EMCOR GROUP INC
Form 10-Q
July 26, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

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

For the quarterly period ended June 30, 2018
OR

o 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 1-8267
EMCOR GROUP, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	11-2125338
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
301 Merritt Seven Norwalk, Connecticut	06851-1092
(Address of Principal Executive Offices)	(Zip Code)

(203) 849-7800
(Registrant's Telephone Number, Including Area Code)
N/A
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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 x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, 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 x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

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

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

Applicable Only To Corporate Issuers

Number of shares of Common Stock outstanding as of the close of business on July 23, 2018: 58,180,056 shares.

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PART I. – FINANCIAL INFORMATION.
ITEM 1. FINANCIAL STATEMENTS.
EMCOR Group, Inc. and Subsidiaries
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)

	June 30, 2018 (Unaudited)	December 31, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	$306,624	$467,430
Accounts receivable, less allowance for doubtful accounts of $16,099 and $17,230, respectively	1,635,289	1,607,922
Contract assets	156,134	122,621
Inventories	43,665	42,724
Prepaid expenses and other	48,511	43,812
Total current assets	2,190,223	2,284,509
Investments, notes and other long-term receivables	4,180	2,309
Property, plant and equipment, net	124,993	127,156
Goodwill	978,303	964,893
Identifiable intangible assets, net	481,577	495,036
Other assets	90,125	92,001
Total assets	$3,869,401	$3,965,904
LIABILITIES AND EQUITY		
Current liabilities:		
Current maturities of long-term debt and capital lease obligations	$15,625	$15,364
Accounts payable	505,379	567,840
Contract liabilities	551,614	524,156
Accrued payroll and benefits	282,159	322,865
Other accrued expenses and liabilities	150,153	220,727
Total current liabilities	1,504,930	1,650,952
Borrowings under revolving credit facility	25,000	25,000
Long-term debt and capital lease obligations	262,492	269,786
Other long-term obligations	341,846	346,049
Total liabilities	2,134,268	2,291,787
Equity:		
EMCOR Group, Inc. stockholders' equity:		
Preferred stock, $0.10 par value, 1,000,000 shares authorized, zero issued and outstanding	—	—
Common stock, $0.01 par value, 200,000,000 shares authorized, 60,041,910 and 59,870,980 shares issued, respectively	600	599
Capital surplus	13,054	8,005
Accumulated other comprehensive loss	(93,600)	(94,200)
Retained earnings	1,912,430	1,796,556
Treasury stock, at cost 1,868,802 and 1,072,552 shares, respectively	(98,201)	(37,693)
Total EMCOR Group, Inc. stockholders' equity	1,734,283	1,673,267
Noncontrolling interests	850	850
Total equity	1,735,133	1,674,117
Total liabilities and equity	$3,869,401	$3,965,904

See Notes to Condensed Consolidated Financial Statements.

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EMCOR Group, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Revenues	$1,953,886	$1,895,937	$3,854,274	$3,787,669
Cost of sales	1,663,042	1,621,436	3,294,311	3,246,828
Gross profit	290,844	274,501	559,963	540,841
Selling, general and administrative expenses	189,907	181,745	380,932	365,132
Restructuring expenses	374	343	464	908
Impairment loss on identifiable intangible assets	907	—	907	—
Operating income	99,656	92,413	177,660	174,801
Net periodic pension (cost) income	717	408	1,454	794
Interest expense	(3,457)	(3,069)	(6,453)	(6,140)
Interest income	634	73	1,178	330
Income from continuing operations before income taxes	97,550	89,825	173,839	169,785
Income tax provision	26,529	33,019	47,162	59,865
Income from continuing operations	71,021	56,806	126,677	109,920
Loss from discontinued operation, net of income taxes	(205)	(18)	(487)	(522)
Net income including noncontrolling interests	70,816	56,788	126,190	109,398
Less: Net income attributable to noncontrolling interests	—	(30)	—	—
Net income attributable to EMCOR Group, Inc.	$70,816	$56,758	$126,190	$109,398
Basic earnings (loss) per common share:				
From continuing operations attributable to EMCOR Group, Inc. common stockholders	$1.22	$0.96	$2.16	$1.85
From discontinued operation	(0.00)	(0.00)	(0.01)	(0.01)
Net income attributable to EMCOR Group, Inc. common stockholders	$1.22	$0.96	$2.15	$1.84
Diluted earnings (loss) per common share:				
From continuing operations attributable to EMCOR Group, Inc. common stockholders	$1.21	$0.95	$2.15	$1.84
From discontinued operation	(0.00)	(0.00)	(0.01)	(0.01)
Net income attributable to EMCOR Group, Inc. common stockholders	$1.21	$0.95	$2.14	$1.83
Dividends declared per common share	$0.08	$0.08	$0.16	$0.16

See Notes to Condensed Consolidated Financial Statements.

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EMCOR Group, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Net income including noncontrolling interests	$70,816	$56,788	$126,190	$109,398
Other comprehensive (loss) income, net of tax:				
Foreign currency translation adjustments	(875)	(577)	(380)	(691)
Post retirement plans, amortization of actuarial loss included in net income (1)	595	625	980	1,234
Other comprehensive (loss) income	(280)	48	600	543
Comprehensive income	70,536	56,836	126,790	109,941
Less: Comprehensive income attributable to noncontrolling interests	—	(30)	—	—
Comprehensive income attributable to EMCOR Group, Inc.	$70,536	$56,806	$126,790	$109,941

(1) Net of tax of $0.1 million and $0.2 million for the three months ended June 30, 2018 and 2017, respectively, and net of tax of $0.5 million and $0.3 million for the six months ended June 30, 2018 and 2017, respectively.

See Notes to Condensed Consolidated Financial Statements.

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EMCOR Group, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)(Unaudited)

	Six months ended June 30, 2018	2017
Cash flows - operating activities:		
Net income including noncontrolling interests	$126,190	$109,398
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and amortization	19,233	20,354
Amortization of identifiable intangible assets	21,352	24,257
Provision for doubtful accounts	7	2,543
Deferred income taxes	4,855	(6,410)
Excess tax benefits from share-based compensation	(1,065)	(1,554)
Equity income from unconsolidated entities	(290)	(758)
Non-cash expense for impairment of identifiable intangible assets	907	—
Distributions from unconsolidated entities	1,847	1,829
Other reconciling items	6,531	2,208
Changes in operating assets and liabilities, excluding the effect of businesses acquired	(212,217)	(49,204)
Net cash (used in) provided by operating activities	(32,650)	102,663
Cash flows - investing activities:		
Payments for acquisitions of businesses, net of cash acquired	(25,207)	(82,724)
Proceeds from sale of property, plant and equipment	605	1,629
Purchase of property, plant and equipment	(15,914)	(17,668)
Investments in and advances to unconsolidated entities	(3,484)	—
Distributions from unconsolidated entities	83	—
Net cash used in investing activities	(43,917)	(98,763)
Cash flows - financing activities:		
Repayments of long-term debt and debt issuance costs	(7,634)	(7,601)
Repayments of capital lease obligations	(696)	(716)
Dividends paid to stockholders	(9,381)	(9,531)
Repurchase of common stock	(60,508)	(65,775)
Taxes paid related to net share settlements of equity awards	(3,745)	(2,637)
Issuance of common stock under employee stock purchase plan	2,758	2,191
Payments for contingent consideration arrangements	(3,298)	(1,017)
Net cash used in financing activities	(82,504)	(85,086)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(1,121)	1,739
Decrease in cash, cash equivalents and restricted cash	(160,192)	(79,447)
Cash, cash equivalents and restricted cash at beginning of year [1]	469,388	466,660
Cash, cash equivalents and restricted cash at end of period [2]	$309,196	$387,213
Supplemental cash flow information:		
Cash paid for:		
Interest	$5,824	$5,600
Income taxes	$71,593	$67,652
Non-cash financing activities:		
Assets acquired under capital lease obligations	$903	$688

(1) Includes $2.0 million of restricted cash classified as “Prepaid expenses and other” in the Condensed Consolidated Balance Sheet as of December 31, 2017 and 2016.

(2) Includes \$2.6 million and \$1.8 million of restricted cash classified as “Prepaid expenses and other” in the Condensed Consolidated Balance Sheet as of June 30, 2018 and 2017, respectively.

See Notes to Condensed Consolidated Financial Statements.

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EMCOR Group, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(In thousands)(Unaudited)

		EMCOR Group, Inc. Stockholders					
	Total	Common stock	Capital surplus	Accumulated other comprehensive (loss) income [(1)]	Retained earnings	Treasury stock	Noncontrolling interests
Balance, December 31, 2016	$1,537,942	$606	$52,219	$(101,703)	$1,596,269	$(10,302)	$ 853
Net income including noncontrolling interests	109,398	—	—	—	109,398	—	—
Other comprehensive income	543	—	—	543	—	—	—
Common stock issued under share-based compensation plans	1	2	(1)	—	—	—	—
Tax withholding for common stock issued under share-based compensation plans	(3,354)	—	(3,354)	—	—	—	—
Common stock issued under employee stock purchase plan	2,191	—	2,191	—	—	—	—
Common stock dividends	(9,531)	—	84	—	(9,615)	—	—
Repurchase of common stock	(63,430)	(10)	(55,646)	—	(7,774)	—	—
Share-based compensation expense	5,169	—	5,169	—	—	—	—
Balance, June 30, 2017	$1,578,929	$598	$662	$(101,160)	$1,688,278	$(10,302)	$ 853
Balance, December 31, 2017	$1,674,117	$599	$8,005	$(94,200)	$1,796,556	$(37,693)	$ 850
Net income including noncontrolling interests	126,190	—	—	—	126,190	—	—
Other comprehensive income	600	—	—	600	—	—	—
Cumulative-effect adjustment [(2)]	(854)	—	—	—	(854)	—	—
Common stock issued under share-based compensation plans	—	1	(1)	—	—	—	—
Tax withholding for common stock issued under share-based compensation plans	(3,745)	—	(3,745)	—	—	—	—
Common stock issued under employee stock purchase plan	2,758	—	2,758	—	—	—	—
Common stock dividends	(9,381)	—	81	—	(9,462)	—	—
Repurchase of common stock [(3)]	(60,508)	—	—	—	—	(60,508)	—
Share-based compensation expense	5,956	—	5,956	—	—	—	—
Balance, June 30, 2018	$1,735,133	$600	$13,054	$(93,600)	$1,912,430	$(98,201)	$ 850

(1) Represents cumulative foreign currency translation adjustments and post retirement liability adjustments.
(2) Represents adjustment to retained earnings upon the adoption of Accounting Standards Codification Topic 606.
(3) Beginning June 1, 2017, shares of common stock repurchased are held as treasury stock by the Company.
See Notes to Condensed Consolidated Financial Statements.

EMCOR Group, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Unaudited)
NOTE 1 Basis of Presentation
The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with instructions to the Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X. Consequently, certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted. References to the "Company," "EMCOR," "we," "us," "our" and similar words refer to EMCOR Group, Inc. and its consolidated subsidiaries unless the context indicates otherwise. Readers of this report should refer to the consolidated financial statements and the notes thereto included in our latest Annual Report on Form 10-K filed with the Securities and Exchange Commission.
In our opinion, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting only of those of a normal recurring nature) necessary to present fairly our financial position and the results of our operations. The results of operations for the three and six months ended June 30, 2018 are not necessarily indicative of the results to be expected for the year ending December 31, 2018.
NOTE 2 New Accounting Pronouncements
On January 1, 2018, we adopted the accounting pronouncement issued by the Financial Accounting Standards Board ("FASB") to clarify existing guidance on revenue recognition. This guidance includes the required steps to achieve the core principle that a company should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. We adopted this pronouncement on a modified retrospective basis, and its impact on our financial position and results of operations, as well as required additional disclosures, are included in Note 3 - Revenue from Contracts with Customers. As a result of the adoption of this standard, certain changes have been made to the Condensed Consolidated Balance Sheets. The accounts previously named "Costs and estimated earnings in excess of billings on uncompleted contracts" and "Billings in excess of costs and estimated earnings on uncompleted contracts" have been renamed "Contract assets" and "Contract liabilities", respectively. In addition, for periods beginning after December 31, 2017, amounts representing deferred revenues on services contracts, which were previously included in "Other accrued expenses and liabilities" within the Condensed Consolidated Balance Sheets, have been reclassified as "Contract liabilities."
On January 1, 2018, we adopted the accounting pronouncement issued by the FASB to clarify how entities should present restricted cash and restricted cash equivalents in the statement of cash flows. This guidance requires entities to show changes in the total of cash, cash equivalents and restricted cash in the statement of cash flows. This guidance was adopted on a retrospective basis, and such adoption did not have a material impact on our financial position and/or results of operations.
In February 2016, an accounting pronouncement was issued by the FASB to replace existing lease accounting guidance. This pronouncement is intended to provide enhanced transparency and comparability by requiring lessees to record right-of-use assets and corresponding lease liabilities on the balance sheet for most leases. Expenses associated with leases will continue to be recognized in a manner similar to current accounting guidance. This pronouncement is effective for annual and interim periods beginning after December 15, 2018, with early adoption permitted. The adoption is required to be applied on a modified retrospective basis for each prior reporting period presented.
Although we have not yet quantified the impact that the adoption of this pronouncement will have on our financial position and/or results of operations, we have begun a process to identify a complete population of our leases. Such process includes reviewing various contracts to identify whether such arrangements convey the right to control the use of an identified asset. We continue to evaluate the impact of the new accounting pronouncement, including enhanced disclosure requirements, on our business processes, controls and systems.
NOTE 3 Revenue from Contracts with Customers
The Company adopted Accounting Standards Codification Topic 606, "Revenue from Contracts with Customers" ("ASC 606") on January 1, 2018. The adoption of ASC 606 represents a change in accounting principle that aligns revenue recognition with the timing of when promised goods or services are transferred to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. To achieve

this core principle, the Company applies the following five steps in accordance with ASC 606:
(1) Identify the contract with a customer
A contract with a customer exists when: (a) the parties have approved the contract and are committed to perform their respective obligations, (b) the rights of the parties can be identified, (c) payment terms can be identified, (d) the arrangement has commercial substance, and (e) collectibility of consideration is probable. Judgment is required when determining if the contractual

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EMCOR Group, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Unaudited)

NOTE 3 Revenue from Contracts with Customers - (Continued)

criteria are met, specifically in the earlier stages of a project when a formally executed contract may not yet exist. In these situations, the Company evaluates all relevant facts and circumstances, including the existence of other forms of documentation or historical experience with our customers that may indicate a contractual agreement is in place and revenue should be recognized. In determining if the collectibility of consideration is probable, the Company considers the customer's ability and intention to pay such consideration through an evaluation of several factors, including an assessment of the creditworthiness of the customer and our prior collection history with such customer.
(2) Identify the performance obligations in the contract
At contract inception, the Company assesses the goods or services promised in a contract and identifies, as a separate performance obligation, each distinct promise to transfer goods or services to the customer. The identified performance obligations represent the "unit of account" for purposes of determining reere excluded from the computation of diluted net income per share in the periods presented, as their effect would have been anti-dilutive. The anti-dilutive common share equivalents resulting from outstanding equity awards were 1,287,000 and 1,235,000 for the three and nine months ended March 31, 2016, respectively, and 175,000 and 627,000 for the three and nine months ended March 31, 2015, respectively.

Note 4. Balance Sheet Components

The following tables provide details of the selected balance sheet items (in thousands):

Inventory:

	March 31, 2016	June 30, 2015
Finished goods	$356,966	$384,647
Work in process	32,281	23,214
Purchased parts and raw materials	90,029	55,632
Total inventory	$479,276	$463,493

The Company recorded a provision for lower of cost or market and excess and obsolete inventory totaling $2,246,000 and $6,026,000 in the three and nine months ended March 31, 2016, respectively, and $287,000 and $4,462,000 in the three and nine months ended March 31, 2015, respectively.

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SUPER MICRO COMPUTER, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

Property, Plant, and Equipment:

	March 31, 2016	June 30, 2015
Land	$70,454	$63,962
Buildings	71,665	51,959
Building and leasehold improvements	7,586	8,323
Buildings and leasehold improvements construction in progress (1)	10,895	25,572
Machinery and equipment	50,514	40,689
Furniture and fixtures	10,213	7,421
Purchased software	13,464	3,343
Purchased software construction in progress (2)	493	8,567
	235,284	209,836
Accumulated depreciation and amortization	(55,662)	(46,798)
Property, plant and equipment, net	$179,622	$163,038

(1) In connection with the purchase of property located in San Jose, California for the Company's Green Computing Park, the Company continues to engage several contractors for the development and construction of improvements on the property. The first manufacturing building at this location was completed in August 2015. In the nine months ended March 31, 2016, the Company also engaged a contractor for the construction of improvements on leasehold property located in the Netherlands, which was completed in October 2015.
(2) The Company completed its implementation of a new enterprise resource planning, or ERP, system for its U.S. headquarters on July 5, 2015 and for its subsidiaries in Taiwan and the Netherlands in January 2016. The Company has capitalized the costs of the new ERP software and certain expenses associated directly with the implementation of the ERP system as of January 2016 and began to depreciate these costs in the nine months ended March 31, 2016.

Other Assets:

	March 31, 2016	June 30, 2015
Long-term deferred service costs	$ 3,033	$ 1,490
Prepaid royalty license	810	997
Investment in a privately held company	1,411	1,411
Restricted cash	1,848	840
Deposits	924	265
Others	132	223
Total other assets	$ 8,158	$ 5,226

Restricted cash consists primarily of certificates of deposits pledged as security for one irrevocable letter of credit required in connection with a warehouse lease in Fremont, California, two deposits to escrow accounts required by the Company's worker's compensation program, one deposit required for the Company's bonded warehouse set up in Taiwan and bank guarantees in connection with office leases in the Netherlands.

