

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

November 1, 2017

(Date of earliest event reported)



Qorvo, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36801
(Commission File
Number)

46-5288992
(I.R.S. Employer
Identification No.)

7628 Thorndike Road, Greensboro, North Carolina 27409-9421

(Address of principal executive offices)

(Zip Code)

(336) 664-1233

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On November 1, 2017, Qorvo, Inc. issued a press release announcing financial results for its fiscal 2018 second quarter ended September 30, 2017. A copy of this press release is furnished as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press release, dated November 1, 2017 announcing financial results for Qorvo's fiscal 2018 second quarter ended September 30, 2017.</u>

SIGNATURE

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 hereunto duly authorized.

Qorvo, Inc.

By: /s/ Mark J. Murphy

Mark J. Murphy

Chief Financial Officer

Date: November 1, 2017

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	<u>Press release, dated November 1, 2017 announcing financial results for Qorvo's fiscal 2018 second quarter ended September 30, 2017.</u>



News Release

At Qorvo

Doug DeLieto
VP, Investor Relations
336-678-5797

Mark Murphy
CFO
336-678-7975

At the Financial Relations Board

Joe Calabrese
Vice President
212-827-3772

FOR IMMEDIATE RELEASE

Qorvo® Announces Fiscal 2018 Second Quarter Financial Results

GREENSBORO, NC — November 1, 2017 — Qorvo® (Nasdaq:QRVO), a leading provider of innovative RF solutions that connect the world, today announced financial results for the Company's fiscal 2018 second quarter, ended September 30, 2017. On a GAAP basis, fiscal 2018 second quarter revenue was \$821.6 million, gross margin was 39.1%, operating income was \$49.6 million, and diluted net income per share was \$0.27. On a non-GAAP basis, fiscal 2018 second quarter revenue was \$820.6 million, gross margin was 47.4%, operating income was \$230.5 million, or 28.1% of sales, and diluted EPS was \$1.52.

“Qorvo delivered a strong September quarter, with revenue and EPS exceeding our guidance range,” said, Bob Bruggeworth, president and chief executive officer of Qorvo. “In Mobile Products, Qorvo supported the ramps of leading marquee smartphones and increased our dollar content on key customer programs. In Infrastructure & Defense, we were particularly strong in the defense and connectivity markets, and we expect continued strong revenue growth for IDP in the December quarter. Qorvo's technology portfolio and operating capabilities position us exceptionally well to address our customers' LTE-Advanced and emerging 5G requirements as well as expanding IoT applications.”

Quarterly Highlights

- Grew Mobile Products revenue 38% sequentially to \$630 million, driven by Qorvo's largest customer and stronger demand in China
 - Achieved record IDP revenue of \$190 million, up 21% year-over-year, and secured record design wins to support strong revenue growth
 - Increased IoT revenue by 50% year-over-year and doubled GaN revenue year-over-year
 - Significantly expanded family of antenna control solutions and enjoyed strong growth, supported by increased antenna complexity, 4x4 MIMO implementations and expansion into mid-tier smartphones
 - Supported Huawei Mate 10 with BAW filters, antenna tuners, RF front end modules and envelope tracking (ET) power management solution
 - Secured RF FEM design win supporting the Tile® tracker family
 - Shipped more than \$9 of RF content to Xiaomi for Mi Mix 2 and received Xiaomi partnership award
 - Supported the deployment of 900 MHz narrow band IoT (NB-IoT) infrastructure in China with a broad product portfolio
-

- Launched 600 MHz band 71 wireless infrastructure products and secured design wins, expanding support for all 5G bands, from 600 MHz to 39 GHz
- Shipped BAW-based band 1/3 quadruplexer, Wi-Fi iFEMs, and RF Flex™ to Oppo for next-generation flagship smartphone
- Secured multi-year design wins with major defense contractor for high-power, high-efficiency GaAs components supporting several advanced radar applications

Financial Commentary and Outlook

Mark Murphy, chief financial officer of Qorvo, said, “Our second quarter results exceeded expectations, driven by higher revenue and effective cost control. In the second half, we expect double-digit year-over-year growth driven by the timing of flagship phone ramps and broad-based growth in IDP. We believe continued cost control and capital discipline will drive record second-half free cash flow.”

