

Spansion Inc.  
Form 10-Q/A  
July 09, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 10-Q/A**

**(Amendment No. 1)**

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**(Mark One)**

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

For the quarterly period ended March 30, 2014

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 001-34747

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Non-accelerated filer

Smaller reporting company

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

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

As of May 1, 2014, the registrant had 60,371,219 shares of Class A Common Stock outstanding at \$0.001 par value per share.

## Explanatory Note

This Amendment No. 1 to the Spansion Inc. Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2014, which was originally filed with the Securities and Exchange Commission on May 6, 2014 (the “Original Filing”), is being filed to correct an inadvertent clerical error in Exhibit 32.1. No other change to the previously filed certifications is intended to be made by the filing of this Form 10-Q/A, and this Form 10-Q/A does not amend, update or change any other items or disclosures contained in the Original Filing. This Amendment No. 1 to the Form 10-Q continues to speak as of the date of the Original Filing and does not reflect any events that occurred at any subsequent date.

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Part  
II.

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**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****Condensed Consolidated Statements of Operations**

(in thousands, except per share amounts)

**(Unaudited)**

|  | <b>Three Months<br/>Ended</b> |                           |
|--|-------------------------------|---------------------------|
|  | <b>March<br/>30, 2014</b>     | <b>March<br/>31, 2013</b> |
| Net sales                                | \$311,750                     | \$189,572                 |
| Cost of sales                            | 221,918                       | 143,717                   |
| Gross profit                             | 89,832                        | 45,855                    |
| Research and development                 | 43,562                        | 22,777                    |
| Sales, general and administrative        | 55,631                        | 28,483                    |
| Operating loss                           | (9,361 )                      | (5,405 )                  |
| Interest and other income (expense), net | (4,600 )                      | 962                       |
| Interest expense                         | (6,087 )                      | (7,604 )                  |
| Loss before income taxes                 | (20,048 )                     | (12,047 )                 |
| Provision for income taxes               | (2,447 )                      | (2,388 )                  |
| Net loss                                 | \$(22,495 )                   | \$(14,435 )               |
| Net loss per share:                      |                               |                           |
| Basic                                    | \$(0.38 )                     | \$(0.25 )                 |
| Diluted                                  | \$(0.38 )                     | \$(0.25 )                 |
| Shares used in per share calculation:    |                               |                           |
| Basic                                    | 59,771                        | 58,086                    |
| Diluted                                  | 59,771                        | 58,086                    |

**See accompanying notes.**



**Condensed Consolidated Statement of Comprehensive Income (Loss)****(in thousands)****(Unaudited)**

|  | <b>Three Months<br/>Ended</b> |                           |
|--|-------------------------------|---------------------------|
|  | <b>March<br/>30, 2014</b>     | <b>March<br/>31, 2013</b> |
| Net loss   | \$(22,495)                    | \$(14,435)                |
| Other comprehensive income (loss), net of tax:                                   |                               |                           |
| Net foreign currency translation adjustment                                      | 296                           | (1,055 )                  |
| Unrealized gain on recovery from impaired investments reclassified into earnings | -                             | (1,200 )                  |
| Net unrealized gain (loss) on cash flow hedges:                                  |                               |                           |
| Net unrealized hedge gain (loss) arising during the period                       | (4,714 )                      | 7,743                     |
| Net loss (gain) reclassified into earnings for cash flow hedges                  | 1,382                         | (1,753 )                  |
| Net unrealized gain (loss) on cash flow hedges                                   | (3,332 )                      | 5,990                     |
| Other comprehensive income (loss), net of tax                                    | (3,036 )                      | 3,735                     |
| Total comprehensive loss   | \$(25,531)                    | \$(10,700)                |

**See accompanying notes.**



**Spansion, Inc.**

**Condensed Consolidated Balance Sheets**

**(in thousands, except par value and share amounts)**

**(Unaudited)**

| <b>Assets</b>                             | <b>March<br/>30, 2014</b> | <b>December<br/>29, 2013</b> |
|---|---------------------------|------------------------------|
| Current assets:                           |                           |                              |
| Cash and cash equivalents                 | \$262,473                 | \$ 286,069                   |
| Short-term investments                    | 26,922                    | 25,428                       |
| Accounts receivable, net                  | 176,714                   | 177,838                      |
| Inventories                               | 256,891                   | 254,154                      |
| Deferred income taxes                     | 4,638                     | 4,592                        |
| Prepaid expenses and other current assets | 49,347                    | 52,756                       |
| Total current assets                      | 776,985                   | 800,837                      |