

# First Quarter Fiscal Year 2019

Supplemental Financial Information

October 29, 2018



# Q1-19 Key Financials

<b>Shipments</b>	<b>\$1.01B</b>
<b>Revenues</b>	<b>\$1.09B</b>
<b>Net Income*</b>	<b>\$384M</b>
<b>Diluted EPS*</b>	<b>\$2.46</b>

*\* Non-GAAP, See appendix for GAAP to Non-GAAP reconciliation*

# Q1-19 Summary Balance Sheet and Cash Flow

	Q3-18	Q4-18	Q1-19
<b>Cash and Investments</b>	<b>\$2.89B</b>	<b>\$2.88B</b>	<b>\$2.78B</b>
<b>Accounts Receivable, Net</b>	<b>\$660M</b>	<b>\$652M</b>	<b>\$602M</b>
<b>Net DSO (Shipment)*</b>	<b>59 days</b>	<b>55 days</b>	<b>54 days</b>
<b>Inventories</b>	<b>\$859M</b>	<b>\$932M</b>	<b>\$994M</b>
<b>Inventory Turns*</b>	<b>1.8x</b>	<b>1.7x</b>	<b>1.6x</b>

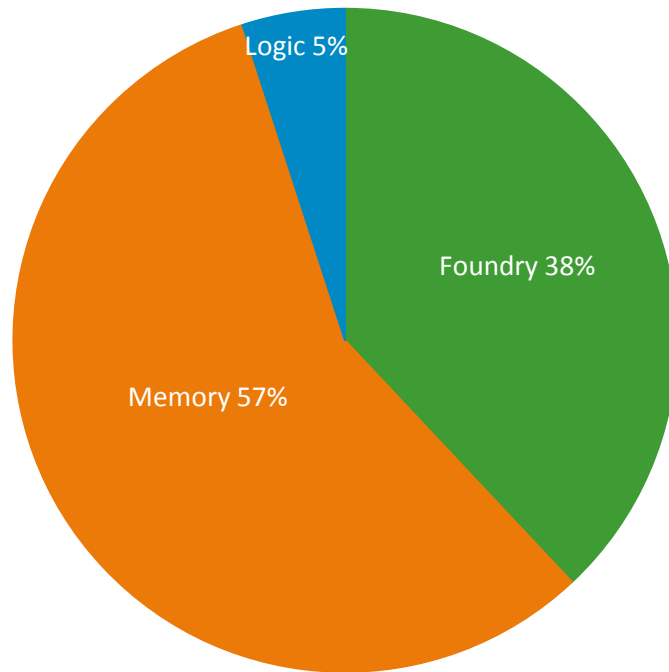
<b>Net Cash From Operating Activities</b>	<b>\$353M</b>	<b>\$374M</b>	<b>\$381M</b>
<b>Capital Expenditures, Net</b>	<b>\$15M</b>	<b>\$23M</b>	<b>\$22M</b>
<b>Free Cash Flow*</b>	<b>\$338M</b>	<b>\$351M</b>	<b>\$359M</b>

<b>Dividends Paid</b>	<b>\$92M</b>	<b>\$117M</b>	<b>\$123M</b>
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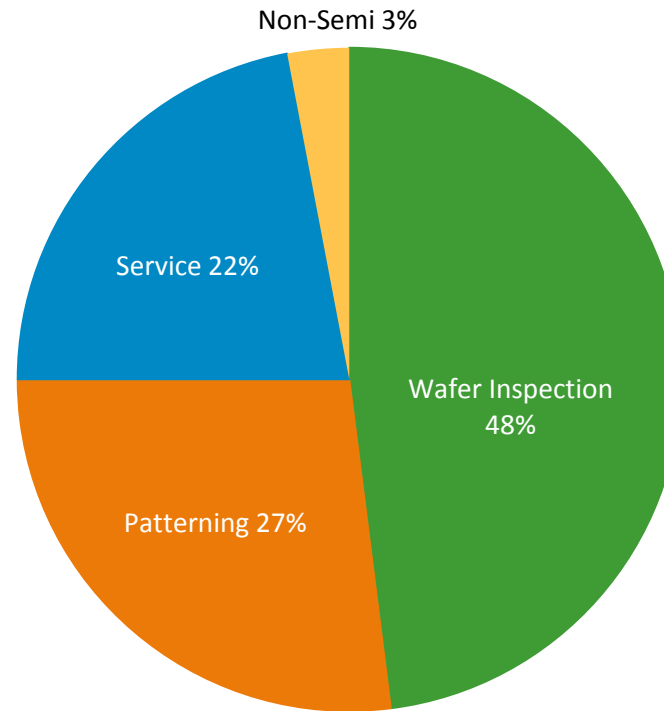
\*DSO = Current Net AR/ (Current Quarter Shipments / 92), Inventory Turns = Cost of Goods Sold/ Average Inventory, Free Cash Flow = Net Cash Provided by Operating Activities – Net Capital Expenditures. Numbers have been rounded

