

August 18, 2011



# **Marvell Technology Group Ltd. Reports Second Quarter of Fiscal 2012 Financial Results**

**Revenue: \$898 Million, a 12 percent sequential increase**

**GAAP Net Income: \$192 Million, EPS of \$0.31**

**Non GAAP Net Income: \$234 Million, EPS of \$0.38**

**Free Cash Flow: \$235 Million, 26 Percent of Revenue**

SANTA CLARA, Calif., Aug. 18, 2011 /PRNewswire/ -- Marvell Technology Group Ltd. (NASDAQ: MRVL), a global leader in integrated silicon solutions, today reported financial results for the second quarter of fiscal 2012, ended July 30, 2011.

(Logo: <https://photos.prnewswire.com/prnh/20100719/SF36559LOGO-b>)

Revenue for the second quarter of fiscal 2012 was \$898 million, a 12 percent sequential increase from \$802 million in the first quarter of fiscal 2012, ended April 30, 2011, and up slightly from \$896 million in the second quarter of fiscal 2011, ended July 31, 2010.

GAAP net income was \$192 million, or \$0.31 per share (diluted), for the second quarter of fiscal 2012, compared with GAAP net income of \$147 million, or \$0.22 per share (diluted) in the first quarter of fiscal 2012, and \$220 million, or \$0.33 per share (diluted), for the second quarter of fiscal 2011.

Non-GAAP net income was \$234 million, or \$0.38 per share (diluted), for the second quarter of fiscal 2012, compared with non-GAAP net income of \$189 million, or \$0.29 per share (diluted) for the first quarter of fiscal 2012 and \$273 million, or \$0.40 per share (diluted), for the second quarter of fiscal 2011.

"We continue to execute well on all of our new product initiatives including in our Mobile and Wireless end market which grew 18% sequentially," said Dr. Sehat Sutardja, Marvell's Chairman and Chief Executive Officer. "Our second quarter results were at the high-end of our earlier projected range and we experienced solid revenue growth in all our served end markets leading to increased profitability. Looking forward, we continue to focus our investments on initiatives designed to increase revenue and profit through both new products and share gains."

Marvell reports net income, basic and diluted net income per share in accordance with U.S. generally accepted accounting principles (GAAP) and on a non-GAAP basis as outlined below. Reconciliations of GAAP net income to non-GAAP net income for the three months

ended July 30, 2011, April 30, 2011 and July 31, 2010 appear in the financial statements below. Non-GAAP net income, where applicable, excludes the effect of stock-based compensation, amortization and write-offs of acquired intangible assets, restructuring costs and certain one-time expenses or benefits.

GAAP gross margin for the second quarter of fiscal 2012 was 57.9 percent, compared to 58.3 percent for the first quarter of fiscal 2012 and 59.1 percent for the second quarter of fiscal 2011.

Non-GAAP gross margin for the second quarter of fiscal 2012 was 58.1 percent, compared to 58.5 percent for the first quarter of fiscal 2012 and 59.3 percent for the second quarter of fiscal 2011.

Shares used to compute GAAP net income per diluted share for the second quarter of fiscal 2012 were 623 million shares, compared with 657 million shares in the first quarter of fiscal 2012 and 675 million shares in the second quarter of fiscal 2011. Shares used to compute non-GAAP net income per diluted share for the second quarter of fiscal 2012 were 625 million shares, compared with 663 million shares for the first quarter of fiscal 2012 and 678 million shares for the second quarter of fiscal 2011. The decrease in shares used to compute both Marvell's GAAP and non-GAAP net income per diluted share was primarily due to Marvell's share repurchase program.