Qorvo currently expects the demand environment in its end markets supports the following non-GAAP expectations for the December 2017 quarter:

- Quarterly revenue in the range of \$830 million to \$850 million
- Gross margin of approximately 47.5%
- Diluted EPS of \$1.60 at the midpoint of guidance

Qorvo’s actual quarterly results may differ from these expectations and projections, and such differences may be material.

Selected Financial Information

The following tables set forth selected GAAP and non-GAAP financial information for Qorvo for the periods indicated. See the more detailed financial information for Qorvo, including reconciliation of GAAP and non-GAAP financial information, attached.

SELECTED GAAP RESULTS**(Unaudited)***(In millions, except for percentages and EPS)*

	For the quarter ended September 30, 2017	For the quarter ended July 1, 2017	Change vs. Q1 FY 2018
Revenue	\$ 821.6	\$ 640.8	\$ 180.8
Gross profit	\$ 321.0	\$ 236.4	\$ 84.6
Gross margin	39.1%	36.9%	2.2 ppt
Operating expenses	\$ 271.5	\$ 264.2	\$ 7.3
Operating income (loss)	\$ 49.6	\$ (27.8)	\$ 77.4
Net income (loss)	\$ 35.9	\$ (30.6)	\$ 66.5
Weighted average diluted shares	130.8	127.0	3.8
Diluted EPS	\$ 0.27	\$ (0.24)	\$ 0.51

SELECTED NON-GAAP RESULTS¹**(Unaudited)***(In millions, except for percentages and EPS)*

	For the quarter ended September 30, 2017	For the quarter ended July 1, 2017	Change vs. Q1 FY 2018
Revenue	\$ 820.6	\$ 639.9	\$ 180.7
Gross profit	\$ 388.7	\$ 302.9	\$ 85.8
Gross margin	47.4%	47.3%	0.1 ppt
Operating expenses	\$ 158.2	\$ 165.5	\$ (7.3)
Operating income	\$ 230.5	\$ 137.4	\$ 93.1
Net income	\$ 198.4	\$ 113.9	\$ 84.5
Weighted average diluted shares	130.8	131.3	(0.5)
Diluted EPS	\$ 1.52	\$ 0.87	\$ 0.65

SELECTED GAAP RESULTS**(Unaudited)***(In millions, except for percentages and EPS)*

	For the quarter ended September 30, 2017	For the quarter ended October 1, 2016	Change vs. Q2 FY 2017
Revenue	\$ 821.6	\$ 864.7	\$ (43.1)
Gross profit	\$ 321.0	\$ 316.8	\$ 4.2
Gross margin	39.1%	36.6%	2.5 ppt
Operating expenses	\$ 271.5	\$ 271.4	\$ 0.1
Operating income	\$ 49.6	\$ 45.4	\$ 4.2
Net income	\$ 35.9	\$ 11.8	\$ 24.1
Weighted average diluted shares	130.8	132.3	(1.5)
Diluted EPS	\$ 0.27	\$ 0.09	\$ 0.18

SELECTED NON-GAAP RESULTS¹**(Unaudited)***(In millions, except for percentages and EPS)*

	For the quarter ended September 30, 2017	For the quarter ended October 1, 2016	Change vs. Q2 FY 2017
Revenue	\$ 820.6	\$ 863.7	\$ (43.1)
Gross profit	\$ 388.7	\$ 369.7	\$ 19.0
Gross margin	47.4%	42.8%	4.6 ppt
Operating expenses	\$ 158.2	\$ 172.9	\$ (14.7)
Operating income	\$ 230.5	\$ 196.8	\$ 33.7
Net income	\$ 198.4	\$ 170.4	\$ 28.0
Weighted average diluted shares	130.8	132.3	(1.5)
Diluted EPS	\$ 1.52	\$ 1.29	\$ 0.23

¹Excludes stock-based compensation, amortization of intangibles, restructuring charges, intellectual property rights (IPR) litigation settlement, acquisition and integration related costs, non-cash deferred royalty revenue and equal and offsetting non-cash prepaid royalty amortization, start-up costs, loss (gain) on assets, (gain) loss on investments, and an adjustment of income taxes.

