

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**Form 10-Q**

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**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 25, 2012

Commission File Number: 0-31285

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**TTM TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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

**91-1033443**  
(I.R.S. Employer  
Identification No.)

**1665 Scenic Avenue, Suite 250, Costa Mesa, California 92626**  
(Address of principal executive offices, zip code)

**(714) 327-3000**  
(Registrant's telephone number, including area code)

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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  (Do not check if a smaller reporting company)

Smaller reporting company

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

Number of shares of common stock, \$0.001 par value, of registrant outstanding at August 1, 2012: 81,928,997

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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**TTM TECHNOLOGIES, INC.  
Consolidated Condensed Balance Sheets**

	June 25, 2012	December 31, 2011
	(Unaudited)	
	(In thousands)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 248,486	\$ 196,052
Available for sale securities	454	3,566
Accounts and notes receivable, net of allowance for bad debts of \$1,061 in 2012 and \$1,294 in 2011	309,982	316,568
Inventories	131,889	129,430
Prepaid expenses and other current assets	26,247	19,001
Deferred income taxes	6,917	6,917
Total current assets	723,975	671,534
Property, plant and equipment, net	809,499	766,800
Deferred income taxes	18,455	21,798
Goodwill	183,462	183,320
Definite-lived intangibles, net	72,492	80,508
Deposits and other non-current assets	13,407	25,109
	<u>\$1,821,290</u>	<u>\$1,749,069</u>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Short-term debt, including current portion of long-term debt, net of discount	\$ 111,760	\$ 120,882
Accounts payable	154,260	149,055
Accounts payable due to related parties	34,751	36,851
Accrued salaries, wages and benefits	42,420	48,345
Equipment payable	58,681	55,099
Other liabilities and accrued expenses	39,713	26,908
Total current liabilities	441,585	437,140
Convertible senior notes, net of discount	154,276	151,153
Long-term debt	261,601	217,365
Deferred income taxes	13,780	14,718
Other long-term liabilities	15,795	6,023
Total long-term liabilities	445,452	389,259
Commitments and contingencies (Note 12)		
Equity:		
TTM Technologies, Inc. stockholders' equity		
Common stock, \$0.001 par value; 200,000 shares authorized, 81,928 and 81,339 shares issued and outstanding in 2012 and 2011, respectively	82	81
Additional paid-in capital	541,045	535,558
Retained earnings	243,120	228,661
Statutory surplus reserve	12,567	7,021
Accumulated other comprehensive income	33,916	37,596
Total TTM Technologies, Inc. stockholders' equity	830,730	808,917
Noncontrolling interest	103,523	113,753
Total equity	934,253	922,670
	<u>\$1,821,290</u>	<u>\$1,749,069</u>

See accompanying notes to consolidated condensed financial statements.

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**TTM TECHNOLOGIES, INC.**  
**Consolidated Condensed Statements of Operations**  
**For the Quarter and Two Quarters Ended June 25, 2012 and June 27, 2011**

	Quarter Ended		Two Quarters Ended	
	June 25, 2012	June 27, 2011	June 25, 2012	June 27, 2011
	(Unaudited)			
	(In thousands, except per share data)			
Net sales	\$327,423	\$366,117	\$627,922	\$708,918
Cost of goods sold	272,732	288,782	516,753	549,657
Gross profit	<u>54,691</u>	<u>77,335</u>	<u>111,169</u>	<u>159,261</u>
Operating expenses:				
Selling and marketing	9,008	9,323	17,630	18,356
General and administrative	23,453	24,111	45,588	47,162
Amortization of definite-lived intangibles	4,102	4,321	8,018	8,479
Impairment of long-lived assets	—	48,125	—	48,125
Total operating expenses	<u>36,563</u>	<u>85,880</u>	<u>71,236</u>	<u>122,122</u>
Operating income (loss)	<u>18,128</u>	<u>(8,545)</u>	<u>39,933</u>	<u>37,139</u>
Other income (expense):				
Interest expense	(6,380)	(6,684)	(12,797)	(12,975)
Other, net	(188)	3,435	1,399	4,412
Total other expense, net	<u>(6,568)</u>	<u>(3,249)</u>	<u>(11,398)</u>	<u>(8,563)</u>
Income (loss) before income taxes	11,560	(11,794)	28,535	28,576
Income tax provision	<u>(4,009)</u>	<u>(8,474)</u>	<u>(8,652)</u>	<u>(19,756)</u>
Net income (loss)	7,551	(20,268)	19,883	8,820
Less: Net (income) loss attributable to the noncontrolling interest	(141)	(635)	122	(2,600)
Net income (loss) attributable to TTM Technologies, Inc. stockholders	<u>\$ 7,410</u>	<u>\$ (20,903)</u>	<u>\$ 20,005</u>	<u>\$ 6,220</u>
Earnings (loss) per share attributable to TTM Technologies, Inc. stockholders:				
Basic earnings (loss) per share	<u>\$ 0.09</u>	<u>\$ (0.26)</u>	<u>\$ 0.24</u>	<u>\$ 0.08</u>
Diluted earnings (loss) per share	<u>\$ 0.09</u>	<u>\$ (0.26)</u>	<u>\$ 0.24</u>	<u>\$ 0.08</u>

See accompanying notes to consolidated condensed financial statements.

**TTM TECHNOLOGIES, INC.**  
**Consolidated Condensed Statements of Comprehensive Income**  
**For the Quarter and Two Quarters Ended June 25, 2012 and June 27, 2011**

	<u>Quarter Ended</u>		<u>Two Quarters Ended</u>	
	<u>June 25,</u> <u>2012</u>	<u>June 27,</u> <u>2011</u>	<u>June 25,</u> <u>2012</u>	<u>June 27,</u> <u>2011</u>
	(Unaudited)			
	(In thousands)			
Net income (loss)	\$ 7,551	\$(20,268)	\$19,883	\$ 8,820
Other comprehensive income, net of tax:				
Foreign currency translation adjustments, net	(5,942)	8,154	(4,468)	10,968
Net unrealized gains (losses) on cash flow hedges:				
Unrealized gain (loss) on effective cash flow hedges during the period, net	349	(63)	1,276	554
Less: reclassification to earnings	(17)	113	(61)	113
Net	<u>332</u>	<u>50</u>	<u>1,215</u>	<u>667</u>
Unrealized gains (losses) on available for sale securities:				
Unrealized gain (loss) on available for sale securities during period	(162)	1,648	(122)	1,648
Less: gains realized in net earnings	—	—	(912)	—
Net	<u>(162)</u>	<u>1,648</u>	<u>(1,034)</u>	<u>1,648</u>
Other comprehensive income (loss), net of tax	<u>(5,772)</u>	<u>9,852</u>	<u>(4,287)</u>	<u>13,283</u>
Comprehensive income (loss)	1,779	(10,416)	15,596	22,103
Less: comprehensive (income) loss attributable to the noncontrolling interest	687	(1,880)	729	(4,189)
Comprehensive income (loss) attributable to TTM Technologies, Inc. stockholders	<u>\$ 2,466</u>	<u>\$(12,296)</u>	<u>\$16,325</u>	<u>\$17,914</u>

See accompanying notes to consolidated condensed financial statements.

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**TTM TECHNOLOGIES, INC.**  
**Consolidated Condensed Statements of Cash Flows**  
**For the Two Quarters Ended June 25, 2012 and June 27, 2011**

	Two Quarters Ended	
	June 25, 2012	June 27, 2011
	(Unaudited)	
	(In thousands)	
Cash flows from operating activities:		
Net income	\$ 19,883	\$ 8,820
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of property, plant and equipment	39,278	32,521
Amortization of definite-lived intangible assets	8,065	8,538
Amortization of convertible notes discount, debt discount and debt issuance costs	3,900	3,728
Non-cash interest imputed on other long-term liabilities and related party financing obligation	34	628
Income tax benefit from restricted stock units released and common stock options exercised	(619)	(1,956)
Deferred income taxes	2,704	10,155
Stock-based compensation	4,988	3,879
Impairment of long-lived assets	—	48,125
Realized gain on early payment of related party financing obligation	—	(1,659)
Net loss on sale of property, plant and equipment	902	269
Net gain on sale of securities	(816)	—
Net unrealized loss on derivative assets and liabilities	1,257	697
Unrealized foreign currency exchange (gain) loss	(321)	1,280
Changes in operating assets and liabilities:		
Accounts and notes receivable, net	6,432	(6,464)
Inventories	(2,523)	(5,614)
Prepaid expenses and other current assets	(7,446)	(1,899)
Accounts payable	2,080	10,692
Accrued salaries, wages and benefits and other accrued expenses	(5,489)	(6,885)
Net cash provided by operating activities	<u>72,309</u>	<u>104,855</u>
Cash flows from investing activities:		
Purchase of property, plant and equipment and equipment deposits	(59,700)	(70,963)
Proceeds from sale of property, plant and equipment	149	364
Proceeds from sale of securities	2,898	—
Net cash used in investing activities	<u>(56,653)</u>	<u>(70,599)</u>
Cash flows from financing activities:		
Proceeds from long-term debt	103,823	10,822
Repayment of long-term debt	(68,467)	(32,120)
Net proceeds from revolving loan	—	20,000
Settlement of related party financing obligation	—	(20,528)
Proceeds from exercise of stock options	89	6,264
Excess tax benefits from stock awards exercised or released	619	1,956
Net cash provided by (used in) financing activities	<u>36,064</u>	<u>(13,606)</u>
Effect of foreign currency exchange rates on cash and cash equivalents	714	(830)
Net increase in cash and cash equivalents	52,434	19,820
Cash and cash equivalents at beginning of period	196,052	216,078
Cash and cash equivalents at end of period	<u>\$248,486</u>	<u>\$235,898</u>

Supplemental disclosures of noncash investing and financing activities:

At June 25, 2012 and June 27, 2011, accrued purchases of equipment totaled \$73,623 and \$75,840, respectively.

See accompanying notes to consolidated condensed financial statements.

**TTM TECHNOLOGIES, INC.**  
**Notes to Consolidated Condensed Financial Statements**  
**(Unaudited)**  
**(Dollars and shares in thousands, except per share data)**

**(1) Nature of Operations and Basis of Presentation**

TTM Technologies, Inc. (the Company or TTM) is a leading global provider of time-critical and technologically complex printed circuit board (PCB) products and backplane assemblies (PCBs populated with electronic components), which serve as the foundation of sophisticated electronic products. The Company provides advanced technology products and offers a one-stop manufacturing solution to customers from engineering support to prototype development through final volume production. The Company serves a diversified customer base in various markets throughout the world, including manufacturers of networking/communications infrastructure products, touch screen tablets and mobile media devices (cellular phones and smartphones). The Company also serves high-end computing, commercial aerospace/defense, and industrial/medical industries. The Company's customers include both original equipment manufacturers (OEMs) and electronic manufacturing services (EMS) providers.

The accompanying consolidated condensed financial statements have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. These consolidated condensed financial statements reflect all adjustments (consisting only of normal recurring adjustments) which, in the opinion of management, are necessary to state fairly the financial position, the results of operations and cash flows of the Company for the periods presented. It is suggested that these consolidated condensed financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's most recent Annual Report on Form 10-K. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the full year. The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the Company's consolidated condensed financial statements and accompanying notes. Actual results could differ materially from those estimates. The Company uses a 13-week fiscal quarter accounting period with the first quarter ending on the last Monday in March and the fourth quarter always ending on December 31. The second quarters ended June 25, 2012 and June 27, 2011 each contained 91 days. The two quarters ended June 25, 2012 and June 27, 2011 contained 177 and 178 days, respectively.

In June 2011, the Financial Accounting Standards Board (FASB) issued an update to an accounting standard related to comprehensive income, whereby an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The amendments are effective for fiscal years beginning after December 15, 2011 and early adoption is permitted. The Company adopted the amendments on January 1, 2012, and adoption did not have a material impact.

