ReneSola Ltd
Form 6-K
January 29, 2009

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

REPORT OF FOREIGN ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16 OF THE

SECURITIES EXCHANGE ACT OF 1934

For the month of January 2009

Commission File Number: 001-33911

RENESOLA LTD

No. 8 Baoqun Road, YaoZhuang

Jiashan, Zhejiang 314117

People s Republic of China

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F __X__ Form 40-F ______

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):______

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):______

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ______ No __X__

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- N/A

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RENESOLA LTD

By:	/s/ Xianshou Li
Name:	Xianshou Li
Title:	Chief Executive Officer

Date: January 29, 2009

Exhibit Index

Exhibit 99.1

ReneSola Signs RMB800 Million Project Loan Agreement with China Construction

Bank for Sichuan Polysilicon Production Facility

JIASHAN, China, January 27, 2009 ReneSola Ltd (ReneSola or the Company), a leading Chinese manufacturer of solar wafers, today announced that its wholly owned subsidiary Sichuan ReneSola Material Co. Ltd. signed a RMB800 million (approximately US$117 million) five-year project loan agreement with China Construction Bank, Sichuan Branch to support the construction of ReneSola s polysilicon production facility in Meishan, Sichuan province.

We are pleased to announce that we ve secured additional financing for our Sichuan polysilicon manufacturing facility, said Charles Bai, ReneSola s chief financial officer. The agreement, combined with previously acquired financing, provides ReneSola with approximately 90% of the capital necessary to fund the project to completion. Our ability to secure capital in a tight credit environment demonstrates confidence in the development and operation of our polysilicon facility and faith in our management team s track record of delivering positive results.

The Company noted that pilot production for phase one of its Sichuan polysilicon manufacturing facility is expected to commence late in the second quarter of 2009 and phase two pilot production is expected to commence late in the third quarter of 2009. Each phase will consist of 1,500 metric tones (MT) of polysilicon production. As part of the Company s long-term strategy, the 3,000 MT Sichuan facility will provide ReneSola with a stable and low-cost source of polysilicon feedstock, enhancing its position as a leading wafer producer within the industry.

About ReneSola

ReneSola Ltd (ReneSola) is a leading global manufacturer of solar wafers based in China. Capitalizing on proprietary technologies and technical know-how, ReneSola manufactures monocrystalline and multicrystalline solar wafers. In addition, ReneSola strives to enhance its competitiveness through upstream integration into virgin polysilicon manufacturing. ReneSola possesses a global network of suppliers and customers that include some of the leading global manufacturers of solar cells and modules. ReneSola s shares are currently traded on the New York Stock Exchange (NYSE: SOL) and the AIM market of the London Stock Exchange (AIM: SOLA). For more information about ReneSola, please visit www.renesola.com.

Safe Harbor Statement

This press release may contain statements that constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the U.S. Private Securities Litigation Reform Act of 1995. Whenever you read a statement that is not simply a statement of historical fact (such as when we describe what we believe, expect or anticipate will occur, what will or could happen, and other similar statements), you must remember that our expectations may not be correct, even though we believe that they are reasonable. We do not guarantee that the forward-looking statements will happen as described or that they will happen at all. Further information regarding risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements is included in our filings with the U.S. Securities and Exchange Commission, including our registration statement on Form F-1. We undertake no obligation, beyond that required by law, to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made, even though our situation may change in the future.

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5

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6

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—

15

Non-cash items (a)
—

(3
)

—

(5
)

—

—

(8
)
Payments
(29
)

—

(19
)

(3
)

(2
)

—

(53
)
Remaining accrual at March 31, 2013

$
216

$
2

$
75

$
1

$
3

$
6

$
303

(a) Reflects charges for stock-based compensation, impacts of postretirement benefit plans and accelerated depreciation.

The accrual balances above are primarily a component of Accrued expenses and other liabilities or Deferred credits and other liabilities on our Consolidated balance sheets, depending on the expected timing of payment.

4. Income taxes

Federal income taxes for the interim periods presented have been included in the accompanying financial statements on the basis of an estimated annual effective tax rate. As of March 31, 2013, the estimated annual effective tax rate for 2013 is about 22 percent, which differs from the 35 percent statutory corporate tax rate primarily due to lower statutory tax rates applicable to our operations in many of the jurisdictions in which we operate and from U.S. tax benefits. The first-quarter 2013 tax provision includes a $65 million discrete tax benefit from the reinstatement of the federal research tax credit retroactive to the beginning of 2012.

5. Valuation of debt and equity investments and certain liabilities

Debt and equity investments

We classify our investments as available for sale, trading, equity method or cost method. Most of our investments are classified as available for sale.

Available-for-sale and trading securities are stated at fair value, which is generally based on market prices, broker quotes or, when necessary, financial models (see fair-value discussion below). Unrealized gains and losses on available-for-sale securities are recorded as an increase or decrease, net of taxes, in AOCI on our Consolidated balance sheets. We record other-than-temporary impairments on available-for-sale securities in OI&E in our Consolidated statements of income.

We classify certain mutual funds as trading securities. These mutual funds hold a variety of debt and equity investments intended to generate returns that offset changes in certain deferred compensation liabilities. We record changes in the fair value of these mutual funds and the related deferred compensation liabilities in SG&A. Changes in the fair value of debt securities classified as trading securities are recorded in OI&E.

Our other investments are not measured at fair value but are accounted for using either the equity method or cost method. These investments consist of interests in venture capital funds and other non-marketable equity securities. Gains and losses from equity-method investments are reflected in OI&E based on our ownership share of the investee's financial results. Gains and losses on cost-method investments are recorded in OI&E when realized or when an impairment of the investment's value is warranted based on our assessment of the recoverability of each investment.

Details of our investments are as follows:

	March 31, 2013			December 31, 2012		
	Cash and Cash Equivalents	Short-term Investments	Long-term Investments	Cash and Cash Equivalents	Short-term Investments	Long-term Investments
Measured at fair value:						
Available-for-sale securities						
Money market funds	$208	$—	$—	$211	$—	$—
Corporate obligations	200	308	—	188	325	—
U.S. Government agency and Treasury securities	827	2,161	—	795	2,224	—
Trading securities						
Mutual funds	—	—	159	—	—	159
Total	$1,235	$2,469	$159	$1,194	$2,549	$159
Other measurement basis:						
Equity-method investments	$—	$—	$23	$—	$—	$34
Cost-method investments	—	—	22	—	—	22
Cash on hand	158	—	—	222	—	—
Total	$1,393	$2,469	$204	$1,416	$2,549	$215

As of March 31, 2013, and December 31, 2012, we had no significant unrealized gains or losses associated with our available-for-sale investments. For the three months ended March 31, 2013 and 2012, we did not recognize in earnings any credit losses related to these investments.

For the three months ended March 31, 2013 and 2012, the proceeds from sales, redemptions and maturities of short-term available-for-sale investments were $615 million and $613 million, respectively. Gross realized gains and losses from these sales were not significant.

