$ 1,324,436</u> |

NOTE 4: FAIR VALUE MEASUREMENTS

The FASB established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Three levels of inputs that may be used to measure fair value are:

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

The Company's Level 1 assets consist of money market funds.

Level 2 - Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

The Company's Level 2 assets and liabilities consist of money market funds, government agency securities and foreign currency forward contracts.

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

Assets and liabilities measured at fair value on a recurring basis were as follows:

| | As of March 26, 2011 | | | | As of June 26, 2010 | | | |
|------------------------------------|----------------------|-----------------|-------------|-----------------------------|---------------------|-----------------|-------------|------------------|
| | Fair Value | | | Total (in thousands) | Fair Value | | | Total |
| | Measurements Using | | | | Measurements Using | | | |
| | Level 1 | Level 2 | Level 3 | | Level 1 | Level 2 | Level 3 | |
| | | | | Balance | | | | Balance |
| | | | | | | | | |
| Assets | | | | | | | | |
| Money market funds (1) | \$751,233 | \$ 3,455 | \$ — | \$754,688 | \$634,358 | \$ 2,997 | \$ — | \$637,355 |
| Government agency Securities (2) | — | 49,924 | — | 49,924 | — | — | — | — |
| Foreign currency forward contracts | — | 436 | — | 436 | — | 18 | — | 18 |
| Total Assets | <u>\$751,233</u> | <u>\$53,815</u> | <u>\$ —</u> | <u>\$805,048</u> | <u>\$634,358</u> | <u>\$ 3,015</u> | <u>\$ —</u> | <u>\$637,373</u> |
| Liabilities | | | | | | | | |
| Foreign currency forward contracts | \$ — | \$ 553 | \$ — | \$ 553 | \$ — | \$ 851 | \$ — | \$ 851 |
| Total Liabilities | <u>\$ —</u> | <u>\$ 553</u> | <u>\$ —</u> | <u>\$ 553</u> | <u>\$ —</u> | <u>\$ 851</u> | <u>\$ —</u> | <u>\$ 851</u> |

(1) Included in Cash and cash equivalents in the accompanying Condensed Consolidated Balance Sheets.

(2) Included in Short-term investments in the accompanying Condensed Consolidated Balance Sheets.

As of March 26, 2011 and June 26, 2010, none of the company's assets and liabilities was measured at fair value on a non-recurring basis.

NOTE 5: FINANCIAL INSTRUMENTS

Short-term investments

Fair value as of March 26, 2011 were as follows:

| | March 26, 2011 | | | |
|--------------------------------------|----------------|-----------------------------|-----------------------------|-------------------------|
| | Cost | Gross Unrealized Gain | Gross Unrealized Loss | Estimated Fair Value |
| | (in thousands) | | | |
| Available-for-sale Investments | | | | |
| Government agency securities | \$ 49,787 | \$ 137 | \$ — | \$ 49,924 |
| Total available-for-sale investments | \$ 49,787 | \$ 137 | \$ — | \$ 49,924 |

In the three and nine months ended March 26, 2011, Maxim did not recognize impairment charges on such investments.

Contractual maturities of investments in available-for-sale debt securities at March 26, 2011 were as follows:

| | March 26, 2011 | |
|------------------|------------------|-------------------------|
| | Cost | Estimated Fair Value |
| | (in thousands) | |
| Due in 1-5 years | \$ 49,787 | \$ 49,924 |
| | <u>\$ 49,787</u> | <u>\$ 49,924</u> |

Derivative instruments and hedging activities

Foreign Currency Risk

The Company generates revenues in various global markets based on orders obtained in non-U.S. currencies, primarily the Japanese Yen, the British Pound and the Euro. Maxim incurs expenditures denominated in non-US currencies, principally Philippine Pesos and Thailand Baht associated with the Company's manufacturing activities in the Philippines and Thailand, respectively. Maxim is exposed to fluctuations in foreign currency exchange rates primarily on orders and accounts receivable from sales in these foreign currencies and cash flows for expenditures in these foreign currencies. Maxim has established risk management strategies designed to reduce the impact of volatility of future cash flows caused by changes in the exchange rates for these currencies. These strategies reduce, but do not entirely eliminate, the impact of currency exchange rates movements. Maxim does not use derivative financial instruments for speculative or trading purposes. The Company routinely hedges its exposures to certain foreign currencies with various financial institutions in an effort to minimize the impact of certain currency exchange rate fluctuations. If a financial counter party to any of the Company's hedging arrangements experiences financial difficulties or is otherwise unable to honor the terms of the foreign currency hedge, the Company may experience financial losses.

For derivative instruments that are designated and qualify as cash flow hedges under ASC No. 815- Derivatives and hedging, the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive income (loss) and reclassified into earnings into the same financial statement line as the item being hedged, and in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in interest and other (expense) income, net.

For derivative instruments that are not designated as hedging instruments under ASC No. 815, gains and losses are recognized in interest and other (expense) income, net. All derivatives are foreign currency forward contracts to hedge certain foreign currency denominated assets or liabilities. The gains and losses on these derivatives largely offset the changes in the fair value of the assets or liabilities being hedged.

Fair Value of Derivative Instruments in the Condensed Consolidated Balance Sheets

Maxim estimates the fair value of derivatives primarily based on pricing models using current market rates and records all derivatives on the balance sheet at fair value. The gross notional and fair value of derivative financial instruments in the Condensed Consolidated Balance Sheets were recorded as follows:

| | As of March 26, 2011 | | | As of June 26, 2010 | | |
|--|----------------------|----------------------------|---------------------|-----------------------|----------------------------|---------------------|
| | Gross Notional(1) | Other Current Assets | Accrued Expenses | Gross Notional (1) | Other Current Assets | Accrued Expenses |
| | (in thousands) | | | | | |
| Derivatives designated as hedging instruments | | | | | | |
| Cash flow hedges: | | | | | | |
| Foreign exchange contracts | \$ 36,183 | \$ 362 | \$ 115 | \$ 20,085 | \$ 2 | \$ 237 |
| Derivatives not designated as hedging instruments | | | | | | |
| Foreign exchange contracts | 28,236 | 74 | 438 | 32,281 | 16 | 614 |
| Total derivatives | <u>\$ 64,419</u> | <u>\$ 436</u> | <u>\$ 553</u> | <u>\$ 52,366</u> | <u>\$ 18</u> | <u>\$ 851</u> |

(1) Represents the face amounts of contracts that were outstanding as of March 26, 2011 and June 26, 2010, respectively.

Derivatives designated as hedging instruments

The following table provides the balances and changes in the accumulated other comprehensive income (loss) related to derivative instruments during the nine months ended March 26, 2011 and the year ended June 26, 2010.

| | March 26, 2011 | June 26, 2010 |
|---|-------------------|------------------|
| | (in thousands) | |
| Beginning balance | \$ (235) | \$ — |
| Loss reclassified to income | 827 | — |
| Amount recorded in other comprehensive loss | (345) | (235) |
| Ending balance | <u>\$ 247</u> | <u>\$ (235)</u> |

Maxim expects to reclassify an estimated net accumulated other comprehensive loss of \$0.2 million, net of taxes, to earnings in the next twelve months along with the earnings effects of the related forecasted transactions in association with cash flow hedges.

The loss recognized in Other Comprehensive Income ("OCI") on derivative instruments (Effective portion) for the three months ended March 26, 2011 and March 27, 2010 was \$0.3 million and \$0 million, respectively. The loss recognized in OCI on derivative instruments (Effective portion) for the nine months ended March 26, 2011 and March 27, 2010 was \$0.3 million and \$0 million, respectively.