Additionally, the tax effect on the individual components of other comprehensive income was not material and therefore not disclosed.

**(2) Accounts and Notes Receivable Factoring and Sales Arrangements**

In the normal course of business, the Company's foreign subsidiaries utilize accounts receivable factoring arrangements. Under these arrangements, the Company may sell certain of its accounts receivable to financial institutions, which are accounted for as a sale, at a discount ranging from 1% to 2% of the accounts receivable. In all arrangements there is no recourse against the Company for its customers' failure to pay. The Company sold \$20,169 of accounts receivable for the quarter ended June 27, 2011 and \$3,941 and \$34,430 for the two quarters ended June 25, 2012 and June 27, 2011, respectively. The Company did not sell any accounts receivable for the quarter ended June 25, 2012.

Additionally, the Company's foreign subsidiaries may also sell certain of their notes receivable at an effective discount ranging from 1% to 3% of the notes receivable. The Company sold \$865 and \$13,277 of notes receivable for the quarters ended June 25, 2012 and June 27, 2011, respectively and \$16,061 and \$39,566 for the two quarters ended June 25, 2012 and June 27, 2011, respectively.

**TTM TECHNOLOGIES, INC.**  
**Notes to Consolidated Condensed Financial Statements — (Continued)**

**(3) Inventories**

Inventories as of June 25, 2012 and December 31, 2011 consist of the following:

	June 25, 2012	December 31, 2011
	(In thousands)	
<b>Inventories:</b>		
Raw materials	\$ 43,965	\$ 44,340
Work-in-process	48,387	46,945
Finished goods	39,537	38,145
	<u>\$ 131,889</u>	<u>\$ 129,430</u>

**(4) Goodwill and Definite-lived Intangibles**

As of June 25, 2012 and December 31, 2011, goodwill by operating segment and the components of definite-lived intangibles were as follows:

*Goodwill*

	Asia Pacific	North America	Total
	(In thousands)		
<b>Balance as of December 31, 2011</b>			
Goodwill	\$ 183,320	\$ 132,286	\$ 315,606
Accumulated impairment losses	—	(132,286)	(132,286)
	<u>183,320</u>	<u>—</u>	<u>183,320</u>
Foreign currency translation adjustment during the two quarters ended June 25, 2012	<u>142</u>	<u>—</u>	<u>142</u>
<b>Balance as of June 25, 2012</b>			
Goodwill	\$ 183,462	132,286	\$ 315,748
Accumulated impairment losses	—	(132,286)	(132,286)
	<u>\$ 183,462</u>	<u>\$ —</u>	<u>\$ 183,462</u>

The June 25, 2012 and December 31, 2011 goodwill balance includes foreign currency translation adjustments related to foreign subsidiaries which operate in currencies other than the U.S. Dollar.

*Definite-lived Intangibles*

	Gross Amount	Accumulated Amortization	Foreign Currency Rate Change	Net Carrying Amount	Weighted Average Amortization Period (years)
	(In thousands)				
<b>Balance as of June 25, 2012:</b>					
Strategic customer relationships	\$ 120,427	\$ (54,635)	\$ 374	\$ 66,166	9.2
Trade name	10,302	(3,983)	7	6,326	6.0
Licensing agreements	350	(350)	—	—	3.0
	<u>\$ 131,079</u>	<u>\$ (58,968)</u>	<u>\$ 381</u>	<u>\$ 72,492</u>	

All of the definite-lived intangibles are generally amortized using the straight line method of amortization over the useful life, with the exception of the strategic customer relationship intangibles, which are amortized using an accelerated method of amortization based on estimated cash flows. Amortization expense was \$4,120 and \$4,350 for the quarters ended June 25, 2012 and June 27, 2011, respectively, and \$8,065 and \$8,538 for the two quarters ended June 25, 2012 and June 27, 2011, respectively. Amortization expense related to acquired licensing agreements is classified as cost of goods sold.



TTM TECHNOLOGIES, INC.

Notes to Consolidated Condensed Financial Statements — (Continued)

Estimated aggregate amortization for definite-lived intangible assets for the next five years is as follows:

	(In thousands)
Remaining 2012	\$ 8,457
2013	15,527
2014	13,949
2015	12,474
2016	7,730
	<u>\$ 58,137</u>

**(5) Long-lived Asset Impairment**

During the quarter ended June 27, 2011, the Company recorded an impairment charge in the amount of \$48,125 to reduce the carrying value of certain long-lived assets in the Asia Pacific operating segment. The impairment charge was comprised of \$39,850 related to manufacturing equipment held for use at a plant acquired by Meadville in 2007 for which the Company had previously reduced the carrying value of certain of these assets during its purchase price allocation completed in 2010 related to the acquisition of the PCB Subsidiaries. Weaker than expected operating performance at this manufacturing plant in the first six months of 2011 resulting from a downturn in the profitability of the products produced at this manufacturing plant, and a reduction in expected future demand for the specific products produced resulted in a triggering event during the quarter ended June 27, 2011. Based on the undiscounted cash flows for this plant, an impairment of the manufacturing assets was indicated. The Company's asset grouping for the impairment test was the manufacturing plant as the manufacturing equipment at this plant is specific to the products produced with separately identifiable cash flows. In addition, the manufacturing equipment at this plant cannot be used at the Company's other manufacturing sites. The fair value of these manufacturing assets was determined using a discounted cash flow model over their remaining useful life with the impairment being the difference between the carrying value and the fair value of the asset group. The impairment charge is also comprised of \$8,275 related to manufacturing equipment that, due to the change in market conditions noted above, has become or is expected to become technologically obsolete. The fair value of these assets was determined using third party quotes or other estimates of salvage value, and the assets' carrying value was written down to salvage value. The new carrying value of the assets held for sale or disposal is approximately \$1,003, which is included in machinery and equipment in property, plant and equipment, net in the accompanying consolidated condensed balance sheet.

**(6) Long-term Debt and Letters of Credit**

The following table summarizes the long-term debt of the Company as of June 25, 2012 and December 31, 2011.

	Average Effective Interest Rate as of June 25, 2012	June 25, 2012 (In thousands)	Average Effective Interest Rate as of December 31, 2011	December 31, 2011 (In thousands)
Bank loans, due various dates through May 2014	6.18%	\$ 40,847	4.72%	\$ 40,810
Term loan due November 2013	2.25%	245,000	2.30%	297,500
Revolving loan due November 2013	2.50%	87,500	—	—
Other	6.00%	14	6.00%	17
		<u>373,361</u>		<u>338,327</u>
Less: Unamortized discount		<u>—</u>		<u>(80)</u>
		<u>373,361</u>		<u>338,247</u>
Less: Current maturities		<u>(111,760)</u>		<u>(120,882)</u>
Long-term debt, less current maturities		<u>\$ 261,601</u>		<u>\$ 217,365</u>

## TTM TECHNOLOGIES, INC.

## Notes to Consolidated Condensed Financial Statements — (Continued)

The maturities of long-term debt through 2014 and thereafter are as follows:

	(In thousands)
2012	\$ 52,502
2013	304,670
2014	16,185
Thereafter	4
	<u>\$ 373,361</u>

Bank loans are made up of bank lines of credit in mainland China and are used for working capital and capital investment for the Company's mainland China facilities. These facilities are denominated in Chinese Renminbi (RMB), with interest rates tied to People's Bank of China rates with a margin adjustment. These bank loans expire at various dates through May 2014.

The Company is party to a credit agreement (Credit Agreement) that consists of a \$350,000 senior secured term loan (Term Loan), an \$87,500 senior secured revolving loan (Revolving Loan), a \$65,000 factoring facility (Factoring Facility), and an \$80,000 letters of credit facility (Letters of Credit Facility), all of which will mature on November 16, 2013. The Credit Agreement is secured by substantially all of the assets of the Company's Asia Pacific operating segment and is senior to all other Company debt, including the Convertible Senior Notes, (Note 7). The Company has fully and unconditionally guaranteed the full and punctual payment of all obligations of its Asia Pacific operating segment under the Credit Agreement.

Borrowings under the Credit Agreement bear interest at a floating rate of LIBOR (term election by the Company) plus an applicable interest margin. Borrowings under the Term Loan bear interest at a rate of LIBOR plus 2.0%, LIBOR plus 2.25% under the Revolving Loan, and LIBOR plus 1.25% under the Factoring Facility. There is no provision, other than an event of default, for these interest margins to increase. At June 25, 2012, the weighted average interest rate on the outstanding borrowings under the Credit Agreement was 2.31%.

The Company is required to make scheduled payments of the outstanding Term Loan balance during 2012 and 2013. All and any other outstanding balances under the Credit Agreement are due at the maturity date of November 16, 2013. Borrowings under the Credit Agreement are subject to certain financial and operating covenants that include, among other provisions, limitations on dividends or other distributions, maintaining maximum total leverage ratios and minimum net worth, current assets, and interest coverage ratios at both the Company and at the Asia Pacific operating segment level. At June 25, 2012, the Company is in compliance with the covenants.

The Company is also required to pay a commitment fee of 0.20% per annum on the unused portion of any loan or facility under the Credit Agreement. The Company incurred commitment fees related to unused borrowing availability under the Credit Agreement of \$41 and \$77 for the quarters ended June 25, 2012 and June 27, 2011, respectively, and \$98 and \$153, for the two quarters ended June 25, 2012 and June 27, 2011, respectively. As of June 25, 2012, all of the remaining Term Loan and Revolving Loan, which is included as long-term debt, was outstanding; none of the Factoring Facility was outstanding; and \$56,782 of the Letters of Credit Facility was outstanding. Available borrowing capacity under the Factoring Facility was \$65,000 at June 25, 2012.

The Company entered into an interest rate swap arrangement with an initial notional amount of \$146,500 for the period beginning April 18, 2011 and ending on April 16, 2013. See Note 8.

**Other Letters of Credit**

In addition to the letters of credit obtained pursuant to the Credit Agreement, the Company maintains several unused letters of credit: a \$2,294 standby letter of credit expiring on December 31, 2012 associated with its insured workers compensation program; two standby letters of credit in the amount of \$1,060 in aggregate expiring on December 31, 2012 and February 28, 2013, respectively, related to the lease of two of its production facilities; and various other letters of credit aggregating to approximately \$535 related to purchases of machinery and equipment with various expiration dates through October 2012.

**(7) Convertible Senior Notes**

In 2008, the Company issued 3.25% Convertible Senior Notes (Convertible Notes) due May 15, 2015, in a public offering for an aggregate principal amount of \$175,000. The Convertible Notes bear interest at a rate of 3.25% per annum. Interest is payable semiannually in arrears on May 15 and November 15 of each year. The Convertible Notes are senior unsecured obligations and rank equally to the Company's future unsecured senior indebtedness and senior in right of payment to any of the Company's future subordinated indebtedness. The liability and equity components of the Convertible Notes are separately accounted for in a manner that reflects the Company's non-convertible debt borrowing rate when interest costs are recognized.

TTM TECHNOLOGIES, INC.

Notes to Consolidated Condensed Financial Statements — (Continued)

The Company has allocated the Convertible Notes offering costs to the liability and equity components in proportion to the allocation of proceeds and accounted for them as debt issuance costs and equity issuance costs, respectively. At June 25, 2012 and December 31, 2011, the following summarizes the liability and equity components of the Convertible Notes:

	June 25, 2012	December 31, 2011
	(In thousands)	
<b>Liability components:</b>		
Convertible Notes	\$ 175,000	\$ 175,000
Less: Convertible Notes unamortized discount	(20,724)	(23,847)
Convertible Notes, net of discount	<u>\$ 154,276</u>	<u>\$ 151,153</u>
<b>Equity components:</b>		
Additional paid-in capital:		
Embedded conversion option — Convertible Notes	\$ 43,000	\$ 43,000
Embedded conversion option — Convertible Notes issuance costs	(1,413)	(1,413)
	<u>\$ 41,587</u>	<u>\$ 41,587</u>

At June 25, 2012 and December 31, 2011, remaining unamortized debt issuance costs included in other non-current assets were \$2,091 and \$2,406, respectively. The debt issuance costs and debt discount are being amortized to interest expense over the term of the Convertible Notes using the effective interest rate method. At June 25, 2012, the remaining amortization period for the unamortized Convertible Note discount and debt issuance costs was 2.9 years.

