

Spansion Inc.  
Form 10-K  
February 25, 2013

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.  
For the fiscal year ended December 30, 2012

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 001-34747

SPANSION INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)  
915 DeGuigne Drive

20-3898239  
(I.R.S. Employer  
Identification No.)

P.O. Box 3453  
Sunnyvale, CA 94088  
(408) 962-2500

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

Title of each class	(Name of each exchange on which registered)
Class A Common Stock, \$0.001 par value per share	New York Stock Exchange

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or

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information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

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

The aggregate market value of Class A Common Stock (Common Stock) held by non-affiliates of the registrant based upon the closing sale price on the New York Stock Exchange on July 1, 2012 was approximately \$531.3 million. Shares held by each executive officer, director and by certain persons that own 10% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

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

The number of shares outstanding of each of the registrant's classes of common stock as of the close of business on February 15, 2013:

Class	Number of Shares
Class A Common Stock, \$0.001 par value per share	58,444,612
Class B Common Stock, \$0.001 par value per share	1

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of our Definitive Proxy Statement for our 2013 Annual Meeting of Stockholders (2013 Proxy Statement) are incorporated by reference into Part III hereof.

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## Spansion Inc.

FORM 10-K

For The Fiscal Year Ended December 30, 2012

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## PART I

### Cautionary Statement Regarding Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements. These statements relate to future events or our future financial performance. Forward-looking statements may include words such as “may,” “will,” “should,” “expect,” “plan,” “intend,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “continue” or other wording indicating future results or expectations. Forward-looking statements are subject to risks and uncertainties, and actual events or results may differ materially. Factors that could cause our actual results to differ materially include, but are not limited to, those discussed under “Risk Factors” in this report. We also face risks and uncertainties associated with substantial indebtedness and its impact on our financial health and operations; fluctuations in foreign currency exchange rates; the sufficiency of workforce and cost reduction initiatives; the rate of growth in the industries into which our products are sold; our ability to: successfully transform our business and implement our business strategy focused primarily on the embedded Flash memory market; maintain or increase our average selling price and lower our average costs; accurately forecast customer demand for our products; attract new customers; obtain additional financing in the future; maintain our distribution relationships and channels in the future; successfully enter new markets and manage our international expansion; successfully compete with existing and new competitors, or with new memory or other technologies; successfully develop new applications and markets for our products; maintain manufacturing efficiency; obtain adequate supplies of satisfactory materials essential to manufacture our products; successfully develop and transition to the latest technologies; negotiate patent and other intellectual property licenses and patent cross-licenses and acquire additional patents; protect our intellectual property and defend against infringement or other intellectual property claims; maintain our business operations and demand for our products in the event of natural or man-made catastrophic events; and effectively manage, operate and compete in the current sustained economic downturn. Except as required by law, we undertake no obligation to revise or update any forward-looking statements to reflect any event or circumstances that arise after the date of this report, or to conform such statements to actual results or changes in our expectations.

### ITEM 1. BUSINESS

#### Overview

We are a leading designer, manufacturer and developer of Flash memory semiconductors. We are focused on a portion of the Flash memory market that relates to high-performance and high-reliability Flash memory solutions for microprocessors, controllers and other programmable semiconductors that run applications in a broad range of electronic systems. Our strategic emphasis centers on the embedded portion of the Flash memory market, which is generally characterized by long design and product life cycles, relatively stable pricing, predictable supply-demand outlook and lower capital investments. These markets include consumer, transportation and industrial, communications and gaming.

Within this embedded industry, we serve a well-diversified customer base through a differentiated, non-commodity, service-oriented model that strives to meet our customers needs for product performance, quality, reliability and service. Our Flash memory solutions are incorporated in products manufactured by leading original equipment manufacturers (OEMs). In many cases, embedded customers require products with a high level of performance, quality and reliability, specific feature sets and wide operating temperatures to allow their products to work in extreme conditions. Some embedded customers require product availability from suppliers for over a decade of production. We spent many years refining the product and service strategy to address these market requirements and deliver high-quality products that go into a broad range of electronic applications such as cars, airplanes, set top boxes, games, telecommunications equipment, smart meters and medical devices.

The majority of our NOR Flash product designs are based on our proprietary two-bit-per-cell MirrorBit® technology, which has a simpler cell architecture, higher yields and lower costs than competing floating gate NOR Flash memory technology. While we are most known for our NOR products, we are expanding our portfolio in the areas of NAND and programmable system solutions to broaden our customer engagement and bring differentiated products to embedded markets. Our products are designed to accommodate various voltage, interface and density requirements for a wide range of applications and customer platforms.

In addition to Flash memory products, we generate revenue by licensing our intellectual property to third parties and we assist our customers in developing and prototyping their designs by providing software and hardware development tools, drivers and simulation models for system-level integration.

For fiscal 2012, we had net sales of \$915.9 million and net income of \$24.9 million.

For fiscal 2011, we had net sales of \$1,069.9 million and net loss of \$55.9 million.

We are headquartered in Sunnyvale, California, with research and development, manufacturing, assembly and sales operations in the United States, Asia, Europe and the Middle East. We own and operate a wafer fabrication facility in Austin, Texas and a final manufacturing facility in Bangkok, Thailand. We previously owned a second final manufacturing facility in Kuala Lumpur (KL), Malaysia which was closed at the end of the first quarter of fiscal 2012 as part of a company-wide restructuring plan aimed at cost reduction. Final manufacturing consists of assembly, test, mark and pack operations. We also own a manufacturing facility in Penang, Malaysia which does small volumes of sort and pack operations. For financial information about geographic areas and for information with respect to our sales, refer to the information set forth in Note 15 of Consolidated Financial Statements.

We were incorporated in Delaware in 2005. Our mailing address and executive offices are located at 915 DeGuigne Drive, Sunnyvale, California 94085, and our telephone number is (408) 962-2500. References in this report to “Spansion,” “we,” “us,” “our,” or the “Company” shall mean Spansion Inc. and our consolidated subsidiaries, unless the context indicates otherwise. We are subject to the information and periodic reporting requirements of the Securities Exchange Act of 1934, as amended or Exchange Act, and, in accordance therewith, file periodic reports, proxy statements and other information with the Securities and Exchange Commission, or SEC. Such periodic reports, proxy statements and other information are available for inspection and copying at the SEC’s Public Reference Room at 100 F Street, NE., Washington, DC 20549 or may be obtained by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains a website at <http://www.sec.gov> that contains reports, proxy statements and other information regarding issuers that file electronically with the SEC. We also post on the Investor Relations section of our website, <http://www.spansion.com>, under “Financial Information” a link to our filings with the SEC. We post our Code of Ethics for our Chief Executive Officer, Chief Financial Officer, Corporate Controller and other Senior Finance Executives, our Code of Business Conduct, which applies to all directors and all our employees, and the charters of our Audit, Compensation and Nominating and Corporate Governance committees under “Corporate Governance” on the Investor Relations section of our website. Our filings with the SEC are posted as soon as reasonably practical after they are filed electronically with the SEC. Please note that information contained on our website is not incorporated by reference in, or considered to be a part of, this report.

## Industry Overview

The proliferation of electronic systems, such as broadband access devices, automotive infotainment and safety control, digital TVs, set-top boxes, printers, digital cameras, gaming machines, mobile phones, wireless and wired infrastructure and industrial control modules, drives increasing use of Flash memory to deliver an enhanced end-user experience. Electronic systems need to store both operating instructions in the form of software code as well as content or data that needs to be processed. As electronic systems across various applications add increasingly complex features to process rich multimedia content with higher performance, they require more code and data storage without compromising reliability and system cost.

The overall memory market can be divided into “volatile” and “non-volatile” categories. Volatile memory, such as dynamic random access memory (DRAM), loses its content when the system is powered down while non-volatile memory retains its content even after power is turned off, allowing information to be retrieved at a later time. The primary semiconductor component used to store code and content today is non-volatile Flash memory.

## Overview of Flash Memory

Flash memory is well suited for a variety of applications across a broad range of products, including consumer electronics, networking and telecommunications equipment, mobile phones, PCs, transportation, gaming consoles and industrial equipment.



The Flash memory market consists of two major architectures: NOR and NAND Flash memory. NOR Flash memory is predominantly used for reliable code execution and performance-oriented storage in consumer electronics, automobiles, communications, gaming and industrial applications. NAND Flash memory is predominantly used for data storage in solid-state memory applications, such as USB removable storage devices, data cards, smart phones, MP3 players, tablets, solid-state drives and other embedded applications. Overall, customers seeking fast read performance and superior reliability traditionally choose NOR Flash memory, while those seeking ultra-high density and fast write speeds choose NAND Flash memory.

#### Our Addressable Markets

The Flash memory market can be divided into two major categories: “integrated” and “removable.” Within the integrated category, we refer to portable, battery-powered communications applications as “wireless” and all other applications, such as consumer, computing, communications, automotive and industrial electronics, as “embedded.” Since early 2009, we have emphasized our strategic efforts in the embedded portion of the integrated market. The embedded Flash memory market is served by both NOR and NAND Flash memory solutions, and is characterized by long design and product life cycles, lower capital and technology investments, more stable average selling prices and predictability in supply due to vigorous competition.

In addition to expanding our core business based on embedded NOR Flash memory applications, we have begun establishing our presence in growing portions of the integrated Flash memory category, including embedded NAND Flash memory applications. We believe our proprietary MirrorBit technology, licensing partners, customer relationships and broad product portfolio will enable us to extend our leadership in these embedded Flash memory markets.

## Target Applications

As end-user experience becomes a key differentiating factor in today's electronics products, different applications within our embedded customer base drive different product, service and support models.

Automotive applications are characterized by smart safety, richer interactive graphics, internet connectivity, emerging user interface and other ubiquitous features that drive the need for high performance, high quality and reliability and supply longevity in the products we offer to customers.

Industrial applications encompass a broad range of industries including, but not limited to, medical, defense, aerospace/avionics, smart energy, factory automation, surveillance and point-of-sale (POS). Our customers in this area are interested in product portfolio diversity with richer graphics, high reliability, longevity and customizable features at optimal system cost.

Networking and telecommunications infrastructure applications are driven by increasing wired and wireless global data traffic and equipment scalability to support the Internet backbone for cloud computing, entertainment and social media. These customers place an emphasis on high reliability, quality of service coupled with long-term product support.

Consumer and gaming applications are characterized by product solutions that provide convenience, ease-of-use, speed and form factor advantages to deliver a rich end-user experience. Accessibility of content, security and superior interactivity are features that drive Flash memory choices for our customers in these areas.

## Technology

We own and use fundamental intellectual property in two Flash memory technologies, floating gate and charge trapping MirrorBit technology. Compared to competing floating gate multilevel cell NOR technology, two-bit-per-cell MirrorBit technology has a simpler cell architecture that requires fewer manufacturing steps and supports higher yields, resulting in lower manufacturing costs. Our current mid- and high-density products and new advanced products are based primarily on MirrorBit two-bit-per-cell technology.

**Floating Gate Technology.** Floating gate is the conventional Flash memory cell technology that is utilized by most Flash memory companies today for both NOR and NAND products. We have created innovations in floating gate technology that have become industry standards, such as negative gate erase, single power supply and embedded programming algorithms. Some of our new products designed to service the low density market are based on floating gate technology.

**MirrorBit Technology.** MirrorBit NOR technology is the foundation of our current mid- and high-density product roadmap. Also referred to as charge trapping technology, MirrorBit NOR technology stores two distinct charges in a single physical memory cell, with each charge equivalent to one bit of data thereby doubling the density of each physical memory cell and enabling higher density, lower cost products.

## Products

We design, develop and sell Flash memory solutions that deliver a combination of high performance and competitive system cost for a wide range of customer platforms and applications. The product offerings support multiple voltage and interface options, with monolithic memory densities ranging from 1-megabit to 8-gigabits and multi-die module solutions up to 64-gigabits. The portfolio includes NOR and NAND Flash memory solutions where NOR Flash memory products can be grouped into two key interfaces: Parallel NOR and Serial NOR.

GL and AL Families. The GL and AL 3-volt product families address applications where high reliability coupled with low system cost are important, including automotive, consumer, gaming, networking and telecommunications. The AL product family ranges from 8-megabits to 32-megabits, supports a simpler feature set and provides a standard parallel interface for lower density applications, such as industrial and automotive control systems. The GL product family starts at 32-megabits and currently supports monolithic densities up to 8-gigabits in production. The GL product family includes a page-mode interface and Advanced Sector Protection. The GL product family supports high performance consumer applications, such as high-end set top boxes, or STBs, arcade gaming solutions and automotive applications such as information and entertainment systems and instrument clusters. MirrorBit technology is utilized for the GL family and floating gate technology is utilized for the AL family.

CD and CL Families. The CD (2.5-volt) and CL (3.0-volt) product families address automotive engine and transmission control applications, which require high reliability, feature rich, high performance and capability to operate across wide temperature ranges. The CD and CL product families combine a high performance burst-mode interface, with Simultaneous Read/Write and Advanced Sector Protection at 16- and 32-megabit densities. Because engine and transmission control units must withstand extreme temperatures, these families operate at up to 150°C and are available in a fully tested die-only solution for incorporation into special customer modules.

**FL Family.** The FL (3.0-volt) family utilizes floating gate and MirrorBit technologies with a Serial Peripheral Interface, or SPI in a low pin count package across monolithic densities from 4- to 512-megabits and a dual die 1-gigabit solution. This product line supports the option for single, dual or quad serial input/output (I/O), thereby providing an optimal performance small package solution for industrial, automotive and consumer markets.

**ML and MS Families.** The ML (3.0-volt) family utilizes NAND floating gate technology to support 1-gigabit to 4-gigabit monolithic and dual die 8-gigabit densities. The MS (1.8-volt) family utilizes NAND floating gate technology to support 1-gigabit and 2-gigabit monolithic densities. Both families use SLC (Single Level Cell) architecture to support high performance, high quality and high reliability products for consumer, industrial and communications applications.

**WS, NS, and VS Families.** The WS, NS and VS product families, which each operate on a 1.8-volt supply, are based on MirrorBit technology and combine a high performance burst-mode interface with Simultaneous Read/Write and Advanced Sector Protection features. The product densities range from 64-megabits to 512-megabits and are primarily combined with third-party PSRAM or DRAM in a single multi-chip package (MCP) to meet small form factor low power application needs.

**JL and PL Families.** The JL and PL product families, with a 3-volt interface, support high performance automotive and industrial applications. Based on 3-volt floating gate technology, these products offer a page-mode interface, Simultaneous Read/Write capability and Advanced Sector Protection at 32-megabit to 128-megabit densities.

**F Family.** The F product family is a 5-volt, floating gate process technology based legacy offering which primarily supports automotive markets. These products range from densities of 1-megabit to 32-megabits and support temperature ranges up to 125C.

In addition to this broad product offering, we aim to streamline and simplify our customers' design and development cycle by providing consistent and comprehensive tools to support customers' development process, from initial system bring-up to final product deployment. We assist customers in prototyping their designs by providing the necessary software and hardware development tools, drivers and simulation models for system-level integration.

## Sales and Marketing

We market and sell substantially all of our products worldwide under the Spansion trademark. We sell to our customers directly or through distributors. Approximately 68% and 69% of our sales were through distributors for fiscal 2012 and fiscal 2011, respectively.

We market our products through a variety of direct and indirect channels. We have direct relationships with many of our top customers worldwide. We supplement this effort with programs to support the design-in of our products on reference designs from third parties, which are typically used by Flash memory customers when choosing Flash memory solutions. In addition, we focus a portion of our marketing efforts on providers of complementary semiconductor products such as chipsets to ensure that our products interoperate effectively with the most widely used components in various embedded applications.

Our marketing activities target customers, reference design houses and our potential partners; and include a combination of direct marketing activities such as trade shows, events and marketing collateral, and indirect activities such as public relations and other marketing communications activities.

## Customers

We serve our customers worldwide directly or through our distributors, who buy products from us and resell them to OEMs and original design manufacturer, or ODMs, either directly or through their own distributors. Customers for our products consist of OEMs, ODMs and contract manufacturers. No end customer accounted for more than 10% of our net sales for the fiscal years 2012, 2011 and 2010.

#### Third-Party Distributors

Our third-party distributors typically resell to OEMs, ODMs and contract manufacturers. Sales through our direct distributors are typically made pursuant to agreements that provide limited rights of return for discontinued products or for other products within one year of their date of manufacture. In addition, our agreements with distributors may contain standard stock rotation provisions permitting limited levels of product returns.

We generally warrant that products sold to our customers and our distributors will, at the time of shipment, be free from defects in workmanship and materials and conform to our approved specifications. Subject to specific exceptions, we offer a one-year limited warranty.

After the deconsolidation of our former subsidiary, Spansion Japan, in fiscal 2009, as discussed in Item 8. “Financial Statements and Supplementary Data, Note 18. Emergence from Chapter 11,” net sales to Spansion Japan in fiscal 2010 were approximately 20% of our total net sales in Spansion and its consolidated subsidiaries up to May 10, 2010 (the Predecessor) and 25% of our total net sales in Spansion and its consolidated subsidiaries after May 10, 2010 (the Successor). During the second quarter of fiscal 2010, we purchased Spansion Japan’s distribution business and began distributing our products in Japan through our wholly owned subsidiary, Nihon Spansion Limited. Accordingly, there were no sales to Spansion Japan in fiscal 2011 and 2012. During the periods when we made sales to Spansion Japan, Spansion Japan resold substantially all its purchases to Fujitsu, which in turn acted as a distributor of our products in Japan. Net sales to Fujitsu (in its capacity as a distributor), including sales made through Spansion Japan after its deconsolidation and sales made through Nihon Spansion Limited after we purchased the Spansion Japan distribution business, accounted for approximately 33% and 29% of our total net sales for fiscal 2012 and fiscal 2011 and 18% of our total net sales in the Predecessor and 23% of our total net sales in the Successor for fiscal 2010.

#### Research and Development

Our research and development is critical to our success and we focus on process, product, software, and system level development. We conduct our product, software, and system engineering activities primarily in Sunnyvale, California and Netanya, Israel, with additional design and development engineering teams located in Asia. Our primary development focus is on MirrorBit products for embedded applications. We conduct our process and product development primarily at our Sunnyvale, California headquarters, at our fabrication facility located in Austin, Texas (Fab 25) and at third party foundries that provide foundry services to us. We are developing non-volatile memory process technologies. Specifically, we continue to refine our 65-nanometer MirrorBit NOR process technology and have continued to scale our MirrorBit charge trapping technology efficiently to 45-nanometer to deliver the industry's first monolithic 8-gigabit NOR Flash memory in fiscal 2012. In addition we developed and delivered an Acoustic Coprocessor semiconductor chip to enhance voice recognition and in partnership with SK Hynix, delivered Single Level Cell NAND products. Until July 2012, we were engaged in a joint development agreement with Elpida Memory, Inc., or Elpida, in an effort to develop 43-nanometer charge trapping NAND process technology. We intend to continue our efforts in this area, by partnering with suitable companies. We also intend to develop more advanced technologies independently or with partners.