The before-tax effect of cash flow derivative instruments for the three and nine months ended March 26, 2011 and March 27, 2010 was as follows:

Gain (Loss) Reclassified from Accumulated OCI into Income (Effective portion)

| | | Three Months Ended | | Nine Months Ended | |
|----------------------------|--------------------|--------------------|-------------------|-------------------|-------------------|
| | | March 26, 2011 | March 27, 2010 | March 26, 2011 | March 27, 2010 |
| Location | | | | | |
| | | (in thousands) | | | |
| Cash Flow hedges: | | | | | |
| Foreign exchange contracts | Net Revenues | \$ (71) | \$ — | \$ (1,366) | \$ — |
| Foreign exchange contracts | Cost of goods sold | (54) | — | 539 | — |
| Total cash flow hedges | | \$ (125) | \$ — | \$ (827) | \$ — |

The before-tax effect of derivative instruments not designated as hedging instruments on the Condensed Consolidated Statements of Operations for the three and nine months ended March 26, 2011 and March 27, 2010 was as follows:

Gain (Loss) Recognized in Income on Derivative Instrument

| | | Three Months Ended | | Nine Months Ended | |
|----------------------------|--|--------------------|-------------------|-------------------|-------------------|
| | | March 26, 2011 | March 27, 2010 | March 26, 2011 | March 27, 2010 |
| Location | | (in thousands) | | | |
| Foreign exchange contracts | Interest and other (expense) income, net | \$ (1,050) | \$ 1,032 | \$ (1,888) | \$ 500 |
| Total | | <u>\$ (1,050)</u> | <u>\$ 1,032</u> | <u>\$ (1,888)</u> | <u>\$ 500</u> |

Volume of Derivative Activity

Total net U.S. Dollar notional amounts for foreign currency forward contracts, presented by net currency purchase (sell), are as follows:

In United States Dollars

| | March 26, 2011 | June 26, 2010 |
|-----------------|--------------------|--------------------|
| | (in thousands) | |
| Euro | \$ (4,551) | \$ (17,874) |
| Japanese Yen | (13,654) | (17,923) |
| British Pound | (9,378) | (3,512) |
| Philippine Peso | 11,849 | 6,576 |
| Thai Baht | 3,974 | 2,327 |
| Total | <u>\$ (11,760)</u> | <u>\$ (30,406)</u> |

Long- term debt

On June 17, 2010, the Company completed a public offering of \$300 million aggregate principal amount of the Company's 3.45% senior unsecured and unsubordinated notes (the "Notes") due on June 14, 2013, with an effective interest rate of 3.49%. Interest on the Notes is payable semi-annually in arrears on June 14 and December 14 of each year, commencing December 14, 2010. The Notes are governed by a base and supplemental indenture dated June 10, 2010 and June 17, 2010, respectively, between the Company and Wells Fargo Bank, National Association, as trustee. The Company accounts for the Notes based on their amortized cost. The discount and expenses are being amortized to Interest and other (expense) income, net over the life of the Notes. Interest expenses associated with the Notes was \$2.8 million and \$8.4 million during the three and nine months ended March 26, 2011, respectively, and is recorded in Interest and other (expense) income, net in the Condensed Consolidated Statements of Operations.

The estimated fair value of Maxim's long-term debt was approximately \$310 million at March 26, 2011. The estimated fair value of the debt is based primarily on quoted market prices.

Other Financial Instruments

For the balance of Maxim's financial instruments, cash equivalents, accounts receivable, accounts payable and other accrued liabilities, the carrying amounts approximate fair value due to their short maturities.

NOTE 6: STOCK-BASED COMPENSATION

The following table shows total stock-based compensation expense by type of award, and the resulting tax effect, included in the Condensed Consolidated Statements of Operations for the three and nine months ended March 26, 2011 and March 27, 2010:

Stock-based compensation expense by type of award

| | Three Months Ended | | Nine Months Ended | |
|---|---------------------------|---------------------------|---------------------------|---------------------------|
| | March 26, 2011 | March 27, 2010 | March 26, 2011 | March 27, 2010 |
| | (in thousands) | | | |
| Cost of goods sold | | | | |
| Stock options | \$ 626 | \$ 232 | \$ 2,109 | \$ 2,648 |
| Restricted stock units | 2,308 | 586 | 7,719 | 8,394 |
| Employee stock purchase plan | 402 | 253 | 1,151 | 755 |
| | <u>\$ 3,336</u> | <u>\$ 1,071</u> | <u>\$ 10,979</u> | <u>\$ 11,797</u> |
| Research and development expense | | | | |
| Stock options | \$ 2,050 | \$ 1,318 | \$ 9,309 | \$ 9,074 |
| Restricted stock units | 8,326 | 6,038 | 28,453 | 27,056 |
| Employee stock purchase plan | 1,367 | 1,335 | 4,002 | 3,952 |
| | <u>\$ 11,743</u> | <u>\$ 8,691</u> | <u>\$ 41,764</u> | <u>\$ 40,082</u> |
| Selling, general and administrative expense | | | | |
| Stock options | \$ 1,347 | \$ 1,194 | \$ 4,635 | \$ 5,216 |
| Restricted stock units | 4,396 | 3,993 | 14,401 | 10,825 |
| Employee stock purchase plan | 406 | 330 | 1,110 | 757 |
| | <u>\$ 6,149</u> | <u>\$ 5,517</u> | <u>\$ 20,146</u> | <u>\$ 16,798</u> |
| Total stock-based compensation expense | | | | |
| Stock options | \$ 4,023 | \$ 2,744 | \$ 16,053 | \$ 16,938 |
| Restricted stock units | 15,030 | 10,617 | 50,573 | 46,275 |
| Employee stock purchase plan | 2,175 | 1,918 | 6,263 | 5,464 |
| Pre-tax stock-based compensation expense | <u>21,228</u> | <u>15,279</u> | <u>72,889</u> | <u>68,677</u> |
| Less: income tax effect | 5,039 | 3,889 | 19,332 | 20,967 |
| Net stock-based compensation expense | <u>\$ 16,189</u> | <u>\$ 11,390</u> | <u>\$ 53,557</u> | <u>\$ 47,710</u> |

Modifications and Settlements

2009 Goodwill Program:

In January 2009, the Company's Board of Directors approved a program (the "Goodwill Program") wherein non-officer employees holding options that were outstanding as of November 1, 2008 which reached or would have reached their contractual 10-year expiration term between November 2008 and December 2009 would be eligible for a payment in the form of cash or restricted stock units ("RSUs"). Under the Goodwill Program, payments exceeding \$5,000 would be settled in RSUs that vest over three quarters, contingent upon continued employment, while payments below \$5,000 would be settled in cash in a lump-sum payment. The program was extended to officers in May 2009 with substantially similar terms, except that payments exceeding \$5,000 to officers were settled in RSUs vesting over six quarters.

The Company recorded a liability for the options settling in cash under the Goodwill Program. Options associated with payments being made in the form of RSUs under the Goodwill Program contained market and service conditions. The Company recognized \$0.2 million and \$5.2 million in stock-based compensation expenses related to this program during the nine months ended March 26, 2011 and March 27, 2010, respectively.

Fair Value

The fair value of options granted to employees under the Company's 1996 Stock Incentive Plan and rights to acquire common stock under the Company's 2008 Employee Stock Purchase Plan (the "ESPP") is estimated on the date of grant using the Black-Scholes option valuation model. The fair value of RSUs is estimated using the value of the Company's common stock on the date of grant, reduced by the present value of dividends expected to be paid on the Company's common stock prior to vesting.

Expected volatilities are based on the historical volatilities from the Company's traded common stock over a period equal to the expected term. The Company is utilizing the simplified method to estimate expected holding periods. The risk-free interest rate is based on the U.S. Treasury yield. The Company determines the dividend yield by dividing the annualized dividends per share by the prior quarter's average stock price. The result is analyzed by the Company to decide whether it represents expected future dividend yield. The Company also estimates forfeitures at the time of grant and makes revisions if the estimates change significantly or the actual forfeitures differ from those estimates.

The fair value of share-based awards granted to employees has been estimated at the date of grant using a Black-Scholes option valuation model and the following weighted-average assumptions:

| | Stock Option Plan | | Stock Option Plan | |
|------------------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| | Three Months Ended | | Nine Months Ended | |
| | March 26, 2011 | March 27, 2010 | March 26, 2011 | March 27, 2010 |
| Expected holding period (in years) | 5.0 | 5.0 | 5.2 | 5.2 |
| Risk-free interest rate | 2.1% | 2.4% | 1.7% | 2.3% |
| Expected stock price volatility | 36.4% | 38.0% | 36.9% | 37.8% |
| Dividend yield | 3.9% | 4.4% | 4.3% | 4.5% |

| | ESP Plan | | ESP Plan | |
|------------------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| | Three Months Ended | | Nine Months Ended | |
| | March 26, 2011 | March 27, 2010 | March 26, 2011 | March 27, 2010 |
| Expected holding period (in years) | 0.5 | 0.5 | 0.5 | 0.5 |
| Risk-free interest rate | 0.2% | 0.2% | 0.2% | 0.2% |
| Expected stock price volatility | 31.4% | 34.4% | 31.4% | 34.4% |
| Dividend yield | 4.9% | 4.5% | 4.9% | 4.5% |

The weighted-average fair value of stock options granted was \$6.25 and \$4.68 per share for the three months ended March 26, 2011 and March 27, 2010, respectively. The weighted-average fair value of stock options granted was \$3.85 and \$4.22 per share for the nine months ended March 26, 2011 and March 27, 2010, respectively.

