

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

August 3, 2022

(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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.0001 par value	QRVO	The Nasdaq Stock Market LLC

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 August 3, 2022, Qorvo, Inc. issued a press release announcing financial results for its fiscal 2023 first quarter ended July 2, 2022. 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	<a href="#">Press release, dated August 3, 2022, announcing financial results for Qorvo's fiscal 2023 first quarter ended July 2, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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/ Grant A. Brown \_\_\_\_\_

Grant A. Brown

Vice President of Treasury and Interim Chief Financial  
Officer

Date: August 3, 2022



**FOR IMMEDIATE RELEASE**

## **Qorvo<sup>®</sup> Announces Fiscal 2023 First Quarter Financial Results**

**GREENSBORO, NC — August 3, 2022** — Qorvo<sup>®</sup> (Nasdaq:QRVO), a leading global provider of connectivity and power solutions, today announced financial results for the Company's fiscal 2023 first quarter ended July 2, 2022.

On a GAAP basis, revenue for Qorvo's fiscal 2023 first quarter was \$1.035 billion, gross margin was 36.2%, operating income was \$102 million and diluted earnings per share was \$0.65. On a non-GAAP basis, gross margin was 50.0%, operating income was \$284 million and diluted earnings per share was \$2.25.

Bob Bruggeworth, president and chief executive officer of Qorvo, said, "Qorvo is executing well and delivering solid results despite macroeconomic headwinds. We are investing in product and technology leadership across our businesses and expanding our reach in higher growth end markets, such as IoT connectivity, power management, power conversion and defense. The global macro trends supporting our markets, including connectivity, digitization and electrification, increasingly rely on Qorvo's technologies to address critical efficiency, throughput and form factor requirements."

### **Strategic Highlights**

- Completed MFi certification of interoperability for Qorvo's ultra-wideband solutions with the Apple U1 chip used in supported iPhone and Apple Watch models, enabling developers to create innovative new products and accessories that interact seamlessly with their environment
- Commenced shipments of MEMS-based force sensors enhancing industrial design and improving trackpad uniformity and reliability in a recently launched consumer laptop
- Launched development kit for Matter-enabled gateways and connected devices, streamlining commercial development of smart home applications, such as home hubs, mesh lighting, security, speakers and other connectivity and sensing applications
- Secured automotive Wi-Fi 6 design wins for infotainment system at General Motors and validated automotive Wi-Fi 6 placements on reference design for top automotive Wi-Fi chipset supplier
- Obtained FDA Emergency Use Authorization of Qorvo Omnia™ diagnostic test platform using BAW technology for COVID antigen detection in point of care settings
- Awarded first power management design wins to supply enterprise-class PMICs for data center applications
- Recognized with Innovation Award from American Axle & Manufacturing (AAM) for superior efficiency using Qorvo's SiC devices in power conversion applications and secured SiC win with leading solar inverter manufacturer in the US and Europe
- Recognized by Raytheon Technologies with Premier Award for Performance and overall excellence in both Collaboration and Technology & Innovation
- Initiated strategic alliance with large US defense prime for package development and assembly leveraging Qorvo's Richardson, TX, advanced microwave module assembly facility
- Expanded content at Korea-based OEM with first shipments of LB PADs
- Shipped industry's first complete main path solution for Phase 7 LE, enabling broader operator coverage and reducing implementation area, in support of multiple mass-market programs at Honor
- Ramped shipments of MHB PAD, antenaplexer with integrated LNA, UHB DRx, antenna tuners, and ultra-wideband solution in support of upcoming smartphone launch by US-based Android OEM

- Received first production order for MEMS-based antenna solutions increasing efficiency and improving data rates in high-end gaming phone

### **Financial Commentary and Outlook**

Grant Brown, interim chief financial officer of Qorvo, said, "Qorvo's September quarterly guidance reflects incremental weakness in the broader smartphone market and relative strength in other end markets including defense and power. Looking forward, we will continue to drive productivity, and we are taking steps to improve our inventory position, including reducing factory utilization. We remain well-positioned for growth and expect to generate strong free cash flow in FY23."

Qorvo's current outlook for the September 2022 quarter is:

- Quarterly revenue of \$1.12 billion to \$1.15 billion
- Non-GAAP gross margin between 49% and 50%
- Non-GAAP diluted earnings per share in the range of \$2.45 to \$2.65

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 reconciliations of GAAP and non-GAAP financial information, attached.