Cash flow from operations for the second quarter of fiscal 2012 was \$263 million, up from the \$177 million reported in the first quarter of fiscal 2012 and down from the \$319 million in the second quarter of fiscal 2011. Free cash flow for the second quarter of fiscal 2012 was \$235 million, up from the \$157 million reported in the first quarter of fiscal 2012 and down from the \$292 million in second quarter of fiscal 2011. During the last 12 months, Marvell generated over \$900 million in free cash flow and the second quarter of fiscal 2012 represents the 16th consecutive quarter of positive free cash flow for the company. Despite the cyclical nature of the semiconductor industry and even through broader economic downturns, Marvell's proven business model has generated positive free cash flow. Free cash flow as presented above is defined as cash flow from operations, less capital expenditures and purchases of IP licenses.

Under the share repurchase program, Marvell repurchased approximately nine million shares for a total of \$136 million in the second quarter of fiscal 2012. Over the past few quarters, Marvell has repurchased and retired over 64 million, or nearly 10 percent, of its outstanding shares demonstrating its commitment to returning shareholder value.

## **Conference Call**

Marvell will be conducting a conference call on August 18, 2011 at 1:45 p.m. Pacific Time to discuss results for the second quarter of fiscal 2012. Interested parties may join the conference call by dialing **1-800-901-5248 or 1-617-786-4512, pass-code 72146086**. The call will be webcast by Thomson Reuters and can be accessed at the Marvell Investor Relations website at <http://investor.marvell.com/> with a replay available following the call until September 18, 2011.

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

Non-GAAP financial measures exclude stock-based compensation expense as well as charges related to acquisitions, restructuring, gains and other charges that are driven primarily by discrete events that management does not consider to be directly related to

Marvell's core operating performance. Non-GAAP earnings per share is calculated by dividing non-GAAP net income by non-GAAP weighted average shares outstanding (diluted). For purposes of calculating non-GAAP earnings per share, the GAAP weighted average shares outstanding (diluted) is adjusted to exclude the potential benefits of compensation costs expected to be incurred in future periods, but not yet recognized in the financial statements. The expected compensation costs are treated as proceeds assumed to be used to repurchase shares under the GAAP treasury stock method and also include the dilutive/antidilutive effects of common stock options and restricted stock.

Marvell believes that the presentation of non-GAAP financial measures provide important supplemental information to management and investors regarding financial and business trends relating to Marvell's financial condition and results of operations. While Marvell uses non-GAAP financial measures as a tool to enhance its understanding of certain aspects of its financial performance, Marvell does not consider these measures to be a substitute for, or superior to, the information provided by GAAP financial measures. Consistent with this approach, Marvell believes that disclosing non-GAAP financial measures to the readers of its financial statements provides such readers with useful supplemental data that, while not a substitute for GAAP financial measures, allows for greater transparency in the review of its financial and operational performance. For further information regarding why Marvell believes that these non-GAAP measures provide useful information to investors, the specific manner in which management uses these measures, and some of the limitations associated with the use of these measures, please refer to Marvell's Current Report on Form 8-K filed today with the SEC. The Form 8-K is available on the SEC's website at [www.sec.gov](http://www.sec.gov) as well as on the Marvell website in the Investor Relations section at [www.marvell.com](http://www.marvell.com).

## **About Marvell**

Marvell is a global leader in the development of storage, communications and consumer silicon solutions. Marvell's diverse product portfolio includes switching, transceiver, communications controller, wireless and storage solutions that power the entire communications infrastructure, including enterprise, metro, home and storage networking. As used in this release, the term "Marvell" refers to Marvell Technology Group Ltd. and its subsidiaries. For more information please visit [www.marvell.com](http://www.marvell.com).

## **Forward-Looking Statements under the Private Securities Litigation Reform Act of 1995**

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding the ability of Marvell to continue to execute on all of its new product initiatives; Marvell's ability to increase revenue and profit opportunities through both new products and share gains; and statements concerning Marvell's use of non-GAAP net income and net income per share as important supplemental information. These statements are not guarantees of results and should not be considered as an indication of future performance. Actual events or results may differ materially from those described in this document due to a number of risks and uncertainties, including, among others, Marvell's reliance on a few customers for a significant portion of its revenue; Marvell's ability to develop and introduce new and enhanced products in a timely and cost effective manner; uncertainty in the worldwide economic environment; seasonality in sales of consumer devices in which our products are incorporated; Marvell's ability to compete in products and prices in an intensely competitive industry; Marvell's ability to recruit and retain skilled personnel; and other risks detailed in Marvell's SEC filings from time to time. When Marvell files its Form 10-Q for the second quarter of fiscal 2012, the financial statements may differ