The weighted-average fair value of RSUs granted was \$24.39 and \$17.95 per share for the three months ended March 26, 2011 and March 27, 2010, respectively. The weighted-average fair value of RSUs granted was \$15.60 and \$16.01 per share for the nine months ended March 26, 2011 and March 27, 2010, respectively.

Stock Options

The following table summarizes outstanding, exercisable and vested and expected to vest stock options as of March 26, 2011 and their activity for the nine months ended March 26, 2011:

| | Number of Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (in Years) | Aggregate Intrinsic Value(1) |
|---|---------------------|---------------------------------------|--|------------------------------------|
| Balance at June 26, 2010 | 29,162,507 | \$ 27.05 | | |
| Options Granted | 3,347,096 | 17.08 | | |
| Options Exercised | (931,507) | 17.63 | | |
| Options Cancelled | (1,498,278) | 33.12 | | |
| Balance at March 26, 2011 | <u>30,079,818</u> | <u>\$ 25.93</u> | <u>3.8</u> | <u>\$ 149,455,504</u> |
| Exercisable, March 26, 2011 | <u>17,372,864</u> | <u>\$ 33.18</u> | <u>2.6</u> | <u>\$ 25,952,500</u> |
| Vested and expected to vest, March 26, 2011 | <u>28,353,797</u> | <u>\$ 26.51</u> | <u>3.7</u> | <u>\$ 133,595,645</u> |

- (1) Aggregate intrinsic value represents the difference between the exercise price and the closing price per share of the Company's common stock on March 26, 2011, the last business day preceding the fiscal quarter-end, multiplied by the number of options outstanding, exercisable or vested and expected to vest as of March 26, 2011.

As of March 26, 2011, there was \$36.6 million of total unrecognized stock compensation cost related to 12.7 million unvested stock options, which is expected to be recognized over a weighted average period of approximately 2.6 years.

Restricted Stock Units

The following table summarizes outstanding and expected to vest RSUs as of March 26, 2011 and their activity during the nine months ended March 26, 2011:

| | Number of Shares | Weighted Average Remaining Contractual Term (in Years) | Aggregate Intrinsic Value(1) |
|---|---------------------|---|---------------------------------|
| Balance at June 26, 2010 | 10,575,417 | | |
| Restricted stock units granted | 3,698,056 | | |
| Restricted stock units released | (3,033,340) | | |
| Restricted stock units cancelled | (636,334) | | |
| Balance at March 26, 2011 | <u>10,603,799</u> | <u>2.6</u> | <u>\$ 270,861,452</u> |
| Vested and expected to vest, March 26, 2011 | <u>9,394,305</u> | <u>2.5</u> | <u>\$ 240,306,339</u> |

- (1) Aggregate intrinsic value for RSUs represents the closing price per share of the Company's common stock on March 26, 2011, the last business day preceding the fiscal quarter-end, multiplied by the number of RSUs outstanding or expected to vest as of March 26, 2011.

The Company withheld shares totaling \$8.2 million in value as a result of employee withholding taxes based on the value of the RSUs on their vesting date as determined by the Company's closing stock price for the three months ended March 26, 2011. The total payments for the employees' tax obligations to the taxing authorities are reflected as financing activities within the Condensed Consolidated Statements of Cash Flows.

As of March 26, 2011, there was \$127.7 million of unrecognized compensation expense related to 10.6 million unvested RSUs, which is expected to be recognized over a weighted average period of approximately 2.6 years.

2011 Employee Stock Purchase Plan:

As of March 26, 2011, there was \$1.5 million of unrecognized compensation expense related to the ESPP.

NOTE 7: EARNINGS PER SHARE

Basic earnings per share are computed using the weighted average number of shares of common stock outstanding during the period. For purposes of computing basic earnings per share, the weighted average number of outstanding shares of common stock excludes unvested RSUs. Diluted earnings per share incorporates the incremental shares issuable upon the assumed exercise of stock options, assumed release of unvested RSUs and assumed issuance of common stock under the employee stock purchase plans using the treasury stock method.

The following table sets forth the computation of basic and diluted earnings per share.

| | Three Months Ended | | Nine Months Ended | |
|---|--|---------------------------|---------------------------|---------------------------|
| | March 26, 2011 | March 27, 2010 | March 26, 2011 | March 27, 2010 |
| | (Amounts in thousands, except per share data) | | | |
| Numerator for basic earnings per share and diluted earnings per share | | | | |
| Net income (loss) | \$ 136,276 | \$ (33,903) | \$ 363,416 | \$ 66,684 |
| Denominator for basic earnings per share | 296,511 | 304,518 | 297,090 | 305,375 |
| Effect of dilutive securities: | | | | |
| Stock options, ESPP and RSUs | 8,004 | — | 5,291 | 5,327 |
| Denominator for diluted earnings per share | 304,515 | 304,518 | 302,381 | 310,702 |
| Earnings (loss) per share: | | | | |
| Basic | \$ 0.46 | \$ (0.11) | \$ 1.22 | \$ 0.22 |
| Diluted | \$ 0.45 | \$ (0.11) | \$ 1.20 | \$ 0.21 |

Approximately 14.4 million and 29.2 million of the Company's stock options were excluded from the calculation of diluted earnings per share for the three months ended March 26, 2011 and March 27, 2010, respectively. Approximately 17.8 million and 21.8 million of the Company's stock options were excluded from the calculation of diluted earnings per share for the nine months ended March 26, 2011 and March 27, 2010, respectively. These options were excluded because they were determined to be antidilutive. However, such options could be dilutive in the future and, under those circumstances, would be included in the calculation of diluted earnings per share.

NOTE 8: SEGMENT INFORMATION

The Company operates and tracks its results as one reportable segment. The Company designs, develops, manufactures and markets a broad range of analog integrated circuits. The Chief Executive Officer has been identified as the Chief Operating Decision Maker.

The Company has fifteen operating segments which aggregate into one reportable segment. Two or more operating segments may be aggregated into a single operating segment for financial reporting purposes if the segments have similar economic characteristics and if the segments are similar in each of the following areas:

- the nature of products and services;
- the nature of the production processes;
- the type or class of customer for their products and services; and
- the methods used to distribute their products or provide their services.

The Company meets each of the aggregation criteria for the following reasons:

- the sale of analog and mixed signal integrated circuits is the primary source of revenue for each of the Company's fifteen operating segments;
- the integrated circuits sold by each of the Company's operating segments are manufactured using similar semiconductor manufacturing processes;
- the integrated circuits marketed by each of the Company's operating segments are sold to the same types of customers; and
- all of the Company's integrated circuits are sold through a centralized sales force and common wholesale distributors.

All of the Company's operating segments share similar economic characteristics as they have a similar long term business model. The causes for variation among the Company's operating segments are the same and include factors such as (i) life cycle and price and cost fluctuations, (ii) number of competitors, (iii) product differentiation and (iv) size of market opportunity. Additionally, each operating segment is subject to the overall cyclical nature of the semiconductor industry. The number and composition of employees and the amounts and types of tools and materials required are similar for each operating segment. Finally, even though the Company periodically reorganizes its operating segments based upon changes in customers, end-markets or products, acquisitions, long-term growth strategies and the experience and bandwidth of the senior executives in charge, the common financial goals for each operating segment remain constant.

Enterprise-wide information is provided in accordance with GAAP. Geographical revenue information is based on customers' ship-to location. Long-lived assets consist of property, plant and equipment. Property, plant and equipment information is based on the physical location of the assets at the end of each reporting period.

