

WESTLAKE CHEMICAL CORP
Form 10-Q
May 02, 2008
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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 March 31, 2008

or

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

For the Transition Period from _____ to _____

Commission File No. 001-32260

Westlake Chemical Corporation

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(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

76-0346924
(I.R.S. Employer
Identification Number)

2801 Post Oak Boulevard, Suite 600

Houston, Texas 77056

(Address of principal executive offices, including zip code)

(713) 960-9111

(Registrant's telephone number, including area code)

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

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

Large accelerated filer **Accelerated filer** **Non-accelerated filer** **Smaller reporting company**

(Do not check if a smaller
reporting company)

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

The number of shares outstanding of the registrant's sole class of common stock, as of April 28, 2008, was 65,634,104.

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Index to Financial Statements**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****WESTLAKE CHEMICAL CORPORATION****CONSOLIDATED BALANCE SHEETS****(Unaudited)**

	March 31, 2008	December 31, 2007
	(in thousands of dollars, except par values and share amounts)	
ASSETS		
Current assets		
Cash and cash equivalents	\$ 7,846	\$ 24,914
Accounts receivable, net	464,383	507,463
Inventories, net	532,051	527,871
Prepaid expenses and other current assets	10,988	14,232
Deferred income taxes	17,691	17,705
Total current assets	1,032,959	1,092,185
Property, plant and equipment, net	1,143,224	1,126,212
Equity investment	30,554	29,486
Restricted cash	186,673	199,450
Other assets, net	132,912	122,002
Total assets	\$ 2,526,322	\$ 2,569,335
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities		
Accounts payable	\$ 260,058	\$ 314,951
Accrued liabilities	90,653	126,311
Total current liabilities	350,711	441,262
Long-term debt	554,807	511,414
Deferred income taxes	289,194	287,965
Other liabilities	42,731	42,024
Total liabilities	1,237,443	1,282,665
Commitments and Contingencies (Notes 12 and 15)		
Stockholders' equity		
Preferred stock, \$0.01 par value, 50,000,000 shares authorized; no shares issued and outstanding		
Common stock, \$0.01 par value, 150,000,000 shares authorized; 65,634,603 and 65,487,119 shares issued and outstanding in 2008 and 2007, respectively	655	655
Additional paid-in capital	432,143	431,197
Retained earnings	859,978	857,872
Accumulated other comprehensive income		
Benefits liability, net of tax	(9,014)	(9,234)
Cumulative translation adjustment	5,117	6,180

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Total stockholders' equity	1,288,879	1,286,670
Total liabilities and stockholders' equity	\$ 2,526,322	\$ 2,569,335

The accompanying notes are an integral part of these consolidated financial statements.

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WESTLAKE CHEMICAL CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three Months Ended March 31,	
	2008	2007
	(in thousands of dollars, except per share data and share amounts)	
Net sales	\$ 915,061	\$ 718,802
Cost of sales	878,357	660,913
Gross profit	36,704	57,889
Selling, general and administrative expenses	22,845	25,223
Income from operations	13,859	32,666
Interest expense	(8,528)	(3,593)
Other income, net	2,408	991
Income before income taxes	7,739	30,064
Provision for income taxes	2,352	10,392
Net income	\$ 5,387	\$ 19,672
Basic and diluted earnings per share	\$ 0.08	\$ 0.30
Weighted average shares outstanding:		
Basic	65,259,558	65,217,996
Diluted	65,288,890	65,324,517

The accompanying notes are an integral part of these consolidated financial statements.

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WESTLAKE CHEMICAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Three Months Ended March 31,	
	2008	2007
	(in thousands of dollars)	
Cash flows from operating activities		
Net income	\$ 5,387	\$ 19,672
Adjustments to reconcile net income to net cash (used for) provided by operating activities:		
Depreciation and amortization	26,001	24,355
Provision for (recovery of) bad debts	84	(412)
Amortization of debt issue costs	219	189
Stock-based compensation expense	947	524
Loss from disposition of fixed assets	2,385	39
Deferred income taxes	1,163	3,776
Equity in income of joint venture	(1,068)	(658)
Changes in operating assets and liabilities		
Accounts receivable	42,790	(115,992)
Inventories	(4,180)	38,625
Prepaid expenses and other current assets	3,244	5,630
Accounts payable	(54,893)	(17,048)
Accrued liabilities	(35,658)	3,092
Other, net	(14,675)	(4,206)
Net cash used for operating activities	(28,254)	(42,414)
Cash flows from investing activities		
Additions to property, plant and equipment	(42,984)	(18,873)
Proceeds from disposition of assets	214	
Settlements of derivative instruments	319	3,815
Net cash used for investing activities	(42,451)	(15,058)
Cash flows from financing activities		
Proceeds from the exercise of stock options		62
Dividends paid	(3,282)	(2,611)
Proceeds from borrowings	300,800	136,075
Repayment of borrowings	(257,427)	(115,375)
Utilization of restricted cash	13,546	
Net cash provided by financing activities	53,637	18,151
Net decrease in cash and cash equivalents	(17,068)	(39,321)
Cash and cash equivalents at beginning of period	24,914	52,646
Cash and cash equivalents at end of period	\$ 7,846	\$ 13,325

The accompanying notes are an integral part of these consolidated financial statements.

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WESTLAKE CHEMICAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

(dollars in thousands, except per share data)

1. Basis of Financial Statements

The accompanying unaudited consolidated interim financial statements were prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the SEC) for interim periods. Accordingly, certain information and footnotes required for complete financial statements under generally accepted accounting principles in the United States have not been included. These interim consolidated financial statements should be read in conjunction with the December 31, 2007 financial statements and notes thereto of Westlake Chemical Corporation (the Company) included in the annual report on Form 10-K for the fiscal year ended December 31, 2007, filed with the SEC on February 20, 2008. These financial statements have been prepared in conformity with the accounting principles and practices as disclosed in the notes to the consolidated financial statements of the Company for the fiscal year ended December 31, 2007.

In the opinion of the Company's management, the accompanying unaudited consolidated interim financial statements reflect all adjustments (consisting only of normal recurring adjustments) that are necessary for a fair statement of the Company's financial position as of March 31, 2008, its results of operations for the three months ended March 31, 2008 and 2007 and the changes in its cash position for the three months ended March 31, 2008 and 2007.

Results of operations and changes in cash position for the interim periods presented are not necessarily indicative of the results that will be realized for the year ending December 31, 2008 or any other interim period. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Recent Accounting Pronouncements

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosure about fair value measurements. The Company adopted SFAS 157 as of January 1, 2008, except as noted below, and it did not have a material impact on its financial position and results of operations.

Relative to SFAS 157, the FASB issued FASB Staff Positions (FSP) 157-1 and 157-2. FSP 157-1 amends SFAS 157 to exclude SFAS No. 13, Accounting for Leases, (SFAS 13) and its related interpretive accounting pronouncements that address leasing transactions, while FSP 157-2 delays the effective date of the application of SFAS 157 to fiscal years beginning after November 15, 2008 for all nonfinancial assets and nonfinancial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis.

The Company adopted SFAS 157 as of January 1, 2008, with the exception of the application of the statement to non-recurring nonfinancial assets and nonfinancial liabilities. Non-recurring nonfinancial assets and nonfinancial liabilities for which the Company has not applied the provisions of SFAS 157 include those measured at fair value in goodwill impairment testing, indefinite lived intangible assets measured at fair value for impairment testing, asset retirement obligations initially measured at fair value, and those initially measured at fair value in a business combination.

In March 2008, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standard (SFAS) No. 161, Disclosures about Derivative Instruments and Hedging Activities-an amendment of FASB Statement No. 133 (SFAS 161). This statement does not change the accounting for derivatives but will require enhanced disclosures about derivative strategies and accounting practices. SFAS 161 is effective for fiscal years beginning after January 15, 2008, and the Company will comply with any necessary disclosure requirements beginning with the 2009 interim financial statements.

