## Marvell Technology Group

**Investor Relations** 

FQ3' 2015 Earnings Update



## Safe Harbor: Forward-Looking Statements

All statements included in these slides, other than statements or characterizations of historical fact, are forward-looking statements within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, among others: guidance regarding our future financial outlook including revenue, non-GAAP gross margin, non-GAAP R&D expense, non-GAAP SG&A expense, other income/expense, tax expense and EPS (GAAP and non-GAAP) for the fourth guarter of fiscal 2015; and expectations in three of the end markets we serve (Mobile & Wireless, Storage and Networking). Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "can," "will" and similar expressions identify such forward-looking statements. These forward-looking statements are not guarantees of results and should not be considered as an indication of future performance. Actual events or results may differ materially from those described in these slides due to a number risk and uncertainties including, among others; our reliance on a few customers for a significant portion of our revenue; costs and liabilities relating to current and future litigation; our ability to develop and introduce new and enhanced products in a timely and cost effective manner and the adoption of those products in the market; seasonality in sales of consumer devices in which our products are incorporated; our ability to compete in products and prices in an intensely competitive industry; uncertainty in the worldwide economic conditions; our ability to recruit and retain skilled personnel; and other risks detailed in our SEC filings from time to time. For other factors that could cause our results to vary from expectations, we refer you to our Quarterly Report on Form 10-Q for the guarter ended August 2, 2014 and subsequent filings with the SEC, which discuss some of the important risk factors that could contribute to such differences or otherwise affect our business, results of operations and financial condition. We undertake no obligation to revise or update publicly any forward-looking statement to reflect future events or circumstances, including the financial outlook for the fourth guarter of fiscal 2015 contained herein.

The payment of future quarterly cash dividends on Marvell's common shares is subject to, among other things, the best interests of our shareholders, our results of operations, cash balances and future cash requirements, financial condition, developments in ongoing litigation, statutory requirements of Bermuda law, and other factors that our board of directors may deem relevant.

The financial outlook contained herein does not include the potential impact of future share repurchases, pending litigation matters, business combinations, asset acquisitions or other investments that may be completed after November 19, 2014. Our financial outlook for the fourth quarter of fiscal 2015 is based on expectations, assumptions and estimates that we believe are reasonable, and is subject to a wide range of business risks and uncertainties, many of which are beyond our control. The financial outlook contained herein should not be regarded as representations by us that the estimated results will be achieved or are indicative of future results.

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#### **Use of Non-GAAP Financial Measures**

These slides provide financial measures on a U.S. GAAP as well as a non-GAAP basis. These non-GAAP results exclude the effect of share-based compensation, amortization and write-off of acquired intangible assets, acquisition-related costs, restructuring and other exit related costs, litigation settlement, and certain one-time expenses or benefits. We believe that the presentation of non-GAAP financial measures provides important supplemental information to management and investors regarding financial and business trends relating to our financial condition and results of operations. While we use non-GAAP financial measures as a tool to enhance our understanding of certain aspects of our financial performance, we do not consider these measures to be a substitute for, or superior to, the information provided by GAAP financial measures. A reconciliation in accordance with SEC Regulation G for the non-GAAP financial measures used in these slides is available in the financial statements section to this presentation and/or in the Investor Relations section of our website at <a href="https://www.marvell.com">www.marvell.com</a>.

## FQ3' 2015 Financial Results

## Key Highlights from FQ3' 2015 Results

#### Revenue

- Revenue of \$930M, down 3% q/q
- Storage grew in-line with expectations
- Weaker-thanexpected Mobile and Wireless on slower smartphone demand
- Softer-than-expected Networking due to carrier weakness

## Non-GAAP EPS & Profitability

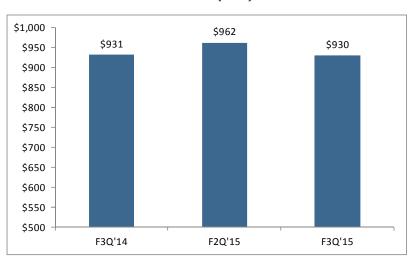
- EPS (diluted): \$0.29
- Gross margin: 51%
- Operating margin: 17%
- FCF margin: 18%