from the results disclosed in this press release because judgments and estimates that management used in preparing the financial results reported in this press release may need to be updated to the date of the filing. Marvell's results also remain subject to review by Marvell's independent registered public accounting firm. For other factors that could cause Marvell's results to vary from expectations, please see the risk factors identified in the Marvell's latest Quarterly Report on Form 10-Q for the quarter ended April 30, 2011, as filed with the SEC and other factors detailed from time to time in Marvell's filings with the SEC. Marvell undertakes no obligation to revise or update publicly any forward-looking statements.

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**Marvell Technology Group Ltd.**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**  
**(In thousands, except per share amounts)**

|                                                   | Three Months Ended |                   |                   | Six Months Ended  |                   |
|---------------------------------------------------|--------------------|-------------------|-------------------|-------------------|-------------------|
|                                                   | July 30,<br>2011   | April 30,<br>2011 | July 31,<br>2010  | July 30,<br>2011  | July 31,<br>2010  |
| Net revenue                                       | \$ 897,520         | \$ 802,402        | \$ 896,474        | \$ 1,699,922      | \$ 1,752,053      |
| Cost of goods sold                                | 378,117            | 334,475           | 366,682           | 712,592           | 710,667           |
| Gross profit                                      | 519,403            | 467,927           | 529,792           | 987,330           | 1,041,386         |
| Operating expenses:                               |                    |                   |                   |                   |                   |
| Research and development                          | 249,604            | 242,537           | 228,211           | 492,141           | 447,322           |
| Selling and marketing                             | 40,390             | 38,152            | 36,863            | 78,542            | 75,286            |
| General and administrative                        | 23,631             | 24,784            | 25,440            | 48,415            | 48,548            |
| Amortization of acquired intangible assets        | 11,138             | 14,341            | 21,214            | 25,479            | 43,763            |
| Total operating expenses                          | 324,763            | 319,814           | 311,728           | 644,577           | 614,919           |
| Operating income                                  | 194,640            | 148,113           | 218,064           | 342,753           | 426,467           |
| Interest and other income (expense), net          | 2,064              | (218)             | 4,212             | 1,846             | 460               |
| Income before income taxes                        | 196,704            | 147,895           | 222,276           | 344,599           | 426,927           |
| Provision for income taxes                        | 4,312              | 1,034             | 2,499             | 5,346             | 1,383             |
| Net income                                        | <u>\$ 192,392</u>  | <u>\$ 146,861</u> | <u>\$ 219,777</u> | <u>\$ 339,253</u> | <u>\$ 425,544</u> |
| Basic net income per share                        | <u>\$ 0.32</u>     | <u>\$ 0.23</u>    | <u>\$ 0.34</u>    | <u>\$ 0.54</u>    | <u>\$ 0.66</u>    |
| Diluted net income per share                      | <u>\$ 0.31</u>     | <u>\$ 0.22</u>    | <u>\$ 0.33</u>    | <u>\$ 0.53</u>    | <u>\$ 0.63</u>    |
| Shares used in computing basic earnings per share | 608,511            | 638,946           | 648,028           | 623,728           | 644,477           |

Shares used in computing diluted earnings per share    623,132       657,140       675,220       640,136       676,639