Net revenues from unaffiliated customers by geographic region were as follows:

| | Three Months Ended | | Nine Months Ended | |
|---------------|---------------------------|---------------------------|---------------------------|---------------------------|
| | March 26, 2011 | March 27, 2010 | March 26, 2011 | March 27, 2010 |
| | (in thousands) | | | |
| United States | \$ 88,998 | \$ 70,172 | \$ 269,540 | \$ 209,297 |
| China | 220,805 | 173,239 | 681,249 | 474,499 |
| Japan | 41,503 | 31,981 | 123,957 | 97,104 |
| Korea | 64,620 | 81,602 | 216,994 | 238,387 |
| Rest of Asia | 72,720 | 56,581 | 208,440 | 163,057 |
| Europe | 100,381 | 77,278 | 284,890 | 203,348 |
| Rest of World | 17,748 | 18,027 | 60,780 | 45,949 |
| | <u>\$ 606,775</u> | <u>\$ 508,880</u> | <u>\$ 1,845,850</u> | <u>\$ 1,431,641</u> |

Net long-lived assets by geographic region were as follows:

| | March 26, 2011 | June 26, 2010 |
|---------------|---------------------------|--------------------------|
| | (in thousands) | |
| United States | \$ 838,775 | \$ 983,761 |
| Philippines | 313,815 | 216,738 |
| Thailand | 124,004 | 116,050 |
| Rest of World | 9,467 | 7,887 |
| | <u>\$ 1,286,061</u> | <u>\$ 1,324,436</u> |

NOTE 9: COMPREHENSIVE INCOME

The changes in the components of OCI, net of taxes, were as follows:

| | Three Months Ended | | Nine Months Ended | |
|---|---------------------------|---------------------------|---------------------------|---------------------------|
| | March 26, 2011 | March 27, 2010 | March 26, 2011 | March 27, 2010 |
| | (in thousands) | | | |
| Net income (loss), as reported | \$ 136,276 | \$ (33,903) | \$ 363,416 | \$ 66,684 |
| Change in unrealized losses on investments, net of tax benefits (expenses) of \$(50), \$249, \$(50), and \$597, respectively | 87 | (436) | 87 | (1,044) |
| Change in unrealized (loss) gains on forward exchange contracts, net of tax benefits (expenses) of \$(151), \$0, \$(176), and \$0, respectively | 263 | — | 306 | — |
| Deferred tax on unrealized exchange gains on long-term intercompany receivables | 156 | (881) | (2,722) | (1,840) |
| Actuarial gains on post-retirement benefits, net of tax (expense) benefit of \$(33), \$(29), \$(99), and \$(87), respectively | 58 | 52 | 174 | 156 |
| Total comprehensive income (loss) | <u>\$ 136,840</u> | <u>\$ (35,168)</u> | <u>\$ 361,261</u> | <u>\$ 63,956</u> |

The components of Accumulated Other Comprehensive Loss, were as follows:

| | March 26, 2011 | June 26, 2010 |
|---|-----------------------|----------------------|
| | (in thousands) | |
| Deferred tax on unrealized exchange gains on long-term intercompany receivables | \$ (8,327) | \$ (5,848) |
| Unrealized components of post-retirement benefits | (4,485) | (4,659) |
| Cumulative translation adjustment | (1,527) | (1,527) |
| Net unrealized gain (loss) on cash flow hedges | 156 | (150) |
| Net unrealized gain on available-for-sale securities | 87 | 243 |
| Accumulated Other Comprehensive Loss | <u>\$ (14,096)</u> | <u>\$ (11,941)</u> |

NOTE 10: INCOME TAXES

In the three and nine months ended March 26, 2011, the Company recorded an income tax provision of \$26.1 million and \$122.4 million, respectively, compared to an income tax benefit of \$13.7 million and an income tax provision of \$90.5 million in the three and nine months ended March 27, 2010, respectively.

In the three months ended March 26, 2011, the Company reduced its liability for unrecognized tax benefits by \$67.6 million due to the expiration of the federal statute of limitations for the assessment of tax for the fiscal years 2004 - 2007. \$37.3 million of the reduction was credited to the income tax provision and \$30.3 million of the reduction was credited to additional paid in capital during the three months ended March 26, 2011.

The Company's federal statutory tax rate is 35%. The Company's income tax provision for the three and nine months ended March 26, 2011 was lower than the amount computed by applying the statutory tax rate primarily because of a \$37.3 million benefit for the release of unrecognized tax benefits and earnings of foreign subsidiaries taxed at lower tax rates, partially offset by \$8.0 million relating to fiscal year 2010 adjustments for differences between our finalized tax return and the tax provision originally recorded. The income tax provision for the nine months ended March 26, 2011 includes a \$5.6 million one-time benefit for the retroactive extension of the federal research tax credit to January 1, 2010 by legislation that was signed into law on December 17, 2010.

The Company's income tax provision for the three and nine months ended March 27, 2010 differed from the amount computed by applying the statutory tax rate primarily because of losses of a foreign subsidiary for which no tax benefit is available. These

foreign losses represent costs of ongoing research and developmental efforts as well as licensing rights to preexisting intangibles.

NOTE 11: COMMITMENTS AND CONTINGENCIES

Stock Option Litigation

Beginning on or about May 22, 2006, several derivative actions were filed against certain current and former executive officers and directors of the Company alleging, among other things, wrongful conduct of back-dating stock options as well as security law violations, and named the Company as a nominal defendant against whom the plaintiffs sought no recovery.

The parties to the derivative litigation in the Delaware Court of Chancery entered into a stipulated settlement agreement, which was approved by the Delaware Court of Chancery on September 16, 2008. All derivative actions pending in the California Superior Court have since been dismissed, with prejudice. Net settlement proceeds of \$18.9 million were received by the Company on September 10, 2009. The Company recognized an increase to additional paid in capital of \$2.5 million related to excess gains while the remainder of the proceeds of \$16.4 million was recorded as a reduction to Other operating (income) expenses, net.

On February 6, 2008, a putative class action complaint was filed against the Company and certain former officers and employees in the U.S. District Court for the Northern District of California alleging claims under the federal securities laws based on certain alleged misrepresentations and omissions in the Company's public disclosures concerning its stock option accounting practices. On June 18, 2010, lead plaintiffs and the Company entered into a stipulation of settlement settling the action and providing for the payment of \$173.0 million in cash by the Company. On September 29, 2010, the Court issued a Final Order and Judgment approving the settlement.

Other Legal Proceedings

In addition to the above proceedings, the Company is subject to other legal proceedings and claims that arise in the normal course of the Company's business. The Company does not believe that the ultimate outcome of such matters arising in the normal course of business will have a material adverse effect on the financial position, results of operations or cash flows of the Company.

Indemnifications

The Company indemnifies certain customers, distributors, suppliers and subcontractors for attorney fees, damages and costs awarded against such parties in certain circumstances in which the Company's products are alleged to infringe third party intellectual property rights, including patents, registered trademarks or copyrights. The terms of the Company's indemnification obligations are generally perpetual from the effective date of the agreement. In certain cases, there are limits on and exceptions to the Company's potential liability for indemnification relating to intellectual property infringement claims.

Legal Fees Associated with Indemnification Obligations, Defense and Other Related Costs

Pursuant to the Company's charter documents and indemnification agreements, the Company has certain indemnification obligations to its officers, directors and certain former officers and directors. More specifically, the Company has separate written indemnification agreements with its current and former executive officers and directors as well as with its director of internal audit. Pursuant to such obligations, the Company has incurred expenses related to legal fees and expenses advanced to certain former officers of the Company who are subject to pending civil suits and civil charges by the SEC and other governmental agencies in connection with Maxim's historical stock option granting practices. The Company expenses such amounts as incurred.

NOTE 12: COMMON STOCK REPURCHASES

In October 2008, the Board of Directors authorized the Company to repurchase up to \$750 million of the Company's common stock from time to time at the discretion of the Company's management. This stock repurchase authorization has no expiration date. All prior authorizations by the Company's Board of Directors for the repurchase of common stock were canceled and superseded by this authorization.

During the nine months ended March 26, 2011, the Company repurchased approximately 8.6 million shares of its common stock for \$172.0 million. As of March 26, 2011, the Company had remaining authorization to repurchase up to an additional \$152.8 million of the Company's common stock. The number of shares to be repurchased and the timing of such repurchases will be based on several factors, including the price of the Company's common stock and general market and business conditions.

NOTE 13: IMPAIRMENT OF LONG-LIVED ASSETS

End of Line Sorting and Testing Facilities

During the first quarter of fiscal year 2010, the Company identified certain assets as excess or obsolete primarily due to changes in certain manufacturing technology. In connection with these circumstances, the Company recorded a charge for the write-down of equipment to its estimated fair value. The total charge of \$5.0 million was included in impairment of long-lived assets in the Company's Condensed Consolidated Statements of Operations. The Company has ceased depreciation and classified these assets as held for sale based on its intentions to sell the assets.