**SELECTED GAAP RESULTS**

**(Unaudited)**

*(In millions, except for percentages and EPS)*

	<b>For the quarter ended July 2, 2022</b>		<b>For the quarter ended April 2, 2022</b>		<b>Change vs. Q4 FY 2022</b>
Revenue	\$ 1,035.4	\$	1,166.2	\$	(130.8)
Gross profit	\$ 375.3	\$	570.3	\$	(195.0)
Gross margin	36.2 %		48.9 %		(12.7) ppt
Operating expenses	\$ 273.4	\$	299.7	\$	(26.3)
Operating income	\$ 101.9	\$	270.6	\$	(168.7)
Net income	\$ 68.9	\$	212.3	\$	(143.4)
Weighted average diluted shares	106.1		108.7		(2.6)
Diluted EPS	\$ 0.65	\$	1.95	\$	(1.30)

**SELECTED NON-GAAP RESULTS<sup>1</sup>**

**(Unaudited)**

*(In millions, except for percentages and EPS)*

	<b>For the quarter ended July 2, 2022</b>		<b>For the quarter ended April 2, 2022</b>		<b>Change vs. Q4 FY 2022</b>
Revenue	\$ 1,035.4	\$	1,166.2	\$	(130.8)
Gross profit	\$ 518.2	\$	606.2	\$	(88.0)
Gross margin	50.0 %		52.0 %		(2.0) ppt
Operating expenses	\$ 233.8	\$	229.0	\$	4.8
Operating income	\$ 284.4	\$	377.2	\$	(92.8)
Net income	\$ 238.4	\$	339.6	\$	(101.2)
Weighted average diluted shares	106.1		108.7		(2.6)
Diluted EPS	\$ 2.25	\$	3.12	\$	(0.87)

**SELECTED GAAP RESULTS**

**(Unaudited)**

*(In millions, except for percentages and EPS)*

	<b>For the quarter ended July 2, 2022</b>		<b>For the quarter ended July 3, 2021</b>		<b>Change vs. Q1 FY 2022</b>
Revenue	\$ 1,035.4	\$	1,110.4	\$	(75.0)
Gross profit	\$ 375.3	\$	546.2	\$	(170.9)
Gross margin	36.2 %		49.2 %		(13.0) ppt
Operating expenses	\$ 273.4	\$	249.1	\$	24.3
Operating income	\$ 101.9	\$	297.1	\$	(195.2)
Net income	\$ 68.9	\$	285.6	\$	(216.7)
Weighted average diluted shares	106.1		113.9		(7.8)
Diluted EPS	\$ 0.65	\$	2.51	\$	(1.86)

**SELECTED NON-GAAP RESULTS<sup>1</sup>**

**(Unaudited)**

*(In millions, except for percentages and EPS)*

	<b>For the quarter ended July 2, 2022</b>		<b>For the quarter ended July 3, 2021</b>		<b>Change vs. Q1 FY 2022</b>
Revenue	\$	1,035.4	\$	1,110.4	\$ (75.0)
Gross profit	\$	518.2	\$	582.7	\$ (64.5)
Gross margin		50.0 %		52.5 %	(2.5) ppt
Operating expenses	\$	233.8	\$	215.6	\$ 18.2
Operating income	\$	284.4	\$	367.0	\$ (82.6)
Net income	\$	238.4	\$	322.6	\$ (84.2)
Weighted average diluted shares		106.1		113.9	(7.8)
Diluted EPS	\$	2.25	\$	2.83	\$ (0.58)

<sup>1</sup> Excludes stock-based compensation expense, amortization of intangible assets, acquisition and integration related costs, loss (gain) on assets, start-up costs, restructuring related charges, charges associated with a long-term capacity reservation agreement, loss (gain) on investments, other expense (income) 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 gross profit and gross margin, (ii) non-GAAP operating income and operating margin, (iii) non-GAAP net income, (iv) non-GAAP net income per diluted share, (v) non-GAAP operating expenses (research and development; selling, general and administrative), (vi) free cash flow, (vii) EBITDA, (viii) non-GAAP return on invested capital (ROIC), and (ix) 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 gross profit and gross margin.* Non-GAAP gross profit and gross margin exclude amortization of intangible assets, stock-based compensation expense and certain non-cash expenses. We believe that exclusion of these costs in presenting non-GAAP gross profit and gross margin facilitates a useful evaluation of our historical performance and projected costs and the potential for realizing cost efficiencies.