The components of interest expense resulting from the Convertible Notes for the quarter and two quarters ended June 25, 2012 and June 27, 2011 are as follows:

	For the Quarter Ended		For the Two Quarters Ended	
	June 25, 2012	June 27, 2011	June 25, 2012	June 27, 2011
	(In thousands)			
Contractual coupon interest	\$ 1,422	\$ 1,422	\$ 2,844	\$ 2,844
Amortization of Convertible Notes debt discount	1,578	1,452	3,123	2,874
Amortization of debt issuance costs	159	147	315	290
	<u>\$ 3,159</u>	<u>\$ 3,021</u>	<u>\$ 6,282</u>	<u>\$ 6,008</u>

For the quarter and two quarters ended June 25, 2012 and June 27, 2011, the amortization of the Convertible Notes debt discount and debt issuance costs is based on an effective interest rate of 8.37%.

**Conversion**

At any time prior to November 15, 2014, holders may convert their Convertible Notes into cash and, if applicable, into shares of the Company's common stock based on a conversion rate of 62.6449 shares of the Company's common stock per \$1 principal amount of Convertible Notes, subject to adjustment, under the following circumstances: (1) during any calendar quarter beginning after June 30, 2008 (and only during such calendar quarter), if the last reported sale price of our common stock for at least 20 trading days during the 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day of such preceding calendar quarter; (2) during the five business day period after any 10 consecutive trading day period in which the trading price per note for each day of that 10 consecutive trading day period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on such day; or (3) upon the occurrence of specified corporate transactions described in the prospectus supplement. As of June 25, 2012, none of the conversion criteria had been met.

On or after November 15, 2014 until the close of business on the third scheduled trading day preceding the maturity date, holders may convert their notes at any time, regardless of the foregoing circumstances. Upon conversion, for each \$1 principal amount of notes, the Company will pay cash for the lesser of the conversion value or \$1 and shares of our common stock, if any, based on a daily conversion value calculated on a proportionate basis for each day of the 60 trading day observation period. Additionally, in the event of a fundamental change as defined in the prospectus supplement, or other conversion rate adjustments such as share splits or combinations, other distributions of shares, cash or other assets to stockholders, including self-tender transactions (Other Conversion Rate Adjustments), the conversion rate may be modified to adjust the number of shares per \$1 principal amount of the notes. As of June 25, 2012, none of the criteria for a fundamental change or a conversion rate adjustment had been met.

The maximum number of shares issuable upon conversion, including the effect of a fundamental change and subject to Other Conversion Rate Adjustments, would be 13,978.

TTM TECHNOLOGIES, INC.

Notes to Consolidated Condensed Financial Statements — (Continued)

*Note Repurchase*

The Company is not permitted to redeem the Convertible Notes at any time prior to maturity. In the event of a fundamental change or certain default events, as defined in the prospectus supplement, holders may require the Company to repurchase for cash all or a portion of their Convertible Notes at a price equal to 100% of the principal amount, plus any accrued and unpaid interest.

*Convertible Note Hedge and Warrant Transaction*

In connection with the issuance of the Convertible Notes, the Company entered into a convertible note hedge and warrant transaction (Call Spread Transaction), with respect to the Company's common stock. The hedge expires on May 15, 2015 and can only be executed upon the conversion of the Convertible Notes. Additionally, the Company sold warrants to purchase 10,963 shares of its common stock at a price of \$18.15 per share. The warrants expire ratably beginning August 2015 through February 2016. The Call Spread Transaction has no effect on the terms of the Convertible Notes and reduces potential dilution by effectively increasing the conversion price of the Convertible Notes to \$18.15 per share of the Company's common stock.

**(8) Financial Instruments**

*Derivatives*

*Interest Rate Swaps*

The Company's business is exposed to interest rate risk resulting from fluctuations in interest rates on certain variable rate LIBOR debt. Increases in interest rates would increase interest expenses relating to the outstanding variable rate borrowings of certain foreign subsidiaries and increase the cost of debt. Fluctuations in interest rates can also lead to significant fluctuations in the fair value of the debt obligations.

The Company entered into a two-year pay-fixed, receive floating (1-month LIBOR), amortizing interest rate swap arrangement with an initial notional amount of \$146,500, for the period beginning April 18, 2011 and ending on April 16, 2013. The interest rate swap will apply a fixed interest rate against the first interest payments of a portion of the \$350,000 Term Loan over the term of the interest rate swap.

The notional amount of the interest rate swap decreases to zero over its term, consistent with the Company's risk management objectives. The notional value underlying the hedge at June 25, 2012 was \$120,200. Under the terms of the interest rate swap, the Company will pay a fixed rate of 2.50% and will receive floating 1-month LIBOR during the swap period. The Company has designated this interest rate swap as a cash flow hedge.

At inception, the fair value of the interest rate swap was zero. As of June 25, 2012 and December 31, 2011, the fair value of the swap was recorded as a liability of \$1,721 in other accrued expenses and \$2,721 in other long-term liabilities, respectively. The change in the fair value of the interest rate swap is recorded as a component of accumulated other comprehensive income, net of tax, in the Company's consolidated condensed balance sheet. No ineffectiveness was recognized for the quarters or two quarters ended June 25, 2012 and June 27, 2011. During the quarters ended June 25, 2012 and June 27, 2011, the interest rate swap increased interest expense by \$676 and \$664, respectively, and by \$1,285 and \$664 for the two quarters ended June 25, 2012 and June 27, 2011, respectively.

Additionally, the Company, through its acquisition of the Asia Pacific operating segment in 2010, assumed a long-term pay-fixed, receive floating (1-month LIBOR), amortizing interest rate swap arrangement with an initial notional amount of \$40,000, for the period beginning October 8, 2008 and ending on July 30, 2012. This interest rate swap applied to the Asia Pacific segment's pre-acquisition, long-term borrowings, which were paid in full on the acquisition date. The notional amount of the interest rate swap decreases to zero over its term and was \$16,000 as of June 25, 2012. Under the terms of the interest rate swap, the Company will pay a fixed rate of 3.43% and will receive floating 1-month LIBOR during the swap period. As the borrowings attributable to this interest rate swap were paid upon acquisition, the Company did not designate this interest rate swap as a cash flow hedge. As of June 25, 2012 and December 31, 2011, the fair value of the swap was recorded as a liability of \$85 and \$314, respectively, in other accrued expenses. The change in the fair value of this interest rate swap is recorded as other, net in the consolidated condensed statement of operations.

*Foreign Exchange Contracts*

The Company enters into foreign currency forward contracts to mitigate the impact of changes in foreign currency exchange rates and to reduce the volatility of purchases and other obligations generated in currencies other than the functional currencies. The Company's foreign subsidiaries may at times purchase forward exchange contracts to manage their foreign currency risks in relation to certain purchases of machinery denominated in foreign currencies other than the Company's foreign functional currency. The notional amount of the foreign exchange contracts at June 25, 2012 and December 31, 2011 was approximately \$39,007 and \$44,707, respectively. The Company has designated certain of these foreign exchange contracts as cash flow hedges.

## TTM TECHNOLOGIES, INC.

## Notes to Consolidated Condensed Financial Statements — (Continued)

The fair values of derivative instruments in the consolidated condensed balance sheet are as follows:

	Balance Sheet Location	Asset / (Liability) Fair Value	
		June 25, 2012	December 31, 2011
(In thousands)			
<b>Cash flow derivative instruments designated as hedges:</b>			
Foreign exchange contracts	Other accrued expenses	\$ (376)	\$ —
Foreign exchange contracts	Other long-term liabilities	(294)	(1,111)
Interest rate swap	Other accrued expenses	(1,721)	(2,721)
<b>Cash flow derivative instruments not designated as hedges:</b>			
Foreign exchange contracts	Prepaid expenses and other current assets	—	89
Foreign exchange contracts	Other accrued expenses	(2,182)	(631)
Foreign exchange contracts	Other long-term liabilities	—	(97)
Interest rate swap	Other accrued expenses	(85)	(314)
		<u>\$ (4,658)</u>	<u>\$ (4,785)</u>

TTM TECHNOLOGIES, INC.

Notes to Consolidated Condensed Financial Statements — (Continued)

The following table provides information about the amounts recorded in accumulated other comprehensive income related to derivatives designated as cash flow hedges, as well as the amounts recorded in each caption in the consolidated condensed statement of operations when derivative amounts are reclassified out of accumulated other comprehensive income:

		For the Quarter Ended					
		June 25, 2012			June 27, 2011		
Financial Statement Caption		Effective Portion		Ineffective Portion	Effective Portion		Ineffective Portion
		Gain/(Loss) Recognized in Other Comprehensive Income	Gain/(Loss) Reclassified into Income	Gain/(Loss) Reclassified into Income	Gain/(Loss) Recognized in Other Comprehensive Income	Gain/(Loss) Reclassified into Income	Gain/(Loss) Recognized into Income
(In thousands)							
<b>Cash flow hedge:</b>							
Interest rate swap	Interest expense	\$ 631	\$ (676)	\$ —	\$ (338)	\$ (664)	\$ —
Foreign currency forward	Other, net	(177)	—	—	219	—	—
		<u>\$ 454</u>	<u>\$ (676)</u>	<u>\$ —</u>	<u>\$ (119)</u>	<u>\$ (664)</u>	<u>\$ —</u>

		For the Two Quarters Ended					
		June 25, 2012			June 27, 2011		
Financial Statement Caption		Effective Portion		Ineffective Portion	Effective Portion		Ineffective Portion
		Gain/(Loss) Recognized in Other Comprehensive Income	Gain/(Loss) Reclassified into Income	Gain/(Loss) Reclassified into Income	Gain/(Loss) Recognized in Other Comprehensive Income	Gain/(Loss) Reclassified into Income	Gain/(Loss) Recognized into Income
(In thousands)							
<b>Cash flow hedge:</b>							
Interest rate swap	Interest expense	\$ 1,000	\$ (1,285)	\$ —	\$ (573)	\$ (664)	\$ —
Foreign currency forward	Other, net	441	—	—	1,033	—	—
		<u>\$ 1,441</u>	<u>\$ (1,285)</u>	<u>\$ —</u>	<u>\$ 460</u>	<u>\$ (664)</u>	<u>\$ —</u>

The following table provides a summary of the activity associated with the designated cash flow hedges reflected in accumulated other comprehensive income for the two quarters ended June 25, 2012 and June 27, 2011:

	For the Two Quarters Ended	
	June 25, 2012	June 27, 2011
(In thousands)		
Beginning balance unrealized loss, net of tax	\$ (3,262)	\$ (3,121)
Changes in fair value, net of tax	1,276	554
Reclassification to earnings	(61)	113
Ending balance unrealized loss, net of tax	<u>\$ (2,047)</u>	<u>\$ (2,454)</u>

The amounts recorded in accumulated other comprehensive income for the cash flow hedge related to the interest rate swap are reclassified into interest expense during the operative period of the swap, beginning April 18, 2011 and ending on April 16, 2013, and in the same period in which the related interest on the floating-rate debt obligation affects earnings. The Company expects that approximately \$1,351 will be reclassified into the statement of operations, net of tax, in the next 12 months.