Our research and development expenses for fiscal 2012, fiscal 2011 and fiscal 2010 were \$107.9, \$106.6 and \$100.5 million, respectively. For more information, see Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

#### Manufacturing

We own and operate one wafer fabrication facility, Fab 25, which is located in Austin, Texas and has approximately 114,000 square feet of clean room space. This facility produces 200-millimeter wafers, manufactured using 130-nanometer, 110-nanometer, 90-nanometer and 65-nanometer process technologies. We own and operate a final manufacturing facility in Bangkok, Thailand. We previously owned a second final manufacturing facility in Kuala Lumpur, Malaysia which was closed at the end of the first quarter of fiscal 2012 as part of a company-wide restructuring plan aimed at cost reduction. Final manufacturing consists of assembly, test, mark and pack operations. We also own a manufacturing facility in Penang, Malaysia which does small volumes of sort and pack operations. In addition to our own internal capacity, we outsource wafer manufacturing and assembly and test services to third parties to supplement our internal resources.

Like most semiconductor companies, we direct significant efforts toward the invention and development of manufacturing process technologies to achieve the objectives of reducing our manufacturing costs, improving our device performance and adding product features and capabilities. We achieve these objectives primarily through a combination of optimizing the number of process steps required to produce a product and by reducing the scale or size of key structures in our integrated circuits such as the memory cells used to store charge and the surrounding circuits that manage and interface to these cells. We develop each process technology using particular design rules and refer to this as the process or technology node using nanometers. By shrinking the features, we enable more transistors in the same area, which allows us to incorporate more bits per wafer at each successive process node, decreasing the cost per bit and either increasing the number of die per wafer for a given density or increasing the memory density per die.

During fiscal 2012, we offered products manufactured on technology nodes from 320-nanometer to 45-nanometer, utilizing MirrorBit and floating gate cell technology. We continue to internally manufacture products based on floating gate technology at process nodes from 320-nanometer to 110-nanometer. However, during fiscal 2012, the majority of our wafer production was comprised of MirrorBit products using 110-, 90- and 65-nanometer process technology.

We outsource a portion of our manufacturing function to external foundry partners. To augment our internal wafer fabrication capacity, we have agreements with Semiconductor Manufacturing International Corporation, or SMIC, Fujitsu Semiconductor Limited, Dongbu HiTek Co., Ltd. and SK Hynix Inc. The arrangement with SMIC provides production support for advanced NOR technology products at 65- and 45-nanometer. The arrangement with Dongbu HiTek provides for the supply of floating-gate NOR products at 90-nanometer node. The arrangement with SK Hynix provides for the development and supply of SLC NAND products at the 4x, 3x and 2x nodes. Cooperation with foundries for advanced process node development allows for a cost effective solution for process technology development as an alternative to an in-house research and development facility. The arrangement with Fujitsu, using our former JV1 and JV2 wafer fabrication facilities which we sold to them in April 2007, provides us with the ability to efficiently support the declining customer demand for legacy products on legacy production process nodes. This arrangement will terminate in the second quarter of fiscal 2013. Our manufacturing processes require many raw materials, such as silicon wafers, mold compounds, substrates, and various chemicals and gases, and the necessary capital equipment for manufacturing. We obtain these materials and equipment from a large number of suppliers located throughout the world.

#### Environmental Matters

Many of our facilities are located on properties or in areas with a long history of industrial activity. Prior to 2003, environmental audits were conducted for each of our manufacturing facilities. The audits described various conditions customary of facilities in our industry and, in particular, noted historical soil and groundwater contamination at our Sunnyvale, California facility arising from the leakage from chlorinated solvent storage tanks that previously had been located on this property. This property is listed on the U.S. Environmental Protection Agency's Superfund National Priorities List. Advanced Micro Devices, Inc., or AMD, the former owner of the property and responsible party, is investigating and remediating this contamination.

In 2003, each of AMD and Fujitsu agreed to indemnify us against losses arising out of the presence or release, prior to June 30, 2003, of hazardous substances at or from these and other sites they each contributed to us in connection with the formation of our joint venture predecessor, FASL LLC. Conversely, Spansion LLC, our operating subsidiary agreed to indemnify each of AMD and Fujitsu from and against liabilities arising out of events or circumstances occurring after June 30, 2003, in connection with the operation of our business. AMD and Fujitsu, on the one hand, and we, on the other, agreed to indemnify the other against liability arising from permit violations attributable to our respective activities. To the extent AMD and Fujitsu cannot meet their obligations under any of their indemnity agreements, or material environmental conditions arise, we may be required to incur costs to address these matters, which could have a material adverse effect on us.

We have made and will continue to make capital and other expenditures to comply with environmental laws, but we do not expect compliance with environmental requirements to result in material expenditures in the foreseeable future. Environmental laws and regulations are complex, change frequently and have tended to become more stringent over time, all of which are factors that could alter the current outlook. See Item 1A. "Risk Factors—We are subject to a variety of environmental laws that could result in liabilities."

#### Competition



Our competitors are primarily NOR Flash memory makers, including: Micron Technology, Inc.; Macronix International Co., Ltd.; Winbond Electronics Corporation; Microchip Technology Inc.; EON Silicon Solution Inc.; GigaDevice Semiconductors, Inc.; and Integrated Silicon Solution, Inc. We increasingly compete with NAND Flash memory makers in the embedded portion of the Flash memory market. Our NAND Flash memory competitors include Samsung Electronics Co., Ltd., Micron Technology, SK Hynix Inc. (“SK Hynix”) and Toshiba Semiconductor Company Inc. In the future, additional NAND Flash memory competitors may include Powerchip Technology Corporation, Macronix International Co., Ltd., Intel Corporation, Sandisk Corporation and Winbond Electronics Corporation.

We believe Flash memory providers must possess the following attributes to remain competitive:

• strong relationships with OEMs, ODMs and contract manufacturers that are acknowledged leaders within their respective industries;

- discipline to continually reduce costs ahead of historically declining semiconductor market prices;
  - strong market focus to identify emerging Flash memory applications;
  - advanced research and development;

• flexibility in manufacturing capacity and utilization so as to take advantage of industry conditions through market cycles;

- access to the financial resources needed to maintain a highly competitive technological position;
    - focus on sustainable and profitable portions of the Flash memory market;
  - the ability to establish and sustain strategic relationships and alliances with key industry participants;
- the ability to manufacture products with a high degree of quality, performance, market acceptance and a low cost structure; and
- rapid time to market for new products, measured by the time elapsed from first conception of a new product to its commercialization.

#### Employees

We had 2,838 employees as of December 30, 2012.

#### Backlog

We generally manufacture and market standard lines of our products. Sales are made primarily pursuant to purchase orders for delivery or agreements covering purchases over a period of time. These orders or agreements may be revised or canceled without penalty. Generally, in light of current industry practice and experience, we do not believe that backlog information is necessarily indicative of actual sales for any succeeding period.

#### Intellectual Property

Our success depends in part on our proprietary technology. We rely on a combination of protections provided by contracts, including confidentiality and non-disclosure agreements, copyrights, patents, trademarks and common law rights, such as trade secrets, to protect our intellectual property. As of December 30, 2012, we had 1,994 U.S. patents and 1,244 foreign patents as well as 367 patent applications pending in the United States and 522 patent applications pending outside the United States. We expect to file future patent applications in both the United States and abroad on significant inventions, as we deem appropriate. There can be no assurance that the claims allowed on any patents we hold will be sufficiently broad to protect our technology, or that any patents will issue from any application pending or filed by us.

#### ITEM 1A. RISK FACTORS

You should carefully consider the risks described below and the other information in this Annual Report on Form 10-K. If any of the following risks materialize, our business could be materially harmed, and our financial condition and results of operations could be materially and adversely affected.

The risks described below are not the only ones facing us. Additional risks not currently known to us or that we currently believe are immaterial may also impair our business, results of operations, financial condition and liquidity.

The Flash memory market is highly competitive and subject to rapid, highly volatile changes in demand, pricing and product mix that are difficult to predict. Our failure to adequately forecast our customers' needs could materially adversely affect our business.

The Flash memory market is a mature one subject to business cycles that include extended periods of oversupply and constant downward price pressure, which is due, in substantial part, to the relatively large number of competing firms

and technologies. Our competitors are primarily NOR Flash memory makers, including: Micron Technology, Inc.; Macronix International Co., Ltd.; Winbond Electronics Corporation; Microchip Technology Inc.; EON Silicon Solution Inc.; GigaDevice Semiconductors, Inc.; and Integrated Silicon Solution, Inc. We increasingly compete with NAND Flash memory makers in the embedded portion of the Flash memory market. Our NAND Flash memory competitors include Samsung Electronics Co., Ltd., Micron Technology, SK Hynix Inc. (“SK Hynix”) and Toshiba Semiconductor Company Inc. In the future, additional NAND Flash memory competitors may include Powerchip Technology Corporation, Macronix International Co., Ltd., Intel Corporation, Sandisk Corporation and Winbond Electronics Corporation.

During economic downturns, periods of extremely intense competition, or the presence of oversupply in the industry, the selling prices for our products have declined at a rapid rate over relatively short time periods as compared to historical rates of decline. When such pricing declines occur, we may not be able to mitigate their effects by selling more or higher margin units, or by reducing our manufacturing costs. In such circumstances, our operating results could be materially adversely affected.

To forecast demand and value inventory, we consider, among other factors, inventory on hand, historical customer demand data, backlog data, the competitiveness of product offerings, market conditions and product life cycles. If we are unable to accurately assess these factors and anticipate future demand or market conditions, inventory write-downs may be required and would be reflected in cost of sales in the period the write-down is made. Similarly, when customers change orders booked with us, our planned manufacturing capacity may be greater or less than actual demand, resulting in less than optimal capacity usage. When this occurs, we adjust our production levels, but downward adjustments may not prevent our production of excess inventory. An inability to address challenges like the ones described above would have a negative impact on our gross margin in that period. Moreover, inaccurate forecasting could also result in excess or obsolete inventory that would reduce our margins or shortages in inventory that would cause us to fail to meet customer demand. If we are unable to produce the types and quantities of products required by our customers in the timeframes and on the delivery schedules required by our customers, we may lose customers or, in certain circumstances, be liable for losses incurred by our customers, which would materially adversely affect our business and financial results.

For the reasons stated above, it is difficult to predict future growth or decline in the markets we serve, making it very difficult to estimate requirements for production capacity. If our target markets do not grow as we anticipate, we may under-utilize our manufacturing capacity or we may be contractually obligated to purchase minimum quantities of certain products from our subcontractors. This may result in write-downs or write-offs of inventories and losses on products the demand for which is lower than we anticipate. In addition, during periods of industry overcapacity, customers do not generally order products as far in advance of the scheduled shipment date as they do during periods when our industry is operating closer to capacity, which can exacerbate the difficulty in forecasting capacity requirements and may result in increased inventory levels.

Our operating results are dependent on the performance of distributors, including Fujitsu Semiconductors Limited, who is our primary distributor for Japan.

A significant portion of our sales are through independent distributors that are not under our control. For example, sales through distributors accounted for 68% and 69% of our net sales for fiscal 2012 and 2011 respectively. Generally, our agreements with third party distributors may be terminated for convenience by either party upon relatively short notice and are non-exclusive, permitting our distributors to offer our competitors' products. We generally do not require letters of credit from our distributors and are not protected against accounts receivable default or bankruptcy by these distributors. Our inability to collect open accounts receivable could adversely affect our operating results. Termination of a significant distributor, whether at our initiative or the distributor's initiative, could disrupt our business, and if we are unable to find suitable replacements, our operating results could be adversely affected.

In Japan, which is an important geographic market for us, we currently rely primarily on Fujitsu Semiconductors Limited ("FSL") through its subsidiary, Fujitsu Electronics Inc. ("FEI"), to distribute our products to customers. For example, sales of our products through FSL represented 33% of our total net sales for fiscal 2012. Historically, our agreement with FSL has been exclusive and FSL has not been permitted to offer our competitors' Flash memory products to its customers. However, exclusivity expired on May 10, 2012 and since that date FSL may sell our competitors' Flash memory products. Under the terms of our distribution agreement with FSL, either party may terminate the distribution agreement for convenience upon 60 days written notice to the other party. If FSL unexpectedly terminates its distribution agreement with us, or otherwise ceases its support of our customers in Japan, we would be required to develop and rely on a relationship with another distributor or establish our own local sales organization and support functions. We cannot be certain that we would be successful in selling our products to customers currently served by FSL or new customers and our sales in Japan might decline, and we could be materially adversely affected.

Our revenue reporting is highly dependent on sales information from our distributors, and our financial reporting could be misstated if such information is not accurate and timely.

Our revenue reporting is highly dependent on receiving accurate and timely sell-through data from our distributors. As our distributors resell products, they provide us with data regarding the products sold, prices, quantities, end customers, and the amount of our products they still have in stock. The data we receive is voluminous and complex, and we must use estimates and apply judgments to reconcile distributors' reported inventories to their sell-through activities. Actual results could vary unfavorably from our estimates, which could affect our operating results and could adversely affect our business.

We generally provide price protection to our distributors on the inventory they carry. Significant declines in the value of that inventory may require us to undertake inventory write-downs.

Distributors typically maintain an inventory of our products. For certain distributors, we have signed agreements that protect the value of their inventory of our products against price reductions, as well as provide for rights of return under specific conditions. Certain agreements with our distributors also contain standard stock rotation provisions permitting limited levels of product returns. We do not recognize revenue on our sales to these distributors until the applicable products are re-sold by the distributors and reported to us. However, in the event of an unexpected significant decline in the price of our products or significant return of unsold inventory, we may experience inventory write-downs, charges to reimburse costs incurred by distributors, or other charges or adjustments, any of which could result in a material adverse impact to our revenues and operating results.

We are not protected by long-term supply contracts with our customers.

We do not typically enter into long-term supply contracts with our customers, and we cannot be certain as to future order levels from our customers. When we do enter into a long-term contract, the contract is generally terminable at the convenience of the customer. In the event of an early termination by one of our major customers, it is unlikely that we will be able to rapidly replace that revenue source, which would harm our financial results.

A number of factors, including our inventory strategy, can impact our gross margins.

Numerous factors, including yield, wafer pricing, product mix, market acceptance of our new products, competitive pricing dynamics, geographic and/or market segment pricing strategies cause our gross margins to fluctuate. In addition, forecasting our gross margins is difficult because a significant portion of our business is based on the fulfillment of orders within the same quarter the orders are placed. In the event demand does not materialize, we may be subject to incremental obsolescence costs. In addition, future product cost reductions could have an increased impact on our inventory valuation, which would then impact our operating results.

Our global operations expose us to regional risks that could materially adversely affect our business globally.

Sales to customers outside the United States were approximately 90% of our total net sales for fiscal 2012. Additionally, we operate in more than ten countries, and a substantial portion of our manufacturing operations and those of our third party manufacturers are located outside the United States, primarily in Japan, China, Taiwan, Korea, Thailand and Malaysia. As a result, our business is subject to a variety of risks that are specific to the regions and countries in which we operate, including:

- currency exchange rate fluctuations;
- natural disasters, such as tsunamis, earthquakes, fires and floods;
- export and import duties, changes to import and export regulations, and restrictions on the transfer of funds;
- political and economic instability;
- difficulties in protecting our intellectual property;
- problems with the transportation or delivery of our products;
- issues arising from cultural or language differences and labor unrest;
- disruptions caused by military action or terrorist attacks;
- longer payment cycles and greater difficulty in collecting accounts receivable;
- compliance with trade, technical standards and other laws in a variety of jurisdictions;
- disruptions to our manufacturing operations as a result of actions imposed by foreign governments;
  - changes in economic policies of foreign governments;
  - difficulties in staffing and managing international operations; and

- adverse global economic conditions, including the ongoing sovereign debt crisis in Europe.

These factors may materially adversely affect our business, results of operations or financial condition. To the extent practicable, we seek to proactively reduce our exposure to these risks where possible, but we may not be successful. For example, we use foreign currency forward contracts to reduce our exposure to foreign currency exchange rate fluctuations. The objective of these contracts is to reduce the impact of foreign currency exchange rate movements on our operating results and on our foreign currency denominated monetary assets and liabilities. We do not use these contracts for speculative or trading purposes. We cannot assure you that these activities will be successful in reducing our foreign currency exchange rate exposure. If these activities are unsuccessful, our financial condition could be materially adversely affected. In addition, our compliance with foreign laws, regulations and similar requirements may be onerous and expensive, and these laws and regulations may be inconsistent from jurisdiction to jurisdiction, further increasing the cost and difficulty of compliance. Any such costs could individually or in the aggregate make our products and services less attractive to our customers, delay the introduction of new products in one or more regions, or cause us to change or limit our business practices. We have implemented policies and procedures designed to ensure compliance with these laws and regulations, but there can be no assurance that our employees, contractors, or agents will not violate such laws and regulations or our policies.

We may not satisfy the covenants, financial tests and ratios in our debt instruments, which if not met, would have a material adverse effect on us.

Our bank agreements and the indenture governing our 7.875% Senior Notes due 2017 (the Senior Notes) require us to comply with covenants, financial tests and ratios. We cannot assure you that we will be able to satisfy or comply with these covenants, financial tests and ratios, because our ability to do so may be affected by events beyond our control. If we fail to satisfy or comply with the covenants, financial tests and ratios, or if we disagree with our lenders about whether or not we are in compliance, we cannot assure you that we will be able to obtain waivers or amendments if required to avoid a default. A breach of any of the provisions, covenants, financial tests or ratios under our debt instruments could prevent us from being able to draw down under our bank loans and result in an event of default under the applicable agreement, which in turn could trigger cross-defaults under other debt instruments, any of which would materially adversely affect us.

Our reliance on third party manufacturers entails risks that could materially adversely affect us.

We currently have, and plan in the future to enter into, foundry, subcontractor and other arrangements with third parties to meet demand for our products. Third party manufacturers we currently use or expect to use in the future for foundry and other manufacturing services include SK Hynix, Semiconductor Manufacturing International Corporation, Wuhan Xinxin Semiconductor Manufacturing Corporation, Fujitsu Semiconductor Technology and Dongbu HiTek Co., Ltd. We also use independent contractors to perform some of the assembly, testing and packaging of our products, including ChipMOS Technologies Inc. We depend on these manufacturers to allocate to us a portion of their manufacturing capacity sufficient to meet our needs. Third party manufacturers are generally under no obligation to provide us with any specified minimum quantity of product. We also depend on these manufacturers to produce products of acceptable quality and at acceptable manufacturing yields and to deliver those products to us on a timely basis at acceptable prices. In addition, we rely on these manufacturers to invest capital into their facilities and process technologies to meet our needs for new products using advanced process technologies. Given the volatility and disruption in the capital and credit markets worldwide, we cannot assure you that they will make the investments in their facilities previously contemplated. We also cannot assure you that these manufacturers will be able to meet our near-term or long-term manufacturing requirements and that we will be able to attain qualification from our customers, which may be required prior to production of products at a third party facility. In addition, any significant change in the payment terms we have with these manufacturers could adversely affect us.

Third party manufacturers with whom we contract also make products for other companies, including certain of our competitors, and/or for themselves and could choose to prioritize capacity for themselves or other customers beyond any minimum guaranteed amounts, reduce deliveries to us or, in the absence of price guarantees, increase the prices they charge us on short notice, such that we may not be able to pass cost increases on to our customers. We may be unable to secure an alternative supply for specific products in a short timeframe or at all at an acceptable cost to satisfy our production requirements. In addition, we may be required to incur additional development, manufacturing and other costs to establish alternative sources of supply. Other risks associated with our increased dependence on third party manufacturers include: their ability to adapt to our proprietary technology; reduced control over delivery schedules, quality assurance, manufacturing yields and cost; misappropriation of our intellectual property; their solvency; reduced ability to manage inventory and parts; and risks associated with operating in foreign countries. If we are unable to secure sufficient or reliable suppliers of wafers or obtain the necessary assembly, testing and packaging services, our ability to meet customer demand for our products may be adversely affected, which could have a material adverse effect on us.

