

COGNEX CORP  
Form 10-Q  
August 01, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q**

(Mark One)

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended July 3, 2011 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 Number 001-34218**

**COGNEX CORPORATION**

*(Exact name of registrant as specified in its charter)*

**Massachusetts**

*(State or other jurisdiction of incorporation or organization)*

**04-2713778**

*(I.R.S. Employer Identification No.)*

**One Vision Drive**

**Natick, Massachusetts 01760-2059**

**(508) 650-3000**

*(Address, including zip code, and telephone number, including area code, of principal executive offices)*

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 has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the 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

As of July 3, 2011, there were 42,064,561 shares of Common Stock, \$.002 par value, of the registrant outstanding.

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CONSOLIDATED STATEMENTS OF OPERATIONS**

(In thousands, except per share amounts)

	<b>Three-months Ended</b>		<b>Six-months Ended</b>	
	<b>July 3,</b>	<b>July 4,</b>	<b>July 3,</b>	<b>July 4,</b>
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
	<b>(unaudited)</b>		<b>(unaudited)</b>	
Revenue				
Product	\$ 77,566	\$ 67,067	\$ 146,443	\$ 121,680
Service	5,827	4,744	11,344	9,098
	<b>83,393</b>	71,811	<b>157,787</b>	130,778
Cost of revenue				
Product	16,454	15,914	31,553	28,825
Service	2,925	2,803	6,209	5,833
	<b>19,379</b>	18,717	<b>37,762</b>	34,658
Gross margin				
Product	61,112	51,153	114,890	92,855
Service	2,902	1,941	5,135	3,265
	<b>64,014</b>	53,094	<b>120,025</b>	96,120
Research, development, and engineering expenses	10,506	8,076	19,988	16,179
Selling, general, and administrative expenses	29,466	25,738	58,627	49,360
Restructuring charges	-	39	-	88
Operating income	<b>24,042</b>	19,241	<b>41,410</b>	30,493
Foreign currency gain (loss)	210	(8)	151	(173)
Investment income	697	308	1,302	565
Other expense	(148)	(156)	(353)	(402)
Income before income tax expense	<b>24,801</b>	19,385	<b>42,510</b>	30,483
Income tax expense	<b>5,704</b>	4,458	<b>9,777</b>	7,011
Net income	\$ 19,097	\$ 14,927	\$ 32,733	\$ 23,472
Earnings per weighted-average common and common-equivalent share:				
Basic	\$ 0.46	\$ 0.38	\$ 0.79	\$ 0.59

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Diluted	\$ 0.45	\$ 0.38	\$ 0.77	\$ 0.59
Weighted-average common and common-equivalent shares outstanding:				
Basic	41,842	39,683	41,586	39,675
Diluted	42,810	39,793	42,532	39,736
Cash dividends per common share	\$ 0.09	\$ 0.06	\$ 0.17	\$ 0.11

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

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**COGNEX CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands)

	<b>July 3, 2011 (unaudited)</b>	December 31, 2010
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 42,676	\$ 33,203
Short-term investments	202,012	147,823
Accounts receivable, less reserves of \$1,248 and \$1,235 in 2011 and 2010, respectively	42,480	45,901
Inventories	27,004	22,717
Deferred income taxes	6,319	6,302
Prepaid expenses and other current assets	21,810	23,059
Total current assets	<b>342,301</b>	279,005
Long-term investments	108,700	102,055
Property, plant, and equipment, net	30,590	29,596
Deferred income taxes	15,707	15,555
Intangible assets, net	21,047	23,130
Goodwill	82,654	82,204
Other assets	1,658	1,559
	<b>\$ 602,657</b>	\$ 533,104

**LIABILITIES AND SHAREHOLDERS EQUITY**

Current liabilities:		
Accounts payable	\$ 6,922	\$ 7,153
Accrued expenses	27,941	29,346
Accrued income taxes	8,726	7,771
Deferred revenue and customer deposits	13,089	10,162
Total current liabilities	<b>56,678</b>	54,432
Reserve for income taxes	5,694	5,361

Commitments and contingencies (Note 8)

Shareholders equity:

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Common stock, \$.002 par value	Authorized: 140,000 shares, issued:		
42,065 and 41,065 shares in 2011 and 2010, respectively		<b>84</b>	82
Additional paid-in capital		<b>130,171</b>	102,620
Retained earnings		<b>405,463</b>	379,826
Accumulated other comprehensive gain (loss), net of tax		<b>4,567</b>	(9,217)
Total shareholders' equity		<b>540,285</b>	473,311
		<b>\$ 602,657</b>	\$ 533,104

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

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**COGNEX CORPORATION**  
**CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY AND COMPREHENSIVE INCOME**  
(In thousands)

	Common Stock Shares	Common Stock Par Value	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Gain (Loss)	Comprehensive Income	Total Shareholders Equity
Balance as of December 31, 2010	41,065	\$ 82	\$ 102,620	\$ 379,826	\$ (9,217)		\$ 473,311
Issuance of common stock under stock option plans	1,000	2	20,817	-	-		20,819
Stock-based compensation expense	-	-	4,309	-	-		4,309
Excess tax benefit from stock option exercises	-	-	2,425	-	-		2,425
Payment of dividends	-	-	-	(7,096)	-		(7,096)
Comprehensive income:							
Net income	-	-	-	32,733	-	\$ 32,733	32,733
Net unrealized loss on available-for-sale investments, net of tax of \$35	-	-	-	-	(177)	(177)	(177)
Foreign currency translation adjustment, net of tax of \$469	-	-	-	-	13,961	13,961	13,961
Comprehensive income						\$ 46,517	
Balance as of July 3, 2011 (unaudited)	<b>42,065</b>	<b>\$ 84</b>	<b>\$ 130,171</b>	<b>\$ 405,463</b>	<b>\$ 4,567</b>		<b>\$ 540,285</b>

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

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**COGNEX CORPORATION**  
**CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS**  
(In thousands)

	<b>Six-Months Ended</b>	
	<b>July 3, 2011</b>	<b>July 4, 2010</b>
	<b>(unaudited)</b>	
Cash flows from operating activities:		
Net income	\$ 32,733	\$ 23,472
Adjustments to reconcile net income to net cash provided by operating activities:		
Stock-based compensation expense	4,309	394
Depreciation of property, plant, and equipment	2,669	2,282
Amortization of intangible assets	2,130	2,462
Amortization of premiums/discounts on investments	2,996	1,091
Tax effect of stock option exercises	(2,425)	76
Change in deferred income taxes	(642)	(789)
Change in operating assets and liabilities	6,309	(7,711)
 Net cash provided by operating activities	 <b>48,079</b>	 21,277
Cash flows from investing activities:		
Purchases of investments	(168,165)	(116,600)
Maturities and sale of investments	114,803	35,486
Purchases of property, plant, and equipment	(3,625)	(2,231)
Cash received related to disposition	-	315
 Net cash used in investing activities	 <b>(56,987)</b>	 (83,030)
Cash flows from financing activities:		
Issuance of common stock under stock option plans	20,819	395
Stock option buyback	-	(83)
Payment of dividends	(7,096)	(4,365)
Tax effect of stock option exercises	2,425	(76)
 Net cash provided by (used in) financing activities	 <b>16,148</b>	 (4,129)
 Effect of foreign exchange rate changes on cash	 <b>2,233</b>	 (16,007)
 Net increase (decrease) in cash and cash equivalents	 <b>9,473</b>	 (81,889)
Cash and cash equivalents at beginning of period	33,203	119,831
 Cash and cash equivalents at end of period	 <b>\$ 42,676</b>	 \$ 37,942

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

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**COGNEX CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 1: Summary of Significant Accounting Policies**

As permitted by the rules of the Securities and Exchange Commission applicable to Quarterly Reports on Form 10-Q, these notes are condensed and do not contain all disclosures required by generally accepted accounting principles (GAAP). Reference should be made to the consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

In the opinion of the management of Cognex Corporation (the Company), the accompanying consolidated unaudited financial statements contain all adjustments, consisting of normal, recurring adjustments necessary to present fairly the Company's financial position as of July 3, 2011, and the results of its operations for the three-month and six-month periods ended July 3, 2011 and July 4, 2010, and changes in shareholders' equity and cash flows for the periods presented.