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WESTLAKE CHEMICAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(UNAUDITED)

(dollars in thousands, except per share data)

2. Accounts Receivable

Accounts receivable consist of the following:

	March 31, 2008	December 31, 2007
Accounts receivable trade	\$ 441,337	\$ 498,073
Accounts receivable affiliates	1,413	1,365
Allowance for doubtful accounts	(3,614)	(3,546)
	439,136	495,892
Accounts receivable other	25,247	11,571
Accounts receivable, net	\$ 464,383	\$ 507,463

3. Inventories

Inventories consist of the following:

	March 31, 2008	December 31, 2007
Finished products	\$ 359,588	\$ 332,882
Feedstock, additives and chemicals	142,187	164,832
Materials and supplies	38,828	38,058
	540,603	535,772
Allowance for inventory obsolescence	(8,552)	(7,901)
Inventories, net	\$ 532,051	\$ 527,871

4. Property, Plant and Equipment

Depreciation expense on property, plant and equipment of \$21,954 and \$19,136 is included in cost of sales in the consolidated statements of operations for the three months ended March 31, 2008 and 2007, respectively. In the three months ended March 31, 2008, the Company retired approximately \$2,385 of equipment taken out of service.

5. Other Assets

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Amortization expense on other assets of \$4,266 and \$5,408 is included in the consolidated statements of operations for the three months ended March 31, 2008 and 2007, respectively.

6. Stock-Based Compensation

Under the Westlake Chemical Corporation 2004 Omnibus Incentive Plan (the 2004 Plan), all employees of the Company, as well as certain individuals who have agreed to become the Company's employees, are eligible for awards. Shares of common stock may be issued as authorized in the 2004 Plan. At the discretion of the administrator of the 2004 Plan, employees and non-employee directors may be granted awards in the form of stock options, stock appreciation rights, stock awards or cash awards (any of which may be a performance award). The Company utilizes the fair value method to account for these awards, and the total compensation expense related to the 2004 Plan was \$947 and \$524 for the three months ended March 31, 2008 and 2007, respectively.

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WESTLAKE CHEMICAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(UNAUDITED)

(dollars in thousands, except per share data)

Option activity and changes during the three months ended March 31, 2008 were as follows:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Term (Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2007	677,243	\$ 26.43		
Granted	239,891	19.29		
Exercised				
Cancelled	(138)	36.10		
Outstanding at March 31, 2008	916,996	\$ 24.56	8.4	\$ 430
Exercisable at March 31, 2008	283,140	\$ 19.61	6.8	\$ 430

For options outstanding at March 31, 2008, the options had the following range of exercise prices:

Range of Prices	Options Outstanding	Weighted Average Remaining Contractual Life (Years)
\$14.50 - \$19.29	435,294	8.3
\$25.42 - \$36.10	481,702	8.6

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (the difference between the Company's closing stock price on the last trading day of the first quarter of 2008 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on March 31, 2008. This amount changes based on the fair market value of the Company's common stock. The total intrinsic value of options exercised for the three months ended March 31, 2007 was \$57. There were no options exercised during the three months ended March 31, 2008.

As of March 31, 2008, \$7,702 of total unrecognized compensation cost related to stock options is expected to be recognized over a weighted-average period of 3.8 years.

The Company has determined that the functional currency of Rubicon Sapphire Technology (Malaysia) SDN BHD is the U.S. dollar. Rubicon Sapphire Technology (Malaysia) SDN BHD's assets and liabilities are translated into U.S. dollars using the remeasurement method. Non-monetary assets are translated at historical exchange rates and monetary assets are translated at exchange rates existing at the respective balance sheet dates. Translation adjustments for Rubicon Sapphire Technology (Malaysia) SDN BHD are included in determining net income (loss) for the period. The results of operations are translated into U.S. dollars at the average exchange rates during the respective period. The Company records these gains and losses in other income (expense).

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Foreign currency transaction gains and losses are generated from the effects of exchange rate changes on transactions denominated in a currency other than the functional currency of the Company, which is the U.S. dollar. Gains and losses on foreign currency transactions are generally required to be recognized in the determination of net income (loss) for the period. The Company records these gains and losses in other income (expense).

Investments

The Company invests available cash primarily in investment grade commercial paper, FDIC guaranteed certificates of deposit, common stock, corporate notes and government securities. Investments classified as available-for-sale securities are carried at fair market value with unrealized gains and losses recorded in accumulated other comprehensive income (loss). Investments in trading securities are reported at fair value, with both realized and unrealized gains and losses recorded in other income (expense), in the consolidated statement of operations. Investments in which the Company has the ability and intent, if necessary, to liquidate in order to support its current operations, are classified as short-term.

The Company reviews its available-for-sale securities investments at the end of each quarter for other-than-temporary declines in fair value based on the specific identification method. The Company considers various factors in determining whether an impairment is other-than-temporary, including the severity and duration of the impairment, changes in underlying credit ratings, forecasted recovery, its ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value and the probability that the scheduled cash payments will continue to be made. When the Company concludes that an other-than-temporary impairment has resulted, the difference between the fair value and carrying value is written off and recorded as a charge on the consolidated statement of operations. As of March 31, 2013, no impairment was recorded.

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The majority of the Company's accounts receivable is due from manufacturers serving the LED and Silicon-on-Sapphire (SoS) industries. Credit is extended based on an evaluation of the customer's financial condition. Accounts receivable are due based on contract terms and at stated amounts due from customers, net of an allowance for doubtful accounts.

Accounts outstanding longer than the contractual payment terms are considered past due. The Company determines its allowance by considering a number of factors, including the length of time past due, the customer's current ability to pay and the condition of the general economy and the industry as a whole. The Company writes off accounts receivable when they are deemed uncollectible, and payments subsequently received on such receivables are recorded as a reduction to bad debt expense.

The following table shows the activity of the allowance for doubtful accounts:

	March 31, 2013	December 31, 2012
	(in thousands)	
Beginning balance	\$ 286	\$ 378
Charges to costs and expenses	99	(54)
Accounts charged off, less recoveries	(130)	(38)
Ending balance	\$ 255	\$ 286

Inventories

Inventories are valued at the lower of cost or market. Cost is determined using the first-in, first-out method, and includes materials, labor and overhead. The Company reduces the carrying value of its inventories for differences between the cost and the estimated net realizable value, taking into account usage, expected demand, technological obsolescence and other information. The Company has accepted sales orders for smaller diameter core products at prices lower than cost. Based on these sales prices, the Company recorded at March 31, 2013, a lower of cost or market adjustment which reduced inventory and increased cost of goods sold by \$139,000. Inventories are composed of the following:

	March 31, 2013	December 31, 2012
	(in thousands)	
Raw materials	\$ 21,111	\$ 21,267
Work in progress	23,950	20,787
Finished goods	4,474	5,300
	\$ 49,535	\$ 47,354

The Company establishes inventory reserves when conditions exist that suggest inventory may be in excess of anticipated demand or is obsolete based on customer specifications. The Company evaluates the ability to realize the value of its inventory based on a combination of factors, including forecasted sales, estimated current and future market value and changes in customers' product specifications. For the three months ended March 31, 2013, the Company determined it had inventory that was excess or obsolete and recorded an adjustment which reduced inventory and increased costs of goods sold by \$209,000. The Company's method of estimating excess and obsolete inventory has remained consistent for all periods presented.

Property and equipment

Property and equipment consisted of the following:

	March 31, 2013	December 31, 2012
	(in thousands)	
Land and land improvements	\$ 4,133	\$ 4,133

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Buildings	30,389	30,364
Machinery, equipment and tooling	106,139	103,477
Leasehold improvements	7,696	7,696
Furniture and fixtures	941	941
Information systems	1,070	1,070
Construction in progress	15,217	17,712
Total cost	165,585	165,393
Accumulated depreciation and amortization	(48,653)	(45,543)
Property and equipment, net	\$ 116,932	\$ 119,850

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Revenue recognition

Revenue recognized include product sales and billings for costs and fees for government contracts.