Non-GAAP Financial Measures

In addition to disclosing financial results calculated in accordance with United States (U.S.) generally accepted accounting principles (GAAP), this earnings release contains some or all of the following non-GAAP financial measures: (i) non-GAAP revenue, (ii) non-GAAP gross profit and gross margin, (iii) non-GAAP operating income and operating margin, (iv) non-GAAP net income, (v) non-GAAP net income per diluted share, (vi) non-GAAP operating expenses (research and development; selling, general and administrative), (vii) free cash flow, (viii) EBITDA, (ix) non-GAAP return on invested capital (ROIC), and (x) net debt or positive net cash. Each of these non-GAAP financial measures is either adjusted from GAAP results to exclude certain expenses or derived from multiple GAAP measures, which are outlined in the "Reconciliation of GAAP to Non-GAAP Financial Measures" tables, attached, and the "Additional Selected Non-GAAP Financial Measures and Reconciliations" tables, attached.

In managing Qorvo's business on a consolidated basis, management develops an annual operating plan, which is approved by our Board of Directors, using non-GAAP financial measures. In developing and monitoring performance against this plan, management considers the actual or potential impacts on these non-GAAP financial measures from actions taken to reduce costs with the goal of increasing gross margin and operating margin. In addition, management relies upon these non-GAAP financial measures to assess whether research and development efforts are at an appropriate level, and when making decisions about product spending, administrative budgets, and other operating expenses. Also, we believe that non-GAAP financial measures provide useful supplemental information to investors and enable investors to analyze the results of operations in the same way as management. We have chosen to provide this supplemental information to enable investors to perform additional comparisons of our operating results, to assess our liquidity and capital position and to analyze financial performance excluding the effect of expenses unrelated to operations, certain non-cash expenses and stock-based compensation expense, which may obscure trends in Qorvo's underlying performance.

We believe that these non-GAAP financial measures offer an additional view of Qorvo's operations that, when coupled with the GAAP results and the reconciliations to corresponding GAAP financial measures, provide a more complete understanding of Qorvo's results of operations and the factors and trends affecting Qorvo's business. However, these non-GAAP financial measures should be considered as a supplement to, and not as a substitute for, or superior to, the corresponding measures calculated in accordance with GAAP.

Our rationale for using these non-GAAP financial measures, as well as their impact on the presentation of Qorvo's operations, are outlined below:

Non-GAAP revenue. Non-GAAP revenue excludes non-cash deferred royalty revenue. We believe that the exclusion of this non-cash adjustment to revenue provides management and investors a more effective means of evaluating our historical and projected performance.

Non-GAAP gross profit and gross margin. Non-GAAP gross profit and gross margin exclude stock-based compensation expense, amortization of intangible assets, non-cash deferred royalty revenue, non-cash prepaid royalty amortization, and certain non-cash expenses. We believe that exclusion of these costs in presenting non-GAAP gross profit and gross margin gives management and investors a more effective means of evaluating Qorvo's historical performance and projected costs and the potential for realizing cost efficiencies. We believe that the majority of Qorvo's purchased intangibles are not relevant to analyzing current operations because they generally represent costs incurred by the acquired company to build value prior to acquisition, and thus are effectively part of transaction costs rather than ongoing costs of operating Qorvo's business. In this regard, we note that (i) once the intangibles are fully amortized, the intangibles will not be replaced with cash costs and therefore, the exclusion of these costs provides management and investors with better visibility into the actual costs required to generate revenues over time, and (ii) although we set the amortization expense based on useful life of the various assets at the time of the transaction, we cannot influence the timing and amount of the future amortization expense recognition once the lives are established. Similarly, we believe that presentation of non-GAAP gross profit and gross margin and other non-GAAP financial measures that exclude the impact of stock-based compensation expense

assists management and investors in evaluating the period-over-period performance of Qorvo's ongoing operations because (i) the expenses are non-cash in nature, and (ii) although the size of the grants is within our control, the amount of expense varies depending on factors such as short-term fluctuations in stock price volatility and prevailing interest rates, which can be unrelated to the operational performance of Qorvo during the period in which the expense is incurred and generally are outside the control of management. Moreover, we believe that the exclusion of stock-based compensation expense in presenting non-GAAP gross profit and gross margin and other non-GAAP financial measures is useful to investors to understand the impact of the expensing of stock-based compensation to Qorvo's gross profit and gross margins and other financial measures in comparison to prior periods. We also believe that the adjustments to profit and margin related to non-cash deferred royalty revenue, non-cash prepaid royalty amortization, restructuring charges and certain non-cash expenses do not constitute part of Qorvo's ongoing operations and therefore the exclusion of these items provides management and investors with better visibility into the actual revenue and actual costs required to generate revenues over time and gives management and investors a more effective means of evaluating our historical and projected performance. We believe disclosure of non-GAAP gross profit and gross margin has economic substance because the excluded expenses do not represent continuing cash expenditures and, as described above, we have little control over the timing and amount of the expenses in question.