The results disclosed in the Consolidated Statements of Operations for the three-month and six-month periods ended July 3, 2011 are not necessarily indicative of the results to be expected for the full year.

**NOTE 2: New Pronouncements**

In the second quarter of 2011, the Financial Accounting Standards Board (FASB) issued the following accounting standards updates aimed at converging U.S. GAAP with international standards.

**Accounting Standards Update (ASU) 2011-04, Fair Value Measurements: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs**

The amendments in this ASU change certain aspects of the fair value measurement guidance in Accounting Standards Codification (ASC) 820, Fair Value Measurement, including the application of the concepts of highest and best use and valuation premise, introduction of an option to measure groups of offsetting assets and liabilities on a net basis, incorporation of certain premiums and discounts in fair value measurements, and measurement of the fair value of certain instruments classified in shareholders' equity. In addition, the amended guidance includes new fair value disclosure requirements, including, among other things, information about valuation techniques and unobservable inputs used in Level 3 fair value measurements and a narrative description of Level 3 measurements' sensitivity to changes in unobservable inputs. ASU 2011-04 must be applied prospectively and is effective for the first quarter of 2012. Management is in the process of evaluating the impact of this ASU.

**Accounting Standards Update (ASU) 2011-05, Comprehensive Income**

The amendments in this ASU revise the manner in which companies present comprehensive income in their financial statements. This ASU requires companies to report the components of comprehensive income in either a continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement would present the components of net income, similar to the Company's current Consolidated Statements of Operations, while the second statement would include the components of other comprehensive income (OCI), as well as a cumulative total for comprehensive income. This ASU does not change the items that must be reported in OCI. ASU 2011-05 must be applied retrospectively and is effective for the first quarter of 2012. Management is in the process of evaluating the presentation options required by this ASU.

**NOTE 3: Fair Value Measurements**

**Financial Assets and Liabilities that are Measured at Fair Value on a Recurring Basis**

The following table summarizes the financial assets and liabilities measured at fair value on a recurring basis as of July 3, 2011 (in thousands):

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**COGNEX CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Assets:		
Money market instruments	\$ 2,452	\$ -
Treasury bills	-	25,215
Municipal bonds	-	118,703
Corporate bonds	-	105,744
Agency bonds	-	38,416
Sovereign bonds	-	21,531
Covered bonds	-	6,715
Currency forward contracts	209	-

## Liabilities:

Currency forward contracts	13	-
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The majority of the Company's investments are reported at fair value based upon model-driven valuations in which all significant inputs are observable or can be derived from or corroborated by observable market data for substantially the full term of the asset, and are therefore classified as Level 2 investments. These investments are priced daily by a large, third-party pricing service. The service maintains regular contact with market makers, brokers, dealers, and analysts to gather information on market movement, direction, trends, and other specific data. They use this information to structure yield curves for various types of debt securities and arrive at the current day's valuations. The Company's money market instruments are reported at fair value based upon the daily market price for identical assets in active markets, and are therefore classified as Level 1. The Company did not record an other-than-temporary impairment of investments in the six-month period ended July 3, 2011. Further discussion of management's analysis related to an other-than-temporary impairment is included in Note 4.

The Company's forward contracts are reported at fair value based upon quoted U.S. Dollar foreign currency exchange rates, and are therefore classified as Level 1.

**Financial Assets that are Measured at Fair Value on a Non-recurring Basis**

The Company has an interest in a limited partnership, which is accounted for using the cost method and is measured at fair value on a non-recurring basis. The fair value of the Company's limited partnership interest is based upon valuations of the partnership's investments as determined by the General Partner. Publicly-traded investments in active markets are reported at the market closing price less a discount, as appropriate, to reflect restricted marketability. Fair value for private investments for which observable market prices in active markets do not exist is based upon the best information available including the value of a recent financing, reference to observable valuation measures for comparable companies (such as revenue multiples), public or private transactions (such as the sale of a comparable company), and valuations for publicly-traded comparable companies. The amount determined to be fair value also incorporates the General Partner's own judgment and close familiarity with the business activities of each portfolio company. Management monitors the carrying value of this investment compared to its fair value to determine if an other-than-temporary impairment has occurred. If a decline in fair value is considered to be other-than-temporary, an impairment charge would be recorded to reduce the carrying value of the asset to its fair value. The portfolio consists of securities of public and private companies, and consequently, inputs used in the fair value calculation are classified as Level 3. The Company did not record an other-than-temporary impairment of this asset in the six-month period

ended July 3, 2011 as there was no indication of impairment during this period.

Non-financial Assets that are Measured at Fair Value on a Non-recurring Basis

Non-financial assets such as goodwill, intangible assets, and property, plant, and equipment are measured at fair value only when an impairment loss is recognized. The Company did not record an impairment charge related to these assets in the six-month period ended July 3, 2011.

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Cash, cash equivalents, and investments consisted of the following (in thousands):

	<b>July 3, 2011</b>	December 31, 2010
Cash	\$ 28,679	\$ 26,650
Money market instruments	2,452	6,553
Treasury bills	11,545	-
Cash and cash equivalents	<b>42,676</b>	33,203
Treasury bills	12,979	2,494
Municipal bonds	86,029	75,457
Corporate bonds	68,425	34,543
Agency bonds	23,428	15,979
Sovereign bonds	11,151	19,350
Short-term investments	<b>202,012</b>	147,823
Treasury bills	691	-
Municipal bonds	32,674	34,794
Corporate bonds	37,319	36,762
Agency bonds	14,988	21,025
Sovereign bonds	10,380	-
Covered bonds	6,715	3,541
Limited partnership interest (accounted for using cost method)	5,933	5,933
Long-term investments	<b>108,700</b>	102,055
	<b>\$ 353,388</b>	\$ 283,081

The Company's portfolio consists of treasury bills, municipal bonds, corporate bonds, agency bonds, sovereign bonds, and covered bonds. In the second quarter of 2011, the Company invested in French Treasury bills that have been classified as a cash equivalent. Treasury bills classified as investments consist of debt securities issued by the U.S. government; municipal bonds consist of debt securities issued by state and local government entities; corporate bonds consist of debt securities issued by both international and domestic companies; agency bonds consist of domestic or foreign obligations of government agencies and government sponsored enterprises that have government backing; sovereign bonds consist of direct debt issued by international governments (France, Germany, and the Netherlands as of July 3, 2011); and covered bonds consist of debt securities backed by governments, mortgages, or public sector loans.

The following tables summarize the Company's available-for-sale investments as of July 3, 2011 (in thousands):

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**COGNEX CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Short-term:				
Treasury bills	\$ 12,979	\$ -	\$ -	\$ 12,979
Municipal bonds	85,959	75	(5)	86,029
Corporate bonds	68,528	15	(118)	68,425
Agency bonds	23,442	24	(38)	23,428
Sovereign bonds	11,186	-	(35)	11,151
Long-term:				
Treasury bills	690	1	-	691
Municipal bonds	32,549	127	(2)	32,674
Corporate bonds	37,732	-	(413)	37,319
Agency bonds	15,103	1	(116)	14,988
Sovereign bonds	10,387	2	(9)	10,380
Covered bonds	6,755	-	(40)	6,715
	<b>\$ 305,310</b>	<b>\$ 245</b>	<b>\$ (776)</b>	<b>\$ 304,779</b>

The following tables summarize the Company's gross unrealized losses and fair value for available-for-sale investments in an unrealized loss position as of July 3, 2011, aggregated by investment category and the length of time that individual securities have been in a continuous unrealized loss position (in thousands):

	Unrealized Loss Position For:					
	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Municipal bonds	\$ 39,174	\$ (7)	\$ -	\$ -	\$ 39,174	\$ (7)
Corporate bonds	84,990	(515)	10,438	(16)	95,428	(531)
Agency bonds	24,993	(149)	1,259	(5)	26,252	(154)
Sovereign bonds	13,144	(23)	2,483	(21)	15,627	(44)
Covered bonds	6,715	(40)	-	-	6,715	(40)
	<b>\$ 169,016</b>	<b>\$ (734)</b>	<b>\$ 14,180</b>	<b>\$ (42)</b>	<b>\$ 183,196</b>	<b>\$ (776)</b>

As of July 3, 2011, the Company did not identify an other-than-temporary impairment on these investments. In its evaluation, management considered the types of securities, the credit rating of the securities, the length of time the securities have been in a loss position, the size of the loss position, our intent and ability to hold the securities to expected recovery of value, and other meaningful information. The Company does not intend to sell, and is unlikely to be required to sell, any of these securities before its effective maturity or market price recovery. The Company recorded gross realized gains and gross realized losses on the sale of debt securities totaling \$22,000 and \$3,000, respectively, in the three-month period ended July 3, 2011, and \$31,000 and \$17,000, respectively, in the six-month period ending July 3, 2011.