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SUPER MICRO COMPUTER, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

Accrued Liabilities:

	March 31, 2016	June 30, 2015
Accrued payroll and related expenses	$ 15,574	$15,141
Customer deposits	6,255	6,314
Accrued warranty costs	5,634	7,700
Accrued cooperative marketing expenses	7,782	5,690
Deferred service revenue	10,816	4,085
Others	8,071	7,813
Total accrued liabilities	$ 54,132	$46,743

Product Warranties:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2016	2015	2016	2015
Balance, beginning of period	$7,777	$6,960	$7,700	$7,083
Provision for warranty	3,685	3,968	12,229	10,928
Costs charged to accrual	(3,872)	(3,706)	(10,545)	(10,476)
Change in estimated liability for pre-existing warranties	(460)	(13)	(2,254)	(326)
Balance, end of period	7,130	7,209	7,130	7,209
Current portion	(5,634)	(7,209)	(5,634)	(7,209)
Long-term portion	$1,496	$—	$1,496	$—

Note 5. Long-term Investments

As of March 31, 2016 and June 30, 2015, the Company held $2,633,000, of auction-rate securities (“auction rate securities”), net of unrealized losses, representing its interest in auction rate preferred shares in a closed end mutual fund invested in municipal securities; such auction rate securities were rated AA2 at March 31, 2016 and AA2 at June 30, 2015. These auction rate preferred shares have no stated maturity date.

During February 2008, the auctions for these auction rate securities began to fail to obtain sufficient bids to establish a clearing rate and the securities were not salable in the auction, thereby losing the short-term liquidity previously provided by the auction process. As a result, as of March 31, 2016 and June 30, 2015, $2,633,000 of these auction rate securities have been classified as long-term available-for-sale investments.

The Company has used a discounted cash flow model to estimate the fair value of the auction rate securities as of March 31, 2016 and June 30, 2015. The material factors used in preparing the discounted cash flow model are (i) the discount rate utilized to present value the cash flows, (ii) the time period until redemption and (iii) the estimated rate of return. As of March 31, 2016, the discount rate, the time period until redemption and the estimated rate of return were 1.81%, 3 years and 0.41%, respectively. Management derives the estimates by obtaining input from market data on the applicable discount rate, estimated time to redemption and estimated rate of return. The changes in fair value have been primarily due to changes in the estimated rate of return and a change in the estimated redemption period. The fair value of the Company's investment portfolio may change between 1% to 3% by increasing or decreasing the rate of return used by 1% or by increasing or decreasing the term used by 1 year. Changes in these estimates or in the market conditions for these investments are likely in the future based upon the then current market conditions for these investments and may affect the fair value of these investments. On a quarterly basis, the Company reviews the inputs to assess their continued appropriateness and consistency. If any significant differences were to be noted, they would be researched in order to determine the reason. However, historically, no significant differences have been noted. The Company has consistently applied these valuation techniques in all periods presented and believes it has obtained the most accurate information available for the auction rate securities. Movement of these inputs would not significantly impact the fair value of the auction rate securities.

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SUPER MICRO COMPUTER, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

Based on this assessment of fair value, the Company determined that there was no changes in fair value of its auction rate securities during the three and nine months ended March 31, 2016 and 2015. There was a cumulative total decline of $117,000 as of March 31, 2016 and June 30, 2015. That amount has been recorded as a component of other comprehensive income. As of March 31, 2016 and June 30, 2015, the Company has recorded an accumulated unrealized loss of $70,000, net of deferred income taxes, on long-term auction rate securities. The Company deems this loss to be temporary as it will not likely be required to sell the securities before their anticipated recovery and the Company has the intent and financial ability to hold these investments until recovery of cost.

Although the investment impairment is considered to be temporary, these investments are not currently liquid and in the event the Company needs to access these funds, the Company will not be able to do so without a loss of principal. The Company plans to continue to monitor the liquidity situation in the marketplace and the creditworthiness of its holdings and will perform periodic impairment analysis. In the three and nine months ended March 31, 2016 and 2015, there were no auction rate securities redeemed or sold.

Note 6. Fair Value Disclosure

The financial assets of the Company measured at fair value on a recurring basis are included in cash equivalents and long-term investments. The Company's money market funds are classified within Level 1 of the fair value hierarchy which is based on quoted market prices for the identical underlying securities in active markets. The Company's long-term auction rate securities investments are classified within Level 3 of the fair value hierarchy which did not have observable inputs for its auction rate securities as of March 31, 2016 and June 30, 2015. Refer to Note 1 for a discussion of the Company's policies regarding the fair value hierarchy. The Company's methodology for valuing these investments is the discounted cash flow model and is described in Note 5.

The following table sets forth the Company's cash equivalents and long-term investments as of March 31, 2016 and June 30, 2015 which are measured at fair value on a recurring basis by level within the fair value hierarchy. These are classified based on the lowest level of input that is significant to the fair value measurement (in thousands):

March 31, 2016	Level 1	Level 2	Level 3	Asset at Fair Value
Money market funds	$ 312	$ —	$ —	$ 312
Auction rate securities	—	—	2,633	2,633
Total	$ 312	$ —	$ 2,633	$ 2,945

June 30, 2015	Level 1	Level 2	Level 3	Asset at Fair Value
Money market funds	$ 310	$ —	$ —	$ 310
Auction rate securities	—	—	2,633	2,633
Total	$ 310	$ —	$ 2,633	$ 2,943

The above table excludes $175,873,000 and $94,901,000 of cash and $2,128,000 and $1,130,000 of certificates of deposit held by the Company as of March 31, 2016 and June 30, 2015, respectively. There were no transfers between Level 1, Level 2 or Level 3 securities in the three and nine months ended March 31, 2016 and 2015.

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The following table provides a reconciliation of the Company's financial assets measured at fair value on a recurring basis, consisting of long-term auction rate securities, using significant unobservable inputs (Level 3) for the three and nine months ended March 31, 2016 and 2015 (in thousands):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2016	2015	2016	2015
Balance as of beginning of period	$2,633	$2,647	$2,633	$2,647
Total realized gains or (losses) included in net income	—	—	—	—
Total unrealized gains or (losses) included in other comprehensive income	—	—	—	—
Sales and settlements at par	—	—	—	—
Transfers in and/or out of Level 3	—	—	—	—
Balance as of end of period	$2,633	$2,647	$2,633	$2,647

The following is a summary of the Company's long-term investments as of March 31, 2016 and June 30, 2015 (in thousands):

	March 31, 2016			
	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Auction rate securities	$2,750	$ —	$ (117)	$ 2,633

	June 30, 2015			
	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Auction rate securities	$2,750	$ —	$ (117)	$ 2,633

The Company measures the fair value of outstanding debt for disclosure purposes on a recurring basis. As of March 31, 2016 and June 30, 2015, short-term and long-term debt of $93,795,000 and $94,412,000, respectively, are reported at amortized cost. This outstanding debt is classified as Level 2 as it is not actively traded and is valued using a discounted cash flow model that uses observable market inputs. Based on the discounted cash flow model, the fair value of the outstanding debt approximates amortized cost.

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Note 7. Short-term and Long-term Obligations

Short-term and long-term obligations as of March 31, 2016 and June 30, 2015 consisted of the following (in thousands):

	March 31, 2016	June 30, 2015
Line of credit:		
Bank of America	$62,199	$59,699
CTBC Bank	9,700	9,700
Total line of credit	71,899	69,399
Building term loans:		
Bank of America	1,633	3,733
CTBC Bank	20,263	21,280
Total building term loans	21,896	25,013
Total debt	93,795	94,412
Current portion	(93,795)	(93,479)
Long-term portion	$—	$933

Activities under Revolving Lines of Credit and Term Loans

Bank of America

In June 2015, the Company entered into an amendment to the existing credit agreement with Bank of America N.A. ("Bank of America") which provided for (i) a $65,000,000 revolving line of credit facility that would have matured on November 15, 2015 and (ii) a five-year $14,000,000 term loan facility. The term loan is secured by the three buildings located in San Jose, California and the principal and interest are payable monthly through September 30, 2016 with an interest rate at the LIBOR rate plus 1.50% per annum. In April 2016, the Company extended the revolving line of credit to mature on May 31, 2016, and the Company is currently negotiating with Bank of America to renew the revolving line of credit.

The line of credit facility provides for borrowings denominated both in U.S. dollars and in Taiwanese dollars. For borrowings denominated in U.S. dollars, the interest rate for the revolving line of credit is at the LIBOR rate plus 1.25% per annum. The LIBOR rate was 0.44% at March 31, 2016. For borrowings denominated in Taiwanese dollars, the interest rate is equal to the lender's established interest rate which is adjusted monthly.

As of March 31, 2016 and June 30, 2015, the total outstanding borrowings under the Bank of America term loan were $1,633,000 and $3,733,000, respectively. The total outstanding borrowings under the Bank of America line of credit were $62,199,000 and $59,699,000 as of March 31, 2016 and June 30, 2015, respectively. The interest rates for these loans ranged from 1.00% to 1.94% per annum at March 31, 2016 and from 0.79% to 1.68% per annum at June 30, 2015, respectively. As of March 31, 2016, the unused revolving line of credit with Bank of America was $2,801,000.

CTBC Bank

In November 2015, the Company entered into an amendment to the existing credit agreement with CTBC Bank Co., Ltd ("CTBC Bank") that provides for (i) a 12-month NT$700,000,000 or $22,017,000 U.S. dollar equivalent term loan secured by the land and building located in Bade, Taiwan with an interest rate equal to the lender's established NTD interest rate plus 0.25% per annum which is adjusted monthly and (ii) a 12-month revolving line of credit up to 80.0% of eligible accounts receivable in an aggregate amount of up to $17,000,000 with an interest rate equal to the lender's established USD interest rate plus 0.30% per annum which is adjusted monthly. The total borrowings allowed under the credit agreement are capped at NT$1,000,000,000 or $30,340,000 U.S. dollar equivalent.

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The total outstanding borrowings under the CTBC Bank term loan are denominated in Taiwanese dollars and were translated into U.S. dollars of $20,263,000 and $21,280,000 at March 31, 2016 and June 30, 2015, respectively. The total outstanding borrowings under the CTBC Bank revolving line of credit were $9,700,000 in U.S. dollars at March 31, 2016 and June 30, 2015. The interest rate for this loan ranged from 0.92% and 1.06% at March 31, 2016 and 0.82% and 1.16% per annum at June 30, 2015.

In April 2016, the Company entered into a credit agreement with CTBC Bank Co., Ltd that provides for (i) a 12-month NT700,000,000 or $21,620,000 U.S. dollar equivalent term loan facility secured by the land and building located in Bade, Taiwan with an interest rate equal to the lender's established NTD interest rate plus 0.25% per annum which is adjusted monthly. This term loan facility also includes a 12-month customs bond up to NT100,000,000 or $3,089,000 U.S. dollar equivalent with an annual fee equal to 0.5% per annum, and (ii) a 12-month revolving line of credit up to 80.0% of eligible accounts receivable in an aggregate amount of up to $40,000,000 with an interest rate equal to the lender's established USD interest rate plus 0.30% per annum which is adjusted monthly. The total borrowings allowed under the credit agreement are capped at $40,000,000. The credit agreement matures on March 31, 2017.

Covenant Compliance

The credit agreement with Bank of America contains customary representations and warranties and customary affirmative and negative covenants applicable to the Company and its subsidiaries. The credit agreement contains certain financial covenants, including the following:

- Not to incur on a consolidated basis, a net loss before taxes and extraordinary items in any two consecutive quarterly accounting periods;
- The Company’s funded debt to EBITDA ratio (ratio of all outstanding liabilities for borrowed money and other interest-bearing liabilities, including current and long-term debt, less the non-current portion of subordinated liabilities to EBITDA) shall not be greater than 2.00;
- The Company’s unencumbered liquid assets, as defined in the agreement, held in the United States shall have an aggregate market value of not less than $30,000,000, measured as of the last day of each fiscal quarter and the last day of each fiscal year.

As of March 31, 2016 and June 30, 2015, total assets of $1,137,023,000 and $1,045,408,000, respectively, collateralized the line of credit with Bank of America which represents all of the assets of the Company except for the three buildings purchased in San Jose, California in June 2010 and the land and building located in Bade, Taiwan. As of March 31, 2016 and June 30, 2015, total assets collateralizing the term loan with Bank of America were $17,181,000 and $17,354,000. As of March 31, 2016, the Company was in compliance with all financial covenants associated with the credit agreement with Bank of America.

As of March 31, 2016 and June 30, 2015, the land and building located in Bade, Taiwan with a value of $26,909,000 and $27,047,000, respectively, collateralized the term loan with CTBC Bank. There are no financial covenants associated with the term loan with CTBC Bank at March 31, 2016.

Note 8. Related-party and Other Transactions

Ablecom Technology Inc.—Ablecom, a Taiwan corporation, together with one of its subsidiaries, Compuware (collectively “Ablecom”), is one of the Company’s major contract manufacturers. Ablecom’s ownership of Compuware is below 50% but Compuware remains a related party as Ablecom still has significant influence over its operations. Ablecom's chief executive officer, Steve Liang, is the brother of Charles Liang, the Company's President, Chief Executive Officer and Chairman of the Board of Directors. Ablecom owns approximately 0.3% of the Company's common stock. Charles Liang and his wife, also an officer of the Company, collectively own approximately 10.5% of Ablecom, while Steve Liang and other family members own approximately 36.0% of Ablecom at March 31, 2016.

The Company has product design and manufacturing services agreements ("product design and manufacturing agreements") and a distribution agreement ("distribution agreement") with Ablecom.

Under the product design and manufacturing agreements, the Company outsources a portion of its design activities and a significant part of its manufacturing of components such as server chassis to Ablecom. Ablecom agrees to design products according to the Company's specifications. Additionally, Ablecom agrees to build the tools needed to manufacture the products. The Company has agreed to pay for Ablecom's cost of chassis and related product tooling and engineering services and will pay for those items when the work has been completed.

Under the distribution agreement, Ablecom purchases server products from the Company for distribution in Taiwan. The Company believes that the pricing and terms under the distribution agreement are similar to the pricing and terms of distribution arrangements the Company has with similar, third party distributors.

Ablecom's net sales to the Company and its net sales of the Company's products to others comprise a substantial majority of Ablecom's net sales. The Company purchased products from Ablecom totaling $55,133,000 and $185,845,000, and sold products to Ablecom totaling $4,413,000 and $12,125,000 for the three and nine months ended March 31, 2016, respectively. The Company purchased products from Ablecom totaling $58,002,000 and $169,918,000, and sold products to Ablecom totaling $6,067,000 and $43,524,000 for the three and nine months ended March 31, 2015, respectively.

Amounts owed to the Company by Ablecom as of March 31, 2016 and June 30, 2015 were $6,034,000 and $13,186,000, respectively. Amounts owed to Ablecom by the Company as of March 31, 2016 and June 30, 2015 were $45,357,000 and $59,015,000, respectively. For the three and nine months ended March 31, 2016, the Company paid Ablecom the majority of invoiced dollars between 34 and 88 days of invoice date. For the three and nine months ended March 31, 2016, the Company paid $3,003,000 and $5,901,000, respectively, for tooling assets and miscellaneous costs to Ablecom. For the three and nine months ended March 31, 2015, the Company paid $231,000 and $4,728,000, respectively, for tooling assets and miscellaneous costs to Ablecom.

The Company's exposure to loss as a result of its involvement with Ablecom is limited to (a) potential losses on its purchase orders in the event of an unforeseen decline in the market price and/or demand of the Company's products such that the Company incurs a loss on the sale or cannot sell the products and (b) potential losses on outstanding accounts receivable from Ablecom in the event of an unforeseen deterioration in the financial condition of Ablecom such that Ablecom defaults on its payable to the Company. Outstanding purchase orders with Ablecom were $65,227,000 and $67,261,000 at March 31, 2016 and June 30, 2015, respectively, representing the maximum exposure to loss relating to (a) above. The Company does not have any direct or indirect guarantees of losses of Ablecom.

In May 2012, the Company and Ablecom jointly established Super Micro Asia Science and Technology Park, Inc. ("Management Company") in Taiwan to manage the common areas shared by the Company and Ablecom for their separately constructed manufacturing facilities. Each company contributed $168,000 and owns 50% of the Management Company. Although the operations of the Management Company are independent of the Company, through governance rights, the Company has the ability to direct the Management Company's business strategies. Therefore, the Company has concluded that the Management Company is a variable interest entity of the Company as the Company is the primary beneficiary of the Management Company. The accounts of the Management Company are consolidated with the accounts of the Company, and a noncontrolling interest has been recorded for the Ablecom's interests in the net assets and operations of the Management Company. In the three and nine months ended March 31, 2016, $13,000 and $9,000 of net income attributable to Ablecom's interest was included in the Company's general and administrative expenses in the condensed consolidated statements of operations. In the three and nine months ended March 31, 2015, $4,000 and $(3,000) of net income (loss) attributable to Ablecom's interest was included in the

Company's general and administrative expenses in the condensed consolidated statements of operations.

Note 9. Income Taxes

The Company recorded provisions for income taxes of $7,386,000 and $28,951,000 for the three and nine months ended March 31, 2016, respectively, and $8,136,000 and $30,234,000 for the three and nine months ended March 31, 2015, respectively. The effective tax rate was 30.7% and 30.8% for the three and nine months ended March 31, 2016, respectively, and 26.1% and 28.7% for the three and nine months ended March 31, 2015, respectively. The effective tax rate for the three and nine months ended March 31, 2016 is estimated to be lower than the federal statutory rate primarily due to the reinstatement of the U.S. federal research and development ("R&D") tax credit partially offset by the impact of stock option expenses and additional tax accruals related to foreign operations.

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On December 18, 2015, the Protecting Americans from Tax Hikes Act of 2015 extended the U.S. federal R&D tax credit permanently from January 1, 2015. As of March 31, 2016, the Company projected a total net tax benefit of $4,384,000 for fiscal year 2016, and $2,770,000 reinstated for fiscal year 2015.

As of March 31, 2016, the Company had a liability for gross unrecognized tax benefits of $15,794,000, substantially all of which, if recognized, would affect the Company's effective tax rate. During the three and nine months ended March 31, 2016, there were no material changes in the total amount of the liability for gross unrecognized tax benefits. The Company’s policy is to include interest and penalties related to unrecognized tax benefits within the provision for taxes on the condensed consolidated statements of operations. As of March 31, 2016, the Company had accrued $1,010,000 of interest and penalties relating to unrecognized tax benefits.