Product Sales

The Company recognizes revenue from product sales when earned. Revenue is recognized when, and if, evidence of an arrangement is obtained and the other criteria to support revenue recognition are met, including:

Persuasive evidence of an arrangement exists. The Company requires evidence of a purchase order with the customer specifying the terms and specifications of the product to be delivered, typically in the form of a signed quotation or purchase order from the customer.

Title has passed and the product has been delivered. Title passage and product delivery generally occur when the product is delivered to a common carrier.

The price is fixed or determinable. All terms are fixed in the signed quotation or purchase order received from the customer. The purchase orders do not contain rights of cancellation, return, exchange or refund.

Collection of the resulting receivable is reasonably assured. The Company's standard arrangement with customers includes payment terms. Customers are subject to a credit review process that evaluates each customer's financial position and its ability to pay. Collectability is determined by considering the length of time the customer has been in business and its history of collections. If it is determined that collection is not probable, no product is shipped and no revenue is recognized unless cash is received in advance.

Government Contracts

The Company recognizes research and development revenue in the period during which the related costs are incurred over the contractually defined period. In July 2012, the Company signed a contract with the Air Force Research Laboratory to produce large-area sapphire windows on a cost plus fixed fee basis. The Company records research and development revenue on a gross basis as costs are incurred plus a portion of the fixed fee. For the three months ended March 31, 2013, \$98,000 of revenue was recorded. The contract will continue for three years and the total value of the contract is \$4.7 million of which \$1.3 million has been recorded thru March 31, 2013.

The Company does not provide maintenance or other services and it does not have sales that involve multiple elements or deliverables.

Net income per common share

Basic net income per common share is computed by dividing net income by the weighted-average number of common shares outstanding during the period. Diluted net income per common share is computed by dividing net income by the weighted-average number of diluted common shares outstanding during the period. Diluted shares outstanding are calculated by adding to the weighted-average shares outstanding any common stock equivalents, outstanding stock options and warrants based on the treasury stock method.

Diluted net loss per share is the same as basic net loss per share for the three months ended March 31, 2013 and 2012 because the effects of potentially dilutive securities were anti-dilutive.

The following table summarizes the number of anti-dilutive securities outstanding which were excluded from the calculation of diluted net loss per share:

March 31, 2013	March 31, 2012
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Warrants	114,093	172,886
Stock options	217,373	360,376
Total	331,466	533,262

Other comprehensive income (loss)

Comprehensive income (loss) is defined as the change in equity of a business enterprise from transactions and other events from non-owner sources. Comprehensive income (loss) includes net earnings (loss) and other non-owner changes in equity that bypass the statement of operations and are reported in a separate component of equity. For the three months ended March 31, 2013 and 2012, other comprehensive income (loss) includes the unrealized loss on investments and foreign currency translation adjustments.

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The following table summarizes the components of comprehensive income (loss):

	March 31, 2013	December 31, 2012
	(in thousands)	
Unrealized gain (loss) on investments	(146)	457
Unrealized (loss) on currency translation	(11)	(10)
Ending Balance	\$ (157)	\$ 447

3. SEGMENT INFORMATION

The Company evaluates operations as one reportable segment, as it only reports profit and loss information on an aggregate basis to its chief operating decision maker.

Revenue is attributed by geographic region based on ship-to location of the Company's customers. The following table summarizes revenue by geographic region:

	Three months ended March 31,	
	2013	2012
	(in thousands)	
Australia	\$ 5,406	\$ 1,116
China	959	851
United States	915	2,125
Korea	570	
Taiwan	39	1,693
France	28	2,751
Other	390	1,671
Revenue	\$ 8,307	\$ 10,207

The following table summarizes revenue by product type:

	Three months ended March 31,	
	2013	2012
	(in thousands)	
Core	\$ 987	\$ 2,758
Polished	6,057	5,681
Optical	1,144	1,759
Other	119	9
Revenue	\$ 8,307	\$ 10,207

The following table summarizes assets by geographic region:

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	March 31, 2013	December 31, 2012
	(in thousands)	
United States	\$ 196,821	\$ 210,781
Malaysia	37,099	37,280
Other	32	35
Total Assets	\$ 233,952	\$ 248,096

4. INVESTMENTS

The Company invests available cash primarily in investment grade commercial paper, FDIC guaranteed certificates of deposit, common stock, corporate notes and government securities. The Company's short-term investments balance of \$14.3 million as of

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March 31, 2013 is comprised of U.S. Treasury securities of \$2.5 million, corporate notes and bonds of \$3.0 million, commercial paper of \$1.5 million, FDIC guaranteed certificates of deposit of \$5.5 million and common stock of \$1.8 million. The Company's investments are classified as available-for-sale securities and are carried at fair market value with unrealized gains and losses recorded in accumulated other comprehensive income (loss).

The following table presents the amortized cost and gross unrealized gains and losses on all securities at March 31, 2013:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(in thousands)				
Short-term Investments:				
U.S. Treasury securities and agency	\$ 2,506	\$	\$	\$ 2,506
FDIC Guaranteed certificates of deposit	5,493		3	5,490
Common stock	2,000		209	1,791
Corporate Notes and Bonds	3,053		1	3,052
Commercial Paper	1,500			1,500
Total short-term investments	\$ 14,552	\$	\$ 213	\$ 14,339

The following table presents the amortized cost, and gross unrealized gains and losses on all securities at December 31, 2012:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(in thousands)				
Short-term Investments:				
U.S. Treasury securities and agency	\$ 3,509	\$	\$	\$ 3,509
FDIC Guaranteed certificates of deposit	6,453		6	6,447
Common stock	2,000	806		2,806
Corporate Notes/Bonds	4,606		4	4,602
Commercial Paper	6,999		2	6,997
Total short-term investments	\$ 23,567	\$ 806	\$ 12	\$ 24,361

The Company values its investments at fair value, defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard below describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

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Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company's fixed income available-for-sale securities consist of high quality, investment grade commercial paper, corporate notes and government securities. The Company values these securities based on pricing from pricing vendors, who may use quoted prices in active markets for identical assets (Level 1 inputs) or inputs other than quoted prices that are observable either directly or indirectly (Level 2 inputs) in determining fair value. The valuation techniques used to measure the fair value of the Company's financial instruments having Level 2 inputs were derived from non-binding market consensus prices that are corroborated by observable market data, quoted market prices for similar instruments, or pricing models, such as discounted cash flow techniques.

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The following table summarizes the Company's financial assets measured at fair value on a recurring basis as of March 31, 2013:

	Level 1	Level 2	Level 3	Total
	(in thousands)			
Cash Equivalents:				
Money market funds	\$ 17,670	\$	\$	\$ 17,670
Investments:				
Available-for-sales securities - current:				
U.S. Treasury securities and agency		2,506		2,506
FDIC Guaranteed certificates of deposit		5,490		5,490
Common stock	1,791			1,791
Corporate notes/bonds		3,052		3,052
Commercial paper		1,500		1,500
Total	\$ 19,461	\$ 12,548	\$	\$ 32,009

The following table summarizes the Company's financial assets measured at fair value on a recurring basis as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
	(in thousands)			
Cash Equivalents:				
Money market funds	\$ 11,644	\$	\$	\$ 11,644
Investments:				
Available-for-sales securities - current:				
U.S. Treasury securities and agency		3,509		3,509
FDIC Guaranteed certificates of deposit		6,447		6,447
Common stock	2,806			2,806
Corporate notes/bonds		4,602		4,602
Commercial paper		6,997		6,997
Total	\$ 14,450	\$ 21,555	\$	\$ 36,005

In addition to the debt securities noted above, the Company had approximately \$3.8 million and \$7.9 million of time deposits included in cash and cash equivalents as of March 31, 2013 and December 31, 2012, respectively.