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The following table presents the effective maturity dates of the Company's available-for-sale investments as of July 3, 2011 (in thousands):

	<b>&lt;1 Year</b>	<b>1-2 Years</b>	<b>2-3 Years</b>	<b>3-4 Years</b>	<b>Total</b>
Treasury bills	\$ 12,979	\$ 691	\$ -	\$ -	\$ 13,670
Municipal bonds	86,029	23,889	7,769	1,016	118,703
Corporate bonds	68,425	20,879	16,440	-	105,744
Agency bonds	23,428	11,984	3,004	-	38,416
Sovereign bonds	11,151	4,476	5,904	-	21,531
Covered bonds	-	6,715	-	-	6,715
	<b>\$ 202,012</b>	<b>\$ 68,634</b>	<b>\$ 33,117</b>	<b>\$ 1,016</b>	<b>\$ 304,779</b>

In June 2000, the Company became a Limited Partner in Venrock Associates III, L.P. (Venrock), a venture capital fund. A Director of the Company was a General Partner of Venrock Associates through December 31, 2009. The Company has committed to a total investment in the limited partnership of up to \$20,500,000, with an expiration date of December 31, 2013. As of July 3, 2011, the Company contributed \$19,886,000 to the partnership. The remaining commitment of \$614,000 can be called by Venrock at any time before December 31, 2013. Distributions are received and contributions are requested at the discretion

**Table of Contents****COGNEX CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

of Venrock's management. No contributions were made and no distributions were received during the six-month period in 2011.

**NOTE 5: Inventories**

Inventories consisted of the following (in thousands):

	<b>July 3, 2011</b>	December 31, 2010
Raw materials	\$ 17,877	\$ 14,791
Work-in-process	2,765	2,051
Finished goods	6,362	5,875
	<b>\$ 27,004</b>	<b>\$ 22,717</b>

**NOTE 6: Intangible Assets and Goodwill**

The change in the carrying value of goodwill during the six-month period ended July 3, 2011 (\$450,000) is wholly attributable to fluctuations in foreign currency exchange rates, as a portion of this asset is recorded on the books of the Company's Irish subsidiary.

The Company evaluates the possible impairment of goodwill and other intangible assets whenever events or circumstances indicate that the carrying value of these assets may not be recoverable. No triggering event occurred in the six-month period ended July 3, 2011 that would indicate a potential impairment of goodwill or other intangible assets. However, the Company continues to monitor market conditions, and changes in market conditions could result in an impairment of goodwill or other intangible assets in a future period.

**NOTE 7: Warranty Obligations**

The Company warrants its hardware products to be free from defects in material and workmanship for periods primarily ranging from six months to two years from the time of sale based upon the product being purchased and the terms of the customer arrangement. Warranty obligations are evaluated and recorded at the time of sale since it is probable that customers will make claims under warranties related to products that have been sold and the amount of these claims can be reasonably estimated based upon historical costs to fulfill claims. Obligations may also be recorded subsequent to the time of sale whenever specific events or circumstances impacting product quality become known that would not have been taken into account using historical data. Warranty obligations are included in Accrued expenses on the Consolidated Balance Sheets.

The changes in the warranty obligations were as follows (in thousands):

Balance as of December 31, 2010	\$ 1,985
Provisions for warranties issued during the period	774
Fulfillment of warranty obligations	(724)
Foreign exchange rate changes	137
Balance as of July 3, 2011	<b>\$ 2,172</b>

**NOTE 8: Contingencies**

In May 2008, the Company filed a complaint against MvTec Software GmbH, MvTec LLC, and Fuji America Corporation in the United States District Court for the District of Massachusetts alleging infringement of certain patents owned by the Company. In April 2009 and again in June 2009, Defendant MvTec Software GmbH filed

re-examination requests of the patents-at-issue with the United States Patent and Trademark Office. This matter is ongoing.

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**COGNEX CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

In May 2009, the Company pre-filed a complaint with the United States International Trade Commission (ITC) pursuant to Section 337 of the Tariff Act of 1930, as amended, 19 U.S.C. §1337, against MvTec Software GmbH, MvTec LLC, Fuji America, and several other respondents alleging unfair methods of competition and unfair acts in the unlawful importation into the United States, sale for importation, or sale within the United States after importation. By this filing, the Company requested the ITC to investigate the Company's contention that certain machine vision software, machine vision systems, and products containing the same infringe, and respondents directly infringe and/or actively induce and/or contribute to the infringement in the United States, of one or more of the Company's U.S. patents. In July 2009, the ITC issued an order that it would institute an investigation based upon the Company's assertions. In September 2009, the Company reached a settlement with two of the respondents, and in December 2009, the Company reached a settlement with five additional respondents. In March 2010, the Company reached a settlement with respondent Fuji Machine Manufacturing Co., Ltd. and its subsidiary Fuji America Corporation. These settlements did not have a material impact on the Company's financial results. An ITC hearing was held in May 2010. In July 2010, the Administrative Law Judge issued an initial determination finding two of the Company's patents invalid and that respondents did not infringe the patents-at-issue. In September 2010, the Commission issued a notice that it would review the initial determination of the Administrative Law Judge. The ITC issued its Final Determination in November 2010 in which it determined to modify-in-part and affirm-in-part the Administrative Law Judge's determination, and terminate the investigation with a finding of no violation of Section 337 of the Tariff Act of 1930 (as amended 19 U.S.C. §1337). The Company has filed an appeal of the decision with the United States Court of Appeals for the Federal Circuit. This matter is ongoing.

The Company cannot predict the outcome of the above-referenced pending matters and an adverse resolution of these lawsuits could have a material adverse effect on the Company's financial position, liquidity, results of operations, and/or indemnification obligations. In addition, various other claims and legal proceedings generally incidental to the normal course of business are pending or threatened on behalf of or against the Company. While we cannot predict the outcome of these incidental matters, we believe that any liability arising from them will not have a material adverse effect on our financial position, liquidity, or results of operations.

**NOTE 9: Indemnification Provisions**

Except as limited by Massachusetts law, the by-laws of the Company require it to indemnify certain current or former directors, officers, and employees of the Company against expenses incurred by them in connection with each proceeding in which he or she is involved as a result of serving or having served in certain capacities. Indemnification is not available with respect to a proceeding as to which it has been adjudicated that the person did not act in good faith in the reasonable belief that the action was in the best interests of the Company. The maximum potential amount of future payments the Company could be required to make under these provisions is unlimited. The Company has never incurred significant costs related to these indemnification provisions. As a result, the Company believes the estimated fair value of these provisions is minimal.

In the ordinary course of business, the Company may accept standard limited indemnification provisions in connection with the sale of its products, whereby it indemnifies its customers for certain direct damages incurred in connection with third-party patent or other intellectual property infringement claims with respect to the use of the Company's products. The term of these indemnification provisions generally coincides with the customer's use of the Company's products. The maximum potential amount of future payments the Company could be required to make under these provisions is generally subject to fixed monetary limits. The Company has never incurred significant costs to defend lawsuits or settle claims related to these indemnification provisions. As a result, the Company believes the estimated fair value of these provisions is minimal.

In the ordinary course of business, the Company also accepts limited indemnification provisions from time to time, whereby it indemnifies customers for certain direct damages incurred in connection with bodily injury and property damage arising from the installation of the Company's products. The term of these indemnification provisions generally coincides with the period of installation. The maximum potential amount of future payments the Company could be required to make under these provisions is generally limited and is likely recoverable under the Company's

insurance policies. As a result of this coverage, and the fact that the Company has never incurred significant costs to defend lawsuits or settle claims related to these

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indemnification provisions, the Company believes the estimated fair value of these provisions is minimal.