Fabrication Facility, Oregon

During the first quarter of fiscal year 2010, as a result of reduced future wafer output requirements associated with equipment utilizing certain process technologies, the Company recorded a write-down of equipment to be sold to the equipment's estimated fair value. This charge of \$3.3 million was included in impairment of long-lived assets in the Company's Condensed Consolidated Statements of Operations. The Company has ceased depreciation and classified these assets as held for sale based on its intentions to sell the assets.

NOTE 14: RESTRUCTURING ACTIVITIES

Business Unit Reorganization

During the nine months ended March 26, 2011, the Company recorded and paid approximately \$1.6 million in severance costs associated with the reorganization of one of its business units and to employees from the Teridian acquisition who remained employed for a temporary period following the completion of the acquisition for transitional purposes.

Ireland Sales Operations Restructuring

During the nine months ended March 27, 2010, the Company recorded approximately \$3.0 million in restructuring costs associated with the reorganization of its international sales operations to Ireland.

Shutdown of Dallas Wafer Fabrication Facility

During the nine months ended March 27, 2010, the Company recorded approximately \$1.6 million in restructuring costs associated with the closure of the Dallas, Texas wafer manufacturing facility. These costs consisted of decommissioning of equipment at the facility and estimated severance and benefits associated with employees of the facility.

Change in Estimate

During the nine months ended March 27, 2010, the Company recognized reversals of expense of approximately \$4.7 million related to reductions in estimated benefits costs compared to amounts originally estimated.

Activity and liability balances related to the restructuring activity for the nine months ended March 26, 2011 were as follows:

| | Severance and Benefits |
|---------------------------|-------------------------------|
| | (in thousands) |
| Balance at June 26, 2010 | \$ 748 |
| Restructuring accrual | 2,810 |
| Cash payments | (3,123) |
| Changes in estimates | (5) |
| Balance at March 26, 2011 | <u>\$ 430</u> |

The Company has included \$0.4 million within the line item Accrued salary and related expenses in the Condensed Consolidated Balance Sheets.

NOTE 15: ACQUISITIONS

PHYWORKS

On September 7, 2010, the Company acquired Phyworks Limited. ("Phyworks"), a developer of high-speed communications integrated circuits. The total cash consideration associated with the acquisition was \$76.0 million. The acquired assets included cash of \$4.6 million, accounts receivable of \$1.2 million, inventories of \$2.9 million, \$0.1 million in prepaid expenses and other current assets, and \$0.4 million in fixed assets. The Company preliminarily allocated \$1.9 million to customer order backlog, \$47.1 million to Intellectual Property, \$5.8 million to in-process research and development ("IPR&D"), \$1.6 million to customer relationships, \$0.3 million to tradename, and \$26.1 million to goodwill. The Company also assumed \$3.8 million in accounts payable and accrued liabilities and \$12.2 million in deferred tax liabilities. The Company expects that none of the goodwill will be deductible for tax purposes.

The Condensed Consolidated Financial Statements for the three and nine months ended March 26, 2011 include the operations of Phyworks commencing as of the acquisition date. No supplemental pro forma information is presented for the acquisition due to the immaterial effect of the acquisition on the Company's results of operations.

TERIDIAN

On May 11, 2010, the Company completed its purchase of Teridian Semiconductor, Inc. ("Teridian"), a fabless mixed-signal semiconductor company focused on electricity metering and energy measurement for the smart grid. The total cash consideration associated with the acquisition was \$314.9 million. The acquired assets included cash of \$2.1 million, accounts receivable of \$7.3 million, inventories of \$14.0 million, \$2.7 million in prepaid expenses and other current assets, \$2.1 million in fixed assets, \$4.3 million in customer order backlog, \$85.6 million in Intellectual Property, \$3.1 million of IPR&D, \$44.7 million in customer relationships, \$1.0 million in tradename, \$13.8 million in deferred tax assets and \$196.6 million in goodwill. The Company also assumed \$14.1 million in accounts payable and accrued liabilities and \$48.3 million in deferred tax liabilities. The Company expects that none of the goodwill will be deductible for tax purposes.

NOTE 16: GOODWILL AND INTANGIBLE ASSETS

Goodwill

The Company monitors the recoverability of goodwill recorded in connection with acquisitions, by reporting unit, annually, or sooner if events or changes in circumstances indicate that the carrying amount may not be recoverable. The Company performed the annual impairment analysis during the first quarter of fiscal year 2011 and concluded that goodwill was not impaired, as the fair value of each reporting unit exceeded its carrying value, including goodwill.

Activity and goodwill balances for the nine months ended March 26, 2011 were as follows:

| | Goodwill |
|---------------------------|-------------------|
| Balance at June 26, 2010 | \$ 226,223 |
| Acquisition | 26,086 |
| Adjustments | (4,783) |
| Balance at March 26, 2011 | <u>\$ 247,526</u> |

In the first nine months of fiscal year 2011, the Company adjusted the carrying values of certain acquired assets and liabilities primarily related to deferred tax assets and reserves and allowances, resulting in a reduction in goodwill of approximately \$4.8 million.

Intangible Assets

The useful lives of amortizable intangible assets are as follows:

| Asset | Life |
|------------------------|------------|
| Intellectual Property | 5-10 years |
| Customer Relationships | 5-10 years |
| Tradename | 3 years |
| Backlog | 1 year |

Intangible assets consisted of the following:

| | March 26, 2011 | | | June 26, 2010 | | |
|---|-------------------|--------------------------|-------------------|-------------------|--------------------------|-------------------|
| | Original Cost | Accumulated Amortization | Net | Original Cost | Accumulated Amortization | Net |
| | (in thousands) | | | | | |
| Intellectual property | \$ 195,712 | \$ 56,674 | \$ 139,038 | \$ 145,262 | \$ 33,305 | \$ 111,957 |
| Customer relationships | 88,630 | 21,609 | 67,021 | 87,030 | 11,745 | 75,285 |
| Backlog | 6,400 | 5,331 | 1,069 | 4,500 | 2,350 | 2,150 |
| Tradename | 1,700 | 789 | 911 | 1,400 | 264 | 1,136 |
| Total amortizable purchased intangible assets | 292,442 | 84,403 | 208,039 | 238,192 | 47,664 | 190,528 |
| IPR&D* | 8,400 | — | 8,400 | 4,200 | — | 4,200 |
| Total purchased intangible assets | <u>\$ 300,842</u> | <u>\$ 84,403</u> | <u>\$ 216,439</u> | <u>\$ 242,392</u> | <u>\$ 47,664</u> | <u>\$ 194,728</u> |

* IPR&D is initially capitalized at fair value as an intangible asset with an indefinite life and assessed for impairment thereafter. When the IPR&D project is complete, it is reclassified as an amortizable purchased intangible asset and is amortized over its estimated useful life. If an IPR&D project is abandoned, Maxim will record a charge for the value of the related intangible asset to Maxim's Consolidated Statement of Income in the period it is abandoned.

The following table presents the amortization expense of intangible assets and its presentation in the Condensed Consolidated Statements of Operations:

| | Three Months Ended | | Nine Months Ended | |
|--|--------------------|-----------------|-------------------|------------------|
| | March 26, 2011 | March 27, 2010 | March 26, 2011 | March 27, 2010 |
| | (in thousands) | | | |
| Cost of goods sold | \$ 7,919 | \$ 2,350 | \$ 22,187 | \$ 7,053 |
| Intangible Asset Amortization | 4,092 | 1,799 | 14,552 | 5,489 |
| Total Intangible Asset Amortization Expenses | <u>\$ 12,011</u> | <u>\$ 4,149</u> | <u>\$ 36,739</u> | <u>\$ 12,542</u> |

The following table represents the estimated future amortization expense of intangible assets as of March 26, 2011:

| Fiscal Year | Amount (in thousands) |
|--------------------------------|--|
| Remaining three months of 2011 | \$ 11,976 |
| 2012 | 46,853 |
| 2013 | 42,022 |
| 2014 | 35,439 |
| 2015 | 33,131 |
| 2016 | 21,011 |
| Thereafter | 17,607 |
| Total | <u>\$ 208,039</u> |

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

Maxim Integrated Products, Inc. ("Maxim" or the "Company" and also referred to as "we," "our" or "us") disclaims any duty to and undertakes no obligation to update any forward-looking statement, whether as a result of new information relating to existing conditions, future events or otherwise or to release publicly the results of any future revisions it may make to forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by federal securities laws. Readers are cautioned not to place undue reliance on such statements, which speak only as of the date of this Quarterly Report on Form 10-Q. Readers should carefully review future reports and documents that the Company files with or furnishes to the SEC from time to time, such as its Annual Reports on Form 10-K (particularly Management's Discussion and Analysis of Financial Condition and Results of Operations), its Quarterly Reports on Form 10-Q (particularly Management's Discussion and Analysis of Financial Condition and Results of Operations) and any Current Reports on Form 8-K.