Non-GAAP operating income and operating margin. Non-GAAP operating income and operating margin exclude stock-based compensation expense, amortization of intangible assets, restructuring charges, IPR litigation settlement, acquisition and integration related costs, loss (gain) on assets, start-up costs and certain non-cash expenses. We believe that presentation of a measure of operating income and operating margin that excludes amortization of intangible assets and stock-based compensation expense is useful to both management and investors for the same reasons as described above with respect to our use of non-GAAP gross profit and gross margin. We believe that restructuring charges, IPR litigation settlement, acquisition and integration related costs, loss (gain) on assets, start-up costs and certain non-cash expenses do not constitute part of Qorvo's ongoing operations and therefore, the exclusion of these costs provides management and investors with better visibility into the actual costs required to generate revenues over time and gives management and investors a more effective means of evaluating our historical and projected performance. We believe disclosure of non-GAAP operating income and operating margin has economic substance because the excluded expenses are either unrelated to ongoing operations or do not represent current cash expenditures.

Non-GAAP net income and non-GAAP net income per diluted share. Non-GAAP net income and non-GAAP net income per diluted share exclude the effects of stock-based compensation expense, amortization of intangible assets, restructuring charges, IPR litigation settlement, acquisition and integration related costs, loss (gain) on assets, start-up costs, certain non-cash expenses, (gain) loss on investments and also reflect an adjustment of income taxes. The income tax adjustment primarily represents the use of net operating loss and research and development tax credit carryforwards, deferred tax expense not affecting taxes payable, tax deductible stock-based compensation expense in excess of GAAP stock-based compensation expense, and non-cash expense (benefit) related to uncertain tax positions. We believe that presentation of measures of net income and net income per diluted share that exclude these items is useful to both management and investors for the reasons described above with respect to non-GAAP gross profit and gross margin and non-GAAP operating income and operating margin. We believe disclosure of non-GAAP net income and non-GAAP net income per diluted share has economic substance because the excluded expenses are either unrelated to ongoing operations or do not represent current cash expenditures.

Non-GAAP research and development and selling, general and administrative expenses. Non-GAAP research and development and selling, general and administrative expenses exclude stock-based compensation expense, amortization of intangible assets, acquisition and integration related costs, IPR litigation settlement and certain non-cash expenses. We believe that presentation of measures of these operating expenses that exclude amortization of intangible assets and stock-based compensation expense is useful to both management and investors for the same reasons as described above with respect to our use of non-GAAP gross profit and gross margin. We believe that acquisition and integration related costs do not constitute part of Qorvo's ongoing operations and therefore, the exclusion of these costs provides management and investors with better visibility into the actual costs required to

generate revenues over time and gives management and investors a more effective means of evaluating our historical and projected performance. We believe disclosure of these non-GAAP operating expenses has economic substance because the excluded expenses are either unrelated to ongoing operations or do not represent current cash expenditures.

Free cash flow. Qorvo defines free cash flow as net cash provided by operating activities during the period minus property and equipment expenditures made during the period. We use free cash flow as a supplemental financial measure in our evaluation of liquidity and financial strength. Management believes that this measure is useful as an indicator of our ability to service our debt, meet other payment obligations and make strategic investments. Free cash flow should be considered in addition to, rather than as a substitute for, net income as a measure of our performance and net cash provided by operating activities as a measure of our liquidity. Additionally, our definition of free cash flow is limited, in that it does not represent residual cash flows available for discretionary expenditures due to the fact that the measure does not deduct the payments required for debt service and other contractual obligations. Therefore, we believe it is important to view free cash flow as a measure that provides supplemental information to our entire statement of cash flows.

EBITDA. Qorvo defines EBITDA as earnings before interest expense and interest income, income tax expense (benefit), depreciation and intangible amortization. Management believes that this measure is useful to evaluate our ongoing operations and as a general indicator of our operating cash flow (in conjunction with a cash flow statement which also includes among other items, changes in working capital and the effect of non-cash charges).