5. RELATED PARTY TRANSACTIONS

In November 2008, the Company purchased 1,345,444 shares of Peregrine Series D-1 Preferred shares for a total of \$2.0 million, which represented less than 1% of Peregrine's shares outstanding. The terms and stock price of the purchase were the same as for the other investors who participated. Peregrine is a customer of the Company. On August 8, 2012, Peregrine completed its initial public offering, which resulted in a conversion of the preferred shares to common stock at a ratio of 7.34:1, or 183,303 shares of common stock. There was a lock-up period until February 2013 during which the Company could not sell these shares. For the three months ended March 31, 2013, the Company recorded an unrealized loss on investments of \$1.0 million. For the three months ended March 31, 2013 and 2012, revenue from Peregrine was \$5.4 million and \$4.6 million, respectively. As of March 31, 2013 and December 31, 2012, accounts receivable from Peregrine were \$630,000 and \$1.7 million, respectively. The pricing terms and conditions of the sales to Peregrine are similar to those available to the Company's other non-related customers.

6. SIGNIFICANT CUSTOMERS

For the three months ended March 31, 2013, the Company had two customers that individually accounted for approximately 65% and 11% of revenue, respectively, and for the three months ended March 31, 2012, the Company had two customers that individually accounted for approximately 45% and 10% of revenue, respectively.

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Customers individually representing more than 10% of trade receivables accounted for approximately 89% and 93% of accounts receivable as of March 31, 2013 and December 31, 2012, respectively. The Company grants credit to customers based on an evaluation of their financial condition. Losses from credit sales are provided for in the financial statements.

Table of Contents**7. STOCKHOLDERS EQUITY****Common Stock**

As of March 31, 2013 the Company had reserved 1,942,884 shares of common stock for issuance upon the exercise of outstanding common stock options. Also, 2,347,635 shares of the Company's common stock were reserved for future grants of stock options (or other similar equity instruments) under the Company's 2007 Stock Incentive Plan (the 2007 Plan) as of March 31, 2013. In addition, 267,826 shares of the Company's common stock were reserved for future exercise of outstanding warrants as of March 31, 2013.

Warrants

For the three months ended March 31, 2013, no common stock warrants were exercised. At March 31, 2013 and December 31, 2012, there were 267,826 common stock warrants outstanding.

Treasury Stock

On August 4, 2011, the Company authorized a stock repurchase program to purchase up to \$25.0 million of its common stock over a period of two years. The stock repurchase program authorizes the Company to repurchase its shares of common stock in the open market at times and prices considered appropriate by the Company depending upon prevailing market conditions and other corporate considerations. The treasury shares are accounted for using the cost method whereby the entire cost of the acquired stock is recorded as treasury stock. The Company did not repurchase any shares during the three months ended March 31, 2013.

8. STOCK INCENTIVE PLANS

The Company sponsored a stock option plan, the 2001 Plan, which allowed for the granting of incentive and nonqualified stock options for the purchase of common stock. The maximum number of shares that may be awarded or sold under the 2001 Plan was 1,449,667 shares. Each option entitles the holder to purchase one share of common stock at the specified option exercise price. The exercise price of each incentive stock option granted must not be less than the fair market value on the grant date. At the discretion of management and with the approval of the Board of Directors, the Company granted options under the 2001 Plan. Management and the Board of Directors determined vesting periods and expiration dates at the time of the grant. On August 2, 2011, the plan expired.

In August 2007, the Company adopted the 2007 Plan, which allows for the grant of incentive stock options, non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards and bonus shares. On June 22, 2011, the shareholders of the Company approved an amendment to the 2007 Plan to increase the maximum number of shares that may be awarded or sold under the 2007 Plan by 2,100,000 from 2,307,692 to 4,407,692 shares. The Board of Directors has appointed a committee to administer the plan. The plan committee determines the type of award to be granted, the fair market value, the number of shares covered by the award, and the time when the award vests and may be exercised.

The Company uses the Black-Scholes option pricing model to value stock options issued after January 1, 2006. The Company uses historical stock prices of companies that it considers as a peer group as the basis for its volatility assumptions. The assumed risk-free rates were based on U.S. Treasury rates in effect at the time of grant with a term consistent with the expected option lives. The expected term is based upon the vesting term of the Company's options, a review of a peer group of companies, and expected exercise behavior. The forfeiture rate is based on past history of forfeited options. The expense is being allocated using the straight-line method. For the three months ended March 31, 2013 and 2012, the Company recorded \$365,000 and \$453,000, respectively, of stock compensation expense. As of March 31, 2013, the Company has \$2.5 million of total unrecognized compensation cost related to non-vested awards granted under the Company's stock-based plans that it expects to recognize over a weighted-average period of 1.97 years. The Company accounts for options issued prior to January 1, 2006 under the intrinsic value method.

The following table summarizes the activity of the stock incentive and equity plans as of March 31, 2013 and changes during the three months then ended:

Shares available for grant	Number of options outstanding	Weighted- average option exercise price	Number of restricted stock and board shares
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					issued
At December 31, 2012	2,200,604	2,117,110	\$	13.32	59,932
Granted	(28,657)	2,000		6.11	26,657
Exercised		(500)		4.01	
Cancelled/forfeited	175,688	(175,726)		18.84	
At March 31, 2013	2,347,635	1,942,884	\$	12.81	86,932

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The Company's aggregate intrinsic value is calculated as the difference between the exercise price of the underlying stock options and the fair value of the Company's common stock. Based on the fair market value of the common stock at March 31, 2013, there is no intrinsic value for options outstanding and exercisable. The weighted average fair value per share of options granted for the three months ended March 31, 2013 was \$6.11 and the fair value of each option grant was estimated at the date of grant using the Black-Scholes option pricing model using an expected term of 5.3 years, risk-free interest rates of 0.76% expected volatility of 52% and no dividend yield. The Company used an expected forfeiture rate of 19.18%.

For the three months ended March 31, 2013 and 2012, the Company recorded \$41,000 of stock compensation expense related to restricted stock.

A summary of the Company's non-vested options during the three months period ended March 31, 2013 is presented below:

	Options	Weighted- average exercise price
Non-vested at January 1, 2013	821,002	\$ 15.24
Granted	2,000	6.11
Vested	(182,400)	6.42
Forfeited	(170,587)	18.82
Non-vested at March 31, 2013	470,015	\$ 17.32

An analysis of restricted stock issued is as follows:

Non-vested restricted stock as of December 31, 2012	4,336
Granted	26,657
Vested	(4,336)
Non-vested restricted stock as of March 31, 2013	26,657

9. COMMITMENTS AND CONTINGENCIES**Purchase Commitments**

The Company has entered into agreements to purchase equipment and components to construct furnaces. These agreements will result in the Company purchasing equipment or components for a total cost of approximately \$1.2 million with deliveries occurring throughout 2013.

Litigation

From time to time, the Company experiences routine litigation in the normal course of its business. The management of the Company does not believe any pending litigation will have a material adverse effect on the financial condition or results of operations of the Company.

10. INCOME TAXES

The Company is subject to income taxes in the U.S. and Malaysia. On a quarterly basis, the Company assesses the recoverability of deferred tax assets and the need for a valuation allowance. Such evaluations involve the application of significant judgment and multiple factors, both positive and negative, are considered. For the period ended March 31, 2013, a valuation allowance has not been included in the 2013 forecasted effective tax rate. Based on future results, if the Company were to conclude that the deferred tax assets are not recoverable and a valuation allowance is necessary, there would be a significant impact on the forecasted effective tax rate for the year as a whole and the quarterly effective tax rate in the quarter that it is established. The tax provision for the three months ended March 31, 2013 is based on an estimated combined statutory effective tax rate. The Company recorded for the three months ended March 31, 2013 and 2012, a tax benefit of \$3.0 million and

\$2.9 million, respectively for an effective tax rate of 47.4% and 46.3%, respectively. For the three months ended March 31, 2013 the difference between the Company's effective tax rate and the U.S. federal 35% statutory rate and state 6.2% (net of federal benefit) statutory rate was primarily related to profits recorded in the Malaysia operation for which the Company has a tax holiday and the accrual for an uncertain tax position.