We view amortization of acquisition-related intangible assets, such as the amortization of the cost associated with an acquired company's research and development efforts, trade names, and customer relationships, as items arising from pre-acquisition activities, determined at the time of an acquisition, rather than ongoing costs of operating Qorvo's business. While these intangible assets are continually evaluated for impairment, amortization of the cost of purchased intangible assets is a static expense, which is not typically affected by operations during any particular period. Although we exclude the amortization of purchased intangible assets from these non-GAAP financial measures, management believes that it is important for investors to understand that such intangible assets were recorded as part of purchase price accounting and contribute to revenue generation.

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 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 facilitates a useful evaluation of 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.

For the three months ended July 2, 2022, non-GAAP gross profit and gross margin also exclude charges associated with a long-term capacity reservation agreement. Unprecedented disruption resulting from measures taken in China to control the COVID-19 pandemic and the conflict in Ukraine have negatively impacted demand for 5G handsets in China and EMEA within a short period of time. As a result of these extraordinary circumstances, we did not meet the minimum purchase commitments under a long-term capacity reservation agreement with a foundry supplier. This resulted in shortfall charges that have been recorded in our cost of goods sold. We believe these charges are not reflective of the performance of our ongoing business as they were the result of unprecedented disruption resulting from the COVID-19 pandemic and the conflict in Ukraine.

*Non-GAAP operating income and operating margin.* Non-GAAP operating income and operating margin exclude stock-based compensation expense, amortization of intangible assets, acquisition and integration related costs, gain or loss on assets, asset impairments, start-up costs, restructuring related charges, charges associated with a long-term capacity reservation agreement 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 acquisition and integration related costs, gain or loss on assets, asset impairments, start-up costs, restructuring related charges, charges associated with a long-term capacity reservation agreement 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 facilitates a useful evaluation of 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, acquisition and integration related costs, gain or loss on assets, asset impairments, start-up costs, restructuring related charges, charges associated with a long-term capacity reservation agreement, certain non-cash expenses, gain or loss on investments, other expense (income) and also reflect an adjustment of income taxes. The income tax adjustment primarily represents the use of research and development tax credit carryforwards, deferred tax expense (benefit) items not affecting taxes payable, adjustments related to the deemed and actual repatriation of historical foreign earnings, non-cash expense (benefit) related to uncertain tax positions and other items unrelated to the current fiscal year or that are not indicative of our ongoing business operations. 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 operating expenses (research and development and selling, general and administrative).* Non-GAAP research and development and selling, general and administrative expenses exclude stock-based compensation expense, amortization of intangible assets and certain non-cash expenses (primarily acquisition and integration related costs). 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 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 facilitates a useful evaluation of 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, and free cash flow margin is calculated as free cash flow as a percentage of revenue. 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 adjusts GAAP net income for interest expense, interest income, income tax expense (benefit), depreciation and intangible amortization expense, stock-based compensation and other charges that are not representative of Qorvo's ongoing operations (including asset impairments, investment activity, acquisition-related costs, certain charges associated with a long-term capacity reservation agreement and restructuring-related costs) when presenting EBITDA. 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 equity plus net debt, less certain goodwill.

*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.

*Inventory days on hand.* Inventory days on hand is defined as (a) average net inventory for the period, divided by (b) the result of non-GAAP cost of goods sold for the period divided by the number of days in the period.

*Forward-looking non-GAAP financial measures.* Our earnings release contains forward-looking free cash flow, 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. We are unable to provide a reconciliation of the 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, acquisition and integration related costs, restructuring related charges, gain or loss on assets, asset impairments, gain or loss on investments 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. ET 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 <https://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 the passcode 2097988. The playback will be available through the close of business August 10, 2022.

## About Qorvo

Qorvo (Nasdaq:QRVO) supplies innovative semiconductor solutions that make a better world possible. 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 consumer electronics, smart home/IoT, automotive, EVs, battery-powered appliances, network infrastructure, healthcare and aerospace/defense. Visit [www.qorvo.com](http://www.qorvo.com) to learn how our diverse and innovative team is helping connect, protect and power our planet.