## Shareholder Capital Returns

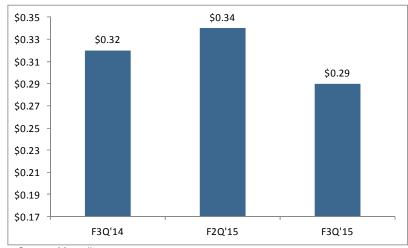
- Repurchased 3.7 million shares of stock for \$45 million
- Quarterly payment of \$31 million in dividends or 6 cents per share

## FQ3' 2015 Financial Summary

Revenue (\$M)



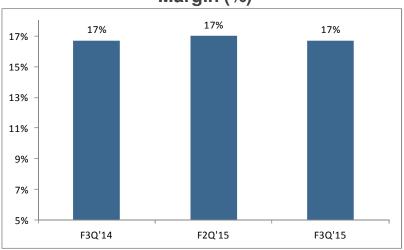
Non-GAAP Diluted EPS (\$)



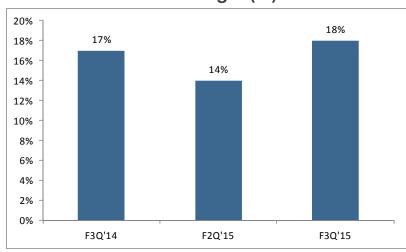
Source: Marvell

M A R V E L L

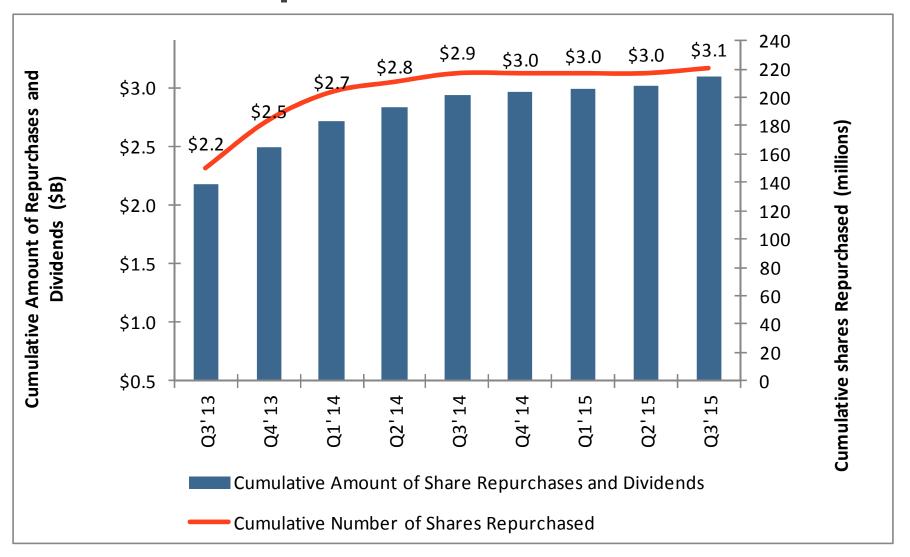
### Non-GAAP Operating Margin (%)



FCF Margin (%)

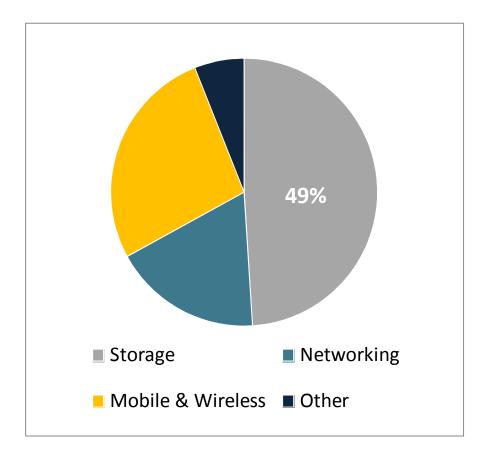


## **Return of Capital**





## **End Markets: Storage**



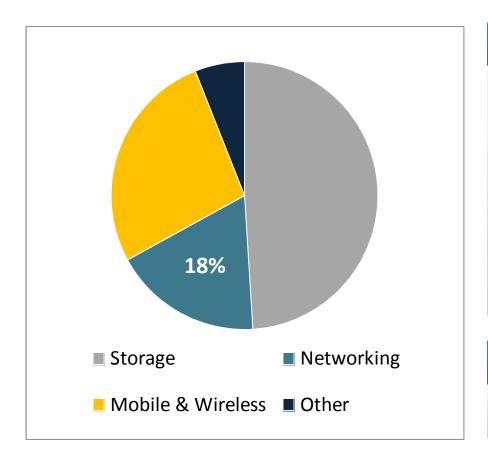
#### FQ3 Highlights

- 49% of overall revenue
- Overall Storage revenue grew 3% q/q and increased 5% y/y
- HDD grew q/q on industry TAM, continued share gains
- Double digit growth q/q in SSD units and revenue

