INFINERA CORP
Form 10-Q
August 07, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended June 30, 2012

OR

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

For the transition period from _______ to _______

Commission file number: 001-33486

Infinera Corporation

(Exact name of registrant as specified in its charter)

Delaware	**77-0560433**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

140 Caspian Court

Sunnyvale, CA 94089

(Address of principal executive offices, including zip code)

(408) 572-5200

(Registrant s telephone number, including area code)

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

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

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

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

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

As of July 31, 2012, 110,995,745 shares of the registrant s Common Stock, $0.001 par value, were issued and outstanding.

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INFINERA CORPORATION

QUARTERLY REPORT ON FORM 10-Q

FOR THE FISCAL QUARTER ENDED JUNE 30, 2012

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PART I. FINANCIAL INFORMATION

Item 1. ***Condensed Consolidated Financial Statements***

INFINERA CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except par values)

(Unaudited)

	June 30, 2012	December 31, 2011
ASSETS		
Current assets:		
Cash and cash equivalents	$ 84,988	$ 94,458
Short-term investments	105,046	101,296
Accounts receivable	56,200	80,616
Other receivables	1,492	1,346
Inventory	115,117	88,996
Deferred inventory costs	2,853	5,987
Prepaid expenses and other current assets	10,217	10,532
Total current assets	375,913	383,231
Property, plant and equipment, net	82,396	76,753
Deferred inventory costs, non-current	173	1,020
Long-term investments	17,057	54,315
Cost-method investment	9,000	9,000
Long-term restricted cash	3,263	3,047
Deferred tax asset	822	822
Other non-current assets	2,137	3,516
Total assets	$ 490,761	$ 531,704
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 37,679	$ 48,838
Accrued expenses	17,666	22,421
Accrued compensation and related benefits	19,391	18,966
Accrued warranty	5,929	5,692
Deferred revenue	18,507	22,781
Deferred tax liability	767	767
Total current liabilities	99,939	119,465
Accrued warranty, non-current	7,773	7,173
Deferred revenue, non-current	2,732	3,410
Other long-term liabilities	15,004	13,853
Commitments and contingencies		

Stockholders equity:		
Preferred stock, $0.001 par value		
Authorized shares 25,000 and no shares issued and outstanding	0	0
Common stock, $0.001 par value		
Authorized shares 500,000 as of June 30, 2012 and December 31, 2011		
Issued and outstanding shares 110,836 as of June 30, 2012 and 106,976 as of December 31, 2011	111	107
Additional paid-in capital	904,963	876,927
Accumulated other comprehensive loss	(2,564)	(2,195)
Accumulated deficit	(537,197)	(487,036)
Total stockholders equity	365,313	387,803
Total liabilities and stockholders equity	$ 490,761	$ 531,704

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

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INFINERA CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2012	June 25, 2011	June 30, 2012	June 25, 2011
Revenue:				
Product	$ 77,843	$ 84,361	$ 170,234	$ 166,889
Ratable product and related support and services	523	814	1,054	1,736
Services	15,092	10,781	26,871	20,221
Total revenue	93,458	95,956	198,159	188,846
Cost of revenue:				
Cost of product	56,017	54,540	115,341	101,158
Cost of ratable product and related support and services	166	294	357	679
Cost of services	4,901	3,708	9,660	6,851
Total cost of revenue	61,084	58,542	125,358	108,688
Gross profit	32,374	37,414	72,801	80,158
Operating expenses:				
Research and development	31,676	32,899	62,661	64,208
Sales and marketing	17,777	14,957	36,019	28,892
General and administrative	12,320	13,635	23,404	27,144
Total operating expenses	61,773	61,491	122,084	120,244
Loss from operations	(29,399)	(24,077)	(49,283)	(40,086)
Other income (expense), net:				
Interest income	228	225	503	537
Other gain (loss), net	149	20	(275)	(391)
Total other income (expense), net	377	245	228	146
Loss before income taxes	(29,022)	(23,832)	(49,055)	(39,940)
Provision for income taxes	527	362	1,106	648
Net loss	$ (29,549)	$ (24,194)	$ (50,161)	$ (40,588)
Net loss per common share, basic and diluted				
Basic	$ (0.27)	$ (0.23)	$ (0.46)	$ (0.39)
Diluted	$ (0.27)	$ (0.23)	$ (0.46)	$ (0.39)
Weighted average shares used in computing basic and diluted net loss per common share				
Basic	110,403	105,165	109,534	104,272

Diluted	110,403	105,165	109,534	104,272

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

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INFINERA CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(In thousands)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2012	June 25, 2011	June 30, 2012	June 25, 2011
Net loss	$ (29,549)	$ (24,194)	$ (50,161)	$ (40,588)
Other comprehensive loss:				
Unrealized non-credit related other-than-temporary impairment gain (loss) on available-for-sale investments	(238)	94	(226)	332
Unrealized gain (loss) on all other available-for-sale investments	(17)	14	120	(28)
Foreign currency translation adjustment	(645)	(31)	(263)	151
Tax related to available-for-sale investment	60	(43)	0	(122)
Net change in accumulated other comprehensive loss	(840)	34	(369)	333
Comprehensive loss	$ (30,389)	$ (24,160)	$ (50,530)	$ (40,255)

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

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INFINERA CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Six Months Ended June 30, 2012	Six Months Ended June 25, 2011
Cash Flows from Operating Activities:		
Net loss	$ (50,161)	$ (40,588)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	11,224	8,434
Amortization of premium on investments	1,098	2,218
Stock-based compensation expense	20,367	24,847
Non-cash tax benefit	0	(121)
Other gain	(501)	(293)
Changes in assets and liabilities:		
Accounts receivable	24,416	2,247
Other receivables	(477)	3,830
Inventory	(24,770)	13,269
Prepaid expenses and other assets	1,533	(536)
Deferred inventory costs	3,910	(604)
Accounts payable	(8,753)	(7,772)
Accrued liabilities and other expenses	(2,272)	(4,500)
Deferred revenue	(4,952)	(693)
Accrued warranty	837	(727)
Net cash used in operating activities	(28,501)	(989)
Cash Flows from Investing Activities:		
Purchase of available-for-sale investments	(42,853)	(153,034)
Proceeds from sale of available-for-sale investments	5,194	3,035
Proceeds from maturities and calls of investments	70,464	150,511
Proceeds from disposal of assets	0	262
Purchase of property and equipment	(19,770)	(17,322)
Advance to secure manufacturing capacity	0	(1,500)
Reimbursement of manufacturing capacity advance	50	225
Change in restricted cash	(230)	1,573
Net cash provided by (used in) investing activities	12,855	(16,250)
Cash Flows from Financing Activities:		
Proceeds from issuance of common stock	7,093	5,712
Repurchase of common stock	(839)	(1,200)
Payments for purchase of assets under financing arrangement	0	(174)
Net cash provided by financing activities	6,254	4,338
Effect of exchange rate changes on cash	(78)	178
Net change in cash and cash equivalents	(9,470)	(12,723)
Cash and cash equivalents at beginning of period	94,458	113,649

Cash and cash equivalents at end of period	$	84,988	$	100,926
Supplemental disclosures of cash flow information:				
Cash paid for income taxes	$	595	$	565
Supplemental schedule of non-cash financing activities:				
Non-cash settlement for manufacturing capacity advance	$	275	$	0

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

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation and Significant Accounting Policies

Infinera Corporation (Infinera or the Company) prepared its interim condensed consolidated financial statements that accompany these notes in conformity with U.S. generally accepted accounting principles (U.S. GAAP) and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the SEC), consistent in all material respects with those applied in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

The Company has made estimates and judgments affecting the amounts reported in its condensed consolidated financial statements and the accompanying notes. The Company s actual results may differ materially from these estimates. The accounting estimates that require most significant, difficult, and subjective judgment include revenue recognition, stock-based compensation, inventory valuation, allowances for sales returns, allowances for doubtful accounts, accrued warranty, cash equivalents, fair value measurement of investments, other-than-temporary impairments, derivative instruments and accounting for income taxes.

The interim financial information is unaudited, but reflects all adjustments that are, in management s opinion, necessary to provide a fair presentation of results for the interim periods presented. All adjustments are of a normal recurring nature. The Company reclassified certain amounts reported in previous periods to conform to the current presentation. This interim information should be read in conjunction with the consolidated financial statements in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

There have been no material changes in the Company s significant accounting policies for the six months ended June 30, 2012 as compared to those disclosed in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

2. Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (Topic 820) Fair Value Measurement (ASU 2011-04), to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. The Company adopted the amended disclosure requirements beginning in its fiscal quarter ended March 31, 2012. The adoption of the amended disclosure requirements did not have an impact on the Company s financial position, results of operations or cash flow.

In June 2011, the FASB issued Accounting Standards Update No. 2011-05, Comprehensive Income (Topic 220) Presentation of Comprehensive Income (ASU 2011-05), to require an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. In December 2011, the FASB issued Accounting Standards Update No. 2011-12, Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05 (ASU 2011-12), to defer the effective date of the specific requirement to present items that are reclassified out of accumulated other comprehensive income to net income alongside their respective components of net income and other comprehensive income. The Company adopted the guidance for ASU 2011-05 and ASU 2011-12 beginning in its fiscal quarter ended March 31, 2012. The adoption of the guidance resulted in a change in the format of certain presentation but did not have an impact on the Company s financial position, results of operations or cash flow.

3. Fair Value Measurements and Other-Than-Temporary Impairments

Fair Value Measurements

Pursuant to the accounting guidance for fair value measurements and its subsequent updates, fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

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Valuation techniques used by the Company are based upon observable and unobservable inputs. Observable or market inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company s assumptions about market participant assumptions based on best information available. Observable inputs are the preferred source of values. These two types of inputs create the following fair value hierarchy:

Level 1	Quoted prices in active markets for identical assets or liabilities.
Level 2	Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
Level 3	Prices or valuations that require management inputs that are both significant to the fair value measurement and unobservable.

The Company measures its cash equivalents, derivative instruments and debt securities at fair value and classifies its securities in accordance with the fair value hierarchy. The Company s money market funds and U.S. treasuries are classified within Level 1 of the fair value hierarchy and are valued based on quoted prices in active markets for identical securities.

The Company classifies its certificates of deposit, commercial paper, corporate bonds, U.S. agency notes and foreign currency exchange forward contracts within Level 2 of the fair value hierarchy as follows:

Certificates of Deposit

The Company reviews market pricing and other observable market inputs for the same or similar securities obtained from a number of industry standard data providers. In the event that a transaction is observed for the same or similar security in the marketplace, the price on that transaction reflects the market price and fair value on that day. In the absence of any observable market transactions for a particular security, the fair market value at period end would be equal to the par value. These inputs represent quoted prices for similar assets or these inputs have been derived from observable market data, and result in the classification of these securities as Level 2 of the fair value hierarchy.

Commercial Paper

The Company reviews market pricing and other observable market inputs for the same or similar securities obtained from a number of industry standard data providers. In the event that a transaction is observed for the same or similar security in the marketplace, the price on that transaction reflects the market price and fair value on that day and then follows a revised accretion schedule to determine the fair market value at period end. In the absence of any observable market transactions for a particular security, the fair market value at period end is derived by accreting from the last observable market price. These inputs represent quoted prices for similar assets or these inputs have been derived from observable market data accreted mathematically to par, and result in the classification of these securities as Level 2 of the fair value hierarchy.

Corporate Bonds

The Company reviews trading activity and pricing for each of the corporate bond securities in its portfolio as of the measurement date and determines if pricing data of sufficient frequency and volume in an active market exists in order to support Level 1 classification of these securities. Since sufficient quoted pricing for identical securities is not available, the Company obtains market pricing and other observable market inputs for similar securities from a number of industry standard data providers. In instances where multiple prices exist for similar securities, these prices are used as inputs into a distribution-curve to determine the fair market value at period end. As a result, the Company classifies its corporate bonds as Level 2 of the fair value hierarchy.

U.S. Agency Notes

The Company reviews trading activity and pricing for its U.S. agency notes as of the measurement date. When sufficient quoted pricing for identical securities is not available, the Company uses market pricing and other observable market inputs for similar securities obtained from a number of industry standard data providers. These inputs represent quoted prices for similar assets in active markets or these inputs have been derived from observable market data, and result in the classification of these securities as Level 2 of the fair value hierarchy.

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Foreign Currency Exchange Forward Contracts

As discussed in Note 5, Derivative Instruments, to the Notes to Condensed Consolidated Financial Statements, the Company mainly holds non-speculative foreign exchange forward contracts to hedge certain foreign currency exchange exposures. The Company estimates the fair values of derivatives based on quoted market prices or pricing models using current market rates. Where applicable, these models project future cash flows and discount the future amounts to a present value using market-based observable inputs including interest rate curves, credit risk, foreign exchange rates, and forward and spot prices for currencies. As a result, the Company classifies its derivative instruments as Level 2 of the fair value hierarchy.

The Company classifies its auction rate securities (ARS) within Level 3 of the fair value hierarchy.

The Company s ARS are classified within Level 3 because they are valued, in part, by using inputs that are unobservable in the market and are significant to the valuation. Uncertainties in the credit markets have affected all of the Company s ARS and auctions for these securities have failed to settle on their respective settlement dates. In light of these developments, to determine the fair value for the Company s ARS, the Company used a combination of the market approach and income approach. The market approach uses pricing based on transactions in an inactive secondary market for similar or comparable securities. In addition, the Company performed its own discounted cash flow analysis. Management determined that it was most appropriate to value the ARS using the market approach and income approach equally given the facts and circumstances as of June 30, 2012, and therefore incorporated both valuations in the Company s fair value measurement.

The significant unobservable inputs and assumptions used in the discounted cash flow model to determine the fair value of the Company s ARS, as of June 30, 2012, are as follows:

Contractual cash flow

The model assumed that the principal amount or par value for these securities will be repaid at the end of the estimated workout period. In addition, future interest payments were estimated as described in each individual prospectus and based on the then-current U.S. Treasury Bill rate adjusted for a failed auction premium of 150 basis points (bps) for A3 rated securities.

ARS discount rate

The model incorporated a discount rate equal to an estimate of the LIBOR rates commensurate with the estimated workout period of the securities. As of the measurement date, these rates were then adjusted by a discount factor of 370 bps, representing an estimate of the market student loan spread and a discount factor to reflect the lack of liquidity and credit risk associated with these securities. As of June 30, 2012, the Company held $3.1 million (par value) of A3 rated securities. The Company s ARS are mostly collateralized by student loans guaranteed by the U.S. government under the Federal Family Education Loan Program. The discount rate does, however, include a discount factor to reflect the issuer s credit risk and its potential inability to perform its obligations under the terms of the ARS agreements. The Company s valuation analysis indicates that the estimated credit risk element included in the discount rate was 200 bps for A3 rated securities.

Estimated maturity

The Company estimated the workout period of its ARS as the weighted-average life of the underlying trust loan portfolio where this information was available from servicing and other trust reports. In a small number of instances where this information was not available, the Company used the weighted-average life of the loan portfolio of a similar trust. The estimated time to maturity of the securities as of the measurement date was 6.7 years for A3 rated securities.