The Company is subject to U.S. federal income tax as well as income taxes in many state and foreign jurisdictions. In August 2015, the Company met with the Internal Revenue Service in connection with its examination of the Company's federal income tax returns for tax years 2013 and 2014. The Company is also under audit in Taiwan for tax year ended June 30, 2014. The Company does not expect a resolution to be reached regarding either matter during the next twelve months. While management believes that the Company has adequate reserves for all uncertain tax positions, amounts asserted by tax authorities could be greater or less than the Company's current position. Accordingly, the Company's provision on federal, state and foreign tax related matters to be recorded in the future may change as revised estimates are made or the underlying matters are settled or otherwise resolved. The federal statute of limitations remain open in general for tax years 2013 through 2015. The various state statute of limitations remain open in general for tax years 2011 through 2015. The statute of limitations in major foreign jurisdictions remain open for examination in general for tax years 2010 through 2015.

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Note 10. Commitments and Contingencies

Litigation and Claims— The Company is involved in various legal proceedings arising from the normal course of business activities. The Company defends itself vigorously against any such claims. In management's opinion, the resolution of any matters will not have a material adverse effect on the Company's consolidated financial condition, results of operations or liquidity.

Purchase Commitments— The Company has agreements to purchase certain units of inventory and non-inventory items through fiscal year 2017. As of March 31, 2016, these remaining non-cancellable commitments were $341,559,000 compared to $378,341,000 as of June 30, 2015.

Included in the above non-cancellable commitments are hard disk drive purchase commitments totaling approximately $116,922,000, which will be paid through December 2016. The Company has entered into purchase agreements with selected suppliers of hard disk drives in order to ensure continuity of supply for these components. The agreements provide for some variation in the amount of units the Company is required to purchase and the suppliers may modify the purchase price for these components due to significant changes in market or component supply conditions. Product mix for these components may be negotiated quarterly and the purchase price for these components will be reviewed quarterly with the suppliers. The Company has been negotiating the purchase price with the suppliers on an ongoing basis based upon market rates.

Note 11. Segment Reporting

The Company operates in one operating segment that develops and provides high performance server solutions based upon an innovative, modular and open-standard architecture. The Company's chief operating decision maker is the Chief Executive Officer.

International net sales are based on the country and region to which the products were shipped. The following is a summary for the three and nine months ended March 31, 2016 and 2015, of net sales by geographic region (in thousands):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2016	2015	2016	2015
Net sales:				
United States	$326,392	$273,631	$1,072,126	$803,757
Europe	93,279	88,259	294,239	269,404
Asia	78,544	74,772	241,595	241,785
Other	34,506	34,563	83,343	102,615
	$532,721	$471,225	$1,691,303	$1,417,561

The following is a summary of long-lived assets, excluding financial instruments, deferred tax assets, other assets, goodwill and intangible assets (in thousands):

	March 31, 2016	June 30, 2015
Long-lived assets:		
United States	$135,732	$124,292
Asia	40,627	37,695
Europe	3,263	1,051
	$179,622	$163,038

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The following is a summary of net sales by product type (in thousands):

	Three Months Ended March 31,						Nine Months Ended March 31,					
	2016			2015			2016			2015		
	Amount	Percent of Net Sales		Amount	Percent of Net Sales		Amount	Percent of Net Sales		Amount	Percent of Net Sales	
Server systems	$372,404	69.9	%	$301,953	64.1	%	$1,182,362	69.9	%	$859,818	60.7	%
Subsystems and accessories	160,317	30.1	%	169,272	35.9	%	508,941	30.1	%	557,743	39.3	%
Total	$532,721	100.0	%	$471,225	100.0	%	$1,691,303	100.0	%	$1,417,561	100.0	%

Subsystems and accessories are comprised of serverboards, chassis and accessories. Server systems constitute an assembly of subsystems and accessories. One customer represented 10.2% and 12.6% of the Company's total net sales in the three and nine months ended March 31, 2016 and one customer represented 13.9% and 12.5% of the Company’s total net sales for the three and nine months ended March 31, 2015, respectively. No country other than the United States represents greater than 10% of the Company’s total net sales in the three and nine months ended March 31, 2016 and 2015. No customer accounted for 10% or more of the Company's accounts receivable as of March 31, 2016 and June 30, 2015.

Note 12. Prior Period Adjustment Recorded in Current Period

In November 2015, the Company identified errors related to revenue which was recognized prior to meeting US GAAP revenue recognition criteria which impacted fiscal years 2013, 2014 and 2015. The Company determined that certain contracts for extended warranties on products were recorded as revenue at the time of sale of the product in prior periods instead of being deferred and amortized over the contractual warranty period. The cumulative impact of this error pertaining to prior periods through June 30, 2015 was to overstate net sales and net income by $9,259,000 and $5,926,000, respectively. To compute the amount of the error, the Company determined a best estimated selling price for the extended warranty contracts based on prices charged to customers for these contracts when sold separately. This error was corrected in the first quarter ended September 30, 2015 by reducing net sales by $9,259,000 and net income by $5,926,000, respectively.

The Company assessed the materiality of these errors on each of the fiscal years ended June 30, 2013, 2014 and 2015, and concluded that the errors were not material to any of these periods. The Company also concluded that recording an out-of-period correction would not be material to the nine months ended March 31, 2016. Consequently, the accompanying condensed consolidated statement of operations for the nine months ended March 31, 2016 have been corrected.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This section and other parts of this Form 10-Q contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended that involve risks and uncertainties. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology including “would,” “could,” “may,” “will,” “should,” “expect,” “intend,” “ “anticipate,” “believe,” “estimate,” “predict,” “potential,” or “continue,” the negative of these terms or other comparable terminology. In evaluating these statements, you should specifically consider various factors, including the risks described under “Risk Factors” below and in other parts of this Form 10-Q as well as in our other filings with the SEC. These factors may cause our actual results to differ materially from those anticipated or implied in the forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. We cannot guarantee future results, levels of activity, performance or achievements.

Overview

We are a global leader in high performance, high efficiency server technology and innovation. We develop and provide end-to-end green computing solutions to the cloud computing, data center, enterprise IT, big data, HPC and embedded markets. Our solutions range from complete server, storage, blade and workstations to full racks, networking devices, server management software and technology support and services. Our net sales were $532.7 million and $1,691.3 million for the three and nine months ended March 31, 2016, respectively, and $471.2 million and $1,417.6 million for the three and nine months ended March 31, 2015, respectively. The increase in our net sales in the three and nine months ended March 31, 2016 compared with the three and nine months ended March 31, 2015 was primarily due to increased sales of our server systems optimized for OEM/direct customers and cloud/internet data center computing. Net sales of optimized servers were $372.4 million and $1,182.4 million for the three and nine months ended March 31, 2016, respectively, and $302.0 million and $859.8 million for the three and nine months ended March 31, 2015, respectively, and net sales of subsystems and accessories were $160.3 million and $508.9 million for the three and nine months ended March 31, 2016, respectively, and $169.3 million and $557.7 million for the three and nine months ended March 31, 2015, respectively. In the three and nine months ended March 31, 2016, we experienced strong growth in sales of our complete systems including ultra, data center optimized servers, storage servers and Twin family of servers. The percentage of our net sales represented by sales of complete server systems increased to 69.9% in both the three and nine months ended March 31, 2016 from 64.1% and 60.7% in the three and nine months ended March 31, 2015, respectively.

We commenced operations in 1993 and have been profitable every year since inception. Our net income was $16.7 million and $65.1 million for the three and nine months ended March 31, 2016, respectively, and $23.1 million and $75.2 million for the three and nine months ended March 31, 2015, respectively. Our decrease in net income in the three months ended March 31, 2016 was primarily attributable to lower gross margins from sales of cloud/internet data center server systems and our subsystem and accessories, lower utilization of manufacturing capacity and higher operating expenses. Our decrease in net income in the nine months ended March 31, 2016 was mainly attributable to the recording of a $9.3 million out-of-period adjustment relating to extended warranty revenue in the three months ended September 30, 2015. This deferred revenue will be recognized through fiscal year 2019. The impact on net income from this out-of-period adjustment was $5.9 million pertaining to prior periods through June 30, 2015.

We sell our server systems and subsystems and accessories through our direct sales force as well as through distributors and OEMs. We derived 54.4% and 55.8% of our net sales from products sold to OEM/direct customers and 45.6% and 44.2% from products sold to distributors for the three and nine months ended March 31, 2016, respectively. We derived 53.9% and 49.7% of our net sales from products sold to OEM/director customers and 46.1% and 50.3% from products sold to distributors for the three and nine months ended March 31, 2015, respectively. Sales to SoftLayer, a division of IBM Corporation, represented 10.2% and 12.6% of our net sales in the three and nine months ended March 31, 2016, and represented 13.9% and 12.5% of our net sales in the three and nine months ended March 31, 2015. We derived 61.3% and 63.4% of our net sales from customers in the United States for the three and nine months ended March 31, 2016, respectively, and 58.1% and 56.7% for the three and nine months ended March 31, 2015, respectively.

We perform the majority of our research and development efforts in-house. Research and development expenses represented 5.9% and 5.3% of our net sales for the three and nine months ended March 31, 2016, respectively, and 5.4% and 5.1% of our net sales for the three and nine months ended March 31, 2015, respectively.

We use several suppliers and contract manufacturers to design and manufacture components in accordance with our specifications, with most final assembly and testing performed at our manufacturing facility in San Jose, California. During fiscal year 2016, we have continued to increase manufacturing and service operations in Taiwan and the Netherlands primarily to support our Asian and European customers and we have improved our utilization of our overseas manufacturing capacity. One of our key suppliers is Ablecom, a related party, which supplies us with contract design and manufacturing support. For the three and nine months ended March 31, 2016, our purchases from Ablecom represented 12.2% and 13.0% of our cost of sales, respectively, compared to 14.7% and 14.3% of our cost of sales for the three and nine months ended March 31, 2015, respectively. Ablecom's sales to us constitute a substantial majority of Ablecom's net sales. We continue to maintain our manufacturing relationship with Ablecom in Asia in an effort to reduce our cost of sales. In addition to providing a larger volume of contract manufacturing services for us, Ablecom continues to warehouse for us a number of components and subassemblies manufactured by multiple suppliers prior to shipment to our facilities in the United States and Europe. We typically negotiate the price of products that we purchase from Ablecom on a quarterly basis; however, either party may re-negotiate the price of products with each order. As a result of our relationship with Ablecom, it is possible that Ablecom may in the future sell products to us at a price higher or lower than we could obtain from an unrelated third party supplier. This may result in our future reporting of gross profit as a percentage of net sales that is less than or in excess of what we might have obtained absent our relationship with Ablecom.

In order to continue to increase our net sales and profits, we believe that we must continue to develop flexible and customizable server solutions and be among the first to market with new features and products. We must also continue to expand our software and customer service and support offerings, particularly as we increasingly focus on larger enterprise sales. We measure our financial success based on various indicators, including growth in net sales, gross profit as a percentage of net sales, operating income as a percentage of net sales, levels of inventory, and days sales outstanding, or DSOs. In connection with these efforts, we monitor daily and weekly sales and shipment reports. Among the key non-financial indicators of our success is our ability to rapidly introduce new products and deliver the latest application optimized server solutions. In this regard, we work closely with microprocessor and other component vendors to take advantage of new technologies as they are introduced. Historically, our ability to introduce new products rapidly has allowed us to benefit from the introduction of new microprocessors and as a result we monitor the introduction cycles of Intel, AMD and Nvidia carefully. This also impacts our research and development expenditures.

Other Financial Highlights

The following is a summary of other financial highlights of the third quarter of fiscal 2016:

- Net cash provided by operating activities was $92.8 million and $9.1 million during the nine months ended March 31, 2016 and 2015, respectively. Our cash and cash equivalents, together with our investments, were $179.1 million at the end of the third quarter of fiscal year 2016, compared with $98.1 million at the end of fiscal year 2015. The increase in our cash and cash equivalents, together with our investments at the end of the third quarter of fiscal year 2016 was primarily due to $92.8 million of cash provided by our operating activities and $0.4 million of borrowings, net of repayments offset in part by $25.1 million of purchases of property and equipment, of which $11.1 million was related to property and equipment installed at our Green Computing Park in San Jose, California, and $3.2 million was related to the implementation of a new ERP system for the U.S. headquarters and our subsidiaries.

- Days sales outstanding in accounts receivable ("DSO") at the end of the third quarter of fiscal year 2016 was 51 days, compared with 43 days at the end of fiscal year 2015.

- Our inventory balance was $479.3 million at the end of the third quarter of fiscal year 2016, compared with $463.5 million at the end of fiscal year 2015. Days sales of inventory at the end of the third quarter of fiscal year 2016 was 97 days, compared with 83 days at the end of fiscal year 2015. The increase in our inventory was due to lower net sales in the third quarter of fiscal year 2016 as well as to support our anticipated level of growth in net sales in the fourth quarter of fiscal year 2016.

- Our purchase commitments with contract manufacturers and suppliers were $341.6 million at the end of the third quarter of fiscal year 2016 and $378.3 million at the end of fiscal year 2015. Included in these non-cancellable commitments are hard disk drive purchase commitments totaling approximately $116.9 million, which have terms expiring through December 2016. See Note 10 of Notes to our Condensed Consolidated Financial Statements for a discussion of purchase commitments.

Fiscal Year

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Our fiscal year ends on June 30. References to fiscal year 2016, for example, refer to the fiscal year ending June 30, 2016.

Revenues and Expenses

Net sales. Net sales consist of sales of our server solutions, including server systems, subsystems and accessories. The main factors which impact our net sales are unit volumes shipped and average selling prices. The prices for server systems range widely depending upon the configuration, and the prices for our subsystems and accessories vary based on the type. As with most electronics-based products, average selling prices typically are highest at the time of introduction of new products which utilize the latest technology and tend to decrease over time as such products mature in the market and are replaced by next generation products.

Cost of sales. Cost of sales primarily consists of the costs to manufacture our products, including the costs of materials, contract manufacturing, shipping, personnel and related expenses, equipment and facility expenses, warranty costs and inventory excess and obsolete provisions. The primary factors that impact our cost of sales are the mix of products sold and cost of materials, which include raw material costs, shipping costs and salary and benefits related to production. Cost of sales as a percentage of net sales may increase over time if decreases in average selling prices are not offset by corresponding decreases in our costs. Our cost of sales, as a percentage of net sales, is generally lower on server systems than on subsystems and accessories, but generally higher in the case of sales of server systems to internet data system customers. Because we generally do not have long-term fixed supply agreements, our cost of sales is subject to change based on market conditions.

Research and development expenses. Research and development expenses consist of the personnel and related expenses of our research and development teams, and materials and supplies, consulting services, third party testing services and equipment and facility expenses related to our research and development activities. All research and development costs are expensed as incurred. We occasionally receive non-recurring engineering, or NRE, funding from certain suppliers and customers. Under these programs, we are reimbursed for certain research and development costs that we incur as part of the joint development of our products and those of our suppliers and customers. These amounts offset a portion of the related research and development expenses and have the effect of reducing our reported research and development expenses.

Sales and marketing expenses. Sales and marketing expenses consist primarily of salaries and incentive bonuses for our sales and marketing personnel, costs for tradeshows, independent sales representative fees and marketing programs. From time to time, we receive cooperative marketing funding from certain suppliers. Under these programs, we are reimbursed for certain marketing costs that we incur as part of the joint promotion of our products and those of our suppliers. These amounts offset a portion of the related expenses and have the effect of reducing our reported sales and marketing expenses. Similarly, we from time to time offer our distributors cooperative marketing funding which has the effect of increasing our expenses. The timing, magnitude and estimated usage of our programs and those of our suppliers can result in significant variations in reported sales and marketing expenses from period to period. Spending on cooperative marketing, either by us or our suppliers, typically increases in connection with significant product releases by us or our suppliers.

General and administrative expenses. General and administrative expenses consist primarily of general corporate costs, including personnel expenses, financial reporting, corporate governance and compliance and outside legal, audit and tax fees.

Interest and other expense, net. Interest and other expense, net represents interest expense on our term loans and line of credit, offset by interest earned on our investment and cash balances.

Income tax provision. Our income tax provision is based on our taxable income generated in the jurisdictions in which we operate, currently primarily the United States, Taiwan, the Netherlands, and to a lesser extent, China and Japan. Our effective tax rate differs from the statutory rate primarily due to research and development tax credits, the domestic production activities deduction and lower taxes in foreign jurisdictions which were partially offset by the impact of state taxes and stock option expenses. In recent years, our effective tax rate from period to period has been significantly impacted by delays in the approval of extensions of the U.S. research and development tax credit.

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Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets, liabilities, revenues and expenses. We evaluate our estimates on an on-going basis, including those related to allowances for doubtful accounts and sales returns, inventory valuations, income taxes, warranty obligations and stock-based compensation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making the judgments we make about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from the estimates.

We believe the following are our most critical accounting policies as they require our more significant judgments in the preparation of our financial statements.

Revenue recognition. We recognize revenue from sales of products when persuasive evidence of an arrangement exists, shipment has occurred and title has transferred, the sales price is fixed or determinable, collection of the resulting receivable is reasonably assured, and all significant obligations have been met. Generally this occurs at the time of shipment when risk of loss and title has passed to the customer. Our standard arrangement with our customers includes a signed purchase order or contract, 30 to 60 days payment terms, Ex-works terms, except for a few customers who have free-on-board destination terms, for which revenue is recognized when the products arrive at the stated destination. We generally do not provide for non-warranty rights of return except for products which have “Out-of-box” failure, where customers could return these products for credit within 30 days of receiving the items. Certain distributors and OEMs are also permitted to return products in unopened boxes, limited to purchases over a specified period of time, generally within 60 to 90 days of the purchase, or to products in the distributor’s or OEM’s inventory at certain times (such as the termination of the agreement or product obsolescence). To estimate reserves for future sales returns, we regularly review our history of actual returns for each major product line. We also communicate regularly with our distributors to gather information about end customer satisfaction, and to determine the volume of inventory in the channel. Reserves for future returns are adjusted as necessary, based on returns experience, returns expectations and communication with our distributors.

In addition, certain customers have acceptance provisions and revenue is deferred until the customers provide the necessary acceptance. We have an immaterial amount of deferred revenue and costs related to shipments to customers pending acceptance as of March 31, 2016 and June 30, 2015.