#### FQ4 Expectations

Slight decline from FQ3 on seasonal softness

## **End Markets: Networking**



#### FQ3 Highlights

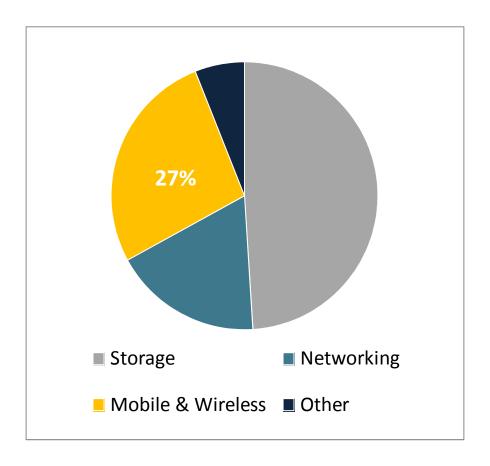
- 18% of overall revenue
- Overall Networking declined 7% q/q and increased 3% y/y
- Weaker-than-expected due to slowdown in carrier spending
- Strength in Ethernet and PON product lines

#### **FQ4** Expectations

Relatively flat from FQ3



#### **End Markets: Mobile & Wireless**



#### FQ3 Highlights

- 27% of overall revenue
- Mobile and Wireless declined 13% q/q and decreased 11% y/y
- Lower-than-expected mobile revenues due to slowdown in overall smartphone demand
- Wireless connectivity performed in-line with expectations

#### **FQ4** Expectations

 Slight sequential decline from FQ3 on soft seasonality

## FQ4' 2015 Financial Outlook

### FQ4' 2015 Outlook

	FQ4' 2015 Outlook
Revenue	\$880 to \$900 million
Non-GAAP Gross Margin	50.5% +/- 100 bps
Non-GAAP Operating Expense	\$320 million +/- \$10 million
Non-GAAP R&D Expense Non-GAAP SG&A Expense	\$265 million \$55 million
Other Income / (Expense)	\$2 million
Tax Expense	\$2 million
Non-GAAP EPS (diluted)	\$0.24 +/- \$0.02
GAAP EPS (diluted)	\$0.16+/- \$0.02

## Financial Statements

# **Unaudited Statement of Operations** (In thousands, except per share amounts)

	Q4'13	Q1'14	Q2'14	Q3'14	Q4'14	Q1'15	Q2'15	Q3'15			
Net revenue	\$ 775,294	\$ 734,369	\$ 807,056	\$ 931,226	\$ 931.749	\$ 957,830	\$ 961,545	\$ 930,136			
Cost of goods sold	370,833	335,438	386,059	464,981	477,252	493,860	477,741	454,974			
Gross profit	404,461	398,931	420,997	466,245	454,497	463,970	483,804	475,162			
Operating expenses:											
Research and development	273,685	279,052	292,642	296,291	288,900	295,363	294,764	288,435			
Selling and marketing	42,319	39,989	38,548	37,496	36,665	38,358	33,949	34,410			
General and administrative	32,577	26,323	27,192	26,589	26,367	30,573	31,333	33,473			
Amortization and write-off of acquired intangible assets	12,268	10,686	10,638	10,645	11,956	6,689	3,304	3,304			
Total operating expenses	360,849	356,050	369,020	371,021	363,888	370,983	363,350	359,622			
Operating income	43,612	42,881	51,977	95,224	90,609	92,987	120,454	115,540			
Interest and other income, net	6,225	3,160	8,253	1,536	12,617	1,925	12,263	4,764			
Income before income taxes	49,837	46,041	60,230	96,760	103,226	94,912	132,717	120,304			
Provision (benefit) for income taxes	(315)	(7,168)	(1,596)	(6,396)	6,097	(4,567)	(6,153)	5,000			
Net income	\$ 50,152	\$ 53,209	\$ 61,826	\$ 103,156	\$ 97,129	\$ 99,479	\$ 138,870	\$ 115,304			
Net income per share - basic	0.10	0.11	0.13	0.21	0.20	0.20	0.27	0.22			
Net income per share - diluted	0.09	0.11	0.12	0.21	0.19	0.19	0.27	0.22			
Weighted average shares — basic	525,804	502,180	494,293	491,979	497,620	505,105	511,821	513,859			
Weighted average shares — diluted	528,082	505,387	500,625	501,189	510,449	520,751	520,269	519,907			
The following table presents details of total share-based compensation expense included in each functional line item in the unaudited condensed consolidated statements of income above:											
Cost of goods sold	2,300	1,867	1,868	2,531	2,597	2,299	1,733	1,934			
Research and development	24,997	23,279	28,982	30,084	27,087	20,368	24,276	24,198			
Selling and marketing	3,683	3,392	3,648	3,738	3,162	2,928	2,617	2,855			
General and administrative	5,506	4,975	6,593	6,848	5,222	4,374	6,394	5,307			