# Distribution of Q1 FY19 System Shipments

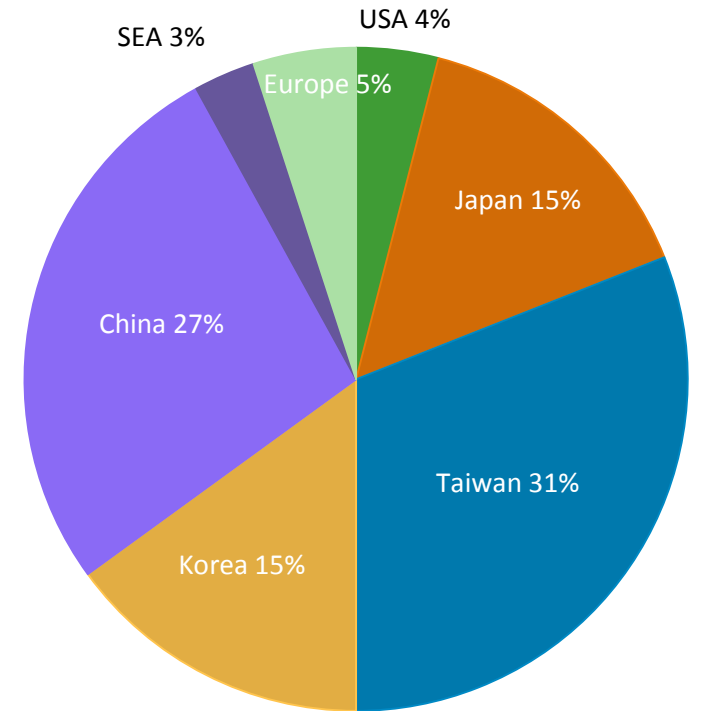
## WAFER FRONT-END



## PRODUCT GROUP



## REGION



# Appendix



# Reconciliation of Non-GAAP Financial Measures

	For the three months ended		
	September 30, 2018	June 30, 2018	September 30, 2017
<i>(In thousands, except per share amounts and percentages)</i>			
<b>GAAP net income</b>	<b>\$ 395,944</b>	<b>\$ 348,767</b>	<b>\$ 280,936</b>
<u>Adjustments to reconcile GAAP net income to non-GAAP net income*:</u>			
Acquisition-related charges	a 5,551	3,973	1,587
Merger-related charges	b -	-	3,015
Income tax effect of non-GAAP adjustments	c (310)	(300)	(1,599)
Discrete tax items	d (17,106)	(4,402)	-
<b>Non-GAAP net income</b>	<b>\$ 384,079</b>	<b>\$ 348,038</b>	<b>\$ 283,939</b>
GAAP net income as a percentage of revenue	36.2%	32.6%	29.0%
Non-GAAP net income as a percentage of revenue	35.1%	32.5%	29.3%
GAAP net income per diluted share	\$ 2.54	\$ 2.22	\$ 1.78
Non-GAAP net income per diluted share	\$ 2.46	\$ 2.22	\$ 1.80
Shares used in diluted shares calculation	156,083	156,822	157,846
<b>GAAP operating income</b>	<b>\$ 443,905</b>	<b>\$ 423,506</b>	<b>\$ 361,687</b>
<u>Adjustments to reconcile GAAP operating income to non-GAAP operating income*:</u>			
Acquisition-related charges	a 5,551	3,973	1,587
Merger-related charges	b -	-	3,015
<b>Non-GAAP operating income (1)</b>	<b>\$ 449,456</b>	<b>\$ 427,479</b>	<b>\$ 366,289</b>
GAAP operating income as a percentage of revenue	40.6%	39.6%	37.3%
Non-GAAP operating income as a percentage of revenue	41.1%	40.0%	37.8%

**Note:** On July 1, 2018, the Company adopted ASC 606 using the modified retrospective transition approach. Results for reporting periods beginning after July 1, 2018 are presented under ASC 606, while prior period amounts are not adjusted and continue to be reported in accordance with the legacy revenue recognition guidance. Also, the Company retrospectively adopted ASU 2017-07 on presentation of net periodic pension costs in Q1FY19, but prior period amounts were not re-casted.