Probability of collection is assessed on a customer-by-customer basis. Customers are subjected to a credit review process that evaluates the customers’ financial position and ability to pay. If it is determined from the outset of an arrangement that collection is not probable based upon the review process, the customers are required to pay cash in advance of shipment. We also make estimates of the uncollectibility of accounts receivables, analyzing accounts receivable and historical bad debts, customer concentration, customer-credit-worthiness, current economic trends and changes in customer payment terms to evaluate the adequacy of the allowance for doubtful accounts. On a quarterly basis, we evaluate aged items in the accounts receivable aging report and provide an allowance in an amount we deem adequate for doubtful accounts. Our provision for bad debt was $209,000 and $1,014,000 in the three and nine months ended March 31, 2016, respectively, and $281,000 and $194,000 in the three and nine months ended March 31, 2015, respectively. If a major customer's creditworthiness deteriorates, if actual defaults are higher than our historical experience, or if other circumstances arise, our estimates of the recoverability of amounts due to us could be overstated, and additional allowances could be required, which could have an adverse impact on our reported operating expenses. We provide for price protection to certain distributors. We assess the market competition and product technology obsolescence, and make price adjustments based on our judgment. Upon each announcement of price reductions, the accrual for price protection is calculated based on our distributors' inventory on hand. Such reserves are recorded as a reduction to revenue at the time we reduce the product prices.

We have an immaterial amount of service revenue relating to on-site service, extended warranty and non-warranty repairs. Revenue for on-site service, and extended warranty is recognized over the contracted service period, and revenue for non-warranty repair service is recognized upon shipment of the repaired units to customers. Service revenue has been less than 10% of net sales for all periods presented and is not separately disclosed.

Product warranties. We offer product warranties ranging from 15 to 39 months against any defective product. We accrue for estimated returns of defective products at the time revenue is recognized, based on historical warranty experience and recent trends. We monitor warranty obligations and may make revisions to our warranty reserve if actual costs of product repair and replacement are significantly higher or lower than estimated. Accruals for anticipated future warranty costs are

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charged to cost of sales and included in accrued liabilities. The liability for product warranties was $7.1 million as of March 31, 2016, compared with $7.7 million as of June 30, 2015. The provision for warranty reserve was $3.7 million and $12.2 million in the three and nine months ended March 31, 2016, respectively, and $4.0 million and $10.9 million in the three and nine months ended March 31, 2015, respectively. The change in estimated liability for pre-existing warranties was ($0.5) million and $(2.3) million for the three and nine months ended March 31, 2016, respectively, and $(13,000) and $(0.3) million for the three and nine months ended March 31, 2015, respectively. The change in estimated liability for pre-existing warranties decreased due to our decrease in warranty claims in the three and nine months ended March 31, 2016. The provision for warranty reserve decreased $0.3 million and increased $1.3 million compared to the three and nine months ended March 31, 2015, respectively, primarily due to the increase in our net sales partially offset by our decrease in warranty claims. If in future periods, we experience or anticipate an increase or decrease in warranty claims as a result of new product introductions or change in unit volumes compared with our historical experience, or if the cost of servicing warranty claims is greater or lesser than expected, we intend to adjust our estimates accordingly.

Inventory valuation. Inventory is valued at the lower of cost or market. We evaluate inventory on a quarterly basis for lower of cost or market and excess and obsolescence and, as necessary, write down the valuation of units based upon the number of units that are unlikely to be sold. This evaluation takes into account matters including expected demand, historical usage and sales, anticipated sales price, product obsolescence and other factors. If actual future demand for our products is less than currently forecasted, additional inventory adjustments may be required. Once a reserve is established, it is maintained until the product to which it relates is sold or scrapped. If a unit that has been written down is subsequently sold, the cost associated with the revenue from this unit is reduced to the extent of the write down, resulting in an increase in gross profit. We monitor the extent to which previously written down inventory is sold at amounts greater or less than carrying value, and based on this analysis, adjust our estimate for determining future write downs. If in future periods, we experience or anticipate a change in recovery rate compared with our historical experience, our gross margin would be affected. Our provision for inventory was $2.2 million and $6.0 million in the three and nine months ended March 31, 2016, respectively, and $0.3 million and $4.5 million in the three and nine months ended March 31, 2015, respectively.

Accounting for income taxes. We account for income taxes under an asset and liability approach. Deferred income taxes reflect the impact of temporary differences between assets and liabilities recognized for financial reporting purposes and such amounts recognized for income tax reporting purposes, net operating loss carry-forwards and other tax credits measured by applying currently enacted tax laws. Valuation allowances are provided when necessary to reduce deferred tax assets to an amount that is more likely than not to be realized.

We recognize the tax liability for uncertain income tax positions on the income tax return based on the two-step process. The first step is to determine whether it is more likely than not that each income tax position would be sustained upon audit. The second step is to estimate and measure the tax benefit as the amount that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority. Estimating these amounts requires us to determine the probability of various possible outcomes. We evaluate these uncertain tax positions on a quarterly basis. This evaluation is based on the consideration of several factors, including changes in facts or circumstances, changes in applicable tax law, settlement of issues under audit and new exposures. If we later determine that our exposure is lower or that the liability is not sufficient to cover our revised expectations, we adjust the liability and effect a related change in our tax provision during the period in which we make such determination. See Note 9 of Notes to Condensed Consolidated Financial Statements for the impact on our condensed consolidated financial statements.

Stock-based compensation. We measure and recognize the compensation expense for all share-based awards made to employees and non-employee members of our Board of Directors including employee stock options and restricted stock units. We are required to estimate the fair value of share-based awards on the date of grant. The value of awards that are ultimately expected to vest is recognized as an expense over the requisite service periods. The fair value of our restricted stock units is based on the closing market price of our common stock on the date of grant. We estimated the fair value of stock options granted using a Black-Scholes option-pricing model and a single option award approach. This model requires us to make estimates and assumptions with respect to the expected term of the option and the expected volatility of the price of our common stock. The fair value is then amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period.

The expected term represents the period that our stock-based awards are expected to be outstanding and was determined based on a combination of our peer group and our historical experience. The expected volatility is based on a combination of our implied and historical volatility. In addition, forfeitures of share-based awards are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. We use historical data to estimate pre-vesting option and restricted stock unit forfeitures and record stock-based compensation expense only for those awards that are expected to vest.

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Compensation expense for options and restricted stock units granted to employees was $3.9 million and $11.8 million for the three and nine months ended March 31, 2016, respectively, and $3.6 million and $9.7 million for the three and nine months ended March 31, 2015, respectively. As of March 31, 2016, the total unrecognized compensation cost, adjusted for estimated forfeitures, related to unvested stock options and restricted stock units to employees and non-employee members of our Board of Directors, was $35.6 million, which is expected to be recognized as an expense over a weighted-average period of approximately 2.31 years. See Note 2 of Notes to our Condensed Consolidated Financial Statements for additional information.

Variable interest entities. We have concluded that Ablecom and its subsidiaries ("Ablecom") is a variable interest entity in accordance with applicable accounting standards and guidance; however, we are not the primary beneficiary of Ablecom and therefore, we do not consolidate Ablecom. In performing our analysis, we considered our explicit arrangements with Ablecom including the supplier and distributor arrangements. Also, as a result of the substantial related party relationship between the two companies, we considered whether any implicit arrangements exist that would cause us to protect those related parties’ interests in Ablecom from suffering losses. We determined that no implicit arrangements exist with Ablecom or its shareholders. Such an arrangement would be inconsistent with the fiduciary duty that we have towards our stockholders who do not own shares in Ablecom.

In May 2012, we and Ablecom jointly established Super Micro Asia Science and Technology Park, Inc. ("Management Company") in Taiwan to manage the common areas shared by us and Ablecom for our separately constructed manufacturing facilities. Each company contributed $168,000 and own 50% of the Management Company. Although the operations of the Management Company are independent of us, through governance rights, we have the ability to direct the Management Company's business strategies. Therefore, we have concluded that the Management Company is a variable interest entity of us as we are the primary beneficiary of the Management Company. As of March 31, 2016, the accounts of the Management Company have been consolidated with our accounts, and a noncontrolling interest has been recorded for Ablecom's interests in the net assets and operations of the Management Company. In the three and nine months ended March 31, 2016, $13,000 and $9,000, respectively, of net income attribute to Ablecom's interest was included in our general and administrative expenses in the condensed consolidated statement of operations. In the three and nine months ended March 31, 2015, $4,000 and $(3,000), respectively, of net income (loss) attributable to Ablecom's interest was included in our general and administrative expenses in the condensed consolidated statements of operations.

Results of Operations

Net Sales

The following table presents net sales by product type for the three and nine months ended March 31, 2016 and 2015 (dollars in millions):

	Three Months Ended March 31,		Change		Nine Months Ended March 31,		Change	
	2016	2015	$	%	2016	2015	$	%
Server systems	$372.4	$302.0	$70.4	23.3 %	$1,182.4	$859.8	$322.6	37.5 %
Percentage of total net sales	69.9 %	64.1 %			69.9 %	60.7 %		
Subsystems and accessories	160.3	169.3	(9)	(5.3)%	508.9	557.7	(48.8)	(8.8)%
Percentage of total net sales	30.1 %	35.9 %			30.1 %	39.3 %		
Total net sales	$532.7	$471.2	$61.5	13.1 %	$1,691.3	$1,417.6	$273.7	19.3 %

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The following table presents unit sales and average selling price by product type for the three and nine months ended March 31, 2016 and 2015 (units in thousands):

	Three Months Ended March 31,		Change	Nine Months Ended March 31,		Change
	2016	2015	%	2016	2015	%
Server systems:						
Unit sales	85	77	10.4 %	273	227	20.3 %
Average selling price	$4,381	$3,921	11.7 %	$4,331	$3,788	14.3 %
Subsystems and accessories:						
Unit sales	950	1,007	(5.7)%	2,960	3,416	(13.3)%
Average selling price	$169	$168	0.6 %	$172	$163	5.5 %

Comparison of Three Months Ended March 31, 2016 and 2015

The increase in our net sales in the three months ended March 31, 2016 compared with the three months ended March 31, 2015 was primarily due to continued increased sales of our products optimized for OEM/direct customers and cloud/internet data center computing who increasingly are purchasing complete server systems from us. The year-over-year growth in net sales of our server systems in the three months ended March 31, 2016 was due primarily to an increase in unit volumes of server systems and an increase in the average selling price of our server systems. The average selling prices of our server systems increased primarily due to higher sales of our complete server systems which offer higher density computing and more memory and hard disk drive capacity. The increase in the sales of these complete systems include our ultra, data center optimized servers, Twin family of servers and storage servers.

The year-over-year decrease in net sales and unit sales of our subsystems and accessories in the three months ended March 31, 2016 was primarily due to lower sales of hard disk drives and memory bundled with our server solutions to our distributors and system integrators who are purchasing accessories from us and completing the final assembly themselves.

Comparison of Nine Months Ended March 31, 2016 and 2015

The increase in our net sales in the nine months ended March 31, 2016 compared with the nine months ended March 31, 2015 was primarily due to continued increased sales of our products optimized for OEM/direct customers and cloud/internet data center computing who increasingly are purchasing complete server systems from us offset in part by a $9.3 million out-of-period adjustment relating to extended warranty revenue which was recognized in the three prior fiscal year period ended June 30, 2015 and deferred in the three months ended September 30, 2015. The year-over-year growth in net sales of our server systems in the nine months ended March 31, 2016 was due primarily to an increase in unit volumes of server systems and to a lesser extent an increase in the average selling price of our server systems. The average selling prices of our server systems increased primarily due to higher sales of our complete server systems which offer higher density computing and more memory and hard disk drive capacity. The increase in the sales of these complete systems include our ultra, data center optimized servers, storage servers and Twin family of servers.

The year-over-year decrease in net sales and unit sales of our subsystems and accessories in the nine months ended March 31, 2016 was primarily due to lower sales of hard disk drives and memory bundled with our server solutions to our distributors and system integrators who are purchasing accessories from us and completing the final assembly themselves.

The following table presents the percentages of net sales from products sold to distributors and OEM/direct customers for the three and nine months ended March 31, 2016 and 2015:

	Three Months Ended March 31,		Change	Nine Months Ended March 31,		Change
	2016	2015	%	2016	2015	%
Distributors	45.6 %	46.1 %	(0.5)%	44.2 %	50.3 %	(6.1)%
OEMs and direct customers	54.4 %	53.9 %	0.5 %	55.8 %	49.7 %	6.1 %
Total net sales	100.0 %	100.0 %		100.0 %	100.0 %	

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The following table presents percentages of net sales by geographic region for the three and nine months ended March 31, 2016 and 2015:

	Three Months Ended March 31,		Change	Nine Months Ended March 31,		Change
	2016	2015	%	2016	2015	%
United States	61.3 %	58.1 %	3.2 %	63.4 %	56.7 %	6.7 %
Europe	17.5 %	18.7 %	(1.2)%	17.4 %	19.0 %	(1.6)%
Asia	14.7 %	15.9 %	(1.2)%	14.3 %	17.1 %	(2.8)%
Others	6.5 %	7.3 %	(0.8)%	4.9 %	7.2 %	(2.3)%
Total net sales	100.0%	100.0%		100.0%	100.0%	

Cost of Sales and Gross Margin

Cost of sales and gross margin for the three and nine months ended March 31, 2016 and 2015 are as follows (dollars in millions):

	Three Months Ended March 31,		Change		Nine Months Ended March 31,		Change	
	2016	2015	$	%	2016	2015	$	%
Total cost of sales	$453.6	$394.4	$59.2	15.0 %	$1,433.6	$1,187.1	$246.5	20.8 %
Total gross profit	79.2	76.8	$2.3	3.0 %	257.7	230.5	$27.3	11.8 %
Total gross margin	14.9 %	16.3 %		(1.4)%	15.2 %	16.3 %		(1.1)%

Comparison of Three Months Ended March 31, 2016 and 2015

The quarter-over-quarter increase in absolute dollars of cost of sales in the three months ended March 31, 2016 compared to the three months ended March 31, 2015 was primarily attributable to the increase in net sales. In the three months ended March 31, 2016, we recorded a $2.2 million expense, net of recovery, or 0.4% of net sales, related to the inventory provision as compared to $0.3 million, or 0.1% of net sales, in the three months ended March 31, 2015.

In the three months ended March 31, 2016, we recorded a $3.7 million expense, or 0.7% of net sales, related to the provision for warranty reserve as compared to a $4.0 million expense, or 0.8% of net sales, in the three months ended March 31, 2015. The increase in the provision for warranty reserve was primarily due to higher net sales partially offset by the decrease in warranty claims in the three months ended March 31, 2016. If in future periods we experience or anticipate an increase or decrease in warranty claims as a result of new product introductions or change in unit volumes compared with our historical experience, or if the cost of servicing warranty claims is greater or lesser than expected, our gross margin would be affected.

Gross margin percentage was 14.9% and 16.3% for the three months ended March 31, 2016 and 2015, respectively. The decrease was mainly due to lower gross margins from sales of cloud/internet data center server systems and our subsystem and accessories and lower utilization of manufacturing capacity offset in part by higher sales of our complete server systems such as storage servers which have a higher gross margin.

Comparison of Nine Months Ended March 31, 2016 and 2015

The year-over-year increase in absolute dollars of cost of sales in the nine months ended March 31, 2016 compared to the nine months ended March 31, 2015 was primarily attributable to the increase in net sales. In the nine months ended March 31, 2016, we recorded a $6.0 million expense, net of recovery, or 0.4% of net sales, related to the inventory provision as compared to $4.5 million, or 0.3% of net sales, in the nine months ended March 31, 2015.

In the nine months ended March 31, 2016, we recorded a $12.2 million expense, or 0.7% of net sales, related to the provision for warranty reserve as compared to a $10.9 million expense, or 0.8% of net sales, in the nine months ended March 31, 2015. The increase in the provision for warranty reserve was primarily due to higher net sales partially offset by the decrease in warranty claims in the nine months ended March 31, 2016. If in future periods we experience or anticipate an increase or decrease in warranty claims as a result of new product introductions or change in unit volumes compared with our

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historical experience, or if the cost of servicing warranty claims is greater or lesser than expected, our gross margin would be affected.

Gross margin percentage was 15.2% and 16.3% for the nine months ended March 31, 2016 and 2015, respectively. The year-over-year decrease in gross margins in the nine months ended March 31, 2016 was mainly due to a $9.3 million out-of-period adjustment relating to extended warranty revenue which was recognized in the three fiscal year period ended June 30, 2015. Gross margin percentage would have been 15.7% without this out-of-period adjustment.

Operating Expenses

Operating expenses for the three and nine months ended March 31, 2016 and 2015 are as follows (dollars in millions):

	Three Months Ended March 31,		Change		Nine Months Ended March 31,		Change	
	2016	2015	$	%	2016	2015	$	%
Research and development	$31.3	$25.5	$5.7	22.4%	$89.8	$72.5	$17.3	23.9%
Percentage of total net sales	5.9 %	5.4 %			5.3 %	5.1 %		
Sales and marketing	14.5	12.5	2.0	15.8%	45.2	34.7	10.5	30.4%
Percentage of total net sales	2.7 %	2.6 %			2.7 %	2.5 %		
General and administrative	9.0	7.3	1.7	22.5%	27.7	17.3	10.4	59.8%
Percentage of total net sales	1.7 %	1.6 %			1.6 %	1.2 %		
Total operating expenses	$54.7	$45.3	$9.3	20.6%	$162.7	$124.5	$38.2	30.7%
Percentage of total net sales	10.3 %	9.6 %			9.6 %	8.8 %		

Comparison of Three Months Ended March 31, 2016 and 2015

Research and development expenses. Research and development expenses increased by $5.7 million, or 22.4% in the three months ended March 31, 2016 compared to the three months ended March 31, 2015. Research and development expenses were 5.9% and 5.4% of net sales for the three months ended March 31, 2016 and 2015, respectively. The increase in absolute dollars was driven primarily by an increase of $4.5 million in compensation and benefits including stock-based compensation expense and an increase of $1.2 million in development expenses for prototype materials.

Research and development expenses include stock-based compensation expense of $2.5 million and $2.3 million for the three months ended March 31, 2016 and 2015, respectively.