The following table presents the aggregate maturities of investments in debt securities classified as available for sale at March 31, 2013:

Due	Fair Value
One year or less	$3,363
One to three years	341

Fair-value considerations

We measure and report certain financial assets and liabilities at fair value on a recurring basis. Fair value is 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.

The three-level hierarchy discussed below indicates the extent and level of judgment used to estimate fair-value measurements.

Level 1 — Uses unadjusted quoted prices that are available in active markets for identical assets or liabilities as of the reporting date.

Level 2 — Uses inputs other than Level 1 that are either directly or indirectly observable as of the reporting date through correlation with market data, including quoted prices for similar assets and liabilities in active markets and quoted prices in markets that are not active. Level 2 also includes assets and liabilities that are valued using models or other pricing methodologies that do not require significant judgment since the input assumptions used in the models, such as interest rates and volatility factors, are corroborated by readily observable data. Our Level 2 assets consist of corporate obligations and some U.S. government agency and Treasury securities. We utilize a third-party data service to provide Level 2 valuations, verifying these valuations for reasonableness relative to unadjusted quotes obtained from brokers or dealers based on observable prices for similar assets in active markets.

Level 3 — Uses inputs that are unobservable, supported by little or no market activity and reflect the use of significant management judgment. These values are generally determined using pricing models that utilize management estimates of market participant assumptions.

The following are our assets and liabilities that were accounted for at fair value on a recurring basis as of March 31, 2013, and December 31, 2012. For these periods, we had no level 3 assets or liabilities. These tables do not include cash on hand, assets held by our postretirement plans, or assets and liabilities that are measured at historical cost or any basis other than fair value.

	Fair Value March 31, 2013	Level 1	Level 2
Assets:			
Money market funds	$208	$208	$—
Corporate obligations	508	—	508
U.S. Government agency and Treasury securities	2,988	1,352	1,636
Mutual funds	159	159	—
Total assets	$3,863	$1,719	$2,144
Liabilities:			
Deferred compensation	177	177	—
Total liabilities	$177	$177	$—

	Fair Value December 31, 2012	Level 1	Level 2
Assets:			
Money market funds	$211	$211	$—
Corporate obligations	513	—	513
U.S. Government agency and Treasury securities	3,019	1,145	1,874
Mutual funds	159	159	—
Total assets	$3,902	$1,515	$2,387
Liabilities:			
Deferred compensation	174	174	—
Total liabilities	$174	$174	$—

The following table summarizes the change in the fair values for Level 3 assets for the periods ended March 31, 2013 and 2012:

Changes in fair value during the period (pre-tax):	Level 3 Auction-rate Securities	
Balance, December 31, 2011	$134	
Change in unrealized loss – included in AOCI	5	
Redemptions	(1	)
Sales	(20	)
Balance, March 31, 2012	118	
Change in unrealized loss – included in AOCI	8	
Redemptions	(83	)
Sales	(43	)
Balance, December 31, 2012 and March 31, 2013	$—	

6. Goodwill and acquisition-related intangibles

Goodwill was $4.362 billion net of accumulated impairment of $90 million as of March 31, 2013, and December 31, 2012. There was no impairment of goodwill during the three months ended March 31, 2013. The following table shows the components of acquisition-related intangible assets as of March 31, 2013, and December 31, 2012:

		March 31, 2013			December 31, 2012		
Acquisition-related Intangibles	Amortization Period (Years)	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Developed technology	5 - 10	$2,153	$367	$1,786	$2,145	$312	$1,833
Customer relationships	5 - 8	821	162	659	821	137	684
Other intangibles	2 - 7	46	40	6	46	36	10
In-process R&D	(a)	22	n/a	22	31	n/a	31
Total		$3,042	$569	$2,473	$3,043	$485	$2,558

(a) In-process R&D is not amortized until the associated project has been completed. Alternatively, if the associated project is determined not to be viable, it will be expensed.

Amortization of acquisition-related intangibles was $85 million and $86 million for the three months ended March 31, 2013 and 2012.

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7. Postretirement benefit plans

Components of net periodic employee benefit cost are as follows:

	U.S. Defined Benefit		U.S. Retiree Health Care		Non-U.S. Defined Benefit	
For Three Months Ended March 31,	2013	2012	2013	2012	2013	2012
Service cost	$7	$6	$1	$1	$10	$10
Interest cost	11	11	5	6	16	19
Expected return on plan assets	(13)	(12)	(6)	(5)	(17)	(20)
Amortization of prior service cost (credit)	—	—	1	1	(1)	(1)
Recognized net actuarial loss	6	4	3	3	10	12
Net periodic benefit cost	$11	$9	$4	$6	$18	$20
Settlement loss (a)	7	—	—	—	—	—
Curtailment gain	—	—	—	(1)	—	—
Special termination benefit gain	—	(2)	—	—	—	—
Total, including other postretirement (gains) losses	$18	$7	$4	$5	$18	$20

(a) Non-restructuring related settlement charge due to retirement activity.

8. Debt and lines of credit

Short-term borrowings

We maintain a line of credit to support commercial paper borrowings, if any, and to provide additional liquidity through bank loans. As of March 31, 2013, we have a five-year variable-rate revolving credit facility from a consortium of investment-grade banks that allows us to borrow up to $2 billion through March 2018. The interest rate on borrowings under this credit facility, if drawn, is indexed to the applicable London Interbank Offered Rate (LIBOR). As of March 31, 2013, our credit facility was undrawn and we have no commercial paper outstanding.

Long-term debt

In August 2012, we issued an aggregate principal amount of $1.5 billion of fixed-rate long-term debt, with $750 million due in 2015 and $750 million due in 2019. The proceeds of the offering were $1.492 billion, net of the original issuance discount. We also incurred $7 million of issuance costs that are included in Other assets and are being amortized to Interest and debt expense over the term of the debt.

In May 2011, we issued fixed- and floating-rate long-term debt to help fund the National acquisition. The proceeds of the offering were $3.497 billion, net of the original issuance discount. We also incurred $12 million of issuance costs that are included in Other assets and are being amortized to Interest and debt expense over the term of the debt.

We also have an interest rate swap agreement related to the $1 billion floating-rate debt due in 2013. Under this agreement, we will receive variable payments based on three-month LIBOR rates and pay a fixed rate through May 15, 2013. Changes in the cash flows of the interest rate swap are expected to exactly offset the changes in cash flows attributable to fluctuations in the three-month LIBOR-based interest payments. We have designated this interest rate swap as a cash flow hedge and record changes in its fair value in AOCI. As of March 31, 2013, the fair value of the swap agreement is a $1 million liability. The net effect of this swap is to convert the $1 billion floating-rate debt to a fixed-rate obligation bearing a rate of 0.922 percent.