Unless we maintain manufacturing efficiency, we may not continue to be profitable and our future profitability could be materially adversely affected.



The Flash memory industry is characterized by rapid technological changes. For example, new manufacturing process technologies using smaller feature sizes and offering better performance characteristics are generally introduced every one to two years. The introduction of new manufacturing process technologies allows us to increase the functionality of our products while at the same time optimizing performance parameters and increasing storage capacity. In addition, the reduction of feature sizes enables us to produce smaller chips offering the same functionality and thereby considerably reducing the cost per bit. In order to remain competitive, it is essential that we secure the capabilities to develop and qualify new manufacturing process technologies. For example, our leading Flash memory products must be manufactured at 65-nanometer and more advanced process technologies. If we are delayed in transitioning to these technologies and other future technologies, we could be materially adversely affected.

Manufacturing our products involves highly complex processes that require advanced equipment. Our manufacturing efficiency is an important factor in achieving profitability, and we cannot be sure that we will be able to maintain or increase our manufacturing efficiency to the same extent as our competitors. For example, we continuously modify our manufacturing processes in an effort to improve yields and product performance and decrease costs. We are continuing to transition to 65-nanometer process technology for the manufacture of some of our products and are transitioning to 45-nanometer process technology for our most advanced products. During periods when we are implementing new process technologies, manufacturing facilities may not be fully productive. We may fail to achieve acceptable yields or may experience product delivery delays as a result of, among other things, capacity constraints, delays in the development of new process technologies, changes in our process technologies, upgrades or expansion of existing facilities, impurities or other difficulties in the manufacturing process. Any of these occurrences could adversely impact our relationships with customers, cause harm to our reputation in the marketplace, cause customers to move future business to our competitors or cause us to make financial concessions to our customers.

Improving our manufacturing efficiency in future periods is dependent on our ability to:

- develop advanced process technologies and advanced products that utilize those technologies;
  - successfully transition to advanced process technologies;
  - continue to reduce test times;
- ramp product and process technology improvements rapidly and effectively to commercial volumes;
- achieve acceptable levels of manufacturing wafer output and yields, which may decrease as we implement more advanced technologies; and
- maintain our quality controls and rely upon the quality and process controls of our suppliers.

Our ability to generate sufficient operating cash flows depends in part on maintaining our expense reduction efforts.

Our business is capital intensive and our ability to generate operating cash flows depends in large part on the maintenance of a low cost strategy. As part of our strategy, we intend to continue our cost reduction efforts which have included restructuring and technology partnerships. Cost reduction activities may require initial cash outlays before the anticipated benefits are realized. We cannot assure you that we will be able to achieve anticipated expense reductions. If our expense reduction efforts are unsuccessful, our operating results and business may be materially adversely affected. Furthermore, in certain instances our cost reductions may make it more difficult for us to succeed in the extremely competitive Flash memory market.

If essential equipment or adequate supplies of satisfactory materials are not available to manufacture our products, we could be materially adversely affected.

Our manufacturing operations depend upon obtaining deliveries of equipment and adequate supplies of materials on a timely basis. We purchase equipment and materials from a number of suppliers. From time to time, suppliers may extend lead times, limit supply to us or increase prices due to capacity constraints or other factors. Because the equipment that we purchase is complex, it is difficult for us to substitute one supplier for another or one piece of equipment for another. Some raw materials we use in the manufacture of our products are available from a limited number of suppliers or only from a limited number of suppliers in a particular region. In addition, we purchase raw materials such as gold for which prices on the world markets have fluctuated significantly during recent periods. Our manufacturing operations also depend upon the quality and usability of the materials we use in our products, including raw materials and wafers we receive from our suppliers. If the materials we receive from our suppliers do not meet our manufacturing requirements or product specifications, are not obtained in a timely manner or if there are significant increases in costs of materials, we may be materially adversely affected.

In addition, some of our suppliers may also be our competitors. Interruption of supply or increased demand in the industry could cause shortages and price increases in various essential materials. If we are unable to procure these materials, or if the materials we receive from our suppliers do not meet our production requirements or product specifications, we may have to reduce our manufacturing operations or our manufacturing yields may be adversely affected. Such a reduction and yield issues have in the past and could in the future have a material adverse effect on us.

We cannot be certain that we will have sufficient resources to invest in the level of research and development required to remain competitive or that our substantial research and development investments will lead to timely improvements

in technology needed to successfully develop, introduce and commercialize new products and technologies.

The Flash memory industry is highly competitive and subject to rapid technological change. In order to compete, we are required to make substantial investments in research and development for product design, process technologies and production techniques in an effort to design and manufacture advanced Flash memory products. For example, in connection with our business strategy, our research and development expenses for fiscal 2012 and 2011 were \$107.9 million and \$106.6 million or approximately 12% and 10% of our total net sales, respectively. We cannot assure you that we will have sufficient resources independently or through joint development agreements to maintain the level of investment in research and development that is required for us to remain competitive, which could materially adversely affect us.

Our strategy is to increasingly seek to share research and development costs with third parties. However, we cannot assure you that we will be able to negotiate arrangements for our research and development needs, or that such arrangements will result in commercially successful technology and products in a timely manner or at all. We will be dependent on the third parties in such agreements to continue to invest financial and skilled human resources, and we cannot assure you that such third parties will make the necessary investments, the absence of which would materially adversely affect our business.

Our success depends to a significant extent on our ability to develop, qualify, produce, introduce and gain market acceptance of new product designs and improvements that provide value to Flash memory customers. Our ability to develop and qualify new products and related technologies to meet evolving industry requirements at prices acceptable to our customers and on a timely basis is critical to our competitiveness in our target markets. If we are delayed in developing or qualifying new products or technologies, we could be materially adversely affected.

Competitors may introduce new memory or other technologies that may make our Flash memory products uncompetitive or obsolete.

Our competitors are working on a number of potentially competitive technologies, including ferroelectric random access memory, magneto resistive random access memory, polymer, charge trapping and phase-change based memory, or PCM, technologies. These technologies provide alternative means of non-volatile storage of information. Today, where products exist using these new technologies, they exhibit different characteristics than existing NOR Flash memory products based on MirrorBit or floating gate technology. These differences, including higher cost structure, inability to support higher densities, different performance and operating behavior, have prevented such products from addressing volume markets for NOR Flash memory. For such products to be commercially viable and attractive alternatives to today's NOR Flash memory solutions, they must either match the capabilities and characteristics at a lower cost or provide additional capabilities desired and valued by customers. If such products are successfully developed and commercialized as a viable alternative to MirrorBit or floating gate NOR Flash memory, these other products could pose a competitive threat to existing Flash memory companies, including us. For example, in December 2012, Micron announced volume shipments for a PCM product designed for feature phones and other mobile devices. If this product or other products based on this technology are commercially viable and attractive to our target customers, we may be materially adversely affected. In addition, some of the licensees and customers of Saifun Semiconductors Ltd., or Saifun, which we purchased in 2008 and renamed Spansion Israel Ltd., are our competitors or work with our competitors and possess licenses from Spansion Israel Ltd. for intellectual property associated with charge trapping Flash memory technology. Use of this charge trapping intellectual property or use of independently developed charge trapping Flash memory technology by our competitors, if successfully developed and commercialized, may allow these competitors to develop Flash memory products that may compete with our products based on charge trapping technology. If we are unable to compete with these new technologies, we may be materially adversely affected.

Our working capital, investments and capital requirements may require us to seek additional financing, which may not be available to us.

Our debt instruments may not be sufficient for our future working capital, investments and capital requirements. We also may not be able to access additional financing resources due to a variety of reasons, including the restrictive covenants in our lending agreements and the lack of available capital due to tight global credit markets. If our financing requirements are not met and we are unable to access additional financing, our business, operations, financial condition and cash flows will be materially adversely affected.

Investment in new business strategies and acquisitions could disrupt our ongoing business and present risks not originally contemplated.

We have invested, and in the future may invest, in new business strategies or acquisitions. Such endeavors may involve significant risks and uncertainties, including the distraction of our management team from current operations, greater than expected liabilities and expenses, inadequate return of capital, and unidentified issues not discovered in our due diligence. These new ventures are inherently risky and may not be successful, and as a result, we could be materially adversely affected.

If we cannot adequately protect our technology or other intellectual property in the United States and abroad, through patents, copyrights, trade secrets, trademarks, litigation and other measures, we may lose a competitive advantage and incur significant expenses as a result of litigation and other claims.

We rely on a combination of protections provided by contracts, including confidentiality and non-disclosure agreements, copyrights, patents, trademarks and common law rights, such as trade secrets, to protect our intellectual

property. However, we cannot assure you that we will be able to adequately protect our technology or other intellectual property from third party infringement or from misappropriation in the United States and abroad. Any patent owned or licensed by us or issued to us could be challenged, invalidated or circumvented or rights granted under these patents or licenses may not provide a competitive advantage to us. Furthermore, patent applications that we file may not result in issuance of a patent or, if a patent is issued, the patent may not be issued in a form that is advantageous to us. Despite our efforts to protect our intellectual property rights, others may independently develop similar products, duplicate our products or design around our patents and other intellectual property rights. In addition, it is difficult to monitor compliance with, and enforce, our intellectual property rights on a worldwide basis in a cost-effective manner. Foreign laws may provide less intellectual property protection than is afforded in the United States. Our efforts to protect our intellectual property in the United States and abroad through lawsuits may be time-consuming and costly.

We expect to attempt to negotiate agreements and arrangements with third parties for the license of intellectual property and technology that are important to our business. We also expect to continue to apply for new patents as our success in negotiating patent cross-license agreements with other industry participants will depend in large part upon the strength of our patent portfolio relative to that of the third party with which we are negotiating. If we are unable to negotiate agreements or arrangements for intellectual property, or to obtain patents, necessary for the success of our business, we may be materially adversely affected.

We provide indemnities relating to non-infringement of patents and other intellectual property indemnities to certain of our customers in connection with the delivery, design, manufacture and sale of our products. If we incur substantial costs in connection with any claim pursuant to such indemnification, our business, results of operations and financial condition could be materially adversely affected.

If we cannot adequately protect our technology or other intellectual property rights in the United States and abroad, we may be materially adversely affected.

We may be involved in intellectual property litigation in the future that could be found to have infringed on intellectual property rights.

Technology companies, including many of our competitors, frequently enter into litigation based on allegations of patent infringement or other violations of intellectual property rights. In addition, patent holding companies seek to monetize patents they have purchased or otherwise obtained often without regard to their use of these patents for the production and sale of products.

We may be subject to claims in the future and may be required to enter into other litigation and, defend against such actions in courts and before the U.S. International Trade Commission, as well as internationally in Europe and Asia. The plaintiffs in these actions frequently seek injunctions and substantial damages. Regardless of the scope or validity of such patents or other intellectual property rights, or the merits of any claims by potential or actual litigants, we may have to engage in protracted litigation. Such litigation is often expensive, time-consuming, disruptive to operations, and distracting to management. In recognition of these considerations, we may decide to enter into arrangements to settle litigation. If we are found to infringe on one or more patents or other intellectual property rights, regardless of whether we can develop non-infringing technology, we may be required to pay substantial damages or royalties to a third party or we may be subject to a temporary or permanent injunction prohibiting us from marketing or selling certain products. In certain cases, we may consider the desirability of entering into licensing agreements, although no assurance can be given that such licenses can be obtained on acceptable terms or that litigation will not occur. Any such licenses may also significantly increase our operating expenses. The outcome of any litigation is inherently uncertain and if the outcome is unfavorable to us, we may incur a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies, including matters related to infringement of intellectual property rights and we could be materially adversely affected.

If our security measures are breached and unauthorized access is obtained to our information technology systems, we may lose proprietary data.

Our security measures may be breached as a result of third party action, including computer hackers, employee error, malfeasance or otherwise, and result in unauthorized access to our customers' data or our data, including our intellectual property and other confidential business information, or our information technology systems. Because the techniques used to obtain unauthorized access, or to sabotage systems, change frequently, we may be unable to anticipate these techniques or to implement adequate preventative measures. Any security breach could result in disclosure of our trade secrets, confidential customer, supplier or employee data, which could result in legal liability, harm to our reputation and otherwise harm our business.

Our stock price may be volatile, and stockholders may lose all or part of their investment.

The market price of our common stock has been volatile and may in the future be subject to wide fluctuations in response to many risk factors listed in this section, and others beyond our control, including:

- actual or anticipated changes in our operating results;

- changes in financial estimates by securities analysts;
  - fluctuations in the valuation of companies perceived to be comparable to us;
- announcements by us or our competitors of significant acquisitions, strategic partnerships, divestitures, joint ventures or other strategic initiatives; and
- stock price and volume fluctuations attributable to inconsistent trading volume levels or other factors.

Furthermore, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may negatively impact the market price of shares of our common stock. In the past, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management's attention from other business concerns, which could materially adversely affect us.

Changes to financial accounting standards may affect our results of operations and cause us to change our business practices.

We prepare our financial statements in accordance with generally accepted accounting principles, or GAAP, in the United States. These accounting principles are subject to interpretation by the Financial Accounting Standards Board, or FASB, the Securities and Exchange Commission, or SEC, and various bodies formed to interpret and create appropriate accounting policies. A change in those policies or other requirements with respect to the reporting of financial statements can have a significant effect on our reported results and may affect our reporting of transactions completed before a change is announced.

For example, the SEC has released a proposed roadmap regarding the potential use by U.S. issuers of financial statements prepared in accordance with International Financial Reporting Standards, or IFRS. Under the proposed roadmap, we may be required to prepare financial statements in accordance with IFRS. The SEC has not finalized the timetable for the mandatory adoption of these new standards. It is unclear how the Commission will propose GAAP and IFRS be harmonized if the proposed changes are adopted. If adopted, we will need to develop new systems and controls around IFRS principles. Since this would be a new endeavor, the specific costs associated with this conversion are uncertain and could have a material impact on our results of operations.

Transfers or issuances of our equity, or a debt restructuring, may impair or reduce our ability to utilize our net operating loss carry-forwards and certain other tax attributes in the future.

Pursuant to U.S. federal and state tax rules, a corporation is generally permitted to deduct from taxable income in any year net operating losses (NOLs) carried forward from prior years. We have U.S. federal NOL carry forwards of approximately \$992.2 million as of December 30, 2012. Approximately \$492.2 million of the federal NOL carry forwards are subject to an annual limitation of \$27.2 million. These NOLs, if not utilized, expire from 2016 to 2031. In addition, our ability to utilize unlimited federal NOL carry forwards could be subject to a significant limitation if we were to undergo an "ownership change" for purposes of Section 382 of the Internal Revenue Code of 1986, as amended.

Our success depends on our key personnel and the loss of key personnel could disrupt our business.

Our success greatly depends on the continued contributions of our senior management and other key research and development, sales, marketing and operations personnel. In addition, our success will depend on our ability to recruit and retain additional highly-skilled personnel. We have relied on equity awards in the form of stock options and restricted stock units as one means for recruiting and retaining highly skilled talent and the reduction in our stock price has reduced the effectiveness of those awards used for retaining employees. The loss of key personnel could disrupt or adversely affect our business.

Costs related to defective products could have a material adverse effect on us.

One or more of our products may be found to be defective or we may initiate voluntary recalls of products after they have been shipped to customers in volume. We generally provide a limited warranty with respect to our products. Accordingly, if we recall products or are forced to replace defective products, the cost of product replacements or product returns may be substantial, and our reputation with our customers could be damaged. In addition, we could incur substantial costs to implement modifications to fix defects. Any of these problems could materially adversely affect us.

We are subject to a variety of environmental laws that could result in liabilities.



Our properties and many aspects of our business operations are subject to various domestic and international environmental laws and regulations, including those relating to materials used in our products and manufacturing processes; chemical use and handling; waste minimization; discharge of pollutants into the environment; the treatment, transport, storage and disposal of solid and hazardous wastes; and remediation of contamination. Certain of these laws and regulations require us to obtain permits for our operations, including permits related to the discharge of air pollutants and wastewater. From time to time, our facilities are subject to investigation by governmental regulators. Any failure to comply with applicable environmental laws, regulations or permits may subject us to a range of consequences, including fines, suspension of production, alteration of manufacturing processes, sales limitations, and criminal and civil liabilities or other sanctions. We could also be held liable for any and all consequences arising out of exposure to hazardous materials used, stored, released, disposed of by us or located at or under our facilities, or for other environmental or natural resource damage.

Certain environmental laws, including the U.S. Comprehensive Environmental Response, Compensation and Liability Act of 1980, or the Superfund Act, impose joint and several liabilities on current and previous owners or operators of real property for the cost of removal or remediation of hazardous substances and costs related to damages to natural resources. One of our properties is listed on the U.S. Environmental Protection Agency's Superfund National Priorities List. However, other parties currently are responsible for all investigation, cleanup and remediation activities. We have not been named a responsible party at any Superfund or other contaminated site. If we were ever so named, costs associated with the cleanup of the site could be material. Additionally, contamination that has not yet been identified could exist at one or more of our facilities, and identification of such contamination could have a material adverse effect on us.

Future environmental regulations could require us to procure expensive pollution abatement or remediation equipment; to modify product designs; or to incur other expenses associated with compliance with such regulations. For example, the European Union and China recently began imposing stricter requirements regarding reduced lead content in semiconductor packaging. Therefore, we cannot assure you that our costs of complying with current and future environmental and health and safety laws, or liabilities arising from past or future releases of, or exposure to, hazardous substances, will not have a material adverse effect on our business.

Provisions in our corporate governance documents as well as Delaware law may delay or prevent an acquisition of us that stockholders may consider favorable, which could decrease the value of your shares.

Our certificate of incorporation and bylaws and Delaware law contain provisions that could make it more difficult for a third party to acquire us without the consent of our board of directors. These provisions include restrictions on the ability of our stockholders to remove directors, a classified board of directors and limitations on action by our stockholders by written consent. In addition, our board of directors has the right to issue preferred stock without stockholder approval, which could be used to make an acquisition of us more difficult. Although we believe these provisions protect our stockholders from coercive or otherwise unfair takeover tactics and thereby provide for an opportunity to receive a higher bid by requiring potential acquirers to negotiate with our board of directors, these provisions apply even if the offer may be considered beneficial by some stockholders.

New regulations related to conflict minerals may force us to incur additional expenses, may make our supply chain more complex and may result in damage to our relationships with customers.