Our compensation and benefit expense in research and development increased from annual salary increases and growth in research and development personnel related to expanded product development initiatives in the United States and in Taiwan. We continue to believe that investments in research and development are critical to our future growth and competitive position in the marketplace. As such, we expect to continue to spend on current and future product development efforts.

Sales and marketing expenses. Sales and marketing expenses increased by $2.0 million, or 15.8% in the three months ended March 31, 2016 compared to the three months ended March 31, 2015. Sales and marketing expenses were 2.7% and 2.6% of net sales for the three months ended March 31, 2016 and 2015, respectively. The increase in absolute dollars was primarily due to an increase of $2.2 million in compensation and benefits resulting primarily from growth in sales and marketing personnel, partially offset by a decrease of $0.6 million in advertising, marketing promotional and trade show expenses.

Sales and marketing expenses include stock-based compensation expense of $0.5 million and $0.4 million for the three months ended March 31, 2016 and 2015, respectively.

General and administrative expenses. General and administrative expenses increased by $1.7 million, or 22.5% in the three months ended March 31, 2016 compared to the three months ended March 31, 2015. General and administrative expenses were 1.7% and 1.6% of net sales for the three months ended March 31, 2016 and 2015, respectively. The increase in absolute dollars was primarily due to an increase of $1.8 million in compensation and benefits including stock-based compensation expense and an increase of $0.4 million in legal expenses, partially offset by an increase of $1.0 million in foreign currency transaction gain.

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General and administrative expenses include stock-based compensation expense of $0.6 million and $0.7 million for the three months ended March 31, 2016 and 2015, respectively.

Comparison of Nine Months Ended March 31, 2016 and 2015

Research and development expenses. Research and development expenses increased by $17.3 million, or 23.9% in the nine months ended March 31, 2016 compared to the nine months ended March 31, 2015. Research and development expenses were 5.3% and 5.1% of net sales for the nine months ended March 31, 2016 and 2015, respectively. The increase in absolute dollars was driven primarily by an increase of $13.6 million in compensation and benefits including stock-based compensation expense, a decrease of $2.1 million refund of value added taxes on research and development expenses and an increase of $1.7 million in development expenses for prototype materials.

Research and development expenses include stock-based compensation expense of $7.4 million and $6.1 million for the nine months ended March 31, 2016 and 2015, respectively.

Our compensation and benefit expense in research and development increased from annual salary increases and growth in research and development personnel related to expanded product development initiatives in the United States and in Taiwan. We continue to believe that investments in research and development are critical to our future growth and competitive position in the marketplace. As such, we expect to continue to spend on current and future product development efforts.

Sales and marketing expenses. Sales and marketing expenses increased by $10.5 million, or 30.4% in the nine months ended March 31, 2016 compared to the nine months ended March 31, 2015. Sales and marketing expenses were 2.7% and 2.5% of net sales for the nine months ended March 31, 2016 and 2015, respectively. The increase in absolute dollars was primarily due to an increase of $6.5 million in compensation and benefits resulting primarily from growth in sales and marketing personnel, an increase of $2.3 million in advertising, marketing promotional and trade show expenses and a decrease of $1.2 million in marketing co-op funding from certain suppliers.

Sales and marketing expenses include stock-based compensation expense of $1.3 million and $1.1 million for the nine months ended March 31, 2016 and 2015, respectively.

General and administrative expenses. General and administrative expenses increased by $10.4 million, or 59.8% in the nine months ended March 31, 2016 compared to the nine months ended March 31, 2015. General and administrative expenses were 1.6% and 1.2% of net sales for the nine months ended March 31, 2016 and 2015, respectively. The increase in absolute dollars was primarily due to an increase of $5.7 million in compensation and benefits including stock-based compensation expense, an increase of $3.5 million in legal, audit and accounting expenses and an increase of $0.8 million in bad debt expenses, partially offset by an increase of $1.1 million in foreign currency transaction gain.

General and administrative expenses include stock-based compensation expense of $2.2 million and $1.8 million for the nine months ended March 31, 2016 and 2015, respectively.

Interest and Other Expense, Net

Interest and other expense, net for the three and nine months ended March 31, 2016 and 2015 are as follows (dollars in millions):

	Three Months Ended March 31,	Change	Nine Months Ended March 31,	Change

	2016	2015	$	%	2016	2015	$	%
Interest and other income, net	$—	$—	$—	N/M*	$0.1	$0.1	$—	N/M*
Interest expense	(0.4)	(0.3)	(0.1)	50.5 %	(1.1)	(0.7)	(0.5)	73.9 %
Interest and other expense, net	$(0.4)	$(0.3)	$(0.1)	55.1 %	$(1.0)	$(0.6)	$(0.4)	79.1 %

*Not meaningful

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Comparison of Three Months Ended March 31, 2016 and 2015

Interest and other expense, net. Interest and other expense, net increased by $0.1 million in the three months ended March 31, 2016 compared to the three months ended March 31, 2015. The increases were primarily due to higher interest expense on debt.

Comparison of Nine Months Ended March 31, 2016 and 2015

Interest and other expense, net. Interest and other expense, net increased by $0.4 million in the nine months ended March 31, 2016 compared to the nine months ended March 31, 2015. The increases were primarily due to higher interest expense on debt.

Provision for Income Taxes

Provision for income taxes and effective tax rates for the three and nine months ended March 31, 2016 and 2015 are as follows (dollars in millions):

	Three Months Ended March 31,		Change		Nine Months Ended March 31,		Change	
	2016	2015	$	%	2016	2015	$	%
Provision for income taxes	$7.4	$8.1	$(0.8)	(9.2)%	$29.0	$30.2	$(1.3)	(4.2)%
Percentage of total net sales	1.4 %	1.7 %			1.7 %	2.1 %		
Effective tax rate	30.7 %	26.1 %			30.8 %	28.7 %		

Comparison of Three Months Ended March 31, 2016 and 2015

Provision for income taxes. Provision for income taxes decreased by $0.8 million, or 9.2% in the three months ended March 31, 2016 compared to the three months ended March 31, 2015. The effective tax rate was 30.7% and 26.1% for the three months ended March 31, 2016 and 2015, respectively. The lower income tax provision for the three months ended March 31, 2016 was primarily attributable to our lower operating income. The effective tax rate for the three months ended March 31, 2016 was higher primarily due to lower benefits from disqualifying dispositions of incentive stock options and lower uncertain tax position releases from lapse of the applicable statute of limitations.

Comparison of Nine Months Ended March 31, 2016 and 2015

Provision for income taxes. Provision for income taxes decreased by $1.3 million, or 4.2% in the nine months ended March 31, 2016 compared to the nine months ended March 31, 2015. The effective tax rate was 30.8% and 28.7% for the nine months ended March 31, 2016 and 2015, respectively. The lower income tax provision for the nine months ended March 31, 2016 was primarily attributable to our lower operating income. The effective tax rate for the nine months ended March 31, 2016 was higher primarily due to lower benefits from disqualifying dispositions of incentive stock options and additional tax accruals related to foreign operations.

Liquidity and Capital Resources

Since our inception, we have financed our growth primarily with funds generated from operations and from the proceeds of our initial public offering. In addition, we have utilized borrowing facilities, particularly in relation to the financing of real property acquisitions. Our cash and cash equivalents and short-term investments were $176.5 million and $95.5 million as of March 31, 2016 and June 30, 2015, respectively. Our cash in foreign locations was $49.9 million and $26.3 million at March 31, 2016 and June 30, 2015, respectively. It is management's intention to reinvest the undistributed foreign earnings indefinitely in foreign operations.

Operating Activities. Net cash provided by operating activities was $92.8 million and $9.1 million for the nine months ended March 31, 2016 and 2015, respectively.

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Net cash provided by our operating activities for the nine months ended March 31, 2016 was primarily due to our net income of $65.1 million, a decrease in accounts receivable of $35.9 million, an increase in other long-term liabilities of $21.8 million, stock-based compensation expense of $11.8 million, depreciation expense of $9.5 million, an increase in accrued liabilities of $5.7 million, and provision for inventory of $6.0 million, which were partially offset by a decrease in accounts payable of $23.2 million, an increase in inventory of $21.8 million, a decrease in income tax payable of $8.6 million, an increase in prepaid expenses and other assets of $3.8 million and an increase in deferred income taxes assets of $2.7 million.

The decrease for the nine months ended March 31, 2016 in accounts receivable was primarily due to lower sales in the last month of the third quarter of fiscal year 2016 as compared to the last month of the fourth quarter of fiscal year 2015. The decrease for the nine months ended March 31, 2016 in accounts payable was due to lower purchases of inventory in the third quarter of fiscal year 2016. The increase for the nine months ended March 31, 2016 in inventory was primarily due to lower sales in the third quarter of fiscal year 2016. We anticipate that accounts receivable, inventory and accounts payable will increase to the extent we continue to grow our product lines and our business.

The increase for the nine months ended March 31, 2015 in accounts receivable was primarily due to an increase in our net sales late in the quarter ended March 31, 2015. The increase for the nine months ended March 31, 2015 in inventory and accounts payable was primarily due to higher purchases in anticipation of the growth of our business in our seasonally strong June quarter and was also impacted by the timing of deliveries as a result of the west coast port strike in February 2015.

Investing activities. Net cash used in our investing activities was $26.1 million and $25.7 million for the nine months ended March 31, 2016 and 2015, respectively. In the nine months ended March 31, 2016, of the net cash used in our investing activities, $25.1 million was related to the purchase of property, plant and equipment, of which $11.1 million was related to the property and equipment of manufacturing buildings at our Green Computing Park in San Jose, California, and $3.2 million was related to the implementation of a new ERP system for the U.S. headquarters and its subsidiaries. We plan to continue the development and construction of improvements to our properties through fiscal year 2017. We anticipate investing approximately $23.2 million through November 2016 to build the second manufacturing facility and remodel our office building. We plan to finance this development through our operating cash flows and additional borrowings from banks. In the nine months ended March 31, 2015, $24.6 million was related to the purchase of property, plant and equipment.

Financing activities. Net cash provided by our financing activities was $13.2 million and $30.0 million for the nine months ended March 31, 2016 and 2015, respectively. In the nine months ended March 31, 2016, we borrowed an additional $24.1 million under our revolving line of credit from Bank of America and CTBC Bank and repaid $23.7 million in loans. Further, we received $10.7 million related to the proceeds from the exercise of stock options in the nine months ended March 31, 2016.

In the nine months ended March 31, 2015, we received $21.1 million related to the proceeds from the exercise of stock options. Further, we borrowed an additional $36.4 million under our revolving line of credit from CTBC Bank and repaid $35.3 million in loans in the nine months ended March 31, 2015.

In the nine months ended March 31, 2016 and 2015, $2.5 million and $7.2 million was related to the excess tax benefits from stock-based compensation, respectively. We expect the net cash provided by financing activities will increase throughout fiscal year 2016 as we intend to obtain additional financing from banks for our working capital requirements.

We expect to experience continued growth in our working capital requirements and capital expenditures as we continue to expand our business. Our long-term future capital requirements will depend on many factors, including our level of revenues, the timing and extent of spending to support our product development efforts, the expansion of sales and marketing activities, the timing of our introductions of new products, the costs to ensure access to adequate manufacturing capacity and the continuing market acceptance of our products. We intend to fund this continued expansion through cash generated by operations and by drawing on the revolving credit facility or through other debt financing. However we cannot be certain whether such financing will be available on commercially reasonable or otherwise favorable terms or that such financing will be available at all. We anticipate that working capital and capital expenditures will constitute a material use of our cash resources. We have sufficient cash on hand to continue to operate for at least the next 12 months.

Other factors affecting liquidity and capital resources

Activities under Revolving Lines of Credit and Term Loans

Bank of America
In June 2015, we entered into an amendment to our existing credit agreement with Bank of America, which provided for (i) a $65.0 million revolving line of credit facility and (ii) a five-year $14.0 million term loan facility. The term loan is secured by three buildings located in San Jose, California and the principal and interest are payable monthly through September 30, 2016 with an interest rate at the LIBOR rate plus 1.50% per annum. In April 2016, we extended the revolving line of credit to mature on May 31, 2016, and we are currently negotiating with Bank of America to renew the revolving line of credit.

The line of credit facility provided for borrowings denominated both in U.S. dollars and in Taiwanese dollars. For borrowings denominated in U.S. dollars, the interest rate for the revolving line of credit is at the LIBOR rate plus 1.25% per annum. The LIBOR rate was 0.44% at March 31, 2016. For borrowings denominated in Taiwanese dollars, the interest rate for the revolving line of credit is equal to the lender's established interest rate which is adjusted monthly.

As of March 31, 2016 and June 30, 2015, the total outstanding borrowings under the Bank of America term loan were $1.6 million and $3.7 million, respectively. The total outstanding borrowings under the Bank of America line of credit were $62.2 million and $59.7 million as of March 31, 2016 and June 30, 2015, respectively. The interest rates for these loans ranged from 1.00% to 1.94% per annum at March 31, 2016 and 0.79% to 1.68% per annum at June 30, 2015, respectively. As of March 31, 2016, the unused revolving line of credit under Bank of America was $2.8 million.

CTBC Bank
In November 2015, we entered into an amendment to the existing credit agreement with CTBC Bank Co., Ltd ("CTBC Bank") that provides for (i) a 12-month NT$700.0 million or $22.0 million U.S. dollar equivalent term loan secured by the land and building located in Bade, Taiwan with an interest rate equal to the lender's established NTD interest rate plus 0.25% per annum which is adjusted monthly and (ii) a 12-month revolving line of credit up to 80.0% of eligible accounts receivable in an aggregate amount of up to $17.0 million with an interest rate equal to the lender's established USD interest rate plus 0.30% per annum which is adjusted monthly. The total borrowings allowed under the credit agreement are capped at NT$1.0 billion or $30.3 million U.S. dollar equivalent. In January 2016, we extended the revolving line of credit to mature on March 31, 2016.

The total outstanding borrowings under the CTBC Bank term loan was denominated in Taiwanese dollars and was translated into U.S. dollars of $20.3 million and $21.3 million as of March 31, 2016 and June 30, 2015, respectively. The total outstanding borrowings under the CTBC Bank revolving line of credit was $9.7 million in U.S. dollars at March 31, 2016 and June 30, 2015. The interest rate for these loans were ranged from 0.92% and 1.06% at March 31, 2016 and 0.82% and 1.16% per annum at June 30, 2015.

In April 2016, we entered into a new credit agreement with CTBC Bank Co., Ltd that provides for (i) a 12-month NT700.0 million or $21.6 million U.S. dollar equivalent term loan facility secured by the land and building located in Bade, Taiwan with an interest rate equal to the lender's established NTD interest rate plus 0.25% per annum which is adjusted monthly. This term loan facility also includes a 12-month customs bond up to NT100.0 million or $3.1 million U.S. dollar equivalent with a 0.5% annual fee, and (ii) a 12-month revolving line of credit up to 80.0% of eligible accounts receivable in an aggregate amount of up to $40.0 million with an interest rate equal to the lender's established USD interest rate plus 0.30% per annum which is adjusted monthly. The total borrowings allowed under the credit agreement are capped at $40.0 million. The credit agreement matures on March 31, 2017.

Covenant Compliance
The credit agreement with Bank of America contains customary representations and warranties and customary affirmative and negative covenants applicable to the Company and its subsidiaries. The credit agreement contains certain financial covenants, including the following:

- Not to incur on a consolidated basis, a net loss before taxes and extraordinary items in any two consecutive quarterly accounting periods;

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- The Company’s funded debt to EBITDA ratio (ratio of all outstanding liabilities for borrowed money and other interest-bearing liabilities, including current and long-term debt, less the non-current portion of subordinated liabilities to EBITDA) shall not be greater than 2.00;
- The Company’s unencumbered liquid assets, as defined in the agreement, held in the United States shall have an aggregate market value of not less than $30,000,000, measured as of the last day of each fiscal quarter and the last day of each fiscal year.

As of March 31, 2016, our total assets of $1,137.0 million collateralized the line of credit with Bank of America and were all of our assets except for the three buildings purchased in San Jose, California in June 2010 and the land and building located in Bade, Taiwan. As of March 31, 2016, total assets collateralizing the term loan with Bank of America were $17.2 million. As of March 31, 2016, the Company was in compliance with all financial covenants associated with the term loan and line of credit with Bank of America.

As of March 31, 2016, the net book value of land and building located in Bade, Taiwan collateralizing the term loan with CTBC Bank was $26.9 million. There are no financial covenants associated with the term loan with CTBC Bank at March 31, 2016.

Contract Manufacturers
In the three and nine months ended March 31, 2016, we paid our contract manufacturers within 35 to 75 days of invoice and Ablecom between 34 to 88 days of invoice. Ablecom, a Taiwan corporation, is one of our major contract manufacturers and a related party. As of March 31, 2016 and June 30, 2015 amounts owed to Ablecom by us were approximately $45.4 million and $59.0 million, respectively.

Auction Rate Securities Valuation
As of March 31, 2016, we held $2.6 million of auction rate securities, net of unrealized losses, representing our interest in auction rate preferred shares in a closed end mutual fund invested in municipal securities; the auction rate security was rated AA2 at March 31, 2016. These auction rate preferred shares have no stated maturity date.

During February 2008, the auctions for these auction rate securities began to fail to obtain sufficient bids to establish a clearing rate and were not saleable in the auction, thereby losing the short-term liquidity previously provided by the auction process. As a result, as of March 31, 2016, $2.6 million of these auction rate securities have been classified as long-term available-for-sale investments. Based on our assessment of fair value at March 31, 2016, we have recorded an accumulated unrealized loss of $0.1 million, net of deferred income taxes, on long-term auction rate securities. The unrealized loss was deemed to be temporary and has been recorded as a component of accumulated other comprehensive loss. In the three and nine months ended March 31, 2016 and 2015, there was no auction rate securities redeemed or sold.

Contractual Obligations

The following table describes our contractual obligations as of March 31, 2016:

	Payments Due by Period				
	Less Than 1 Year	1 to 3 Years	3 to 5 Years	More Than 5 Years	Total
	(in thousands)				
Operating leases	$4,291	$ 6,344	$ 4,593	$ 2,422	$17,650
Capital leases, including interest	265	449	174	—	888
Debt, including interest (1)	93,795	—	—	—	93,795
Purchase commitments (2)	341,559	—	—	—	341,559

Total (3)	$439,910	$ 6,793	$ 4,767	$ 2,422	$453,892

(1) Amount reflects total anticipated cash payments, including anticipated interest payments based on the interest rate at March 31, 2016.