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The following tables represent the Company s fair value hierarchy for its assets and liabilities measured at fair value on a recurring basis (in thousands):

	As of June 30, 2012 Fair Value Measured Using				As of December 31, 2011 Fair Value Measured Using			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets								
Money market funds	$ 46,840	$ 0	$ 0	$ 46,840	$ 53,208	$ 0	$ 0	$ 53,208
Certificates of deposit	0	12,207	0	12,207	0	16,778	0	16,778
Commercial paper	0	12,396	0	12,396	0	5,888	0	5,888
Corporate bonds	0	74,668	0	74,668	0	87,694	0	87,694
U.S. agency notes	0	4,499	0	4,499	0	9,999	0	9,999
U.S. treasuries	24,539	0	0	24,539	27,577	0	0	27,577
ARS	0	0	2,796	2,796	0	0	7,675	7,675
Foreign currency exchange forward contracts	0	8	0	8	0	0	0	0
Total assets	$ 71,379	$ 103,778	$ 2,796	$ 177,953	$ 80,785	$ 120,359	$ 7,675	$ 208,819
Liabilities								
Foreign currency exchange forward contracts	$ 0	$ 0	$ 0	$ 0	$ 0	$ 82	$ 0	$ 82
Total liabilities	$ 0	$ 0	$ 0	$ 0	$ 0	$ 82	$ 0	$ 82

During the three and six months ended June 30, 2012, there were no transfers of assets or liabilities between Level 1 and Level 2 financial assets and there were no transfers into or out of Level 3 financial assets.

The following tables present a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable (Level 3) inputs (in thousands):

	Three Months Ended			
	March 31, 2012	Total Net Gains Included in Other Comprehensive Loss	Calls	June 30, 2012
ARS available-for-sale	$ 7,556	44[(1)]	(4,804)[(2)]	$ 2,796

	Six Months Ended			
	December 31, 2011	Total Net Gains Included in Other Comprehensive Loss	Calls	June 30, 2012
ARS available-for-sale	$ 7,675	60[(1)]	(4,939)[(2)]	$ 2,796

	Three Months Ended			
	March 26, 2011	Total Net Gains Included in Other Comprehensive Loss	Calls	June 25, 2011
ARS available-for-sale	$ 7,897	$ 92[(1)]	$ (86)[(3)]	$ 7,903

	Six Months Ended			
	December 25, 2010	Total Net Gains Included in Other Comprehensive Loss	Calls	June 25, 2011
ARS available-for-sale	$ 7,790	$ 327[(1)]	$ (214)[(3)]	$ 7,903

(1) Amount represents the change in the non-credit loss related other-than-temporary impairments (OTTI) recorded in Accumulated other comprehensive loss in the accompanying condensed consolidated balance sheets.

(2) Amount represents the fair market value of the securities called. Realized gains on these calls for the three and six months ended June 30, 2012 were $0.5 million in each period.

(3) Amount represents the fair market value of the securities called. Realized gains on these calls for three and six months ended June 25, 2011 were not significant.

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Investments at fair value were as follows (in thousands):

	June 30, 2012			
	Adjusted Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Money market funds	$ 46,840	$ 0	$ 0	$ 46,840
Certificates of deposit	12,209	1	(3)	12,207
Commercial paper	12,397	0	(1)	12,396
Corporate bonds	74,680	35	(47)	74,668
U.S. agency notes	4,500	0	(1)	4,499
U.S. treasuries	24,545	1	(7)	24,539
ARS	2,715 (1)	81	0	2,796(3)
Total available-for-sale investments	$ 177,886	$ 118	$ (59)	$ 177,945

	December 31, 2011			
	Adjusted Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Money market funds	$ 53,208	$ 0	$ 0	$ 53,208
Certificates of deposit	16,797	0	(19)	16,778
Commercial paper	5,898	0	(10)	5,888
Corporate bonds	87,808	7	(121)	87,694
U.S. agency notes	9,998	2	(1)	9,999
U.S. treasuries	27,577	5	(5)	27,577
ARS	7,368(2)	307	0	7,675(3)
Total available-for-sale investments	$ 208,654	$ 321	$ (156)	$ 208,819

(1) Amount represents the par value less $0.4 million of credit-related OTTI recognized through earnings in prior years.
(2) Amount represents the par value less $0.9 million of credit-related OTTI recognized through earnings in prior years.
(3) Amount reflects investments in a continuous loss position for twelve months or longer.

As of June 30, 2012, the Company s available-for-sale investments in certificates of deposit, commercial paper, corporate bonds, U.S. agency notes and U.S. treasuries have a contractual maturity term of no more than 18 months, and ARS have contractual maturity terms of up to 33.4 years. Proceeds from sales, maturities and calls of available-for-sale investments were $75.7 million and $153.5 million in the six months ended June 30, 2012 and June 25, 2011, respectively. The specific identification method is used to account for gains and losses on available-for-sale investments.

Other-Than-Temporary Impairments

During the second quarter of 2009, the Company determined that it did not intend to sell its ARS and did not believe that it was more likely than not that it would be required to sell the securities before recovery of their par value. However, given that the present value of the expected cash flows for these securities was below their par value, as of June 27, 2009, an initial OTTI of $2.7 million, equal to the difference between the fair value and the amortized cost basis, had occurred. This OTTI write-down was separated into an amount representing credit loss, which was recognized as Other gain (loss), net in the Company s consolidated statements of operations, and an amount related to all other factors, which was recorded in Accumulated other comprehensive loss in the Company s consolidated balance sheets. In determining if a credit loss had occurred, the Company isolated the credit loss related portion of the discount rate used to derive the fair market value of the securities and applied this to the expected cash flows in order to determine the portion of the OTTI that was credit loss related. This credit loss related portion of the discount rate is based on the financial condition of the issuer, rating agency credit ratings for the security and credit related yield spreads on similar securities offered by the same issuer.

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During the second quarter of 2012, $5.0 million (par value) of AAA rated ARS were called at par value, resulting in a $0.5 million realized gain as these ARS were previously written down. During the three and six months ended June 30, 2012, $5.0 million and $5.2 million of the AAA rated ARS were called at par value, respectively.

As of June 30, 2012, the Company held $3.1 million (par value) of A3 rated available-for-sale ARS. These remaining ARS had an insignificant net increase in fair value for the three months ended June 30, 2012. This change was recognized in Accumulated other comprehensive loss in the Company s consolidated balance sheets. The Company did not recognize any additional OTTI credit loss on any of its securities during the three and six months ended June 30, 2012.

A roll-forward of amortized cost, cumulative OTTI recognized in earnings and Accumulated other comprehensive loss is as follows (in thousands):

	Amortized Cost	Cumulative OTTI in Earnings	Unrealized Gain	OTTI Loss in Accumulated Other Comprehensive Loss	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2011	$ 7,368	$ (884)	$ 1,619	$ (1,312)	$ 307
Unrealized gain	0	0	60	0	60
Call on investments	(4,653)	498	(1,131)	845	(286)
Balance at June 30, 2012	$ 2,715	$ (386)	$ 548	$ (467)	$ 81

The Company believes that the credit risk associated with its available-for-sale ARS could change significantly in the future based on market conditions and continued uncertainties in the financial markets. The ARS student loan credit spread may be subject to significant volatility and it is difficult to predict future fluctuations. A 10% deterioration in the ARS student loan credit spread would result in an insignificant amount in the credit loss related portion of the OTTI for the second quarter of 2012.

4. Cost-method Investment

In May 2010, the Company invested $4.5 million in a privately-held company and in August 2011, the Company invested an additional $4.5 million. This investment is accounted for as a cost-basis investment, as the Company owns less than 20% of the voting securities and does not have the ability to exercise significant influence over operating and financial policies of the entity. The Company s investment is in an entity that is not publicly traded and, therefore, no established market for the securities exists. The Company s cost-method investment is carried at historical cost in its consolidated financial statements and measured at fair value on a nonrecurring basis. If the Company believes that the carrying value of the cost basis investment is in excess of estimated fair value, the Company s policy is to record an impairment charge in Other income (expense), net in the accompanying condensed consolidated statements of operations to adjust the carrying value to estimated fair value, when the impairment is deemed other-than-temporary. The Company regularly evaluates the carrying value of this cost-method investment for impairment. As of June 30, 2012, no event had occurred that would adversely affect the carrying value of this investment, therefore, the fair value of the cost-method investment is not estimated. The Company did not record any impairment charges for this cost-method investment during the three and six months ended June 30, 2012 and June 25, 2011.

5. Derivative Instruments

Foreign Currency Exchange Forward Contracts

The Company enters into foreign currency exchange forward contracts to manage its exposure to fluctuations in foreign exchange rates that arise primarily from its Euro denominated receivables and Euro denominated restricted cash balance amounts that are pledged as collateral for certain stand-by and commercial letters of credit. Gains and losses on these contracts are intended to offset the impact of foreign exchange rate changes on the underlying foreign currency denominated accounts receivables and restricted cash, and therefore, do not subject the Company to material balance sheet risk. The forward contracts are with one high-quality institution and the Company consistently monitors the creditworthiness of the counterparty. None of the Company s derivative instruments contain credit-risk related contingent features, any rights to reclaim cash collateral or any obligation to return cash collateral. The forward contracts entered into during the three and six months ended June 30, 2012 were denominated in Euros and typically had maturities of no more than 30 days. The contracts are settled for U.S. dollars at maturity at rates agreed to at inception of the contracts.

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As of June 30, 2012, the Company did not designate foreign currency exchange forward contracts related to Euro denominated receivables and restricted cash as hedges for accounting purposes, and, accordingly, changes in the fair value of these instruments are included in Other gain (loss), net in the accompanying consolidated statements of operations. For the three months ended June 30, 2012 and June 25, 2011, the before-tax effect of foreign currency exchange forward contracts for Euro denominated receivables and restricted cash not designated as hedging instruments was a gain of $0.6 million and a loss of $0.4 million, respectively, included in Other gain (loss), net in the condensed consolidated statements of operations. For the six months ended June 30, 2012 and June 25, 2011, the before-tax effect of foreign currency exchange forward contracts for Euro denominated receivables and restricted cash not designated as hedging instruments was a loss of $0.2 million and a loss of $1.9 million, respectively, included in Other gain (loss), net in the condensed consolidated statement of operations.

The fair value of derivative instruments not designated as hedging instruments in the Company s condensed consolidated balance sheets was as follows (in thousands):

	As of June 30, 2012		As of December 31, 2011	
	Gross Notional[1]	Prepaid Expenses and Other Current Assets	Gross Notional[1]	Other Accrued Liabilities
Foreign currency exchange forward contracts				
Related to Euro denominated receivables	$ 12,828	$ 7	$ 9,437	$ (71)
Related to restricted cash	$ 1,439	$ 1	$ 1,455	$ (11)

(1) Represents the face amounts of forward contracts that were outstanding as of the period noted.

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6. Balance Sheet Details

The following table provides details of selected balance sheet items (in thousands):

	June 30, 2012	December 31, 2011
Inventory		
Raw materials	$ 14,852	$ 12,081
Work in process	49,381	37,007
Finished goods(1)	50,884	39,908
Total inventory(2)	115,117	$ 88,996
Property, plant and equipment, net:		
Computer hardware	$ 8,787	$ 8,311
Computer software	7,935	7,584
Laboratory and manufacturing equipment	111,787	101,228
Furniture and fixtures	1,283	1,107
Leasehold improvements	33,248	26,736
Construction in progress	24,405	25,843
Subtotal	$ 187,445	$ 170,809
Less accumulated depreciation and amortization	(105,049)	(94,056)
Total property, plant and equipment, net	$ 82,396	$ 76,753
Accrued expenses:		
Loss contingency related to non-cancelable purchase commitments	$ 4,724	$ 5,705
Taxes payable	2,968	3,111
Royalties	937	1,309
Accrued rebate and customer prepay liability	268	4,078
Other accrued expenses	8,769	8,218
Total accrued expenses	$ 17,666	$ 22,421

(1) Included in finished goods inventory at June 30, 2012 and December 31, 2011 were $14.3 million and $8.9 million, respectively, of inventory at customer locations for which product acceptance had not occurred.

(2) As of June 30, 2012 and December 31, 2011, our inventory value had been reduced by $13.0 million and $7.3 million, respectively, for LCM adjustments.

The Company had $2.9 million of standby letters of credit outstanding as of June 30, 2012. These consisted of $1.4 million related to a value added tax license, $0.8 million related to a customer proposal guarantee and $0.7 million related to property leases. The Company had $2.7 million of standby letters of credit outstanding as of December 31, 2011. These consisted of $1.4 million related to a value added tax license, $0.8 million related to property leases and $0.5 million related to a customer proposal guarantee.

7. Comprehensive Loss

Total comprehensive loss consists of other comprehensive loss and net loss. Other comprehensive loss includes certain changes in equity that are excluded from net loss. Specifically, cumulative foreign currency translation adjustments and unrealized holding gains and losses on available-for-sale investments are included in Accumulated other comprehensive loss in the condensed consolidated balance sheets.

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The components of Accumulated other comprehensive loss are as follows (in thousands):

	June 30, 2012	December 31, 2011
Accumulated net unrealized loss on foreign currency translation adjustment	$ (1,870)	$ (1,607)
Accumulated unrealized non-credit related other-than-temporary impairment loss on available-for-sale investments	81	307
Accumulated unrealized holding loss on all other available-for-sale investments	(22)	(142)
Accumulated tax effect on items related to available-for-sale investments	(753)	(753)
Total accumulated other comprehensive loss	$ (2,564)	$ (2,195)

8. Basic and Diluted Net Loss Per Common Share

Basic net loss per common share is computed by dividing net loss by the weighted average number of vested common shares outstanding during the period. Diluted net loss per common share is computed using net loss and the weighted average number of common shares outstanding plus potentially dilutive common shares outstanding during the period. Potentially dilutive common shares include the assumed exercise of outstanding stock options, assumed vesting of outstanding restricted stock units (RSUs) and performance stock units (PSUs), assumed exercise of outstanding warrants, and assumed issuance of stock under the Company s employee stock purchase plan (ESPP) using the treasury stock method.

The following table sets forth the computation of net loss per common share basic and diluted (in thousands, except per share amounts):

	Three Months Ended		Six Months Ended	
	June 30, 2012	June 25, 2011	June 30, 2012	June 25, 2011
Net loss	$ (29,549)	$ (24,194)	$ (50,161)	$ (40,588)
Weighted average common shares outstanding	110,403	105,165	109,534	104,272
Net loss per common share - basic and diluted	$ (0.27)	$ (0.23)	$ (0.46)	$ (0.39)

The Company had the following equity awards outstanding that could potentially dilute basic net loss per common share in the future, but were excluded from the computation of diluted loss per common share in the periods presented as their effect would have been anti-dilutive (in thousands):

	As of	
	June 30, 2012	June 25, 2011
Stock options	9,412	10,023
RSUs	7,054	6,408
PSUs	1,505	2,599
ESPP	816	867
Warrants to purchase common stock	93	124
Total	18,880	20,021

9. Stockholders Equity

Stock-based Compensation Plans

The Company s stock-based compensation plans include stock options, RSUs, PSUs and employee stock purchases under the ESPP. As of June 30, 2012, there were a total of 13.3 million shares available for grant under the Company s 2007 Equity Incentive Plan.