The gain (loss) recognized in other, net in the consolidated condensed statement of operations on derivative instruments not designated as hedges is as follows:

	For the Quarter Ended		For the Two Quarters Ended	
	June 25, 2012	June 27, 2011	June 25, 2012	June 27, 2011
(In thousands)				
<b>Derivative instruments not designated as hedges:</b>				
Interest rate swap	\$ 129	\$ 212	\$ 229	\$ 378
Foreign exchange contracts	(972)	(139)	(730)	782
	<u>\$ (843)</u>	<u>\$ 73</u>	<u>\$ (501)</u>	<u>\$ 1,160</u>

TTM TECHNOLOGIES, INC.

Notes to Consolidated Condensed Financial Statements — (Continued)

**Other Financial Instruments**

The carrying amount and estimated fair value of the Company's financial instruments at June 25, 2012 and December 31, 2011 were as follows:

	June 25, 2012		December 31, 2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(In thousands)			
Available for sale securities	\$ 454	\$ 454	\$ 3,566	\$ 3,566
Derivative assets, current	—	—	89	89
Derivative liabilities, current	4,364	4,364	945	945
Derivative liabilities, non-current	294	294	3,929	3,929
Long-term debt	373,361	372,346	338,247	337,381
Convertible senior notes	154,276	171,922	151,153	182,000

The fair value of available for sale securities was determined using quoted market prices for the securities on an active exchange.

The fair value of the derivative instruments was determined using pricing models developed based on the LIBOR swap rate, foreign currency exchange rates, and other observable market data, including quoted market prices, as appropriate. The values were adjusted to reflect nonperformance risk of both the counterparty and the Company, as necessary.

The fair value of the long-term debt was estimated based on discounting the par value of the debt over its life for the difference between the debt stated interest rate and current market rates for similar debt at June 25, 2012 and December 31, 2011.

The fair value of the convertible senior notes was estimated based on quoted market prices.

At June 25, 2012 and December 31, 2011, the Company's other financial instruments included cash and cash equivalents, accounts receivable, notes receivable, accounts payable and equipment payables. Due to short-term maturities, the carrying amount of these instruments approximates fair value.

**(9) Accumulated Other Comprehensive Income**

The following provides a summary of the components of accumulated other comprehensive income, net of tax, as of June 25, 2012 and December 31, 2011:

	June 25, 2012	December 31, 2011
	(In thousands)	
Foreign currency translation, net of taxes of \$2,819 for 2012 and \$2,872 for 2011	\$35,911	\$ 39,772
Unrealized losses related to cash flow hedges, net of tax benefit of \$284 for 2012 and \$449 for 2011	(2,047)	(3,262)
Unrealized gains related to available for sales securities	52	1,086
	<u>\$33,916</u>	<u>\$ 37,596</u>

**(10) Significant Customers and Concentration of Credit Risk**

In the normal course of business, the Company extends credit to its customers, which are concentrated primarily in the computer and networking and communications and aerospace/defense industries, and most are located outside the United States. The Company performs ongoing credit evaluations of customers, does not require collateral and considers the credit risk profile of the entity from which the receivable is due in further evaluating collection risk.

As of June 25, 2012 and December 31, 2011, the Company's 10 largest customers in the aggregate accounted for 47% and 53%, respectively, of total accounts receivable. If one or more of the Company's significant customers were to become insolvent or were otherwise unable to pay for the manufacturing services provided, it would have a material adverse effect on the Company's financial condition, results of operations and cash flows.

The Company's customers include both OEMs and EMS companies. The Company's OEM customers often direct a significant portion of their purchases through EMS companies. While the Company's customers include both OEM and EMS providers, the Company measures customer concentration based on OEM companies, as they are the ultimate end customers.

**TTM TECHNOLOGIES, INC.**

**Notes to Consolidated Condensed Financial Statements — (Continued)**

One customer, Apple, accounted for approximately 10% of the Company's net sales for both of quarters ended June 25, 2012 and June 27, 2011, and 12% of the Company's net sales for both of the two quarters ended June 25, 2012 and June 27, 2011. The loss of one or more major customers or a decline in sales to the Company's major customers would have a material adverse effect on the Company's financial condition and results of operation.

**(11) Fair Value Measures**

The Company measures at fair value its financial and non-financial assets by using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, essentially an exit price, based on the highest and best use of the asset or liability.

At June 25, 2012 and December 31, 2011, the following financial assets and liabilities were measured at fair value on a recurring basis using the type of inputs shown:

	June 25, 2012	Fair Value Measurements Using:		
		Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
		(In thousands)		
Money market funds	\$ 97,969	\$ 97,969	—	—
Available for sale securities	454	454	—	—
Interest rate swap derivative liabilities	1,806	—	\$ 1,806	—
Foreign exchange derivative liabilities	2,852	—	2,852	—
	December 31, 2011	Fair Value Measurements Using:		
		Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
		(In thousands)		
Money market funds	\$ 89,404	\$ 89,404	—	—
Available for sale securities	3,566	3,566	—	—
Foreign exchange derivative assets	89	—	\$ 89	—
Interest rate swap derivative liabilities	3,035	—	3,035	—
Foreign exchange derivative liabilities	1,839	—	1,839	—

There were no transfers of financial assets or liabilities between Level 1 and Level 2 inputs for the quarter or two quarters ended June 25, 2012 or June 27, 2011.

The majority of the Company's non-financial instruments, which include goodwill, intangible assets, inventories, and property, plant and equipment, are not required to be carried at fair value on a recurring basis. However, if certain triggering events occur (or tested at least annually for goodwill) such that a non-financial instrument is required to be evaluated for impairment, based upon a comparison of the non-financial instrument's fair value to its carrying value, an impairment is recorded to reduce the carrying value to the fair value, if the carrying value exceeds the fair value.

As of June 27, 2011, the following assets were measured at fair value on a nonrecurring basis using the type of inputs shown:

	June 27, 2011	Fair Value Measurements Using:			Total Impairment Charge for the Quarter and Two Quarters Ended June 27, 2011
		Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	
		(In thousands)			
Long-lived assets	\$19,331	—	\$19,331	—	\$ 48,125

The fair values of long-lived assets held and used were primarily determined using appraisals and comparable prices of similar assets, which are considered to be Level 2 inputs.



TTM TECHNOLOGIES, INC.

Notes to Consolidated Condensed Financial Statements — (Continued)

**(12) Commitments and Contingencies**

*Legal Matters*

The Company is subject to various legal matters, which it considers normal for its business activities. While the Company currently believes that the amount of any reasonably possible or probable loss for known matters would not be material to the Company's consolidated condensed financial statements, the outcome of these actions is inherently difficult to predict. In the event of an adverse outcome, the ultimate potential loss could have a material adverse effect on the Company's financial condition or results of operations in a particular period. The Company has accrued amounts for its loss contingencies which are probable and estimable at June 25, 2012 and December 31, 2011. However, these amounts are not material to the consolidated condensed financial statements of the Company.

*Environmental Matters*

The process to manufacture PCBs requires adherence to city, county, state, federal and foreign jurisdiction environmental regulations regarding the storage, use, handling and disposal of chemicals, solid wastes and other hazardous materials as well as air quality standards. Management believes that its facilities comply in all material respects with environmental laws and regulations. The Company has in the past received certain notices of violations and has implemented certain required minor corrective activities. There can be no assurance that violations will not occur in the future.

The Company is involved in various stages of investigation and cleanup of two sites in Connecticut and one in California related to environmental remediation matters. The ultimate cost of site cleanup for the two Connecticut sites and one California site is difficult to predict given the uncertainties regarding the extent of the required cleanup, the interpretation of applicable laws and regulations, and alternative cleanup methods. A third Connecticut site was investigated under Connecticut's Land Transfer Act and no contamination above applicable standards was found. The Connecticut Department of Energy and Environmental Protection confirmed that no further action is required.

The Company concluded that it was probable that it would incur remediation and monitoring costs for the other three sites of approximately \$500 and \$628 as of June 25, 2012 and December 31, 2011, respectively, the liability for which is included in other long-term liabilities. The Company estimates that it will incur the remediation costs over the next 12 to 84 months. This accrual was discounted at 8% per annum to determine the Company's best estimate of the liability, which the Company estimated as ranging from \$839 to \$1,274 on an undiscounted basis.

The liabilities recorded do not take into account any claims for recoveries from insurance or third parties and none are anticipated. These costs are mostly comprised of estimated consulting costs to evaluate potential remediation requirements, completion of the remediation, and monitoring of results achieved. Subject to the imprecision in estimating future environmental remediation costs, the Company does not expect the outcome of the environmental remediation matters, either individually or in the aggregate, to have a material adverse effect on its financial position, results of operations, or cash flows.

TTM TECHNOLOGIES, INC.

Notes to Consolidated Condensed Financial Statements — (Continued)

(13) Earnings Per Share

The following is a reconciliation of the numerator and denominator used to calculate basic earnings (loss) per share and diluted earnings (loss) per share for the quarter and two quarters ended June 25, 2012 and June 27, 2011:

	Quarter Ended		Two Quarters Ended	
	June 25, 2012	June 27, 2011	June 25, 2012	June 27, 2011
	(In thousands, except per share amounts)			
Net income (loss) attributable to TTM Technologies, Inc. stockholders	\$ 7,410	\$(20,903)	\$20,005	\$ 6,220
Weighted average shares outstanding	81,895	81,309	81,661	81,009
Dilutive effect of performance-based stock units, restricted stock units and stock options	372	—	587	916
Dilutive effect of assumed conversion of convertible notes outstanding	—	—	—	470
Diluted shares	<u>82,267</u>	<u>81,309</u>	<u>82,248</u>	<u>82,395</u>
Earnings (loss) per share attributable to TTM Technologies, Inc. stockholders:				
Basic	<u>\$ 0.09</u>	<u>\$ (0.26)</u>	<u>\$ 0.24</u>	<u>\$ 0.08</u>
Diluted	<u>\$ 0.09</u>	<u>\$ (0.26)</u>	<u>\$ 0.24</u>	<u>\$ 0.08</u>

Performance-based stock units, restricted stock units and stock options to purchase 935 shares of common stock for the quarter ended June 25, 2012 and 1,727 and 528 shares of common stock for the two quarters ended June 25, 2012 and June 27, 2011, respectively, were not considered in calculating diluted earnings per share because the options' exercise prices or the total expected proceeds under the treasury stock method for performance-based stock units, restricted stock units or stock options was greater than the average market price of common shares during the period and, therefore, the effect would be anti-dilutive. For the quarter ended June 27, 2011, potential shares of common stock, consisting of stock options to purchase approximately 1,167 shares of common stock at exercise prices ranging from \$2.76 to \$16.82 per share, 1,338 restricted stock units, and 163 performance-based restricted stock units were not included in the computation of diluted earnings per share because the Company incurred a net loss from operations and, as a result, the impact would be anti-dilutive.

Additionally, for the quarter and two quarters ended June 25, 2012, the effect of 10,963 shares of common stock related to the Company's Convertible Notes, the effect of the convertible note hedge to purchase 10,963 shares of common stock and the warrants sold to purchase 10,963 shares of the Company's common stock were not included in the computation of dilutive earnings per share because the conversion price of the Convertible Notes and the strike price of the warrants to purchase the Company's common stock were greater than the average market price of common shares during the quarter, and therefore, the effect would be anti-dilutive.

TTM TECHNOLOGIES, INC.