- \* Refer to "Reconciliation of Non-GAAP Financial Measures – Explanation of Non-GAAP Financial Measures" for detailed descriptions and information for each reconciling item.
- (1) Non-GAAP operating income and operating expenses includes the effects of the changes in the Company's Executive Deferred Savings Plan Program ("EDSP") and the changes in the EDSP liability and asset are recorded in selling, general and administrative expense in operating expenses. The expense (benefit) associated with change in the liability included in selling, general and administrative expense for the three months ended September 30, 2018, June 30, 2018, and September 30, 2017 were \$7.5 million, \$5.2 million and \$6.8 million, respectively. The gains (losses), net associated with the changes in the EDSP asset included in selling, general and administrative expense for the three months ended September 30, 2018, June 30, 2018 and September 30, 2017 were \$7.4 million, \$5.1 million and \$6.9 million, respectively.

# Reconciliation of Non-GAAP Financial Measures

<i>(In thousands, except percentages)</i>	For the three months ended		
	September 30, 2018	June 30, 2018	September 30, 2017
<b>GAAP gross margin</b>	\$ 711,873	\$ 692,106	\$ 616,132
<u>Adjustments to reconcile GAAP gross margin to non-GAAP gross margin*:</u>			
Acquisition-related charges	a 890	729	1,530
Merger-related charges	b -	-	405
<b>Non-GAAP gross margin</b>	<b>\$ 712,763</b>	<b>\$ 692,835</b>	<b>\$ 618,067</b>
GAAP gross margin as a percentage of revenue	65.1%	64.7%	63.5%
Non-GAAP gross margin as a percentage of revenue	65.2%	64.8%	63.7%
<b>GAAP operating expenses</b>	\$ 267,968	\$ 268,600	\$ 254,445
<u>Adjustments to reconcile GAAP operating expenses to non-GAAP operating expenses*:</u>			
Acquisition-related charges	a (4,661)	(3,244)	(57)
Merger-related charges	b -	-	(2,610)
<b>Non-GAAP operating expenses (1)</b>	<b>\$ 263,307</b>	<b>\$ 265,356</b>	<b>\$ 251,778</b>
GAAP operating expenses as a percentage of revenue	24.5%	25.1%	26.2%
Non-GAAP operating expenses as a percentage of revenue	24.1%	24.8%	26.0%

**Note:** On July 1, 2018, the Company adopted ASC 606 using the modified retrospective transition approach. Results for reporting periods beginning after July 1, 2018 are presented under ASC 606, while prior period amounts are not adjusted and continue to be reported in accordance with the legacy revenue recognition guidance. Also, the Company retrospectively adopted ASU 2017-07 on presentation of net periodic pension costs in Q1FY19, but prior period amounts were not re-casted.

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# Reconciliation of Non-GAAP Financial Measures

<i>(In thousands, except percentages)</i>	For the three months ended		
	September 30, 2018	June 30, 2018	September 30, 2017
<b>GAAP income before income taxes</b>	<b>\$ 427,568</b>	<b>\$ 406,489</b>	<b>\$ 336,152</b>
GAAP income tax expense	\$ 31,624	\$ 57,722	\$ 55,216
GAAP income tax rate	7.4%	14.2%	16.4%
<u>Adjustments to reconcile GAAP effective tax rate to non-GAAP effective tax rate*:</u>			
Acquisition-related charges	a 5,551	3,973	1,587
Merger-related charges	b -	-	3,015
<b>Non-GAAP income before income taxes</b>	<b>\$ 433,119</b>	<b>\$ 410,462</b>	<b>\$ 340,754</b>
Income tax effects of non-GAAP adjustments	c 310	300	1,599
Discrete tax item	d 17,106	4,402	-
Non-GAAP income tax expense	\$ 49,040	\$ 62,424	\$ 56,815
Non-GAAP income tax rate	11.3%	15.2%	16.7%

**Note:** On July 1, 2018, the Company adopted ASC 606 using the modified retrospective transition approach. Results for reporting periods beginning after July 1, 2018 are presented under ASC 606, while prior period amounts are not adjusted and continue to be reported in accordance with the legacy revenue recognition guidance. Also, the Company retrospectively adopted ASU 2017-07 on presentation of net periodic pension costs in Q1FY19, but prior period amounts were not re-casted.



# Reconciliation of Q2 Fiscal Year 2019 Guidance Range

<i>(In millions, except per share amounts and percentages)</i>	<b>Low</b>	<b>High</b>
GAAP diluted net income per share	\$ 1.88	\$ 2.20
Acquisition-related charges	a 0.14	0.14
Effect on net income per diluted share	\$ 2.02	\$ 2.34
Shares used in net income per diluted shares calculation	152.8	152.8
GAAP gross margin as a percentage of revenue	63.4%	64.4%
Acquisition-related charges	a 0.1%	0.1%
Non-GAAP gross margin as a percentage of revenue	63.5%	64.5%
GAAP operating expenses	\$ (294)	\$ (298)
Acquisition-related charges	a 21	21
Non-GAAP operating expenses	\$ (273)	\$ (277)

**Note:** The guidance as of October 29, 2018 represents our best estimate considering the information known as of the date of issuing the guidance. We undertake no responsibility to update the above in light of new information or future events. Refer to the forward looking statements for important information. Also Refer to “Reconciliation of Non-GAAP Financial Measures – Explanation of Non-GAAP Financial Measures” for detailed descriptions and information of each reconciling item.