**Marvell Technology Group Ltd.**  
**Reconciliation of GAAP Net Income to Non-GAAP Net Income**  
**(Unaudited)**  
**(In thousands, except per share amounts)**

|                                              | Three Months Ended |                   |                   | Six Months Ended  |                     |
|----------------------------------------------|--------------------|-------------------|-------------------|-------------------|---------------------|
|                                              | July 30,<br>2011   | April 30,<br>2011 | July 31,<br>2010  | July 30,<br>2011  | July 31,<br>2010    |
| GAAP net income                              | \$ 192,392         | \$ 146,861        | \$ 219,777        | \$ 339,253        | \$ 425,544          |
| Stock-based compensation                     | 30,355             | 27,480            | 30,689            | 57,835            | 57,585              |
| Amortization of acquired intangible assets   | 11,138             | 14,341            | 21,214            | 25,479            | 43,763              |
| Restructuring                                | 567                | 619               | 1,660             | 1,186             | 2,246               |
| Legal/Tax related matters (a)                | -                  | -                 | -                 | -                 | 4,373               |
| Non-GAAP net income                          | <u>\$ 234,452</u>  | <u>\$ 189,301</u> | <u>\$ 273,340</u> | <u>\$ 423,753</u> | <u>\$ 533,511</u>   |
| GAAP weighted average shares - diluted       | 623,132            | 657,140           | 675,220           | 640,136           | 676,639             |
| Non-GAAP adjustment                          | 1,645              | 5,808             | 3,131             | 3,726             | 3,273               |
| Non-GAAP weighted average shares diluted (b) | <u>624,777</u>     | <u>662,948</u>    | <u>678,351</u>    | <u>643,862</u>    | <u>679,912</u>      |
| GAAP diluted net income per share            | <u>\$ 0.31</u>     | <u>\$ 0.22</u>    | <u>\$ 0.33</u>    | <u>\$ 0.53</u>    | <u>\$ 0.63</u>      |
| Non-GAAP diluted net income per share        | <u>\$ 0.38</u>     | <u>\$ 0.29</u>    | <u>\$ 0.40</u>    | <u>\$ 0.66</u>    | <u>\$ 0.78</u>      |
| GAAP gross profit:                           | \$ 519,403         | \$ 467,927        | \$ 529,792        | \$ 987,330        | \$ 1,041,386        |
| Stock-based compensation                     | 1,916              | 1,695             | 1,692             | 3,611             | 3,928               |
| Legal/Tax related matters (a)                | -                  | -                 | -                 | -                 | 4,373               |
| Non-GAAP gross profit                        | <u>\$ 521,319</u>  | <u>\$ 469,622</u> | <u>\$ 531,484</u> | <u>\$ 990,941</u> | <u>\$ 1,049,687</u> |
| GAAP gross profit as a % of revenue          | 57.9%              | 58.3%             | 59.1%             | 58.1%             | 59.4%               |
| Stock-based compensation                     | 0.2%               | 0.2%              | 0.2%              | 0.2%              | 0.2%                |
| Legal/Tax related matters (a)                | -                  | -                 | -                 | -                 | 0.3%                |
| Non-GAAP gross profit                        | <u>58.1%</u>       | <u>58.5%</u>      | <u>59.3%</u>      | <u>58.3%</u>      | <u>59.9%</u>        |
| GAAP research and development:               | \$ 249,604         | \$ 242,537        | \$ 228,211        | \$ 492,141        | \$ 447,322          |
| Stock-based compensation                     | (22,128)           | (19,593)          | (22,089)          | (41,721)          | (40,940)            |
| Restructuring                                | (139)              | (168)             | (1,370)           | (307)             | (1,499)             |
| Non-GAAP research and development            | <u>\$ 227,337</u>  | <u>\$ 222,776</u> | <u>\$ 204,752</u> | <u>\$ 450,113</u> | <u>\$ 404,883</u>   |
| GAAP selling and marketing:                  | \$ 40,390          | \$ 38,152         | \$ 36,863         | \$ 78,542         | \$ 75,286           |
| Stock-based compensation                     | (3,207)            | (2,654)           | (2,397)           | (5,861)           | (5,570)             |
| Non-GAAP selling and marketing               | <u>\$ 37,183</u>   | <u>\$ 35,498</u>  | <u>\$ 34,466</u>  | <u>\$ 72,681</u>  | <u>\$ 69,716</u>    |