# **Unaudited Statement of Cash Flows** (In thousands)

,	Q4'13		Q1'14		Q2'14	Q3'14		Q4'14		Q1'15		Q2'15		Q3'15	
Cash flows from operating activities:															
Net income	\$ 50,152	\$	53,209	\$	61,826	\$	103,156	\$	97,129	\$	99,479	\$	138,870	\$	115,304
Adjustments to reconcile net income to net cash provided															
by operating activities:															
Depreciation and amortization	26,227		24,966		25,697		25,913		26,176		27,006		26,263		26,515
Share-based compensation	36,486		33,513		41,091		43,201		38,068		29,969		35,020		34,294
Amortization and write-off of acquired intangible assets	12,268		10,686		10,638		10,645		12,037		7,174		3,789		3,789
Other expense (income), net	957		2,523		1,816		1,655		2,184		1,470		(7,596)		(6,034)
Gain from sale of a product line			-		-		-		(6,975)		-		-		-
Excess tax benefits from share-based compensation	(9	)	(7)		(25)		(10)		22		(44)		(32)		(2)
Changes in assets and liabilities:															
Accounts receivable	44,532		(40,112)		(60,524)		(35,855)		13,233		(63,578)		33,419		53,434
Inventories	73,468		(20,123)		(64,170)		(45,157)		32,262		(3,105)		(43,194)		37,506
Prepaid expenses and other assets	(15,861	)	6,802		12,503		(4,293)		8,365		(2,161)		(24,996)		18,536
Accounts payable	2,833		28,936		54,933		44,442		(88,520)		85,128		2,558		(70,749)
Accrued liabilities and other non-current liabilities	(2,272	)	(20,081)		(13,013)		12,584		10,883		(7,134)		10,096		(24,997)
Accrued employee compensation	(24,878	)	4,423		(471)		10,013		(19,752)		30,001		(7,451)		19,101
Deferred income	692		(880)		16,195		10,905		(24,623)		30,932		(9,792)		(12,053)
Net cash provided by operating activities	204,595		83,855		86,496		177,199		100,489		235,137		156,954	,	194,644
Cash flows from investing activities:															
Purchases of available-for-sale securities	(338,538	)	(306,838)		(164,631)		(220,280)		(146,143)		(181,889)		(153,881)		(448,526)
Sales and maturities of available-for-sale securities	517,911	_	335,771		162,909		346,826		149,533		182,311		190,099		205,685
Net proceeds from sale of a product line	· .		· -		_		_		6,306		· -		_		_
Investments in privately-held-companies	(3,000	)	-		(750)		(1,119)		-		(441)		-		(260)
Cash paid for acquisitions, net			(2,551)		-		-		-				-		-
Purchases of technology licenses	(24,315	)	(5,860)		(1,750)		(6,383)		(3,654)		(8,111)		(1,298)		(5,105)
Purchases of property and equipment	(19,096	)	(20,080)		(18,981)		(14,222)		(13,310)		(16,131)		(15,823)		(16,661)
Net cash provided by (used in) investing activities	132,962		442		(23,203)		104,822		(7,268)		(24,261)		19,097		(264,867)
Cash flows from financing activities:															
Repurchase of common stock	(260,464	.)	(216,694)		(88,114)		(71,477)		-		-		-		(43,774)
Proceeds from employee stock plans	38,692		19,805		53,316		24,155		107,686		19,092		49,282		2,934
Minimum tax withholding paid on behalf of employees															
for net share settlement	(277	)	(9,378)		(510)		(518)		(466)		(24,286)		(637)		(663)
Dividend payment to shareholders	(31,748	)	(30,253)		(29,791)		(29,516)		(29,889)		(30,172)		(30,820)		(30,867)
Payments on technology license obligations			(5,317)		(984)		-		(1,110)		-		(2,677)		(5,951)
Excess tax benefits from share-based compensation	9		7		25		10		(22)		44		32		2
Net cash provided by (used in) financing activities	(253,788	)	(241,830)		(66,058)		(77,346)		76,199		(35,322)		15,180		(78,319)
Net increase (decrease) in cash and cash equivalents	83,769		(157,533)		(2,765)		204,675		169,420		175,554		191,231		(148,542)
Cash and cash equivalents at beginning of period	668,184		751,953		594,420		591,655		796,330		965,750		1,141,304		1,332,535
Cash and cash equivalents at end of period	\$ 751,953		594,420	\$	591,655	\$	796,330	\$	965,750	\$	1,141,304	\$	1,332,535	\$	1,183,993
Unaudited Supplemental Financial Information															
GAAP net cash provided by operating activities	\$ 204,595	\$	83,855	\$	86,496	\$	177,199	\$	100,489	\$	235,137	\$	156,954	\$	194,644
Purchases of technology licenses	(24,315		(5,860)	Ψ	(1,750)	Ψ	(6,383)	Ψ	(3,654)	Ψ	(8,111)	Ψ	(1,298)	Ψ	(5,105)
Purchases of property and equipment	(19,096	-	(20,080)		(18,981)		(14,222)		(13,310)		(16,131)		(15,823)		(16,661)
Payment on technology license obligations	(17,070		(5,317)		(984)		(,)		(1,110)		(10,101)		(2,677)		(5,951)
Free cash flow	\$ 161,184	\$	52,598	\$	64,781	\$	156,594	\$	82,415	\$	210,895	\$	137,156	\$	166,927
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# **Unaudited Balance Sheet** (In thousands)