**NOTE 10: Derivative Instruments**

The Company is exposed to certain risks relating to its ongoing business operations including foreign currency exchange rate risk and interest rate risk. The Company does not currently manage its interest rate risk with derivative instruments; however, foreign currency exchange rate risk is currently mitigated with derivative instruments. The Company uses derivative instruments to provide an economic hedge against its transactional currency/functional currency exchange rate exposures. Forward contracts on currencies are entered into to manage the transactional currency/functional currency exposure of the Company's Irish subsidiary's accounts receivable denominated in U.S. dollars and intercompany receivables denominated in Japanese Yen. These forward contracts are used to minimize foreign currency gains or losses, as the gains or losses on these contracts are intended to offset the losses or gains on the underlying exposures.

These forward contracts do not qualify for hedge accounting. Both the underlying exposures and the forward contracts are recorded at fair value on the Consolidated Balance Sheets and changes in fair value are reported as Foreign currency gain (loss) on the Consolidated Statements of Operations. The Company recorded net foreign currency gains of \$210,000 and \$151,000 in the three-month and six-month periods in 2011, respectively, and net foreign losses of \$8,000 and \$173,000 in the three-month and six-month periods in 2010, respectively.

As of July 3, 2011, the Company had the following outstanding forward contracts that were entered into to mitigate foreign currency exchange rate risk:

<u>Currency</u>	<u>Amount</u>
Japanese Yen/Euro	200,000,000 Japanese Yen
U.S. Dollar/Euro	14,310,000 U.S. Dollars

Information regarding the fair value of the forward contracts outstanding as of July 3, 2011 and December 31, 2010 was as follows (in thousands):

	Asset Derivatives			Liability Derivatives		
	Balance	Fair Value		Balance	Fair Value	
		Sheet	December		Sheet	July 3,
Location	July 3,	31,	Location	2011	2010	
Currency forward contracts	Prepaid expenses and other current assets	\$ 209	\$ 83	Accrued expenses	\$ 13	\$ 125

Information regarding the effect of the forward contracts, net of the underlying exposure, on the Consolidated Statements of Operations for the three-month and six-month periods ended July 3, 2011 and July 4, 2010 were as follows (in thousands):

Location of Gain (Loss) Recognized in Income on	Amount of Gain (Loss) Recognized in Income on Derivatives Three-months ended July 3,	July 4,	Location of Gain (Loss) Recognized in Income on	Amount of Gain (Loss) Recognized in Income on Derivatives Six-months ended July 3,	July 4,
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	<b>Derivatives</b>	<b>2011</b>	2010	<b>Derivatives</b>	<b>2011</b>	2010
Currency forward contracts	Foreign currency gain (loss)	\$ <b>126</b>	\$ (206)	Foreign currency gain (loss)	\$ <b>128</b>	\$ (274)

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Table of Contents**COGNEX CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****NOTE 11: Stock-Based Compensation Expense**

The Company's share-based payments that result in compensation expense consist solely of stock option grants. As of July 3, 2011, the Company had 7,063,000 shares available for grant under two stock option plans: the 2001 General Stock Option Plan (5,570,640) and the 2007 Stock Option and Incentive Plan (1,492,360). Each of these plans expires ten years from the date the plan was approved. The 2001 General Stock Option Plan will expire in December of 2011. Generally, stock options are granted with an exercise price equal to the market value of the Company's common stock at the grant date, vest over four years based upon continuous service, and expire ten years from the grant date.

The following table summarizes the Company's stock option activity for the six-month period ended July 3, 2011:

	<b>Shares (in <u>thousands</u>)</b>	<b>Weighted- Average Exercise Price</b>	<b>Weighted- Average Remaining Contractual Term (in <u>years</u>)</b>	<b>Aggregate Intrinsic Value (in <u>thousands</u>)</b>
Outstanding as of December 31, 2010	4,318	\$ 20.05		
Granted	927	30.40		
Exercised	(1,004)	20.87		
Forfeited or expired	(52)	22.00		
Outstanding as of July 3, 2011	<b>4,189</b>	<b>\$ 22.15</b>	<b>7.2</b>	<b>\$ 58,091</b>
Exercisable as of July 3, 2011	<b>1,638</b>	<b>\$ 20.36</b>	<b>5.1</b>	<b>\$ 25,707</b>

The fair values of stock options granted in each period presented were estimated using the following weighted-average assumptions:

	<b>Three-months Ended</b>		<b>Six-months Ended</b>	
	<b>July 3, 2011</b>	<b>July 4, 2010</b>	<b>July 3, 2011</b>	<b>July 4, 2010</b>
Risk-free rate	<b>3.6%</b>	3.2%	<b>3.6%</b>	3.4%
Expected dividend yield	<b>1.0%</b>	1.4%	<b>1.0%</b>	1.3%
Expected volatility	<b>42%</b>	44%	<b>42%</b>	44%
Expected term (in years)	<b>5.2</b>	5.2	<b>5.4</b>	5.3

Risk-free rate

The risk-free rate was based upon a U.S. treasury instrument whose term was consistent with the contractual term of the option.

Expected dividend yield

The current dividend yield was calculated by annualizing the cash dividend declared by the Company's Board of Directors for the current quarter and dividing that result by the closing stock price on the grant date. The current dividend yield was then adjusted to reflect the Company's expectations relative to future dividend declarations.

Expected volatility

The expected volatility was based upon a combination of historical volatility of the Company's common stock over the contractual term of the option and implied volatility for traded options of the Company's stock.

Expected term

The expected term was derived from the binomial lattice model from the impact of events that trigger exercises over time.

The weighted-average grant-date fair values of stock options granted during the three-month periods ended July 3, 2011 and July 4, 2010 were \$11.95 and \$6.89, respectively. The weighted-average grant-date fair values of stock options granted during the six-month periods ended July 3, 2011 and July 4, 2010 were \$11.77 and \$7.10, respectively.

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The Company stratifies its employee population into two groups: one consisting of senior management and another consisting of all other employees. The Company currently expects that approximately 66% of its stock options granted to senior management and 68% of its options granted to all other employees will actually vest. Therefore, the Company currently applies an estimated forfeiture rate of 13% to all unvested options for senior management and a rate of 14% for all other employees. The Company revised its estimated forfeiture rates in the first quarter of 2011, and the cumulative effect of this change resulted in a reduction in compensation expense of approximately \$80,000.

The total stock-based compensation expense and the related income tax benefit recognized for the three-month period ended July 3, 2011 were \$1,957,000 and \$654,000, respectively, and for the three-month period ended July 4, 2010 were \$427,000 and \$143,000, respectively. The total stock-based compensation expense and the related income tax benefit recognized for the six-month period ended July 3, 2011 were \$4,309,000 and \$1,445,000, respectively, and for the six-month period ended July 4, 2010 were \$394,000 and \$124,000, respectively. No compensation expense was capitalized as of July 3, 2011 or December 31, 2010.

The following table details the stock-based compensation expense by caption for each period presented on the Consolidated Statements of Operations (in thousands):

	<b>Three-months Ended</b>		<b>Six-months Ended</b>	
	<b>July 3, 2011</b>	<b>July 4, 2010</b>	<b>July 3, 2011</b>	<b>July 4, 2010</b>
Product cost of revenue	\$ 105	\$ 14	\$ 270	\$ 72
Service cost of revenue	39	11	109	12
Research, development, and engineering	529	83	1,338	334
Selling, general, and administrative	1,284	319	2,592	(24)
	\$ 1,957	\$ 427	\$ 4,309	\$ 394

The total intrinsic values of stock options exercised for the three-month periods ended July 3, 2011 and July 4, 2010 were \$7,969,000 and \$38,000, respectively. The total intrinsic values of stock options exercised for the six-month periods ended July 3, 2011 and July 4, 2010 were \$12,637,000 and \$51,000, respectively.

As of July 3, 2011, total unrecognized compensation expense related to non-vested stock options was \$9,939,000, which is expected to be recognized over a weighted-average period of 1.9 years.

**NOTE 12: Stock Repurchase Program**

In April 2008, the Company's Board of Directors authorized the repurchase of up to \$50,000,000 of the Company's common stock. As of July 3, 2011, the Company had repurchased a total of 1,038,797 shares at a cost of \$20,000,000 under this program. The Company did not purchase any shares under this program during the six-month period ended July 3, 2011. The Company may repurchase shares under this program in future periods depending upon a variety of factors, including, among other things, stock price levels, share availability, and cash reserve requirements.