Notes to Consolidated Condensed Financial Statements — (Continued)

(14) Stock-Based Compensation

Stock-based compensation expense is recognized in the accompanying consolidated condensed statements of operations as follows:

	Quarter Ended		Two Quarters Ended	
	June 25, 2012	June 27, 2011	June 25, 2012	June 27, 2011
	(In thousands)			
Cost of goods sold	\$ 265	\$ 254	\$ 576	\$ 471
Selling and marketing	118	100	232	211
General and administrative	2,400	1,770	4,180	3,197
Stock-based compensation expense recognized	2,783	2,124	4,988	3,879
Income tax benefit recognized	(691)	(584)	(1,270)	(1,118)
Total stock-based compensation expense after income taxes	<u>\$2,092</u>	<u>\$1,540</u>	<u>\$ 3,718</u>	<u>\$ 2,761</u>

Performance-based Restricted Stock Units

The Company maintains a long-term incentive program for executives that provides for the issuance of performance-based restricted stock units (PRUs), representing hypothetical shares of the Company's common stock that may be issued. Under the PRU program, a target number of PRUs is awarded at the beginning of each three-year performance period. The number of shares of common stock released at the end of the performance period will range from zero to 2.4 times the target number depending on performance during the period. The performance metrics of the PRU program are based on (a) annual financial targets, which for fiscal years 2010, 2011 and 2012 are based on revenue and EBITDA (earnings before interest, tax, depreciation, and amortization expense), as defined in the grant notice and award agreement, each equally weighted, and (b) an overall modifier based on the Company's total stockholder return (TSR) relative to the S&P SmallCap 600 over the three-year performance period.

The Company records stock-based compensation expense for PRU awards granted based on management's periodic assessment of the probability of the PRU awards vesting. For the quarter and two quarters ended June 25, 2012, management determined that vesting of the PRU awards was probable. PRU activity for the two quarters ended June 25, 2012 was as follows:

	Shares (In thousands)
Outstanding target shares at December 31, 2011	158
Granted:	
Third tranche of 2010 grant	46
Second tranche of 2011 grant	63
First tranche of 2012 grant	81
Change in units due to annual performance achievement	(25)
Outstanding target shares at June 25, 2012	<u>323</u>

The fair value for PRUs granted is calculated using a Monte Carlo simulation model, as the TSR modifier contains a market condition. For the quarter and two quarters ended June 25, 2012 and June 27, 2011, the following assumptions were used in determining the fair value:

	June 25, 2012 <sup>1</sup>	June 27, 2011 <sup>2</sup>
Weighted-average fair value	\$12.51	\$22.74
Risk-free interest rate	0.3%	1.0%
Dividend yield	—	—
Expected volatility	55%	59%
Expected term in months	23	28

- (1) Reflects the weighted-averages for the third year of the three-year performance period applicable to PRUs granted in 2010, second year of the three-year performance period applicable to PRUs granted in 2011 and first year of the three-year performance period applicable to PRUs granted in 2012

## TTM TECHNOLOGIES, INC.

## Notes to Consolidated Condensed Financial Statements — (Continued)

- (2) Reflects the weighted-averages for the second year of the three-year performance period applicable to PRUs granted in 2010 and for the first year of the three-year performance period applicable to PRUs granted in 2011.

*Restricted Stock Units*

The Company granted 54 and 239 restricted stock units during the quarters ended June 25, 2012 and June 27, 2011, respectively, and 711 and 574 restricted stock units during the two quarters ended June 25, 2012 and June 27, 2011, respectively. The units granted have a weighted-average fair value per unit of \$10.65 and \$18.35 for the quarters ended June 25, 2012 and June 27, 2011, respectively, and \$11.90 and \$17.74 for the two quarters ended June 25, 2012 and June 27, 2011, respectively. The fair value for restricted stock units granted is based on the closing share price of the Company's common stock on the date of grant.

*Stock Options*

The Company did not grant any stock option awards during the quarters or two quarters ended June 25, 2012 and June 27, 2011.

*Foreign Employee Share Awards*

The Company maintains foreign employee share awards, which existed prior to the acquisition of the Asia Pacific operating segment. These grants vest over five tranches. Three tranches have vested as of the second quarter of 2012 and the remaining two tranches will vest annually thereafter, through 2014. The fair value, after adjustment for estimated forfeitures, that is attributed to post-combination service is recognized as an expense over the remaining vesting period and is included as a component of total stock-based compensation expense. At June 25, 2012 and December 31, 2011, there were approximately 33 and 50 shares in the employee share award grants, respectively.

The following is a summary of total unrecognized compensation costs as of June 25, 2012:

	Unrecognized Stock-Based Compensation Cost (In thousands)	Remaining Weighted Average Recognition Period (years)
PRU awards	\$ 2,799	1.6
RSU awards	13,534	1.5
Stock option awards	334	1.5
Foreign employee share awards	160	1.1
	<u>\$ 16,827</u>	

**(15) Segment Information**

The operating segments reported below are the Company's segments for which separate financial information is available and upon which operating results are evaluated by the chief operating decision maker to assess performance and to allocate resources. The Company manages its worldwide operations based on two geographic operating segments: 1) Asia Pacific, which consists of the PCB Subsidiaries and their seven PCB fabrication plants, which include a substrate facility; and 2) North America, which consists of seven domestic PCB fabrication plants, including a facility that provides follow-on value-added services primarily for one of the PCB fabrication plants, and one backplane assembly plant in Shanghai, China, which is managed in conjunction with the Company's U.S. operations and its related European sales support infrastructure. Each segment operates predominantly in the same industry with production facilities that produce similar customized products for its customers and use similar means of product distribution in their respective geographic regions.

The Company evaluates segment performance based on operating segment income, which is operating income before amortization of intangibles. Interest expense and interest income are not presented by segment since they are not included in the measure of segment profitability reviewed by the chief operating decision maker. All inter-segment transactions have been eliminated. Reportable segment assets exclude short-term investments, which are managed centrally.

**TTM TECHNOLOGIES, INC.**  
**Notes to Consolidated Condensed Financial Statements — (Continued)**

	For the Quarter Ended		For the Two Quarters Ended	
	June 25, 2012	June 27, 2011	June 25, 2012	June 27, 2011
(In thousands)				
<b>Net Sales:</b>				
Asia Pacific	\$ 195,561	\$ 226,203	\$ 367,319	\$ 428,668
North America	<u>132,309</u>	<u>142,245</u>	<u>262,333</u>	<u>284,495</u>
Total sales	327,870	368,448	629,652	713,163
Inter-segment sales	<u>(447)</u>	<u>(2,331)</u>	<u>(1,730)</u>	<u>(4,245)</u>
Total net sales	<u>\$ 327,423</u>	<u>\$ 366,117</u>	<u>\$ 627,922</u>	<u>\$ 708,918</u>
<b>Operating Segment Income (Loss):</b>				
Asia Pacific	\$ 11,154	\$ (18,016)	\$ 23,979	\$ 15,061
North America	<u>11,076</u>	<u>13,792</u>	<u>23,972</u>	<u>30,557</u>
Total operating segment income	22,230	(4,224)	47,951	45,618
Amortization of definite-lived intangibles	<u>(4,102)</u>	<u>(4,321)</u>	<u>(8,018)</u>	<u>(8,479)</u>
Total operating income (loss)	18,128	(8,545)	39,933	37,139
Total other expense	<u>(6,568)</u>	<u>(3,249)</u>	<u>(11,398)</u>	<u>(8,563)</u>
Income (loss) before income taxes	<u>\$ 11,560</u>	<u>\$ (11,794)</u>	<u>\$ 28,535</u>	<u>\$ 28,576</u>

The Company accounts for inter-segment sales and transfers as if the sale or transfer were to third parties: at arms length and in conjunction with the Company's revenue recognition policy. The inter-segment sales for the quarter and two quarters ended June 25, 2012 and June 27, 2011 are sales from the Asia Pacific operating segment to the North America operating segment.

**(16) Related Party Transactions**

The Company's foreign subsidiaries have entered into long-term supply arrangements to purchase laminate and prepreg from a related party in which a significant shareholder of the Company holds an approximate 16% shareholding. These supply arrangements will expire on December 31, 2012. The Company's foreign subsidiaries also purchased laminate and prepreg from the laminate companies of the said significant shareholder of the Company. The Company purchased laminate and prepreg from these related parties in the amount of \$21,994 and \$32,783 for the quarters ended June 25, 2012 and June 27, 2011, respectively, and \$43,521 and \$56,916 for the two quarters ended June 25, 2012 and June 27, 2011, respectively.

Additionally, a related party leases employee accommodation space from a foreign subsidiary of the Company. The net income for these activities was \$50 and \$62 for the quarters ended June 25, 2012 and June 27, 2011, respectively, and \$98 and \$126 for, the two quarters ended June 25, 2012 and June 27, 2011, respectively.

At June 25, 2012 and December 31, 2011, the Company's consolidated condensed balance sheet included \$34,751 and \$36,851, respectively, in accounts payable due to, and \$50 and \$44, respectively, in accounts receivable due from a related party for the supply and lease arrangements.

**(17) Dividend**

During the second quarter ended June 25, 2012, one of the Company's majority owned foreign subsidiaries declared a dividend in the amount of approximately \$47,600, which includes \$9,501 payable to its noncontrolling interest shareholder. Subsequent to June 25, 2012, the dividend of \$9,501 for its noncontrolling interest shareholder was paid.

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

The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated condensed financial statements and the related notes and the other financial information included in this Quarterly Report on Form 10-Q. This discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of specified factors, including those set forth in Item 1A "Risk Factors" of Part II below and elsewhere in this Quarterly Report on Form 10-Q.

This discussion and analysis should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" set forth in our annual report on Form 10-K for the year ended December 31, 2011, filed with the Securities and Exchange Commission.

#### OVERVIEW

We are a leading global provider of time-critical and technologically complex printed circuit board (PCB) products and backplane assemblies (PCBs populated with electronic components), which serve as the foundation of sophisticated electronic products. We provide our customers with time-to-market and advanced technology products and offer a one-stop manufacturing solution to customers from engineering support to prototype development through final volume production. We serve a diversified customer base in various markets throughout the world, including manufacturers of networking/communications infrastructure products, touch screen tablets and mobile media devices (cellular phones and smartphones). We also serve high-end computing, commercial aerospace/defense, and industrial/medical industries. Our customers include both original equipment manufacturers (OEMs) and electronic manufacturing services (EMS) providers.

Based on customer inputs regarding new product introductions and overall prospects for our business, the majority of our net sales for 2012 are expected in the second half of the year. Labor expense has increased in our Asia Pacific segment beginning in the second quarter of 2012 due to both PRC government-mandated wage increases and additional compensation offered to our labor force as a result of a reduction of overtime hours that was implemented to meet standards required by some of our global customers. This increased labor expense has reduced the gross and operating margins of our Asia Pacific segment in 2012.

In January 2012, we temporarily closed a significant facility, Dongguan Shengyi Electronics Ltd. (SYE), located in Dongguan, China, for repairs and upgrades. A majority of SYE's production and a significant portion of its work force have been temporarily transferred to our other facilities located in South China since this closure. Net sales in our Asia Pacific operating segment in the second and two quarters ended June 25, 2012 were reduced by approximately \$2.8 million and approximately \$5.3 million, respectively, as a result of this temporary closure. The SYE facility is expected to reopen during the third quarter of 2012.

While our customers include both OEMs and EMS providers, we measure customers based on OEM companies as they are the ultimate end customers. Sales to our 10 largest customers accounted for 44% and 47% of our net sales in the quarters ended June 25, 2012 and June 27, 2011, respectively. Sales to our 10 largest customers accounted for 46% and 47% of our net sales in the two quarters ended June 25, 2012 and June 27, 2011, respectively. We sell to OEMs both directly and indirectly through EMS companies.

The following table shows the percentage of our net sales attributable to each of the principal end markets we served for the periods indicated.

End Markets(1)	Quarter Ended		Two Quarters Ended	
	June 25, 2012	June 27, 2011	June 25, 2012	June 27, 2011
Aerospace/Defense	16%	17%	16%	16%
Cellular Phone	12	9	11	9
Computing/Storage/Peripherals	21	23	23	25
Medical/Industrial/Instrumentation/Other	9	7	9	8
Networking/Communications	32	38	32	36
Other	10	6	9	6
Total	100%	100%	100%	100%

(1) Sales to EMS companies are classified by the end markets of their OEM customers.