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The following table summarizes the total long-term debt outstanding as of March 31, 2013 and December 31, 2012:

	March 31, 2013	December 31, 2012
Floating-rate notes due 2013 (swapped to a 0.922% fixed rate)	$1,000	$1,000
Notes due 2013 at 0.875%	500	500
Notes due 2014 at 1.375%	1,000	1,000
Notes due 2015 at 3.95% (assumed with National acquisition)	250	250
Notes due 2015 at 0.45%	750	750
Notes due 2016 at 2.375%	1,000	1,000
Notes due 2017 at 6.60% (assumed with National acquisition)	375	375
Notes due 2019 at 1.65%	750	750
	5,625	5,625
Add net unamortized premium	58	61
Less current portion of long-term debt	(1,500)	(1,500)
Total long-term debt	$4,183	$4,186

For the three months ended March 31, 2013 and 2012, interest incurred on debt, net of the amortization of the debt premium and other debt issuance costs, was $23 million and $21 million, respectively. Capitalized interest was not material.

9. Contingencies

Indemnification guarantees

We routinely sell products with an intellectual property indemnification included in the terms of sale. Historically, we have had only minimal, infrequent losses associated with these indemnities. Consequently, we cannot reasonably estimate or accrue for any future liabilities that may result.

Warranty costs/product liabilities

We accrue for known product-related claims if a loss is probable and can be reasonably estimated. During the periods presented, there have been no material accruals or payments regarding product warranty or product liability. Historically, we have experienced a low rate of payments on product claims. Although we cannot predict the likelihood or amount of any future claims, we do not believe they will have a material adverse effect on our financial condition, results of operations or liquidity. Consistent with general industry practice, we enter into formal contracts with certain customers that include negotiated warranty remedies. Typically, under these agreements our warranty for semiconductor products includes: three years of coverage; an obligation to repair, replace or refund; and a maximum payment obligation tied to the price paid for our products. In some cases, product claims may exceed the price of our products.

General

We are subject to various legal and administrative proceedings. Although it is not possible to predict the outcome of these matters, we believe that the results of these proceedings will not have a material adverse effect on our financial condition, results of operations or liquidity. From time to time, we also negotiate contingent consideration payment arrangements associated with certain acquisitions, which are recorded at fair value.

Discontinued operations indemnity

In connection with the 2006 sale of the former Sensors & Controls (S&C) business, we have agreed to indemnify Sensata Technologies, Inc., for specified litigation matters and certain liabilities, including environmental liabilities. In a settlement with a third party, we have agreed to indemnify that party for certain events relating to S&C products, which events we consider remote. We believe our total remaining potential exposure from both of these indemnities will not exceed $200 million. As of March 31, 2013, we believe future payments related to these indemnity obligations will not have a material effect on our financial condition, results of operations or liquidity.

10. Supplemental financial information

In conformance with ASU No. 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, the table below details where reclassifications of recognized transactions out of AOCI are recorded on the Consolidated statements of income.

	For Three Months Ended March 31,		
Details about AOCI components	2013	2012	Related Statement of Income Line
Net actuarial gains (losses) of defined benefit plans	$26	$19	Pension expense *
Taxes	(9)	(8)	Provision for income taxes
Reclassification of recognized transactions, net of taxes	$17	$11	Net income

* This AOCI component is included in the computation of total employee benefit cost which is allocated to COR, R&D, SG&A and Restructuring charges/other in the Consolidated statements of income. Net actuarial gains (losses) of defined benefit plans is equal to the sum of Recognized net actuarial loss and Settlement loss as detailed in Note 7.

11. Segment data

See Note 1 for a detailed description of our reportable segments. Prior period segment presentations have been revised to conform to our new reporting structure.

	For Three Months Ended March 31,	
	2013	2012
Segment Revenue:		
Analog	$1,648	$1,686
Embedded Processing	561	540
Other	676	895
Total revenue	$2,885	$3,121

	For Three Months Ended March 31,	
	2013	2012
Segment Operating Profit:		
Analog	$300	$335
Embedded Processing	7	35
Other	88	27
Total operating profit	$395	$397

We use centralized manufacturing and facilities organizations to provide products and support to our operating segments. Costs incurred by these organizations, including depreciation, are charged to the segments on a per-unit basis. Consequently, depreciation expense is not an independently identifiable component within the segments' results and therefore is not provided.

12. Subsequent events

On May 1, 2013, we announced the pricing of two series of senior unsecured notes for an aggregate principal amount of $1 billion. The notes consist of the following:

- $500 million of 1.00% notes due May 1, 2018
- $500 million of 2.25% notes due May 1, 2023

We expect to use the proceeds of this offering for repayment of debt. The debt offering is expected to close on May 8, 2013.

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ITEM 2. Management's discussion and analysis of financial condition and results of operations

The following should be read in conjunction with the financial statements and the related notes that appear elsewhere in this document. All dollar amounts in the tables in this discussion are stated in millions of U.S. dollars, except per-share amounts.

Overview

We design and make semiconductors that we sell to electronics designers and manufacturers all over the world. We began operations in 1930. We are incorporated in Delaware, headquartered in Dallas, Texas, and have design, manufacturing or sales operations in more than 35 countries. We have three segments: Analog, Embedded Processing and Other. We expect Analog and Embedded Processing to be our primary growth engines in the years ahead, and we therefore focus our resources on these segments.

Effective January 1, 2013, we transitioned our segment reporting to align with our strategic focus and new organizational structure. The Wireless segment has been eliminated, as the company has announced that it is winding down investments in Wireless products for the smartphone and consumer tablet markets. Financial results for these products are included in Other. Financial results for Wireless products that address embedded applications, a strategic focus for the company, are reported in the Embedded Processing segment. We also reclassified certain product lines, primarily radio frequency identification (RFID) products, that were formerly included in Other and are now included in Embedded Processing. See Note 11 to the financial statements for additional information.

We were the world's fourth largest semiconductor company in 2012 as measured by revenue, according to industry data from an external source.

Product information

Semiconductors are electronic components that serve as the building blocks inside modern electronic systems and equipment. Semiconductors come in two basic forms: individual transistors and integrated circuits (generally known as "chips") that combine multiple transistors on a single piece of material to form a complete electronic circuit. Our products, more than 100,000 orderable parts, are integrated circuits that are used to accomplish many different things, such as converting and amplifying signals, interfacing with other devices, managing and distributing power, processing data, canceling noise and improving signal resolution. This broad portfolio includes products that are integral to almost all electronic equipment.

We sell catalog and, to a lesser extent, custom semiconductor products. Catalog products are designed for use by many customers and/or many applications and are sold through both distribution and direct channels. The majority of our catalog products are proprietary, but some are commodity products. The life cycles of catalog products generally span multiple years, with some products continuing to sell for decades after their initial release. Custom products are designed for a specific customer for a specific application, are sold only to that customer and are typically sold directly to the customer. The life cycles of custom products are generally determined by end-equipment upgrade cycles and can be as short as 12 to 24 months.

Our segments represent groups of similar products that are combined on the basis of similar design and development requirements, product characteristics, manufacturing processes and distribution channels, and how management allocates resources and measures results. Additional information regarding each segment's products follows.

Analog

Analog semiconductors change real-world signals - such as sound, temperature, pressure or images - by conditioning them, amplifying them and often converting them to a stream of digital data that can be processed by other semiconductors, such as digital signal processors (DSPs). Analog semiconductors are also used to manage power in every electronic device, whether plugged into a wall or running off a battery. We estimate that we sell our Analog products to more than 100,000 customers. These sales generated about 55 percent of our revenue in 2012. According to external sources, the worldwide market for analog semiconductors was about $39 billion in 2012. Our Analog segment's revenue in 2012 was about $7.0 billion, or about 18 percent of this fragmented market, the leading position. We believe that we are well positioned to increase our market share over time.