On August 22, 2012, as mandated by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the SEC adopted new disclosure regulations for public companies that manufacture products that contain certain minerals and their derivatives, namely tin, tantalum, tungsten or gold, known as conflict minerals, if these minerals are necessary to the functionality or production of the company's products. These regulations require such issuers to report annually whether or not such minerals originate from the Democratic Republic of Congo and adjoining countries and in some cases to perform extensive due diligence on their supply chains for such minerals. The implementation of these new requirements could adversely affect the sourcing, availability and pricing of conflict minerals used in the manufacture of semiconductor devices, including our products. In addition, we may incur additional costs to comply with the disclosure requirements, including costs related to determining the source of any of the relevant minerals used in our products. Since our supply chain is complex, the due diligence procedures that we implement may not enable us to ascertain the origins for these minerals or determine that these minerals are DRC conflict free, which may harm our reputation. We may also face difficulties in satisfying customers who may require that our products be certified as DRC conflict free, which could harm our relationships with these customers and lead to a loss of revenue. These new requirements also could have the effect of limiting the pool of suppliers from which we source these minerals, and we may be unable to obtain conflict-free minerals at competitive prices, which could increase our costs and adversely affect our manufacturing operations and our profitability.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our principal engineering, manufacturing and administrative facilities as of December 30, 2012, comprise approximately 2.7 million square feet and are located in the United States, Europe, Middle East and Asia. Over 2.5 million square feet of this space is in buildings we own in Sunnyvale, California; Austin, Texas; Penang, Malaysia; and Bangkok, Thailand. In October 2011, we sold our facility in Kuala Lumpur and consolidated its operations with our facility in Bangkok, which was completed in the second quarter of fiscal 2012. All of our other engineering and administrative facilities are leased. We lease approximately 163,000 square feet of office and warehouse space in Europe and Asia. Our Fab 25 facility in Austin, Texas is encumbered by liens securing our Senior Secured Term Loan facility and revolving credit facilities. See Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Contractual Obligations.”

Our facility leases have terms of generally one to five years. We currently do not anticipate difficulty in either retaining occupancy of any of our facilities through lease renewals prior to expiration or through month-to-month occupancy or replacing them with equivalent facilities.

ITEM 3. LEGAL PROCEEDINGS

We are a defendant or plaintiff in various legal actions that arose in the normal course of business. In the opinion of management, the aggregate liability, if any, with respect to such matters that are currently pending will not have a material adverse effect on our financial condition, results of operations or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

None.

## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

## Market Price of Common Stock

On March 1, 2009, Spansion Inc., Spansion LLC, Spansion Technology LLC, Spansion International, Inc., and Cerium Laboratories LLC (collectively, the Debtors) each filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code (the Chapter 11 Cases). On May 10, 2010 (the Emergence Date), the Debtors emerged from the Chapter 11 Cases, following the confirmation of the Plan of Reorganization. Pursuant to the Plan of Reorganization in the Chapter 11 Cases, all outstanding shares of our Class A common stock outstanding prior to the Emergence Date were cancelled effective May 10, 2010. Our new Class A common stock issued in accordance with the Plan of Reorganization was initially listed on the New York Stock Exchange Amex LLC, or NYSE Amex, from May 18, 2010 to June 23, 2010. On June 23, 2010, the Class A common stock was transferred from the NYSE Amex to The New York Stock Exchange, or NYSE, under the symbol "CODE." The following table sets forth the high and low per share sales prices for our new Class A common stock, as reported by the NYSE Amex and the NYSE, as applicable.

Fiscal Year Ended December 30, 2012	High	Low
Fourth Quarter	\$ 13.82	\$ 10.24
Third Quarter	\$ 13.46	\$ 9.42
Second Quarter	\$ 12.62	\$ 9.76
First Quarter	\$ 13.45	\$ 7.70
Fiscal Year Ended December 25, 2011	High	Low
Fourth Quarter	\$ 14.46	\$ 7.21
Third Quarter	\$ 20.42	\$ 12.52
Second Quarter	\$ 21.02	\$ 17.14
First Quarter	\$ 21.60	\$ 17.75

As of February 15, 2013, there were 701 holders of record of our Class A common stock. Because many of our shares are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders. The closing sale price of our Class A Common Stock on February 15, 2013 was \$11.79 per share.

We do not plan to pay dividends on shares of our Class A common stock in the foreseeable future and are currently prohibited from doing so in specific circumstances under agreements governing our borrowing arrangements.

## Stock Performance Graph

This performance graph shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference into any filing of Spansion under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

The following graph shows a comparison from May 10, 2010 (the Emergence Date), including from May 18, 2010, (the date our Class A common stock commenced trading), through December 30, 2012 of the cumulative total return for our Class A common stock (CODE), the NYSE Composite Index and the S&P Semiconductors Index. Such returns are based on historical results and are not intended to suggest future performance. Data for the NYSE

Composite Index and the S&P Semiconductors Index assume reinvestment of dividends

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ITEM 6. SELECTED FINANCIAL DATA

The following summary historical financial data should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

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The following table sets forth our selected financial data. Fiscal 2012 is a 53-week year. All other periods presented are fiscal years and include 52-weeks each.

	Year Ended December 26, 2010					
	Successor (1)	Successor (1)	Successor (1)	Predecessor (1)	Predecessor (1)	
	Year Ended December 30, 2012	Year Ended December 25, 2011	Period from May 11, 2010 to December 26, 2010	Period from December 28, 2009 to May 10, 2010	Year Ended December 27, 2009	Year Ended December 28, 2008
	(in thousands, except per share amounts)					
Statement of Operations Data:						
Net sales	\$ 915,932	\$ 1,069,883	\$ 759,886	\$ 324,914	\$ 1,061,487	\$ 1,630,573
Net sales to related party	-	-	4,801	78,705	349,166	651,230
Total net sales	915,932	1,069,883	764,687	403,619	1,410,653	2,281,803
Cost of sales	632,417	847,797	647,381	274,817	1,103,757	2,193,345
Gross profit	283,515	222,086	117,306	128,802	306,896	88,458
Other expenses:						
Research and development	107,850	106,644	65,414	35,068	136,449	431,808
Sales, general and administrative	135,607	108,461	122,478	68,105	216,298	253,878
In-process research and development	-	-	-	-	-	10,800
Gain on sale of Kuala Lumpur land and building (2)	(28,434 )	-	-	-	-	-
Restructuring charges (credits) (3)	5,650	12,295	-	(2,772 )	46,852	11,161
Asset impairment charges (4)	-	-	-	-	12,538	1,652,622
Operating income (loss) before reorganization items	62,842	(5,314 )	(70,586 )	28,401	(105,241 )	(2,271,811)
Interest and other income (expense) , net	4,688	3,954	175	(2,904 )	4,038	5,200
Interest expense (5)	(30,147 )	(33,151 )	(24,180 )	(30,573 )	(50,976 )	(105,536 )
Gain on deconsolidation of subsidiary (6)	-	-	-	-	30,100	-
Income (Loss) before reorganization items and income taxes	37,383	(34,511 )	(94,591 )	(5,076 )	(122,079 )	(2,372,147)
Reorganization items	-	-	-	370,340	(391,383 )	-



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Income (loss) before income taxes	37,383	(34,511 )	(94,591 )	365,264	(513,462 )	(2,372,147)
Provision for income taxes (7)	(12,999 )	(21,037 )	(2,101 )	(1,640 )	(597 )	(62,865 )
Net income (loss)	24,384	(55,548 )	(96,692 )	363,624	(514,059 )	(2,435,012)
Less: Net income (loss) attributable to noncontrolling interest	(503 )	338	-	-	-	-
Net income (loss) per common share	\$ 24,887	\$ (55,886 )	\$ (96,692 )	\$ 363,624	\$ (514,059 )	\$ (2,435,012)
Basic	\$ 0.41	\$ (0.91 )	\$ (1.60 )	\$ 2.24	\$ (3.18 )	\$ (15.69 )
Diluted	\$ 0.41	\$ (0.91 )	\$ (1.60 )	\$ 2.24	\$ (3.18 )	\$ (15.69 )
Shares used in per share calculation:						
Basic	59,984	61,338	60,479	162,439	161,847	155,162
Diluted	61,021	61,338	60,479	162,610	161,847	155,162

	December 30, 2012	December 25, 2011	December 26, 2010	December 27, 2009	December 28, 2008
Balance Sheet Data:					
Cash, cash equivalents and marketable securities	\$ 313,897	\$ 262,705	\$ 354,273	\$ 425,238	\$ 116,387
Working capital (deficit)	481,512	395,565	439,972	553,023	(1,183,337)
Total assets	1,172,166	1,191,145	1,399,305	1,437,977	1,773,872
Long-term debt and capital lease obligations, including current portion, short term note, and notes payable to banks under revolving loans	416,295	449,399	454,909	64,150	1,442,782
Liabilities subject to compromise	-	-	-	987,127	-
Total stockholders' equity (deficit)	\$ 561,774	\$ 522,541	\$ 624,285	\$ (857,693 )	\$ (450,647 )

(1) Please refer to Item 8. "Financial Statements and Supplementary Data – Note 18. Emergence from Chapter 11," for an explanation of the basis of the 'Successor' and 'Predecessor' presentations. .

- (2) The gain of \$28.4 million, net of selling expenses was recognized on the sale of our KL facility in the second quarter of fiscal 2012.
- (3) Commencing the fourth quarter of fiscal 2011, we initiated a restructuring plan to align the business with market conditions. Please refer to Note 14 for explanation of restructuring charges.
- (4) The asset impairment charge for fiscal 2009 includes pre-tax impairment on an equity investment and loan to an investee. The asset impairment charge for fiscal 2008 includes pre-tax impairment related to long-lived assets held for use of \$1.6 billion, and impairment related to goodwill and intangible assets of \$20.8 million and \$53.5 million, respectively.
- (5) Contractual interest expense for the year ended December 27, 2009 was approximately \$89.4 million.
- (6) The gain on deconsolidation of subsidiary represents the difference between the carrying value of our investment in and receivables from Spansion Japan immediately before deconsolidation and the estimated fair value of our retained non-controlling interest in Spansion Japan, which was zero then and as of December 27, 2009.
- (7) The provision for income taxes in fiscal 2009 includes a decrease of \$457.9 million in valuation allowances against deferred tax assets in our Japanese subsidiary resulting from the deconsolidation of our Japanese subsidiary in March 2009. However, the decrease in the amount of deferred tax assets had no impact on the provision for income taxes since the deferred tax assets had a full valuation allowance. The provision for income taxes in fiscal 2008 includes of \$64.5 million as a result of increase in valuation allowance associated with deferred tax assets of Spansion Japan because we did not believe it was more likely than not that these deferred tax assets would be realized in these jurisdictions.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and related notes as of December 30, 2012 and December 25, 2011 and for the fiscal years ended December 30, 2012, December 25, 2011 and December 26, 2010, which are elsewhere in this Annual Report on Form 10-K.

Executive Summary

We are a leading designer, manufacturer and developer of Flash memory semiconductors. We are focused on a portion of the Flash memory market that relates to high-performance and high-reliability memory solutions for microprocessors, controllers and other programmable semiconductors that run applications in a broad range of electronic systems. Our strategic emphasis centers on the embedded portion of the Flash memory market, which is generally characterized by long design and product life cycles, relatively stable pricing, more predictable supply-demand outlook and lower capital investments. These markets include transportation, industrial, computing, communications, consumer and gaming.

Within this embedded industry, we serve a well-diversified customer base through a differentiated, non-commodity, service-oriented model that strives to meet our customer's needs for product performance, quality, reliability and service. Our Flash memory solutions are incorporated in products manufactured by leading original equipment manufacturers (OEMs). In many cases, embedded customers require products with a high level of performance, quality and reliability, specific feature sets and wide operating temperatures to allow their products to work in extreme conditions. Some embedded customers require product availability from suppliers for over a decade of production. We spent many years refining the product and service strategy to address these market requirements and deliver high-quality products that go into electronic applications in cars, airplanes, set top boxes, games, telecommunications equipment, smart meters and medical devices.

The majority of our NOR Flash product designs are based on our proprietary two-bit-per-cell MirrorBit® technology, which has a simpler cell architecture, higher yields and lower costs than competing floating gate NOR Flash memory technology. While we are most known for our NOR products, we are expanding our portfolio in the areas of NAND and programmable system solutions to broaden our customer engagement and bring differentiated products to embedded markets. Our products are designed to accommodate various voltage, interface and density requirements for a wide range of applications and customer platforms. Spansion NAND products are engineered specifically for embedded requirements.

In addition to Flash memory products, we generate revenue by licensing our intellectual property to third parties and assisting our customers in developing and prototyping their designs by providing software and hardware development tools, drivers and simulation models for system-level integration.

We were incorporated in Delaware in 2005. Our mailing address and executive offices are located at 915 DeGuigne Drive, Sunnyvale, California 94085, and our telephone number is (408) 962-2500. References in this report to "Spansion," "we," "us," "our," or the "Company" shall mean Spansion Inc. and our consolidated subsidiaries, unless the context indicates otherwise. We are subject to the information and periodic reporting requirements of the Securities Exchange Act of 1934, as amended or Exchange Act, and, in accordance therewith, file periodic reports, proxy statements and other information with the Securities and Exchange Commission, or SEC. Such periodic reports, proxy statements and other information are available for inspection and copying at the SEC's Public Reference Room at 100 F Street, NE., Washington, DC 20549 or may be obtained by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains a website at <http://www.sec.gov> that contains reports, proxy statements and other information regarding issuers that file

electronically with the SEC. We also post on the Investor Relations section of our website, <http://www.spansion.com>, under “Financial Information” a link to our filings with the SEC. We post our Code of Ethics for our Chief Executive Officer, Chief Financial Officer, Corporate Controller and other Senior Finance Executives, our Code of Business Conduct, which applies to all directors and all our employees, and the charters of our Audit, Compensation and Nominating and Corporate Governance committees under “Corporate Governance” on the Investor Relations section of our website. Our filings with the SEC are posted as soon as reasonably practical after they are filed electronically with the SEC. Please note that information contained on our website is not incorporated by reference in, or considered to be a part of, this report.

On March 1, 2009, Spansion Inc., Spansion LLC, Spansion Technology LLC, Spansion International, Inc., and Cerium Laboratories LLC (collectively, the Debtors) each filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code (the Chapter 11 Cases). On May 10, 2010 (the Emergence Date), the Debtors emerged from the Chapter 11 Cases, following the confirmation of the Plan of Reorganization. For additional information see Note 18 of the Consolidated Financial Statements.

### Critical Accounting Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts in our consolidated financial statements. We evaluate our estimates on an on-going basis, including those related to our net sales, inventories, asset impairments, stock-based compensation expense, legal reserve and income taxes. We base our estimates on experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. The actual results may differ from these estimates or our estimates may be affected by different assumptions or conditions.

### Revenue Recognition

We recognize revenue from product sales to OEMs when the earnings process is complete, as evidenced by an agreement with the customer, transfer of title, fixed or determinable pricing and when collectability is reasonably assured. We record reserves for estimated customer returns based on historical experience.

We sell directly to distributors under terms that provide for rights of return, stock rotation and price protection guarantees. Since we are unable to reliably estimate the resale price to our end customer and returns under the stock rotation rights to our distributors, we defer the recognition of revenue and related product costs on these sales as deferred income until the product is resold by our distributors to their end customers. We also sell some of our products to certain distributors under sales arrangements that do not allow for rights of return or price protection on unsold products. We recognize revenue on these sales when the earnings process is complete, as evidenced by an agreement with the customer, transfer of title, fixed or determinable pricing and when collectability is reasonably assured.

Rights of return are granted whereby we are obligated to repurchase inventory from a distributor upon termination of the distributor's sales agreement with us. However, we are not required to repurchase the distributor's inventory under certain circumstances such as the failure to return the inventory in saleable condition, or, we may only be required to repurchase a portion of distributor's inventory, for example when distributor has terminated the agreement for its convenience.

Stock rotation rights are provided to distributors when we have given written notice to the distributor that a product is being removed from our published price list. The distributor has a limited period of time to return the product. All returns are for credit only; the distributor must order a quantity of products, the dollar value of which equals or exceeds the dollar value of the products being returned. Some distributors are also offered quarterly stock rotation. Such stock rotation is limited to a certain percentage of the previous three months' net shipments.

A general price protection is granted to a distributor if we publicly announce a price reduction relating specifically to certain products, whereby the distributor is entitled to a credit equal to the difference between the price paid by the distributor and the newly announced price.

Price protection adjustments are provided to distributors solely for those products that: (i) are shipped to the distributor during the period preceding the price reduction announcement; (ii) are part of the distributor's inventory at the time of the announcement; and (iii) are located at geographic territories previously authorized by us.

In addition, if we judge that a distributor demonstrates that it needs a price lower than the current published price list in order to secure an order from the distributor's customers, we may, but we have no obligation to, grant the distributor a credit to offset the amount owed under our current published price. The distributor must submit the request for a

reduction in price prior to the sale of products to its customer. If the request is approved and the sale occurs, the distributor must make a claim with the proof of resale to the end customers for a credit within a specified time period.

Gross deferred revenue and gross deferred cost of sales on shipments to distributors as of December 30, 2012 and December 25, 2011 are as follows:

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	December 30, 2012	December 25, 2011
	(in thousands)	
Deferred revenue	\$ 23,533	\$ 40,361
Less: deferred costs of sales	(14,850 )	(22,559 )
Deferred income on shipments (1)	\$ 8,683	\$ 17,802

(1) The deferred income of \$9.1 million and \$18.2 million on the consolidated balance sheets as of December 30, 2012 and December 25, 2011 each included \$0.5 million of deferred revenue related to our licensing revenue that was excluded in the table above, to separately illustrate the deferred income on product shipments.

Our distributors provide us with periodic data regarding the product, price, quantity, and end customer for products that are resold as well as the quantities of our products that they still have in stock. We reconcile distributors' reported inventories to their activities.

We have licensed our patents to other companies and will continue to do so in the future. The terms and conditions of license agreements are highly negotiated and can vary significantly. Generally, however, when a license agreement requires the payment of royalties to Spansion, we recognize fixed payment amounts on the date they become due. For other agreements, we recognize revenue based on notification of the related sales from the licensees.

#### Estimates of Sales Returns and Allowances

We occasionally accept sales returns or provide pricing adjustments to customers who do not have contractual return or pricing adjustment rights. We record a provision for estimated sales returns and allowances on product sales in the same period that the related revenues are recorded, which impacts gross margin. We base these estimates on historical sales returns, allowances, and price reductions, market activity and other known or anticipated trends and factors. These estimates are subject to management's judgment, and actual returns and adjustments could be different from our estimates and current provisions, resulting in an impact to our future revenues and operating results.

#### Inventory Valuation

At each balance sheet date, we evaluate our ending inventories for excess quantities and obsolescence. This evaluation includes analysis of sales levels by product and projections of future demand. These projections assist us in determining the carrying value of our inventory and are also used for near-term factory production planning. We write off inventory that we consider obsolete and adjust remaining specific inventory balances to approximate the lower of our standard manufacturing cost or market value. Among other factors, management considers forecasted demand in relation to the inventory on hand, competitiveness of product offerings, market conditions and product life cycles when determining obsolescence and net realizable value. If we anticipate future demand or market conditions to be less favorable than our previous projections, additional inventory write-downs may be required and would be reflected in cost of sales in the period the write-down is made. This would have a negative impact on our gross margin in that period. If in any period we are able to sell inventory that were not valued or that had been written down in a previous period, related revenues would be recorded without any offsetting charge to cost of sales, resulting in a net benefit to our gross margin in that period.

#### Stock-Based Compensation Expense

Stock-based compensation is estimated at the grant date based on the fair value of the stock award and is recognized as expense using the straight-line amortization method over the requisite service period. For performance-based stock awards, the expense recognized is dependent on the probability of the performance measure being achieved. We

utilize forecasts of future performance to assess these probabilities and this assessment requires considerable judgment. We estimate the grant date fair value of our stock-based awards using the Black-Scholes option pricing model, which requires the use of inputs like expected volatility, expected term, expected dividend yield, and expected risk-free rate of return.