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For PCBs, we measure the time sensitivity of our products by tracking the quick-turn percentage of our work. We define quick-turn orders as those with delivery times of 10 days or less, which typically captures research and development, prototype, and new product introduction work, in addition to unexpected short-term demand among our customers. Generally, we quote prices after we receive the design specifications and the time and volume requirements from our customers. Our quick-turn services command a premium price as compared to standard lead-time products. We also deliver a significant percentage of compressed lead-time work with lead times of 11 to 20 days. We typically receive a premium price for this work as well. Purchase orders may be cancelled prior to shipment. We charge customers a fee, based on percentage completed, if an order is cancelled once it has entered production. We derive revenues primarily from the sale of PCBs and backplane assemblies using customer-supplied engineering and design plans. We recognize revenues when persuasive evidence of a sales arrangement exists, the sales terms are fixed or determinable, title and risk of loss have transferred, and collectibility is reasonably assured — generally when products are shipped to the customer. Net sales consist of gross sales less an allowance for returns, which typically has been less than 2% of gross sales. We provide our customers a limited right of return for defective PCBs and backplane assemblies. We record an estimated amount for sales returns and allowances at the time of sale based on historical information.

Cost of goods sold consists of materials, labor, outside services, and overhead expenses incurred in the manufacture and testing of our products as well as stock-based compensation expense. Many factors affect our gross margin, including capacity utilization, product mix, production volume, and yield. We generally do not participate in any significant long-term contracts with suppliers, with the exception of the supply arrangement to purchase laminate and prepregs from a related party controlled by a significant shareholder, and we believe there are a number of potential suppliers for the raw materials we use.

Selling and marketing expenses consist primarily of salaries and commissions paid to our internal sales force and independent sales representatives, salaries paid to our sales support staff, stock-based compensation expense as well as costs associated with marketing materials and trade shows. We generally pay higher commissions to our independent sales representatives for quick-turn work, which generally has a higher gross profit component than standard lead-time work.

General and administrative costs primarily include the salaries for executive, finance, accounting, information technology, facilities and human resources personnel, as well as insurance expenses, expenses for accounting and legal assistance, incentive compensation expense, stock-based compensation expense, bad debt expense, and gains or losses on the sale or disposal of property, plant and equipment.

### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our consolidated condensed financial statements included in this report have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, net sales and expenses, and related disclosure of contingent assets and liabilities.

A critical accounting policy is defined as one that is both material to the presentation of our consolidated condensed financial statements and requires management to make judgments that could have a material effect on our financial condition or results of operations. These policies require us to make assumptions about matters that are highly uncertain at the time of the estimate. Different estimates we could reasonably have used, or changes in the estimates that are reasonably likely to occur, could have a material effect on our financial condition or results of operations.

Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Management has discussed the development, selection and disclosure of these estimates with the audit committee of our board of directors. Actual results may differ from these estimates under different assumptions or conditions.

Our critical accounting policies include asset valuation related to bad debts and inventory; sales returns and allowances; impairment of long-lived assets, including goodwill and intangible assets; derivative instruments and hedging activities; realizability of deferred tax assets; and determining self-insured reserves.

#### ***Allowance for Doubtful Accounts***

We provide customary credit terms to our customers and generally do not require collateral. We perform ongoing credit evaluations of the financial condition of our customers and maintain an allowance for doubtful accounts based upon historical collections experience and judgments as to expected collectibility of accounts. Our actual bad debts may differ from our estimates.

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### ***Inventories***

In assessing the realizability of inventories, we are required to make judgments as to future demand requirements and compare these with current and committed inventory levels. When the market value of inventory is less than the carrying value, the inventory cost is written down to the estimated net realizable value, thereby establishing a new cost basis. Our inventory requirements may change based on our projected customer demand, market conditions, technological and product life cycle changes, longer or shorter than expected usage periods, and other factors that could affect the valuation of our inventories. We maintain certain finished goods inventories near certain key customer locations in accordance with agreements with those customers. Although this inventory is typically supported by valid purchase orders, should these customers ultimately not purchase these inventories, our results of operations and financial condition could be adversely affected.

### ***Sales Returns and Allowances***

We derive revenues primarily from the sale of printed circuit boards and backplane assemblies using customer-supplied engineering and design plans and generally recognize revenue upon delivery. We provide our customers a limited right of return for defective printed circuit boards and backplane assemblies. We accrue an estimated amount for sales returns and allowances at the time of sale using our judgment based on historical information and anticipated returns as a result of current period sales. To the extent actual experience varies from our historical experience, revisions to these allowances may be required.

### ***Long-lived Assets***

We have significant long-lived tangible and intangible assets consisting of property, plant and equipment, definite-lived intangibles, and goodwill. We review these assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. In addition, we perform an impairment test related to goodwill at least annually. Our goodwill and intangibles are largely attributable to our acquisitions of other businesses. We have two operating segments, Asia Pacific and North America.

During the fourth quarter of each year, or when events and circumstances warrant an evaluation, we perform an impairment assessment of goodwill, which requires the use of a fair value based analysis. We determine the fair value of our reporting units based on discounted cash flows and market approach analyses as considered necessary and consider factors such as a weakened economy, reduced expectations for future cash flows coupled with a decline in the market price of our stock and market capitalization for a sustained period as indicators for potential goodwill impairment. If the reporting unit's carrying amount exceeds its estimated fair value, a second step must be performed to measure the amount of the goodwill impairment loss, if any. The second step compares the implied fair value of the reporting unit's goodwill, determined in the same manner as the amount of goodwill recognized in a business combination, with the carrying amount of such goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess.

We also assess other long-lived assets, specifically property, plant and equipment, for potential impairment given similar impairment indicators. When indicators of impairment exist related to our long-lived tangible assets and definite-lived intangible assets, we use an estimate of the undiscounted net cash flows in measuring whether the carrying amount of the assets is recoverable. Measurement of the amount of impairment, if any, is based upon the difference between the asset's carrying value and estimated fair value. Fair value is determined through various valuation techniques, including market and income approaches as considered necessary.

We use an estimate of the future undiscounted net cash flows in measuring whether our long-lived tangible assets and definite-lived intangible assets are recoverable. If forecasts and assumptions used to support the realizability of our goodwill and other long-lived assets change in the future, significant impairment charges could result that would adversely affect our results of operations and financial condition.

### ***Derivative Instruments and Hedging Activities***

As a matter of policy, we use derivatives for risk management purposes, and we do not use derivatives for speculative purposes. Derivatives are typically entered into as hedges of changes in interest rates, currency exchange rates, and other risks.

When we determine to designate a derivative instrument as a cash flow hedge, we formally document the hedging relationship and its risk management objective and strategy for undertaking the hedge, the hedging instrument, the hedged item, the nature of the risk being hedged, how the hedging instrument's effectiveness in offsetting the hedged risk will be assessed, and a description of the method of measuring ineffectiveness. We also formally assess, both at the hedge's inception and on an ongoing basis, whether the derivative that is used in hedging transactions is highly effective in offsetting changes in cash flows of hedged items.



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Derivative financial instruments are recognized as either assets or liabilities on the consolidated condensed balance sheet with measurement at fair value. Fair value of the derivative instruments is determined using pricing models developed based on the underlying swap interest rate, foreign currency exchange rates, and other observable market data as appropriate. The values are also adjusted to reflect nonperformance risk of both the counterparty and the Company. For derivatives that are designated as a cash flow hedge, changes in the fair value of the derivative are recognized in accumulated other comprehensive income, to the extent the derivative is effective at offsetting the changes in cash flow being hedged until the hedged item affects earnings. To the extent there is any hedge ineffectiveness, changes in fair value relating to the ineffective portion are immediately recognized in earnings. Changes in the fair value of derivatives that are not designated as hedges are recorded in earnings each period.

### Income Taxes

Deferred income tax assets are reviewed for recoverability, and valuation allowances are provided, when necessary, to reduce deferred income tax assets to the amounts that are more likely than not to be realized based on our estimate of future taxable income. Should our expectations of taxable income change in future periods, it may be necessary to establish a valuation allowance, which could affect our results of operations in the period such a determination is made. We record an income tax provision or benefit during interim periods at a rate that is based on expected results for the full year. If future changes in market conditions cause actual results for the year to be more or less favorable than those expected, adjustments to the effective income tax rate could be required.

In addition, we are subject to income taxes in the United States and foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. In the ordinary course of our business, there are many transactions where the ultimate tax determination is uncertain. Additionally, our calculations of income taxes are based on our interpretations of applicable tax laws in the jurisdictions in which we file.

### Self Insurance

We are primarily self-insured in North America for group health insurance and worker's compensation benefits provided to our U.S. employees, and we purchase insurance to protect against annual claims at the individual and aggregate level. We estimate our exposure for claims incurred but not reported at the end of each reporting period. We use our judgment using our historical claim data and information and analysis provided by actuarial and claim advisors, our insurance carriers and brokers on an annual basis to estimate our liability for these claims. This liability is subject to individual insured stop-loss coverage for both programs, which is \$250,000 per individual. Our actual claims experience may differ from our estimates.

## RESULTS OF OPERATIONS

There were 91 days in each of the second quarters ended June 25, 2012 and June 27, 2011, and 177 and 178 days in the two quarters ended June 25, 2012 and June 27, 2011, respectively. The following table sets forth the relationship of various items to net sales in our consolidated condensed statement of operations:

	Quarter Ended		Two Quarters Ended	
	June 25, 2012	June 27, 2011	June 25, 2012	June 27, 2011
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of goods sold	83.3	78.9	82.3	77.5
Gross profit	16.7	21.1	17.7	22.5
Operating expenses:				
Selling and marketing	2.8	2.5	2.8	2.6
General and administrative	7.2	6.6	7.3	6.7
Amortization of definite-lived intangibles	1.2	1.2	1.2	1.2
Impairment of long-lived assets	—	13.1	—	6.8
Total operating expenses	11.2	23.4	11.3	17.3
Operating income (loss)	5.5	(2.3)	6.4	5.2
Other income (expense):				
Interest expense	(1.9)	(1.8)	(2.1)	(1.8)
Other, net	(0.1)	0.9	0.2	0.6
Total other expense, net	(2.0)	(0.9)	(1.9)	(1.2)
Income (loss) before income taxes	3.5	(3.2)	4.5	4.0
Income tax provision	(1.2)	(2.3)	(1.3)	(2.8)
Net income (loss)	2.3	(5.5)	3.2	1.2
Less: Net income attributable to noncontrolling interest	—	(0.2)	—	(0.3)
Net income (loss) attributable to TTM Technologies, Inc. stockholders	2.3%	(5.7)%	3.2%	0.9%

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We manage our worldwide operations based on two geographic operating segments: (1) Asia Pacific, which consists of the PCB Subsidiaries and their seven PCB fabrication plants, which include a substrate facility; and (2) North America, which consists of seven domestic PCB fabrication plants, including a facility that provides follow-on value-added services primarily for one of the PCB fabrication plants, and one backplane assembly plant in Shanghai, China, which is managed in conjunction with our U.S. operations and its related European sales support infrastructure. Each segment operates predominantly in the same industry with production facilities that produce similar customized products for our customers and use similar means of product distribution in their respective geographic regions.