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Equity award activity as of June 30, 2012 and changes during the six months ended June 30, 2012 were as follows (in thousands, except per share data):

	Number of Options	Average Exercise Price Per Share	Aggregate Intrinsic Value
Outstanding at December 31, 2011	**9,873**	**$ 7.03**	**$ 7,924**
Options granted	127	$ 7.18	
Options exercised	(371)	$ 5.77	$ 808
Options canceled	(217)	$ 8.51	
Outstanding at June 30, 2012	**9,412**	**$ 7.04**	**$ 8,523**
Vested and expected to vest at June 30, 2012	**9,354**		**$ 8,522**
Exercisable at June 30, 2012	**6,915**	**$ 6.64**	**$ 8,472**

	Number of Restricted Stock Units	Weighted-Average Grant Date Fair Value Per Share	Aggregate Intrinsic Value
Outstanding at December 31, 2011	**5,957**	**$ 8.77**	**$ 37,407**
RSUs granted	3,355	$ 7.65	
RSUs released	(2,054)	$ 8.80	$ 18,078
RSUs canceled	(204)	$ 8.38	
Outstanding at June 30, 2012	**7,054**	**$ 8.24**	**$ 48,245**
Expected to release at June 30, 2012	**6,772**		**$ 46,324**

	Number of Performance Stock Units	Weighted-Average Grant Date Fair Value Per Share	Aggregate Intrinsic Value
Outstanding at December 31, 2011	**2,595**	**$ 10.51**	**$ 16,304**
PSUs granted	471	$ 7.89	
PSUs released	(740)	$ 9.79	$ 7,250
PSUs canceled	(821)	$ 9.97	
Outstanding at June 30, 2012	**1,505**	**$ 10.35**	**$ 10,296**
Expected to vest at June 30, 2012	**1,490**		**$ 10,192**

The aggregate intrinsic value of unexercised options, unreleased RSUs and unreleased PSUs is calculated as the difference between the closing price of the Company s common stock of $6.84 at June 29, 2012 and the exercise prices of the underlying equity awards. The aggregate intrinsic value of the options which have been exercised and RSUs released is calculated as the difference between the fair market value of the common stock at the date of exercise or release and the exercise price of the underlying equity awards.

The following table presents total stock-based compensation cost for instruments granted but not yet amortized, net of estimated forfeitures, of the Company s equity compensation plans as of June 30, 2012. These costs are expected to be amortized on a straight-line basis over the following weighted-average periods (in thousands, except for weighted-average period):

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	Unrecognized Compensation Expense, Net	Weighted-Average Period (in years)
Stock options	$ 7,978	1.5
RSUs	$ 43,616	2.1
PSUs	$ 4,753	1.5

Employee Stock Options

In February 2012, the Compensation Committee of the Company s board of directors shortened the maximum term of future option grants under the 2007 Plan from 10 years to 7 years. The Company did not grant any options to employees during the three months ended June 30, 2012. During the six months ended June 30, 2012, the Company granted options to employees and members of the Company s board of directors to purchase an aggregate of 0.1 million shares of the Company s common stock at a weighted-average exercise price of $7.18 per share. These options have exercise prices equal to the closing market prices of the Company s common stock on the dates these options were granted. The weighted-average remaining contractual term of options exercisable was 5.9 years as of June 30, 2012. Total fair value of stock options granted to employees and members of the board of directors that vested during the three and six months ended June 30, 2012 was approximately $3.0 million and $4.5 million, respectively, based on the grant date fair value. Total fair value of stock options granted to employees and members of the board of directors that vested during the three and six months ended June 25, 2011 was approximately $2.5 million and $5.2 million, respectively, based on the grant date fair value.

The ranges of estimated values of stock options and performance-based stock options granted, as well as ranges of assumptions used in calculating these values were based on estimates as follows:

	Three Months Ended		Six Months Ended	
	June 30, 2012	June 25, 2011	June 30, 2012	June 25, 2011
Volatility	N/A	59% -62%	65%-68%	58% -62%
Risk-free interest rate	N/A	1.70% -2.10%	0.7%-1.0%	1.70% -2.60%
Expected life	N/A	4.6 -5.3 years	4.0 -5.3 years	4.6 -5.5 years
Estimated fair value	N/A	$3.47 - $4.05	$3.75 - $3.76	$3.47 - $4.63
Stock-based compensation expense (in thousands)	$2,167	$3,309	$4,568	$6,501

N/A Not applicable because the Company did not grant any options to employees during the three months ended June 30, 2012.

Employee Stock Purchase Plan

The fair value of the ESPP shares was estimated at the date of grant using the following assumptions:

	Three Months Ended		Six Months Ended	
	June 30, 2012	June 25, 2011	June 30, 2012	June 25, 2011
Volatility	57%	66%	57%	66%
Risk-free interest rate	0.2%	0.2%	0.20%	0.2%
Expected life	0.5 years	0.5 years	0.5 years	0.5 years
Estimated fair value	$2.63	$2.70	$2.63	$2.70
Stock-based compensation expense (in thousands)	$861	$1,003	$1,758	$1,933

Restricted Stock Units

During the three and six months ended June 30, 2012, the Company granted RSUs to employees and members of the Company s board of directors to receive an aggregate of 2.4 million and 3.4 million shares of the Company s common stock, respectively, at no cost. The Company accounted for the fair value of the RSUs using the closing market price of the Company s common stock on the date of grant. Amortization of stock-based compensation related to RSUs in the three and six months ended June 30, 2012 and June 25, 2011 was approximately $7.3 million and $13.6 million, respectively, and $6.5 million and $12.6 million, respectively.

Performance Stock Units

During 2009, the Company granted PSUs primarily to members of the Company s board of directors and executive officers. The number of shares to be issued upon vesting of PSUs range from 0.5 to 2.0 times the number of PSUs granted depending on the relative performance of the Company s common stock price compared to the NASDAQ Composite Index over a three-year or four-year period. During the six months ended June 30, 2012, the Company released 0.7 million of PSUs based on a payout of 0.5 of the target number of PSUs. As of June 30, 2012, 1.0 million PSUs granted in 2009 remained outstanding and are scheduled to vest on January 1, 2013, subject to the performance criteria set forth above.

Pursuant to the Company s 2007 Equity Incentive Plan, during the three and six months ended June 30, 2012, the Company granted 0.2 million and 0.5 million PSUs, respectively, to certain of the Company s executive officers. These PSUs will only vest upon the achievement of certain specific financial performance metrics and are subject to each named executive officer s continued service to the Company. If the financial performance metrics are not met within the time limits specified in the award agreements, the PSUs will be cancelled.

Amortization of stock-based compensation related to PSUs in the three and six months ended June 30, 2012 and June 25, 2011 was approximately $1.4 million and $1.8 million, respectively, and $1.8 million and $4.2 million, respectively.

Common Stock Warrants

As of June 30, 2012, there were warrants to purchase 92,592 shares of common stock outstanding with an exercise price of $5.40 per share and an expiration date of July 13, 2013.

Stock-Based Compensation

The following tables summarize the effects of stock-based compensation on the Company s condensed consolidated balance sheets and statements of operations for the periods presented (in thousands):

	June 30, 2012	December 31, 2011
Stock-based compensation effects in inventory	$ 4,831	$ 3,479
Stock-based compensation effects in deferred inventory cost	$ 109	$ 179
Stock-based compensation effects in fixed assets	$ 70	$ 36

	Three Months Ended		Six Months Ended	
	June 30, 2012	June 25, 2011	June 30, 2012	June 25, 2011
Stock-based compensation effects in net loss before income taxes				
Cost of revenue	$ 686	$ 760	$ 1,292	$ 1,491
Research and development	3,695	3,504	7,015	7,330
Sales and marketing	2,744	2,225	4,963	4,285
General and administration	2,705	4,828	4,928	9,611
	9,830	11,317	18,198	22,717

Cost of revenue amortization from balance sheet[1]	1,100	1,165	2,169	2,130
Total stock-based compensation expense	$ 10,930	$ 12,482	$ 20,367	$ 24,847

(1) Stock-based compensation expense deferred to inventory and deferred inventory costs in prior periods and recognized in the current period.

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10. Income Taxes

Provision for income taxes for the three and six months ended June 30, 2012 was $0.5 million and $1.1 million, respectively, or negative 1.8% and negative 2.3%, respectively, on a pre-tax loss of $29.0 million and $49.1 million, respectively. This compared to a tax provision of $0.4 million and $0.6 million, or negative 1.5% and 1.6%, on a pre-tax loss of $23.8 million and $39.9 million, respectively, for the three and six months ended June 25, 2011. The difference between the Company s effective tax rates and the federal statutory rate of 35% is primarily attributable to unbenefited U.S. losses, foreign taxes provided on the income of the Company s foreign subsidiaries, non-deductible stock-based compensation expense, and various discrete items. The higher tax expense in 2012 relates to higher foreign income and associated taxes, the expiration of the Indian tax holiday on March 31, 2011, and the release of $0.2 million of tax reserves in 2011 due to statute of limitations lapses.

The realization of tax benefits of deferred tax assets is dependent upon future levels of taxable income, of an appropriate character, in the periods the items are scheduled to be deductible or taxable. Based on the available objective evidence, management believes it is more likely than not that the domestic net deferred tax assets will not be realizable. Accordingly, the Company has provided a full valuation allowance against its domestic deferred tax assets, net of deferred tax liabilities, as of June 30, 2012 and December 31, 2011. In determining future taxable income, the Company makes assumptions to forecast federal, state and international operating income, the reversal of temporary differences, and the implementation of any feasible and prudent tax planning strategies. The assumptions require significant judgment regarding the forecasts of future taxable income and are consistent with the Company s forecasts used to manage its business. The Company intends to maintain the remaining valuation allowance until sufficient positive evidence exists to support a reversal of, or decrease, in the valuation allowance.

11. Segment Information

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance. The Company s chief operating decision maker is the Company s chief executive officer. The Company s chief executive officer reviews financial information presented on a consolidated basis, accompanied by information about revenue by geographic region for purposes of allocating resources and evaluating financial performance. The Company has one business activity, and there are no segment managers who are held accountable for operations, operating results and plans for levels or components below the consolidated unit level. Accordingly, the Company is considered to be in a single reporting segment and operating unit structure.

Revenue by geographic region is based on the shipping address of the customer. The following tables set forth revenue and long-lived assets by geographic region (in thousands):

Revenue

	Three Months Ended		Six Months Ended	
	June 30, 2012	June 25, 2011	June 30, 2012	June 25, 2011
Americas:				
United States	$ 65,790	$ 68,940	$ 136,688	$ 137,766
Other Americas	1,515	1,461	5,507	2,124
	67,305	$ 70,401	142,195	$ 139,890
Europe, Middle East and Africa	23,278	23,365	49,429	43,637
Asia Pacific	2,875	2,190	6,535	5,319
Total revenue	$ 93,458	$ 95,956	$ 198,159	$ 188,846

Property, plant and equipment, net

	June 30, 2012	December 31, 2011
United States	$ 80,120	$ 74,340
Other Americas	238	230
Europe, Middle East and Africa	23	0
Asia Pacific	2,015	2,183
Total property, plant and equipment, net	$ 82,396	$ 76,753

12. Guarantees

Product Warranties

Upon delivery of products, the Company provides for the estimated cost to repair or replace products or the related components that may be returned under hardware warranties. In general, hardware warranty periods range from one to five years. Hardware warranties provide the purchaser with protection in the event that the product does not perform to product specifications. During the warranty period, the purchaser s sole and exclusive remedy in the event of such defect or failure to perform is limited to the correction of the defect or failure by repair, refurbishment or replacement, at the Company s sole option and expense. The Company estimates its hardware warranty obligations based on the Company s historical experience of known product failure rates, use of materials to repair or replace defective products, and service delivery costs incurred in correcting product failures. In addition, from time to time, specific hardware warranty accruals may be made if unforeseen technical problems arise with specific products. Management periodically assesses the adequacy of the Company s recorded warranty liabilities and adjusts the amounts as necessary.

Activity related to product warranty was as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2012	June 25, 2011	June 30, 2012	June 25, 2011
Beginning balance	$ 12,986	$ 10,160	$ 12,865	$ 11,422
Charges to operations	3,103	2,261	5,824	3,715
Utilization	(1,831)	(1,532)	(3,804)	(3,294)
Change in estimate[1]	(556)	(195)	(1,183)	(1,149)
Balance at the end of the period	$ 13,702	$ 10,694	$ 13,702	$ 10,694

(1) The Company records hardware warranty liabilities based on the latest quality and cost information available as of that date. The favorable changes in estimate shown here are due to continued improvements in overall actual failure rates and the impact of these improvements on the Company s estimate of expected future returns and changes in the estimated cost of replacing failed units using either repaired or new units.

13. Litigation and Contingencies

Legal Matters

From time to time, the Company is subject to various legal proceedings, claims and litigation arising in the ordinary course of business. While the outcome of these matters is currently not determinable, the Company does not expect that the ultimate costs to resolve these matters will have a material effect on its consolidated financial position, results of operations, or cash flows. A complete description of the Company s legal proceedings can be found in Item 3. Legal Proceedings of Part I of the Company s Annual Report on Form 10-K for the fiscal year ended

December 31, 2011 filed with the SEC on March 6, 2012, which is incorporated herein by reference. Any updates to the information contained in the Company s Annual Report on Form 10-K are set forth below.

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Cheetah Patent Infringement Litigation

On March 30, 2012, the Board of Patent Appeals and Interferences (the BPAI) affirmed the U.S. Patent and Trademark Office s allowance of the claims in the reexamination of U.S. Patent No. 7,142,347 and U.S. Patent No. 6,795,605. The Company filed a request for reconsideration with the BPAI on April 30, 2012. The Court has scheduled a claim construction hearing for August 9, 2012, during which the Company will present evidence on the appropriate meanings of relevant key words used in the patent claims.

Based on the information available at this time, the Company concluded that the likelihood of a loss with respect to this suit is less than reasonably possible and therefore, a range of loss cannot be provided. As a result, the Company has made no provision for this lawsuit in its financial statements. Factors that the Company considered in the determination of the likelihood of a loss in respect to this matter included the merits of the case, the nature of the litigation (including the complex and technical nature of patent litigation), the length of time the matter has been pending, the status of the re-examination of the underlying patents at issue by the U.S. Patent and Trademark Office, the status of the plaintiff as a non-operating entity, and the lack of any specific amount (or range of amounts) for the alleged damages sought in the complaint.

Cambrian Science Patent Infringement Litigation

On March 7, 2012, the U.S. District Court for the Central District of California denied the Company s request to stay the case alleging infringement of U.S. Patent No. 6,775,312 with respect to each of the customer defendants.

Based on the information available at this time, the Company concluded that the likelihood of a loss with respect to this suit is less than reasonably possible and therefore, a range of loss cannot be provided. As a result, the Company has made no provision for this lawsuit in its financial statements. Factors that the Company considered in the determination of the likelihood of a loss in respect to this matter included the merits of the case, the nature of the litigation (including the complex and technical nature of patent litigation), the length of time the matter has been pending, and the status of the plaintiff as a non-operating entity.