We estimate volatility based on our recent historical volatility and the volatilities of our competitors who are in the same industry sector with similar characteristics (guideline companies) because of the lack of historical realized volatility data on our stock price. We have used the simplified calculation of expected term since our emergence from Chapter 11 bankruptcy (the Chapter 11 Cases, defined further below) and continue to use this method as we do not have sufficient historical exercise data to provide a reasonable basis upon which to estimate the expected term of stock options since our emergence from the Chapter 11 Cases. If we determined that another method used to estimate expected volatility or expected life was more reasonable than our current methods, or if another method for calculating these input assumptions was prescribed by authoritative guidance, the fair value calculated for stock-based awards could change significantly. Higher volatility and longer expected lives result in a higher fair value of the stock award at the date of grant.



In addition, we are required to develop an estimate of the number of share-based awards that will be forfeited due to employee turnover. ASC 718 Compensation-Stock Compensation, requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates in order to derive our best estimate of awards ultimately expected to vest. We estimate forfeitures based on historical experience related to our own stock-based awards granted following emergence from the Chapter 11 Cases in May 2010.

We anticipate that these estimates will be revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

#### Income Taxes

In determining taxable income for financial statement reporting purposes, we make estimates and judgments. These estimates and judgments are applied in the calculation of specific tax liabilities and in the determination of the recoverability of deferred tax assets, which arise from temporary differences between the recognition of assets and liabilities for tax and financial statement reporting purposes.

We assess the likelihood that we will be able to recover our deferred tax assets. Unless recovery of these deferred tax assets is considered more likely than not, we increase our provision for taxes by recording a charge to income tax expense, in the form of a valuation allowance against those deferred tax assets for which we do not believe it is more likely than not they will be realized. We consider past performance, future expected taxable income and prudent and feasible tax planning strategies in determining the need for a valuation allowance.

In addition, the calculation of our tax liabilities involves the application of complex tax rules and the potential for future adjustments by the relevant tax jurisdiction. If our estimates of these taxes are greater or less than actual results, an additional tax benefit or charge will result.

In determining the financial statement effects of an unrecognized tax position, we determine when it is more likely than not, based on the technical merits, that the position will be sustained upon examination. In this determination, we assume that the position will be examined by a taxing authority that has full knowledge of all relevant information, and will be resolved in the court of last resort. The more likely than not recognition threshold means that no amount of tax benefits may be recognized for a tax position without a greater than 50% likelihood that it will be sustained upon examination.

#### Goodwill

We review goodwill for impairment at least annually in the fourth quarter of each fiscal year or more frequently if events or changes in circumstances indicate that the asset might be impaired. We adopted November 30th as the date of the annual impairment test.

In September 2011, the Financial Accounting Standards Board (FASB) issued guidance that was intended to reduce the complexity and costs of testing for goodwill impairment by allowing an entity the option to make a qualitative evaluation about the likelihood of impairment to determine whether it should calculate the fair value of a reporting unit. The guidance provides an entity the option to first assess qualitative factors to determine whether it is necessary to perform the current two-step test for goodwill impairment. If an entity believes, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required. We adopted this guidance in fiscal 2012. We have a single reporting unit. Our fair value was substantially in excess of the carrying amount based on the quantitative assessment of goodwill that we performed in fiscal 2011. There have been no triggering events or changes in circumstances since that quantitative analysis to indicate that our fair value would be less than our carrying amount.

We performed a qualitative assessment of goodwill in fiscal 2012 and concluded that it was more likely than not that our fair value of Company exceeded the carrying amount. In assessing the qualitative factors, we considered the impact of these key factors: (i) change in the industry and competitive environment; (ii) market capitalization; (iii) stock price; and (iv) overall financial performance such as negative or declining cash flows or a decline in actual or planned revenue or earnings compared with actual and projected results of relevant prior periods. Based on the foregoing, the first and second steps of the goodwill impairment test were unnecessary for fiscal 2012 and goodwill was not impaired as of December 30, 2012.

#### Impairment of Long-Lived Assets including Acquisition-Related Intangible Assets

We will consider quarterly whether indicators of impairment relating to the long-lived assets are present. These indicators may include, but are not limited to, significant decreases in the market value of an asset, significant changes in the extent or manner in which an asset is used or an adverse change in our overall business climate. If these or other indicators are present, we test for recoverability of the intangible asset by determining whether the estimated undiscounted cash flows attributable to the asset in question is less than its carrying value. If less, we recognize an impairment loss based on the excess of the carrying amount of the asset over its fair value.

We recorded in-process research and development of approximately \$43.0 million in the second quarter of fiscal 2010 in connection with fresh start accounting. Intangible assets include projects that have not reached technological feasibility and have no alternative future use at the time of the valuation. These projects related to the development of process technologies to manufacture flash memory products based on 65 nanometer process technology and primarily include certain new products from the GL and FL product families. As of December 30, 2012, 100% of these projects had reached technological feasibility and we transferred these to developed technology and began amortization of these balances.

#### Estimates Relating to Litigation Reserve

Upon emergence from the Chapter 11 cases and as part of fresh start accounting, we adopted our litigation reserve policy whereby we record our estimates of litigation expenses to defend ourselves against legal proceedings over the course of a reasonable period of time, currently estimated at twelve months in accordance with the provisions of ASC 450 Contingencies. Considerable judgment is necessary to estimate these costs and an accrual is made when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated.

#### New Accounting Pronouncements

In June 2011, the FASB issued an amendment to its guidance regarding the presentation of comprehensive income. The amended guidance gives an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The amended guidance eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. In December 2011, the FASB further modified the guidance by deferring until further notice the requirement of presenting the effects of reclassification adjustments on accumulated other comprehensive income as both components of net income and of other comprehensive income. This guidance is effective on a retrospective basis for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2011. The adoption of this guidance beginning in the first quarter of fiscal 2012 did not have any material impact on our financial position, results of operations or cash flows as it only impacted the presentation of the financial statements. We have opted to present this information in two separate but consecutive statements.

In September 2011, the FASB issued an amendment to the guidance regarding the testing of goodwill for impairment. For additional information regarding this amendment, see Note 6 of the Consolidated Financial Statements.

In December 2011, the FASB issued an accounting standard update requiring enhanced disclosure about certain financial instruments and derivative instruments that are offset in the balance sheet or subject to enforceable master netting arrangement or similar arrangement. The disclosure requirement becomes effective retrospectively in the first quarter of our fiscal year ending December 28, 2014. We do not expect the requirement will have an impact on our financial position, results of operations or cash flows as it is disclosure-only in nature.

## Results of Operations

Upon emergence from the Chapter 11 Cases on May 10, 2010 (the Emergence Date), we adopted fresh start accounting in accordance with ASC 852. The adoption of fresh start accounting resulted in the Company becoming a new entity for financial reporting purposes. Accordingly, our consolidated financial statements on or after May 10, 2010 are not comparable with the consolidated financial statements prior to that date. Due to fresh start accounting, it is not appropriate to combine the Predecessor and Successor periods for fiscal 2010 for purposes of comparison with other periods. As a result, we have prepared pro forma statements in accordance with Article 11 of Regulation S-X for the twelve months ended December 26, 2010, which reflect the impact of only the transactions that have had significant impact on comparability. These pro forma statements were used to provide a comparison to the fiscal year ended December 25, 2011.

## Unaudited Pro Forma Condensed Consolidated Financial Information

The following unaudited pro forma condensed consolidated financial information for the twelve months ended December 26, 2010 gives effect to (i) the Plan of Reorganization and emergence from the Chapter 11 Cases and the application of fresh start accounting on May 10, 2010 and (ii) the issuance of our 7.875% Senior Notes due 2017 (the Senior Notes). The information has been derived by the application of pro forma adjustments to the condensed consolidated financial statements.

The unaudited pro forma condensed consolidated statement of operations has been adjusted to give effect to pro forma events that are (i) directly attributable to the transactions described below, (ii) are factually supportable and (iii) are expected to have a continuing impact on us. The following unaudited pro forma consolidated statement of operations for the fiscal year ended December 26, 2010 is presented on a basis to reflect the adjustments as if each of the transactions described below had occurred on December 28, 2009, the first day of the fiscal year ended December 26, 2010. A pro forma balance sheet has not been presented as the transactions described below are reflected in the historical balance sheet as of December 26, 2010.

We believe that the presentation of the unaudited pro forma condensed consolidated financial information makes it easier for investors to compare current and historical periods' operating results and that it assists investors in comparing our performance across reporting periods on a consistent basis by making the adjustments as described in more detail below. However, the unaudited pro forma condensed consolidated financial information is presented for illustrative purposes only and is not necessarily indicative of the results of operations that would have been reported had the Plan of Reorganization and emergence from the Chapter 11 Cases and the application of fresh start accounting and the issuance of the Senior Notes in fact occurred on the first day of the respective period presented for the unaudited pro forma consolidated statement of operations, or indicative of our future results. In addition, our historical consolidated financial statements will not be comparable to our financial statements following emergence from the Chapter 11 Cases due to the effects of the consummation of the Plan of Reorganization as well as adjustments for fresh start accounting. See "Adjustments Relating to Fresh Start Accounting" below for further information.

### Adjustments Relating to Fresh Start Accounting

The "Fresh Start" column of the unaudited pro forma condensed consolidated statement of operations gives effect to adjustments relating to fresh start accounting pursuant to ASC 852. In accordance with ASC 852, if the reorganization value of the assets of the emerging entity immediately before the date of confirmation is less than the total of all post-petition liabilities and allowed claims, and if holders of existing voting shares immediately before confirmation receive less than 50% of the voting shares of the emerging entity, the entity shall adopt fresh start accounting upon its emergence from Chapter 11. The loss of control contemplated by a reorganization plan must be substantive and not temporary. That is, the new controlling interest must not revert to the stockholders existing immediately before the plan was filed or confirmed. We concluded that we met the criteria under ASC 852 to adopt fresh start accounting upon emergence from the Chapter 11 Cases on May 10, 2010.

In connection with the adoption of fresh start accounting, we revalued our tangible and intangible assets as of the emergence date, resulting in a higher fair value of our tangible fixed assets and the recognition of intangible amortizable assets. The effect of these fair value adjustments was an increase in the depreciation and amortization charge for such assets in reporting periods subsequent to our emergence from the Chapter 11 Cases, which will increase the costs of goods sold and decrease gross profit margins in future periods.

For additional information regarding adjustments relating to fresh start accounting, see Notes 1 through 6 of the unaudited pro forma condensed consolidated financial information.

Adjustments Relating to the Financing

The “Financing” column in the unaudited pro forma condensed consolidated statement of operations gives effect to the repayment of \$195.6 million of the original \$450.0 million amount borrowed under our Senior Secured Term Loan (the Term Loan) using the proceeds from the Senior Notes. The effect of this pro forma adjustment will be lower interest expense as a result of the settlement of the Senior Secured Floating Rate Notes (the FRNs) and lower finance charges due to the write-off of debt financing costs upon emergence from the Chapter 11 Cases.

For additional information regarding adjustments relating to this financing, see Note 4 to the unaudited pro forma condensed consolidated financial information.

## Unaudited Pro Forma Condensed Consolidated Statement of Operations

for the Twelve Months Ended December 26, 2010

(in thousands)

	Historical		Adjustments		Pro Forma Period from December 28, 2009 to December 26, 2010
	Period from December 28, 2009 to May 10, 2010	Period from May 11, 2010 to December 26, 2010	Fresh Start	Financing	
Net sales (1)	\$ 324,914	\$ 759,886	-	-	\$ 1,084,800
Net sales to related parties	78,705	4,801	-	-	83,506
Total net sales	403,619	764,687	-	-	1,168,306
Cost of sales (1), (2), (3)	274,817	647,381	42,824	-	965,022
Research and development (3)	35,068	65,414	384	-	100,866
Sales, general and administrative (3)	68,105	122,478	446	-	191,029
Restructuring credits	(2,772 )	-	-	-	(2,772 )
Operating income (loss) before reorganization items	28,401	(70,586 )	(43,654 )	-	(85,839 )
Other income (expense):					
Interest and other income (expense), net	(2,904 )	175	1,988	-	(741 )
Interest expense (4)	(30,573 )	(24,180 )	11,144	5,165	(38,444 )
Loss before reorganization items and income taxes	(5,076 )	(94,591 )	(30,522 )	5,165	(125,024 )
Reorganization items	370,340	-	-	-	370,340
Income (loss) before income taxes	365,264	(94,591 )	(30,522 )	5,165	245,316
Provision for income taxes (5)	(1,640 )	(2,101 )	-	-	(3,743 )
Net income (loss)	\$ 363,624	\$ (96,692 )	\$ (30,522 )	\$ 5,165	\$ 241,573
Net income (loss) per share (6):					
Basic	\$ 2.24	\$ (1.60 )	-	-	\$ 4.02
Diluted	\$ 2.24	\$ (1.60 )	-	-	\$ 3.95
Shares used in per share calculation:					
Basic	162,439	60,479	-	-	60,045
Diluted	162,610	60,479	-	-	61,205

- (1) Fresh start accounting requires the elimination of deferred revenue (and its associated deferred cost of sales) when no future performance obligation is required. No adjustments have been made to the unaudited pro forma condensed consolidated statement of operations for the twelve months ended December 26, 2010 to recognize such eliminated deferred revenue and the related cost of sales of \$51.7 million and \$38.1 million, respectively, as such adjustments are non-recurring in nature.
- (2) Fresh start accounting requires the revaluation of inventory to its fair value on the Emergence Date. Accordingly, the value of inventory was increased by \$98.4 million on the Emergence Date. As a result, we recognized additional cost of sales of approximately \$90.2 million for the revaluation. No adjustment has been made to reduce such additional cost in the unaudited pro forma condensed consolidated statement of operations for the twelve months ended December 26, 2010 as it is non-recurring in nature.
- (3) Fresh start accounting requires the revaluation of our tangible and intangible assets to fair value, resulting in a higher fair value of our existing tangible fixed assets and the recognition of new intangible, amortizable assets namely developed technology, customer relationships and trade name. The effect of these fair value adjustments was primarily to increase the depreciation and amortization charge relating to these fixed assets and intangible assets in reporting periods subsequent to the Emergence Date, which will primarily increase our costs of goods sold and decrease gross profit margins in future periods. The pro forma adjustment to increase depreciation and amortization expense by \$43.7 million reflects the average daily depreciation and amortization rate for the period from May 11, 2010 to December 26, 2010 applied to the period from December 28, 2009 to May 10, 2010.



(4) On February 9, 2010, we borrowed \$450 million pursuant to the Term Loan. The proceeds of the Term Loan, together with cash proceeds from other sources of cash available to us, were used in full to partially discharge the remaining balance of claims relating to the FRNs. See Note 9 of the Consolidated Financial Statements for further details.

On November 9, 2010, we completed an offering of \$200 million aggregate principal amount of the Senior Notes, resulting in net proceeds of approximately \$195.6 million after related offering expenses. These proceeds were used to pay down amounts outstanding under our Term Loan.

The “Financing” column in the unaudited pro forma condensed consolidated statement of operations gives effect to the repayment of \$195.6 million of the original \$450 million Term Loan, using the proceeds from the Senior Notes. The effect of this pro forma adjustment will be a lower interest and financing charge as a result of issuing debt with a lower rate of interest and utilizing the proceeds from the Senior Notes to partially pay down existing higher-interest debt. The lower interest expense is reflected in the unaudited pro forma condensed consolidated statement of operations for the twelve months ended December 26, 2010 because it is recurring in nature.

The following assumptions were utilized in computing the pro-forma impact of the Financing adjustment:

- (a) The FRNs were settled as of December 28, 2009 and there was no interest charge relating to the FRNs in the unaudited pro forma condensed consolidated statement of operations for fiscal 2010, a total interest saving of \$8.4 million;
- (b) The Term Loan was effective as of December 28, 2009, which was the beginning of pro forma fiscal 2010;
- (c) \$195.6 million of the original \$450 million Term Loan was paid down from the proceeds of the \$200 million Senior Notes effective as of December 28, 2009, which was the beginning of pro forma fiscal 2010. Additionally, a prepayment penalty charge of approximately \$2.0 million was incurred in fiscal 2010 due to the early pay down of the Term Loan; and
- (d) The effective interest rates of 6.50% and 7.875% on \$250 million of the Term Loan and the \$200 million Senior Notes, respectively, were effective throughout the unaudited pro forma condensed consolidated statement of operations for fiscal 2010.

Further, as part of fresh start accounting, we had written off the unamortized debt financing costs for the \$450 million Term Loan as the fair value of the debt was deemed to be at face value. The benefit to interest and other income represents the reversal of such debt financing costs that were charged to the consolidated statement of operations from February 9, 2010 to May 10, 2010. This resulted in a net benefit adjustment amounting to \$11.1 million.

- (5) We have net operating loss carry forwards and a full valuation allowance on our deferred tax assets. As a result, there is no tax impact on the adjustments identified in the unaudited pro forma condensed consolidated statement of operations for fiscal 2010.
- (6) Pro forma basic and diluted per-share numbers used in the per share calculation reflect the issuance of shares of the Successor and the cancellation of the shares of the Predecessor at the Emergence Date as if such shares were issued and cancelled, respectively, on December 29, 2009, which was the beginning of pro forma fiscal 2010. Additionally, initial vesting of restricted stock awards that occurred on May 10, 2010 was assumed to have occurred on December 28, 2009 and quarterly thereafter. Such vested restricted stock shares are included in the pro forma basic per-share numbers and unvested restricted stock awards are included in the pro forma diluted per-share numbers using the treasury stock method.

The following is a summary and analysis of our net sales, gross margin, operating expenses, interest and other income (expense), net, interest expense, reorganization items and income tax provision for actual fiscal 2012, actual fiscal

2011 and pro forma fiscal 2010.

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	Year Ended December 30, 2012	Year Ended December 25, 2011	Pro forma for the Fiscal Year Ended December 26, 2010
(in thousands, except for percentages)			
Total net sales	\$ 915,932	\$ 1,069,883	\$ 1,168,306
Cost of sales	\$ 632,417	\$ 847,797	\$ 965,022
Gross profit	\$ 283,515	\$ 222,086	\$ 203,284
Gross margin	31 %	21 %	17 %
Research and development	\$ 107,850	\$ 106,644	\$ 100,866
Sales, general and administrative	\$ 135,607	\$ 108,461	\$ 191,029
Net gain on sale of KL land and building	\$ (28,434 )	\$ -	\$ -
Restructuring charges (credits)	\$ 5,650	\$ 12,295	\$ (2,772 )
Operating income (loss)	\$ 62,842	\$ (5,314 )	\$ (85,839 )
Interest and other income (expense), net	\$ 4,688	\$ 3,954	\$ (741 )
Interest expense	\$ (30,147 )	\$ (33,151 )	\$ (38,444 )
Reorganization items	\$ -	\$ -	\$ 370,340
Provision for income taxes	\$ (12,999 )	\$ (21,037 )	\$ (3,743 )

#### Net Sales

Total net sales decreased by \$154.0 million from \$1,069.9 million in fiscal 2011 to \$915.9 million in fiscal 2012. The decrease was primarily due to \$152.5 million reduction in wireless sales and to a lesser extent, a reduction in sales in the Asia Pacific region. The global semiconductor market declined in 2012 due to the slow economic growth in developed markets and cautious consumer and enterprise spending.