Our Analog segment includes the following major product lines: High Volume Analog & Logic (HVAL), Power Management (Power), High Performance Analog (HPA) and Silicon Valley Analog (SVA).

HVAL products: These include both high-volume analog and logic products. High-volume analog includes integrated analog products for specific applications, including custom products. End markets for high-volume analog products include communications, automotive, computing and many consumer electronics products. Logic includes some commodity products marketed to many different customers for many different applications.
Power products: These include both catalog and application-specific products that help customers manage power in any type of electronic system. We design and manufacture power management semiconductors for both portable devices (battery-powered devices, such as handheld consumer electronics, laptop computers and cordless power tools) and line-powered systems (products that require an external electrical source, such as computers, digital TVs, wireless basestations and high-voltage industrial equipment).
HPA products: These include catalog analog products, such as amplifiers, data converters and interface semiconductors, that we market to many different customers who use them in manufacturing a wide range of products sold in many end markets, including the industrial, communications, computing and consumer electronics markets. HPA products generally have long life cycles, often more than 10 years.
SVA products: These include power management, data converter, interface and operational amplifier catalog analog products. This portfolio of thousands of products is marketed to many different customers who use them in manufacturing a wide range of products sold in many end markets. SVA products generally have long life cycles, often more than 10 years.
Embedded Processing
Embedded Processing products are the “brains” of many electronic devices. Compared with general purpose microprocessors that perform many different tasks, embedded processors are designed to handle specific tasks and can be optimized for various combinations of performance, power and cost, depending on the application. The devices vary from simple, low-cost products used in electric toothbrushes to highly specialized, complex devices used in wireless basestation communications infrastructure equipment. Our Embedded Processing products are used in many end markets, particularly industrial, automotive and communications infrastructure.
An important characteristic of our Embedded Processing products is that our customers often invest their own research and development (R&D) to write software that operates on our products. This investment tends to increase the length of our customer relationships because many customers prefer to re-use software from one product generation to the next.
Sales of Embedded Processing products generated about 18 percent of our revenue in 2012. According to external sources, the worldwide market for embedded processors was about $17 billion in 2012. Our Embedded Processing segment's revenue in 2012 was about $2.3 billion. This was the number two position and represented about 13 percent of this fragmented market. We believe we are well positioned to increase our market share over time.
Our Embedded Processing segment includes the following major product lines: Processors, Microcontrollers and Connectivity.
Processor products: These include DSPs and applications processors. DSPs perform mathematical computations almost instantaneously to process or improve digital data. Applications processors like our embedded OMAP™ and Sitara™ products run an industry-standard operating system and perform multiple complex tasks, often communicating with other systems.
Microcontroller products: Microcontrollers are self-contained systems with a processor core, memory and peripherals that are designed to control a set of specific tasks for electronic equipment. Microcontrollers tend to have minimal requirements for memory and program length, with no operating system and low software complexity. Analog components that control or interface with sensors and other systems are often integrated into microcontrollers. Microcontroller products also include radio frequency identification (RFID) products, which are frequently used in automotive applications and sold along with our microcontroller products.
Connectivity products: Connectivity products enable electronic devices to seamlessly connect and transfer data, and the requirements for speed, data capability, distance and power vary depending on the application. Our Connectivity products support many wireless technologies to meet these requirements, including low-power wireless network standards like Zigbee® and other technologies like Bluetooth®, WiFi, GPS and Near Field Communications. Our Connectivity products are usually designed into customer devices alongside our processor and microcontroller products, enabling data to be collected, transmitted and acted upon.

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Other

Other includes revenue from our smaller product lines, such as DLP® (primarily used in projectors to create high-definition images), custom semiconductors known as application-specific integrated circuits (ASICs) and calculators. It includes royalties received for our patented technology that we license to other electronics companies and revenue from transitional supply agreements related to acquisitions and divestitures. We also include revenue, about $1.2 billion in 2012, from our baseband products and from our OMAP applications processors and connectivity products sold into smartphone and consumer tablet applications, all of which are product lines that we have previously announced we are exiting. We expect this revenue to substantially cease by the end of 2013. Other generated about $3.6 billion in 2012.

We also include in Other restructuring charges and certain acquisition-related charges that are not used in evaluating results of and allocating resources to our Analog and Embedded Processing segments. These acquisition-related charges include certain fair-value adjustments, restructuring charges, transaction expenses, acquisition-related retention bonuses and amortization of intangible assets. Other also includes certain corporate-level items, such as litigation and environmental costs, insurance proceeds, and assets and liabilities associated with our centralized operations, such as our worldwide manufacturing, facilities and procurement operations.

Inventory

Our inventory practices differ by product, but we generally maintain inventory levels that are consistent with our expectations of customer demand. Because of the longer product life cycles of catalog products and their inherently lower risk of obsolescence, we generally carry more inventory of those products than custom products. Additionally, we sometimes maintain catalog-product inventory in unfinished wafer form, as well as higher finished-goods inventory of low-volume products, allowing greater flexibility in periods of high demand. We also have consignment inventory programs in place for our largest customers and some distributors.

Manufacturing

Semiconductor manufacturing begins with a sequence of photo-lithographic and chemical processing steps that fabricate a number of semiconductor devices on a thin silicon wafer. Each device on the wafer is tested, the wafer is cut into individual units and each unit is assembled into a package that then is usually retested. The entire process takes place in highly specialized facilities and requires an average of 12 weeks, with most products completing within 8 to 16 weeks.

The cost and lifespan of the equipment and processes we use to manufacture semiconductors vary by technology. Our Analog products and most of our Embedded Processing products can be manufactured using mature and stable, and therefore less expensive, equipment than is needed for manufacturing advanced CMOS logic products, such as our OMAP products.

We own and operate semiconductor manufacturing facilities in North America, Asia, Japan and Europe. These include both wafer fabrication and assembly/test facilities. Our facilities require substantial investment to construct and are largely fixed-cost assets once in operation. Because we own much of our manufacturing capacity, a significant portion of our operating cost is fixed. In general, these fixed costs do not decline with reductions in customer demand or utilization of capacity, potentially hurting our profit margins. Conversely, as product demand rises and factory utilization increases, the fixed costs are spread over increased output, potentially benefiting our profit margins.

We expect to maintain sufficient internal wafer fabrication capacity to meet the vast majority of our production needs. To supplement our internal wafer fabrication capacity and maximize our responsiveness to customer demand and return on capital, our wafer manufacturing strategy utilizes the capacity of outside suppliers, commonly known as foundries, and subcontractors. In 2012, we sourced about 20 percent of our total wafers and about 75 percent of our advanced CMOS logic needs from external foundries.

In 2011, we initiated closure of an older wafer fabrication facility in Hiji, Japan, and another in Houston, Texas. We expect to complete these plant closures in 2013.