Loss Contingencies

The Company is subject to the possibility of various losses arising in the ordinary course of business. These may relate to disputes, litigation and other legal actions. In preparation of its quarterly and annual financial statements, the Company considers the likelihood of loss or the incurrence of a liability, including whether it is probable, reasonably possible or remote that a liability has been incurred, as well as the Company s ability to reasonably estimate the amount of loss, in determining loss contingencies. In accordance with U.S. GAAP, an estimated loss contingency is accrued when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. The Company regularly evaluates current information to determine whether any accruals should be adjusted and whether new accruals are required. As of June 30, 2012, the Company has not accrued or recorded any such material liabilities.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

This quarterly report on Form 10-Q contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. Such forward-looking statements include any expectation of earnings, revenues, gross margins, expenses or other financial items; any statements of the plans, strategies and objectives of management for future operations and personnel; factors that may affect our operating results; statements concerning new or existing products or services, including scalability for the DTN-X platform, future PIC capacity and new product costs, delivery dates and revenues; statements related to capital expenditures; statements related to expectations for future cost structure; statements related to future economic conditions, performance, market growth or our sales cycle; statements related to the liquidity of our auction rate securities; statements related to the effects of litigation on our financial position, results of operations, or cash flows; statements as to industry trends and other matters that do not relate strictly to historical facts or statements of assumptions underlying any of the foregoing. These statements are often identified by the use of words such as anticipate, believe, continue, could, estimate, expect, intend, may, or will, and similar expressions or variations. These statements are based on the beliefs and assumptions of our management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section titled Risk Factors included elsewhere in this Form 10-Q and in our other SEC filings, including our annual report on Form 10-K for the fiscal year ended December 31, 2011 filed on March 6, 2012. Such forward-looking statements speak only as of the date of this report. We disclaim any obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements. The following discussion and analysis should be read in conjunction with our condensed consolidated financial statements and notes thereto included elsewhere in this quarterly report on Form 10-Q.

Overview

Infinera was founded in December 2000 with a unique vision for optical networking. Prior to Infinera, service provider optical networks were built from fairly commoditized products, broadly known as wavelength division multiplexing (WDM) systems. Recent growth in bandwidth demand has increased the need for the delivery of high-capacity low-cost bandwidth throughout the network. We believe that traditional point-to-point network architectures do not provide the required flexibility to meet this demand. It takes large amounts of low-cost bandwidth, pervasive Optical Transport Network (OTN) switching, and the intelligence of bandwidth management to manage these larger networks and deliver high-capacity services quickly and cost-effectively. Infinera believes this can only be achieved with photonic integrated circuits (PICs) and that only through photonic integration can network operators scale their network bandwidth without significant increases in space, power or operational workload.

We first introduced our Digital Optical Network architecture to the market in 2004. This architecture is based on our unique PICs and enables high-capacity, low-cost bandwidth in the cloud and distributed switching throughout the network. Since 2004, our strategy has been to extend the benefits of our Digital Optical Network throughout the optical networking market. We have made significant enhancements to our Digital Transport Node System (DTN platform) during this time by increasing reach and fiber capacity for the long-haul market, adding the Infinera MTC a 19-inch chassis option tailored for the metro core market, and adding a submarine version of the DTN platform for the Submarine Line Terminating Equipment market. In addition, we introduced our ATN metro access platform (ATN platform), extending Infinera s digital bandwidth management and intelligent network benefits to the network edge. Finally, in order to meet the growing bandwidth demands of our customers, we introduced our 40 Gigabits per second (Gbps) non-PIC based solution in 2011 and our DTN-X 100 Gbps platform based on the 500 Gbps PIC in 2012. The DTN, DTN-X and ATN platforms are designed to operate as a tightly-integrated network with a single management system providing an end-to-end Digital Optical Network experience.

Traffic patterns in the optical network continue to grow to accommodate increased bandwidth demand from video, mobility and cloud computing. The market is seeing growing demand for increased fiber capacity with high-capacity networks migrating from 10 Gbps and 40 Gbps wavelength solutions to newly available 100 Gbps solutions. Infinera launched the DTN-X platform, a 100 Gbps PIC-based solution, in September 2011, and completed its first shipments for customer deployment in the second quarter of 2012. The DTN-X platform incorporates our 500 Gbps PICs with a 5 Terabit OTN switch, enabling the scale, efficiency and simplicity of the Digital Optical Network. We continue to position our DTN platform and associated benefits of the Digital Optical Network into the smaller backbone and metro core networks needing lower capacity 10 Gbps and 40 Gbps wavelengths. Our ATN platform is a metro access solution that extends Infinera s digital bandwidth management and intelligent software operating system benefits to the network edge.

Our goal is to be a leading provider of optical networking systems to communications service providers, internet content providers, cable operators, subsea network operators, and others. Our revenue growth will depend on the continued acceptance of our products, growth of communications traffic and the proliferation of next-generation bandwidth-intensive services, which are expected to drive the need for increased levels of bandwidth. Our ability to increase revenue and achieve profitability will be directly affected by the level of acceptance of our products in the long-haul and metro WDM markets and by our ability to cost-effectively develop and sell innovative products that leverage our technology advantages on a time-to-market basis.

As of June 30, 2012, we have sold our network systems for deployment in the optical networks of 102 customers worldwide, including Colt, Cox Communications, Deutsche Telekom, Equinix, Inc., Interoute, KVH, TeliaSonera, Level 3, NTT, OTE, Pacnet and XO Communications. We currently have 39 customers enjoying the benefits of an ATN platform and 34 of those have deployed an integrated ATN-DTN solution. We do not have long-term sales commitments with our customers. To date, a few of our customers have accounted for a significant portion of our revenue. One customer accounted for over 10% of our revenue in the three months ended June 30, 2012 and three customers each accounted for over 10% of our revenue in the three months ended June 25, 2011. One customer accounted for over 10% of our revenue in each of the six months ended June 30, 2012 and June 25, 2011. Our business will be harmed if any of our key customers do not generate as much revenue as we forecast, stop purchasing from us, or substantially reduce their orders for our products.

We are headquartered in Sunnyvale, California, with employees located throughout the Americas, Europe, and the Asia Pacific region. We expect to continue to add personnel in the United States and internationally to develop our products and provide additional geographic sales and technical support coverage. We primarily sell our products through our direct sales force, with a small portion sold indirectly through resellers. We derived 99% and 98% of our revenue from direct sales to customers for the three and six months ended June 30, 2012, respectively. We expect to continue generating a substantial majority of our revenue from direct sales in the future.

Our near-term year-over-year and quarter-over-quarter revenue will likely be volatile and may be impacted by several factors including general economic and market conditions, time-to-market development of new products, acquisitions of new customers and the timing of large product deployments.

We will continue to make significant investments in the business, and management currently believes that operating expenses for 2012 will range from $255 million to $265 million, including stock-based compensation expense of approximately $40 million to $45 million.

Critical Accounting Policies and Estimates

Management s Discussion and Analysis of Financial Condition and Results of Operations is based upon our condensed consolidated financial statements, which we have prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP). The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, if different estimates reasonably could have been used, or if changes in the estimate that are reasonably likely to occur could materially impact the financial statements. Management believes that there have been no significant changes during the six months ended June 30, 2012 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 December 31, 2011.

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Results of Operations

The following sets forth, for the periods presented, certain unaudited condensed consolidated statements of operations information (in thousands, except %):

	Three Months Ended			
	June 30, 2012	% of total revenue	June 25, 2011	% of total revenue
Revenue:				
Product	$ 77,843	83%	$ 84,361	88%
Ratable product and related support and services	523	1%	814	1%
Services	15,092	16%	10,781	11%
Total revenue	$ 93,458	100%	$ 95,956	100%
Cost of revenue:				
Product	$ 56,017	60%	$ 54,540	57%
Ratable product and related support and services	166	0%	294	0%
Services	4,901	5%	3,708	4%
Total cost of revenue	$ 61,084	65%	$ 58,542	61%
Gross profit	$ 32,374	35%	$ 37,414	39%

	Six Months Ended			
	June 30, 2012	% of total revenue	June 25, 2011	% of total revenue
Revenue:				
Product	$ 170,234	86%	$ 166,889	88%
Ratable product and related support and services	1,054	0%	1,736	1%
Services	26,871	14%	20,221	11%
Total revenue	$ 198,159	100%	$ 188,846	100%
Cost of revenue:				
Product	$ 115,341	58%	$ 101,158	54%
Ratable product and related support and services	357	0%	679	0%
Services	9,660	5%	6,851	4%
Total cost of revenue	$ 125,358	63%	$ 108,688	58%
Gross profit	$ 72,801	37%	$ 80,158	42%

The following table summarizes our revenue by geography and sales channel for the periods presented (in thousands, except %):

	Three Months Ended		Six Months Ended	
	June 30, 2012	June 25, 2011	June 30, 2012	June 25, 2011

Total revenue by geography				
Domestic	$ 65,790	$ 68,940	$ 136,688	$ 137,766
International	27,668	27,016	61,471	51,080
	$ 93,458	$ 95,956	$ 198,159	$ 188,846
% Revenue by geography				
Domestic	70%	72%	69%	73%
International	30%	28%	31%	27%
	100%	100%	100%	100%
Total revenue by sales channel				
Direct	$ 92,168	$ 94,634	$ 194,011	$ 183,448
Indirect	1,290	1,322	4,148	5,398
	$ 93,458	$ 95,956	$ 198,159	$ 188,846
% Revenue by sales channel				
Direct	99%	99%	98%	97%
Indirect	1%	1%	2%	3%
	100%	100%	100%	100%

Revenue

Total revenue decreased to $93.5 million for the three months ended June 30, 2012 from $96.0 million for the corresponding period in 2011. For the six months ended June 30, 2012, total revenue increased to $198.2 million from $188.8 million for the corresponding period in 2011. Revenues in the three and six months ended June 30, 2012 were negatively impacted by lower levels of DTN sales, as existing customers began to transition their high-capacity network deployments to our new DTN-X platform. Although we completed our first DTN-X shipments in the second quarter of 2012, we did not recognize revenue on these shipments in the period. We expect to recognize our first DTN-X revenues in the third quarter of 2012. Revenues for the three and six months ended June 30, 2011 were negatively impacted when customers who required higher capacity network solutions in advance of the availability of our 40 Gbps and 100 Gbps systems purchased competitor products for portions of their networks.

International revenue increased to 30% of total revenue for the three months ended June 30, 2012 from 28% of total revenue in the corresponding period in 2011, and increased to 31% of total revenue in the six months ended June 30, 2012 from 27% of total revenue in the corresponding period in 2011. This increase during the six month period was primarily due to increased investment in sales resources in Europe resulting in higher revenue for the region. While we expect international revenues to continue to grow in absolute dollars on a long-term basis as we increase our sales activities in Europe, Asia Pacific and other regions, this metric may fluctuate as a percentage of total revenue depending on the size and timing of deployments both internationally and in the United States.

Total product revenue decreased to $77.8 million for the three months ended June 30, 2012 from $84.4 million for the corresponding period in 2011. Total product revenue increased to $170.2 million for the six months ended June 30, 2012 from $166.9 million for the corresponding period in 2011. Product and related support services revenue that is recognized ratably includes sales of products and services that were deferred under previous accounting standards, prior to our adoption of ASU 2009-13 and ASU 2009-14 as further discussed in Note 2, Significant Accounting Policies, to the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K filed on March 6, 2012, because vendor specific objective evidence of fair value had not been established for the undelivered elements. Total ratable revenue levels decreased to $0.5 million for the three months ended June 30, 2012 from $0.8 million for the corresponding period in 2011. Total ratable revenue decreased to $1.1 million for the six months ended June 30, 2012 from $1.7 million for the corresponding period in 2011. These decreases were due to an overall reduction in sales of products and services that were deferred following our adoption of ASU 2009-13 and ASU 2009-14.

Total services revenue increased to $15.1 million for the three months ended June 30, 2012 from $10.8 million for the corresponding period in 2011 primarily reflecting increased revenue of $1.6 million from deployment services revenue, $1.0 million from extended hardware warranty, $1.0 million from spares management related services, $0.3 million from software subscription revenue, $0.2 million from training revenue, $0.1 million from managed services revenue and $0.1 million from first line management services revenue. Total services revenue increased to $26.9 million for the six months ended June 30, 2012 from $20.2 million for the corresponding period in 2011 primarily reflecting increased revenue of $3.2 million from deployment services revenue, $1.5 million from extended hardware warranty revenue, $1.3 million from spares management services revenue, $0.4 million from training revenue and $0.3 million from first line management services revenue. As our installed customer base grows, we expect to continue to grow our extended hardware warranty and spares management services revenues in future periods.

Cost of Revenue and Gross Margin

Gross margin decreased to 35% in the three months ended June 30, 2012 from 39% in the corresponding period in 2011. This decrease was primarily due to the impact of continued price discounts in response to competitive pressures and the inclusion of costs associated with our new DTN-X platform. These costs included incremental lower of cost or market (LCM) amounts in the second quarter of 2012 primarily related to our DTN-X inventory and shipments awaiting customer acceptance.

LCM amounts typically relate to common equipment that is sold below cost in order to compete for the initial network footprint. The LCM amounts recorded in the second quarter of 2012 also included LCM related to initial DTN-X line modules which carry a higher cost due to lower yields and volumes associated with ramping production. As of June 30, 2012 and December 31, 2011, our inventory value had been reduced by $13.0 million and $7.3 million, respectively, for LCM adjustments.

Gross margin decreased to 37% in the six months ended June 30, 2012 from 42% in the corresponding period in 2011. This decrease primarily reflects increased pricing pressures and the inclusion of costs associated with the DTN-X platform. These costs include the impact of the LCM amounts recorded in the second quarter of 2012 as discussed above.

Based on our current outlook, we expect gross margins for the remainder of 2012 to be below 40%, reflecting competitive pricing and the impact of early product cycle production costs for the DTN-X. We do not have the visibility necessary to accurately predict quarterly gross margins beyond this time horizon.

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Operating Expenses

The following tables summarize our operating expenses for the periods presented (in thousands, except %):

	Three Months Ended			
	June 30, 2012	**% of total revenue**	**June 25, 2011**	**% of total revenue**
Operating expenses:				
Research and development	$ 31,676	34%	$ 32,899	34%
Sales and marketing	17,777	19%	14,957	16%
General and administrative	12,320	13%	13,635	14%
Total operating expenses	$ 61,773	66%	$ 61,491	64%

	Six Months Ended			
	June 30, 2012	**% of total revenue**	**June 25, 2011**	**% of total revenue**
Operating expenses:				
Research and development	$ 62,661	32%	$ 64,208	34%
Sales and marketing	36,019	18%	28,892	15%
General and administrative	23,404	12%	27,144	15%
Total operating expenses	$ 122,084	62%	$ 120,244	64%

The following table summarizes the stock-based compensation expense included in our operating expenses (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2012	**June 25, 2011**	**June 30, 2012**	**June 25, 2011**
Research and development	$ 3,695	$ 3,504	$ 7,015	$ 7,330
Sales and marketing	2,744	2,225	4,963	4,285
General and administration	2,705	4,828	4,928	9,611
Total	$ 9,144	$ 10,557	$ 16,906	$ 21,226

Research and Development Expenses

Research and development expenses decreased by $1.2 million in the three months ended June 30, 2012 compared to the corresponding period in 2011 primarily due to decreased spending on materials, equipment and software of $1.6 million and decreased headcount and personnel-related costs of $1.4 million during the three months ended June 30, 2012 as compared to the corresponding period in 2011. These decreases were partially offset by higher depreciation costs of $0.7 million, increased professional outside services and other costs of $0.9 million, and increased stock-based compensation expenses of $0.2 million.