(2) Amount reflects total gross purchase commitments under our manufacturing arrangements with third-party contract manufacturers or vendors. Our purchase obligations included $116.9 million of hard disk drive purchase commitments

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at March 31, 2016, which will be paid through December 2016. See Note 10 of Notes to our Condensed Consolidated Financial Statements for a discussion of purchase commitments.

(3) The table above excludes liabilities for deferred service revenue of $29.5 million and unrecognized tax benefits and related interest and penalties accrual of $15.8 million. We have not provided a detailed estimate of the payment timing of unrecognized tax benefits due to the uncertainty of when the related tax settlements will become due. See Note 9 of Notes to our Condensed Consolidated Financial Statements for a discussion of income taxes.

We expect to fund our remaining contractual obligations from our ongoing operations and existing cash and cash equivalents on hand.

Recent Accounting Pronouncements

In May 2014, the FASB issued new accounting guidance related to revenue recognition. This new standard replaces all current U.S. GAAP guidance on revenue, eliminates all industry-specific guidance and provides a unified model in determining when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, in March 2016, the FASB issued an amendment to the accounting guidance related to revenue from contracts with customers - principal versus agent considerations. In April 2016, the FASB issued an amendment to the accounting guidance related to revenue from contracts with customers - identifying performance obligations and licensing. These guidances can be applied either retrospectively or as a cumulative-effect adjustment as of the date of adoption. Early adoption is permitted for annual periods beginning after December 15, 2016. The new standard is effective for us on July 1, 2018. We are currently evaluating the timing of our adoption and the impact of adopting the new revenue guidance on our financial statement disclosures, results of operations and financial position.

In April 2015, the FASB issued an amendment to the accounting guidance related to presentation of debt issuance costs. The amendment requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. In August 2015, the FASB issued an amendment to the accounting guidance related to presentation and subsequent measurement of debt issuance costs associated with line-of-credit arrangements. The amendment clarified that an entity may defer and present debt issuance costs associated with line-of-credit arrangements as an asset and subsequently amortize the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. The amendment is effective for us on July 1, 2016. We are currently evaluating the effect the amendment to the guidance will have on our financial statement disclosures, results of operations and financial position.

In July 2015, the FASB issued an amendment to the authoritative guidance related to inventory measurement. The amendment requires entities to measure inventory at the lower of cost and net realizable value thereby simplifying the current guidance under which an entity must measure inventory at the lower of cost or market. The amendment is effective for us on July 1, 2017. We are currently evaluating the effect the amendment to the guidance will have on our financial statement disclosures, results of operations and financial position.

In November 2015, the FASB issued an amendment to the accounting guidance related to balance sheet classification of deferred taxes. The amendment requires that all deferred tax assets and liabilities be classified as noncurrent in a classified balance sheet. Early adoption is permitted as of the beginning of an interim or annual reporting period. The amendment is effective for us on July 1, 2017. We are currently evaluating the effect the amendment to the guidance will have on our financial statement disclosures, results of operations and financial position.

In February 2016, the FASB issued an amendment to the accounting guidance related to leases. The amendment will supersede the existing lease guidance, including on-balance sheet recognition of operating leases for lessees. This amendment should be applied using a modified retrospective approach and is effective for us on July 1, 2018. Early adoption is permitted. We are currently evaluating the effect the guidance will have on our financial statement disclosures, results of operations and financial position.

In March 2016, the FASB issued new accounting guidance on the accounting for certain aspects of share-based payments to employees, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. This guidance is effective for us on July 1, 2017. We are currently evaluating the effect the guidance will have on our financial statement disclosures, results of operations and financial position.

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Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

Interest Rate Risk

The primary objectives of our investment activities are to preserve principal, provide liquidity and maximize income without significantly increasing the risk. Some of the securities we invest in are subject to market risk. This means that a change in prevailing interest rates may cause the fair value of the investment to fluctuate. To minimize this risk, we maintain our portfolio of cash equivalents and short-term investments in money market funds and certificates of deposit. Our long-term investments include auction rate securities, which have been classified as long-term due to the lack of a liquid market for these securities. Since our results of operations are not dependent on investments, the risk associated with fluctuating interest rates is limited to our investment portfolio, and we believe that a 10% change in interest rates would not have a significant impact on our results of operations. As of March 31, 2016, our investments were in money market funds, certificates of deposits and auction rate securities.

We are exposed to changes in interest rates as a result of our borrowings under our term loan and revolving lines of credit. The interest rates for the term loans and the revolving lines of credit ranged from 0.92% to 1.94% at March 31, 2016 and 0.79% to 1.68% at June 30, 2015, respectively. Based on the outstanding principal indebtedness of $93.8 million under our credit facilities as of March 31, 2016, we believe that a 10% change in interest rates would not have a significant impact on our results of operations.

Liquidity Risk

As of March 31, 2016, we held $2.6 million of auction rate securities, net of unrealized losses, representing our interest in auction rate preferred shares in a closed end mutual fund invested in municipal securities; the auction rate security was rated AA2 at March 31, 2016. These auction rate preferred shares have no stated maturity date. During February 2008, the auctions for these auction rate securities began to fail to obtain sufficient bids to establish a clearing rate and were not saleable in the auction, thereby losing the short-term liquidity previously provided by the auction process. As a result, as of March 31, 2016, $2.6 million of these auction rate securities have been classified as long-term available-for-sale investments. Based on our assessment of fair value at March 31, 2016, we have recorded an accumulated unrealized loss of $0.1 million, net of deferred income taxes, on long-term auction rate securities. The unrealized loss was deemed to be temporary and has been recorded as a component of accumulated other comprehensive loss. During the three and nine months ended March 31, 2016 and 2015, no auction rate securities were redeemed or sold.

Although we have determined that we will not likely be required to sell the securities before the anticipated recovery and we have the intent and ability to hold our investments until successful auctions occur, these investments are not currently liquid and in the event we need to access these funds, we will not be able to do so without a loss of principal. There can be no assurances that these investments will be settled in the short term or that they will not become other-than-temporarily impaired subsequent to March 31, 2016, as the market for these investments is presently uncertain. In any event, we do not have a present need to access these funds for operational purposes. We will continue to monitor and evaluate these investments as there is no assurance as to when the market for these investments will allow us to liquidate them. We may be required to record impairment charges in periods subsequent to March 31, 2016 in respect to these securities and, if a liquid market does not develop for these investments, we could be required to hold them to market recovery.

Foreign Currency Risk

To date, our international customer and supplier agreements have been denominated primarily in U.S. dollars, and accordingly, we have limited exposure to foreign currency exchange rate fluctuations from customer agreements, and do not currently engage in foreign currency hedging transactions. However, the functional currency of our operations in the Netherlands and Taiwan is the U.S. dollar and our local accounts including financing arrangements are denominated in the local currency in the Netherlands and Taiwan, respectively, and thus we are subject to foreign currency exchange rate fluctuations associated with re-measurement to U.S. dollars. Such fluctuations have not been significant historically. Foreign exchange gain (loss) for the three and nine months ended March 31, 2016 was $0.2 million and $1.6 million, respectively, and for the three and nine months ended March 31, 2015, was $(0.7) million and $0.6 million, respectively.

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Item 4. Controls and Procedures

Evaluation of Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures, as such term is defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The evaluation considered the procedures designed to ensure that information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Due to the material weakness in internal control over financial reporting described below, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were not effective, and were not operating at the reasonable assurance level as of March 31, 2016.

In November 2015, our management identified an error in accounting treatment of certain contracts with extended warranty provisions. Our management has identified a deficiency in the design of a control that represents a material weakness in internal control over financial reporting as follows:

We did not have a control in place that is designed to review underlying sales contracts to identify additional deliverables provided to customers as part of sales transactions entered into by us. As a result, certain extended warranty revenue recorded in prior periods did not meet the criteria for revenue recognition and should have been deferred and recorded over the contractual period of the extended warranty.

Because of the material weakness identified, our management has concluded that our internal control over financial reporting was not effective as of March 31, 2016.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. However, as noted below, we have implemented changes to our internal control over financial reporting to address the material weakness described above.

Transition of enterprise resource planning system

We have implemented a new enterprise resource planning, or ERP, system and have commenced using the new system in the U.S. in July 2015 and in Taiwan and the Netherlands in January 2016. The implementation of this ERP system involves changes in our procedures for internal control over financial reporting. We follow a system implementation life cycle process that requires significant pre-implementation planning, design and testing. We also conducted and will continue to conduct extensive post-implementation monitoring and process modifications to ensure that internal controls over financial reporting are designed and operating effectively. We have not experienced any significant difficulties to date in connection with the implementation or the operation of this ERP system.

Remediation

We have put a control in place to ensure that proper extended warranty and any other deliverables in our bill of materials are tracked and related revenue deferrals are recorded. The following steps have been implemented:

- Initiation of a review of extended warranty and any other deliverables in our bill of materials for all products
- Increased oversight and monitoring by our management of extended warranty and other deliverables in our bill of materials for any new products
- Documenting and tracking extended warranty and other deliverables in our contract matrix to ensure proper revenue recognition

Our management believes the foregoing efforts will effectively remediate the material weakness. As we continue to evaluate and work to improve our internal control over financial reporting, our management may execute additional measures to address the material weakness or modify the remediation plan described and will continue to review and make necessary changes to the overall design of our internal controls.

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PART II: OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we have been involved in various legal proceedings arising from the normal course of business activities. We defend ourselves vigorously against any such claims. In management's opinion, the resolution of any pending matters will not have a material adverse effect on our consolidated financial condition, results of operations, or liquidity.

Item 1A. Risk Factors

The Risk Factors included in our Annual Report on Form 10-K for the year ended June 30, 2015 have not materially changed. You should carefully consider the following risk factors, as well as the other information in this Form 10-Q. If any of the following risks actually occurs, our business, financial condition and results of operations would suffer. In this case, the trading price of our common stock would likely decline and you might lose all or part of your investment in our common stock. Additional risks that we currently do not know about or that we currently believe to be immaterial may also impair our business operations.

Risks Related to Our Business and Industry
Our quarterly operating results will likely fluctuate in the future, which could cause rapid declines in our stock price.
As our business continues to grow, we believe that our quarterly operating results will be subject to greater fluctuation due to various factors, many of which are beyond our control. Factors that may affect quarterly operating results in the future include:

- fluctuations based upon seasonality, with the quarters ending March 31 and September 30 typically being weaker;
- unpredictability of the timing and size of customer orders, since most of our customers purchase our products on a purchase order basis rather than pursuant to a long term contract;
- fluctuations in availability and costs associated with key components and other materials needed to satisfy customer requirements;
- variability of our margins based on the mix of server systems, subsystems and accessories we sell and the percentage of our sales to internet data center cloud customers or geographical regions;
- the timing of the introduction of new products by leading microprocessor vendors and other suppliers;
- fluctuations based upon changes in demand for and cost of storage solutions as such solutions become an increasing percentage of our net sales;
- changes in our product pricing policies, including those made in response to new product announcements and pricing changes of our competitors;
- fluctuations in the timing and size of large customer orders as larger customers and larger orders become an increasing percentage of our net sales;
- mix of whether customer purchases are of full systems or subsystems and accessories and whether made directly or through indirect sales channels;
- the effect of mergers and acquisitions among our competitors, suppliers or partners;
- general economic conditions in our geographic markets; and
- impact of regulatory changes on our cost of doing business.

Accordingly, it is difficult to accurately forecast our growth and results of operations on a quarterly basis. If we fail to meet expectations of investors or analysts, our stock price may fall rapidly and without notice. Furthermore, the fluctuation of

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quarterly operating results may render less meaningful period-to-period comparisons of our operating results, and you should not rely upon them as an indication of future performance.

As we increasingly target larger customers and larger sales opportunities, our customer base may become more concentrated, our cost of sales may increase, our margins may be lower and our sales may be less predictable.

As our business continues to grow, we have become increasingly dependent upon larger sales to maintain our rate of growth. In particular, in recent years, we have completed larger sales to data centers, leading internet companies and for other cloud computing applications. One of our customers accounted for 10.2% and 12.6% of our net sales in the three and nine months ended March 31, 2016, respectively. As customers buy our products in greater volumes and their business becomes a larger percentage of our net sales, we may grow increasingly dependent on those customers to maintain our growth. If our largest customers do not purchase our products at the levels, timeframes or geographies that we expect, our ability to maintain or grow our net sales will be adversely affected.

Increased sales to larger customers may also cause fluctuations in results of operations. Large orders are generally subject to intense competition and pricing pressure which can have an adverse impact on our margins and results of operations. Likewise, larger customers may seek to fulfill all or substantially all of their requirements in a single or a few orders, and not make another significant purchase for a substantial period of time. Accordingly, a significant increase in revenue during the period in which we recognize the revenue from a large customer may be followed by a period of time during which the customer purchases none or few of our products.

Additionally, as we and our partners focus increasingly on selling to larger customers and attracting larger orders, we expect greater costs of sales. Our sales cycle may become longer and more expensive, as larger customers typically spend more time negotiating contracts than smaller customers. Larger customers often seek greater levels of support in the implementation and use of our server solutions.

As a result of the above factors, our quarter-to-quarter results of operations may be subject to greater fluctuation and our stock price may be adversely affected.

We may fail to meet publicly announced financial guidance or other expectations about our business, which would cause our stock to decline in value.

We typically provide forward looking financial guidance when we announce our financial results from the prior quarter. We undertake no obligation to update such guidance at any time. Frequently in the past, our financial results have failed to meet the guidance we provided. There are a number of reasons why we have failed to meet guidance in the past and might fail again in the future, including, but not limited to, the factors described in these Risk Factors.

If we are unable to favorably assess the effectiveness of our internal control over financial reporting, or if our independent auditors are unable to provide an unqualified attestation report on our internal control over financial reporting, our stock price could be adversely affected.

In November 2015, our management determined, and the Audit Committee of our Board of Directors concurred, that a material weakness existed in our internal control over financial reporting related to the revenue recognition of contracts with extended product warranties. We identified errors related to revenue recognized prior to meeting the U.S. GAAP revenue recognition criteria that impacted prior periods, including fiscal years 2013, 2014 and 2015 which were corrected in the three months ended September 30, 2015. We have taken steps to remediate this material weakness. These improvements in our controls are on-going and will be part of our future year-end closing processes. While we have put controls in place to remediate the material weakness, we cannot assure that there will not be additional material weaknesses or significant deficiencies that we or our independent registered public accounting firm may identify. If we identify such issues or if we are unable to produce accurate and timely financial statements, our stock price may be adversely affected and we may be unable to maintain compliance with Nasdaq listing requirements.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, or Section 404, our management is required to report on the effectiveness of our internal control over financial reporting in our annual reports. In addition, our independent auditors must attest to and report on the effectiveness of our internal control over financial reporting. The rules governing the standards that must be met for management to assess our internal control over financial reporting are complex, and require significant documentation, testing and possible remediation. As a result, our efforts to comply with Section 404 have required the commitment of significant managerial and financial resources. As we are committed to maintaining high standards of public disclosure, our efforts to comply with Section 404 are ongoing, and we are continuously in the process of reviewing,

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documenting and testing our internal control over financial reporting, which will result in continued commitment of significant financial and managerial resources. Although we strive to maintain effective internal controls over financial reporting in order to prevent and detect material misstatements in our annual and quarterly financial statements and prevent fraud, we cannot assure that such efforts will be effective. If we fail to maintain effective internal controls in future periods, our operating results, financial position and stock price could be adversely affected.

Increases in average selling prices for our server solutions have significantly contributed to our increases in net sales. Such prices are subject to decline if customers do not continue to purchase our latest generation products or additional components, which could harm our results of operations.

Increases in average selling prices have significantly contributed to our increases in net sales. As with most electronics based products, average selling prices of servers typically are highest at the time of introduction of new products, which utilize the latest technology, and tend to decrease over time as such products become commoditized and are ultimately replaced by even newer generation products. As our business continues to grow, we may increasingly be subject to this industry risk. We cannot predict the timing or amount of any decline in the average selling prices of our server solutions that we may experience in the future. In some instances, our agreements with our distributors limit our ability to reduce prices unless we make such price reductions available to them, or price protect their inventory. If we are unable to decrease per unit manufacturing costs faster than the rate at which average selling prices continue to decline, our business, financial condition and results of operations will be harmed. In addition, our average selling prices have increased rapidly in recent periods as we have sold more products including additional components such as more memory and hard disk drive capacity. There is no assurance that our average selling prices will continue to increase and may decline due to decreased demand for, or lower prices of, the additional components that we sell with our server solutions.

Our cost structure and ability to deliver server solutions to customers in a timely manner may be adversely affected by volatility of the market for core components and materials for our products.

Prices of materials and core components utilized in the manufacture of our server solutions, such as serverboards, chassis, central processing units, or CPUs, memory and hard drives represent a significant portion of our cost of sales. We generally do not enter into long-term supply contracts for these materials and core components, but instead purchase these materials and components on a purchase order basis. Prices of these core components and materials are volatile, and, as a result, it is difficult to predict expense levels and operating results. In addition, if our business growth renders it necessary or appropriate to transition to longer term contracts with materials and core component suppliers, our costs may increase and our gross margins could correspondingly decrease.

Because we often acquire materials and core components on an as needed basis, we may be limited in our ability to effectively and efficiently respond to customer orders because of the then-current availability or the terms and pricing of materials and core components. Our industry has experienced materials shortages and delivery delays in the past, and we may experience shortages or delays of critical materials in the future. From time to time, we have been forced to delay the introduction of certain of our products or the fulfillment of customer orders as a result of shortages of materials and core components. For example, we were unable to fulfill certain orders at the end of the quarter ended June 30, 2010 due to component shortages, and our net sales were adversely impacted in fiscal year 2013 and 2012 by disk drive shortages resulting from the flooding in Thailand. If shortages or delays arise, the prices of these materials and core components may increase or the materials and core components may not be available at all. In addition, in the event of shortages, some of our larger competitors may have greater abilities to obtain materials and core components due to their larger purchasing power. We may not be able to secure enough core components or materials at reasonable prices or of acceptable quality to build new products to meet customer demand, which could adversely affect our business and financial results.