**NOTE 13: Taxes**

A reconciliation of the United States federal statutory corporate tax rate to the Company's effective tax rate, or income tax provision, was as follows:

	<b>Three-months Ended</b>		<b>Six-months Ended</b>	
	<b>July 3, 2011</b>	<b>July 4, 2010</b>	<b>July 3, 2011</b>	<b>July 4, 2010</b>
Income tax at federal statutory rate	35%	35%	35%	35%
State income taxes, net of federal benefit	1	1	1	1

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Foreign tax rate differential	<b>(13)</b>	(13)	<b>(13)</b>	(13)
Income tax provision	<b>23%</b>	23%	<b>23%</b>	23%

Table of Contents**COGNEX CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

During the six-month period ended July 3, 2011, the Company recorded a \$298,000 increase in liabilities, net of deferred tax benefit, for uncertain tax positions that were recorded as income tax expense, of which \$149,000 was recorded in the three-month period ended July 3, 2011. Estimated interest and penalties included in these amounts totaled \$41,000 for the six-month period ended July 3, 2011, of which \$20,000 was recorded in the three-month period ended July 3, 2011.

The Company's reserve for income taxes, including gross interest and penalties of \$1,238,000, was \$5,694,000 as of July 3, 2011. All of the Company's liabilities for uncertain tax positions are classified as non-current as of July 3, 2011. If the Company's tax positions were sustained or the statutes of limitations related to certain positions expired, these reserves would be released and income tax expense would be reduced in a future period, less \$160,000 that would be recorded through Additional Paid in Capital. As a result of the expiration of certain statutes of limitations, there is a potential that a portion of these reserves could be released, which would decrease income tax expense by approximately \$500,000 to \$1,000,000 over the next twelve months.

The Company has defined its major tax jurisdictions as the United States, Ireland, and Japan, and within the United States, Massachusetts and California. The tax years 2007 through 2010 remain open to examination by various taxing authorities in the jurisdictions in which the Company operates.

The Company is currently negotiating an Advanced Pricing Agreement (APA) with Japan that will cover tax years 2006 through 2012. The Company believes it is adequately reserved for these open years. No formal agreement has been reached between the Tax Authorities in Ireland and Japan as of the date of this filing.

**NOTE 14: Weighted-Average Shares**

Weighted-average shares were calculated as follows (in thousands):

	<b>Three-months Ended</b>		<b>Six-months Ended</b>	
	<b>July 3,</b>	<b>July 4,</b>	<b>July 3,</b>	<b>July 4,</b>
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Basic weighted-average common shares outstanding	<b>41,842</b>	39,683	<b>41,586</b>	39,675
Effect of dilutive stock options	<b>968</b>	110	<b>946</b>	61
Weighted-average common and common-equivalent shares outstanding	<b>42,810</b>	39,793	<b>42,532</b>	39,736

Stock options to purchase 968,676 and 728,572 shares of common stock, on a weighted-average basis, were outstanding during the three-month and six-month periods ended July 3, 2011, respectively, and 3,384,286 and 3,859,914 for the same periods in 2010, but were not included in the calculation of dilutive net income per share because they were anti-dilutive.

**NOTE 15: Segment Information**

The Company has two reportable segments: the Modular Vision Systems Division (MVSD) and the Surface Inspection Systems Division (SISD). MVSD develops, manufactures, and markets modular vision systems that are used to control the manufacture of discrete items by locating, identifying, inspecting, and measuring them during the manufacturing process. SISD develops, manufactures, and markets surface inspection vision systems that are used to inspect surfaces of materials processed in a continuous fashion, such as metals, papers, non-wovens, plastics, and glass, to ensure there are no flaws or defects on the surfaces. Segments are determined based upon the way that senior management organizes its business for making operating decisions and assessing performance. The Company evaluates segment performance based upon income or loss from operations, excluding stock-based compensation expense.

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**COGNEX CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

The following table summarizes information about the segments (in thousands):

<b>Three-months Ended July 3, 2011</b>	<b><u>MVSD</u></b>	<b><u>SISD</u></b>	<b><u>Reconciling Items</u></b>	<b><u>Consolidated</u></b>
Product revenue	\$ 70,942	\$ 6,624	\$ -	\$ 77,566
Service revenue	1,834	3,993	-	5,827
Operating income	26,587	2,022	(4,567)	24,042

<b>Six-months Ended July 3, 2011</b>	<b><u>MVSD</u></b>	<b><u>SISD</u></b>	<b><u>Reconciling Items</u></b>	<b><u>Consolidated</u></b>
Product revenue	\$ 133,759	\$ 12,684	\$ -	\$ 146,443
Service revenue	3,803	7,541	-	11,344
Operating income	48,614	3,019	(10,223)	41,410

<b>Three-months Ended July 4, 2010</b>	<b><u>MVSD</u></b>	<b><u>SISD</u></b>	<b><u>Reconciling Items</u></b>	<b><u>Consolidated</u></b>
Product revenue	\$ 59,345	\$ 7,722	\$ -	\$ 67,067
Service revenue	1,653	3,091	-	4,744
Operating income	22,939	1,330	(5,028)	19,241

<b>Six-months Ended July 4, 2010</b>	<b><u>MVSD</u></b>	<b><u>SISD</u></b>	<b><u>Reconciling Items</u></b>	<b><u>Consolidated</u></b>
Product revenue	\$ 109,005	\$ 12,675	\$ -	\$ 121,680
Service revenue	3,150	5,948	-	9,098
Operating income	38,384	1,002	(8,893)	30,493

Reconciling items consist of stock-based compensation expense and unallocated corporate expenses, which primarily include corporate headquarters costs, professional fees, and patent infringement litigation. Additional asset information by segment is not produced internally for use by the chief operating decision maker, and therefore, is not presented. Additional asset information is not provided because cash and investments are commingled and the divisions share assets and resources in a number of locations around the world.

**NOTE 16: Dividends**

On May 2, 2011, the Company's Board of Directors declared a cash dividend of \$0.09 per share. The dividend was paid on June 17, 2011 to all shareholders of record at the close of business on June 3, 2011.

On July 28, 2011, the Company's Board of Directors declared a cash dividend of \$0.09 per share. The dividend is payable on September 16, 2011 to all shareholders of record at the close of business on September 2, 2011.

**Table of Contents****ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Forward-Looking Statements**

Certain statements made in this report, as well as oral statements made by the Company from time to time, 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. Readers can identify these forward-looking statements by our use of the words expects, anticipates, estimates, believes, projects, intends, plans, could, should, and similar words and other statements of a similar sense. These statements are based upon our current estimates and expectations as to prospective events and circumstances, which may or may not be in our control and as to which there can be no firm assurances given. These forward-looking statements, which include statements regarding business and market trends, future financial performance, customer order rates, and growth and strategic plans, involve known and unknown risks and uncertainties that could cause actual results to differ materially from those projected. Such risks and uncertainties include: (1) current and future conditions in the global economy; (2) the cyclical nature of the semiconductor and electronics industries; (3) the inability to penetrate new markets; (4) the inability to achieve significant international revenue; (5) fluctuations in foreign currency exchange rates; (6) the loss of a large customer; (7) the inability to attract and retain skilled employees; (8) the reliance upon key suppliers to manufacture and deliver critical components for our products; (9) the failure to effectively manage product transitions or accurately forecast customer demand; (10) the inability to design and manufacture high-quality products; (11) the technological obsolescence of current products and the inability to develop new products; (12) the failure to properly manage the distribution of products and services; (13) the inability to protect our proprietary technology and intellectual property; (14) our involvement in time-consuming and costly litigation; (15) the impact of competitive pressures; (16) the challenges in integrating and achieving expected results from acquired businesses; (17) potential impairment charges with respect to our investments or for acquired intangible assets or goodwill; and (18) exposure to additional tax liabilities. The foregoing list should not be construed as exhaustive and we encourage readers to refer to the detailed discussion of risk factors included in Part I - Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, as well as Part II- Item 1A of this report. The Company cautions readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. The Company disclaims any obligation to subsequently revise forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date such statements are made.

**Executive Overview**

Cognex Corporation is a leading worldwide provider of machine vision products that capture and analyze visual information in order to automate tasks, primarily in manufacturing processes, where vision is required. Our Modular Vision Systems Division (MVSD) specializes in machine vision systems that are used to automate the manufacturing of discrete items, while our Surface Inspection Systems Division (SISD) specializes in machine vision systems that are used to inspect the surfaces of materials processed in a continuous fashion.