|                                     |                  |                  |                  |                  |                  |
|-------------------------------------|------------------|------------------|------------------|------------------|------------------|
| GAAP general and administrative:    | \$ 23,631        | \$ 24,784        | \$ 25,440        | \$ 48,415        | \$ 48,548        |
| Stock-based compensation            | (3,104)          | (3,538)          | (4,511)          | (6,642)          | (7,147)          |
| Restructuring                       | (428)            | (451)            | (290)            | (879)            | (747)            |
| Non-GAAP general and administrative | <u>\$ 20,099</u> | <u>\$ 20,795</u> | <u>\$ 20,639</u> | <u>\$ 40,894</u> | <u>\$ 40,654</u> |

(a) The six months ended July 31, 2010 includes portions of litigation settlements related to previous periods.

(b) For purposes of calculating non-GAAP diluted net income per share, the GAAP diluted weighted average shares outstanding is adjusted to exclude the benefits of stock compensation costs attributable to future services and not yet recognized in the financial statements.

**Marvell Technology Group Ltd.**  
**Condensed Consolidated Balance Sheets**  
**(Unaudited)**  
**(In thousands)**

|                                                    | July 30,<br>2011    | January 29,<br>2011 |
|----------------------------------------------------|---------------------|---------------------|
| <b>Assets</b>                                      |                     |                     |
| Current assets:                                    |                     |                     |
| Cash, cash equivalents, and short-term investments | \$ 2,399,787        | \$ 2,930,030        |
| Accounts receivable, net                           | 405,757             | 459,406             |
| Inventories                                        | 322,005             | 245,448             |
| Prepaid expenses and other current assets          | 70,842              | 77,763              |
| Total current assets                               | 3,198,391           | 3,712,647           |
| Property and equipment, net                        | 363,764             | 358,440             |
| Long-term investments                              | 26,070              | 26,226              |
| Goodwill and acquired intangible assets, net       | 2,119,649           | 2,129,464           |
| Other non-current assets                           | 120,689             | 111,380             |
| Total assets                                       | <u>\$ 5,828,563</u> | <u>\$ 6,338,157</u> |

**Liabilities and Shareholders' Equity**

|                             |                |                |
|-----------------------------|----------------|----------------|
| Current liabilities:        |                |                |
| Accounts payable            | \$ 353,992     | \$ 332,007     |
| Accrued liabilities         | 207,156        | 232,518        |
| Deferred income             | 67,827         | 76,161         |
| Total current liabilities   | 628,975        | 640,686        |
| Other long-term liabilities | 173,457        | 175,602        |
| Total liabilities           | <u>802,432</u> | <u>816,288</u> |

|                       |       |       |
|-----------------------|-------|-------|
| Shareholders' equity: |       |       |
| Common stock          | 1,207 | 1,317 |

|                                            |                     |                     |
|--------------------------------------------|---------------------|---------------------|
| Additional paid-in capital                 | 3,966,047           | 4,805,588           |
| Accumulated other comprehensive income     | 5,752               | 1,092               |
| Retained earnings                          | 1,053,125           | 713,872             |
| Total shareholders' equity                 | 5,026,131           | 5,521,869           |
| Total liabilities and shareholders' equity | <u>\$ 5,828,563</u> | <u>\$ 6,338,157</u> |