11. CREDIT FACILITY

On January 2, 2013, the Company entered into a three-year term agreement with a bank to provide the Company with a senior secured credit facility of \$25.0 million. The agreement provides for the Company to borrow up to 80% of eligible accounts receivable and up to 35% of domestically held raw material and finished goods inventory. Advances against inventory are limited to 40% of the aggregate outstanding on the revolving line of credit and \$10.0 million in aggregate. The Company has the option to borrow at an interest rate of LIBOR plus 2.75% or the Wall Street Journal prime rate plus 0.50%. If the Company maintains liquidity of \$20.0 million or greater with the lending institution, then the borrowing interest rate options are LIBOR plus 2.25% or the Wall Street Journal prime rate. There is an unused revolving line facility fee of 0.375% per annum. The facility is secured by a first priority interest in substantially all of the Company's personal property, excluding intellectual property. The Company is required to maintain an adjusted quick ratio of 1.40 to 1.00, maintain operating and other deposit accounts with the bank or bank's affiliates of 25% of the Company's total worldwide cash, securities and investments, and the Company can pay dividends or repurchase capital stock only with the bank's consent during the three year term. For the three months ended March 31, 2013, the Company did not draw on this facility. For the three months ended March 31, 2013, the Company recorded \$23,000 of interest expense charged on the unused portion of the facility.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

All statements, other than statements of historical facts, included in this Quarterly Report on Form 10-Q regarding our estimates, expectations, beliefs, intentions, projections or strategies for the future, results of operations, financial position, net sales, projected costs, prospects and plans and objectives of management for future operations may be forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. We have based these forward-looking statements on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives and financial needs. These forward looking statements can be identified by the use of terms and phrases such as believe, plan, intend, anticipate, target, estimate, expect, and the like, and/or future-tense or conditional constructions such as will, may, could, and the negative thereof). Items contemplating or making assumptions about actual or potential future sales, market size and trends or operating results also constitute forward-looking statements.

Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. Before investing in our common stock, investors should be aware that the occurrence of the risks, uncertainties and events described in the section entitled Risk Factors in our Annual Report on Form 10-K and elsewhere in this Quarterly Report could have a material adverse effect on our business, results of operations and financial condition.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, forward-looking statements are inherently subject to known and unknown business, economic and other risks and uncertainties that may cause actual results to be materially different from those discussed in these forward-looking statements. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report. We assume no obligation to update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this Quarterly Report, other than as may be required by applicable law or regulation. If one or more of these risks or uncertainties materialize, or if the underlying assumptions prove incorrect, our actual results may vary materially from those expected or projected.

You should read this Quarterly Report, the documents that we reference in this Quarterly Report and have filed with the SEC as exhibits and our Annual Report on Form 10-K for the year ended December 31, 2012 with the understanding that our actual future results, levels of activity, performance and events and circumstances may be materially different from what we expect.

Unless otherwise indicated, the terms Rubicon, the Company, we, us, and our refer to Rubicon Technology, Inc.

OVERVIEW

We are an advanced electronic materials provider that develops, manufactures and sells monocrystalline sapphire and other innovative crystalline products for Light-Emitting Diodes (LEDs), radio frequency integrated circuits (RFICs), blue laser diodes, optoelectronics and other optical applications. The emergence of sapphire in commercial volumes at competitive prices has enabled the development of new technologies such as high brightness (HB) white, blue and green LEDs and highly-integrated RFICs. We apply our proprietary crystal growth technology to produce high-quality sapphire products efficiently to supply our end-markets, and we work closely with our customers to meet their quality and delivery needs.

We are a vertically-integrated manufacturer of high-quality sapphire substrates and optical windows that are used in a variety of high-growth, high-volume end-market applications. Our largest product lines include two to six-inch sapphire cores and wafers for use in LED applications and solid state lighting and electronic applications and six-inch sapphire wafers that are used for Silicon-on-Sapphire (SoS) RFICs. For the LED market, we sell two to four-inch material primarily in core form and six and eight-inch material primarily in polished wafer form. Additionally, we sell products for aerospace, sensor and other applications. Eight-inch wafers are sold primarily for research and development efforts at this time. We also have extended our technology to produce cores and wafers of up to twelve inches in diameter to support next-generation LED and RFIC production. In addition, we have developed the ability to produce large diameter circular and rectangular sapphire windows for use in various optical window applications.

Our revenue consists of sales of sapphire materials sold in core and polished wafer forms in two, three, four, six and eight-inch diameters as well as optical materials sold as blanks or polished windows. Products are made to varying specifications, such as crystal planar orientations and thicknesses. We recognize research and development revenue in the period during which the related costs and fees are incurred.

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Historically, a significant portion of our revenue has been derived from sales to relatively few customers. For the three months ended March 31, 2013 and 2012, we had two customers that in other aggregate accounted for approximately 76% and 55% of our revenue, respectively. None of our other customers accounted for more than 10% of our revenue for such periods. Although we are continuing to diversify and expand our customer base, we expect our revenue to continue to be concentrated among a small number of customers. We expect that our significant customers may change from period to period.

We recognize revenue upon shipment to our customers. We derive a significant portion of our revenue from customers outside of the U.S. In most periods, the majority of our sales are to the Asian market and we expect that region to continue to be a major source of revenue for us. All of our revenue is denominated in U.S. dollars.

We manufacture and ship our products from our facilities in the Chicago metropolitan area and from our facility in Penang, Malaysia. We have approximately 237,000 square feet of manufacturing and office space in Batavia, Franklin Park and Bensenville, Illinois and a 65,000 square foot facility in Penang, Malaysia, which processes sapphire grown by us in our Illinois facilities into finished cores and wafers. Our Malaysia facility currently finishes the majority of our core processing and can produce production volumes of polished wafers. In March 2012, we acquired additional land in Batavia, Illinois to expand our crystal growth capacity. We have not yet determined when we will begin construction on this facility.

Our cost of goods sold consists primarily of manufacturing materials, labor, manufacturing-related overhead such as utilities, depreciation and rent, provisions for excess and obsolete inventory reserves, freight and warranties. We manufacture our products at our Illinois and Malaysia manufacturing facilities based on customer orders. We purchase materials and supplies to support such current and expected future demand. We are subject to variations in the cost of raw materials and consumables from period to period because we do not have long-term fixed-price agreements with most of our suppliers.

Our operating expenses are comprised of sales and marketing, research and development (R&D), and general and administrative (G&A) expenses. G&A expenses consist primarily of salaries and associated costs for employees in finance, human resources, information technology and administrative activities, charges for accounting, legal, and insurance fees, and stock-based compensation. The majority of our stock-based compensation relates to administrative personnel and is accounted for as a G&A expense.

Other income (expense) consists of interest income, interest expense and realized gains and losses on investments and currency translation.

We account for income taxes under the asset and liability method whereby the expected future tax consequences of temporary differences between the book value and the tax basis of assets and liabilities are recognized as deferred tax assets and liabilities, using enacted tax rates in effect for the year in which the differences are expected to be recognized. The Illinois State Legislature has suspended the use of NOLs for taxable years ending after December 31, 2010 and before December 31, 2011, and has limited the net operating loss deduction to \$100,000 for the years ending December 31, 2012 through December 31, 2014. Our effective tax rate could fluctuate significantly on a quarterly basis and could be adversely affected to the extent earnings are lower than anticipated. Our effective tax rate could also fluctuate due to changes in the valuation of our deferred tax assets or liabilities, or by changes in tax laws, regulations, or accounting principles, as well as certain discrete items.

We anticipate our capital expenditures will be between \$10.0 million to \$15.0 million for the full year 2013. These expenditures will be primarily focused on investments in equipment to produce patterned sapphire substrates and to enhance our polishing platform. Our capital expenditures in the three months ended March 31, 2013 were \$192,000.