In addition to product revenue derived from the sale of machine vision systems, the Company also generates revenue by providing maintenance and support, training, consulting, and installation services to its customers. Our customers can be classified into three primary markets: factory automation, semiconductor and electronics capital equipment, and surface inspection.

Factory automation customers purchase Cognex vision products and incorporate them into their manufacturing processes. Virtually every manufacturer can achieve better quality and manufacturing efficiency by using machine vision, and therefore, this segment includes a broad base of customers across a variety of industries, including automotive, consumer electronics, food and beverage, health and beauty, medical devices, packaging, pharmaceutical, and solar. The factory automation market also includes customers who purchase Cognex vision products for use outside of the assembly process, such as using ID products in logistics automation for package sorting and distribution. Sales to factory automation customers represented approximately 74% of total revenue in the second quarter of 2011.

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Semiconductor and electronics capital equipment manufacturers purchase Cognex vision products and integrate them into the automation equipment that they manufacture and then sell to their customers to either make semiconductor chips or assemble printed circuit boards. Demand from these capital equipment manufacturers has historically been highly cyclical, with periods of investment followed by downturn. Sales to semiconductor and electronics capital equipment manufacturers represented approximately 13% of total revenue in the second quarter of 2011.

Surface inspection customers are manufacturers of materials processed in a continuous fashion, such as metals, paper, non-wovens, plastics, and glass. These customers need sophisticated machine vision to detect and classify defects on the surfaces of those materials as they are being processed at high speeds. Surface inspection sales represented approximately 13% of total revenue in the second quarter of 2011.

Revenue for the second quarter of 2011 totaled \$83,393,000, representing a 16% increase from the second quarter of 2010. The higher revenue contributed to a gross margin of 77% of revenue in the second quarter of 2011, compared to 74% of revenue in the same period of 2010. Operating expenses increased by \$6,119,000 over the prior year's second quarter due primarily to expenses associated with increased headcount in strategic areas, higher stock-based compensation expense, and the impact of foreign currency exchange rate changes. As a result, the Company generated an operating profit of \$24,042,000, or 29% of revenue, in the second quarter of 2011, compared to an operating profit of \$19,241,000, or 27% of revenue, in the second quarter of 2010.

**Results of Operations****Revenue**

Revenue increased by \$11,582,000, or 16%, over the equivalent three-month period in 2010 and increased by \$27,009,000, or 21%, over the equivalent six-month period in 2010. Increases in both periods were primarily due to higher sales to customers in the factory automation market.

***Factory Automation***

Sales to manufacturing customers in the factory automation area, which are included in the Company's MVSD segment, represented 74% and 72% of total revenue for the three-month and six-month periods in 2011, respectively, compared to 69% and 70% for the same periods in 2010. Sales to these customers increased by \$12,002,000, or 24%, for the three-month period and increased by \$22,387,000, or 25%, for the six-month period. A weaker U.S. Dollar in 2011 compared to the prior year contributed to the higher revenue, as sales denominated in foreign currencies were translated to U.S. Dollars. Excluding the impact of foreign exchange rate changes on revenue, sales to factory automation customers increased by \$9,261,000, or 19%, for the three-month period and increased by \$19,652,000, or 22%, for the six-month period. The increases were experienced in the Americas and Europe, where the Company has a broad base of factory automation customers, and in Asia, particularly in China, where the Company has expanded its sales and support infrastructure in order to access more of the machine vision market in this high-potential growth region. Revenue in Japan was lower for both the three-month and six-month periods as manufacturers in this region continue to recover from the March 11<sup>th</sup> earthquake.

Sales to factory automation customers increased by \$9,374,000, or 18%, from the first quarter of 2011. However, we anticipate revenue for this market will be down slightly for the third quarter compared to the second quarter of 2011 due to lower demand typically experienced during the summer months, particularly from our European customers. We also expect demand from our Japanese customers to continue to be negatively impacted in the third quarter by the aftermath of the March earthquake.

***Semiconductor and Electronics Capital Equipment***

Sales to customers who make automation equipment for the semiconductor and electronics industries, which are included in the Company's MVSD segment, represented 13% and 15% of total revenue for the three-month and six-month periods in 2011, respectively, compared to 16% for those same periods in 2010. Sales to these customers decreased by \$224,000, or 2%, for the three-month period and increased by \$3,020,000, or 14%, for the six-month period. Although sales to these customers decreased from the first quarter to the second quarter of 2011, a relatively strong first quarter contributed to the overall increase that occurred for



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the six-month period. The semiconductor and electronics capital equipment market has historically been highly cyclical and management has limited visibility regarding future order levels from these customers.

*Surface Inspection*

Sales to surface inspection customers, which comprise the Company's SISD segment, represented 13% of total revenue for both the three-month and six-month periods in 2011, compared to 15% and 14% for the same periods in 2010. Revenue from these customers decreased by \$196,000, or 2%, for the three-month period due to lower product revenue, primarily resulting from two significant Japanese orders for which revenue was recognized in the second quarter of 2010 that did not repeat in 2011, partially offset by higher service revenue. In the six-month period, revenue from these customers increased by \$1,602,000, or 9%, as a result of higher service revenue from customer installations, training, and support. The revenue reported each quarter can vary depending upon the timing of customer orders, system deliveries, and installations, as well as the impact of revenue deferrals.

*Product Revenue*

Product revenue increased by \$10,499,000, or 16%, for the three-month period and increased by \$24,763,000, or 20%, for the six-month period due primarily to a higher volume of vision systems sold to customers in the factory automation market. The impact of the higher volume was partially offset by lower average selling prices, as the Company introduced new products at lower price points.

*Service Revenue*

Service revenue, which is derived from the sale of maintenance and support, education, consulting, and installation services, increased by \$1,083,000, or 23%, for the three-month period and increased by \$2,246,000, or 25%, for the six-month period primarily due to higher revenue from SISD installation, training, and support services, as well as higher revenue from MVSD consulting services. Service revenue was consistent as a percentage of total revenue at 7% for both the three-month and six-month periods of 2011 and 2010.

Gross Margin

Gross margin as a percentage of revenue was 77% and 76% for the three-month and six-month periods in 2011, respectively, compared to 74% and 73% for the same periods in 2010. This increase was due to higher MVSD and SISD margins, as well as a greater percentage of total revenue from the sale of modular vision systems, which have higher margins than the sale of surface inspection systems.

*MVSD Margin*

MVSD gross margin as a percentage of revenue was 81% and 80% for the three-month and six-month periods in 2011, respectively, compared to 79% for the same periods in 2010. The increase in MVSD margin was primarily due to manufacturing efficiencies achieved from higher revenue levels, as certain fixed manufacturing costs were spread over a higher revenue base.

*SISD Margin*

SISD gross margin as a percentage of revenue was 51% and 49% for the three-month and six-month periods in 2011, respectively, compared to 45% and 43% for the same periods in 2010. The increase in SISD margin was primarily due to improved service margins, as well as improved product margins resulting from low-cost sourcing initiatives and a greater volume of system upgrades in the second quarter of 2011, which yield higher margins than new systems.

*Product Margin*

Product gross margin as a percentage of revenue was 79% and 78% for the three-month and six-month periods in 2011, respectively, compared to 76% for those same periods in 2010. This increase was due to

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higher MVSD and SISD product margins as described above, as well as a greater percentage of total revenue from the sale of modular vision systems, which have higher margins than the sale of surface inspection systems.

*Service Margin*

Service gross margin as a percentage of revenue was 50% and 45% for the three-month and six-month periods in 2011, respectively, compared to 41% and 36% for the same periods in 2010. The increase in service margin was primarily due to a higher volume of SISD installation and support services, with only slight increases to the related costs.

Operating Expenses*Research, Development, and Engineering Expenses*

Research, development, and engineering (RD&E) expenses increased by \$2,430,000, or 30%, over the equivalent three-month period in 2010 and increased by \$3,809,000, or 24%, over the equivalent six-month period in 2010. MVSD RD&E expenses increased by \$2,571,000, or 36%, for the three-month period and increased by \$4,032,000, or 28%, for the six-month period, while SISD RD&E expenses decreased by \$141,000, or 15%, for the three-month period and decreased by \$223,000, or 12%, for the six-month period.