Research and development expenses decreased by $1.5 million in the six months ended June 30, 2012 compared to the corresponding period in 2011 primarily due to decreased headcount and personnel-related costs of $2.7 million, decreased spending on materials, equipment and software of $1.7 million, and decreased stock-based compensation expense of $0.3 million. These decreases were partially offset by increased spending on professional outside services and other costs of $1.8 million, and higher depreciation expense of $1.4 million.

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Sales and Marketing Expenses

Sales and marketing expenses increased by $2.8 million in the three months ended June 30, 2012 compared to the corresponding period in 2011 primarily due to increased expenses for customer lab trials of $1.0 million, compensation and personnel-related expenses of $0.8 million, stock-based compensation expenses of $0.5 million, increased travel and related expenses of $0.3 million, and increased facilities and other costs of $0.2 million.

Sales and marketing expenses increased by $7.1 million in the six months ended June 30, 2012 compared to the corresponding period in 2011 primarily due to $3.6 million in compensation and personnel-related expenses due to increased headcount, increased expenses for customer lab trials of $1.7 million, increase in travel and related expenses of $0.7 million, increased stock-based compensation expense of $0.7 million and increased facilities and other costs of $0.4 million.

General and Administrative Expenses

General and administrative expenses decreased by $1.3 million in the three months ended June 30, 2012 compared to the corresponding period in 2011 primarily due to decreased stock-based compensation expense of $2.1 million. This decrease was offset by increased professional services and other costs of $0.5 million and increased compensation and personnel-related expenses of $0.3 million.

General and administrative expenses decreased by $3.7 million in the six months ended June 30, 2012 compared to the corresponding period in 2011 primarily due to decreased stock-based compensation expense of $4.7 million and decreased facilities and other costs of $0.4 million. These decreases were partially offset by increased cash compensation of $0.8 million and increased outside professional services and other costs of $0.6 million.

Other Income (Expense), Net

	Three Months Ended		Six Months Ended	
	June 30, 2012	**June 25, 2011**	**June 30, 2012**	**June 25, 2011**
	(In thousands)			
Interest income	$ 228	$ 225	$ 503	$ 537
Other gain (loss), net	149	20	(275)	(391)
Total income (expense), net	$ 377	$ 245	$ 228	$ 146

Interest income changed by insignificant amounts in the three and six months ended June 30, 2012 compared to the corresponding periods in 2011. The changes were mainly due to lower total investments and interest rate fluctuations during the periods.

Other gain (loss), net for the three months ended June 30, 2012 included $0.5 million of realized gain as a result of our AAA rated auction rate security (ARS) called at par value during the second quarter of 2012. This was offset by a loss of $0.3 million of realized and unrealized foreign currency transactions. Other gain (loss), net for the three months ended June 25, 2011 included a loss of $0.2 million of realized and unrealized foreign currency transactions and a gain of $0.2 million related to sale of assets.

Other gain (loss), net for the six months ended June 30, 2012 included a loss of $0.8 million of realized and unrealized foreign currency transactions, offset by $0.5 million of realized gain as a result of our AAA rated ARS called at par value during the second quarter of 2012. Other gain (loss), net for the six months ended June 25, 2011 included a loss of $0.7 million of realized and unrealized foreign currency transactions and a gain of $0.3 million related to sale of assets.

Income Tax Provision (Benefit)

Provision for income taxes for the three and six months ended June 30, 2012 was $0.5 million and $1.1 million, respectively, or negative 1.8% and negative 2.3%, respectively, on a pre-tax loss of $29.0 million and $49.1 million, respectively. This compared to a tax provision of $0.4 million and $0.6 million, or negative 1.5% and negative 1.6%, on a pre-tax loss of $23.8 million and $39.9 million, respectively for the three and six months ended June 25, 2011. The difference between our effective tax rates and the federal statutory rate of 35% is primarily attributable to unbenefited U.S. losses, foreign taxes provided on the income of our foreign subsidiaries, non-deductible stock-based compensation expense, and various discrete items. The higher tax expense in 2012 relates to higher foreign income and associated taxes, the expiration of the Indian tax holiday on March 31, 2011, and the release of $0.2 million of tax reserves in 2011 due to statute of limitations lapses.

The realization of tax benefits of deferred tax assets is dependent upon future levels of taxable income, of an appropriate character, in the periods the items are scheduled to be deductible or taxable. Based on the available objective evidence, management believes it is more likely than not that the domestic net deferred tax assets will not be realizable. Accordingly, we have provided a full valuation allowance against its domestic deferred tax assets, net of deferred tax liabilities, as of June 25, 2012 and December 31, 2011. In determining future taxable income, we make assumptions to forecast federal, state and international operating income, the reversal of temporary differences, and the implementation of any feasible and prudent tax planning strategies. The assumptions require significant judgment regarding the forecasts of future taxable income and are consistent with our forecasts used to manage our business. We intend to maintain the remaining valuation allowance until sufficient positive evidence exists to support a reversal of, or decrease, in the valuation allowance.

Liquidity and Capital Resources

	Six Months Ended	
	June 30, 2012	**June 25, 2011**
	(In thousands)	
Net cash flow provided by (used in):		
Operating activities	$ (28,501)	$ (989)
Investing activities	$ 12,855	$ (16,250)
Financing activities	$ 6,254	$ 4,338

	June 30, 2012	**December 31, 2011**
	(In thousands)	
Cash and cash equivalents	$ 84,988	$ 94,458
Short-term and long-term investments	122,103	155,611
Short-term and long-term restricted cash	3,263	3,047
	$ 210,354	$ 253,116

Cash, cash equivalents, short-term and long-term investments and short-term and long-term restricted cash consist of highly-liquid investments in certificates of deposits, money market funds, commercial paper, corporate bonds, U.S. agency notes and U.S. treasuries. As of June 30, 2012, long-term investments include $3.1 million (par value) of available-for-sale ARS. The restricted cash balance amounts are pledged as collateral for certain stand-by and commercial letters of credit.

Operating Activities

Net cash used in operating activities for the six months ended June 30, 2012 was $28.5 million as compared to $1.0 million for the corresponding period in 2011. Cash flow from operating activities consists of net income (loss), adjusted for non-cash charges, plus or minus working capital changes. Our working capital requirements can fluctuate significantly depending on the timing of deployments and the acceptance, billing and payment terms on those deployments. Additionally, our ability to manage inventory turns and our ability to negotiate favorable payment terms with our vendors may also impact our working capital requirements.

Net loss for the six months ended June 30, 2012 was $50.2 million, which included non-cash charges of $32.2 million, compared to a net loss of $40.6 million in the corresponding period in 2011, including non-cash charges of $35.1 million.

Net cash used to fund working capital was $10.5 million for the six months ended June 30, 2012. Inventory increased by $24.8 million primarily due to increased levels of DTN-X inventory, including increased levels of inventory awaiting customer acceptance. Accounts payable decreased by $8.8 million due to the timing of purchases and payments of purchases during the period. Accrued liabilities decreased by $2.3 million primarily due to reduced levels of compensation and commission related accruals. These were partially offset by decreased receivables of $24.4 million primarily driven by better linearity of invoicing and collections activities in the period.

Net cash used to fund working capital was $4.5 million for the six months ended June 25, 2011. Accounts payable decreased by $7.8 million due to lower inventory purchases during the period. Accrued liabilities decreased by $4.5 million primarily due to reduced levels of compensation and commission related accruals. This was partially offset by a decrease in inventory of $13.3 million primarily due to increased shipments and improved supply chain management and a decrease in accounts receivables of $6.1 million primarily driven by lower level of sales during the first half of 2011.

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Investing Activities

Net cash provided by investing activities in the six months ended June 30, 2012 was $12.9 million compared to net cash used of $16.3 million in the corresponding period of 2011. Investing activities for the six months ended June 30, 2012 included net proceeds of $32.8 million from purchases, maturities, calls and sales of investments in the period partially offset by $19.8 million of capital expenditures. Investing activities for the six months ended June 25, 2011 included net proceeds of $0.5 million from purchases, maturities, calls and sales of investments in the period and $17.3 million of capital expenditures.

Financing Activities

Net proceeds from financing activities in the six months ended June 30, 2012 and June 25, 2011 were $6.3 million and $4.3 million, respectively, primarily related to proceeds from the issuance of common stock under our stock-based compensation plans of $7.1 million and $5.7 million, respectively. Net proceeds in the six months ended June 30, 2012 and June 25, 2011 were offset by $0.8 million and $1.2 million, respectively, related to the repurchase of shares from employees to satisfy minimum tax withholdings.

Liquidity

In 2009, we determined that the present value of the expected cash flows for our ARS was below their par value, and recorded an initial other-than-temporary impairment (OTTI) of $2.7 million, equal to the difference between the fair value and the par value. During the second quarter of 2012, $5.0 million (par value) of AAA rated ARS were called at par value. As of June 30, 2012, we held $3.1 million (par value) with a fair value of $2.8 million of available-for-sale A3 rated ARS. These remaining ARS have a contractual maturity term of up to 33.4 years and it is not clear when we will be able to liquidate this investment.

Failed auctions resulted in a lack of liquidity in the ARS but do not affect the underlying collateral of the securities. We do not anticipate that any potential lack of liquidity in our ARS, even for an extended period of time, will affect our ability to finance our operations, including our continued investments in research and development and planned capital expenditures. We continue to monitor efforts by the financial markets to find alternative means for restoring the liquidity of these investments. Our ARS investment is classified as a non-current asset until we have better visibility as to when its liquidity will be restored.

For 2012, capital expenditures are expected to be in the range of approximately $30 million to $35 million, primarily for product development. In addition, we may continue to experience an increase in working capital requirements as we ramp volume shipments of our DTN-X platform.

We believe that our current cash and cash equivalents and investments will be sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the next 12 months. If these sources of cash are insufficient to satisfy our liquidity requirements beyond 12 months, we may require additional capital from equity or debt financings to fund our operations, to respond to competitive pressures or strategic opportunities, or otherwise. We may not be able to secure timely additional financing on favorable terms, or at all. The terms of any additional financing may place limits on our financial and operating flexibility. If we raise additional funds through further issuances of equity, convertible debt securities or other securities convertible into equity, our existing stockholders could suffer dilution in their percentage ownership of us, and any new securities we issue could have rights, preferences and privileges senior to those of holders of our common stock.

Off-Balance Sheet Arrangements

As of June 30, 2012, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Item 3. ***Quantitative and Qualitative Disclosures about Market Risk***

For quantitative and qualitative disclosures about market risk affecting us, see Quantitative and Qualitative Disclosures About Market Risk in Item 7A. of Part II of our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which is incorporated herein by reference. Our exposure to market risk has not changed materially since December 31, 2011.

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Item 4. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures

An evaluation was performed by management, with the participation of our chief executive officer (CEO) and our chief financial officer (CFO), of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d - 15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)). Disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms. Based on this evaluation, our CEO and CFO have concluded that, as of the end of the fiscal period covered by this quarterly report on Form 10-Q, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC s rules and forms and that such information is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting

There were no changes to our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations of Internal Controls

Our management, including our CEO and CFO, does not expect that our disclosure controls and procedures or our internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving our stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

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PART II. OTHER INFORMATION

Item 1. ***Legal Proceedings***

From time to time, we are subject to various legal proceedings, claims and litigation arising in the ordinary course of business. While the outcome of these matters is currently not determinable, we do not expect that the ultimate costs to resolve these matters will have a material effect on our consolidated financial position, results of operations, or cash flows. A complete description of our legal proceedings can be found in Item 3. Legal Proceedings of Part I of our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 filed with the SEC on March 6, 2012. Any updates to the information contained in the Company s Annual Report on Form 10-K are set forth below.

Cheetah Patent Infringement Litigation

On March 30, 2012, the Board of Patent Appeals and Interferences (the BPAI) affirmed the U.S. Patent and Trademark Office s allowance of the claims in the reexamination of U.S. Patent No. 7,142,347 and U.S. Patent No. 6,795,605. We filed a request for reconsideration with the BPAI on April 30, 2012. The Court has scheduled a claim construction hearing for August 9, 2012, during which we will present evidence on the appropriate meanings of relevant key words used in the patent claims.

Based on the information available at this time, we concluded that the likelihood of a loss with respect to this suit is less than reasonably possible and therefore, a range of loss cannot be provided. As a result, we have made no provision for this lawsuit in our financial statements. Factors that we considered in the determination of the likelihood of a loss in respect to this matter included the merits of the case, the nature of the litigation (including the complex and technical nature of patent litigation), the length of time the matter has been pending, the status of the re-examination of the underlying patents at issue by the U.S. Patent and Trademark Office, the status of the plaintiff as a non-operating entity, and the lack of any specific amount (or range of amounts) for the alleged damages sought in the complaint.

Cambrian Science Patent Infringement Litigation

On March 7, 2012, the U.S. District Court for the Central District of California denied our request to stay the case alleging infringement of U.S. Patent No. 6,775,312 with respect to each of the customer defendants.

Based on the information available at this time, we concluded that the likelihood of a loss with respect to this suit is less than reasonably possible and therefore, a range of loss cannot be provided. As a result, we have made no provision for this lawsuit in our financial statements. Factors that we considered in the determination of the likelihood of a loss in respect to this matter included the merits of the case, the nature of the litigation (including the complex and technical nature of patent litigation), the length of time the matter has been pending, and the status of the plaintiff as a non-operating entity.

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

A description of the risks and uncertainties associated with our business is set forth below. This description includes any material changes to and supersedes the description of the risks and uncertainties associated with our business previously disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2011. You should carefully consider such risks and uncertainties, together with the other information contained in this report, our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and in our other public filings. If any of such risks and uncertainties actually occurs, our business, financial condition or operating results could differ materially from the plans, projections and other forward-looking statements included in the section titled Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report and in our other public filings. In addition, if any of the following risks and uncertainties, or if any other risks and uncertainties, actually occurs, our business, financial condition or operating results could be harmed substantially, which could cause the market price of our stock to decline, perhaps significantly.

We have a history of significant operating losses and may not achieve profitability on an annual basis in the future.

For the fiscal years ended December 31, 2011, we recorded a net loss of $81.7 million. As of June 30, 2012, our accumulated deficit was $537.2 million. We expect to continue to make significant expenditures related to the continued development of our business. These expenditures may include the addition of personnel related to the sales, marketing and research and development of our products and other costs related to the maintenance and expansion of our manufacturing facilities and research and development operations. We may therefore sustain significant operating losses and negative cash flows in the future. We will have to maintain significant increased revenue and product gross margins to achieve profitability on an annual basis.

Our revenue and operating results may fluctuate significantly, which could make our future results difficult to predict and could cause our operating results to fall below investor or analyst expectations.

Our revenue and operating results may fluctuate due to a variety of factors, many of which are outside of our control. Over the past eight fiscal quarters, our revenue has ranged from $92.9 million to $130.1 million and our operating income (loss) has ranged from income of $4.1 million to a loss of $29.4 million. As a result, comparing our operating results on a period-to-period basis may not be meaningful. Our budgeted expense levels are based, in large part, on our expectations of long-term future revenue and the development efforts associated with these future revenues. As a result, fluctuations in our revenue and gross margins will have a significant impact on our operating results. Given the relatively fixed nature of our operating costs including those relating to our personnel and facilities, particularly for our engineering personnel, any substantial adjustment to our expenses to account for lower levels of revenue will be difficult and may take time. Consequently, if our revenue does not meet projected levels in the short-term, our inventory levels and operating expenses would be high relative to revenue, resulting in additional operating losses.