Total net sales decreased by \$98.4 million from pro forma total net sales of \$1,168.3 million in fiscal 2010 to \$1,069.9 million in fiscal 2011 primarily due to a \$179.5 million reduction in wireless sales and lower sales in the Asia Pacific region. Wireless sales declined as a result of a rapid product transition by wireless customers to mid- and low-density serial NOR products that we do not offer. This decrease was partially offset by \$31.3 million of Samsung license revenue recognized in the third and fourth quarters of fiscal 2011 in connection with a patent litigation settlement and \$49.9 million attributable to a reduced impact of fresh start accounting-related adjustments relating to deferred revenue lost in fiscal 2010.

Total net sales for fiscal 2010 in the Successor and Predecessor periods were \$764.7 million and \$403.6 million, respectively. Aside from the difference in the number of days in the Successor and Predecessor periods, sales in the Successor period were higher due to the recapture of business lost in the embedded market partially offset by approximately \$52.0 million of deferred revenue lost due to fresh start accounting.

#### Gross Profit

Our gross profit increased by \$61.4 million from \$222.1 million in fiscal 2011 to \$283.5 million in fiscal 2012. The increase was mainly due to improved internal fabrication facility utilization and efficiencies from the consolidation of our two assembly, and test operations in Asia following the closure of our Kuala Lumpur (KL), Malaysia facility. In addition, fiscal 2011 gross margins were adversely impacted by the residual effect of fresh start related inventory write-up amortization, \$28.0 million relating to the write down of wireless inventory and \$15.8 million impairment of wireless related assets. We did not have similar charges in fiscal 2012.

Our gross profit increased by \$18.8 million from pro forma gross margin of \$203.3 million in fiscal 2010 to \$222.1 million in fiscal 2011. This increase was due to \$83.0 million of reduced impact of fresh start accounting-related adjustments relating to higher depreciation, inventory write down and amortization of inventory markup which occurred in fiscal 2010, \$31.3 million of Samsung license revenue recognized in the third quarter and fourth quarters of fiscal 2011 in connection with a patent litigation settlement and \$26.5 million from operating efficiencies in factory utilization. The above increase is offset by a decrease of \$78.2 million relating to lower product revenues due to a reduction in wireless sales and sales in Asia Pacific markets, and \$28.0 million relating to the write down of wireless inventory and \$15.8 million impairment of wireless related assets.

For fiscal 2010, gross margin in the Successor period, which was impacted by the fresh start accounting adjustments, was 15%, while the gross margin in the Predecessor period was 32%. The fresh start accounting-related adjustments for the Successor included amortization of approximately \$90.2 million of inventory mark-up, a charge of approximately \$64.6 million on higher valuation of fixed assets and a decrease in revenues due to the elimination of deferred revenue. The overall decrease in the Successor's gross margin was partially offset by lower expenses resulting from operating efficiencies in factory utilization, a product mix shift from wireless products to higher margin embedded products and better pricing from suppliers.

#### Research and development

Our research and development, or R&D, expenses increased by \$1.3 million from \$106.6 million in fiscal 2011 to \$107.9 million in fiscal 2012. The increase was mainly due to \$10.4 million of higher employee compensation and benefits and \$1.7 million higher development charges primarily relating to NAND development. The increase was partially offset by the non-recurrence in fiscal 2012 of certain R&D charges incurred in fiscal 2011 including \$7.2 million of asset impairment charges relating to R&D tools and equipment held for sale after the closure of our Sub-Micron Development Center (SDC) located in Sunnyvale, California and \$1.7 million of technical support charges. In addition, our material costs for R&D projects were \$1.3 million lower in 2012 and depreciation was \$1.0 million lower due to the diminishing impact of fresh start accounting-related adjustments in fiscal 2012.

Our R&D expenses increased by \$5.7 million from pro forma R&D expense of \$100.9 million in fiscal 2010 to \$106.6 million in fiscal 2011. The increase in R&D expenses was attributable to approximately \$5.7 million of net impairment charges relating to R&D tools and equipment held for sale after closing the SDC and a \$6.6 million increase in labor costs due to higher headcount and employee stock-based compensation expense in fiscal 2011, partially offset by reduced employee incentive compensation and benefit expenses of approximately \$6.8 million in fiscal 2011.

For fiscal 2010, R&D expenses for the Successor were \$65.4 million, which included, among other items, approximately \$36.4 million of labor costs, \$5.6 million of expenses relating to outside service providers, \$6.3 million of material costs and \$17.1 million of building and other allocated operating expenses.

For fiscal 2010, R&D expenses for the Predecessor were \$35.1 million which included, among other items, approximately \$22.8 million of labor costs, \$3.7 million of expenses relating to outside service providers, \$1.8 million of material costs and \$4.3 million of building and other allocated operating expenses.

#### Sales, general and administrative

Our sales, general and administrative, or SG&A, expenses increased by \$27.1 million from \$108.5 million in fiscal 2011 to \$135.6 million in fiscal 2012. In fiscal 2011 SG&A expenses were reduced by a \$23.4 million net reduction in litigation reserves primarily as a result of settlement of the Samsung patent litigation. There was no comparable reduction in fiscal 2012. In addition, employee compensation and benefits expenses in fiscal 2012 were higher by \$7.8 million due to annual salary adjustments, higher incentive compensation and increased stock based compensation. The increase was partially offset by \$4.5 million due to lower depreciation and building allocation charges from the diminishing impact of fresh start accounting-related adjustments.

Our SG&A expenses decreased by \$82.6 million from pro forma SG&A expenses of \$191.0 million in fiscal 2010 to \$108.5 million in fiscal 2011. The decrease was primarily due to lower litigation expense of \$72.6 million in fiscal 2011, resulting from a litigation reserve increase of \$45.9 million in fiscal 2010 relating to the Samsung patent litigation, and elimination of the reserve balance of \$26.7 million in the second quarter of fiscal 2011 due to resolution of that dispute. SG&A expenses were also lower due to a reduction of \$3.3 million in information technology

expenses due to data center migration in fiscal 2011, and a reduction in operating expenses of \$4.2 million relating to building costs, supplies, repair, employee training and development.

For fiscal 2010, SG&A expenses for the Successor were \$122.5 million, which included, among other items, approximately \$49.3 million of labor costs, \$51.1 million of expenses relating to outside service providers and \$14.5 million of building and other allocated operating expenses.

For fiscal 2010, SG&A expenses for the Predecessor were \$68.1 million, which included, among other items, approximately \$25.9 million of labor costs, \$25.1 million of expenses relating to outside service providers and \$6.6 million of building and other allocated operating expenses.

#### Net Gain on Sale of Land and Building in KL

We recognized a gain of \$28.4 million, net of selling expenses, on the sale of the KL facility, in the second quarter of fiscal 2012. There was not a similar transaction in fiscal 2011.

#### Restructuring Charges

We initiated a restructuring plan (the 2011 Restructuring Plan) in the fourth quarter of fiscal 2011 as part of a company-wide cost saving initiative aimed at reducing operating costs in response to the global economic challenges and a rapid change in the China wireless handset market. The 2011 Restructuring Plan encompassed the consolidation of two test and assembly manufacturing operations in Asia and resulted in the closure of our KL, Malaysia facility at the end of the first quarter of fiscal 2012.

Restructuring charges decreased by \$6.6 million from \$12.3 million in fiscal 2011 to \$5.7 million in fiscal 2012. Restructuring charges in fiscal 2012 were mainly comprised of \$7.9 million of asset relocation and impairment charges relating to the closure of our KL facility and \$1.9 million of severance and employee related costs, offset by a \$1.9 million gain on the sale of equipment in the KL facility, a \$1.9 million gain on sale of equipment in Thailand, all of which related to the 2011 Restructuring Plan.

Restructuring charges recorded in fiscal 2011 were mainly comprised of \$11.7 million of severance pay and benefits relating to the 2011 Restructuring Plan.

For fiscal 2010, there were no restructuring charges in the Successor period. There was a \$2.8 million restructuring credit in the Predecessor period which was primarily due to approximately \$1.4 million of employee severance charges, \$6.5 million of fixed asset relocation, depreciation and disposal charges, which were offset by approximately a \$10.7 million gain on sale of fixed assets and sale of our Suzhou, China plant. All of these charges and credits related to the restructuring plan initiated in 2009 (the 2009/10 Restructuring Plan).

#### Interest and Other Income (Expense), net

Interest and other income (expense) increased by \$0.7 million from \$4.0 million in fiscal 2011 to \$4.7 million in fiscal 2012. The increase was mainly due to the release of the claims reserve of \$4.0 million as a result of the settlement of a bankruptcy claim in the fourth quarter of fiscal 2012 and \$1.1 million of gain from liquidation of previously impaired auction rate securities. The above increase was offset by \$1.4 million of higher preferential claim receipts during fiscal 2011 as compared to fiscal 2012, \$1.1 million of higher fees incurred on the amendment of the Term Loan in the fourth quarter of fiscal 2012 as compared to the amendment done in the second quarter of fiscal 2011, and a \$0.9 million increase in realized and unrealized loss on foreign currency transactions in fiscal 2012.

Interest and other income (expense) increased by \$4.7 million from pro forma interest and other expense of \$0.7 million in fiscal 2010 to interest and other income of \$4.0 million in fiscal 2011. The increase was mainly due to \$3.0 million impairment charges on certain equity investments in privately held companies recognized in fiscal 2010, compared to no such charge in fiscal 2011 and \$1.8 million higher preferential claim payments received during fiscal 2011 compared to fiscal 2010.

For fiscal 2010, interest and other income (expense), was an expense of \$0.2 million in the Successor period and \$2.9 million in the Predecessor period, which primarily consisted of approximately \$3.0 million in impairment charges on certain investments in privately held companies.

#### Interest Expense

Our interest expense decreased by \$3.1 million from \$33.2 million in fiscal 2011 to \$30.1 million in fiscal 2012. The decrease was due to \$1.8 million lower interest expense on the Term Loan as a result of continued principal repayments, both scheduled payments and prepayments amounting to \$30.4 million made in fiscal 2012 and a \$1.2 million reduction in loss on interest rate swaps relating to the Term Loan.

Our interest expense decreased by \$5.3 million from pro forma interest expense of \$38.4 million in fiscal 2010 to \$33.2 million in fiscal 2011. Approximately \$2.4 million of the decrease was due to a lower interest rate and reduced balance of the Term Loan in fiscal 2011, \$1.7 million mainly due to renegotiation of license and software contracts and \$0.8 million due to reduction in interest on capital leases as a result of lease buy-outs in fiscal 2011.

The average interest rate on our debt portfolio for fiscal 2012 and 2011 was 6.21% and 6.51% respectively. The pro forma average interest rate on our debt portfolio was 7.01% in fiscal 2010.



#### Reorganization items

There were no reorganization items for fiscal 2012 and 2011.

Our pro forma reorganization items of \$370.3 million for fiscal 2010 primarily consisted of a gain of approximately \$434.0 million which resulted from the discharge of pre-petition obligations, and a gain of approximately \$22.5 million, which resulted from settlement of rejected capital leases and various license agreements. The overall gain was partially offset by approximately \$59.5 million in professional fees, approximately \$12.7 million of debt financing costs written-off, approximately \$10.8 million in adjustments related to accrued claims and cancellation of old equity incentive plans, and approximately \$7.0 million of withholding tax liability related to a foreign subsidiary.

For fiscal 2010, there were no reorganization items in the Successor period. For the Predecessor period, reorganization items were the same as our pro forma reorganization items as described above.

#### Provision for Income Taxes

We recorded income tax expense of \$13.0 million in fiscal 2012 and \$21.0 million in fiscal 2011. We recorded income tax expense of \$2.1 million for the Successor period and \$1.6 million for the Predecessor period in fiscal 2010.

Income tax expense recorded for fiscal 2012 differs from the income tax expense that would be derived by applying a U.S. statutory 35% to the income before income taxes due to our ability to benefit from U.S. operating losses, and income that was earned and tax effected in foreign jurisdictions with different tax rates. The income tax expense includes \$4.1 million related to withholding tax on Samsung licensing revenue.

Income tax expense recorded for fiscal 2011 differs from the benefit for income taxes that would be derived by applying a U.S. statutory 35% to the loss before income taxes primarily due to our inability to benefit from U.S. operating losses due to a lack of a history of earnings, and income that was earned and tax effected in foreign jurisdiction with different tax rates. The income tax expense includes a \$2.8 million correction for uncertain tax positions of our foreign locations for the Successor period in fiscal 2011 and \$5.2 million related to withholding tax on Samsung licensing revenue.

Income tax expense recorded for the Successor period differs from the benefit for income taxes that would be derived by applying a U.S. statutory 35% to the loss before income taxes primarily due to our inability to benefit from U.S. operating losses due to lack of a history of earnings and income that was earned and tax effected in foreign jurisdictions with different tax rates.

Income tax expense recorded for the Predecessor period differs from the income tax expense that would be derived by applying a U.S. statutory 35% to the income before income taxes primarily due to the exclusion of cancellation of debt income as taxable income, our inability to benefit from U.S. operating losses after exclusion of cancellation of debt income due to a lack of history in earnings, and income that was earned and tax effected in foreign jurisdictions with different tax rates.

As of December 30, 2012, we recorded a valuation allowance of approximately \$325.4 million against our U.S. deferred tax assets, net of deferred tax liabilities. This valuation allowance offsets all of our net U.S. deferred tax assets. As of December 30, 2012, we also recorded valuation allowances of approximately \$1.0 million against various foreign deferred tax assets for which we do not believe it is more likely than not that they will be realized.

During the first quarter of 2011, we identified certain errors totaling \$9.2 million related to adjustments at Fresh Start and uncertain income tax positions taken in some of our foreign locations affecting Predecessor periods. We assessed the errors and concluded that such errors were not material to those periods. Accordingly, the correction of the adjustments on our Fresh Start date and for Predecessor periods were recorded as adjustments to increase liabilities and Goodwill.

#### Contractual Obligations

The following table summarizes our contractual obligations at December 30, 2012. The table is supplemented by the discussion following the table.

	Total	2013	2014	2015	2016	2017	2018 and Beyond
				(in thousands)			
Senior Secured							
Term Loan	\$ 218,789	\$ 5,769	\$ 2,244	\$ 2,244	\$ 2,244	\$ 2,805	\$ 203,483
Senior Notes	200,000	-	-	-	-	200,000	-
Interest expense on Debt	145,899	25,416	27,044	26,925	26,835	29,364	10,315
Other long term liabilities (1)	7,994	-	5,656	2,083	210	45	-
Operating leases	11,801	4,848	3,456	1,845	1,432	220	-
Unconditional purchase commitments (2)	114,112	36,267	21,306	28,399	28,140	-	-
Total contractual obligations (3)	\$ 698,595	\$ 72,300	\$ 59,706	\$ 61,496	\$ 58,861	\$ 232,434	\$ 213,798

- (1) The other long term liabilities mainly comprise of payment commitments under long term software license agreements with vendors and asset retirement obligations.
- (2) Unconditional purchase commitments (UPCs) include agreements to purchase goods or services that are enforceable and legally binding on us and that specify all significant terms, including fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. A majority of these commitments relate to inventory purchases. UPCs exclude agreements that are cancelable without a penalty. The foundry agreement with Fujitsu stipulates a minimum wafer purchase commitment in Japanese Yen. The commitment was translated into United States Dollars as of December 30, 2012, and is subject to currency fluctuations over the term of the foundry agreement.
- (3) As of December 30, 2012, the liability for uncertain tax positions was \$18.3 million including interest and penalties. Due to the high degree of uncertainty regarding the timing of potential future cash flows associated with these liabilities, we are unable to make a reasonably reliable estimate of the amount and period in which these liabilities might be paid.

#### Senior Secured Term Loan

On February 9, 2010, Spansion LLC, our wholly owned operating subsidiary, borrowed \$450 million under a Senior Secured Term Loan facility (the Term Loan) pursuant to which we incurred financing points, fees to the arrangers and legal costs of approximately \$11.1 million, which were charged to interest expense in the Predecessor. In addition, we paid the lenders approximately \$10 million of financing fees upon the release of Term Loan funds from escrow.

During the third quarter of fiscal 2010, Spansion LLC entered into a hedging arrangement with a financial institution to hedge the variability of interest payments on the Term Loan attributable to fluctuations in the LIBOR benchmark interest rate. We entered into a \$250 million interest rate swap under which we pay the independent swap counterparty a fixed rate of 2.42% and, in exchange, the swap counterparty pays us an interest rate equal to the floor rate of 2% or

three-month LIBOR, whichever is higher. These swap agreements effectively fixed the interest rate at 7.92% through 2013 for the \$250 million of the Term Loan.

On November 9, 2010, Spansion LLC amended the Term Loan agreement to include among other things, provisions allowing issuance of the \$200 million Senior Notes, reducing interest rates, removing the requirement to maintain interest rate hedging arrangements and amending certain of its financial covenants. Due to the amendment of the Term Loan, the critical terms of the swap and the Term Loan were no longer matched and the hedge was rendered ineffective. As a result, the hedge has been de-designated as a cash flow hedge in accordance with ASC Topic 815 Derivatives and Hedging, and the mark-to-market of the swap has been reported as a component of Interest expense beginning in the fourth quarter of fiscal 2010. See Note 13 to the Consolidated Financial Statements for further details.

On May 12, 2011, Spansion LLC further amended the Term Loan to reduce the margin on base rate loans from 3.75% per annum to 2.50% per annum, to reduce the margin on Eurodollar rate loans from 4.75% per annum to 3.50% per annum, and to reduce the LIBOR floor on Eurodollar rate loans from 1.75% to 1.25%, effective as of May 16, 2011. We incurred a \$2.5 million re-pricing penalty associated with the amendment of the Term Loan which was capitalized as a discount to the Term Loan in accordance with the guidance under ASC Topic No. 470, Debt.

On December 13, 2012, Spansion LLC again amended the Term Loan, giving it the ability to add incremental term loans in an aggregate amount for all such increases not to exceed (a) \$100 million less the aggregate amount of incremental facilities under the Revolving Credit Facility and (b) an additional amount if, after giving effect to the incurrence of such additional amount, Spansion LLC is in compliance with a senior secured leverage ratio of 2.75:1.00. On the closing date of the December 2012 amendment to the Term Loan (the Term Loan Facility), Spansion LLC paid the lenders an upfront fee of approximately \$1.1 million.

The Term Loan Facility has a six year maturity (December 13, 2018), provided that if Spansion LLC's Senior Notes due 2017 are not refinanced or exchanged for debt with a maturity date later than the maturity date of the Term Loan Facility or otherwise redeemed or retired in full, in each case prior to May 15, 2017, the Term Loan Facility will mature on May 15, 2017. The Term Loan Facility amortizes in equal quarterly installments aggregating 1.0% per annum of the face value of \$218.8 million.

The Term Loan Facility is secured by a first priority security interest in, among other items, (i) all equity interests of Spansion Technology LLC, Spansion LLC and each of its direct and indirect domestic subsidiaries, and certain intercompany debt, (ii) all present and future tangible and intangible assets of Spansion LLC and its direct and indirect domestic subsidiaries, and (iii) all proceeds and products of the property and assets described in (i) and (ii). The collateral described in the foregoing sentence also secures the 2012 Revolving Credit Facility described below and certain hedging arrangements on an equal priority basis.

Spansion LLC may elect that the loans under the Term Loan Facility bear interest at a rate per annum equal to (i) 3.00% per annum plus the highest of (a) the prime lending rate, and (b) the Federal Funds rate plus 0.50%; or (ii) 4.00% per annum plus a 1-month, 3-month, or 6-month LIBOR rate (or 9-month and 12-month LIBOR rate with the consent of all the lenders), subject to a 1.25% floor. The default rate is 2.00% above the rate otherwise applicable.