The table below details the \$2,571,000 and \$4,032,000 net increase in MVSD RD&E for the three-month and six-month periods, respectively:

	<b>Three-Month Period</b>	<b>Six-Month Period</b>
MVSD RD&E expenses in 2010	\$ 7,162	\$ 14,394
Personnel-related costs	1,096	2,185
Stock-based compensation expense	432	1,002
Patent-related costs	180	243
Foreign currency exchange rate changes	212	162
Company bonus accruals	223	79
Other	428	361
MVSD RD&E expenses in 2011	<b>\$ 9,733</b>	<b>\$ 18,426</b>

Over the past few quarters, the Company has increased RD&E headcount in strategic areas, resulting in higher personnel-related costs, such as salaries and fringe benefits. The Company also recorded increased stock-based compensation expense due to a higher valuation of stock options granted in the first quarter of 2011, higher costs to patent new technology, and increased company bonus accruals based on the Company's operating income margin. In addition, a weaker U.S. Dollar in 2011 compared to the prior year resulted in higher RD&E costs when expenses of the Company's foreign operations were translated to U.S. Dollars.

The decrease in SISD RD&E expenses for both the three-month and six-month periods was primarily due to a change in personnel mix, resulting in savings in salaries, fringe benefits, and company bonus expense (\$122,000 for the three-month period and \$230,000 for the six-month period).

RD&E expenses as a percentage of revenue were 13% for both the three-month and six-month periods in 2011, compared to 11% and 12% for the same periods in 2010. We believe that a continued commitment to RD&E activities is essential in order to maintain or achieve product leadership with our existing products and to provide innovative new product offerings, and therefore, we expect to continue to make RD&E investments in the future in strategic areas, such as the ID products business and the further development of a Vision System on a Chip. In addition, we consider our ability to accelerate time to market for new products to be critical to our revenue growth. Although we target our RD&E spending to be between 10% and 15% of revenue, this percentage is impacted by revenue levels.

*Selling, General, and Administrative Expenses*

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Selling, general, and administrative (SG&A) expenses increased by \$3,728,000, or 14%, over the equivalent three-month period in 2010 and increased by \$9,267,000, or 19%, over the equivalent six-month period in 2010. MVSD SG&A expenses increased by \$5,259,000, or 29%, for the three-month period and increased by \$10,633,000, or 30%, for the six-month period, while SISD SG&A expenses increased by \$152,000, or 6%, for the three-month period and increased by \$366,000, or 7%, for the six-month period. Corporate expenses that are not allocated to either division decreased by \$1,683,000, or 35%, for the three-month period and decreased by \$1,732,000, or 20%, for the six-month period.

The table below details the \$5,259,000 and \$10,633,000 net increase in MVSD SG&A for the three-month and six-month periods, respectively:

	<b>Three-Month Period</b>	<b>Six-Month Period</b>
MVSD SG&A expenses in 2010	\$ 18,287	\$ 35,201
Personnel-related costs	2,735	5,353
Foreign currency exchange rate changes	1,412	1,814
Stock-based compensation expense	553	1,607
Marketing and promotional expenses	674	1,387
Other	(115)	472
MVSD SG&A expenses in 2011	<b>\$ 23,546</b>	<b>\$ 45,834</b>

Over the past few quarters, the Company has increased SG&A headcount in strategic areas, resulting in higher personnel-related costs, such as salaries, fringe benefits, commissions, and travel expenses. The Company also recorded increased stock-based compensation expense due to a higher valuation of stock options granted in the first quarter of 2011. For the six-month period, the increase in stock-based compensation was also due to a high level of credits recorded in the first quarter of 2010 related to forfeited options. Other increases included higher spending on marketing and promotional activities intended to grow factory automation revenue and the unfavorable impact of changes in foreign currency exchange rates.

The increase in SISD SG&A expense was primarily due to the unfavorable impact of changes in foreign currency exchange rates (\$126,000 for the three-month period and \$165,000 for the six-month period) and increased stock-based compensation expense (\$87,000 for the three-month period and \$142,000 for the six-month period).

The decrease in corporate expenses was due to lower legal fees primarily related to patent infringement actions (\$1,845,000 for the three-month period and \$3,207,000 for the six-month period). These savings were partially offset by increased stock-based compensation expense due to a higher valuation of stock options (\$307,000 for the three-month period and \$852,000 for the six-month period). For the six-month period, the Company also incurred costs associated with the Company's 30<sup>th</sup> Anniversary parties held in the first quarter of 2011 (\$480,000).

**Nonoperating Income (Expense)**

The Company recorded foreign currency gains of \$210,000 and \$151,000 for the three-month and six-month periods in 2011, respectively, compared to losses of \$8,000 and \$173,000 for the same periods in 2010. The foreign currency gains and losses in each period resulted primarily from the revaluation and settlement of accounts receivable and intercompany balances that are reported in one currency and collected in another. Although the foreign currency exposure of accounts receivable is largely mitigated through the use of forward contracts, this program depends upon forecasts of sales and collections, and therefore, gains or losses on the underlying receivables may not perfectly offset losses or gains on the contracts.

Investment income increased by \$389,000, or 126%, for the three-month period and increased by \$737,000, or 130%, for the six-month period. For the three-month period, the increase was primarily due to improving yields on the Company's portfolio of debt securities. For the six-month period, the increase was primarily due to improving yields, as well as an increase in funds available for investment.

The Company recorded other expense of \$148,000 and \$353,000 for the three-month and six-month periods in 2011, respectively, compared to other expense of \$156,000 and \$402,000 for the three-month and six-month periods in 2010. Other income (expense) includes rental income, net of associated expenses, from

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leasing buildings adjacent to the Company's corporate headquarters. A portion of this space is currently unoccupied.

**Income Tax Expense (Benefit)**

The Company's effective tax rate was 23% for both the three-month and six-month periods in 2011 and 2010. There were no discrete tax events in any period.

**Liquidity and Capital Resources**

The Company has historically been able to generate positive cash flow from operations, which has funded its operating activities and other cash requirements and has resulted in an accumulated cash, cash equivalent, and investment balance of \$353,388,000 as of July 3, 2011. The Company has established guidelines relative to credit ratings, diversification, and maturities of its investments that maintain liquidity.

The Company's cash requirements during the six-month period in 2011 were met with its existing cash balances, cash from investment maturities, positive cash flows from operations, and proceeds from stock option exercises. Cash requirements primarily consisted of operating activities, purchases of investments, capital expenditures, and the payment of dividends. Capital expenditures for the six-month period in 2011 totaled \$3,625,000 and consisted primarily of expenditures for computer hardware, computer software, and manufacturing test equipment for new product introductions.

In June 2000, the Company became a Limited Partner in Venrock Associates III, L.P. (Venrock), a venture capital fund. The Company has committed to a total investment in the limited partnership of up to \$20,500,000, with the commitment period expiring on December 31, 2013. The Company does not have the right to withdraw from the partnership prior to December 31, 2013. As of July 3, 2011, the Company had contributed \$19,886,000 to the partnership. No contributions were made and no distributions were received during the six-month period in 2011. The remaining commitment of \$614,000 can be called by Venrock in any period through December 31, 2013.

Beginning in the third quarter of 2003, the Company's Board of Directors has declared and paid a cash dividend in each quarter, including dividends of \$0.08 per share in the first quarter of 2011 and \$0.09 per share in the second quarter of 2011 that amounted to \$7,096,000 for the six-month period in 2011. Future dividends will be declared at the discretion of the Company's Board of Directors and will depend upon such factors as the Board deems relevant including, among other things, the Company's ability to generate positive cash flows from operations.

In April 2008, the Company's Board of Directors authorized the repurchase of up to \$50,000,000 of the Company's common stock. As of July 3, 2011, the Company had repurchased 1,038,797 shares at a cost of \$20,000,000 under this program. The Company did not purchase any shares under this program during the six-month period in 2011. The Company may repurchase shares under this program in future periods depending upon a variety of factors, including, among other things, stock price levels, share availability, and cash reserve requirements.

The Company believes that its existing cash, cash equivalents, and investments balances, together with cash flow from operations, will be sufficient to meet its operating, investing, and financing activities for the next twelve months. As of July 3, 2011, the Company had approximately \$347,455,000 in either cash or investments that could be converted into cash. In addition, Cognex has no long-term debt and does not anticipate needing debt financing in the near future. We believe that our strong cash position has put us in a relatively good position with respect to our longer-term liquidity needs.