In addition to other risks discussed in this section, factors that may contribute to fluctuations in our revenue and our operating results include:

- fluctuations in demand, sales cycles and prices for products and services, including discounts given in response to competitive pricing pressures;
- fluctuations in our product mix, including the mix of higher and lower margin products and significant mix changes resulting from new customer deployments;
- changes in customers budgets for optical communications network equipment purchases and changes in their purchasing cycles;
- order cancellations or reductions or delays in delivery schedules by our customers;
- timeliness of our customers payments for their purchases;

our ability to control costs, including our operating expenses and the costs of components we purchase for our products;

readiness of customer sites for installation of our products;

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- the timing of product releases or upgrades by us or by our competitors. In particular, if we fail to achieve targeted release dates for our future products, or convert lab trials and field evaluations by potential customers into purchase orders, our revenue and operating results may be negatively impacted;
- any significant changes in the competitive dynamics of our market, including any new entrants, technological advances or substantial discounting of products;
- availability of third party suppliers to provide contract engineering and installation services for us;
- the timing of recognizing revenue in any given quarter, including the impact of revenue recognition standards and any future changes in U.S. generally accepted accounting principles (U.S. GAAP) or new interpretations of existing accounting rules; and
- general economic conditions in domestic and international markets.

Many factors affecting our results of operations are beyond our control and make it difficult to predict our results for a particular quarter or to accurately predict future revenues beyond a one-quarter time horizon. If our revenue or operating results fall below the expectations of investors or securities analysts or below any guidance we may in the future provide to the market, the price of our common stock may decline substantially.

Our gross margins may fluctuate from quarter-to-quarter and may be adversely affected by a number of factors, some of which are beyond our control.

Our gross margins fluctuate from period-to-period and vary by customer and by product specification. Over the past eight fiscal quarters, our gross margins have ranged from 35% to 50%. Our gross margins are likely to continue to fluctuate and will be affected by a number of factors, including:

- the mix in any period of the customer s purchasing our products and the product mix, including the relative mix of higher and lower margin products and services;
- significant new customer deployments, often with a higher portion of lower or negative margin common equipment;
- price discounts negotiated by our customers;
- introduction of new products, such as the DTN-X, with initial sales at relatively small volumes and higher product costs;
- sales volume from each customer during the period;
- the amount of equipment we sell or expect to sell for a loss in any given quarter;
- increased price competition, including competition from low-cost producers from China;

- charges for excess or obsolete inventory;

- changes in the price or availability of components for our products;

- changes in our manufacturing costs, including fluctuations in yields and production volumes; and

- increased warranty or repair costs.

It is likely that the average unit prices of our products will decrease over time in response to competitive pricing pressures, increased negotiated sales discounts, new product introductions by us or our competitors or other factors. In addition, some of our customer contracts contain annual technology discounts that require us to decrease the sales price of our products to these customers. In response, we will need to reduce the cost of our products through manufacturing efficiencies, design improvements and cost reductions. If these efforts are not successful or if we are unable to reduce our costs to a greater extent than the reduction in the price of our products, our revenue and gross margin will decline, causing our operating results to decline. Fluctuations in gross margin may make it difficult to manage our business and achieve or maintain profitability.

Aggressive business tactics by our competitors may harm our business.

The markets in which we compete are extremely competitive and have resulted in aggressive business tactics by our competitors, including:

- aggressively pricing their products, including offering significant one-time discounts and guaranteed future price decreases;
- providing financing, marketing and advertising assistance to customers;
- announcing competing products prior to market availability combined with extensive marketing efforts;
- influencing customer requirements to emphasize different product capabilities, such as greater minimum bandwidth requirements or higher transport speeds;
- offering to repurchase our equipment from existing customers; and
- asserting intellectual property rights.

The level of competition and pricing pressure tend to increase during periods of economic weakness or during periods when there are fewer network build-out projects. If we fail to compete successfully against our current and future competitors, or if our current or future competitors continue or expand aggressive business tactics, including those described above, demand for our products could decline, we could experience delays or cancellations of customer orders, or we could be required to reduce our prices or increase our expenses.

Our ability to increase our revenue will depend upon continued growth of demand by consumers and businesses for additional network capacity.

Our future success depends on factors such as mobility, video and increased broadband connectivity and the continuing adoption of high-capacity, revenue-generating services to increase the amount of data transmitted over communications networks and the growth of optical communications networks to meet the increased demand for bandwidth. If demand for such bandwidth does not continue, or slows down, the need for increased bandwidth across networks and the market for optical communications network products may not continue to grow and our product sales would be negatively impacted. In addition, if general economic conditions weaken, our customers and potential customers may slow or delay their purchase decisions, which would have an adverse effect on our business and financial condition.

Any delays in the development and introduction of our products, and any future delays in releasing new products or in releasing enhancements to our existing products may harm our business.

Because our products are based on complex technology, including, in some cases, the development of next-generation PICs and specialized application-specific integrated circuits (ASICs), we may experience unanticipated delays in developing, improving, manufacturing or deploying these products. The development process for our PICs is lengthy, and any modifications to our PICs, including the development of our next-generation PICs, entail significant development cost and risks.

At any given time, various new product introductions and enhancements to our existing products, such as future products based on our next-generation PICs, are in the development phase and are not yet ready for commercial manufacturing or deployment. Recently, we have increased our reliance on third parties, some of which are relatively early stage companies, to develop and manufacture components for our next-generation products, some of which require custom development. The maturing process from laboratory prototype to customer trials, and subsequently to general availability, involves a significant number of simultaneous development efforts. These efforts often must be completed in a timely manner so that they may be introduced into the product development cycle for our systems, and include:

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- completion of product development, including the completion of any associated PIC development, such as our next-generation PICs, and the completion of associated module development, including modules developed by third parties;
- the qualification and multiple sourcing of critical components;
- validation of manufacturing methods and processes;
- extensive quality assurance and reliability testing and staffing of testing infrastructure;
- validation of software; and
- establishment of systems integration and systems test validation requirements.

Each of these steps, in turn, presents risks of failure, rework or delay, any one of which could decrease the speed and scope of product introduction and marketplace acceptance of our products. New generations of our PICs, specialized ASICs and intensive software testing and validation are important to the timely introduction of new products, enhancements to our existing products and our entrance into new markets. In addition, unexpected intellectual property disputes, failure of critical design elements, and a host of other execution risks may delay, or even prevent, the introduction of new products or enhancements to our existing products. If we do not develop and successfully introduce or enhance products in a timely manner, our competitive position will suffer. In addition, if we do not develop and successfully introduce or enhance products in sufficient time so as to satisfy our customer s expectations, we may lose future business from such customers and harm our reputation and our customer relationships, either of which would harm our business and operating results.

The introduction of our DTN-X platform may adversely impact the timing of our revenues, our results of operations and our margins.

We began shipping the new DTN-X platform in the second quarter of 2012. The risks associated with the introduction of new products, such as the DTN-X, include delays in the development or manufacturing, variations in costs, delays in customer purchases or reductions in price of our existing DTN platform in anticipation of this new introduction, difficulty in predicting customer demand for this new platform and effectively managing inventory levels so that they are in line with anticipated demand, risks associated with customer qualification and evaluation of the DTN-X and the risk that this new platform may have reliability, quality or other defects.

As we introduce new products, such as the DTN and DTN-X platforms, with some overlapping feature sets, we face the risk that customers may forego purchases of one product in favor of another product with similar, but greater, functionality. Accordingly, a portion of our DTN platform revenues will be impacted by this new product as some of our customers and prospects will choose to purchase the DTN-X platform in place of the DTN platform. Because the DTN-X platform is a new product for which customers may require additional testing requirements prior to acceptance, initial revenue recognition for the DTN-X platform may take longer than for sales of the DTN platform. Any delay in our ability to convert lab trials and field evaluations by potential customers into purchase orders, or in our ability to recognize revenue from the DTN-X may adversely impact our quarterly revenue results. In addition, if we are required to write off or write down a significant amount of inventory, our results of operations for the period would be adversely affected.

We may be required to recognize costs and expenses for our DTN-X platform before we can recognize the related revenue. Accordingly, until we can ramp up the manufacture of our DTN-X platform, our margins related to the initial sales of the DTN-X platform will be negatively impacted. Such uncertainty related to the introduction and market acceptance of our DTN-X platform could have a material adverse effect on our business, financial condition, operating results and prospects.

The markets in which we compete are highly competitive and dominated by large corporations, and we may not be able to compete effectively.

Competition in the optical networking equipment market is intense, and we expect such competition to increase. A number of very large companies have historically dominated the optical communications network equipment industry. Our competitors include current wavelength division multiplexing suppliers, such as Alcatel-Lucent, Ciena Corporation, Cisco Systems, Ericsson, Fujitsu Limited, Huawei Technologies Co., NEC Corporation, Nokia-Siemens Networks, Tellabs and ZTE Corporation. Competition in these markets is based on price, commercial terms, functionality, manufacturing capability, pre-existing installation, services, existing business and customer relationships, scalability and the ability of products and breadth and quality of services to meet our customers immediate and future network requirements. Other companies have, or may in the future develop, products that are or could be competitive with our

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products. In particular, if a competitor develops a photonic integrated circuit with similar functionality to our PICs, our business could be harmed. Recent mergers from our competitors and any future acquisitions or combinations between or among our competitors may adversely affect our competitive position by strengthening our competitors.

Many of our competitors have substantially greater name recognition and technical, financial and marketing resources, greater manufacturing capacity and better established relationships with incumbent carriers and other potential customers than we have. Many of our competitors have more resources to develop or acquire, and more experience in developing or acquiring, new products and technologies and in creating market awareness for those products and technologies. In addition, many of our competitors have the financial resources to offer competitive products at aggressive pricing levels that could prevent us from competing effectively. Further, many of our competitors have built long-standing relationships with some of our prospective customers and have the ability to provide financing to customers and could, therefore, have an inherent advantage in selling products to those customers.

We compete with low-cost producers from China that can increase pricing pressure on us and a number of smaller companies that provide competition for a specific product, customer segment or geographic market. These competitors often base their products on the latest available technologies. Due to the narrower focus of their efforts, these competitors may achieve commercial availability of their products more quickly than we can and may provide attractive alternatives to our customers.

Our large customers have substantial negotiating leverage, which may require that we agree to terms and conditions that result in increased cost of sales, decreased revenue and lower average selling prices and gross margins, all of which would harm our operating results.

Substantial changes in the optical networking industry have occurred over the last few years. Many potential customers have confronted static or declining revenue. Many of our customers have substantial debt burdens, many have experienced financial distress, and some have gone out of business, been acquired by other service providers, or announced their withdrawal from segments of the business. Consolidation in the markets in which we compete has resulted in changes in the structure of the communications networking industry, with greater concentration of purchasing power in a small number of large service providers, cable operators, internet content providers and government agencies. The increased concentration among our customer base may also lead to increased competition for new network deployments and increased negotiating power for our customers. This may require us to decrease our average selling prices which would have an adverse impact on our operating results.

Further, many of our customers are large communications service providers that have substantial purchasing power and leverage in negotiating contractual arrangements with us. Our customers have and may continue to seek advantageous pricing, payment and other commercial terms and may require us to develop additional features in the products we sell to them. If we are required to develop additional features for our product for a customer, we may be required to defer some of our revenue for such a customer until we have developed and delivered such additional features. We have and may continue to be required to agree to unfavorable commercial terms with these customers, including reducing the average selling price of our products or agreeing to extended payment terms in response to these commercial requirements or competitive pricing pressures. To maintain acceptable operating results, we will need to comply with these commercial terms, develop and introduce new products and product enhancements on a timely basis and continue to reduce our costs.

We expect the factors described above to continue to affect our business and operating results for an indeterminate period, in several ways, including:

- overall capital expenditures by many of our customers or potential customers may be flat or reduced;
- we will continue to have only limited ability to forecast the volume and product mix of our sales;
- managing expenditures and inventory will be difficult in light of the uncertainties surrounding our business; and
- increased competition will enable customers to insist on more favorable terms and conditions for sales, including product discounts, extended payment terms or financing assistance, as a condition of procuring their business.

If we are unable to offset any reductions in our average selling prices with increased sales volumes and reduced production costs, or if we fail to develop and introduce new products and enhancements on a timely basis, or if we disagree on our interpretation and compliance with the commercial terms of our customer agreements, our relationships with our customers and our operating results would be harmed.

Upgrades to our internal business processes and systems, and problems with the design or implementation of these systems and processes, could interfere with, and therefore harm, our business, operations and ability to maintain effective internal control over financial reporting.

The proper functioning of our internal business processes and systems is critical to the efficient operation and management of our business. If these systems fail or are interrupted, our operations may be adversely affected and operating results could be harmed. Our business processes and systems need to be sufficiently scalable to support the future growth of our business and may require modifications or upgrades that expose us to a number of operational risks.

At the beginning of the third quarter of 2012, we completed the initial implementation of a new enterprise resource planning (ERP) system. We have invested significant capital and human resources in the design and implementation of our new ERP system and related processes. Any disruptions or delays as a result of the implementation of the new system or processes, particularly any disruptions or delays that impact our operations, could adversely affect our ability to process customer orders, ship products, provide service and support to our customers, bill and track our customers, fulfill contractual obligations, record and transfer information in a timely and accurate manner, effectively conduct our internal control over financial reporting, file SEC reports in a timely manner, or otherwise run our business. If the implementation adversely affects our ability to maintain effective internal control over financial reporting, our business, financial condition, and results of operations could be negatively impacted.

We must respond to rapid technological change and comply with evolving industry standards and requirements for our products to be successful.

The optical networking equipment market is characterized by rapid technological change, changes in customer requirements and evolving industry standards. We continually invest in research and development to sustain or enhance our existing products, but the introduction of new communications technologies and the emergence of new industry standards or requirements could render our products obsolete. Further, in developing our products, we have made, and will continue to make, assumptions with respect to which standards or requirements will be adopted by our customers and competitors. If the standards or requirements adopted by our prospective customers are different from those on which we have focused our efforts, market acceptance of our products would be reduced or delayed and our business would be harmed.

We are continuing to invest a significant portion of our research and development efforts in the development of our next-generation products. We expect our competitors to continue to improve the performance of their existing products and to introduce new products and technologies and to influence customers buying criteria so as to emphasize product capabilities that we do not, or may not, possess. To be competitive, we must properly anticipate future customer requirements and we must continue to invest significant resources in research and development, sales and marketing and customer support. If we do not anticipate these future customer requirements and invest in the technologies necessary to enable us to have and to sell the appropriate solutions, it may limit our competitive position and future sales, which would have an adverse effect on our business and financial condition. We may not have sufficient resources to make these investments and we may not be able to make the technological advances necessary to be competitive.

We are dependent on sole source and limited source suppliers for several key components, and if we fail to obtain these components on a timely basis, we will not meet our customers product delivery requirements.