	Q4'13	Q1'14	Q2'14	Q3'14	Q4'14	Q1'15	Q2'15	Q3'15
Assets								
Current assets:								
Cash, cash equivalents, and short-term investments	\$ 1,918,990	\$ 1,732,643	\$ 1,726,198	\$ 1,804,068	\$ 1,969,405	\$ 2,146,445	\$ 2,300,004	\$ 2,402,778
Accounts receivable, net	330,238	370,350	430,874	466,729	453,496	517,074	498,484	445,050
Inventories	250,420	270,652	335,320	380,412	347,861	350,649	393,957	356,417
Prepaid expenses and other current assets	85,698	79,269	66,238	66,450	68,458	72,815	96,561	82,117
Total current assets	2,585,346	2,452,914	2,558,630	2,717,659	2,839,220	3,086,983	3,289,006	3,286,362
Property and equipment, net	372,971	370,634	363,486	358,150	356,165	349,321	344,836	343,101
Long-term investments	16,769	16,550	16,299	16,158	16,279	13,456	13,422	10,077
Goodwill and acquired intangible assets, net	2,121,793	2,114,893	2,104,255	2,093,610	2,078,980	2,071,806	2,068,017	2,064,228
Other non-current assets	164,885	166,176	161,574	162,379	160,366	161,406	150,413	145,039
Total assets	\$ 5,261,764	\$ 5,121,167	\$ 5,204,244	\$ 5,347,956	\$ 5,451,010	\$ 5,682,972	\$ 5,865,694	\$ 5,848,807
Liabilities and Shareholders' Equity								
Current liabilities:								
Accounts payable	\$ 286,552	\$ 307,393	\$ 355,164	\$ 400,403	\$ 316,389	\$ 409,005	\$ 415,718	\$ 341,431
Accrued liabilities	261,186	246,432	242,953	270,199	273,170	288,076	293,378	293,143
Deferred income	60,150	59,270	75,465	86,370	61,747	92,679	82,887	70,834
Total current liabilities	607,888	613,095	673,582	756,972	651,306	789,760	791,983	705,408
Other non-current liabilities	169,281	155,631	138,152	127,765	123,794	123,725	112,177	109,489
Total liabilities	777,169	768,726	811,734	884,737	775,100	913,485	904,160	814,897
Shareholders' equity:								
Common stock	2,946,660	2,790,522	2,802,304	2,797,744	2,942,655	2,967,113	3,050,892	3,042,422
Accumulated other comprehensive income (loss)	1,148	2,176	(1,572)	57	597	409	627	(2,964)
Retained earnings	1,536,787	1,559,743	1,591,778	1,665,418	1,732,658	1,801,965	1,910,015	1,994,452
Total shareholders' equity	4,484,595	4,352,441	4,392,510	4,463,219	4,675,910	4,769,487	4,961,534	5,033,910
Total liabilities and shareholders' equity	\$ 5,261,764	\$ 5,121,167	\$ 5,204,244	\$ 5,347,956	\$ 5,451,010	\$ 5,682,972	\$ 5,865,694	\$ 5,848,807