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 substantial dependence on developing new products and achieving design wins; our dependence on several large customers for a substantial portion of our revenue; continued volatility and uncertainty in customer demand, worldwide economies and financial markets resulting from the impact of the COVID-19 pandemic, conflict in Ukraine or other macroeconomic factors; a loss of revenue if defense and aerospace contracts are canceled or delayed; our dependence on third parties; risks related to sales through distributors; risks associated with the operation of our manufacturing facilities; business disruptions; poor manufacturing yields; increased inventory risks and costs due to timing of customer forecasts; our inability to effectively manage or maintain evolving relationships with chipset suppliers; our ability to continue to innovate in a very competitive industry; underutilization of manufacturing facilities as a result of industry overcapacity; unfavorable changes in interest rates, pricing of certain precious metals, utility rates and foreign currency exchange rates; our acquisitions and other strategic investments failing to achieve financial or strategic objectives; our ability to attract, retain and motivate key employees; warranty claims, product recalls and product liability; changes in our effective tax rate; changes in the favorable tax status of certain of our subsidiaries; enactment of international or domestic tax legislation, or changes in regulatory guidance; risks associated with environmental, health and safety regulations, and climate change; risks from international sales and operations; economic regulation in China; changes in government trade policies, including imposition of tariffs and export restrictions; we may not be able to generate sufficient cash to service all of our debt; restrictions imposed by the agreements governing our debt; our reliance on our intellectual property portfolio; claims of infringement of third-party intellectual property rights; security breaches and other similar disruptions compromising our information; theft, loss or misuse of personal data by or about our employees, customers or third parties; provisions in our governing documents and Delaware law may discourage takeovers and business combinations that our stockholders might consider to be in their best interests; and volatility in the price of our common stock. These and other risks and uncertainties, which are described in more detail under "Risk Factors" in Part I, Item 1A. of our Annual Report on Form 10-K for the year ended April 2, 2022 and Qorvo's subsequent 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

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

	<b>Three Months Ended</b>	
	<b>July 2, 2022</b>	<b>July 3, 2021</b>
Revenue	\$ 1,035,358	\$ 1,110,351
Costs and expenses:		
Cost of goods sold	660,108	564,168
Research and development	168,568	152,079
Selling, general and administrative	101,815	90,299
Other operating expense	3,008	6,703
Total costs and expenses	933,499	813,249
Operating income	101,859	297,102
Interest expense	(17,252)	(15,279)
Other (expense) income, net	(5,062)	16,791
Income before income taxes	79,545	298,614
Income tax expense	(10,661)	(12,988)
Net income	\$ 68,884	\$ 285,626
Net income per share, diluted	\$ 0.65	\$ 2.51
Weighted average outstanding diluted shares	106,080	113,872

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

	<b>Three Months Ended</b>		
	<b>July 2, 2022</b>	<b>April 2, 2022</b>	<b>July 3, 2021</b>
GAAP operating income	\$ 101,859	\$ 270,597	\$ 297,102
Stock-based compensation expense	35,414	10,271	25,238
Amortization of intangible assets	33,652	37,885	37,223
Acquisition and integration related costs	6,308	11,379	3,993
Charges associated with a long-term capacity reservation agreement	110,000	—	—
Loss (gain) on assets, start-up costs, restructuring and other non-cash expenses	(2,868)	47,056	3,473
Non-GAAP operating income	<u>\$ 284,365</u>	<u>\$ 377,188</u>	<u>\$ 367,029</u>
GAAP net income	\$ 68,884	\$ 212,275	\$ 285,626
Stock-based compensation expense	35,414	10,271	25,238
Amortization of intangible assets	33,652	37,885	37,223
Acquisition and integration related costs	6,308	11,379	3,993
Charges associated with a long-term capacity reservation agreement	110,000	—	—
Loss (gain) on assets, start-up costs, restructuring and other non-cash expenses	(2,868)	47,056	3,473
Loss (gain) on investments	1,375	3,791	(12,724)
Other expense (income)	5,198	2,554	(1,937)
Adjustment of income taxes	(19,559)	14,390	(18,264)
Non-GAAP net income	<u>\$ 238,404</u>	<u>\$ 339,601</u>	<u>\$ 322,628</u>
GAAP weighted average outstanding diluted shares	106,080	108,687	113,872
Dilutive stock-based awards	—	—	—
Non-GAAP weighted average outstanding diluted shares	<u>106,080</u>	<u>108,687</u>	<u>113,872</u>
Non-GAAP net income per share, diluted	<u>\$ 2.25</u>	<u>\$ 3.12</u>	<u>\$ 2.83</u>