If we were to lose any of our current supply or contract manufacturing relationships, the process of identifying and qualifying a new supplier or contract manufacturer who will meet our quality and delivery requirements, and who will appropriately safeguard our intellectual property, may require a significant investment of time and resources, adversely affecting our ability to satisfy customer purchase orders and delaying our ability to rapidly introduce new products to market. Similarly, if any of our suppliers were to cancel, materially change contracts or commitments to us or fail to meet the quality or delivery requirements needed to satisfy customer demand for our products, whether due to shortages or other reasons, our reputation and relationships with customers could be damaged. We could lose orders, be unable to develop or sell some products cost-effectively or on a timely basis, if at all, and have significantly decreased revenues, margins and earnings, which would have a material adverse effect on our business.

We may incur additional expenses and suffer lower margins if our expectations regarding long term hard disk drive commitments prove incorrect.

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Notwithstanding our general practice of not entering into long term supply contracts, as a result of severe flooding in Thailand during the first quarter of fiscal year 2012, we have entered into purchase agreements with selected suppliers of hard disk drives in order to ensure continuity of supply for these components. The hard disk drive purchase commitments totaled approximately $116.9 million as of March 31, 2016, a decrease from $185.7 million as of June 30, 2015 and will be paid through December 2016. Higher costs compared to the lower selling prices for these components incurred under these agreements contributed to our lower gross profit in fiscal year 2013 and will likely impact our gross profit in the future. Our existing and any other similar future supply commitments that we may enter into expose us to risk for lower margins or loss on disposal of such inventory if our expectations of customer demand are incorrect and the market price of the material or component inventory decline. Likewise if we fail to enter into commitments we may be exposed to limited availability of supply or higher inventory costs which could result in lower net sales and adversely impact gross margin and net income.

We may lose sales or incur unexpected expenses relating to insufficient, excess or obsolete inventory.

As a result of our strategy to provide greater choice and customization of our products to our customers, we are required to maintain a high level of inventory. If we fail to maintain sufficient inventory, we may not be able to meet demand for our products on a timely basis, and our sales may suffer. If we overestimate customer demand for our products, we could experience excess inventory of our products and be unable to sell those products at a reasonable price, or at all. As a result, we may need to record higher inventory reserves. In addition, from time to time we assume greater inventory risk in connection with the purchase or manufacture of more specialized components in connection with higher volume sales opportunities. We have from time to time experienced inventory write downs associated with higher volume sales that were not completed as anticipated. For example, we recorded a reserve in the quarters ended March 31, 2013 and June 30, 2013 relating to specialized inventory purchased for one customer. We expect that we will experience such write downs from time to time in the future related to existing and future commitments. If we are later able to sell inventory with respect to which we have taken a reserve at a profit, it may increase the quarterly variances in our operating results. Additionally, the rapid pace of innovation in our industry could render significant portions of our existing inventory obsolete. Certain of our distributors and OEMs have rights to return products, limited to purchases over a specified period of time, generally within 60 to 90 days of the purchase, or to products in the distributor's or OEM's inventory at certain times, such as termination of the agreement or product obsolescence. Any returns under these arrangements could result in additional obsolete inventory. In addition, server systems, subsystems and accessories that have been customized and later returned by those of our customers and partners who have return rights or stock rotation rights may be unusable for other purposes or may require reformation at additional cost to be made ready for sale to other customers. Excess or obsolete inventory levels for these or other reasons could result in unexpected expenses or increases in our reserves against potential future charges which would adversely affect our business and financial results. For example, during the three and nine months ended March 31, 2016, we recorded inventory write-downs charged to cost of sales of $2.2 million and $6.0 million for lower of cost or market and excess and obsolete inventory, respectively, and $0.3 million and $4.5 million during the three and nine months ended March 31, 2015, respectively. For additional information regarding customer return rights, see “Management's Discussion and Analysis of Financial Condition and Results of Operations-Critical Accounting Policies-Inventory Valuation.”

We may encounter difficulties with our ERP systems.

We have implemented a new enterprise resource planning, or ERP, system and have commenced using the new system in the U.S. in July 2015 and in Taiwan and the Netherlands in January 2016. We have incurred and expect to continue to incur additional expenses for our implementation. Many companies have experienced delays and difficulties with the implementation of new or changed ERP systems that have had a negative effect on their business. Any disruptions, delays or deficiencies in the design and implementation of our new ERP system could result in potentially much higher costs than we currently anticipate and could adversely affect our ability to develop new products, provide services, fulfill contractual obligations, file reports with the SEC in a timely manner and/or otherwise operate our business, or otherwise impact our controls environment. Any of these consequences could have an adverse effect on our results of operations and financial condition.

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System security risks, data protection breaches, cyber-attacks and other related cyber-security issues could disrupt our internal operations or interfere with our products, and any such disruption could reduce our expected revenues, increase our expenses, damage our reputation and adversely affect our stock price.

Experienced computer programmers and hackers may be able to penetrate our network and misappropriate or compromise our confidential information or that of third parties, create system disruptions or cause shutdowns. Computer programmers and hackers also may be able to develop and deploy viruses, worms, and other malicious software programs that attack our products or otherwise exploit any security vulnerabilities of our products. In addition, our hardware and software or third party components and software that we utilize in our products may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation of the products. The costs to us to eliminate or alleviate cyber or other security problems, bugs, viruses, worms, malicious software programs and security vulnerabilities could be significant and, if our efforts to address these problems are not successful, this could result in interruptions, delays, cessation of service and loss of existing or potential customers that may impede our sales, manufacturing, distribution or other critical functions. Any claim that our products or systems are subject to a cyber-security risk, whether valid or not, could damage our reputation and adversely impact our revenues and results of operations.

We manage and store various proprietary information and sensitive or confidential data relating to our business as well as information from our suppliers and customers. Breaches of our or any of our third party suppliers' security measures or the accidental loss, inadvertent disclosure or unapproved dissemination of proprietary information or sensitive or confidential data about us or our customers or suppliers, including the potential loss or disclosure of such information or data as a result of fraud, trickery or other forms of deception, could expose us or our customers or suppliers to a risk of loss or misuse of this information, result in litigation and potential liability for us, damage our brand and reputation or otherwise harm our business. In addition, the cost and operational consequences of implementing further data protection measures could be significant.

If we do not successfully manage the expansion of our international manufacturing operations, our business could be harmed.

Since inception we have conducted a substantial majority of our manufacturing operations near our corporate headquarters in California. We are increasing our utilization of manufacturing operations in Taiwan and in the Netherlands. The commencement or scaling of new manufacturing operations in new locations, particularly in other jurisdictions, entails additional risks and challenges. If we are unable to successfully ramp up these operations we may incur unanticipated costs, difficulties in making timely delivery of products or suffer other business disruptions which could adversely impact our results of operations.

We may not be able to successfully manage our planned growth and expansion.

Over time we expect to continue to make investments to pursue new customers and expand our product offerings to grow our business rapidly. We expect that our annual operating expenses will continue to increase as we invest in sales and marketing, research and development, manufacturing and production infrastructure, and strengthen customer service and support resources for our customers. Our failure to expand operational and financial systems timely or efficiently could result in additional operating inefficiencies, which could increase our costs and expenses more than we had planned and prevent us from successfully executing our business plan. We may not be able to offset the costs of operation expansion by leveraging the economies of scale from our growth in negotiations with our suppliers and contract manufacturers. Additionally, if we increase our operating expenses in anticipation of the growth of our business and this growth does not meet our expectations, our financial results will be negatively impacted.

If our business grows, we will have to manage additional product design projects, materials procurement processes, and sales efforts and marketing for an increasing number of SKUs, as well as expand the number and scope of our relationships with suppliers, distributors and end customers. If we fail to manage these additional responsibilities and relationships successfully, we may incur significant costs, which may negatively impact our operating results. Additionally, in our efforts to be first to market with new products with innovative functionality and features, we may devote significant research and development resources to products and product features for which a market does not develop quickly, or at all. If we are not able to predict market trends accurately, we may not benefit from such research and development activities, and our results of operations may suffer.

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The market in which we participate is highly competitive, and if we do not compete effectively, we may not be able to increase our market penetration, grow our net sales or improve our gross margins.

The market for server solutions is intensely competitive and rapidly changing. Barriers to entry in our market are relatively low and we expect increased challenges from existing as well as new competitors. Some of our principal competitors offer server solutions at a lower price, which has resulted in pricing pressures on sales of our server solutions. We expect further downward pricing pressure from our competitors and expect that we will have to price some of our server solutions aggressively to increase our market share with respect to those products or geographies, particularly for internet data center customers and other large sale opportunities. If we are unable to maintain the margins on our server solutions, our operating results could be negatively impacted. In addition, if we do not develop new innovative server solutions, or enhance the reliability, performance, efficiency and other features of our existing server solutions, our customers may turn to our competitors for alternatives. In addition, pricing pressures and increased competition generally may also result in reduced sales, less efficient utilization of our manufacturing operations, lower margins or the failure of our products to achieve or maintain widespread market acceptance, any of which could have a material adverse effect on our business, results of operations and financial condition.

Our principal competitors include global technology companies such as Dell, Inc., Hewlett-Packard Enterprise, Lenovo and Cisco. In addition, we also compete with a number of other vendors who also sell application optimized servers, contract manufacturers and original design manufacturers, or ODMs, such as Quanta Computer Incorporated. ODMs sell server solutions marketed or sold under a third party brand.

Many of our competitors enjoy substantial competitive advantages, such as:

- greater name recognition and deeper market penetration;
- longer operating histories;
- larger sales and marketing organizations and research and development teams and budgets;
- more established relationships with customers, contract manufacturers and suppliers and better channels to reach larger customer bases and larger sales volume allowing for better costs;
- larger customer service and support organizations with greater geographic scope;
- a broader and more diversified array of products and services; and
- substantially greater financial, technical and other resources.

Some of our current or potential ODM competitors are also currently or have in the past been suppliers to us. As a result, they may possess sensitive knowledge or experience which may be used against us competitively and/or which may require us to alter our supply arrangements or sources in a way which could adversely impact our cost of sales or results of operations.

Our competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or customer requirements. Competitors may seek to copy our innovations and use cost advantages from greater size to compete aggressively with us on price. Certain customers are also current or prospective competitors and as a result, assistance that we provide to them as customers may ultimately result in increased competitive pressure against us. Furthermore, because of these advantages, even if our application optimized server solutions are more effective than the products that our competitors offer, potential customers might accept competitive products in lieu of purchasing our products. The challenges we face from larger competitors will become even greater if consolidation or collaboration between or among our competitors occurs in our industry. Also initiatives like the Open Compute Project, or OCP, a project to establish more industry standard data center configurations, could have the impact of supporting an approach which is less favorable to the flexibility and customization that we offer. These changes could have a significant impact on the market and impact our results of operations. For all of these reasons, we may not be able to compete successfully against our current or future competitors, and if we do not compete effectively, our ability to increase our net sales may be impaired.

Any failure to adequately expand or retain our sales force will impede our growth.

We expect that our direct sales force will continue to grow as larger customers increasingly require a direct sales approach. Competition for direct sales personnel with the advanced sales skills and technical knowledge we need is intense. Our ability to grow our revenue in the future will depend, in large part, on our success in recruiting, training, retaining and successfully managing sufficient qualified direct sales personnel. We have traditionally experienced much greater turnover in our sales and marketing personnel as compared to other departments and other companies. New hires require significant training and may take six months or longer before they reach full productivity. Our recent hires and planned hires may not

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become as productive as we would like, and we may be unable to hire sufficient numbers of qualified individuals in the future in the markets where we do business. If we are unable to hire, develop and retain sufficient numbers of productive sales personnel, sales of our server solutions will suffer.

We must work closely with our suppliers to make timely new product introductions.

We rely on our close working relationships with our suppliers, including Intel, AMD and Nvidia, to anticipate and deliver new products on a timely basis when new generation materials and core components are made available. Intel, AMD and Nvidia are the only suppliers of the microprocessors we use in our server systems. If we are not able to maintain our relationships with our suppliers or continue to leverage their research and development capabilities to develop new technologies desired by our customers, our ability to quickly offer advanced technology and product innovations to our customers would be impaired. We have no long term agreements that obligate our suppliers to continue to work with us or to supply us with products.

Our suppliers' failure to improve the functionality and performance of materials and core components for our products may impair or delay our ability to deliver innovative products to our customers.

We need our material and core component suppliers, such as Intel, AMD and Nvidia, to provide us with core components that are innovative, reliable and attractive to our customers. Due to the pace of innovation in our industry, many of our customers may delay or reduce purchase decisions until they believe that they are receiving best of breed products that will not be rendered obsolete by an impending technological development. Accordingly, demand for new server systems that incorporate new products and features is significantly impacted by our suppliers' new product introduction schedules and the functionality, performance and reliability of those new products. If our materials and core component suppliers fail to deliver new and improved materials and core components for our products, we may not be able to satisfy customer demand for our products in a timely manner, or at all. If our suppliers' components do not function properly, we may incur additional costs and our relationships with our customers may be adversely affected.

As our business grows, we expect that we may be exposed to greater customer credit risks.

Historically, we have offered limited credit terms to our customers. As our customer base expands, as our orders increase in size, and as we obtain more direct customers, we expect to offer increased credit terms and flexible payment programs to our customers. Doing so may subject us to increased credit risk, higher accounts receivable with longer days outstanding, and increases in charges or reserves, which could have a material adverse effect on our business, results of operations and financial condition.

We rely on indirect sales channels for a significant percentage of our revenue and any disruption in these channels could adversely affect our sales.

Sales of our products through third party distributors and resellers accounted for 45.6% and 44.2% of our net sales in the three and nine months ended March 31, 2016, respectively, and 46.1% and 50.3% in the three and nine months ended March 31, 2015, respectively. We depend on our distributors to assist us in promoting market acceptance of our products and anticipate that a majority of our revenues will continue to result from sales through indirect channels. To maintain and potentially increase our revenue and profitability, we will have to successfully preserve and expand our existing distribution relationships as well as develop new distribution relationships. Our distributors also sell products offered by our competitors and may elect to focus their efforts on these sales. If our competitors offer our distributors more favorable terms or have more products available to meet the needs of their customers, or utilize the leverage of broader product lines sold through the distributors, those distributors may de-emphasize or decline to carry our products. In addition, our distributors' order decision-making process is complex and involves several factors, including end customer demand, warehouse allocation and marketing resources, which can make it difficult to accurately predict total sales for the quarter until late in the quarter. We also do not control the pricing or discounts offered by distributors to end customers. To maintain our participation in distributors' marketing programs, in the past we have provided cooperative marketing arrangements or made short-term pricing concessions.

The discontinuation of cooperative marketing arrangements or pricing concessions could have a negative effect on our business. Our distributors could also modify their business practices, such as payment terms, inventory levels or order patterns. If we are unable to maintain successful relationships with distributors or expand our distribution channels or we experience unexpected changes in payment terms, inventory levels or other practices by our distributors, our business will suffer.

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Our direct sales efforts may create confusion for our end customers and harm our relationships with our distributors and OEMs.

We expect our direct sales force to continue to grow as our business grows. As our direct sales force becomes larger, our direct sales efforts may lead to conflicts with our distributors and OEMs, who may view our direct sales efforts as undermining their efforts to sell our products. If a distributor or OEM deems our direct sales efforts to be inappropriate, the distributor or OEM may not effectively market our products, may emphasize alternative products from competitors, or may seek to terminate our business relationship. Disruptions in our distribution channels could cause our revenues to decrease or fail to grow as expected. Our failure to implement an effective direct sales strategy that maintains and expands our relationships with our distributors and OEMs could lead to a decline in sales and adversely affect our results of operations.

Our research and development expenditures, as a percentage of our net sales, are considerably higher than many of our competitors and our earnings will depend upon maintaining revenues and margins that offset these expenditures.

Our strategy is to focus on being consistently rapid-to-market with flexible and customizable server systems that take advantage of our own internal development and the latest technologies offered by microprocessor manufacturers and other component vendors. Consistent with this strategy, we spend higher amounts, as a percentage of revenues, on research and development costs than many of our competitors. If we cannot sell our products in sufficient volume and with adequate gross margins to compensate for such investment in research and development, our earnings may be materially and adversely affected.

Our failure to deliver high quality server solutions could damage our reputation and diminish demand for our products.

Our server solutions are critical to our customers' business operations. Our customers require our server solutions to perform at a high level, contain valuable features and be extremely reliable. The design of our server solutions is sophisticated and complex, and the process for manufacturing, assembling and testing our server solutions is challenging. Occasionally, our design or manufacturing processes may fail to deliver products of the quality that our customers require. For example, in the past a vendor provided us with a defective capacitor that failed under certain heavy use applications. As a result, our product needed to be repaired. Though the vendor agreed to pay for a large percentage of the costs of the repairs, we incurred costs in connection with the recall and diverted resources from other projects.

New flaws or limitations in our server solutions may be detected in the future. Part of our strategy is to bring new products to market quickly, and first-generation products may have a higher likelihood of containing undetected flaws. If our customers discover defects or other performance problems with our products, our customers' businesses, and our reputation, may be damaged. Customers may elect to delay or withhold payment for defective or underperforming server solutions, request remedial action, terminate contracts for untimely delivery, or elect not to order additional server solutions, which could result in an increase in our provision for doubtful accounts, an increase in collection cycles for accounts receivable or subject us to the expense and risk of litigation. We may incur expense in recalling, refurbishing or repairing defective server solutions. If we do not properly address customer concerns about our products, our reputation and relationships with our customers may be harmed. For all of these reasons, customer dissatisfaction with the quality of our products could substantially impair our ability to grow our business.

Conflicts of interest may arise between us and Ablecom Technology Inc., one of our major contract manufacturers, and those conflicts may adversely affect our operations.

We use Ablecom, a related party, for contract design and manufacturing coordination support. We work with Ablecom to optimize modular designs for our chassis and certain of other components. Our purchases from Ablecom represented 12.2% and 13% of our cost of sales for the three and nine months ended March 31, 2016, respectively, and 14.7% and 14.3% for the three and nine months ended March 31, 2015, respectively. Ablecom's sales to us constitute a substantial majority of Ablecom's net sales. Ablecom is a privately-held Taiwan-based company.