Non-GAAP ROIC. Return on invested capital (ROIC) is a non-GAAP financial measure that management believes provides useful supplemental information for management and the investor by measuring the effectiveness of our operations' use of invested capital to generate profits. We use ROIC to track how much value we are creating for our shareholders. Non-GAAP ROIC is calculated by dividing annualized non-GAAP operating income, net of an adjustment for income taxes (as described above), by average invested capital. Average invested capital is calculated by subtracting the average of the beginning balance and the ending balance of current liabilities (excluding the current portion of long-term debt and other short-term financings) from the average of the beginning balance and the ending balance of net accounts receivable, inventories, other current assets, net property and equipment and a cash amount equal to seven days of quarterly revenue.

Net debt or positive net cash. Net debt or positive net cash is defined as unrestricted cash, cash equivalents and short-term investments minus any borrowings under our credit facility and the principal balance of our senior unsecured notes. Management believes that net debt or positive net cash provides useful information regarding the level of Qorvo's indebtedness by reflecting cash and investments that could be used to repay debt.

Forward-looking non-GAAP measures. Our earnings release contains forward-looking non-GAAP revenue, gross margin, income tax rate and diluted earnings per share. We provide these non-GAAP measures to investors on a prospective basis for the same reasons (set forth above) that we provide them to investors on a historical basis. GAAP revenue is expected to reconcile within \$1.0 million of the quarterly forecasted non-GAAP revenue. We are unable to provide a reconciliation of the remaining forward-looking non-GAAP financial measures to the most directly comparable forward-looking GAAP financial measures without unreasonable effort due to variability and difficulty in making accurate projections for items that would be required to be included in the GAAP measures, such as stock-based compensation, integration related costs, restructuring charges and the provision for income taxes. We believe such reconciliations would imply a degree of precision that would be confusing or misleading to investors.

Limitations of non-GAAP financial measures. The primary material limitations associated with the use of non-GAAP financial measures as an analytical tool compared to the most directly comparable GAAP financial measures are these non-GAAP financial measures (i) may not be comparable to similarly titled measures used by other companies in our industry, and (ii) exclude financial information that some may consider important in evaluating our performance, thus limiting their usefulness as a comparative tool. We compensate for these limitations by

providing full disclosure of the differences between these non-GAAP financial measures and the corresponding GAAP financial measures, including a reconciliation of the non-GAAP financial measures to the corresponding GAAP financial measures, to enable investors to perform their own analysis of our gross profit and gross margin, operating expenses, operating income, net income, net income per diluted share and net cash provided by operating activities. We further compensate for the limitations of our use of non-GAAP financial measures by presenting the corresponding GAAP measures more prominently.

Qorvo will conduct a conference call at 5:00 p.m. EDT today to discuss today's press release. The conference call will be broadcast live over the Internet and can be accessed by any interested party at <http://www.qorvo.com> (under "Investors"). A telephone playback of the conference call will be available approximately two hours after the call's completion and can be accessed by dialing 719-457-0820 and using passcode 4231427. The playback will be available through the close of business November 8, 2017.

About Qorvo

Qorvo (NASDAQ:QRVO) makes a better world possible by providing innovative RF solutions at the center of connectivity. We combine product and technology leadership, systems-level expertise and global manufacturing scale to quickly solve our customers' most complex technical challenges. Qorvo serves diverse high-growth segments of large global markets, including advanced wireless devices, wired and wireless networks and defense radar and communications. We also leverage our unique competitive strengths to advance 5G networks, cloud computing, the Internet of Things, and other emerging applications that expand the global framework interconnecting people, places and things. Visit www.qorvo.com to learn how Qorvo connects the world.

Qorvo is a registered trademark of Qorvo, Inc. in the U.S. and in other countries. All other trademarks are the property of their respective owners.