The following table compares net sales by reportable segment for the quarters and two quarters ended June 25, 2012 and June 27, 2011:

	Quarter Ended		Two Quarters Ended	
	June 25, 2012	June 27, 2011	June 25, 2012	June 27, 2011
	(In thousands)			
<b>Net Sales:</b>				
Asia Pacific	\$ 195,561	\$ 226,203	\$ 367,319	\$ 428,668
North America	132,309	142,245	262,333	284,495
Total sales	327,870	368,448	629,652	713,163
Inter-segment sales	(447)	(2,331)	(1,730)	(4,245)
Total net sales	<u>\$ 327,423</u>	<u>\$ 366,117</u>	<u>\$ 627,922</u>	<u>\$ 708,918</u>

### Net Sales

Total net sales decreased \$38.7 million, or 10.6%, from \$366.1 million for the quarter ended June 27, 2011 to \$327.4 million for the quarter ended June 25, 2012. Net sales for the Asia Pacific segment, excluding inter-segment sales, decreased \$28.8 million, or 12.9%, from \$223.9 million in the quarter ended June 27, 2011 to \$195.1 million in the quarter ended June 25, 2012. This decrease was primarily due to lower demand in our Networking/Communications and Computing end markets, resulting in an 18% decline in PCB shipments from the quarter ended June 27, 2011. The average PCB selling price increased by 6%, which was driven by the mix shift from conventional PCBs and standard HDI PCBs toward higher priced advanced HDI PCBs. Net sales related to the North America segment decreased \$9.9 million, or 7.0%, from \$142.2 million for the quarter ended June 27, 2011 to \$132.3 million for the quarter ended June 25, 2012, and was primarily due to lower demand in our Aerospace/Defense end market, resulting in a 7% decline in PCB sales volume partially offset by a 2% increase in the average PCB selling price. In addition, demand for backplane assemblies dropped by 12% from the quarter ended June 27, 2011.

Total net sales decreased by \$81.0 million, or 11.4%, from \$708.9 million for the two quarters ended June 27, 2011 to \$627.9 million for the two quarters ended June 25, 2012. Net sales for the Asia Pacific segment, excluding inter-segment sales, decreased by \$58.8 million, or 13.9%, from \$424.4 million for the two quarters ended June 27, 2011 to \$365.6 million for the two quarters ended June 25, 2012, mainly due to lower demand in our Networking/Communications and Computing end markets, resulting in an 22% decline in PCB shipments from the two quarters ended June 27, 2011. The average PCB selling price increased by 11%, which was driven by the mix shift from conventional PCBs and standard HDI PCBs toward higher priced advanced HDI PCBs. Net sales related to the North America segment decreased by \$22.2 million, or 7.8%, from \$284.5 million for the two quarters ended June 27, 2011 to \$262.3 million for the two quarters ended June 25, 2012, primarily due to lower demand in our Aerospace/Defense and Networking/Communications end markets, resulting in a 10% decline in PCB sales volume partially offset by a 5% increase in the average PCB selling price. In addition, demand for backplane assemblies dropped by 16% from the two quarters ended June 27, 2011.

### Cost of Goods Sold

Cost of goods sold decreased \$16.1 million, or 5.6%, from \$288.8 million for the quarter ended June 27, 2011 to \$272.7 million for the quarter ended June 25, 2012. Cost of goods sold for the Asia Pacific segment decreased \$9.9 million, or 5.7%, from \$174.8 million for the quarter ended June 27, 2011 to \$164.9 million for the quarter ended June 25, 2012. As a percentage of net sales, cost of goods sold for the Asia Pacific segment increased from 78.1% for the quarter ended June 27, 2011 to 84.5% for the quarter ended June 25, 2012, primarily due to higher labor costs in China, increased depreciation expense and lower fixed cost absorption due to the decline in net sales. Included in cost of goods sold for the quarter ended June 25, 2012 are approximately \$4.4 million of costs related to the temporary closure of our SYE facility in Dongguan, China. These costs consist primarily of labor costs and depreciation expense. Cost of goods sold for the North America segment decreased \$6.2 million, or 5.4%, from \$114.0 million for the quarter ended June 27, 2011 to \$107.8 million for the quarter ended June 25, 2012. As a percentage of net sales, cost of goods sold for the North America segment increased from 80.1% for the quarter ended June 27, 2011 to 81.5% for the quarter ended June 25, 2012, primarily due to higher labor expense and lower fixed cost absorption due to the decline in net sales, partially offset by a lower mix of backplane assemblies, which have higher direct material content.

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Cost of goods sold decreased \$32.9 million, or 6.0%, from \$549.7 million for the two quarters ended June 27, 2011 to \$516.8 million for the two quarters ended June 25, 2012. Cost of goods sold for the Asia Pacific segment decreased \$19.1 million, or 5.9%, from \$324.5 million for the two quarters ended June 27, 2011 to \$305.4 million for the two quarters ended June 25, 2012. As a percentage of net sales, cost of goods sold for the Asia Pacific segment increased from 76.5% for the two quarters ended June 27, 2011 to 83.6% for the two quarters ended June 25, 2012, primarily due to higher labor costs in China, increased depreciation expense and lower fixed cost absorption due to the decline in net sales. Included in cost of goods sold for the two quarters ended June 25, 2012 are approximately \$8.3 million of costs related to the temporary closure of our SYE facility in Dongguan, China. These costs consist primarily of labor costs and depreciation expense. Cost of goods sold for the North America segment decreased \$13.8 million, or 6.1%, from \$225.1 million for the two quarters ended 27, 2011 to \$211.3 million for the two quarters ended June 25, 2012. As a percentage of net sales, cost of goods sold for the North America segment increased from 79.1% for the two quarters ended June 27, 2011 to 80.5% for the two quarters ended June 25, 2012, primarily due to higher labor expense and lower fixed cost absorption due to the decline in net sales, partially offset by a lower mix of backplane assemblies, which have a higher direct material content.

### ***Gross Profit***

As a result of the foregoing, gross profit decreased \$22.6 million, or 29.2%, from \$77.3 million for the quarter ended June 27, 2011 to \$54.7 million for the quarter ended June 25, 2012. Additionally, gross profit decreased \$48.1 million, or 30.2%, from \$159.3 million for the two quarters ended June 27, 2011 to \$111.2 million for the two quarters ended June 25, 2012. Overall gross margin decreased from 21.1% for the quarter ended June 27, 2011 to 16.7% for the quarter ended June 25, 2012 and from 22.5% for the two quarters ended June 27, 2011 to 17.7% for the two quarters ended June 25, 2012 due primarily to higher labor costs and depreciation expense, lower fixed cost absorption on lower production in our conventional PCB facilities, which has caused our capacity utilization to decline, and costs related to the temporary closure of SYE.

### ***Selling and Marketing Expenses***

Selling and marketing expenses decreased \$0.3 million, or 3.2%, from \$9.3 million for the quarter ended June 27, 2011 to \$9.0 million for the quarter ended June 25, 2012, primarily due to a decrease in commission expense. As a percentage of net sales, selling and marketing expenses were 2.5% for the quarter ended June 27, 2011 as compared to 2.8% for the quarter ended June 25, 2012. Additionally, selling and marketing expenses decreased \$0.8 million, or 4.3%, from \$18.4 million for the two quarters ended June 27, 2011 to \$17.6 million for the two quarters ended June 25, 2012, also primarily due to a decrease in commission expense. As a percentage of net sales, selling and marketing expenses were 2.6% for the two quarters ended June 27, 2011 as compared to 2.8% for the two quarters ended June 25, 2012. The increase in selling and marketing expense as a percentage of net sales for the quarter and two quarters ended June 25, 2012 is due to lower net sales and the fixed portion of selling expense, while commission expense remained consistent as a percentage of net sales.

### ***General and Administrative Expense***

General and administrative expenses decreased \$0.6 million from \$24.1 million, or 6.6% of net sales, for the quarter ended June 27, 2011 to \$23.5 million, or 7.2% of net sales, for the quarter ended June 25, 2012. Additionally, general and administrative expenses decreased \$1.6 million from \$47.2 million, or 6.7% of net sales, for the two quarters ended June 27, 2011 to \$45.6 million, or 7.3% of net sales, for the two quarters ended June 25, 2012. For the quarter and two quarters ended June 25, 2012, the decrease in expense primarily relates to lower professional fees and incentive bonus accrual, partially offset by an increase in stock-based compensation expense. As a percentage of net sales, general and administrative expenses increased due to a decline in net sales for both the quarter and two quarters ended June 25, 2012.

### ***Impairment of Long-Lived Assets***

During the quarter and two quarters ended June 27, 2011, we recorded an impairment charge in the amount of \$48.1 million to reduce the carrying value of certain long-lived assets in the Asia Pacific operating segment. The impairment charge is comprised of \$39.8 million related to manufacturing equipment held for use at a plant acquired by Meadville in 2007 for which we had previously reduced the carrying value of certain of these assets during our purchase price allocation completed in 2010 related to the acquisition of the PCB Subsidiaries. Weaker than expected operating performance at this manufacturing plant in the first six months of 2011 resulting from a downturn in the profitability of the products produced at this manufacturing plant and a reduction in expected future demand for the specific products produced resulted in a triggering event during the quarter ended June 27, 2011. Based on the undiscounted cash flows for this plant, an impairment of the manufacturing assets was indicated. Our asset grouping for the impairment test was the manufacturing plant as the manufacturing equipment at this plant is specific to the products produced with separately identifiable cash flows. In addition, the manufacturing equipment at this plant cannot be used at our other manufacturing sites. The fair value of these manufacturing assets was determined using a discounted cash flow model over their remaining useful life with the impairment being the difference between the carrying value and the fair value of the asset group. The impairment charge also includes \$8.3 million related to manufacturing equipment that, due to the change in market conditions noted above, has become or is expected to become technologically obsolete. The fair value of these assets was determined using third party quotes or other estimates of salvage value and the assets' carrying value was written down to salvage value. The new carrying value of the assets held for sale or disposal is approximately \$1.0 million, which is included in machinery and equipment in property, plant and equipment in the accompanying consolidated condensed balance sheet.

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As noted in our critical accounting policies above, we assess our goodwill for impairment at least annually during the fourth quarter of each year, or when events and circumstances warrant an evaluation. In the latter portion of the second quarter of 2012, our market capitalization began to decline significantly, driven by a reduction in the trading price of our common stock, which we believe is principally a result of weaker than expected operating results in our Asia Pacific business for the first half of 2012. However, while our operating results in our Asia Pacific business for the first half of 2012 were weaker than expected, the majority of our net sales for 2012 are expected in the second half of the year. Management does not believe there were any impairment triggering events during the quarter ended June 25, 2012. If the market outlook and operating performance of our Asia Pacific reporting unit does not recover to expected levels in future quarters, a triggering of a goodwill impairment assessment and a potential goodwill impairment charge may be warranted for our Asia Pacific reporting unit. At June 25, 2012, the carrying value of goodwill in our Asia Pacific reporting unit amounted to approximately \$183.5 million.

If forecasts and assumptions used to support the realizability of our long-lived assets change in the future, significant impairment charges could result that would adversely affect our results of operations and financial condition.

### ***Other Income (Expense)***

Other expense, net increased \$3.4 million from \$3.2 million for the quarter ended June 27, 2011 to \$6.6 million for the quarter ended June 25, 2012. The increase in other expense, net was primarily due to a decrease in foreign currency transaction and derivative gains by approximately \$2.0 million and the absence of the \$1.7 million realized gain related to the early settlement of a related party financing obligation related to the remaining 20% interest in Meadville Aspocomp (BVI) Holdings Ltd., which occurred in the quarter ended June 27, 2011. Additionally, other expense, net increased \$2.8 million from \$8.6 million for the two quarters ended June 27, 2011 to \$11.4 million for the two quarters ended June 25, 2012. The increase in other expense, net was primarily due to a decrease in foreign currency transaction and derivative gains of approximately \$1.9 million and the absence of the \$1.7 million realized gain related to the early settlement of a related party financing obligation related to the remaining 20% interest in Meadville Aspocomp (BVI) Holdings Ltd., which occurred in the second quarter ended June 27, 2011, offset by a \$0.8 million realized gain on sale of securities.