Product cycle

The global semiconductor market is characterized by constant, though generally incremental, advances in product designs and manufacturing processes. Semiconductor prices and manufacturing costs tend to decline over time as manufacturing processes and product life cycles mature.

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Market cycle
The “semiconductor cycle” is an important concept that refers to the ebb and flow of supply and demand. The semiconductor market historically has been characterized by periods of tight supply caused by strengthening demand and/or insufficient manufacturing capacity, followed by periods of surplus inventory caused by weakening demand and/or excess manufacturing capacity. These are typically referred to as upturns and downturns in the semiconductor cycle. The semiconductor cycle is affected by the significant time and money required to build and maintain semiconductor manufacturing facilities.
Seasonality
Our revenue and operating results are subject to some seasonal variation. Our semiconductor sales generally are seasonally weaker in the first and fourth quarters and stronger in the second and third quarters, as manufacturers prepare for the major holiday selling seasons. Calculator revenue is tied to the U.S. back-to-school season and is therefore at its highest in the second and third quarters.
Tax considerations

We operate in a number of tax jurisdictions and are subject to several types of taxes including those that are based on income, capital, property and payroll, as well as sales and other transactional taxes. The timing of the final determination of our tax liabilities varies by jurisdiction and taxing authority. As a result, during any particular reporting period we may reflect in our financial statements one or more tax refunds or assessments, or changes to tax liabilities, involving one or more taxing authorities.

First-Quarter 2013 results
Our first-quarter revenue was $2.89 billion, net income was $362 million and earnings per share (EPS) were 32 cents. Customers continued to operate in a real-time mode, maintaining minimal component inventory and ordering parts as they were needed. Our short product lead times, well-positioned inventory and ready manufacturing capacity allow us to respond rapidly to changes in demand.

TI is now firmly rooted in Analog and Embedded Processing, and in the first quarter these segments contributed 77 percent of our revenue - a full five points more than a year ago. Our business model generates strong cash flow from operations. Free cash flow for the trailing 12 months was almost $3 billion, up 16 percent compared with a year ago. Further, free cash flow comprised 23 percent of revenue, which is consistent with our target of 20-25 percent. Free cash flow is well in excess of net income, and we expect it to remain so for some time as non-cash expenses are included in net income. (Free cash flow is a non-GAAP financial measure. For a reconciliation to GAAP and an explanation of the purpose for providing this non-GAAP measure, see the Non-GAAP financial information section after the Liquidity and capital resources section.)

In the quarter, we announced a 33 percent increase in our dividend to $1.12 per share annualized, and we added another $5 billion to our stock repurchase authorization. Both increases reflect our confidence in the long-term sustainability of our Analog and Embedded Processing business model. We returned $911 million to shareholders through dividends and share repurchases in the first quarter. For the trailing 12 months, the return to shareholders totaled $3 billion, or 107 percent of free cash flow, consistent with our intention to return all our free cash flow to shareholders except what is needed to repay debt.

Our balance sheet remains strong, with $3.9 billion of cash and short-term investments on hand at the end of the quarter, 84 percent of which is owned by the company's U.S. entities. Inventory was 101 days, down from 105 a year ago.

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Consolidated Statements of Income
(Millions of dollars, except share and per-share amounts)

	For Three Months Ended		
	March 31, 2013	March 31, 2012	Dec. 31, 2012
Revenue	$2,885	$3,121	$2,979
Cost of revenue	1,511	1,590	1,534
Gross profit	1,374	1,531	1,445
Research and development (R&D)	419	509	425
Selling, general and administrative (SG&A)	459	462	430
Acquisition charges	86	153	88
Restructuring charges/other	15	10	363
Operating profit	395	397	139
Other income (expense), net (OI&E)	2	(14)	39
Interest and debt expense	23	21	23
Income before income taxes	374	362	155
Provision (benefit) for income taxes	12	97	(109)
Net income	$362	$265	$264
Earnings per common share:			
Basic	$.32	$.23	$.23
Diluted	$.32	$.22	$.23
Average shares outstanding (millions):			
Basic	1,107	1,143	1,113
Diluted	1,123	1,165	1,124
Cash dividends declared per share of common stock	$.21	$.17	$.21
Percentage of revenue:			
Gross profit	47.6%	49.0%	48.5%
R&D	14.5%	16.3%	14.3%
SG&A	15.9%	14.8%	14.4%
Operating profit	13.7%	12.7%	4.7%

As required by accounting rule ASC 260, net income allocated to unvested restricted stock units (RSUs), on which we pay dividend equivalents, is excluded from the calculation of EPS. The amount excluded is $7 million, $4 million and $4 million for the quarters ending March 31, 2013, March 31, 2012, and December 31, 2012, respectively.

The information presented in this Management's discussion and analysis of financial condition and results of operations (MD&A) is based on our revised segment structure as of January 1, 2013. Segment-level information for the periods presented has been recast to reflect the changes in our reportable segments.

Our exit from legacy wireless products and the elimination of the Wireless segment resulted in changes to our corporate-level expense allocations, which negatively affected segment-level profitability in the first quarter. We expect a similar effect in future quarters. We allocate our corporate-level expenses, which are largely fixed, among our product lines in proportion to the operating expenses directly generated by them. Legacy wireless products generated significantly lower operating expenses in the first quarter than they have in prior quarters because we are no longer investing in them. The corporate-level expenses allocated to those products were, therefore, proportionately lower, and the corporate-level expenses allocated to the remaining product lines were proportionately higher. This allocation change affects the profitability of all three of our segments, but does not impact operating expense or profitability trends at the consolidated level.

Throughout the following discussion of our results of operations, unless otherwise noted, changes in our revenue are attributable to changes in customer demand, which are evidenced by fluctuations in shipment volumes. New products tend not to have a significant impact because our revenue is derived from such a large number of products. From time to time, our revenue and gross profit are affected by changes in demand for higher-priced or lower-priced products, which we refer to as changes in the "mix" of products shipped.

Details of financial results

Revenue for the first quarter of 2013 was $2.89 billion, a decrease of $236 million, or 8 percent, from the year-ago quarter and $94 million, or 3 percent, from the prior quarter, primarily due to lower revenue from our legacy wireless products.

Gross profit for the first quarter of 2013 was $1.37 billion, or 47.6 percent of revenue, a decrease of $157 million, or 10 percent, from the year-ago quarter due to lower revenue, including the nonrecurrence of about $65 million of business interruption insurance proceeds related to the 2011 Japan earthquake. Compared with the prior quarter, gross profit decreased $71 million, or 5 percent, primarily due to lower revenue.

Operating expenses for the first quarter of 2013 were $419 million for R&D and $459 million for SG&A. R&D expense decreased $90 million, or 18 percent, from the year-ago quarter, reflecting the wind-down of our legacy wireless product lines. Compared with the prior quarter, R&D expense was about even as lower product development costs from legacy wireless products were mostly offset by higher compensation-related costs. SG&A expense was about even compared with the year-ago quarter and increased $29 million, or 7 percent, from the prior quarter due to higher compensation-related costs.