Overview of Business

Maxim is incorporated in the state of Delaware. Maxim designs, develops, manufactures and markets a broad range of linear and mixed-signal integrated circuits, commonly referred to as analog circuits, for a large number of geographically diverse customers. The Company also provides a range of high-frequency process technologies and capabilities that can be used in custom designs. The analog market is fragmented and characterized by many diverse applications, a great number of product variations and, with respect to many circuit types, relatively long product life cycles. The Company is a global company with wafer manufacturing facilities in the United States, testing facilities in the Philippines and Thailand and sales and circuit design offices throughout the world. The major end-markets in which the Company's products are sold are the communications, computing, consumer and industrial markets.

CRITICAL ACCOUNTING POLICIES

The methods, estimates and judgments we use in applying our most critical accounting policies have a significant impact on the results we report in our financial statements. The SEC has defined the most critical accounting policies as the ones that are most important to the portrayal of our financial condition and results of operations, and that require us to make our most difficult and subjective accounting judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, our most critical accounting policies include revenue recognition and related allowances, which impact the recording of revenues; valuation of inventories, which impacts costs of goods sold and gross margins; the assessment of recoverability of long-lived assets, which impacts write-offs of fixed assets, intangible assets, and goodwill; accounting for stock-based compensation, which impacts cost of goods sold, gross margins and operating expenses; accounting for income taxes, which impacts the income tax provision; and assessment of contingencies, which impacts charges recorded in cost of goods sold and operating expenses. We have other significant accounting policies that either do not generally require estimates and judgments that are as difficult or subjective, or are less likely to have a material impact on our reported results of operations for a given period.

There have been no material changes during the nine months ended March 26, 2011 to the items that we disclosed as our critical accounting policies and estimates in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended June 26, 2010.

RESULTS OF OPERATIONS

The following table sets forth certain Condensed Consolidated Statements of Operations data expressed as a percentage of net revenues for the periods indicated:

| | Three Months Ended | | Nine Months Ended | |
|---|---------------------------|---------------------------|---------------------------|---------------------------|
| | March 26, 2011 | March 27, 2010 | March 26, 2011 | March 27, 2010 |
| Net revenues | 100.0 % | 100.0 % | 100 % | 100.0% |
| Cost of goods sold | 38.6 % | 39.3 % | 38.3 % | 40.5% |
| Gross margin | 61.4 % | 60.7 % | 61.7 % | 59.5% |
| Operating expenses: | | | | |
| Research and development | 21.6 % | 22.9 % | 21.1 % | 24.5% |
| Selling, general and administrative | 12.1 % | 12.1 % | 11.8 % | 12.2% |
| Intangible asset amortization | 0.7 % | 0.4 % | 0.8 % | 0.4% |
| Impairment of long-lived assets | — % | — % | — % | 0.6% |
| Severance and restructuring expenses | — % | (0.1)% | 0.1 % | —% |
| Other operating (income) expenses, net | — % | 34.9 % | 1.1 % | 11.3% |
| Total operating expenses | 34.4 % | 70.2 % | 34.9 % | 49.0% |
| Operating income (loss) | 27.0 % | (9.5)% | 26.8 % | 10.5% |
| Interest and other (expense) income, net | (0.3)% | 0.1 % | (0.5)% | 0.4% |
| Income (loss) before provision for income taxes | 26.7 % | (9.4)% | 26.3 % | 10.9% |
| Provision (benefit) for income taxes | 4.3 % | (2.7)% | 6.6 % | 6.3% |
| Net income (loss) | 22.4 % | (6.7)% | 19.7 % | 4.6% |

The following table shows stock-based compensation included in the components of the Condensed Consolidated Statements of Operations reported above as a percentage of net revenues for the periods indicated:

| | Three Months Ended | | Nine Months Ended | |
|-------------------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| | March 26, 2011 | March 27, 2010 | March 26, 2011 | March 27, 2010 |
| Cost of goods sold | 0.6% | 0.2% | 0.6% | 0.8% |
| Research and development | 1.9% | 1.7% | 2.3% | 2.8% |
| Selling, general and administrative | 1.0% | 1.1% | 1.1% | 1.2% |
| | 3.5% | 3.0% | 4.0% | 4.8% |

Net Revenues

Net revenues were \$606.8 million and \$508.9 million for the three months ended March 26, 2011 and March 27, 2010, respectively, an increase of 19.2%. Net revenues for the nine months ended March 26, 2011 and March 27, 2010, were \$1,845.9 million and \$1,431.6 million, respectively, an increase of 28.9%. We classify our net revenue by four major end market categories: Communications, Computing, Consumer and Industrial. Net shipments increased during the three and nine months ended March 26, 2011 as compared to the corresponding periods ended March 27, 2010 due to improved demand for our products primarily in the Industrial, Communications and Consumer markets.

During the three months ended March 26, 2011 and March 27, 2010, approximately 85% and 86% of net revenues, respectively, were derived from customers outside of the United States. During the nine months ended March 26, 2011 and March 27, 2010, approximately 85% of net revenues were derived from customers outside of the United States. While the majority of these sales are denominated in U.S. dollars, we enter into foreign currency forward contracts to mitigate our risks on firm commitments and

net monetary assets and liabilities denominated in foreign currencies. The impact of changes in foreign exchange rates on our revenue and results of operations for the three months ended March 26, 2011 and March 27, 2010 was immaterial.

Gross Margin

Our gross margin percentage was 61.4% and 60.7% for the three months ended March 26, 2011 and March 27, 2010, respectively. The gross margin increased primarily due to a product mix with higher margins and improved factory utilization. These improvements were offset by a \$5.6 million increase in intangible asset amortization, higher freight cost and higher stock-based compensation expense.

Our gross margin percentage was 61.7% and 59.5% for the nine months ended March 26, 2011 and March 27, 2010, respectively. The gross margin increased primarily due to a product mix with higher margins, improved factory utilization, and lower stock-based compensation as a percentage of revenue. These improvements were offset by a \$15.1 million increase in intangible asset amortization.

Research and Development

Research and development expenses were \$131.0 million and \$116.8 million for the three months ended March 26, 2011 and March 27, 2010, respectively, which represented 21.6% and 22.9% of net revenues, respectively. The \$14.2 million increase in research and development expenses was primarily attributable to an increase in salaries and related benefits of \$8.5 million, most of which is related to an increase in headcount, higher bonus levels in connection with increased profitability for the third quarter of fiscal year 2011 and higher stock based expense.

Research and development expenses were \$388.7 million and \$351.1 million for the nine months ended March 26, 2011 and March 27, 2010, respectively, which represented 21.1% and 24.5% of net revenues, respectively. The \$37.6 million increase in research and development expenses was primarily attributable to an increase in salaries and related benefits of \$25.2 million, most of which is related to an increase in headcount and higher bonus levels in connection with increased profitability for the first nine months of fiscal year 2011.

Selling, General and Administrative

Selling, general and administrative expenses were \$73.6 million and \$61.5 million for the three months ended March 26, 2011 and March 27, 2010, respectively, which represented 12.1% and 12.1% of net revenues, respectively. The \$12.1 million increase in selling, general and administrative expenses was primarily attributable to an increase in salaries and related benefits of \$9.0 million, most of which is related to higher bonus levels in connection with increased profitability for the third quarter of fiscal year 2011 and an increase in headcount.

Selling, general and administrative expenses were \$218.0 million and \$174.8 million for the nine months ended March 26, 2011 and March 27, 2010, respectively, which represented 11.8% and 12.2% of net revenues, respectively. The \$43.2 million increase in selling, general and administrative expenses was primarily attributable to an increase in salaries and related benefits of \$28.6 million, most of which is related to higher bonus levels in connection with increased profitability for the first nine months of fiscal year 2011 and an increase in headcount.