Table of Contents**RESULTS OF CONSOLIDATED OPERATIONS THREE MONTHS ENDED March 31, 2013 AND 2012**

The following table sets forth our consolidated statements of operations for the periods indicated:

	Three months ended March 31,	
	2013	2012
	(in millions)	
Revenue	\$ 8.3	\$ 10.2
Cost of goods sold	11.7	13.6
Gross loss	(3.4)	(3.4)
Operating expenses:		
General and administrative	2.2	2.3
Sales and marketing	0.3	0.5
Research and development	0.4	0.5
Total operating expenses	2.9	3.3
Loss from operations	(6.3)	(6.7)
Other (expense) income	(0.1)	0.4
Loss before income taxes	(6.4)	(6.3)
Income tax benefit	3.0	2.9
Net loss	\$ (3.4)	\$ (3.4)

The following table sets forth our consolidated statements of operations as a percentage of revenue for the periods indicated:

	Three months ended March 31,	
	2013	2012
	(percentage of total)	
Revenue	100%	100%
Cost of goods sold	141	134
Gross loss	(41)	(34)
Operating expenses:		
General and administrative	26	22
Sales and marketing	4	5
Research and development	5	5
Total operating expenses	35	32
Loss from operations	(76)	(66)
Other (expense) income	(1)	4
Loss before income taxes	(77)	(62)
Income tax benefit	36	29

Net loss	(41)%	(33)%
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Revenue. Revenue was \$8.3 million for the three months ended March 31, 2013 and \$10.2 million for the three months ended March 31, 2012, a decrease of \$1.9 million. Revenue from the sale of sapphire cores, which are sold in the LED market, for the three months ended March 31, 2013, decreased by \$1.8 million, of which \$1.5 million was attributed to lower volume and \$304,000 was due to decreased pricing as a result of excess sapphire capacity in the LED supply chain. We also experienced increased revenue from sales of our polished wafers by \$376,000, which was the result of an \$828,000 increase in polished wafers sold to the SoS market offset by a \$452,000 in lower sales of polished wafers to the LED market. Of the \$376,000 increase in revenue from polished wafers, \$2.6 million was attributable to higher volume offset by a \$2.2 million decrease which was attributable to lower prices. Revenue from sales of our optical products was lower by \$614,000 due to decreased sales of sapphire for sensor and instrumentation applications partially offset by an increase in revenue from R&D of \$98,000. While demand for our core products has improved from the fourth quarter of 2012, pricing remains low. We expect pricing to recover slowly throughout 2013. We have continued to experience limited demand for our LED polished wafers, but expect that to improve in the second half of 2013. However, we operate in an extremely volatile market, so the amount of price or volume change is difficult to predict.

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Gross loss. Gross loss was \$3.4 million for the three months ended March 31, 2013 and March 31, 2012. The negative gross margin is primarily attributable to decreased pricing for our products as well as lower sales volumes, which is attributable to the reduced demand due to the buildup of excess inventory at our key customers. At March 31, 2013 pricing for our small diameter core products remained below our carrying cost in inventory, resulting in a lower cost or market adjustment that reduced inventory and increased cost of goods sold by a net of \$133,000. In addition, for the three months ended March 31, 2013 and 2012, due to the lower demand, we were not operating at capacity and recorded costs associated with under-utilization of equipment and staff of \$2.3 million and \$1.1 million, respectively, as an expense.

General and administrative expenses. G&A expenses were \$2.2 million for the three months ended March 31, 2013 and \$2.3 million for the three months ended March 31, 2012, a decrease of \$116,000. The decrease was primarily due to \$196,000 from lower employee compensation costs, including salary and stock based compensation expense, \$101,000 from lower consulting expense, and \$89,000 due to lower legal expenses. These decreases were partially offset by an increase of \$303,000 in bad debt expense as the three months ended March 31, 2012, reflected a decrease in the general bad debt reserve due to significant collections from a major customer.

Sales and marketing expenses. Sales and marketing expenses were \$349,000 for the three months ended March 31, 2013 and \$456,000 for the three months ended March 31, 2012, a decrease of \$107,000. The decrease in sales and marketing expenses is primarily attributable to decreased costs for marketing services and exhibitions of \$33,000, lower employee compensation costs of \$45,000 and lower travel expenses of \$28,000.

Research and development expenses. R&D expenses were \$382,000 for the three months ended March 31, 2013 and \$476,000 for the three months ended March 31, 2012, a decrease of \$94,000. The decrease is attributable to lower employee compensation costs of \$55,000 and decreased project expenses of \$41,000.

Other (expense) income. Other expense was \$122,000 for the three months ended March 31, 2013, and other income was \$375,000 for the three months ended March 31, 2012, a decrease in net other income of \$497,000. The decrease was primarily due to a decrease in foreign currency translation gains of \$454,000, an increase in interest expense of \$23,000 attributable to the monthly interest on our credit facility and a decrease in interest income of \$20,000 on lower investments balances.

Income tax benefit. Income tax benefit was \$3.0 million and \$2.9 million for the three months ended March 31, 2013 and 2012, respectively an increase of \$138,000. Our effective tax rate was 47.3% and 46.3% for the three months ended March 31, 2013 and 2012, respectively. On a quarterly basis, we assesses the recoverability of deferred tax assets and the need for a valuation allowance. Such evaluations involve the application of significant judgment and multiple factors, both positive and negative, are considered. For the period ended March 31, 2013, a valuation allowance has not been included in the 2013 forecasted effective tax rate. Based on future results, if we were to conclude that the deferred tax assets are not recoverable and a valuation allowance is necessary, there would be a significant impact on the forecasted effective tax rate for the year as a whole and the quarterly effective tax rate in the quarter that it is established. To the extent full year pretax income varies from the end of the most recent interim period, the actual tax provision recognized in 2013 could be different than the tax provision for the three months ended March 31, 2013.

LIQUIDITY AND CAPITAL RESOURCES

We have historically funded our operations using a combination of issuances of common stock and cash generated from our operations.

As of March 31, 2013, we had cash and short term investments totaling \$35.8 million, including cash of \$3.8 million held in deposits at major banks, \$17.7 million invested in money market funds and \$14.3 million of short term investments, including commercial paper, corporate notes and bonds, U.S. treasury securities, FDIC guaranteed certificates of deposit and common stock.

Table of Contents**Cash flows from operating activities**

The following table represents the major components of our cash flows from operating activities for the three months ended March 31, 2013 and 2012:

	Three months ended March 31,	
	2013	2012
	(in millions)	
Net loss	\$ (3.4)	\$ (3.4)
Non-cash items:		
Depreciation and amortization	3.1	2.9
Stock based compensation and other, net	0.4	0.5
Deferred taxes	(3.0)	(2.8)
Total non-cash items:	0.5	0.6
Working capital:		
Accounts receivable	3.1	20.3
Inventories	(2.2)	(9.4)
Prepaid expenses and other current assets	2.5	4.7
Accounts payable	(6.6)	(6.7)
Other accruals	(0.9)	(1.2)
Total working capital items:	(4.1)	7.7
Net cash (used in) provided by operating activities	\$ (7.0)	\$ 4.9

Cash used in operating activities was \$7.0 million for the three months ended March 31, 2013. During such period, we generated a net loss of \$3.4 million, incurred non-cash expenses of \$468,000, and net working capital change of \$4.1 million. The net working capital change was comprised of a decrease in accounts receivable of \$3.1 million on collection timing, a decrease in prepaid expenses of \$2.5 million primarily due to a decrease in purchases of furnace construction and replacement parts and items used in the polishing of wafers, an increase in inventory of \$2.2 million, a decrease in accounts payable of \$6.6 million due to timing of payments and a decrease in other accruals of \$876,000.