In the first quarter of 2013, we incurred $86 million of Acquisition charges associated with our acquisition of National Semiconductor Corporation, compared with $153 million in the year-ago quarter and $88 million in the prior quarter. The decrease from the year-ago quarter is primarily due to the nonrecurrence of integration-related compensation expenses. The quarterly Acquisition charges are primarily from the ongoing amortization of intangible assets.

For the first quarter of 2013, Restructuring charges/other were $15 million compared with $10 million for the year-ago quarter and $363 million in the prior quarter. In the fourth quarter of 2011, we initiated actions to close certain manufacturing facilities in Houston, Texas and Hiji Japan, and have incurred related restructuring charges in each quarter since then. We expect that action to be completed in 2013. In the fourth quarter of 2012, we initiated actions to restructure our former Wireless business. We expect about 1,700 jobs to be eliminated and about $450 million in annualized cost savings to be realized by the time the Wireless action is completed in 2013. Restructuring charges for the first quarter of 2013 relate about equally to the Wireless action and the Houston and Hiji facility closures and consisted of about $8 million of accelerated depreciation of the facilities' assets, $4 million of severance and benefit costs and about $3 million of other exit costs. All the restructuring charges are included in Other. See Note 3 to the financial statements for additional information.

For the first quarter of 2013, our operating profit was $395 million, or 13.7 percent of revenue, about even with the year-ago quarter, as lower revenue and associated gross profit was offset by lower operating expenses and lower acquisition charges. Compared with the prior quarter, operating profit increased $256 million due to lower restructuring charges.

OI&E for the first quarter of 2013 was income of $2 million compared with an expense in the year-ago quarter of $14 million. The year-ago quarter included a charge associated with a divested business. Income from the prior quarter of $39 million decreased due to lower tax-related interest income.

Interest and debt expense was $23 million, about even with the year-ago and prior quarters. See Note 8 to the financial statements for details regarding debt outstanding.

Quarterly income taxes are calculated using the estimated annual effective tax rate. As of March 31, 2013, our estimated annual effective tax rate is about 22 percent. Our annual effective tax rate benefits from the lower tax rates applicable to our operations in many of the jurisdictions in which we operate and from U.S. tax benefits. These benefits are generally statutory in nature, without expiration and available to companies that operate in those taxing jurisdictions. See Note 4 to the financial statements for additional information.

For the first quarter of 2013, our tax provision was $12 million compared with $97 million in the year-ago quarter. The decrease was primarily due to a $65 million discrete tax benefit in the first quarter of 2013 from the reinstatement of the federal research tax credit that was retroactive to the beginning of 2012. The tax provision in the prior quarter was a $109 million net tax benefit, which included a $147 million discrete tax benefit that primarily consisted of additional U.S. tax benefits for manufacturing related to the years 2000 through 2006. The increase in the tax provision from the prior quarter was due to lower discrete tax benefits in the first quarter of 2013 and, to a lesser extent, an increase in income before income taxes.

In the first quarter of 2013, our net income was $362 million compared with net income of $265 million for the year-ago quarter and $264 million for the prior quarter. EPS was $0.32 compared with $0.22 for the year-ago quarter and $0.23 for the prior quarter.

Segment results

Analog

	1Q13	1Q12	Change	4Q12	Change
Revenue	$ 1,648	$ 1,686	-2 %	$ 1,669	-1 %
Operating profit	300	335	-10 %	419	-28 %
Operating profit % of revenue	18.2 %	19.8 %		25.1 %	

Analog revenue decreased 2 percent from the year-ago quarter due to lower revenue from SVA, and to a lesser extent, HVAL and HPA. Lower revenue from SVA was primarily the result of ongoing conversion to a consignment inventory program with our distributors, and lower revenue from HVAL was primarily due to a less favorable mix of products shipped. Partially offsetting these decreases was higher revenue from Power. Compared with the prior quarter, revenue was about even as lower revenue from HVAL and, to a lesser extent, Power was offset by higher revenue from SVA and HPA. SVA revenue was higher due to a more favorable mix of products shipped. Compared with the year-ago quarter, operating profit decreased due to lower revenue and associated gross profit and, to a lesser extent, higher operating expenses. Operating profit decreased from the prior quarter due to higher operating expenses and, to a lesser extent, lower gross profit resulting from higher manufacturing-related costs.

Embedded Processing

	1Q13	1Q12	Change	4Q12	Change
Revenue	$ 561	$ 540	4 %	$ 546	3 %
Operating profit	7	35	-80 %	11	-36 %
Operating profit % of revenue	1.3 %	6.5 %		2.0 %	

Embedded Processing revenue increased 4 percent compared with the year-ago quarter due to higher revenue from Microcontroller and, to a lesser extent, Connectivity products. Revenue from Processor products was about even. Compared with the prior quarter, Embedded Processing revenue increased 3 percent due to higher revenue from Microcontrollers. This increase was partially offset by lower revenue from Processors due to a less favorable mix of products shipped. Revenue from Connectivity products for the first quarter of 2013 was about even. Operating profit decreased from the year-ago quarter due to lower gross profit resulting primarily from higher manufacturing-related costs and, to a lesser extent, higher operating expenses. Compared with the prior quarter, operating profit decreased due to higher operating expenses, partially offset by higher gross profit.

Other

	1Q13	1Q12	Change	4Q12	Change
Revenue	$ 676	$ 895	-24 %	$ 764	-12 %
Operating profit (loss)	88	27	226 %	(291)	n/a
Operating profit (loss) % of revenue	13.1 %	3.0 %		(38.1) %	
Restructuring charges/other*	15	10		363	
Acquisition charges*	86	153		88	
Other acquisition-related charges - in COR*	—	21			

*Included in operating profit (loss)

Other revenue decreased 24 percent from the year-ago quarter, primarily due to lower revenue from legacy wireless products, and to a lesser extent, the nonrecurrence of about $65 million of business interruption insurance proceeds related to the 2011 Japan earthquake and lower revenue from custom ASIC products. Also contributing to the decrease was lower revenue from calculators. Partially offsetting was increased revenue from DLP products due to a more favorable mix of products shipped and, to a lesser extent, increased royalties. Compared with the prior quarter, revenue decreased 12 percent due to lower revenue from legacy wireless products and, to a lesser extent, lower revenue from custom ASIC products and royalties. Partially offsetting these decreases was higher revenue from calculators. DLP was about even.

Operating profit for the first quarter of 2013 increased from the year-ago quarter due to lower operating expenses and, to a lesser extent, lower acquisition charges. These were partially offset by lower revenue and associated gross profit. Compared with the prior quarter, operating profit increased due to lower restructuring charges.

Financial Condition

At the end of the first quarter of 2013, total cash (Cash and cash equivalents plus Short-term investments) was $3.86 billion, with 84 percent owned by our U.S. entities.

Accounts receivable were $1.33 billion at the end of the first quarter. This was an increase of $103 million from the end of 2012 as a result of higher revenue at the end of the first quarter compared with the prior quarter. Days sales outstanding were 42 at the end of the first quarter compared with 37 at the end of 2012.