We currently purchase several key components for our products from single or limited sources. In particular, we rely on our own production of certain components of our products, such as PICs, and on third parties as sole source suppliers for certain of the components of our products, including ASICs, field-programmable gate arrays, processors, and other semiconductor and optical components. We purchase these items on a purchase order basis and have no long-term contracts with many of these sole source suppliers. Recently, we have increased our reliance on third parties to develop and manufacture components for certain products (40 Gbps and 100 Gbps), some of which require custom development. For example, for the 40 Gbps application of our DTN platform, we purchase customized discrete components. If any of our sole or limited source suppliers suffer from capacity constraints, lower than expected yields, deployment delays, work stoppages or any other reduction or disruption in output, they may be unable to meet our delivery schedule which could result in lost revenue, additional product costs and deployment delays that could harm our business and customer relationships. Further, our suppliers could enter into exclusive arrangements with our competitors, refuse to sell their products or components to us at commercially reasonable prices or at all, go out of business or discontinue their relationships with us. We may be unable to develop alternative sources for these components.

The loss of a source of supply, or lack of sufficient availability of key components, could require us to redesign products that use such components, which could result in lost revenue, additional product costs and deployment delays that could harm our business and customer relationships. If we do not receive critical components for our products in a timely manner, we will be unable to deliver those components to our contract manufacturer in a timely manner and would, therefore, be unable to meet our prospective customers

product delivery requirements. In addition, the sourcing from new suppliers may require us to re-design our products, which could cause delays in the manufacturing and delivery of our products. In the past, we have experienced delivery delays because of lack of availability of components or reliability issues with components that we were purchasing. In addition, some of our suppliers have gone out of business, limited their supply of components to us, or indicated that they may be going out of business. Historically, we have seen a tightening of supply with a number of our suppliers and we have experienced longer than normal lead times and supply delays. We may in the future experience a shortage of certain components as a result of our own manufacturing issues, manufacturing issues at our suppliers or contract manufacturers, capacity problem experiences by our suppliers or contract manufacturers, or strong demand in the industry for such components. A return to growth in the economy is likely to continue to create pressure on us and our suppliers to accurately project overall component demand and manufacturing capacity. These supplier disruptions may continue to occur in the future, which could limit our ability to produce our products and cause us to fail to meet a customer s delivery requirements. Such events could harm our reputation and our customer relationships, either of which would harm our business and operating results.

If we fail to accurately forecast demand for our products, we may have excess or insufficient inventory, which may increase our operating costs, decrease our revenue and harm our business.

We are required to generate forecasts of future demands for our products several months prior to the scheduled delivery to our prospective customers. This requires us to make significant investments before we know if corresponding revenue will be recognized. Lead times for materials and components, including ASICs, that we need to order for the manufacture of our products vary significantly and depend on factors such as the specific supplier, contract terms and demand for each component at a given time. In the past, we have experienced lengthening in lead times for certain components. If the lead times for components are lengthened, we may be required to purchase increased levels of such components to satisfy our delivery commitments to our customers.

If we overestimate demand for our products or particular elements of our products and increase our inventory in anticipation of customer orders that do not materialize, we will have excess inventory, we will face a risk of obsolescence and significant inventory write-downs and our fixed costs will be spread across fewer units, raising our per unit costs. If we underestimate demand for our products, we will have inadequate inventory, which could slow down or interrupt the manufacturing of our products and result in delays in shipments and our ability to recognize revenue. If actual market conditions are less favorable than our internal projections, additional inventory write-offs may be required. In addition, we may be unable to meet our supply commitments to customers which could result in a loss of certain customer opportunities or a breach of our customer agreements that requires payment of damages for delay.

If our contract manufacturers do not perform as we expect, our business may be harmed.

We rely on third-party contract manufacturers to perform a significant portion of the manufacturing of our products, and our future success will depend on our ability to have sufficient volumes of our products manufactured in a cost-effective and quality-controlled manner. We have engaged third parties to manufacture certain elements of our products at multiple contract manufacturing sites located around the world but do not have long-term agreements in place with some of our manufacturers and suppliers. There are a number of risks associated with our dependence on contract manufacturers, including:

- reduced control over delivery schedules, particularly for international contract manufacturing sites;
- reliance on the quality assurance procedures of third parties;
- potential uncertainty regarding manufacturing yields and costs;
- potential lack of adequate capacity during periods of high demand;
- potential uncertainty related to the use of international contract manufacturing sites;

- limited warranties on components supplied to us;
- potential misappropriation of our intellectual property; and
- potential manufacturing disruptions (including disruptions caused by geopolitical events, military actions or natural disasters).

Any of these risks could impair our ability to fulfill orders. Our contract manufacturers may not be able to meet the delivery requirements of our customers, which could decrease customer satisfaction and harm our product sales. We do not have long-term contracts or arrangements with our contract manufacturers that will guarantee product availability, or the continuation of particular pricing or payment terms. If our contract manufacturers are unable or unwilling to continue manufacturing our products or components of our products in required volumes or our relationship with any of our contract manufacturers is discontinued for any reason, we would be required to identify and qualify alternative manufacturers, which could cause us to be unable to meet our supply requirements to our customers and result in the breach of our customer agreements. Qualifying a new contract manufacturer and commencing volume production is expensive and time-consuming and if we are required to change or qualify a new contract manufacturer, we would likely lose sales revenue and damage our existing customer relationships.

We are dependent on a small number of key customers for a significant portion of our revenue and the loss of, or a significant reduction in, orders from one or more of our key customers would reduce our revenue and harm our operating results.

A relatively small number of customers account for a large percentage of our revenue. As a result, our business will be harmed if any of our key customers do not generate as much revenue as we forecast, stop purchasing from us, or substantially reduce their orders to us. In addition, our business will be harmed if we fail to maintain our competitive advantage with our key customers.

Our ability to continue to generate revenue from our key customers will depend on our ability to maintain strong relationships with these customers and introduce new products that are desirable to these customers at competitive prices, and we may not be successful at doing so. In most cases, our sales are made to these customers pursuant to standard purchase agreements rather than long-term purchase commitments, and orders may be cancelled or reduced readily. In the event of a cancellation or reduction of an order, we may not have enough time to reduce operating expenses to minimize the effect of the lost revenue on our business. Our operating results will continue to depend on our ability to sell our products to our key customers.

We are primarily dependent on a single product, and the lack of continued market acceptance of our DTN platform would harm our business.

Although we added the ATN platform as part of our product offering in 2009, and expect that the DTN-X product will generate revenue in 2012, our DTN platform accounts for substantially all of our revenue today and will continue to account for a significant majority of our business for the foreseeable future. As a result, our business could be harmed by:

- any decline in demand for our DTN platform;
- the failure of our existing DTN platform to achieve continued market acceptance;
- the introduction of products and technologies that serve as a replacement or substitute for, or represent an improvement over, our DTN platform;
- technological innovations or new communications standards that our DTN platform does not address; and
- our inability to release enhanced versions of our DTN platform on a timely basis.

If we fail to expand sales of our products into international markets or to sell our products to new types of customers, such as U.S. regional Bell operating companies and international postal, telephone and telegraph companies, our revenue will be harmed.

We believe that, in order to grow our revenue and business and to build a large and diverse customer base, we must successfully sell our products in international markets and to new types of customers, such as U.S. regional Bell operating companies and international postal, telephone and telegraph companies. We have limited experience selling our products internationally and to U.S. regional Bell operating companies and international postal, telephone and telegraph companies. Sales cycles for these customers are often very lengthy and competition for these customers is intense. To succeed in these sales efforts, we believe we must hire additional sales personnel to develop our relationships with these potential customers and develop and manage new sales channels through resellers, distributors and systems integrators. If we do not succeed in our efforts to sell to these customers, the size of our total addressable market will be limited. This, in turn, would harm our ability to grow our customer base and revenue.

If we fail to protect our intellectual property rights, our competitive position could be harmed or we could incur significant expense to enforce our rights.

We depend on our ability to protect our proprietary technology. We rely on a combination of methods to protect our intellectual property, including limiting access to certain information, and utilizing trade secret, patent, copyright and trademark laws and confidentiality agreements with employees and third parties, all of which offer only limited protection. The steps we have taken to protect our proprietary rights may be inadequate to preclude misappropriation or unauthorized disclosure of our proprietary information or infringement of our intellectual property rights, and our ability to police such misappropriation, unauthorized disclosure or infringement is uncertain, particularly in countries outside of the United States. This is likely to become an increasingly important issue as we expand our operations and product development into countries that provide a lower level of intellectual property protection. We do not know whether any of our pending patent applications will result in the issuance of patents or whether the examination process will require us to narrow our claims, and even if patents are issued, they may be contested, circumvented or invalidated. Moreover, the rights granted under any issued patents may not provide us with a competitive advantage, and, as with any technology, competitors may be able to develop similar or superior technologies to our own now or in the future.

Protecting against the unauthorized use of our products, trademarks and other proprietary rights is expensive, difficult, time consuming and, in some cases, impossible. Litigation may be necessary in the future to enforce or defend our intellectual property rights, to protect our trade secrets or to determine the validity or scope of the proprietary rights of others. Such litigation could result in substantial cost and diversion of management resources, either of which could harm our business, financial condition and operating results. Furthermore, many of our current and potential competitors have the ability to dedicate substantially greater resources to enforce their intellectual property rights than we do. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing upon or misappropriating our intellectual property.

Claims by others that we infringe their intellectual property could harm our business.

Our industry is characterized by the existence of a large number of patents and frequent claims and related litigation regarding patent and other intellectual property rights. In particular, many leading companies in the optical networking industry, including our competitors, have extensive patent portfolios with respect to optical networking technology. We expect that infringement claims may increase as the number of products and competitors in our market increases and overlaps occur. From time to time, third parties may assert exclusive patent, copyright, trademark and other intellectual property rights to technologies and related standards that are important to our business or seek to invalidate the proprietary rights that we hold. Competitors or other third parties have, and may continue to assert claims or initiate litigation or other proceedings against us or our manufacturers, suppliers or customers alleging infringement of their proprietary rights, or seeking to invalidate our proprietary rights, with respect to our products and technology. In the event that we are unsuccessful in defending against any such claims, or any resulting lawsuit or proceedings, we could incur liability for damages and/or have valuable proprietary rights invalidated.

Any claim of infringement from a third party, even one without merit, could cause us to incur substantial costs defending against the claim, and could distract our management from running our business. Furthermore, a party making such a claim, if successful, could secure a judgment that requires us to pay substantial damages. A judgment could also include an injunction or other court order that could prevent us from offering our products. In addition, we might be required to seek a license for the use of such intellectual property, which may not be available on commercially reasonable terms or at all. Alternatively, we may be required to develop non-infringing technology, which would require significant effort and expense and may ultimately not be successful. Any of these events could harm our business, financial condition and operating results. Competitors and other third parties have and may continue to assert infringement claims against our customers and sales partners. Any of these claims would require us to initiate or defend potentially protracted and costly litigation on their behalf, regardless of the merits of these claims, because we generally indemnify our customers and sales partners from claims of infringement of proprietary rights of third parties. If any of these claims succeed, we may be forced to pay damages on behalf of our customers or sales partners, which could have an adverse effect on our business, financial condition and operating results.

We incorporate open source software into our products. Although we monitor our use of open source software closely, the terms of many open source licenses have not been interpreted by U.S. courts, and there is a risk that such licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our products. In such event, we could be required to seek licenses from third parties in order to continue offering our products, to re-engineer our products or to discontinue the sale of our products in the event re-engineering cannot be accomplished on a timely basis, any of which could adversely affect our business, operating results and financial condition.

We are currently involved in litigation with Cheetah and Level 3 whereby Cheetah alleges that Infinera and Level 3 infringe on two Cheetah patents. In addition, Cambrian Science has filed suit against us and seven of our customers alleging that the use of our DTN platform by our customers infringes upon a Cambrian Science patent. Information regarding these matters is set forth in Part II, Item 1. Legal Proceedings and is incorporated herein by reference. We believe these lawsuits are without merit and intend to defend ourselves vigorously, but are unable to predict the likelihood of an unfavorable outcome. We may enter into settlements or be subject to judgments that may, individually or in the aggregate, have a material adverse effect on our business, financial condition or operating results. Litigation can be expensive, lengthy and disruptive to normal business operations. Moreover, the results of litigation are inherently uncertain and may result in adverse rulings or decisions. In the event that Cheetah or Cambrian Science is successful in obtaining a judgment requiring us to pay damages, obtaining a judgment requiring us to indemnify our customers for damages imposed upon them, or obtaining an injunction preventing the sale of our products, our business and operating results could be harmed.

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Our manufacturing process is very complex and the partial or complete loss of our manufacturing facility, or a reduction in yields or an inability to scale capacity to meet customer demands could harm our business.

The manufacturing process for certain components of our products, including our PICs, is technically challenging. In the event that any of these manufacturing facilities were fully or partially destroyed, as a result of fire, water damage, or otherwise, it would limit our ability to produce our products. Because of the complex nature of our manufacturing facilities, such loss would take a considerable amount of time to repair or rebuild. The partial or complete loss of any of our manufacturing facilities, or an event causing the interruption in our use of such facility for any extended period of time would cause our business, financial condition and operating results to be harmed.

Minor deviations in the PIC manufacturing process can cause substantial decreases in yields and, in some cases, cause production to be suspended. In the past, we have had significant variances in our PIC yields, including production interruptions and suspensions and may have continued yield variances, including additional interruptions or suspensions in the future. We expect our manufacturing yield for our next-generation PICs to be lower initially and increase as we achieve full production. Poor yields from our PIC manufacturing process or defects, integration issues or other performance problems in our products could limit our ability to satisfy customer demand requirements, and could cause us customer relations and business reputation problems, harming our business and operating results.

Our inability to obtain sufficient manufacturing capacity to meet demand, either in our own facilities or through foundry or similar arrangements with third parties, could harm our relationships with customers, our business and our operating results.

Unfavorable macroeconomic and market conditions may adversely affect our industry, business and gross margins.

Our business depends on the overall demand for additional bandwidth capacity and on the economic health and willingness of our customers and potential customers to make capital commitments to purchase our products and services. As a result of macroeconomic or market uncertainty, we may face new risks that we have not yet identified. In addition, a number of the risks associated with our business, which are disclosed in these risk factors, may increase in likelihood, magnitude or duration.

In the past, unfavorable macroeconomic and market conditions have resulted in sustained periods of decreased demand for optical communications products. These conditions may also result in the tightening of credit markets, which may limit or delay our customers ability to obtain necessary financing for their purchases of our products. A lack of liquidity in the capital markets or the continued uncertainty in the global economic environment may cause our customers to delay or cancel their purchases, increase the time they take to pay or default on their payment obligations, each of which would negatively affect our business and operating results. Continued weakness and uncertainty in the global economy could cause some of our customers to become illiquid, delay payments or adversely affect our collection of their accounts, which could result in a higher level of bad debt expense. In addition, currency fluctuations could negatively affect our international customers ability or desire to purchase our products.

Challenging economic conditions have from time to time contributed to slowdowns in the telecommunications industry in which we operate. Such slowdowns may result in:

- reduced demand for our products as a result of constraints on capital spending by our customers, particularly service providers;
- increased price competition for our products, not only from our competitors, but also as a result of our customer s or potential customer s utilization of inventoried or underutilized products, which could put additional pressure on our near term gross profits;
- risk of excess or obsolete inventories;
- excess manufacturing capacity and higher associated overhead costs as a percentage of revenue; and
- more limited ability to accurately forecast our business and future financial performance.