Cash provided by operating activities was \$4.9 million for the three months ended March 31, 2012. During such period, we generated net loss of \$3.4 million, incurred non-cash expenses of \$641,000, and net working capital change of \$7.7 million. The net working capital change was comprised of a decrease in accounts receivable of \$20.3 million due to significant collections from several customers, a decrease in prepaid expenses of \$4.7 million primarily due to a decrease in purchases of furnace construction and replacement parts and items used in the polishing of wafers, an increase in inventory of \$9.4 million primarily due to an increase in our stock of raw material and sapphire boules, a decrease in accounts payable of \$6.7 million due to timing of payments and a decrease in other accruals of \$1.2 million.

Cash flows from investing activities

The following table represents the major components of our cash flows from investing activities for the three months ended March 31, 2013 and 2012:

	Three months ended March 31,	
	2013	2012
	(in millions)	
Purchases of property and equipment:		
Machinery & equipment for crystal growth	(0.2)	(2.4)

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Land for additional crystal growth facility		(1.7)
Increase capacity in other areas		(0.5)
Total purchases of property and equipment:	(0.2)	(4.6)
Purchases of investments		(0.6)
Proceeds from sales of investments	9.0	10.8
Net cash provided by investing activities	\$ 8.8	\$ 5.6

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Net cash provided by investing activities was \$8.8 million for the three months ended March 31, 2013. During the three months ended March 31, 2013, we used approximately \$192,000 for the purchase of equipment. This was offset by net proceeds from the sale of investments of \$9.0 million.

Net cash provided by investing activities was \$5.6 million for the three months ended March 31, 2012. During the three months ended March 31, 2012, we used approximately \$4.6 million for the purchase of land and equipment. This was offset by net proceeds from the sale of investments of \$10.2 million.

We have purchased land to construct a second crystal growth facility in Batavia, Illinois, but we have not yet determined when construction will begin. We anticipate spending on capital expenditures in 2013 to be between \$10.0 million to \$15.0 million and will be primarily focused on investments in equipment to produce patterned sapphire substrates and to enhance our polishing platform.

Cash flows from financing activities

Net cash provided by financing activities was \$2,600 and \$47,000 for the three months ended March 31, 2013 and 2012, respectively. Net cash provided by financing activities for the three months ended March 31, 2013 was primarily from net proceeds from the exercise of stock options. Net cash provided by financing activities for the three months ended March 31, 2012 represents an increase in restricted cash of \$43,000 and net proceeds from the exercise of stock options of \$4,000.

Future liquidity requirements

We believe that our existing cash, cash equivalents, investments and anticipated cash flows from operating activities will be sufficient to meet our anticipated cash needs for at least the next twelve months. In addition, on January 2, 2013, we signed an agreement with a bank to provide us with a \$25.0 million senior secured credit facility. This facility provides us with additional operating cash flow flexibility. Our cash needs include cash required to fund our operations, the capital needed to fund our planned expansion in the U.S. and Asia and investments in new product development. If the assumptions underlying our business plan regarding future revenues and expenses change, or if unexpected opportunities or needs arise, we may seek to raise additional cash by selling equity or convertible debt securities. If we raise additional funds through the issuance of equity or convertible debt securities, the percentage ownership of our stockholders could be significantly diluted, and these newly-issued securities may have rights, preferences or privileges senior to those of existing stockholders. If we obtain additional debt financing or draw on our credit facility a substantial portion of our operating cash flow may be dedicated to the payment of principal and interest on such indebtedness, and the terms of the debt securities issued could impose significant restrictions on our operations. If we are unable to obtain financing on terms favorable to us, we may be unable to successfully execute our business plan.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

We consider to be critical those accounting policies that require our most subjective or complex judgments, which often result from a need to make estimates about the effect of matters that are inherently uncertain, and that are among the most important of our accounting policies in the portrayal of our financial condition and results of operations. We believe the following to be our critical accounting policies, including the more significant estimates and assumptions used in preparation of our financial statements.

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Foreign currency translation and transaction

Rubicon Worldwide LLC's assets and liabilities are translated into U.S. dollars at exchange rates existing at the respective balance sheet dates and capital accounts at historical exchange rates. The results of operations are translated into U.S. dollars at the average exchange rates during the respective period. Translation adjustments resulting from fluctuations in exchange rates for Rubicon Worldwide LLC are recorded as a separate component of accumulated other comprehensive income (loss) within stockholders' equity.

We have determined that the functional currency of Rubicon Sapphire Technology (Malaysia) SDN BHD is the U.S. dollar. Rubicon Sapphire Technology (Malaysia) SDN BHD's assets and liabilities are translated into U.S. dollars using the remeasurement method. Non-monetary assets are translated at historical exchange rates and monetary assets are translated at exchange rates existing at the respective balance sheet dates. Translation adjustments for Rubicon Sapphire Technology (Malaysia) SDN BHD are included in determining net income (loss) for the period. The results of operations are translated into U.S. dollars at the average exchange rates during the respective period. We record these gains and losses in other income (expense).

Foreign currency transaction gains and losses are generated from the effects of exchange rate changes on transactions denominated in a currency other than our functional currency, which is the U.S. dollar. Gains and losses on foreign currency transactions are generally required to be recognized in the determination of net income (loss) for the period. We record these gains and losses in other income (expense).

Revenue recognition

We recognize revenue from sales of products and billings for costs and fees from government contracts. We recognize revenue from sales of products when:

Persuasive evidence of an arrangement exists. We require evidence of a purchase order with the customer specifying the terms and specifications of the product to be delivered, typically in the form of a signed quotation or purchase order from the customer.

Title has passed and the product has been delivered. Title passage and product delivery generally occurs when the product is delivered to a common carrier.

The price is fixed or determinable. All terms are fixed in the signed quotation or purchase order received from the customer. The purchase orders do not contain rights of cancellation, return, exchanges or refunds.

Collection of the resulting receivable is reasonably assured. Our standard arrangement with customers includes payment terms. Customers are subject to a credit review process that evaluates each customer's financial position and its ability to pay. We determine collectibility by considering the length of time the customer has been in business and our history of collections with that customer. If we determine that collection is not probable, no product is shipped and no revenue is recognized unless cash is received in advance.

In July 2012, we signed a contract with the Air Force Research Laboratory to produce large-area sapphire windows on a cost plus fixed fee basis. We recognize revenue in the period during which the related costs are incurred over the contractually defined period. Our current contract will be over a period of three years.

All of our revenue is denominated in U.S. dollars.

Inventory valuation

We value our inventory at the lower of cost or market. Market is determined based on net realizable value. Costs for raw materials, work in process and finished goods are based on actual costs on a first-in, first-out basis. We establish inventory reserves when conditions exist that suggest inventory may be in excess of anticipated demand or is obsolete based on customer required specifications. We evaluate the ability to realize the value of our inventory based on a combination of factors, including forecasted sales, estimated current and future market value and changes in customers' product specifications. For the three months ended March 31, 2013, we determined we had inventory that was excess or obsolete and recorded an adjustment which reduced inventory and increased costs of goods sold by \$209,000. We have accepted sales orders for

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smaller diameter core material at prices lower than our cost. Based on these sales prices, we recorded at March 31, 2013 a lower of cost or market adjustment which reduced inventory and increased cost of goods sold by \$139,000. Our method of estimating excess and obsolete inventory has remained consistent for all periods presented. However, if our recognition of excess or obsolete inventory is, or if our estimates of our inventory's potential utility become, less favorable than currently expected, additional inventory reserves may be required. We determine our normal operating capacity and record as expense costs attributable to lower utilization of equipment and staff. For the three months ended March 31, 2013, we determined we were not operating at capacity and recorded as expense costs associated with under utilization of equipment and staff of \$2.3 million. Although we expect demand to improve throughout the year, it is likely we will incur more costs due to low utilization of equipment and staff at least through the first half of 2013.

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Investments

We invest available cash primarily in investment grade commercial paper, FDIC guaranteed certificates of deposit, common stock, corporate notes and government securities. Investments classified as available-for-sale securities are carried at fair market value with unrealized gains and losses recorded in accumulated other comprehensive income (loss). Investments in trading securities are reported at fair value, with both realized and unrealized gains and losses recorded in other income (expense) in the Consolidated Statement of Operations. Investments in which we have the ability and intent to liquidate, if necessary, in order to support our current operations are classified as short-term.