**QORVO, INC. AND SUBSIDIARIES**  
**RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES**  
*(Unaudited)*

<i>(in thousands, except percentages)</i>	<b>Three Months Ended</b>					
	<b>July 2, 2022</b>		<b>April 2, 2022</b>		<b>July 3, 2021</b>	
GAAP gross profit/margin	\$ 375,250	36.2 %	\$ 570,339	48.9 %	\$ 546,183	49.2 %
Amortization of intangible assets	28,083	2.7	30,665	2.7	31,821	2.9
Stock-based compensation expense	4,502	0.5	3,879	0.3	4,401	0.4
Charges associated with a long-term capacity reservation agreement	110,000	10.6	—	—	—	—
Other non-cash expenses	354	—	1,272	0.1	247	—
Non-GAAP gross profit/margin	<u>\$ 518,189</u>	<u>50.0 %</u>	<u>\$ 606,155</u>	<u>52.0 %</u>	<u>\$ 582,652</u>	<u>52.5 %</u>

<b>Non-GAAP Operating Income</b>	<b>Three Months Ended</b>
<i>(as a percentage of sales)</i>	<b>July 2, 2022</b>
GAAP operating income	9.8 %
Stock-based compensation expense	3.4
Amortization of intangible assets	3.3
Acquisition and integration related costs	0.6
Charges associated with a long-term capacity reservation agreement	10.6
Loss on assets, start-up costs, restructuring and other non-cash expenses	(0.2)
Non-GAAP operating income	<u>27.5 %</u>

<b>Free Cash Flow <sup>(1)</sup></b>	<b>Three Months Ended</b>
<i>(in millions)</i>	<b>July 2, 2022</b>
Net cash provided by operating activities	\$ 273.0
Purchases of property and equipment	(43.5)
Free cash flow	<u>\$ 229.5</u>

<sup>(1)</sup> 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)*

	<b>Three Months Ended</b>		
	<b>July 2, 2022</b>	<b>April 2, 2022</b>	<b>July 3, 2021</b>
GAAP research and development expense	\$ 168,568	\$ 158,745	\$ 152,079
Less:			
Stock-based compensation expense	8,966	8,423	7,823
Other non-cash expenses	61	72	394
Non-GAAP research and development expense	\$ 159,541	\$ 150,250	\$ 143,862

	<b>Three Months Ended</b>		
	<b>July 2, 2022</b>	<b>April 2, 2022</b>	<b>July 3, 2021</b>
GAAP selling, general and administrative expense	\$ 101,815	\$ 83,927	\$ 90,299
Less:			
Stock-based compensation expense (adjustment)	21,946	(2,031)	13,014
Amortization of intangible assets	5,569	7,220	5,402
Other non-cash expenses	17	22	122
Non-GAAP selling, general and administrative expense	\$ 74,283	\$ 78,716	\$ 71,761

**QORVO, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(In thousands)  
(Unaudited)

	<b>July 2, 2022</b>	<b>April 2, 2022</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 858,791	\$ 972,592
Accounts receivable, net	535,359	568,850
Inventories	847,378	755,748
Other current assets	130,961	152,675
Total current assets	2,372,489	2,449,865
Property and equipment, net	1,234,334	1,253,591
Goodwill	2,766,877	2,775,634
Intangible assets, net	629,592	674,786
Long-term investments	28,281	31,086
Other non-current assets	298,948	324,110
Total assets	\$ 7,330,521	\$ 7,509,072
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 576,887	\$ 568,101
Other current liabilities	141,563	107,026
Total current liabilities	718,450	675,127
Long-term debt	2,047,183	2,047,098
Other long-term liabilities	264,283	233,629
Total liabilities	3,029,916	2,955,854
Stockholders' equity	4,300,605	4,553,218
Total liabilities and stockholders' equity	\$ 7,330,521	\$ 7,509,072

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