**New Pronouncements**

In the second quarter of 2011, the Financial Accounting Standards Board (FASB) issued the following accounting standards updates aimed at converging U.S. GAAP with international standards.

**Accounting Standards Update (ASU) 2011-04, Fair Value Measurements: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs**

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The amendments in this ASU change certain aspects of the fair value measurement guidance in Accounting Standards Codification (ASC) 820, Fair Value Measurement, including the application of the concepts of highest and best use and valuation premise, introduction of an option to measure groups of offsetting assets and liabilities on a net basis, incorporation of certain premiums and discounts in fair value measurements, and measurement of the fair value of certain instruments classified in shareholders' equity. In addition, the amended guidance includes new fair value disclosure requirements, including, among other things, information about valuation techniques and unobservable inputs used in Level 3 fair value measurements and a narrative description of Level 3 measurements' sensitivity to changes in unobservable inputs. ASU 2011-04 must be applied prospectively and is effective for the first quarter of 2012. Management is in the process of evaluating the impact of this ASU.

**Accounting Standards Update (ASU) 2011-05, Comprehensive Income**

The amendments in this ASU revise the manner in which companies present comprehensive income in their financial statements. This ASU requires companies to report the components of comprehensive income in either a continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement would present the components of net income, similar to the Company's current Consolidated Statements of Operations, while the second statement would include the components of other comprehensive income (OCI), as well as a cumulative total for comprehensive income. This ASU does not change the items that must be reported in OCI. ASU 2011-05 must be applied retrospectively and is effective for the first quarter of 2012. Management is in the process of evaluating the presentation options required by this ASU.

**ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There have been no material changes to the Company's exposures to market risk since December 31, 2010.

**ITEM 4: CONTROLS AND PROCEDURES**

As required by Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, the Company has evaluated, with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, the effectiveness of its disclosure controls and procedures (as defined in such rules) as of the end of the period covered by this report. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer concluded that such disclosure controls and procedures were effective as of that date. From time to time, the Company reviews its disclosure controls and procedures, and may from time to time make changes aimed at enhancing their effectiveness and to ensure that the Company's systems evolve with its business. There was no change in the Company's internal control over financial reporting that occurred during the quarter ended July 3, 2011 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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**PART II: OTHER INFORMATION**

**ITEM LEGAL PROCEEDINGS**

**1.**

In May 2008, the Company filed a complaint against MvTec Software GmbH, MvTec LLC, and Fuji America Corporation in the United States District Court for the District of Massachusetts alleging infringement of certain patents owned by the Company. In April 2009 and again in June 2009, Defendant MvTec Software GmbH filed re-examination requests of the patents-at-issue with the United States Patent and Trademark Office. This matter is ongoing.

In May 2009, the Company pre-filed a complaint with the United States International Trade Commission (ITC) pursuant to Section 337 of the Tariff Act of 1930, as amended, 19 U.S.C. §1337, against MvTec Software GmbH, MvTec LLC, Fuji America, and several other respondents alleging unfair methods of competition and unfair acts in the unlawful importation into the United States, sale for importation, or sale within the United States after importation. By this filing, the Company requested the ITC to investigate the Company's contention that certain machine vision software, machine vision systems, and products containing the same infringe, and respondents directly infringe and/or actively induce and/or contribute to the infringement in the United States, of one or more of the Company's U.S. patents. In July 2009, the ITC issued an order that it would institute an investigation based upon the Company's assertions. In September 2009, the Company reached a settlement with two of the respondents, and in December 2009, the Company reached a settlement with five additional respondents. In March 2010, the Company reached a settlement with respondent Fuji Machine Manufacturing Co., Ltd. and its subsidiary Fuji America Corporation. These settlements did not have a material impact on the Company's financial results. An ITC hearing was held in May 2010. In July 2010, the Administrative Law Judge issued an initial determination finding two of the Company's patents invalid and that respondents did not infringe the patents-at-issue. In September 2010, the Commission issued a notice that it would review the initial determination of the Administrative Law Judge. The ITC issued its Final Determination in November 2010 in which it determined to modify-in-part and affirm-in-part the Administrative Law Judge's determination, and terminate the investigation with a finding of no violation of Section 337 of the Tariff Act of 1930 (as amended 19 U.S.C. §1337). The Company has filed an appeal of the decision with the United States Court of Appeals for the Federal Circuit. This matter is ongoing.

The Company cannot predict the outcome of the above-referenced pending matters and an adverse resolution of these lawsuits could have a material adverse effect on the Company's financial position, liquidity, results of operations, and/or indemnification obligations. In addition, various other claims and legal proceedings generally incidental to the normal course of business are pending or threatened on behalf of or against the Company. While we cannot predict the outcome of these incidental matters, we believe that any liability arising from them will not have a material adverse effect on our financial position, liquidity, or results of operations.

**ITEM 1A. RISK FACTORS**

For a complete list of factors that could affect the Company's business, results of operations, and financial condition, see the risk factors discussion provided in Part I - Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010. The language below has been added to an existing risk factor previously included on Form 10-K to address the current risks associated with international sales.

**Economic, political, and other risks associated with international sales and operations could adversely affect our business and operating results.**

On March 11, 2011, a large earthquake hit the northeast region of Japan. While the majority of our customers located in Japan are outside of the affected areas, certain customers requested that orders totaling approximately \$800,000, originally scheduled for March shipment, be pushed to April. The remaining orders that were on the backlog at the time of

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the earthquake, and any new orders, were fulfilled from our Cork, Ireland distribution center. Our Koriyama, Japan distribution center suspended shipments for approximately five weeks, but began shipping product again in April. Cognex does not manufacture in Japan.

Our key suppliers located in Japan are up and running, subject to power outages. Cognex has a policy of maintaining strategic inventory reserves of critical components. We have taken action to secure additional supply of Japanese-manufactured critical parts, such as imagers. For this reason, we do not expect significant supply disruption as a result of the earthquake. There is uncertainty, however, regarding how demand from our customers will be impacted in the third quarter and beyond, as the aftermath of this disaster continues to unfold through layers of the supply chain. A decrease in demand for our products and services, or the postponement or cancellation of orders from our customers, could negatively impact our business and operating results.

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

The following table sets forth information with respect to purchases by the Company of shares of its Common Stock during the periods indicated:

				<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)</b>	<b>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs</b>
April 4	May 1, 2011	-	-	-	\$ 30,000,000
May 2	May 29, 2011	-	-	-	\$ 30,000,000
May 30	July 3, 2011	-	-	-	\$ 30,000,000
Total		-	-	-	\$ 30,000,000

(1) In April 2008, the Company's Board of Directors authorized the repurchase of up to \$50,000,000 of the Company's common stock.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None

**REMOVED AND RESERVED**

**ITEM**

**4.**

**ITEM OTHER INFORMATION**

**5.**

None

**ITEM EXHIBITS**

**6.**

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934\*

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934\*

32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002\*\*

32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002\*\*

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101 xBRL (Extensible Business Reporting Language)

The following materials from Cognex Corporation's Quarterly Report on Form 10-Q for the period ended July 3, 2011, formatted in xBRL: (i) Consolidated Statements of Operations for the three-month and six-month periods ended July 3, 2011 and July 4, 2010; (ii) Consolidated Balance Sheets as of July 3, 2011 and December 31, 2010; (iii) Consolidated Statement of Shareholders' Equity and Comprehensive Income for the six-month period ended July 3, 2011; (iv) Consolidated Condensed Statements of Cash Flows for the six-month periods ended July 3, 2011 and July 4, 2010; and (v) Notes to Consolidated Financial Statements.

\* Filed herewith

\*\* Furnished herewith

\*\*\* Pursuant to Rule 406T of Regulation S-T, the xBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

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**SIGNATURES**

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.

Date: August 1, 2011

COGNEX CORPORATION

By: /s/ Robert J. Willett

Robert J. Willett  
President and Chief Executive Officer  
(duly authorized officer, principal executive officer)

By: /s/ Richard A. Morin

Richard A. Morin  
Executive Vice President of Finance and Chief Financial  
Officer  
(duly authorized officer, principal financial and  
accounting  
officer)

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