A lack of liquidity and economic uncertainty may adversely affect our suppliers or the terms on which we purchase products from these suppliers. It may also cause some of our suppliers to become illiquid. Any of these impacts could limit our ability to obtain

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components for our products from these suppliers and could adversely impact our supply chain or the delivery schedule to our customers. This also could require us to purchase more expensive components, or re-design our products, which could cause increases in the cost of our products and delays in the manufacturing and delivery of our products. Such events could harm our gross margins and harm our reputation and our customer relationships, either of which could harm our business and operating results.

Product performance problems, including undetected errors in our hardware or software, or deployment delays could harm our business and reputation.

The development and production of new products with high technology content is complicated and often involves problems with software, components and manufacturing methods. Complex hardware and software systems, such as our products, can often contain undetected errors when first introduced or as new versions are released. In addition, errors associated with components we purchase from third parties, including customized components, may be difficult to resolve. We have experienced errors in the past in connection with our DTN platform, including failures due to the receipt of faulty components from our suppliers. We suspect that errors, including potentially serious errors, will be found from time to time in our products. Our products may suffer degradation of performance and reliability over time.

If reliability, quality or network monitoring problems develop, a number of negative effects on our business could result, including:

- delays in our ability to recognize revenue;
- costs associated with fixing software or hardware defects or replacing products;
- high service and warranty expenses;
- delays in shipments;
- high inventory excess and obsolescence expense;
- high levels of product returns;
- diversion of our engineering personnel from our product development efforts;
- delays in collecting accounts receivable;
- payment of damages for performance failures;
- reduced orders from existing customers; and
- declining interest from potential customers.

Because we outsource the manufacturing of certain components of our products, we may also be subject to product performance problems as a result of the acts or omissions of third parties.

From time to time, we encounter interruptions or delays in the activation of our products at a customer s site. These interruptions or delays may result from product performance problems or from issues with installation and activation, some of which are outside our control. If we experience significant interruptions or delays that we cannot promptly resolve, the associated revenue for these installations may be delayed or confidence in our products could be undermined, which could cause us to lose customers and fail to add new customers.

If we lose key personnel or fail to attract and retain additional qualified personnel when needed, our business may be harmed.

Our success depends to a significant degree upon the continued contributions of our key management, engineering, sales and marketing, and finance personnel, many of whom would be difficult to replace. For example, senior members of our engineering team have unique technical experience that would be difficult to replace. We do not have long-term employment contracts or key person life insurance covering any of our key personnel. Because our products are complex, we must hire and retain a large number of highly trained customer service and support personnel to ensure that the deployment of our products do not result in network disruption for our customers. We believe our future success will depend in large part upon our ability to identify, attract and retain highly skilled managerial, engineering, sales, marketing, finance and customer service and support personnel. Competition for these individuals is intense in our industry, especially in the San Francisco Bay Area where we are headquartered. We may not succeed in identifying, attracting and retaining appropriate personnel. The loss of the services of any of our key personnel, the inability to identify, attract or retain qualified personnel in the future or delays in hiring qualified personnel, particularly engineers and sales personnel, could make it difficult for us to manage our business and meet key objectives, such as timely product introductions.

Our sales cycle can be long and unpredictable, which could result in an unexpected revenue shortfall in any given quarter.

Our products have a lengthy sales cycle, which can extend from six to twelve months and may take even longer for larger prospective customers such as U.S. regional Bell operating companies, international postal, telephone and telegraph companies and U.S. competitive local exchange carriers. Our prospective customers conduct significant evaluation, testing, implementation and acceptance procedures before they purchase our products. We incur substantial sales and marketing expenses and expend significant management effort during this time, regardless of whether we make a sale.

Because the purchase of our equipment involves substantial cost, most of our customers wait to purchase our equipment until they are ready to deploy it in their network. As a result, it is difficult for us to accurately predict the timing of future purchases by our customers. In addition, product purchases are often subject to budget constraints, multiple approvals and unplanned administrative processing and other delays. If sales expected from customers for a particular quarter are not realized in that quarter or at all, our revenue will be negatively impacted.

Our international sales and operations subject us to additional risks that may harm our operating results.

We market, sell and service our products globally. In 2011, 2010 and 2009, we derived approximately 30%, 25% and 31%, respectively, of our revenue from customers outside of the United States. We have sales and support personnel in numerous countries worldwide. In addition, we have a large group of development personnel located in Bangalore, India; Beijing, China; and Kanata, Canada. We expect that significant management attention and financial resources will be required for our international activities over the foreseeable future as we continue to expand our international presence. In some countries, our successes in selling our products will depend in part on our ability to form relationships with local partners. Our inability to identify appropriate partners or reach mutually satisfactory arrangements for international sales of our products could impact our ability to maintain or increase international market demand for our products.

Our international operations are subject to inherent risks, and our future results could be adversely affected by a variety of factors, many of which are outside of our control, including:

- greater difficulty in collecting accounts receivable and longer collection periods;
- difficulties of managing and staffing international offices, and the increased travel, infrastructure and legal compliance costs associated with multiple international locations;
- the impact of recessions in economies outside the United States;
- tariff and trade barriers and other regulatory requirements or contractual limitations on our ability to sell or develop our products in certain foreign markets;
- certification requirements;
- greater difficulty documenting and testing our internal controls;

reduced protection for intellectual property rights in some countries;

potentially adverse tax consequences;

political and economic instability;

effects of changes in currency exchange rates which could negatively affect our financial results and cash flows; and

service provider and government spending patterns.

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International customers may also require that we comply with certain testing or customization of our products to conform to local standards. The product development costs to test or customize our products could be extensive and a material expense for us.

As we continue to expand our business globally, our success will depend, in large part, on our ability to anticipate and effectively manage these and other risks associated with our international operations. Our failure to manage any of these risks could harm our international operations and reduce our international sales.

We may be adversely affected by fluctuations in currency exchange rates.

A portion of our sales are to countries outside of the United States, and are in currencies other than U.S. dollars, particularly the Euro. Accordingly, fluctuations in foreign currency rates, most notably the strengthening of the dollar against the Euro, could have a material impact on our revenue in future periods. We enter into foreign currency exchange forward contracts to reduce the impact of foreign currency fluctuations on accounts receivable denominated in Euro. These hedging programs reduce the impact of currency exchange rate movements on certain transactions, but do not cover all foreign-denominated transactions and therefore do not entirely eliminate the impact of fluctuations in exchange rates which could negatively affect our results of operations and financial condition.

If we fail to maintain effective internal control over financial reporting in the future, the accuracy and timing of our financial reporting may be adversely affected.

We are required to comply with Section 404 of the Sarbanes-Oxley Act of 2002. The provisions of the act require, among other things, that we maintain effective internal control over financial reporting and disclosure controls and procedures. Preparing our financial statements involves a number of complex processes, many of which are done manually and are dependent upon individual data input or review. These processes include, but are not limited to, calculating revenue, deferred revenue and inventory costs. While we continue to automate our processes and enhance our review and put in place controls to reduce the likelihood for errors, we expect that for the foreseeable future, many of our processes will remain manually intensive and thus subject to human error.

Any acquisitions we make could disrupt our business and harm our financial condition and operations.

We have made strategic acquisitions of businesses, technologies and other assets in the past. While we have no current agreements or commitments, we may in the future acquire businesses, product lines or technologies. In the event of any future acquisitions, we may not ultimately strengthen our competitive position or achieve our goals, or they may be viewed negatively by customers, financial markets or investors and we could:

- issue stock that would dilute our current stockholders percentage ownership;
- incur debt and assume other liabilities; or
- incur amortization expenses related to goodwill and other intangible assets and/or incur large and immediate write-offs.

Acquisitions also involve numerous risks, including:

- problems integrating the acquired operations, technologies or products with our own;
- diversion of management s attention from our core business;
- assumption of unknown liabilities;

adverse effects on existing business relationships with suppliers and customers;

increased accounting compliance risk;

risks associated with entering new markets; and

potential loss of key employees.

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We may not be able to successfully integrate any businesses, products, technologies or personnel that we might acquire in the future. Our failure to do so could have an adverse effect on our business, financial condition and operating results.

Our use and reliance upon development resources in India, China and Canada may expose us to unanticipated costs or liabilities.

We have established development centers in India, China and Canada and expect to continue to increase hiring of personnel for these facilities. There is no assurance that our reliance upon development resources in India, China or Canada will enable us to achieve meaningful cost reductions or greater resource efficiency. Further, our development efforts and other operations in these countries involve significant risks, including:

- difficulty hiring and retaining appropriate engineering resources due to intense competition for such resources and resulting wage inflation;
- the knowledge transfer related to our technology and exposure to misappropriation of intellectual property or confidential information, including information that is proprietary to us, our customers and other third parties;
- heightened exposure to changes in the economic, security and political conditions of India, China and Canada;
- fluctuation in currency exchange rates and tax risks associated with international operations; and
- development efforts that do not meet our requirements because of language, cultural or other differences associated with international operations, resulting in errors or delays.

Difficulties resulting from the factors above and other risks related to our operations in these countries could expose us to increased expense, impair our development efforts, harm our competitive position and damage our reputation.

Unforeseen health, safety and environmental costs could harm our business.

Our manufacturing operations use substances that are regulated by various federal, state and international laws governing health, safety and the environment, including the Waste Electrical and Electronic Equipment and Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment regulations adopted by the European Union. If we experience a problem with these substances, it could cause an interruption or delay in our manufacturing operations or could cause us to incur liabilities for any costs related to health, safety or environmental remediation. We could also be subject to liability if we do not handle these substances in compliance with safety standards for storage and transportation and applicable laws. If we experience a problem or fail to comply with such safety standards, our business, financial condition and operating results may be harmed.

We are subject to governmental import and export controls that could subject us to liability or impair our ability to compete in international markets.

We are subject to export control laws that limit which products we sell and where and to whom we sell our products. U.S. export control laws also limit our ability to conduct product development activities in certain countries. In addition, various countries regulate the import of certain technologies and have enacted laws that could limit our ability to distribute our products or could limit our customers ability to implement our products in those countries. Changes in our products or changes in import and export regulations may create delays in the introduction of our products in international markets, prevent our customers with international operations from deploying our products throughout their global systems or, in some cases, prevent the import and export of our products to certain countries altogether. Any change in import and export regulations or related legislation, shift in approach to the enforcement or scope of existing regulations, or change in the countries, persons or technologies targeted by such regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential customers with international operations. Failure to comply with these and similar laws on a timely basis, or at all, decreased use of our products or any limitation on our ability to export or sell our products would adversely affect our business, financial condition and operating results.

If we need additional capital in the future, it may not be available to us on favorable terms, or at all.

Our business requires significant capital. We have historically relied on significant outside debt and equity financing as well as cash flow from operations to fund our operations, capital expenditures and expansion. We may require additional capital from equity or debt financings in the future to fund our operations or respond to competitive pressures or strategic opportunities. We have a history of significant operating losses. For 2011, we had a net loss of $81.7 million. In the event that we require additional capital, we may not be able to secure timely additional financing on favorable terms, or at all. The terms of any additional financing may place limits on our financial and operating flexibility. If we raise additional funds through further issuances of equity, convertible debt securities or other securities convertible into equity, our existing stockholders could suffer dilution in their percentage ownership of our company, and any new securities we issue could have rights, preferences and privileges senior to those of holders of our common stock. If we are unable to obtain adequate financing or financing on terms satisfactory to us, if and when we require it, our ability to grow or support our business and to respond to business challenges could be limited and our business will be harmed.

We are subject to government regulations that could adversely impact our business.

The Federal Communications Commission, or FCC, has jurisdiction over the entire U.S. communications industry and, as a result, our products and our U.S. customers are subject to FCC rules and regulations. Current and future FCC regulations affecting communications services, our products or our customers businesses could negatively affect our business. In addition, international regulatory standards could impair our ability to develop products for international customers in the future. Moreover, many jurisdictions are evaluating or implementing regulations relating to cyber security, privacy and data protection, which can affect the market and requirements for networking and communications equipment. Delays caused by our compliance with regulatory requirements could result in postponements or cancellations of product orders. Further, we may not be successful in obtaining or maintaining any regulatory approvals that may, in the future, be required to operate our business. Any failure to obtain such approvals could harm our business and operating results.

Natural disasters, terrorist attacks or other catastrophic events could harm our operations.

Our headquarters and the majority of our infrastructure, including our PIC fabrication manufacturing facility, are located in Northern California, an area that is susceptible to earthquakes and other natural disasters. Further, a terrorist attack aimed at Northern California or at our nation s energy or telecommunications infrastructure could hinder or delay the development and sale of our products. In the event that an earthquake, terrorist attack or other catastrophe were to destroy any part of our facilities, or certain of our contract manufacturers facilities, destroy or disrupt vital infrastructure systems or interrupt our operations for any extended period of time, our business, financial condition and operating results would be harmed.

The trading price of our common stock has been volatile and is likely to be volatile in the future.

The trading prices of our common stock and the securities of other technology companies have been and may continue to be highly volatile. Further, our common stock has limited prior trading history. Factors affecting the trading price of our common stock include:

- variations in our operating results;
- announcements of technological innovations, new services or service enhancements, strategic alliances or agreements by us or by our competitors;
- the gain or loss of customers;
- recruitment or departure of key personnel;
- changes in the estimates of our future operating results or external guidance on those results or changes in recommendations by any securities analysts that elect to follow our common stock;
- market conditions in our industry, the industries of our customers and the economy as a whole; and

- adoption or modification of regulations, policies, procedures or programs applicable to our business.

In addition, if the market for technology stocks or the stock market in general experiences loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our common stock might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could harm the value of your investment in our common stock. Some companies that have had volatile market prices for their securities have had securities class action lawsuits filed against them. If a suit were filed against us, regardless of its merits or outcome, it could result in substantial costs and divert management s attention and resources.

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Anti-takeover provisions in our charter documents and Delaware law could discourage delay or prevent a change in control of our company and may affect the trading price of our common stock.

We are a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law, which apply to us, may discourage, delay or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our amended and restated certificate of incorporation and amended and restated bylaws may discourage, delay or prevent a change in our management or control over us that stockholders may consider favorable. Our amended and restated certificate of incorporation and amended and restated bylaws:

- authorize the issuance of blank check convertible preferred stock that could be issued by our board of directors to thwart a takeover attempt;
- establish a classified board of directors, as a result of which the successors to the directors whose terms have expired will be elected to serve from the time of election and qualification until the third annual meeting following their election;
- require that directors only be removed from office for cause and only upon a supermajority stockholder vote;
- provide that vacancies on the board of directors, including newly-created directorships, may be filled only by a majority vote of directors then in office rather than by stockholders;
- prevent stockholders from calling special meetings; and
- prohibit stockholder action by written consent, requiring all actions to be taken at a meeting of the stockholders.

Item 6. ***Exhibits***

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended, 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 Rule 15d-14(a) of the Securities Exchange Act, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act 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

The certification attached as Exhibit 32.1 that accompanies this Quarterly Report on Form 10-Q is not deemed filed with the SEC and is not to be incorporated by reference into any filing of Infinera under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

* XBRL information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934, and is not subject to liability under those sections, is not part of any registration statement or prospectus to which it relates and is not incorporated or deemed to be incorporated by reference into any registration statement, prospectus or other document.

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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.

Infinera Corporation

By: /s/ ITA M. BRENNAN
Ita M. Brennan

Chief Financial Officer

(Duly Authorized Officer and Principal

Financial Officer)

Date: August 7, 2012

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