Inventory was $1.70 billion at the end of the first quarter. This was a decrease of $57 million from the end of 2012. Days of inventory at the end of the first quarter were 101 compared with 103 at the end of 2012.

Liquidity and Capital Resources

Our primary source of liquidity is cash flow from operations. Additional sources of liquidity are our cash and cash equivalents, short-term investments and revolving credit facilities. Cash flow from operations for the first quarter of 2013 was $360 million, a decrease of $89 million from the year-ago period, due to changes in working capital.

We had $1.39 billion of Cash and cash equivalents and $2.47 billion of Short-term investments as of March 31, 2013. We have a variable-rate revolving credit facility with a consortium of investment-grade banks that allows us to borrow up to $2 billion through March 2018. This credit facility also serves as support for the issuance of commercial paper. As of March 31, 2013, our credit facility was undrawn and we had no commercial paper outstanding.

On May 1, 2013, we priced $1.0 billion principal amount of debt, which we expect to use for repayment of a portion of our debt. The debt offering is expected to close on May 8, 2013.

For the first three months of 2013, investing activities provided cash of $22 million compared with $270 million in the year-ago period. Proceeds from short-term investments, net of purchases, provided cash of $79 million compared with $371 million in the year-ago quarter. Capital expenditures in the first quarter of 2013 totaled $84 million compared with $103 million in the year-ago quarter. These expenditures were primarily for semiconductor manufacturing equipment. We also received $18 million of cash proceeds from the sale of a site in the first quarter of 2013.

Net cash used in financing activities was $405 million for the first three months of 2013 compared with $518 million in the year-ago period. We used $300 million in the year-ago quarter to repay commercial paper borrowings. In the first quarter of 2013, we paid dividends of $232 million compared with $195 million in the year-ago period. We also used $679 million in the first three months of 2013 to repurchase 20.4 million shares of our common stock. In the same period last year we used $300 million to repurchase 9.1 million shares of common stock. Employee exercises of stock options are also reflected in cash from financing activities. In the first quarter of 2013, these exercises provided cash proceeds of $454 million compared with $259 million for the year-ago quarter.

In February 2013, we announced a 33 percent increase in our quarterly cash dividend from $0.21 to $0.28 per share, resulting in an annualized dividend payment of $1.12 per share. Additionally, our Board of Directors authorized the repurchase of an additional $5.0 billion of our common stock, bringing the total outstanding authorization to $8.2 billion as of March 31, 2013.

We believe we have the necessary financial resources and operating plans to fund our working capital needs, capital expenditures, dividend and debt-related payments, and other business requirements for at least the next 12 months.

Non-GAAP financial information

This MD&A includes a discussion of free cash flow and various ratios based on that measure. These are financial measures that were not prepared in accordance with generally accepted accounting principles in the United States (non-GAAP measures). Free cash flow was calculated by subtracting Capital expenditures from Cash flows from operating activities (also referred to as Cash flow from operations).

The free cash flow measures were compared to the following GAAP items to determine the various non-GAAP ratios presented below and referred to in the MD&A: Revenue, Dividends paid and Stock repurchases. Reconciliation to the most directly comparable GAAP-based ratios is provided in the table below.

We believe all of these non-GAAP measures provide insight into our liquidity, our cash-generating capability and the amount of cash available to return to investors as well as insight into our financial performance. These non-GAAP measures are supplemental to the comparable GAAP measures.

TEXAS INSTRUMENTS INCORPORATED
(Millions of dollars)

	For the Twelve Months Ended Mar. 31, 2013	For the Twelve Months Ended Dec. 31, 2012	Percentage Change	
Cash flow from operations (GAAP)	$3,324	$3,188	4	%
Less Capital expenditures	476	725	-34	%
Free cash flow (non-GAAP)	$2,848	2,463	16	%

	For the Twelve Months Ended Mar. 31, 2013	As a Percentage of Revenue	
Revenue	$12,589		
Cash flow from operations (GAAP)	$3,324	26	%
Less Capital expenditures	476	4	%

Free cash flow (non-GAAP)	$2,848	23	%

The Cash flow from operations and Capital expenditures as a percentage of Revenue provided in the above chart will not calculate to the free cash flow as a percentage of Revenue due to rounding.

	For the Twelve Months Ended Mar. 31, 2013	As a Percentage of Cash Flow from Operations (GAAP)		As a Percentage of Free Cash Flow (Non-GAAP)	
Dividends paid	$856	26	%	30	%
Stock repurchases	2,179	66	%	77	%
Total cash returned	$3,035	91	%	107	%

The Dividends paid and Stock repurchases as a percentage of Cash flow from operations provided in the above chart will not sum to the total cash returned as a percentage of Cash flow from operations due to rounding.

Long-term contractual obligations

In addition to the long-term debt obligations described in the long-term contractual obligations chart on pages 51-52 of Exhibit 13 to our Form 10-K for the year ended December 31, 2012, on May 1, 2013, we priced $500 million of 1.00% notes maturing in 2018 and $500 million of 2.25% notes maturing in 2023.

Changes in accounting standards

See Note 1 to the financial statements for detailed information regarding the status of new accounting and reporting standards.

ITEM 4. Controls and Procedures.

An evaluation as of the end of the period covered by this report was carried out under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that those disclosure controls and procedures were effective. In addition, there has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1A. Risk Factors.

Information concerning our risk factors is contained on pages 10-14 of our Form 10-K for the year ended December 31, 2012, and is incorporated by reference herein.

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

The following table contains information regarding our purchases of our common stock during the quarter.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased		Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[1]		Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs[1]	
January 1, 2013 through January 31, 2013	12,893,500		$ 32.57	12,893,500		$3.45 billion	
February 1, 2013 through February 28, 2013	2,388,400		33.55	2,388,400		$8.37 billion	
March 1, 2013 through March 31, 2013	5,731,227		34.90	5,731,227		$8.17 billion	
Total	21,013,127	(2)	$ 33.31	21,013,127	(2)	$8.17 billion	(3)

(1) All purchases during the quarter were made under the authorization from our board of directors to purchase up to $7.5 billion of additional shares of TI common stock announced on September 16, 2010. On February 21, 2013, our Board of Directors authorized the purchase of an additional $5.0 billion of our common stock. No expiration date has been specified for these authorizations.

(2) All purchases during the quarter were open-market purchases. The table includes the purchase of 607,508 shares for which trades were settled in the first two business days of April 2013.

(3) As of March 31, 2013, this amount consisted of the remaining portion of the $7.5 billion authorized in September 2010 and the $5.0 billion authorized in February 2013.

ITEM 6. Exhibits.