This press release includes "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements about our plans, objectives, representations and contentions and are not historical facts and typically are identified by use of terms such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," "continue" and similar words, although some forward-looking statements are expressed differently. You should be aware that the forward-looking statements included herein represent management's current judgment and expectations, but our actual results, events and performance could differ materially from those expressed or implied by forward-looking statements. We do not intend to update any of these forward-looking statements or publicly announce the results of any revisions to these forward-looking statements, other than as is required under U.S. federal securities laws. Our business is subject to numerous risks and uncertainties, including those relating to fluctuations in our operating results, our dependence on a few large customers for a substantial portion of our revenue, a loss of revenue if contracts with the U.S. government or defense and aerospace contractors are canceled or delayed, our ability to implement innovative technologies, our ability to bring new products to market and achieve design wins, the efficient and successful operation of our wafer fabrication and other facilities, our ability to adjust production capacity in a timely fashion in response to changes in demand for our products, variability in manufacturing yields, industry overcapacity, inaccurate product forecasts and corresponding inventory and manufacturing costs, dependence on third parties, our dependence on international sales and operations, our ability to attract and retain skilled personnel and develop leaders, the possibility that future acquisitions may dilute our stockholders' ownership and cause us to incur debt and assume contingent liabilities, fluctuations in the price of our common stock, our ability to protect our intellectual property, claims of intellectual property infringement and other lawsuits, security breaches and other similar disruptions compromising our information, and the impact of government and stringent environmental regulations. These and other risks and uncertainties, which are described in more detail in Qorvo's most recent Annual Report on Form 10-K and in other reports and statements filed with the Securities and Exchange Commission, could cause actual results and

developments to be materially different from those expressed or implied by any of these forward-looking statements.

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Financial Tables to Follow

QRVO-F

QORVO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)
(Unaudited)

	Three Months Ended		Six Months Ended	
	September 30, 2017	October 1, 2016	September 30, 2017	October 1, 2016
Revenue	\$ 821,583	\$ 864,698	\$ 1,462,414	\$ 1,563,235
Costs and expenses:				
Cost of goods sold	500,561	547,899	905,015	969,961
Research and development	111,398	126,078	227,897	243,215
Selling, general and administrative	138,867	138,583	278,298	282,178
Other operating expense	21,193	6,745	29,469	16,747
Total costs and expenses	<u>772,019</u>	<u>819,305</u>	<u>1,440,679</u>	<u>1,512,101</u>
Income from operations	49,564	45,393	21,735	51,134
Interest expense	(14,778)	(15,554)	(27,049)	(30,741)
Other income (expense), net	866	(119)	698	(341)
Income (loss) before income taxes	\$ 35,652	\$ 29,720	\$ (4,616)	\$ 20,052
Income tax benefit (expense)	267	(17,873)	9,911	(13,880)
Net income	<u>\$ 35,919</u>	<u>\$ 11,847</u>	<u>\$ 5,295</u>	<u>\$ 6,172</u>
Net income per share, diluted	<u>0.27</u>	<u>0.09</u>	<u>0.04</u>	<u>0.05</u>
Weighted average outstanding diluted shares	<u>130,778</u>	<u>132,329</u>	<u>131,062</u>	<u>132,461</u>

QORVO, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES
(In thousands, except per share data)
(Unaudited)

	Three Months Ended		
	September 30, 2017	July 1, 2017	October 1, 2016
GAAP operating income (loss)	\$ 49,564	\$ (27,829)	\$ 45,393
Stock-based compensation expense	23,458	21,126	26,042
Amortization of intangible assets	135,639	134,686	119,646
Restructuring charges	7,453	531	468
IPR litigation settlement	—	—	(5,100)
Acquisition and integration related costs	2,613	2,777	8,962
Start-up costs	7,129	6,624	2,012
Other (including loss (gain) on assets and other non-cash expenses)	4,685	(522)	(610)
Non-GAAP operating income	<u>\$ 230,541</u>	<u>\$ 137,393</u>	<u>\$ 196,813</u>
GAAP net income (loss)	\$ 35,919	\$ (30,624)	\$ 11,847
Stock-based compensation expense	23,458	21,126	26,042
Amortization of intangible assets	135,639	134,686	119,646
Restructuring charges	7,453	531	468
IPR litigation settlement	—	—	(5,100)
Acquisition and integration related costs	2,613	2,777	8,962
Start-up costs	7,129	6,624	2,012
Other (including loss (gain) on assets and other non-cash expenses)	4,685	(522)	(610)
(Gain) loss on investments	(70)	(1,098)	169
Adjustment of income taxes	(18,443)	(19,587)	6,974
Non-GAAP net income	<u>\$ 198,383</u>	<u>\$ 113,913</u>	<u>\$ 170,410</u>
GAAP weighted average outstanding diluted shares	130,778	126,961	132,329
Dilutive stock-based awards	—	4,384	—
Non-GAAP weighted average outstanding diluted shares	<u>130,778</u>	<u>131,345</u>	<u>132,329</u>
Non-GAAP net income per share, diluted	<u>\$ 1.52</u>	<u>\$ 0.87</u>	<u>\$ 1.29</u>