We review our available-for-sale securities investments at the end of each quarter for other-than-temporary declines in fair value based on the specific identification method. We consider various factors in determining whether an impairment is other-than-temporary, including the severity and duration of the impairment, changes in underlying credit ratings, forecasted recovery, our ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value and the probability that the scheduled cash payments will continue to be made. When we conclude that an other-than-temporary impairment has resulted, the difference between the fair value and carrying value is written off and recorded as a charge on the Consolidated Statement of Operations. As of March 31, 2013, no impairment was recorded.

Allowance for doubtful accounts

We estimate the allowance for doubtful accounts based on an assessment of the collectability of specific customer accounts. The determination of risk for collection is assessed on a customer-by-customer basis considering our historical experience and future orders with the customer, changes in payment patterns, and recent information we have about the current status of our accounts receivable balances. If we determine that a specific customer is a risk for collection, we provide a specific allowance for credit losses to reduce the net recognized receivable to the amount we reasonably believe will be collected. If a receivable is deemed uncollectible, and the account balance differs from the allowance provided, the specific amount is written off to bad debt expense. We believe that, based on the customers to whom we sell and the nature of our agreements with them, our estimates are reasonable. Our method of estimating collectability has remained consistent for all periods presented and with past collections experience.

Stock-based compensation

We expense stock options based upon the fair market value on the date of grant. We use the Black-Scholes option pricing model to determine the fair value of stock options. The determination of the fair value of stock-based payment awards on the date of grant using an option-pricing model will be affected by assumptions regarding a number of complex and subjective variables. These variables include our expected stock volatility over the term of the awards, actual and projected employee stock option exercise behaviors, risk-free interest rates, forfeitures and expected dividends.

The expected term represents the weighted-average period that our stock options are expected to be outstanding and is based upon the vesting term of our options, a review of a peer group of companies, and expected exercise behavior. Until November 2007, we were operating as a private company, and, as a result, we were unable to use our actual price volatility data. Therefore, we estimate the volatility of our common stock based on volatility of similar entities over the expected term of our stock options. We base the risk-free interest rate that we use in the option pricing model on U.S. Treasury zero-coupon issues with remaining terms similar to the expected term on the options. We do not anticipate paying any cash dividends in the foreseeable future and, therefore, use an expected dividend yield of zero in the option pricing model. We are required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. The current forfeiture rate of 19.18% was based on our past history of forfeitures.

We allocate stock based compensation costs using a straight-line method which amortizes the fair value of each option on a straight-line basis over the service period. Based on the variables affecting the valuation of our common stock and the method used for allocating compensation costs, we recognized \$406,000 in stock compensation expense during the three months ended March 31, 2013.

All option grants made during the three months ended March 31, 2013 and 2012 were granted at an exercise price per share equal to the closing market price of our common stock on the date of grant. Therefore, there is no intrinsic value because the exercise price per share of each option was equal to the fair value of the common stock on the date of grant.

Based on the fair market value of our common stock at March 31, 2013, there is no aggregate intrinsic value for options outstanding and exercisable.

Income tax valuation allowance

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Evaluating the need for and amount of a valuation allowance for deferred tax assets requires significant judgment and extensive analysis of all the positive and negative evidence available to determine whether all or some portion of the deferred tax assets will not be realized. A valuation allowance must be established for deferred tax assets when it is more likely than not (a probability level of

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more than 50 percent) that they will not be realized. In general, realization refers to the incremental benefit achieved through the reduction in future taxes payable or an increase in future taxes refundable from the deferred tax assets, assuming that the underlying deductible differences and carryforwards are the last items to enter into the determination of future taxable income. In determining our valuation allowance, we consider the source of taxable income, including taxable income in prior carryback years, future reversals of existing temporary differences, the required use of tax planning strategies, and future taxable income exclusive of reversing temporary differences and carryforwards. Such evaluations involve the application of significant judgment and multiple factors, both positive and negative, are considered. For the period ended March 31, 2013, a valuation allowance has not been included in the 2013 forecasted effective tax rate. Based on future results, if we were to conclude that the deferred tax assets are not recoverable and a valuation allowance is necessary, there would be a significant impact on the forecasted effective tax rate for the year as a whole and the quarterly effective tax rate in the quarter that it is established.

OFF-BALANCE SHEET ARRANGEMENTS

As of March 31, 2013, there have been no material changes in the off-balance sheet arrangements disclosed in the Management's Discussion and Analysis section of our Annual Report on Form 10-K for the year ended December 31, 2012.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

For the first three months ended March 31, 2013, there were no material changes in the information regarding market risk contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

ITEM 4. CONTROLS AND PROCEDURES

Management's evaluation of disclosure controls and procedures

Based on evaluations at March 31, 2013, our chief executive officer and chief financial officer (together, our certifying officers), with the participation of the management team, have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that material information relating to the Company is accumulated and communicated to management, including our certifying officers, as appropriate to allow timely decisions regarding required disclosures.

Changes in internal control over financial reporting

Our certifying officers have concluded that there were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the three months ended March 31, 2013, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II

ITEM 1. LEGAL PROCEEDINGS

From time to time we may be named in claims arising in the ordinary course of business. Currently, there are no legal proceedings or claims pending against us or involving us that, in the opinion of our management, could reasonably be expected to have a material adverse effect on our business or financial condition.

ITEM 1A. RISK FACTORS

Our business is influenced by many factors that are difficult to predict, involve uncertainties that may materially affect actual results and are often beyond our control. We have identified a number of these risk factors in our Annual Report on Form 10-K for the year ended December 31, 2012, which factors should be taken into consideration when reviewing the information contained in this report. There have been no material changes with regard to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

In August 2011, we announced a repurchase plan approved by our Board of Directors authorizing the purchase of up to \$25.0 million of our outstanding common stock over a period of two years. The stock repurchase program authorizes us to purchase shares of our common stock in the open market at times and prices considered appropriate by us depending upon prevailing market conditions and other corporate considerations. There were no purchases made by us during the quarter ended March 31, 2013 pursuant to this repurchase plan.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The exhibits filed or incorporated by reference as a part of this report are listed in the Index to Exhibits which appears following the signature page to this Quarterly Report on Form 10-Q and is incorporated by reference.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on May 9, 2013.

Rubicon Technology, Inc.

By /s/ Raja M. Parvez
Raja M. Parvez
Chief Executive Officer and President
(Principal Executive Officer)

By /s/ William F. Weissman
William F. Weissman
Chief Financial Officer
(Principal Financial and Accounting Officer)

Table of Contents**EXHIBIT INDEX**

The Exhibits listed below are filed or incorporated by reference as part of this Quarterly Report on Form 10-Q.

Exhibit No.	Description	Incorporation by Reference
3.1	Eighth Amended and Restated Certificate of Incorporation of Rubicon Technology, Inc.	Filed as Exhibit 3.1 to Amendment No. 2, to the registrant's Registration Statement on Form S-1 (File No. 333-145880) filed on November 1, 2007
3.2	Amendment No. 1 to Eight Amended and Restated Certificate of Incorporation	Filed as Appendix A to the registrant's Definitive Proxy statement on Schedule 14A, filed on April 29, 2011
3.3	Amended and Restated Bylaws of Rubicon Technology, Inc.	Filed as Exhibit 3.3 to Amendment No. 2, to the registrant's Registration Statement on Form S-1 (File No. 333-145880) filed on November 1, 2007
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
32.1	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	
101	The following materials from our quarterly report on Form 10-Q for the quarter ended March 31, 2013 are formatted in eXtensible Business Reporting Language (XBRL): (i) consolidated balance sheets, (ii) consolidated statements of operation, (iii) consolidated statements of comprehensive income, (iv) consolidated statements of cash flows and (v) notes to the consolidated financial statements	