**Marvell Technology Group Ltd.**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**  
**(in thousands)**

|                                                                                   | <b>Three Months Ended</b> |                 | <b>Six Months Ended</b> |                 |
|-----------------------------------------------------------------------------------|---------------------------|-----------------|-------------------------|-----------------|
|                                                                                   | <b>July 30,</b>           | <b>July 31,</b> | <b>July 30,</b>         | <b>July 31,</b> |
|                                                                                   | <b>2011</b>               | <b>2010</b>     | <b>2011</b>             | <b>2010</b>     |
| Cash flows from operating activities:                                             |                           |                 |                         |                 |
| Net income                                                                        | \$ 192,392                | \$ 219,777      | \$ 339,253              | 425,544         |
| Adjustments to reconcile net income to net cash provided by operating activities: |                           |                 |                         |                 |
| Depreciation and amortization                                                     | 22,437                    | 22,773          | 46,474                  | 45,851          |
| Stock-based compensation                                                          | 30,355                    | 30,689          | 57,835                  | 57,585          |
| Amortization of acquired intangible assets                                        | 11,138                    | 21,214          | 25,479                  | 43,763          |
| Other (income) expense, net                                                       | 3,291                     | 2,777           | 7,145                   | 4,812           |
| Facilities impairment                                                             | —                         | 1,140           | —                       | 1,140           |
| Fair market value adjustment to acquired inventory sold                           | —                         | (1,048)         | —                       | (1,990)         |
| Excess tax benefits from stock-based compensation                                 | (11)                      | (44)            | (14)                    | (229)           |
| Changes in assets and liabilities:                                                |                           |                 |                         |                 |
| Accounts receivable                                                               | 19,711                    | (42,062)        | 53,649                  | (133,959)       |
| Inventories                                                                       | (22,897)                  | (31,501)        | (76,004)                | 3,916           |
| Prepaid expenses and other assets                                                 | 16,794                    | (5,384)         | 17,438                  | 4,997           |
| Accounts payable                                                                  | 12,294                    | 91,740          | 6,999                   | 98,443          |
| Accrued liabilities and other                                                     | 5,359                     | 2,071           | (91)                    | 4,433           |
| Accrued employee compensation                                                     | (14,387)                  | 4,406           | (29,267)                | (6,100)         |
| Deferred income                                                                   | (13,063)                  | 2,690           | (8,334)                 | 26,623          |
| Net cash provided by operating activities                                         | 263,413                   | 319,238         | 440,562                 | 574,829         |
| Cash flows from investing activities:                                             |                           |                 |                         |                 |
| Purchases of marketable securities                                                | (462,705)                 | (522,182)       | (1,139,884)             | (709,060)       |
| Purchases of strategic investments                                                | (503)                     | (750)           | (2,253)                 | (1,750)         |
| Sales and maturities of investments                                               | 408,522                   | 198,305         | 681,069                 | 347,745         |
| Cash paid for acquisitions, net                                                   | (430)                     | (20,679)        | (16,760)                | (20,679)        |
| Purchases of technology licenses                                                  | (3,325)                   | (4,569)         | (6,615)                 | (6,819)         |
| Purchases of property and equipment                                               | (25,227)                  | (22,903)        | (42,245)                | (39,298)        |
| Net cash used in investing activities                                             | (83,668)                  | (372,778)       | (526,688)               | (429,861)       |
| Cash flows from financing activities:                                             |                           |                 |                         |                 |
| Repurchase of common stock                                                        | (135,740)                 | —               | (939,241)               | —               |

|                                                               |                   |                     |                   |                     |
|---------------------------------------------------------------|-------------------|---------------------|-------------------|---------------------|
| Proceeds from employee stock plans                            | 36,548            | 31,789              | 41,755            | 80,477              |
| Principal payments on capital lease and term loan obligations | —                 | (480)               | (511)             | (950)               |
| Excess tax benefits from stock-based compensation             | 11                | 44                  | 14                | 229                 |
| Net cash (used in) provided by financing activities           | (99,181)          | 31,353              | (897,983)         | 79,756              |
| Net increase (decrease) in cash and cash equivalents          | 80,564            | (22,187)            | (984,109)         | 224,724             |
| Cash and cash equivalents at beginning of period              | 782,401           | 1,352,339           | 1,847,074         | 1,105,428           |
| Cash and cash equivalents at end of period                    | <u>\$ 862,965</u> | <u>\$ 1,330,152</u> | <u>\$ 862,965</u> | <u>\$ 1,330,152</u> |

SOURCE Marvell Technology Group Ltd.