QORVO, INC. AND SUBSIDIARIES
RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES
(In thousands, except percentages)
(Unaudited)

	Three Months Ended					
	September 30, 2017		July 1, 2017		October 1, 2016	
GAAP gross profit/margin	\$ 321,022	39.1%	\$ 236,377	36.9 %	\$ 316,799	36.6%
Adjustment for intangible amortization	63,279	7.7%	62,122	9.7 %	47,191	5.5%
Adjustment for stock-based compensation	4,167	0.5%	4,001	0.6 %	5,263	0.6%
Other non-cash expenses	279	—%	431	—%	430	—%
Non-cash deferred royalty revenue and equal and offsetting non-cash prepaid royalty amortization (\$970)	—	0.1%	—	0.1 %	—	0.1%
Non-GAAP gross profit/margin	<u>\$ 388,747</u>	<u>47.4%</u>	<u>\$ 302,931</u>	<u>47.3 %</u>	<u>\$ 369,683</u>	<u>42.8%</u>

Non-GAAP Operating Income	Three Months Ended
<i>(as a percentage of sales)</i>	September 30, 2017
GAAP operating income	6.0%
Stock-based compensation expense	2.9%
Amortization of intangible assets	16.5%
Restructuring charges	0.9%
Acquisition and integration related costs	0.3%
Start-up costs	0.9%
Other (including loss on assets and other non-cash expenses)	0.6%
Non-GAAP operating income	<u>28.1%</u>

Free Cash Flow (1)	Three Months Ended
<i>(in millions)</i>	September 30, 2017
Net cash provided by operating activities	\$ 219.9
Purchases of property and equipment	(67.8)
Free cash flow	<u>\$ 152.1</u>

(1) Free Cash Flow is calculated as net cash provided by operating activities minus property and equipment expenditures.

QORVO, INC. AND SUBSIDIARIES
ADDITIONAL SELECTED NON-GAAP FINANCIAL MEASURES AND RECONCILIATIONS

(In thousands)
(Unaudited)

	Three Months Ended		
	September 30, 2017	July 1, 2017	October 1, 2016
GAAP research and development expense	\$ 111,398	\$ 116,499	\$ 126,078
Less:			
Stock-based compensation expense	5,573	5,471	6,768
Acquisition and integration related costs	—	—	3,597
Other non-cash expenses	295	462	56
Non-GAAP research and development expense	<u>\$ 105,530</u>	<u>\$ 110,566</u>	<u>\$ 115,657</u>

	Three Months Ended		
	September 30, 2017	July 1, 2017	October 1, 2016
GAAP selling, general and administrative expense	\$ 138,867	\$ 139,431	\$ 138,583
Less:			
Stock-based compensation expense	13,613	11,587	13,963
Amortization of intangible assets	72,360	72,564	72,455
IPR litigation settlement	—	—	(5,100)
Other non-cash expenses	217	309	51
Non-GAAP selling, general and administrative expense	<u>\$ 52,677</u>	<u>\$ 54,971</u>	<u>\$ 57,214</u>

QORVO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)
(Unaudited)

	September 30, 2017	April 1, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 574,873	\$ 545,463
Accounts receivable, net	459,761	357,948
Inventories	461,005	430,454
Other current assets	112,569	127,740
Total current assets	1,608,208	1,461,605
Property and equipment, net	1,443,392	1,391,932
Goodwill	2,173,889	2,173,914
Intangible assets, net	1,130,036	1,400,563
Long-term investments	66,085	35,494
Other non-current assets	56,470	58,815
Total assets	\$ 6,478,080	\$ 6,522,323
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 396,935	\$ 386,830
Other current liabilities	26,067	31,998
Total current liabilities	423,002	418,828
Long-term debt	989,692	989,154
Deferred tax liabilities	74,168	131,511
Other long-term liabilities	86,642	86,108
Total liabilities	1,573,504	1,625,601
Stockholders' equity	4,904,576	4,896,722
Total liabilities and stockholders' equity	\$ 6,478,080	\$ 6,522,323