Stock-based Compensation

The following table shows total stock-based compensation expense by type of award, and resulting tax effect, included in the Condensed Consolidated Statements of Operations for the three and nine months ended March 26, 2011 and March 27, 2010:

Stock-based compensation expense by type of award

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-------------------|-------------------|-------------------|
| | March 26, 2011 | March 27, 2010 | March 26, 2011 | March 27, 2010 |
| | (in thousands) | | (in thousands) | |
| Cost of goods sold | | | | |
| Stock options | \$ 626 | \$ 232 | \$ 2,109 | \$ 2,648 |
| Restricted stock units | 2,308 | 586 | 7,719 | 8,394 |
| Employee stock purchase plan | 402 | 253 | 1,151 | 755 |
| | <u>\$ 3,336</u> | <u>\$ 1,071</u> | <u>\$ 10,979</u> | <u>\$ 11,797</u> |
| Research and development expense | | | | |
| Stock options | \$ 2,050 | \$ 1,318 | \$ 9,309 | \$ 9,074 |
| Restricted stock units | 8,326 | 6,038 | 28,453 | 27,056 |
| Employee stock purchase plan | 1,367 | 1,335 | 4,002 | 3,952 |
| | <u>\$ 11,743</u> | <u>\$ 8,691</u> | <u>\$ 41,764</u> | <u>\$ 40,082</u> |
| Selling, general and administrative expense | | | | |
| Stock options | \$ 1,347 | \$ 1,194 | \$ 4,635 | \$ 5,216 |
| Restricted stock units | 4,396 | 3,993 | 14,401 | 10,825 |
| Employee stock purchase plan | 406 | 330 | 1,110 | 757 |
| | <u>\$ 6,149</u> | <u>\$ 5,517</u> | <u>\$ 20,146</u> | <u>\$ 16,798</u> |
| Total stock-based compensation expense | | | | |
| Stock options | \$ 4,023 | \$ 2,744 | \$ 16,053 | \$ 16,938 |
| Restricted stock units | 15,030 | 10,617 | 50,573 | 46,275 |
| Employee stock purchase plan | 2,175 | 1,918 | 6,263 | 5,464 |
| Pre-tax stock-based compensation expense | 21,228 | 15,279 | 72,889 | 68,677 |
| Less: income tax effect | 5,039 | 3,889 | 19,332 | 20,967 |
| Net stock-based compensation expense | <u>\$ 16,189</u> | <u>\$ 11,390</u> | <u>\$ 53,557</u> | <u>\$ 47,710</u> |

Pre-tax stock-based compensation increased to \$21.2 million during the three months ended March 26, 2011 from \$15.3 million during the three months ended March 27, 2010, which represented 3.5% and 3.0% of net revenues, respectively. The increase in stock-based compensation is attributable to a change in estimated forfeiture rate during the three months ended March 27, 2010 that did not re-occur in the three months ended March 26, 2011.

Pre-tax stock-based compensation increased to \$72.9 million during the nine months ended March 26, 2011 from \$68.7 million during the nine months ended March 27, 2010, which represented 4.0% and 4.8% of net revenues, respectively. The increase in stock-based compensation is attributable to a change in estimated forfeiture rate during the nine months ended March 27, 2010 that did not re-occur in the nine months ended March 26, 2011.

Intangible Asset Amortization Expenses

Intangible asset amortization expenses were \$4.1 million and \$1.8 million for the three months ended March 26, 2011 and March 27, 2010, respectively. Intangible asset amortization expenses were \$14.6 million and \$5.5 million for the nine months ended March 26, 2011 and March 27, 2010, respectively. The increase in intangible asset amortization expenses is primarily attributable to the acquisition of Phyworks in the first quarter of fiscal year 2011 and the acquisition of Teridian in the fourth quarter of fiscal year 2010.

Impairment of Long-lived Assets

The year to date decline in impairment charges of \$8.3 million relates to a \$5.0 million End of Line Sorting and Testing Facilities equipment write-down to its estimated fair value and a \$3.3 million write-down of Oregon fabrication facility equipment that occurred during the nine months ended March 27, 2010. (For more information on our impairment of long-lived assets, see Note 13

to the Condensed Consolidated Financial Statements in Item 1).

Severance and Restructuring Expenses

Business Unit Reorganization

During the nine months ended March 26, 2011, the Company recorded and paid approximately \$1.6 million in severance costs associated with the reorganization of one of its business units and to employees from the Teridian acquisition who remained employed for a temporary period following the completion of the acquisition for transitional purposes.

Ireland Sales Operations Restructuring

During the nine months ended March 27, 2010, the Company recorded approximately \$3.0 million in restructuring costs associated with the reorganization of its international sales operations to Ireland.

Shutdown of Dallas Wafer Fabrication Facility

During the nine months ended March 27, 2010, the Company recorded approximately \$1.6 million in restructuring costs associated with the closure of the Dallas, Texas wafer manufacturing facility. These costs consisted of decommissioning of equipment at the facility and estimated severance and benefits associated with employees of the facility.

Change in Estimate

During the nine months ended March 27, 2010, the Company recognized reversals of expense of approximately \$4.7 million related to reductions in estimated benefits costs compared to amounts originally estimated.

Other Operating Expenses (Income), Net

The following table summarizes activities for the three and nine months ended March 26, 2011 and March 27, 2010:

| | Three Months Ended | | Nine Months Ended | |
|--|---------------------------|---------------------------|---------------------------|---------------------------|
| | March 26, 2011 | March 27, 2010 | March 26, 2011 | March 27, 2010 |
| | (in thousands) | | | |
| Legal expenses | \$ (107) | \$ 4,546 | \$ 7,492 | \$ 13,023 |
| Loss on sale of Sunnyvale headquarters | — | — | 14,283 | — |
| Payroll tax and related adjustments | (145) | — | (894) | (8,043) |
| Derivative litigation settlement | — | — | — | (16,419) |
| Class action settlement | — | 173,000 | — | 173,000 |
| Other | 227 | — | 227 | 21 |
| Total | <u>\$ (25)</u> | <u>\$ 177,546</u> | <u>\$ 21,108</u> | <u>\$ 161,582</u> |

The Company's legal expenses decreased by \$4.7 million during the three months ended March 26, 2011 as compared to the three months ended March 27, 2010. The decrease relates mainly to a decrease in restatement related legal fees, primarily due to decreased indemnification related legal fees and legal fees associated with the settlement of the derivative litigation during the second quarter of fiscal year 2010. The Company's legal expenses decreased by \$5.5 million during the nine months ended March 26, 2011 as compared to the nine months ended March 27, 2010. The decrease relates mainly to lower restatement related legal fees, primarily due to decreased indemnification related legal fees and legal fees associated with the settlement of the derivative litigation during the first nine months of fiscal year 2010.

Maxim will be relocating its headquarters from the current site in Sunnyvale, California to a newly purchased site in San Jose, California. During the nine months ended March 26, 2011, the Company sold and leased back its current headquarter facilities and recognized a loss of \$14.3 million in connection with this transaction. The Company received proceeds from this sale of \$24.0 million. Additionally, the Company purchased for \$19.6 million its future headquarter facilities which are expected to be ready for occupancy in fiscal year 2012.

As a result of the Company's investigation into its equity awards, the Company recorded certain U.S. and foreign payroll tax, interest and penalty accruals in prior years. Activity for the three and nine months ended March 26, 2011 and March 27, 2010 is attributable to the reversal of accruals due to the expiration of the statute of limitations in various taxing jurisdictions, offset in part by additional interest accruals.

During the nine months ended March 27, 2010, the Company also recognized \$16.4 million in income attributable to gains directly related to proceeds received associated with the settlement of the derivative litigation during the first quarter of fiscal year 2010. (For more information on contingencies, see Note 11 to the Condensed Consolidated Financial Statements in Item 1).

During the three and nine months ended March 27, 2010, the Company recorded a charge to accrue \$173.0 million in connection with an agreement to settle the class action complaint. (For more information on contingencies, see Note 11 to the Condensed Consolidated Financial Statements in Item 1).

Interest and Other (Expense) Income, Net

Interest and other (expense) income, net, was \$(1.6) million and \$0.6 million for the three months ended March 26, 2011 and March 27, 2010, respectively. This increase in expense was primarily driven by increased interest expenses of \$2.7 million related to long-term debt obligations and increased loss on derivative instruments of \$2.6 million, offset by increased foreign exchange gain of \$3.1 million.

Interest and other (expense) income, net, was \$(9.3) million and \$6.2 million for the nine months ended March 26, 2011 and March 27, 2010, respectively. This increase in expense was primarily driven by increased interest expenses of \$8.3 million related to long-term debt obligations, decreased interest income of \$2.5 million due to lower average invested cash and cash equivalents and lower average interest rates, increased loss on derivative instruments of \$1.9 million and increased foreign exchange losses of \$1.7 million.