# Unaudited GAAP to Non-GAAP Reconciliations (In thousands, except per share amounts)

	Q4'13	Q1'14		Q2'14 Q3'14		Q4'14		4'14 Q1'15		Q2'15			Q3'15	
GAAP Net income	\$ 50,152	\$ 53,209	\$	61,826	\$	103,156	\$	97,129	\$	99,479	\$	138,870	\$	115,304
(1) Cost of goods sold														
Share-based compensation	2,300	1,867	,	1,868		2,531		2,597		2,299		1,733		1,934
Amortization of acquired intangible assets Litigation settlement	5,698	-		4,728		-		228 9,500		925		925		925 (3,998)
	3,098	-		4,720		-		9,300		-		-		(3,998)
(2) Research and development:	24.007	22.270		20.002		20.004		27.007		20.260		24.276		24 100
Share-based compensation Acquisition related costs	24,997 262	23,279 400		28,982 (1,135)		30,084 414		27,087 116		20,368		24,276		24,198
Restructuring and other exit related	202	400	,	(1,155)		4,613		829		4,682		412		88
Tax-related matter	(690)	-		-		4,013		029		4,062		412		- 00
	(090)	_		_		_		_		_		_		_
(3) Selling and marketing:	2.602	2 202		2.640		2.720		2.162		2.020		2.617		2.055
Share-based compensation	3,683	3,392		3,648 34		3,738		3,162		2,928		2,617		2,855
Acquisition related costs  Restructuring and other exit related	14	45	)	- 34		795		-		48		(48)		-
Litigation settlement	-	-		-		193		-		40		(40)		1,600
														1,000
(4) General and administrative:	5.506	4.075		( 502		6.040		5 222		4 274		6 204		5 207
Share-based compensation Acquisition related costs	5,506 19	4,975 20		6,593 20		6,848 19		5,222 5		4,374		6,394		5,307
Restructuring and other exit related	153	228		178		527		118		358		371		1,115
Litigation settlement	133	220	)	500		321		-		2,000		475		1,113
Other	_	_		-		_		_		-		2,155		2,318
												_,		_,
(5) Other operating costs and expenses: Amortization and write-off of acquired intangible assets	12,268	10,686		10,638		10,645		11.956		6,689		3,304		3,304
	12,206	10,000	,	10,036		10,043		,		0,069		3,304		3,304
(6) Gain from sale of a product line:	-	-		-		-		(6,975)		-		-		-
Non-GAAP Net income	\$ 104,363	\$ 98,101	\$	117,880	\$	163,370	\$	150,974	\$	144,150	\$	181,484	\$	154,950
Non-GAAP Operating income	\$ 97,823	\$ 87,773	\$	108,031	\$	155,438	\$	151,429	\$	137,658	\$	163,068	\$	155,186
GAAP Weighted average shares — diluted	528,082	505,387	,	500,625		501,189		510,449		520,751		520,269		519,907
Non-GAAP adjustment	16,196	17,094		15,021		13,014		12,932		9,625		13,201		12,905
Non-GAAP Weighted average shares — diluted	544,278	522,481		515,646	_	514,203		523,381		530,376	_	533,470		532.812
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