# Reconciliation of Non-GAAP Financial Measures

## Explanation of Non-GAAP Financial Measures:

To supplement our condensed consolidated financial statements presented in accordance with GAAP, we provide certain non-GAAP financial information, which is adjusted from results based on GAAP to exclude certain costs and expenses, as well as other supplemental information. The non-GAAP and supplemental information is provided to enhance the user's overall understanding of our operating performance and our prospects in the future. Specifically, we believe that the non-GAAP information provides useful measures to both management and investors regarding financial and business trends relating to our financial performance by excluding certain costs and expenses that we believe are not indicative of our core operating results. The non-GAAP information is among the budgeting and planning tools that management uses for future forecasting. However, because there are no standardized or generally accepted definitions for most non-GAAP financial metrics, definitions of non-GAAP financial metrics (for example, determining which costs and expenses to exclude when calculating such a metric) are inherently subject to significant discretion. As a result, non-GAAP financial metrics may be defined very differently from company to company, or even from period to period within the same company, which can potentially limit the usefulness of such information to an investor. The presentation of non-GAAP and supplemental information is not meant to be considered in isolation or as a substitute for results prepared and presented in accordance with United States GAAP.

- a. Acquisition-related charges include amortization of intangible assets and inventory fair value adjustments, and transaction costs associated with acquisitions or pending acquisitions, including the pending acquisition of Orbotech. Management believes that the expense associated with the amortization of acquisition related intangible assets and acquisition related costs are appropriate to be excluded because a significant portion of the purchase price for acquisitions may be allocated to intangible assets and exclusion of these expenses allows comparisons of operating results that are consistent over time for both KLA-Tencor's newly acquired and long-held businesses. Management believes excluding these items helps investors compare our operating performances with our results in prior periods as well as with the performance of other companies.
- b. Merger-related charges associated with the terminated merger agreement between KLA-Tencor and Lam Research Corporation ("Lam") primarily includes employee retention-related expenses, legal expenses and other costs. Management believes that it is appropriate to exclude these items as they are not indicative of ongoing operating results and therefore limit comparability and excluding these items helps investors compare our operating performance with our results in prior periods as well as with the performance of other companies.
- c. Income tax effect of non-GAAP adjustments includes the income tax effects of the excluded items noted above. Management believes that it is appropriate to exclude the tax effects of the items noted above in order to present a more meaningful measure of non-GAAP net income.
- d. Discrete tax item during the three months ended September 30, 2018 and during the three months ended June 30, 2018 includes the income tax effects of an income tax expense from the enacted tax reform legislation through the Tax Cuts and Jobs-Act (the "Act"), which was signed into law on December 22, 2017, of which the impact is primarily related to the provisional tax amounts recorded for the transition tax on accumulated foreign earnings and the re-measurement of certain deferred tax assets and liabilities as a result of the enactment of the Act. Management believes excluding these items helps investors compare our operating performance with our results in prior periods as well as with the performance of other companies.

# Forward-Looking Statements

Statements in this presentation other than historical facts, such as data pertaining to the range of expected GAAP and non-GAAP: (i) net income per diluted share and shares used in calculating net income per diluted share; (ii) gross margin as a percentage of revenue; and (iii) operating expenses, each for the quarter ending December 31, 2018 and reconciliation to GAAP thereof are forward-looking statements, and are subject to the Safe Harbor provisions created by the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current information and expectations, and involve a number of risks and uncertainties. Actual results may differ materially from those projected in such statements due to various factors, including but not limited to: the demand for semiconductors; the financial condition of the global capital markets and the general macroeconomic environment; new and enhanced product and technology offerings by competitors; cancellation of orders by customers; the ability of KLA-Tencor's research and development teams to successfully innovate and develop technologies and products that are responsive to customer demands; KLA-Tencor's ability to successfully manage its costs; market acceptance of KLA-Tencor's existing and newly issued products; changing customer demands; and industry transitions. For other factors that may cause actual results to differ materially from those projected and anticipated in forward-looking statements in this letter, please refer to KLA-Tencor's Annual Report on Form 10-K for the year ended June 30, 2018, and other subsequent filings with the Securities and Exchange Commission (including, but not limited to, the risk factors described therein). KLA-Tencor assumes no obligation to, and does not currently intend to, update these forward-looking statements.