Provision for Income Taxes

In the three and nine months ended March 26, 2011, the Company recorded an income tax provision of \$26.1 million and \$122.4 million, respectively, compared to an income tax benefit of \$13.7 million and an income tax provision of \$90.5 million in the three and nine months ended March 27, 2010, respectively.

In the three months ended March 26, 2011, the Company reduced its liability for unrecognized tax benefits by \$67.6 million due to the expiration of the federal statute of limitations for the assessment of tax for the fiscal years 2004 - 2007. \$37.3 million of the reduction was credited to the income tax provision and \$30.3 million of the reduction was credited to additional paid in capital during the three months ended March 26, 2011.

The Company's federal statutory tax rate is 35%. The Company's income tax provision for the three and nine months ended March 26, 2011 was lower than the amount computed by applying the statutory tax rate primarily because of a \$37.3 million benefit for the release of unrecognized tax benefits and earnings of foreign subsidiaries taxed at lower tax rates, partially offset by \$8.0 million relating to fiscal year 2010 adjustments for differences between our finalized tax return and the tax provision originally recorded. The income tax provision for the nine months ended March 26, 2011 includes a \$5.6 million one-time benefit for the retroactive extension of the federal research tax credit to January 1, 2010 by legislation that was signed into law on December 17, 2010.

The Company's income tax provision for the three and nine months ended March 27, 2010 differed from the amount computed by applying the statutory tax rate primarily because of losses of a foreign subsidiary for which no tax benefit is available. These foreign losses represent costs of ongoing research and developmental efforts as well as licensing rights to preexisting intangibles.

BACKLOG

At March 26, 2011, backlog was approximately \$462 million. The Company's backlog at the end of the second quarter ended December 25, 2010 was approximately \$512 million. Our backlog is subject to revisions, cancellations and rescheduling which could have a material impact on the timing and extent of our revenues and is not indicative of revenue projections for subsequent fiscal quarters.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

The Company anticipates that the available funds and cash generated from operations will be sufficient to meet the requirements of its business for the next twelve months, including its working capital requirements, its anticipated level of capital expenditures and common stock repurchases.

Financial condition

Cash flows were as follows:

| | Nine Months Ended | |
|---|---------------------------|---------------------------|
| | March 26, 2011 | March 27, 2010 |
| | (in thousands) | |
| Net cash provided by operating activities | \$ 615,180 | \$ 333,953 |
| Net cash (used in) provided by investing activities | (224,755) | 16,916 |
| Net cash used in financing activities | (348,014) | (301,781) |
| Net increase in cash and cash equivalents | <u>\$ 42,411</u> | <u>\$ 49,088</u> |

Operating activities

Cash provided by operating activities is net income adjusted for certain non-cash items and changes in certain assets and liabilities.

Cash from operations for the nine months ended March 26, 2011 increased by approximately \$281.2 million compared with the nine months ended March 27, 2010. This is due to increases in net income of \$296.7 million, \$125.9 million representing a reduction in the receivables balance over the nine months ended March 26, 2011 as compared to an increase in the corresponding period and increases of \$147.1 million and \$37.9 million relating to deferred tax provision and depreciation and amortization expenses, respectively. These increases were offset by the payment of \$173.0 million related to the litigation settlement, which was accrued for in the corresponding period. (For more information on contingencies, see Note 11 to the Condensed Consolidated Financial Statements in Item 1).

Investing activities

Investing cash flows consist primarily of capital expenditures, net investment purchases and maturities and acquisitions.

Cash used in investing activities increased by \$241.7 million for the nine months ended March 26, 2011 compared with the nine months ended March 27, 2010. The increase is primarily due to short-term investments activity of \$150.0 million and cash used for acquisitions, which increased to \$73.1 million during the nine months ended March 26, 2011 as compared with \$4.0 million during the nine months ended March 27, 2010.

Financing activities

Financing cash flows consist primarily of repurchases of common stock, payment of dividends to stockholders and withholding tax payments associated with net share settlements of equity awards.

Net cash used in financing activities increased by approximately \$46.2 million for the nine months ended March 26, 2011 compared with the nine months ended March 27, 2010. This increase was primarily due to an increase in repurchases of common stock of \$58.4 million.

Capital Resources

Debt Levels

On June 17, 2010, we completed a public offering of \$300 million aggregate principal amount of the Company's 3.45% senior unsecured and unsubordinated notes (the "Notes") due on June 14, 2013, with an effective interest rate of 3.49%. Interest on the Notes is payable semi-annually in arrears on June 14 and December 14 of each year.

Off-Balance-Sheet Arrangements

As of March 26, 2011, the Company did not have any material off-balance-sheet arrangements, as defined in Item 303 (a)(4)(ii) of SEC Regulation S-K.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's market risk has not changed materially from the interest rate and foreign currency risks disclosed in Item 7A of the Company's Annual Report on Form 10-K for the fiscal year ended June 26, 2010.

ITEM 4: CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer ("CEO") and our chief financial officer ("CFO"), evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act as of March 26, 2011. Our management, including the CEO and the CFO, has concluded that the Company's disclosure controls and procedures were effective as of March 26, 2011. The purpose of these controls and procedures is to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules, and that such information is accumulated and communicated to our management, including our CEO and our CFO, to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during the nine months ended March 26, 2011 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on the Effectiveness of Internal Controls

A system of internal control over financial reporting is intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with GAAP and no control system, no matter how well designed and operated, can provide absolute assurance. The design of any control system is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Because of its inherent limitations, internal control over financial reporting may not prevent or detect financial statement errors and misstatements. Also, projection of any evaluation of effectiveness to future periods is 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.

PART II. OTHER INFORMATION

ITEM 1: LEGAL PROCEEDINGS

The information set forth above under Part I, Item 1, Note 11 to the Condensed Consolidated Financial Statements is incorporated herein by reference.

ITEM 1A: RISK FACTORS

A description of risks associated with our business, financial condition and results of our operations is set forth in Item 1A - Risk Factors of our Annual Report on Form 10-K for the fiscal year ended June 26, 2010, which is incorporated herein by reference.

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

The following table summarizes the activity related to stock repurchases for the three months ended March 26, 2011:

| | Issuer Repurchases of Equity Securities (in thousands, except per share amounts) | | | |
|-------------------------------|---|---|---|---|
| | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Amount That May Yet Be Purchased Under the Plans or Programs |
| Dec. 26, 2010 - Jan. 22, 2011 | 510 | \$ 22.74 | 510 | \$ 187,186 |
| Jan. 23, 2011 - Feb. 19, 2011 | 530 | 26.35 | 530 | 173,218 |
| Feb. 20, 2011 - Mar. 26, 2011 | 810 | 26.09 | 810 | 152,798 |
| Total for the quarter | 1,850 | \$ 25.24 | 1,850 | \$ 152,798 |

In October 2008, the Board of Directors authorized the Company to repurchase up to \$750 million of the Company's common stock from time to time at the discretion of the Company's management. This stock repurchase authorization has no expiration date. All prior authorizations by the Company's Board of Directors for the repurchase of common stock were canceled and superseded by this authorization.

In the fiscal quarter ended March 26, 2011, the Company repurchased approximately 1.9 million shares of its common stock for approximately \$46.7 million. As of March 26, 2011, the Company had remaining authorization to repurchase up to an additional \$152.8 million of the Company's common stock. The number of shares to be repurchased and the timing of such repurchases will be based on several factors, including the price of the Company's common stock and general market and business conditions.

ITEM 3: DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4: RESERVED

Not applicable.

ITEM 5: OTHER INFORMATION

Not applicable.

ITEM 6: EXHIBITS

(a) Exhibits

| | |
|---------|--|
| 31.1 | Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 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 |
| 32.2 | Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Statements of Operations for the three and nine months ended March 26, 2011, (ii) Condensed Consolidated Balance Sheets at March 26, 2011 and June 26, 2010, (iii) Condensed Consolidated Statements of Cash Flows for the three and six months ended March 26, 2011 and (iv) Notes to Condensed Consolidated Financial Statements.

In accordance with Rule 406T of Regulation S-T, the XBRL-related information in Exhibit 101 to this Quarterly Report on Form 10-Q is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act, is deemed not filed for purposes of Section 18 of the Exchange Act, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

April 28, 2011

MAXIM INTEGRATED PRODUCTS, INC.

By: /s/ David A. Caron

David A. Caron

Vice President and Principal Accounting Officer