The Term Loan Facility may be optionally prepaid at any time without premium, provided that, prior to the first anniversary of the closing date of the Term Loan Facility, a prepayment premium of 1% will be applied to any prepayment or refinancing of any portion of the Term Loan Facility in connection with Spansion LLC's incurrence of debt with a lower interest rate or any amendment to the Term Loan Facility that has the effect of reducing the effective yield. The Term Loan Facility is subject to mandatory prepayments in an amount equal to: (a) 100% of the net cash proceeds from the sale or other disposition of all or any part of the assets or extraordinary receipts of Spansion Inc. or any of its subsidiaries, in excess of \$10 million per fiscal year, respectively, subject to certain reinvestment rights, (b) all casualty and condemnation proceeds received by Spansion Inc. or any of its subsidiaries in excess of \$10 million individually or in an aggregate amount, subject to certain reinvestment rights, (c) 50% of the net cash proceeds received by Spansion Inc. or any of its subsidiaries from the issuance of debt after the closing date of the Term Loan Facility (other than certain permitted indebtedness) and (d) 50% of excess cash flow of Spansion Inc. and its subsidiaries, or 25%, if Spansion LLC has a leverage ratio of 2.5 to 1.0 or less, respectively. Voluntary prepayments will be applied to the remaining scheduled principal repayment installments of the Term Loan Facility on a pro-rata basis while mandatory prepayments will be applied to remaining scheduled amortization as directed by Spansion LLC.

Under the Term Loan Facility, we are subject to a number of covenants, including limitations on (i) liens and further negative pledges, (ii) indebtedness, (iii) loans and other investments, (iv) mergers, consolidations and acquisitions, (v) sales, transfers and other dispositions of assets, (vi) and dividends and other distributions subject to a \$50 million general restricted payment basket and an additional builder basket resulting from excess cash flow and certain proceeds.

As of December 30, 2012, we were in compliance with all of the Term Loan Facility's covenants.

#### 2010 Revolving Credit Facility

On May 10, 2010, we entered into a revolving credit facility agreement (the 2010 Revolving Credit Facility) with Bank of America and other financial institutions, which provided up to \$65 million to supplement our working capital. The 2010 Revolving Credit Facility limited borrowing to 85% of eligible accounts receivable and 25% of ineligible receivables subject to a cap of \$10 million, net of reserves. The 2010 Revolving Credit Facility was subject to a number of covenants including a fixed charge coverage ratio of 1.00 to 1.00 when qualified cash and availability

under the facility is below \$60 million.

On November 9, 2010, we amended the Loan and Security Agreement with the lenders under the 2010 Revolving Credit Facility to include, among other things, allowing for the issuance of the \$200 million Senior Notes and increasing the reporting trigger threshold from less than \$60 million of availability and qualified cash to \$80 million and the covenant trigger threshold from less than \$40 million of availability and qualified cash to \$60 million.

On May 12, 2011, we amended the 2010 Revolving Credit Facility in a manner similar to the Term Loan.

On August 15, 2011, we amended the 2010 Revolving Credit Facility. The amendment included, among other changes, a reduction of the commitment from \$65 million to \$40 million, a reduction in the interest rate by 0.75% and a reduction in the frequency of certain reporting requirements from monthly to quarterly.

On December 13, 2012, we voluntarily terminated the 2010 Revolving Credit Facility and all outstanding fees and expenses due were paid off at termination.

#### 2012 Revolving Credit Facility

On December 13, 2012, we entered into the Revolving Credit Agreement (the 2012 Revolving Credit Facility) with Morgan Stanley Bank, N.A. and other financial institutions.

The 2012 Revolving Credit Facility consists of an aggregate principal amount of \$50 million, with up to \$25 million available for issuance of letters of credit and up to \$15 million available as a swing line sub-facility. The size of the commitments under the 2012 Revolving Credit Facility may be increased in an aggregate amount for all such increases not to exceed (a) \$230 million less the aggregate amount of incremental facilities under the Term Loan Facility plus (b) an additional \$50 million if, after giving effect to the incurrence of such additional amount, Spansion LLC is in compliance with a senior secured leverage ratio of 2.75:1.00. The 2012 Revolving Credit Facility has a five year maturity (December 13, 2017).

There is no amortization of loans drawn under the 2012 Revolving Credit Facility. Drawings in respect of any letter of credit will be reimbursed by Spansion LLC on the same business day. To the extent such drawings are not reimbursed on the same business day, the drawing converts to a revolving loan. No drawings were made on the closing date of the 2012 Revolving Credit Facility.

Spansion LLC may elect that the loans under the 2012 Revolving Credit Facility bear interest at a rate per annum, equal to (i) a rate per annum as set forth under “Revolver Base Rate Loans” in the grid below plus the highest of (a) the prime lending rate, (b) the Federal Funds rate plus 0.50%, and (c) the LIBOR rate for an interest period of one-month plus 1.00%; or (ii) a rate per annum as set forth under “Revolver LIBOR Loans” in the grid below plus a 1-month, 3-month, or 6-month LIBOR rate (or 9-month and 12-month LIBOR rate with the consent of all the lenders). The default rate is 2.00% above the rate otherwise applicable.

Leverage Ratio	Revolver LIBOR Loans	Revolver Base Rate Loans
> 2.00:1.00	2.50%	1.50%
≤ 2.00:1.00	2.25%	1.25%

On the closing date of the 2012 Revolving Credit Facility, Spansion LLC paid each lender an upfront fee in an amount equal to 0.375% of the commitment amount of such lender. Spansion LLC is also liable for a per annum unused commitment fee according to the leverage ratio below payable (i) quarterly in arrears and (ii) on the date of termination or expiration of the commitments.

Leverage Ratio	Unused Commitment Fees
> 2.00:1.00	0.50%
≤ 2.00:1.00	0.375%

The 2012 Revolving Credit Facility is secured by a first priority security interest in, among other items, (i) all equity interests of Spansion Technology, Spansion LLC and each of its direct and indirect domestic subsidiaries, and certain intercompany debt, (ii) all present and future tangible and intangible assets of Spansion LLC and its direct and indirect

domestic subsidiaries, and (iii) all proceeds and products of the property and assets described in (i) and (ii). The collateral described in the foregoing sentence also secures the Term Loan Facility and certain hedging arrangements on an equal priority basis.

The 2012 Revolving Credit Facility may be optionally prepaid and unutilized commitments reduced at any time without premium or penalty. The 2012 Revolving Credit Facility is subject to mandatory prepayments, after payment in full of the outstanding loans under the Term Loan Facility, in an amount equal to 100% of the net cash proceeds from the sale or other disposition (including by way of casualty or condemnation) of all or any part of the assets and extraordinary receipts of Spansion Inc. or any of its subsidiaries in excess of \$10 million per fiscal year after the closing date of the Revolving Credit Facility (with certain exceptions and reinvestment rights).

We are subject to (i) a minimum fixed coverage ratio of 1.25:1 and (ii) a maximum leverage ratio of 3.5:1, only if loans are drawn under the Revolving Credit Facility, or letters of credit in excess of \$5 million in aggregate are outstanding under the 2012 Revolving Credit Facility.



Under the terms of the 2012 Revolving Credit Facility, we are subject to a number of covenants, including limitations on (i) liens and further negative pledges, (ii) indebtedness, (iii) loans and other investments, (iv) mergers, consolidations and acquisitions, (v) sales, transfers and other dispositions of assets, (vi) and dividends and other distributions subject to a \$50 million general restricted payment basket and an additional builder basket resulting from excess cash flow and certain proceeds.

As of December 30, 2012, availability on the 2012 Revolving Credit Facility was \$50 million with no outstanding balance. We were in compliance with all of the 2012 Revolving Credit Facility's covenants as of December 30, 2012.

#### Senior Unsecured Notes

On November 9, 2010, Spansion LLC completed an offering of \$200 million aggregate principal amount of 7.875% Senior Notes due 2017. The Senior Notes were issued at face value, resulting in net proceeds of approximately \$195.6 million after related expenses. The Senior Notes are general unsecured senior obligations of Spansion LLC and are fully and unconditionally guaranteed by Spansion Inc. and Spansion Technology LLC on a senior unsecured basis. Interest is payable on May 15 and November 15 of each year beginning May 15, 2011 until and including the maturity date of November 15, 2017.

Prior to November 15, 2013, Spansion LLC may redeem some or all of the Senior Notes at a price equal to 100% of the principal amount, plus accrued and unpaid interest and a "make-whole" premium. Thereafter, Spansion LLC may redeem all or part of the Senior Notes at any time at the redemption prices set forth in the Indenture plus accrued and unpaid interest, if any, to the date of redemption.

In addition, on or prior to November 15, 2013, Spansion LLC may redeem up to 35% of the Senior Notes with the proceeds of certain sales of equity securities at 107.875% (100% of the principal amount plus a premium equal to the interest rate applicable to the Senior Notes), plus accrued and unpaid interest, if any, to the date of redemption.

Upon a change of control (as defined in the Indenture), holders of the Senior Notes may require Spansion LLC to repurchase all of their notes at a repurchase price equal to 101% of the principal amount of the Senior Notes to be repurchased, plus accrued and unpaid interest, if any, to the date of redemption.

Certain events are considered "Events of Default," which may result in the accelerated maturity of the Senior Notes, including: (i) a default in any interest, principal or premium amount payment; (ii) a merger, consolidation or sale of all or substantially all of its property; (iii) a breach of covenants in the Senior Notes indenture; (iv) a default in certain debts; (v) if we incur any judgment for the payment of money in an aggregate amount in excess of \$25 million; or (vi) if a court enters certain orders or decrees under any bankruptcy law. Upon occurrence of one of these events, the trustee or certain holders may declare the principal of and accrued interest on all of the Senior Notes to be immediately due and payable. If certain events of bankruptcy, insolvency or reorganization with respect to us occur, all amounts on the Senior Notes shall be due and payable immediately without any declaration or other act by the trustee or holders of the Senior Notes.

Pursuant to the terms of the registration rights agreement entered into in connection with our issuance of the Senior Notes, we registered an offer to exchange the Senior Notes for substantially identical notes effective December 5, 2011.

Covenants in the Senior Notes indenture include limitations on the amount of dividends that can be declared or made. The most restrictive covenants allow dividends up to approximately \$81.8 million.

As of December 30, 2012, we were in compliance of the covenants under the Senior Notes indenture.

China working capital loan facility

As of December 25, 2011, as a result of the consolidation of a variable interest entity, or VIE, we included the VIE's working capital loan facilities in our consolidated financial statements.

	As of December 25, 2011 China working capital Loan	
	Facility 1	Facility 2
Outstanding amount in USD (in thousands, converted from RMB as of December 25, 2011)	1,551	789
Outstanding amount in RMB (in thousands)	9,830	5,000
Date of entering into the loan agreement	March 26, 2010	April 1, 2011
Interest	Interest free	Interest free
Repayment terms	On completion of asset purchase	On receipt of venture capital funding
Collateral	70% of the VIE's equity	None

On April 1, 2012, we acquired substantially all assets and assumed certain liabilities of the VIE under an asset purchase agreement and the entity ceased to be a VIE as of the acquisition date. The China Working Capital loan facility was not a part of the acquisition and therefore was not included in our consolidated financial statements as of December 30, 2012.

## Liquidity and Capital Resources

### Cash Requirements

As of December 30, 2012, our cash, cash equivalents and short term investments totaled \$313.9 million. We had not drawn down under the 2012 Revolving Credit Facility as of December 30, 2012 and the availability under this facility was \$50.0 million.

Our future uses of cash are expected to be primarily for working capital, debt service, capital expenditures, contractual obligations, acquisitions and strategic investments. We believe our anticipated cash flows from operations, current cash balances, and our existing revolving credit facility will be sufficient to fund working capital requirements, debt service, and operations and to meet our cash needs for at least the next twelve months.

### Financial Condition (Sources and Uses of Cash)

Our cash and cash equivalents consisted of Federal Deposit Insurance Corporation (FDIC)-insured deposits, treasury bills and money market funds with a total amount of \$262.2 million as of December 30, 2012.

Our cash flows for fiscal 2012, fiscal 2011 and fiscal 2010 are summarized as follows:

	Year Ended December 30, 2012	Year Ended December 25, 2011	Year Ended December 26, 2010	
			Period from May 11, 2010 to December 26, 2010	Period from December 28, 2009 to May 10, 2010 (in thousands)
Net cash provided by operating activities	\$ 109,400	\$ 38,335	\$ 66,319	\$ 1,359
	20,541	(100,371 )	(22,169 )	76,686

Net cash provided by (used in) investing activities

Net cash provided by (used in) financing activities	(60,946 )	(74,188 )	30,238	(148,219 )
Effect of exchange rate changes on cash	(1,668 )	1,780	178	-
Net increase (decrease) in cash and cash equivalents	\$ 67,327	\$ (134,444 )	\$ 74,566	\$ (70,174 )

#### Net Cash Provided by Operating Activities

Net cash provided by operations was \$109.4 million in fiscal 2012, and was primarily due to net income of \$24.4 million, adjustments for non-cash items of \$102.2 million and a decrease in operating assets and liabilities of \$17.2 million. Adjustments for non-cash items primarily consisted of \$95.4 million of depreciation and amortization, \$34.4 million of stock compensation costs, \$5.9 million of provision for deferred income tax and \$2.1 million of asset impairment charges which were partially offset by a \$28.4 million gain on sale of KL land and buildings and a \$6.1 million gain from the sale of property, plant and equipment. The net decrease in operating assets and liabilities was primarily due to the decrease of \$15.4 million in accounts payable, accrued liabilities, accrued compensation and benefits and other liabilities.

Net cash provided by operations was \$38.3 million in fiscal 2011, and was primarily due to net loss of \$55.5 million, adjustments for non-cash items of \$200.2 million and a decrease in operating assets and liabilities of \$106.4 million. Adjustments for non-cash items primarily consisted of \$149.7 million of depreciation and amortization, \$19.2 million of stock compensation costs, \$8.3 million of amortization of inventory markup relating to fresh start accounting, and \$19.5 million of asset impairment charges. The net decrease in operating assets and liabilities was primarily due to the decrease of \$135.7 million in accounts payable, accrued liabilities, accrued compensation and benefits and other liabilities.

Net cash provided by operations was \$66.3 million during the Successor period of fiscal 2010, and was primarily due to a net loss adjustment for non-cash items of \$247.7 million and a decrease in operating assets and liabilities of \$84.7 million.

Net cash provided by operations was \$1.4 million during the Predecessor period of fiscal 2010, and was primarily due to a net income adjustment for non-cash items of \$382.8 million and a decrease in operating assets and liabilities of \$20.5 million.

#### Net Cash Provided by (Used in) Investing Activities

Net cash provided by investing activities was \$20.5 million during fiscal 2012, primarily due to \$45.6 million from the sale of property, plant and equipment, \$112.5 million in proceeds from the redemption of marketable securities and \$1.1 million from the sale of auction rate securities, which were offset by \$42.3 million of capital expenditures used to purchase property, plant and equipment and \$96.3 million used to purchase marketable securities.

Net cash used in investing activities was \$100.4 million during fiscal 2011, primarily due to \$66.5 million of capital expenditures used to purchase property, plant and equipment and \$88.8 million used to purchase marketable securities, which were offset by \$8.4 million from the sale of property, plant and equipment and \$45.9 million in proceeds from the redemption of marketable securities.

Net cash used in investing activities was \$22.2 million during the Successor period of fiscal 2010, primarily due to purchases of treasury bills totaling \$55.0 million during the year, and \$49.3 million of capital expenditures used to purchase property, plant and equipment, and \$13.1 million of cash decrease due to purchase of Spansion Japan's distribution business, partially offset by proceeds of \$44.7 million from the redemption of our auction rate securities, \$30.0 million proceeds from maturity of treasury bills, and \$20.5 million from the sale of property, plant and equipment. Purchases of treasury bills for \$55.0 million mentioned above includes approximately \$30 million of purchases that were reported as cash equivalents as of September 26, 2010.

Net cash provided by investing activities was \$76.7 million during the Predecessor period of fiscal 2010, primarily due to \$62.4 million of proceeds from the sale of auction rate securities, \$18.7 million of proceeds from the sale of the Suzhou plant and \$9.6 million from the sale of other property, plant and equipment, offset by \$14.0 million of capital expenditures used to purchase property, plant and equipment.

#### Net Cash Provided by (Used in) Financing Activities

Net cash used in financing activities was \$60.9 million during fiscal 2012, primarily due to \$24.5 million for the purchase of bankruptcy claims, \$30.4 million of payments on debt and capital lease obligations, \$4.0 million for acquisition of a non-controlling interest and \$2.6 million refinancing cost on the Term loan and 2012 Revolving Credit Facility, offset by \$1.6 million of proceeds from the issuance of common stock upon the exercise of stock options.

Net cash used in financing activities was \$74.2 million during fiscal 2011, primarily due to \$71.0 million for the purchase of bankruptcy claims and \$7.5 million of payments on debt and capital lease obligations, offset by \$5.4 million of proceeds from the issuance of common stock upon the exercise of stock options.

Net cash provided by financing activities was \$30.2 million during the Successor period of fiscal 2010, primarily due to net proceeds of \$195.6 million from the sale of the Senior Notes, \$124.4 million net proceeds from issuance and sale of common stock, partially offset by payments of \$204.8 million on the Term Loan and capital lease obligations, and \$85.0 million of cash decrease due to our purchase from Citigroup of a portion of Spansion Japan's Rejection damages claim under the Chapter 11 Cases (which resulted in the cancellation of the shares of Class A common stock that would have otherwise been issued to Citi in satisfaction of such claim).

Net cash used for financing activities was \$148.2 million during the Predecessor period of fiscal 2010, primarily due to payments of \$691.2 million on debt and capital lease obligations, partially offset by \$438.1 million of proceeds from the Term Loan net of issuance costs and \$104.9 million from the rights offering we conducted in February 2010 in connection with the Plan of Reorganization.

#### Off-Balance-Sheet Arrangements

During the normal course of business, we make certain indemnities and commitments under which we may be required to make payments in relation to certain transactions. These indemnities include non-infringement of patents and intellectual property, indemnities to our customers in connection with the delivery, design, manufacture and sale of our products, indemnities to our directors and officers in connection with legal proceedings, indemnities to various lessors in connection with facility leases for certain claims arising from such facility or lease, and indemnities to other parties to certain acquisition agreements. The duration of these indemnities and commitments varies, and in certain cases, is indefinite. We believe that substantially all of our indemnities and commitments provide for limitations on the maximum potential future payments we could be obligated to make. However, we are unable to estimate the maximum amount of liability related to our indemnities and commitments because such liabilities are contingent upon the occurrence of events which are not reasonably determinable. Management believes that any liability for these indemnities and commitments would not be material to our accompanying consolidated financial statements.

We do not have any other significant off-balance sheet arrangements, as defined in Item 303(a) (4) (ii) of SEC Regulation S-K, as of December 30, 2012 or December 25, 2011.