Designation of Exhibits in This Report	Description of Exhibit
3(a)	Restated Certificate of Incorporation of the Registrant, dated April 18, 1985 (incorporated by reference to Exhibit 3(a) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(b)	Certificate of Amendment to Restated Certificate of Incorporation of the Registrant, dated April 16, 1987 (incorporated by reference to Exhibit 3(b) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(c)	Certificate of Amendment to Restated Certificate of Incorporation of the Registrant, dated April 21, 1988 (incorporated by reference to Exhibit 3(c) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(d)	Certificate of Amendment to Restated Certificate of Incorporation of the Registrant, dated April 18, 1996 (incorporated by reference to Exhibit 3(d) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(e)	Certificate of Ownership merging Texas Instruments Automation Controls, Inc. into the Registrant, dated March 28, 1988 (incorporated by reference to Exhibit 3(e) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(f)	Certificate of Elimination of Designations of Preferred Stock of the Registrant, dated March 18, 1994 (incorporated by reference to Exhibit 3(f) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(g)	Certificate of Ownership and Merger merging Tiburon Systems, Inc. into the Registrant, dated November 2, 1995 (incorporated by reference to Exhibit 3(g) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(h)	Certificate of Ownership and Merger merging Tartan, Inc. into the Registrant, dated June 21, 1995 (incorporated by reference to Exhibit 3(h) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(i)	Certificate of Designation relating to the Registrant's Participating Cumulative Preferred Stock, dated June 23, 1998 (incorporated by reference to Exhibit 3(i) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(j)	Certificate of Elimination of Designation of Preferred Stock of the Registrant, dated June 18, 1998 (incorporated by reference to Exhibit 3(j) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(k)	Certificate of Ownership and Merger merging Intersect Technologies, Inc. with and into the Registrant, dated July 15, 1999 (incorporated by reference to Exhibit 3(k) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(l)	Certificate of Ownership and Merger merging Soft Warehouse, Inc. with and into the Registrant, dated September 23, 1999 (incorporated by reference to Exhibit 3(l) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(m)	Certificate of Ownership and Merger merging Silicon Systems, Inc. with and into the Registrant, dated December 17, 1999 (incorporated by reference to Exhibit 3(m) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(n)	Certificate of Amendment to Restated Certificate of Incorporation, dated April 20, 2000 (incorporated by reference to Exhibit 3(n) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(o)	Certificate of Ownership and Merger merging Power Trends, Inc. with and into the Registrant, dated May 31, 2001 (incorporated by reference to Exhibit 3(o) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).

3(p)	Certificate of Ownership and Merger merging Amati Communications Corporation with and into the Registrant, dated September 28, 2001 (incorporated by reference to Exhibit 3(p) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(q)	Certificate of Ownership and Merger merging Texas Instruments San Diego Incorporated with and into the Registrant, dated August 27, 2002 (incorporated by reference to Exhibit 3(q) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(r)	Certificate of Ownership and Merger merging Texas Instruments Burlington Incorporated with and into the Registrant, dated December 31, 2003 (incorporated by reference to Exhibit 3(r) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).

3(s)	Certificate of Ownership and Merger merging Texas Instruments Automotive Sensors and Controls San Jose Inc. with and into the Registrant, dated October 31, 2004 (incorporated by reference to Exhibit 3(s) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
3(t)	Certificate of Elimination of Series B Participating Cumulative Preferred Stock (incorporated by reference to Exhibit 3 to the Registrant's Current Report on Form 8-K filed June 23, 2008).
3(u)	By-Laws of the Registrant (incorporated by reference to Exhibit 3 to the Registrant's Current Report on Form 8-K filed July 18, 2008).
31.1	Certification of Chief Executive Officer of Periodic Report Pursuant to Rule 13a-15(e) or Rule 15d-15(e).
31.2	Certification of Chief Financial Officer of Periodic Report Pursuant to Rule 13a-15(e) or Rule 15d-15(e).
32.1	Certification by Chief Executive Officer of Periodic Report Pursuant to 18 U.S.C. Section 1350.
32.2	Certification by Chief Financial Officer of Periodic Report Pursuant to 18 U.S.C. Section 1350.
101.ins	XBRL Instance Document
101.def	XBRL Taxonomy Extension Definition Linkbase Document
101.sch	XBRL Taxonomy Extension Schema Document
101.cal	XBRL Taxonomy Extension Calculation Linkbase Document
101.lab	XBRL Taxonomy Extension Label Linkbase Document
101.pre	XBRL Taxonomy Extension Presentation Linkbase Document

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995:

This report includes forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by phrases such as TI or its management “believes,” “expects,” “anticipates,” “foresees,” “forecasts,” “estimates” or other words o phrases of similar import. Similarly, statements herein that describe TI's business strategy, outlook, objectives, plans, intentions or goals also are forward-looking statements. All such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those in forward-looking statements.

We urge you to carefully consider the following important factors that could cause actual results to differ materially from the expectations of TI or its management:

- Market demand for semiconductors, particularly in key markets such as communications, computing, industrial, consumer electronics and automotive;
- TI's ability to maintain or improve profit margins, including its ability to utilize its manufacturing facilities at sufficient levels to cover its fixed operating costs, in an intensely competitive and cyclical industry;
- TI's ability to develop, manufacture and market innovative products in a rapidly changing technological environment;
- TI's ability to compete in products and prices in an intensely competitive industry;
- TI's ability to maintain and enforce a strong intellectual property portfolio and obtain needed licenses from third parties;
- Expiration of license agreements between TI and its patent licensees, and market conditions reducing royalty payments to TI;
- Economic, social and political conditions in the countries in which TI, its customers or its suppliers operate, including security risks, health conditions, possible disruptions in transportation, communications and information technology networks and fluctuations in foreign currency exchange rates;
- Natural events such as severe weather and earthquakes in the locations in which TI, its customers or its suppliers operate;
- Availability and cost of raw materials, utilities, manufacturing equipment, third-party manufacturing services and manufacturing technology;
- Changes in the tax rate applicable to TI as the result of changes in tax law, the jurisdictions in which profits are determined to be earned and taxed, the outcome of tax audits and the ability to realize deferred tax assets;
- Changes in laws and regulations to which TI or its suppliers are or may become subject, such as those imposing fees or reporting or substitution costs relating to the discharge of emissions into the environment or the use of certain raw materials in our manufacturing processes;
- Losses or curtailments of purchases from key customers and the timing and amount of distributor and other customer inventory adjustments;

- Customer demand that differs from our forecasts;
- The financial impact of inadequate or excess TI inventory that results from demand that differs from projections;
- Impairments of our non-financial assets;
- Product liability or warranty claims, claims based on epidemic or delivery failure or recalls by TI customers for a product containing a TI part;
- TI's ability to recruit and retain skilled personnel;

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- Timely implementation of new manufacturing technologies and installation of manufacturing equipment, and the ability to obtain needed third-party foundry and assembly/test subcontract services;
- TI's obligation to make principal and interest payments on its debt;
- TI's ability to successfully integrate and realize opportunities for growth from acquisitions, and our ability to realize our expectations regarding the amount and timing of restructuring charges and associated cost savings; and
- Breaches of our information technology systems.

For a more detailed discussion of these factors see the Risk Factors discussion in Item 1A of our most recent Form 10-K. The forward-looking statements included in this report are made only as of the date of this report and we undertake no obligation to update the forward-looking statements to reflect subsequent events or circumstances.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TEXAS INSTRUMENTS INCORPORATED
BY /s/ Kevin P. March
Kevin P. March
Senior Vice President and
Chief Financial Officer

Date: May 3, 2013

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