Steve Liang, Ablecom's Chief Executive Officer and largest shareholder, is the brother of Charles Liang, our President, Chief Executive Officer and Chairman of the Board. Charles Liang, and his spouse, Chiu-Chu (Sara) Liu Liang, our Vice President of Operations, Treasurer and director, jointly own 10.5% of Ablecom's outstanding common stock, while Mr. Steve Liang and other family members own 36.0% of Ablecom's outstanding common stock. Mr. and Mrs. Charles Liang, as directors, officers and significant stockholders of the Company, have considerable influence over the management of our business relationships. Accordingly, we may be disadvantaged by their economic interests as stockholders of Ablecom and their personal relationship with Ablecom's Chief Executive Officer. We may not negotiate or enforce contractual terms as aggressively with Ablecom as we might with an unrelated party, and the commercial terms of our agreements may be less favorable than we might obtain in negotiations with third parties. If our business dealings with Ablecom are not as favorable to us as arms-length transactions, our results of operations may be harmed.

If Steve Liang ceases to have significant influence over Ablecom, or if those of our stockholders who hold shares of Ablecom cease to have a significant amount of the outstanding shares of Ablecom, the terms and conditions of our agreements with Ablecom may not be as favorable as those in our existing contracts. As a result, our costs could increase and adversely affect our margins and results of operations.

Our relationship with Ablecom may allow us to benefit from favorable pricing which may result in reported results more favorable than we might report in the absence of our relationship.

Although we generally re-negotiate the price of products that we purchase from Ablecom on a quarterly basis, pursuant to our agreements with Ablecom either party may re-negotiate the price of products for each order. As a result of our relationship with Ablecom, it is possible that Ablecom may in the future sell products to us at a price lower than we could obtain from an unrelated third party supplier. This may result in future reporting of gross profit as a percentage of net sales that is in excess of what we might have obtained absent our relationship with Ablecom.

Our reliance on Ablecom could be subject to risks associated with our reliance on a limited source of contract manufacturing services and inventory warehousing.

We continue to maintain our manufacturing relationship with Ablecom in Asia. In order to provide a larger volume of contract manufacturing services for us, Ablecom will continue to warehouse for us an increasing number of components and subassemblies manufactured by multiple suppliers prior to shipment to our facilities in the U.S. and Europe. We also anticipate that we will continue to lease office space from Ablecom in Taiwan to support the research and development efforts we are undertaking and continue to operate a joint management company with Ablecom to manage the common areas shared by us and Ablecom for our separately constructed manufacturing facilities in Taiwan.

If we or Ablecom fail to manage the contract manufacturing services and warehouse operations in Asia, we may experience delays in our ability to fulfill customer orders. Similarly, if Ablecom’s facility in Asia is subject to damage, destruction or other disruptions, our inventory may be damaged or destroyed, and we may be unable to find adequate alternative providers of contract manufacturing services in the time that we or our customers require. We could lose orders and be unable to develop or sell some products cost-effectively or on a timely basis, if at all.

Currently, we purchase contract manufacturing services primarily for our chassis and power supply products from Ablecom. If our commercial relationship with Ablecom were to deteriorate or terminate, establishing direct relationships with those entities supplying Ablecom with key materials for our products or identifying and negotiating agreements with alternative providers of warehouse and contract manufacturing services might take a considerable amount of time and require a significant investment of resources. Pursuant to our agreements with Ablecom and subject to certain exceptions, Ablecom has the exclusive right to be our supplier of the specific products developed under such agreements. As a result, if we are unable to obtain such products from Ablecom on terms acceptable to us, we may need to identify a new supplier, change our design and acquire new tooling, all of which could result in delays in our product availability and increased costs. If we need to use other suppliers, we may not be able to establish business arrangements that are, individually or in the aggregate, as favorable as the terms and conditions we have established with Ablecom. If any of these things should occur, our net sales, margins and earnings could significantly decrease, which would have a material adverse effect on our business.

Our growth into markets outside the United States exposes us to risks inherent in international business operations.

We market and sell our systems and components both domestically and outside the United States. We intend to expand our international sales efforts, especially into Asia and are expanding our business operations in Europe and Asia, particularly in Taiwan, the Netherlands, China and Japan. In particular, we have and continue to make substantial investments for the purchase of land and the development of new facilities in Taiwan to accommodate our expected growth. Our international expansion efforts may not be successful. Our international operations expose us to risks and challenges that we would otherwise not face if we conducted our business only in the United States, such as:

- heightened price sensitivity from customers in emerging markets;
- our ability to establish local manufacturing, support and service functions, and to form channel relationships with resellers in non-U.S. markets;
- localization of our systems and components, including translation into foreign languages and the associated expenses;

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- compliance with multiple, conflicting and changing governmental laws and regulations;
- foreign currency fluctuations;
- limited visibility into sales of our products by our distributors;
- laws favoring local competitors;
- weaker legal protections of intellectual property rights and mechanisms for enforcing those rights;
- market disruptions created by public health crises in regions outside the U.S., such as Avian flu, SARS and other diseases;
- difficulties in staffing and managing foreign operations, including challenges presented by relationships with workers' councils and labor unions; and
- changing regional economic and political conditions.

These factors could limit our future international sales or otherwise adversely impact our operations or our results of operations.

We have in the past entered into plea and settlement agreements with the government relating to violations of export control and related laws; if we fail to comply with laws and regulations restricting dealings with sanctioned countries, we may be subject to future civil or criminal penalties, which may have a material adverse effect on our business or ability to do business outside the United States.

In 2006, we entered into certain plea and settlement agreement with government agencies relating to export control and related law violations for activities that occurred in the 2001 to 2003 time frame. We believe we are currently in compliance in all material respects with applicable export related laws and regulations. However, if our export compliance program is not effective, or if we are subject to any future claims regarding violation of export control and economic sanctions laws, we could be subject to civil or criminal penalties, which could lead to a material fine or other sanctions, including loss of export privileges, that may have a material adverse effect on our business, financial condition, results of operation and future prospects. In addition, these plea and settlement agreements and any future violations could have an adverse impact on our ability to sell our products to United States federal, state and local government and related entities.

Any failure to protect our intellectual property rights, trade secrets and technical know-how could impair our brand and our competitiveness.

Our ability to prevent competitors from gaining access to our technology is essential to our success. If we fail to protect our intellectual property rights adequately, we may lose an important advantage in the markets in which we compete. Trademark, patent, copyright and trade secret laws in the United States and other jurisdictions as well as our internal confidentiality procedures and contractual provisions are the core of our efforts to protect our proprietary technology and our brand. Our patents and other intellectual property rights may be challenged by others or invalidated through administrative process or litigation, and we may initiate claims or litigation against third parties for infringement of our proprietary rights. Such administrative proceedings and litigation are inherently uncertain and divert resources that could be put towards other business priorities. We may not be able to obtain a favorable outcome and may spend considerable resources in our efforts to defend and protect our intellectual property.

Furthermore, legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to us in every country in which our products are available. The laws of some foreign countries may not be as protective of intellectual property rights as those in the United States, and mechanisms for enforcement of intellectual property rights may be inadequate.

Accordingly, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property and using our technology for their competitive advantage. Any such infringement or misappropriation could have a material adverse effect on our business, results of operations and financial condition.

Resolution of claims that we have violated or may violate the intellectual property rights of others could require us to indemnify our customers, resellers or vendors, redesign our products, or pay significant royalties to third parties, and materially harm our business.

Our industry is marked by a large number of patents, copyrights, trade secrets and trademarks and by frequent litigation based on allegations of infringement or other violation of intellectual property rights. Our primary competitors have substantially greater numbers of issued patents than we have which may position us less favorably in the event of any claims or litigation with them. Other third-parties have in the past sent us correspondence regarding their intellectual property or filed claims that our products infringe or violate third parties' intellectual property rights. In addition, increasingly non-operating companies are purchasing patents and bringing claims against technology companies. We have been subject to several such claims and may be subject to such claims in the future.

Successful intellectual property claims against us from others could result in significant financial liability or prevent us from operating our business or portions of our business as we currently conduct it or as we may later conduct it. In addition, resolution of claims may require us to redesign our technology, to obtain licenses to use intellectual property belonging to third parties, which we may not be able to obtain on reasonable terms, to cease using the technology covered by those rights, and to indemnify our customers, resellers or vendors. Any claim, regardless of its merits, could be expensive and time consuming to defend against, and divert the attention of our technical and management resources.

If we lose Charles Liang, our President, Chief Executive Officer and Chairman, or any other key employee or are unable to attract additional key employees, we may not be able to implement our business strategy in a timely manner.

Our future success depends in large part upon the continued service of our executive management team and other key employees. In particular, Charles Liang, our President, Chief Executive Officer and Chairman of the Board, is critical to the overall management of our company as well as to the development of our culture and our strategic direction. Mr. Liang co-founded our company and has been our Chief Executive Officer since our inception. His experience in running our business and his personal involvement in key relationships with suppliers, customers and strategic partners are extremely valuable to our company. We currently do not have a succession plan for the replacement of Mr. Liang if it were to become necessary. Additionally, we are particularly dependent on the continued service of our existing research and development personnel because of the complexity of our products and technologies. Our employment arrangements with our executives and employees do not require them to provide services to us for any specific length of time, and they can terminate their employment with us at any time, with or without notice, without penalty. The loss of services of any of these executives or of one or more other key members of our team could seriously harm our business.

To execute our growth plan, we must attract additional highly qualified personnel, including additional engineers and executive staff. Competition for qualified personnel is intense, especially in San Jose, where we are headquartered. We have experienced in the past and may continue to experience difficulty in hiring and retaining highly skilled employees with appropriate qualifications. In particular, we are currently working to add personnel in our finance, accounting and general administration departments, which have historically had limited budgets and staffing. If we are unable to attract and integrate additional key employees in a manner that enables us to scale our business and operations effectively, or if we do not maintain competitive compensation policies to retain our employees, our ability to operate effectively and efficiently could be limited.

Backlog does not provide a substantial portion of our net sales in any quarter.

Our net sales are difficult to forecast because we do not have sufficient backlog of unfilled orders to meet our quarterly net sales targets at the beginning of a quarter. Rather, a majority of our net sales in any quarter depend upon customer orders that we receive and fulfill in that quarter. Because our expense levels are based in part on our expectations as to future net sales and to a large extent are fixed in the short term, we might be unable to adjust spending in time to compensate for any shortfall in net sales. Accordingly, any significant shortfall of revenues in relation to our expectations would harm our operating results.

Our business and operations are especially subject to the risks of earthquakes and other natural catastrophic events.

Our corporate headquarters, including our most significant research and development and manufacturing operations, are located in the Silicon Valley area of Northern California, a region known for seismic activity. We have also established significant manufacturing and research and development operations in Taiwan which is also subject to seismic activity risks. We do not currently have a comprehensive disaster recovery program and as a result, a significant natural disaster, such as an earthquake, could have a material adverse impact on our business, operating results, and financial condition. Although we are in the process of preparing such a program, there is no assurance that it will be effective in the event of such a disaster.

Our operations involve the use of hazardous and toxic materials, and we must comply with environmental laws and regulations, which can be expensive, and may affect our business and operating results.

We are subject to federal, state and local regulations relating to the use, handling, storage, disposal and human exposure to hazardous and toxic materials. If we were to violate or become liable under environmental laws in the future as a result of our inability to obtain permits, human error, accident, equipment failure or other causes, we could be subject to fines, costs, or civil or criminal sanctions, face third party property damage or personal injury claims or be required to incur substantial investigation or remediation costs, which could be material, or experience disruptions in our operations, any of which could have a material adverse effect on our business. In addition, environmental laws could become more stringent over time imposing greater compliance costs and increasing risks and penalties associated with violations, which could harm our business.

We also face increasing complexity in our product design as we adjust to new and future requirements relating to the materials composition of our products, including the restrictions on lead and other hazardous substances applicable to specified electronic products placed on the market in the European Union (Restriction on the Use of Hazardous Substances Directive 2002/95/EC, also known as the RoHS Directive). We are also subject to laws and regulations such as California's "Proposition 65" which requires that clear and reasonable warnings be given to consumers who are exposed to certain chemicals deemed by the State of California to be dangerous, such as lead. We expect that our operations will be affected by other new environmental laws and regulations on an ongoing basis. Although we cannot predict the ultimate impact of any such new laws and regulations, they will likely result in additional costs, and could require that we change the design and/or manufacturing of our products, any of which could have a material adverse effect on our business.
We are also subject to new regulations concerning the supply of minerals coming from the conflict zones in and around the Democratic Republic of Congo. New U.S. legislation includes disclosure requirements regarding the use of conflict minerals mined from the Democratic Republic of Congo and adjoining countries and procedures regarding a manufacturer's efforts to prevent the sourcing of such conflict minerals. The implementation of these requirements could affect the sourcing and availability of minerals used in the manufacture of semiconductor or other devices. As a result, there may only be a limited pool of suppliers who provide conflict-free metals, and we cannot assure you that we will be able to obtain products in sufficient quantities or at competitive prices.

Risks Related to Owning Our Stock

The trading price of our common stock is likely to be volatile, and you might not be able to sell your shares at or above the price at which you purchased the shares.

The trading prices of technology company securities historically have been highly volatile and the trading price of our common stock has been and is likely to continue to be subject to wide fluctuations. Factors, in addition to those outlined elsewhere in this filing, that may affect the trading price of our common stock include:

- actual or anticipated variations in our operating results;
- announcements of technological innovations, new products or product enhancements, strategic alliances or significant agreements by us or by our competitors;
- changes in recommendations by any securities analysts that elect to follow our common stock;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- the loss of a key customer;
- the loss of key personnel;
- technological advancements rendering our products less valuable;
- lawsuits filed against us;
- changes in operating performance and stock market valuations of other companies that sell similar products;
- price and volume fluctuations in the overall stock market;
- market conditions in our industry, the industries of our customers and the economy as a whole; and
- other events or factors, including those resulting from war, incidents of terrorism or responses to these events.

Future sales of shares by existing stockholders could cause our stock price to decline.

Attempts by existing stockholders to sell substantial amounts of our common stock in the public market could cause the trading price of our common stock to decline significantly. All of our shares are eligible for sale in the public market, including shares held by directors, executive officers and other affiliates, sales of which are subject to volume limitations under Rule 144 under the Securities Act. In addition, shares subject to outstanding options and reserved for future issuance under our stock option plans are eligible for sale in the public market to the extent permitted by the provisions of various vesting agreements. If these additional shares are sold, or if it is perceived that they will be sold in the public market, the trading price of our common stock could decline.

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If securities analysts do not publish research or reports about our business or if they downgrade our stock, the price of our stock could decline.

The research and reports that industry or financial analysts publish about us or our business likely have an effect on the trading price of our common stock. If an industry analyst decides not to cover our company, or if an industry analyst decides to cease covering our company at some point in the future, we could lose visibility in the market, which in turn could cause our stock price to decline. If an industry analyst downgrades our stock, our stock price would likely decline rapidly in response.

The concentration of our capital stock ownership with insiders will likely limit your ability to influence corporate matters.

As of April 29, 2016, our executive officers, directors, current five percent or greater stockholders and affiliated entities together beneficially owned 44.6% of our common stock, net of treasury stock. As a result, these stockholders, acting together, will have significant influence over all matters that require approval by our stockholders, including the election of directors and approval of significant corporate transactions. Corporate action might be taken even if other stockholders oppose them. This concentration of ownership might also have the effect of delaying or preventing a change of control of our company that other stockholders may view as beneficial.

Provisions of our certificate of incorporation and bylaws and Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, as a result, depress the trading price of our common stock.

Our certificate of incorporation and bylaws contain provisions that could discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions:

- establish a classified board of directors so that not all members of our board are elected at one time;
- require super-majority voting to amend some provisions in our certificate of incorporation and bylaws;
- authorize the issuance of “blank check” preferred stock that our board could issue to increase the number of outstanding shares and to discourage a takeover attempt;
- limit the ability of our stockholders to call special meetings of stockholders;
- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- provide that the board of directors is expressly authorized to adopt, or to alter or repeal our bylaws; and
- establish advance notice requirements for nominations for election to our board or for proposing matters that can be acted upon by stockholders at stockholder meetings.

In addition, we are subject to Section 203 of the Delaware General Corporation Law, which, subject to some exceptions, prohibits “business combinations” between a Delaware corporation and an “interested stockholder,” which is generally defined as a stockholder who becomes a beneficial owner of 15% or more of a Delaware corporation’s voting stock for a three-year period following the date that the stockholder became an interested stockholder. Section 203 could have the effect of delaying, deferring or preventing a change in control that our stockholders might consider to be in their best interests.

These anti-takeover defenses could discourage, delay or prevent a transaction involving a change in control of our company. These provisions could also discourage proxy contests and make it more difficult for stockholders to elect directors of their choosing and cause us to take corporate actions other than those stockholders desire.

We do not expect to pay any cash dividends for the foreseeable future.

We do not anticipate that we will pay any cash dividends to holders of our common stock in the foreseeable future. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment. Investors seeking cash dividends in the foreseeable future should not purchase our common stock.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not applicable.

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Item 3. Defaults upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

(a) Exhibits.

Exhibit Number	Description
10.1	Extension of Credit Agreement with Bank of America dated March 14, 2016
10.2	Extension of Credit Agreement with Bank of America dated April 26, 2016
10.3	Summary of Credit Facilities with CTBC Bank dated April 1, 2016
31.1	Certification of Charles Liang, President and Chief Executive Officer of the Registrant pursuant to Section 302, as adopted pursuant to the Sarbanes-Oxley Act of 2002
31.2	Certification of Howard Hideshima, Chief Financial Officer of the Registrant pursuant to Section 302, as adopted pursuant to the Sarbanes-Oxley Act of 2002
32.1	Certification of Charles Liang, President and Chief Executive Officer of the Registrant pursuant to Section 906, as adopted pursuant to the Sarbanes-Oxley Act of 2002
32.2	Certification of Howard Hideshima, Chief Financial Officer of the Registrant pursuant to Section 906, as adopted pursuant to the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SUPER MICRO COMPUTER, INC.

Date:	May 5, 2016	/s/ CHARLES LIANG Charles Liang President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
Date:	May 5, 2016	/s/ Howard Hideshima Howard Hideshima Senior Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)

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