## ITEM 7A. QUALITATIVE AND QUANTITATIVE DISCLOSURE ABOUT MARKET RISK

## Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to our cash deposits, invested cash and debt. As of December 30, 2012, we had approximately \$258.1 million held in demand deposit accounts, approximately \$1.2 million held in overnight money market funds, approximately \$39.6 million invested in certificates of deposits partially insured by the FDIC, and approximately \$15.0 million invested in commercial paper. Our cash and short-term investment position is highly liquid, of which approximately \$259.4 million are with maturity terms of 0 to 30 days, approximately \$2.8 million are with a maturity term of 31 to 90 days, approximately \$18.4 million are with a maturity term of 91 to 180 days, and remaining approximately \$33.3 million are with a maturity term of 181 to 365 days at the time of purchase. Accordingly, our interest income fluctuates with short-term market conditions, but our exposure to interest rate risk is minimal due to the short term nature of our cash and investment position.

As of December 30, 2012, approximately 48% of the aggregate principal amounts outstanding under our third party debt obligations were fixed rate, and approximately 52% of our total debt obligations were variable rate comprised of the Term Loan with an outstanding principal balance of \$218.8 million as of December 30, 2012. The Term Loan has a LIBOR floor of 1.25%. While LIBOR is below 1.25%, our interest expense will not change along with short-term change in interest rate environment. When LIBOR is above 1.25%, changes in interest rates associated with the term loan could then result in a change to our interest expense. For example, a 1% aggregate change in interest rates would increase or decrease our contractual interest expense by approximately \$2.2 million annually.

As of December 30, 2012, we have a series of interests rate swaps with a financial institution to partially economically hedge the variability of interest payments attributable to fluctuations in the LIBOR benchmark interest rate. See Note 13 to the Consolidated Financial Statements for further details.

## Default Risk

We intend to actively monitor market conditions and developments specific to the securities and security classes in which we invest. We take a conservative approach to investing our funds in that our policy is to invest only in highly-rated securities with relatively short maturities, and we do not invest in securities we believe involve a higher degree of risk.

The following table presents the cost basis, fair value and related weighted-average interest rates by year of maturity for our investment portfolio and debt obligations as of December 30, 2012 and comparable fair values as of December 25, 2011:

	2013	2014	2015	2016	2017	Thereafter	Total	2012 Fair Value	2011 Fair Value
(in thousands, except for percentages)									
<b>Investment Portfolio</b>									
Cash equivalents:									
Fixed rate amounts	\$262,177	\$-	\$-	\$-	\$-	\$-	\$262,177	\$262,177	\$194,850
Weighted-average interest rate	0.29	% -	-	-	-	-	0.29	%	



<b>Short Term Investment:</b>										
Fixed rate amounts	\$51,720	\$-	\$-	\$-	\$-	\$-	\$51,720	\$51,720	\$67,854	
Weighted-average interest rate	0.64	%	-	-	-	-	0.64	%		
<b>Total Investment Portfolio</b>										
Portfolio	\$313,897	\$-	\$-	\$-	\$-	\$-	\$313,897	\$313,897	\$262,704	
<b>Debt Obligations</b>										
Debt—fixed rate amounts	\$-	\$-	\$-	\$-	\$200,000	\$-	\$200,000	\$201,000	\$179,000	
Weighted-average interest rate	-	-	-	-	7.88	%	-	7.88	%	
Debt—variable rate amounts	\$5,769	\$2,244	\$2,244	\$2,244	\$2,805	\$203,483	\$218,789	\$217,917	\$246,066	
Weighted-average interest rate	5.25	%	5.25	%	5.25	%	5.25	%	5.25	%
<b>Total Debt Obligations</b>										
Obligations	\$5,769	\$2,244	\$2,244	\$2,244	\$202,805	\$203,483	\$418,789	\$418,917	\$425,066	

## Foreign Exchange Risk

Our sales, expenses, assets and liabilities denominated in Japanese yen and other foreign currencies are exposed to foreign currency exchange rate fluctuations. For example,

- some of our manufacturing costs are denominated in Japanese yen, and other foreign currencies such as the Thai baht and Malaysian ringgit;
  - sales of our products to Fujitsu are denominated in both U.S. dollars and Japanese yen; and
  - some fixed asset purchases and sales are denominated in other foreign currencies.

Consequently, movements in exchange rates could cause our net sales and our expenses to fluctuate, affecting our profitability and cash flows. We use foreign currency forward contracts to reduce our foreign exchange exposure on our foreign currency denominated assets and liabilities. We also hedge a percentage of our forecasted revenue denominated in Japanese yen with foreign currency forward contracts. The objective of these contracts is to mitigate impact of foreign currency exchange rate movements to our operating results. We do not use these contracts for speculative or trading purposes.

We recognize derivative instruments from hedging activities as either assets or liabilities on the balance sheet and measure them at fair value. Gains and losses resulting from changes in fair value are accounted for depending on the use of the derivative and whether it is designated and qualifies for hedge accounting. To receive hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedge, and the hedges must be highly effective in offsetting changes to future cash flows on hedged transactions. We record changes in the intrinsic value of these cash flow hedges in accumulated other comprehensive loss in the Consolidated Balance Sheets, until the forecasted transaction occurs. When the forecasted transaction occurs, we will reclassify the related gain or loss on the cash flow hedge to revenue. In the event the underlying forecasted transaction does not occur, or it becomes probable that it will not occur, we will reclassify the gain or loss on the related cash flow hedge from accumulated other comprehensive loss to interest and other income (expense), net in our Consolidated Statements of Operations at that time.

We evaluate hedge effectiveness at the inception of the hedge prospectively as well as retrospectively and record any ineffective portion of the hedging instruments in interest and other income (expense), net on our Consolidated Statements of Operations.

We do not anticipate any material adverse effect on our consolidated financial position, results of operations or cash flows resulting from the use of these instruments in the future. However, we cannot assure you that these strategies will be effective or that transaction losses can be minimized or forecasted accurately. In particular, we generally cover only a portion of our foreign currency exchange exposure. We cannot assure you that these activities will eliminate foreign currency exchange rate exposure. Failure to eliminate this exposure could have an adverse effect on our business, financial condition and results of operations.

The following table provides information about our foreign currency forward contracts as of December 30, 2012 and December 25, 2011:

December 30, 2012			December 25, 2011		
Notional Amount	Average	Estimated Fair Value	Notional Amount	Average Contract	Estimated Fair Value

	Contract Rate				Rate		
	(in thousands, except contract rates)						
Foreign currency forward contracts							
Non-designated hedges (Buy JPY / Sell USD)							
	\$ 12,258	¥ 83.92	\$ (296 )	\$ -	¥ -	\$ -	
Non-designated hedges (Sell JPY / Buy USD)							
	\$ 45,059	¥ 80.21	\$ 3,032	\$ 33,285	¥ 77.96	\$ 20	

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Spansion Inc.

Consolidated Statements of Operations  
(in thousands, except per share amounts)

	Successor (1)	Successor (1)	Successor (1)	Predecessor (1)
	Year Ended	Year Ended	Period from	Period from
	December 30,	December 25,	May 11, 2010	December 28,
	2012	2011	to	2009
			December 26,	to
			2010	May 10, 2010
Net sales	\$ 915,932	\$ 1,069,883	\$ 759,886	\$ 324,914
Net sales to related parties	-	-	4,801	78,705
Total net sales	915,932	1,069,883	764,687	403,619
Cost of sales	632,417	847,797	647,381	274,817
Gross Profit	283,515	222,086	117,306	128,802
Research and development	107,850	106,644	65,414	35,068
Sales, general and administrative	135,607	108,461	122,478	68,105
Net gain on sale of Kuala Lumpur land and building	(28,434 )	-	-	-
Restructuring charges (credits)	5,650	12,295	-	(2,772 )
Operating income (loss) before reorganization items	62,842	(5,314 )	(70,586 )	28,401
Other income (expense):				
Interest and other income (expense), net	4,688	3,954	175	(2,904 )
Interest expense	(30,147 )	(33,151 )	(24,180 )	(30,573 )
Income (loss) before reorganization items and income taxes	37,383	(34,511 )	(94,591 )	(5,076 )
Reorganization items	-	-	-	370,340
Income (loss) before income taxes	37,383	(34,511 )	(94,591 )	365,264
Provision for income taxes	(12,999 )	(21,037 )	(2,101 )	(1,640 )
Net income (loss)	\$ 24,384	\$ (55,548 )	\$ (96,692 )	\$ 363,624
Less: Net income (loss) attributable to the noncontrolling interest	(503 )	338	-	-
Net income (loss) attributable to Spansion Inc. common stockholders	\$ 24,887	\$ (55,886 )	\$ (96,692 )	\$ 363,624
Net income (loss) per share:				
Basic	\$ 0.41	\$ (0.91 )	\$ (1.60 )	\$ 2.24
Diluted	\$ 0.41	\$ (0.91 )	\$ (1.60 )	\$ 2.24
Shares used in per share calculation:				
Basic	59,984	61,338	60,479	162,439
Diluted	61,021	61,338	60,479	162,610

(1) Please refer to Note 18 for an explanation of the basis of 'Successor' and 'Predecessor' presentation.

See Accompanying Notes

Spansion Inc.

Consolidated Statements of Comprehensive Income (Loss)  
(in thousands)

	Successor		Year Ended December 26, 2010	
	Year Ended	Year Ended	Successor	Predecessor
	December	December	Period from	Period from
	30, 2012	25, 2011	May 11,	December
			2010 to	28, 2009 to
			December	May 10,
			26, 2010	2010
Net income (loss)	\$ 24,384	\$ (55,548 )	\$ (96,692 )	\$ 363,624
Other comprehensive income (loss), net of tax:				
Net foreign currency translation adjustment	(1,057 )	(831 )	(797 )	-
Unrealized gain on auction rate securities	1,200	-		
Net unrealized gain on cash flow hedges:				
Net unrealized hedge gain arising during the period	741	-	-	-
Net loss reclassified into earnings	(740 )	-	-	-
Net unrealized gain on cash flow hedges	1	-	-	-
Other comprehensive income (loss), net of tax	144	(831 )	(797 )	-
Total comprehensive income (loss)	\$ 24,528	\$ (56,379 )	\$ (97,489 )	\$ 363,624
Less: Comprehensive income (loss) attributable to noncontrolling interest	(503 )	338	-	-
Comprehensive income (loss) attributable to Spansion Inc. common stockholders	\$ 25,031	\$ (56,717 )	\$ (97,489 )	\$ 363,624

See Accompanying Notes

## Spansion Inc.

## Consolidated Balance Sheets

(in thousands, except par value and share amounts)

	Successor	
	December 30, 2012	December 25, 2011
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$262,177	\$194,850
Short-term investments	51,720	67,855
Accounts receivable, net	106,864	110,343
Inventories	182,192	174,089
Deferred income taxes	8,699	6,275
Prepaid expenses and other current assets	28,531	29,494
Total current assets	640,183	582,906
Property, plant and equipment, net	176,728	209,227
Intangible assets, net	149,153	177,721
Goodwill	166,931	167,219
Other assets	39,171	54,072
Total assets	\$1,172,166	\$1,191,145
<b>Liabilities and Equity</b>		
<b>Current liabilities:</b>		
Accounts payable	85,542	79,560
Accrued compensation and benefits	26,080	30,676
Other accrued liabilities	29,913	52,598
Income taxes payable	2,618	1,702
Deferred income taxes, short-term	-	360
Deferred income	9,135	18,223
Current portion of long-term debt	5,382	4,222
Total current liabilities	158,670	187,341
Deferred income taxes	9,393	6,135
Long-term debt, less current portion	410,913	445,177
Other long-term liabilities	31,416	29,951
Total liabilities	610,392	668,604
Commitments and contingencies (Note 17)	-	-
<b>Spansion Inc. stockholders' equity:</b>		
<b>Capital stock:</b>		
Class A common stock, \$0.001 par value, 150,000,000 shares authorized, 57,267,409 shares issued and outstanding as of December 30, 2012 (59,337,419 as of December 25, 2011)	58	60
Class B common stock, \$0.001 par value, 1 share authorized, 1 share issued and outstanding as of December 30, 2012 and December 25, 2011	-	-
	-	-

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Preferred stock, \$0.001 par value, 50,000,000 shares authorized, 0 shares issued and outstanding as of December 30, 2012 and December 25, 2011

Additional paid-in capital	690,891	675,309
Accumulated deficit	(127,691 )	(152,578 )
Accumulated other comprehensive loss	(1,484 )	(1,628 )
Total Spansion Inc. stockholders' equity	561,774	521,163
Noncontrolling interest	-	1,378
Total equity	561,774	522,541
Total liabilities and equity	\$1,172,166	\$1,191,145

See Accompanying Notes



## Spansion Inc.

Consolidated Statements of Cash Flows  
(in thousands)

	Year Ended December 26, 2010			
	Successor	Successor	Successor	Predecessor
	Year Ended	Year Ended	Period from	Period from
	December	December	May 11,	December
	30,	25,	2010	28, 2009
	2012	2011	to	to
			December	May 10,
			26, 2010	2010
<b>Cash Flows from Operating Activities:</b>				
Net income (loss)	\$24,384	\$(55,548)	\$(96,692)	\$363,624
Adjustments to reconcile net income (loss) to net cash provided by operating activities:				
Depreciation and amortization	95,431	149,747	137,206	43,788
Asset impairment charges	2,070	19,502	-	-
Provision for doubtful accounts	-	-	331	7,229
Provision for deferred income taxes	5,889	6,646	15,492	7,000
Gain on sale of Kuala Lumpur land and buildings	(28,434)	-	-	-
Net gain on sale and disposal of property, plant, and equipment	(6,086)	(3,109)	(1,483)	(2,107)
Gain on sale of auction rate securities	(1,059)	-	-	-
Impairment on investment	-	-	-	3,011
Mark to market on hedging derivatives	-	-	1,329	-
Non-cash compensation under equity incentive plans	34,363	19,197	8,323	7,052
Gain on sale of Suzhou plant	-	-	(3,701)	(5,224)
Gain from approved settlement of rejected capital leases and various licenses	-	-	-	(22,517)
Non-cash inventory expenses related to fresh start markup	-	8,260	90,173	-
Gain on discharge of pre-petition obligations	-	-	-	(434,046)
Write-off of financing costs for old debts	-	-	-	13,022
Changes in operating assets and liabilities, net of effects of deconsolidation of subsidiary and consolidation of variable interest entity:				
Accounts receivable	2,528	55,022	(27,857)	10,156
Inventories	(8,667)	(10,194)	31,552	(7,242)
Prepaid expenses and other current assets	2,301	11,651	(16,577)	(3,894)
Other assets	10,128	(20,662)	652	1,534
Accounts payable, accrued liabilities, and accrued compensation	(15,382)	(135,666)	(79,554)	23,213
Income taxes payable	981	405	-	-
Deferred income	(9,047)	(6,916)	7,125	(3,240)
Net cash provided by operating activities	\$109,400	\$38,335	\$66,319	\$1,359

See Accompanying Notes

## Spansion Inc.

Consolidated Statements of Cash Flows—(Continued)  
(in thousands)

			Year Ended December 26, 2010	
	Successor	Successor	Successor	Predecessor
	Year Ended	Year Ended	Period from	Period from
	December	December	May 11,	December
	25,	25,	2010	28, 2009
	2012	2011	to	to
			December	May 10,
			26, 2010	2010
<b>Cash Flows from Investing Activities:</b>				
Proceeds from sale of property, plant and equipment	\$45,635	\$8,432	\$20,534	\$9,620
Proceeds from sale of auction rate securities	1,059	-	-	-
Purchases of property, plant and equipment	(42,286 )	(66,510 )	(49,299 )	(14,046 )
Business acquisition, net of cash acquired	-	581	(13,125 )	-
Proceeds from maturity of marketable securities	-	-	29,989	-
Purchases of marketable securities	(96,334 )	(88,803 )	(54,968 )	-
Cash proceeds from sale of Suzhou plant	-	-	-	18,687
Proceeds from redemption of marketable securities	112,467	45,929	44,700	62,425
Cash decrease due to the sale of Suzhou plant	-	-	-	-
Net cash provided by (used by) investing activities	20,541	(100,371 )	(22,169 )	76,686
<b>Cash Flows from Financing Activities:</b>				
Proceeds from borrowings, net of issuance costs	-	-	195,588	438,082
Refinancing cost on Term Loan and Revolver	(2,597 )	-	-	-
Payments on debt and capital lease obligations	(30,390 )	(7,524 )	(204,798 )	(691,176 )
Proceeds from rights offering	-	-	-	104,875
Acquisition of noncontrolling interest	(4,024 )	-	-	-
Proceeds from issuance of common stock, net of offering costs	1,588	5,386	124,448	-
Cash settlement on hedging activities	(1,073 )	(1,061 )	-	-
Purchase of bankruptcy claims	(24,450 )	(70,989 )	(85,000 )	-
Net cash provided by (used in) financing activities	(60,946 )	(74,188 )	30,238	(148,219 )
Effect of exchange rate changes on cash and cash equivalents	(1,668 )	1,780	178	-
Net (decrease) increase in cash and cash equivalents	67,327	(134,444 )	74,566	(70,174 )
Cash and cash equivalents at the beginning of period	194,850	329,294	254,729	324,903
Cash and cash equivalents at end of period	\$262,177	\$194,850	\$329,294	\$254,729
<b>Supplemental Cash Flows Disclosures:</b>				
Interest paid	\$30,904	\$29,861	\$33,991	\$6,130
Income taxes paid, net of refunds	\$7,016	\$14,356	\$643	\$408
Non-cash investing and financing activities:	\$-	\$-	\$-	\$486,064

Settlement of liabilities subject to compromise through issuance of reorganized Spansion Inc. common stock				
Liabilities recorded for purchase of property, plant & equipment	\$11,359	\$19,995	\$16,589	\$-
Term Loan amendment	\$218,789	\$-	\$-	\$-

See Accompanying Notes

## Spansion Inc.

Consolidated Statements of Stockholders' Equity (Deficit)  
(in thousands)

	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Comprehensive Income (Loss)	Total Spansion Inc's Stockholders' Equity (Deficit)	Noncontrolling Interest	Total Equity (Deficit)
Balance at December 27, 2009	162,292	162	2,484,320	(3,342,370)	195	(857,693 )	-	(857,693 )
Net income from December 27, 2009 to May 10, 2010	-	-	-	363,624	-	363,624	-	363,624
Other comprehensive income	-	-	-	-	-	-	-	-
Vesting of RSUs	176	-	-	-	-	-	-	-
Exercise of options	83	-	-	-	-	-	-	-
Equity settlement for liabilities subject to compromise	-	486	485,578	-	-	486,064	-	486,064
Compensation recognized under old employee stock plans	-	-	1,595	-	-	1,595	-	1,595
Cancellation of old employee stock plans	-	-	5,457	-	-	5,457	-	5,457
Balance at May 10, 2010 (Predecessor)	162,551	648	2,976,950	(2,978,746)	195	(953 )	-	(953 )
Fresh start adjustments:								
Cancellation of Predecessor common stock	(162,551)	(648 )	(2,976,950)	-	-	(2,977,598)	-	(2,977,598)
Elimination of Predecessor accumulated deficit and accumulated other	-	-	-	2,978,746	(195 )	2,978,551	-	2,978,551

comprehensive loss

Balance at May 11, 2010	-	\$-	\$-	\$-	\$ -	\$ -	\$ -	\$-
Net loss from May 11, 2010 to December 26, 2010	-	-	-	(96,692 )	-	(96,692 )	-	(96,692 )
Other comprehensive income (loss), net	-	-	-	-	(797 )	(797 )	-	(797 )