### ***Income Taxes***

The provision for income taxes decreased \$4.5 million from \$8.5 million for the quarter ended June 27, 2011 to \$4.0 million for the quarter ended June 25, 2012 and by \$11.1 million from \$19.8 million for the two quarters ended June 27, 2011 to \$8.7 million for the two quarters ended June 25, 2012, primarily due to less pre-tax income, exclusive of an impairment charge in the quarter ended June 27, 2011, for which a tax benefit was not recorded. Our effective tax rate was 34.7% for the quarter ended June 25, 2012 and 71.9% for the quarter ended June 27, 2011 and 30.3% and 69.1% for the two quarters ended June 25, 2012 and June 27, 2011, respectively. The Company's effective tax rate changed due to the impact of an impairment charge in the quarter ended June 27, 2011, for which a tax benefit was not recorded. Our effective tax rate is primarily impacted by the U.S. federal income tax rate, apportioned state income tax rates, tax rates in China and Hong Kong, generation of other credits and deductions available to us, and certain non-deductible items. Certain foreign losses generated are not more than likely to be realizable, and thus no income tax benefit has been recognized on these losses. Additionally, as of June 25, 2012 and December 31, 2011, we had net deferred income tax assets of approximately \$11.6 million and \$14.0 million, respectively. Based on our forecast for future taxable earnings, we believe it is more likely than not that we will utilize the deferred income tax assets in future periods.

### ***Liquidity and Capital Resources***

Our principal sources of liquidity have been cash provided by operations, the issuance of Convertible Notes and the issuance of term and revolving debt. Our principal uses of cash have been to finance capital expenditures, meet debt service requirements, fund working capital requirements and finance acquisitions. We anticipate that servicing debt, financing capital expenditures, funding working capital requirements, and acquisitions will continue to be the principal demands on our cash in the future. We have approximately \$111.8 million of debt payments due in the next 12 months. We are currently evaluating our options related to refinancing our existing Term Loan and Revolving Loan debt arrangements, which we anticipate will be completed before the end of the current fiscal year.

As of June 25, 2012, we had net working capital of approximately \$282.4 million compared to \$234.4 million as of December 31, 2011. This increase in working capital is primarily attributable to proceeds from long-term debt borrowings during the two quarters ended June 25, 2012.

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As of June 25, 2012, we had cash and cash equivalents of approximately \$248.5 million, of which approximately \$92.9 million was held by our foreign subsidiaries. Of the cash and cash equivalents held by our foreign subsidiaries as of June 25, 2012, \$91.8 million was located in Asia and \$1.1 million was located in European countries. Cash and cash equivalents located in our Asia Pacific operating segment are expected to remain for use in local operations. Cash and cash equivalents located in our backplane assembly facility in Shanghai, China as well as that in Europe, which is managed in conjunction with our U.S. operations, are expected to be repatriated and will be subject to U.S. income tax. As of June 25, 2012, approximately \$8.6 million of cash and cash equivalents was located in our Shanghai, China backplane assembly plant. Other than the cash and cash equivalents located in our Shanghai backplane assembly and our European locations, we do not currently expect to repatriate earnings from our other foreign subsidiaries.

Our 2012 capital expenditure plan is expected to total approximately \$135 million (of which approximately \$123 million relates to our Asia Pacific segment). It will fund capital equipment purchases to increase production capacity, especially for advanced HDI and rigid flex PCB manufacturing, expand our technological capabilities and replace aging equipment. Additionally, we estimate that approximately \$5 million of the \$123 million in planned capital expenditures will be used for the repair and upgrade of our SYE facility in Dongguan, China, as discussed in our Results of Operations.

During the second quarter ended June 25, 2012, one of our majority owned foreign subsidiaries declared a dividend in the amount of approximately \$47.6 million, which includes approximately \$9.5 million for its noncontrolling interest shareholder. Subsequent to June 25, 2012, the dividend of \$9.5 million for its noncontrolling interest shareholder was paid.

Based on our current level of operations, we believe that cash generated from operations, cash on hand and cash available from borrowings under our existing credit arrangements will be adequate to meet our currently anticipated capital expenditure, debt service, working capital, and acquisition needs for the next 12 months. We believe that there is minimal risk of not being in compliance with our existing financial covenants so as to accelerate the maturity of the Credit Agreement. However, the semiannual repayments on our existing term loan increase as the related debt nears maturity in 2013. Should we choose to maintain a significant level of annual capital expenditures or to pursue an acquisition during the next two years, refinancing of our existing debt would likely be necessary. Any such refinancing would seek to address all possible demands on our liquidity listed above. In the event we decide to engage in a significant refinancing transaction, the adequacy of our liquidity will depend on our ability to achieve access to capital markets.

### ***Credit Agreement***

We are party to a credit agreement (Credit Agreement) consisting of a \$350.0 million senior secured Term Loan, a \$87.5 million senior secured Revolving Loan, a \$65.0 million Factoring Facility, and a \$80.0 million Letters of Credit Facility, all of which will mature on November 16, 2013. The Credit Agreement is secured by substantially all of the assets of our Asia Pacific operating segment and is senior to all other of our debt, including the Convertible Senior Notes. We have fully and unconditionally guaranteed the full and punctual payment of all obligations of the Asia Pacific operating segment under the Credit Agreement.

Borrowings under the Credit Agreement bear interest at a floating rate of LIBOR (term election by us) plus an applicable interest margin. Borrowings bear interest at a rate of LIBOR plus 2.0% under the Term Loan, LIBOR plus 2.25% under the Revolving Loan, and LIBOR plus 1.25% under the Factoring Facility. At June 25, 2012, the weighted average interest rate on the outstanding borrowings was 2.31%.

Borrowings under the Credit Agreement are subject to certain financial and operating covenants that include maintaining maximum total leverage ratios and minimum net worth, current assets, and interest coverage ratios for both us and our Asia Pacific segment. At June 25, 2012, we were in compliance with the covenants.

We are required to pay a commitment fee of 0.20% per annum on any unused portion of loan or facility under the Credit Agreement. We incurred \$0.1 million for both of the second quarters ended June 25, 2012 and June 27, 2011 and \$0.1 million and \$0.2 million for the two quarters ended June 25, 2012 and June 27, 2011, respectively, in commitment fees related to the unused portion of any loan or facility under the Credit Agreement. As of June 25, 2012, the remaining Term Loan of \$245.0 million; \$87.5 million under the Revolving Loan, which is included as long-term debt; and \$56.8 million of Letters of Credit were outstanding. Available borrowing capacity under the Factoring Facility was \$65.0 million.

### ***Bank Loans***

Bank loans are made up of bank lines of credit in mainland China and are used for working capital and capital investment for our mainland China facilities. These facilities are denominated in either U.S. Dollars or Chinese Renminbi (RMB), with interest rates tied to either LIBOR or People's Bank of China rates with a margin adjustment. These bank loans expire at various dates through May 2014.

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### Convertible Notes

In 2008 we issued \$175.0 million of Convertible Notes. The Convertible Notes bear interest at a rate of 3.25% per annum. Interest is payable semiannually in arrears on May 15 and November 15 of each year. The Convertible Notes are senior unsecured obligations and rank equally to our future unsecured senior indebtedness and senior in right of payment to any of our future subordinated indebtedness.

At any time prior to November 15, 2014, holders may convert their Convertible Notes into cash and, if applicable, into shares of our common stock based on a conversion rate of 62.6449 shares of our common stock per \$1,000 principal amount of Convertible Notes, subject to adjustment, under the following circumstances: (1) during any calendar quarter beginning after June 30, 2008 (and only during such calendar quarter), if the last reported sale price of our common stock for at least 20 trading days during the 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day of such preceding calendar quarter; (2) during the five business day period after any 10 consecutive trading day period in which the trading price per note for each day of that 10 consecutive trading day period is less than 98% of the product of the last reported sale price of our common stock and the conversion rate on such day; or (3) upon the occurrence of specified corporate transactions described in the prospectus supplement related to the Convertible Notes, which can be found on the SEC's website at www.sec.gov. As of June 25, 2012, none of the conversion criteria had been met.

On or after November 15, 2014 until the close of business on the third scheduled trading day preceding the May 15, 2015 maturity of the Convertible Notes, holders may convert their notes at any time, regardless of the foregoing circumstances. Upon conversion, for each \$1,000 principal amount of notes, we will pay cash for the lesser of the conversion value or \$1,000 and shares of our common stock, if any, based on a daily conversion value calculated on a proportionate basis for each day of the applicable 60 trading day observation period.

The maximum number of shares issuable upon conversion, subject to certain conversion rate adjustments, would be approximately 14 million shares.

We are not permitted to redeem the notes at any time prior to maturity. In the event of a fundamental change or certain default events, as defined in the prospectus supplement, holders may require us to repurchase for cash all or a portion of their notes at a price equal to 100% of the principal amount, plus any accrued and unpaid interest.

In 2008, in connection with the issuance of the Convertible Notes, we entered into a convertible note hedge and warrant transaction (Call Spread Transaction), with respect to our common stock. The convertible note hedge consists of our option to purchase up to 11.0 million shares of common stock at a price of \$15.96 per share. This option expires on May 15, 2015 and can only be executed upon the conversion of the Convertible Notes. Additionally, we sold warrants for the option to purchase 11.0 million shares of our common stock at a price of \$18.15 per share. The warrants expire ratably beginning August 2015 through February 2016. The Call Spread Transaction has no effect on the terms of the Convertible Notes and reduces potential dilution by effectively increasing the conversion price of the Convertible Notes to \$18.15 per share of our common stock.

### Other Letters of Credit

In addition to the letters of credit obtained pursuant to the Credit Agreement, the Company maintains several unused letters of credit: a \$2.3 million standby letter of credit expiring on December 31, 2012 associated with its insured workers compensation program; two standby letters of credit in the amount of \$1.1 million in aggregate expiring on December 31, 2012 and February 28, 2013 related to the lease of two of its production facilities; and various other letters of credit aggregating to approximately \$0.5 million related to purchases of machinery and equipment with various expiration dates through October 2012.

### Contractual Obligations and Commitments

The following table provides information on our contractual obligations as of June 25, 2012:

	Total	Less Than 1 Year	1 - 3 Years	4 - 5 Years	After 5 Years
			(In thousands)		
<b>Contractual Obligations(1)(2)</b>					
Long-term debt obligations	\$373,361	\$111,760	\$261,600	\$ 1	\$ —
Convertible debt obligations	175,000	—	175,000	—	—
Interest on debt obligations	28,621	14,557	14,064	—	—
Interest rate swap liabilities	1,873	1,873	—	—	—
Foreign currency forward contract liabilities	2,852	2,558	294	—	—
Equipment payables	71,507	58,681	12,826	—	—
Purchase obligations	58,565	46,821	11,744	—	—
Operating lease commitments	7,398	2,077	2,228	1,935	1,158
<b>Total contractual obligations</b>	<b>\$719,177</b>	<b>\$238,327</b>	<b>\$477,756</b>	<b>\$ 1,936</b>	<b>\$1,158</b>

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- (1) Unrecognized uncertain tax benefits of \$0.9 million are not included in the table above as we have not determined when the amount will be paid.
- (2) Estimated environmental liabilities of \$0.5 million, not included in the table above, are accrued and recorded as liabilities in our consolidated condensed balance sheet as of June 25, 2012.

### **Off Balance Sheet Arrangements**

We do not currently have, nor have we ever had, any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. In addition, we do not engage in trading activities involving non-exchange traded contracts. As a result, we are not materially exposed to any financing, liquidity, market, or credit risk that could arise if we had engaged in these relationships.

### **Seasonality**

As a result of the product and customer mix of our Asia Pacific operating segment, a portion of our revenue is subject to seasonal fluctuations. These fluctuations include seasonal patterns in the computer and cellular phone industry, which together have become a significant portion of the end markets that we serve. This seasonality typically results in higher net sales in the third quarter due to end customer demand for fourth quarter sales of consumer electronics products. Seasonal fluctuations also include the Chinese New Year holiday in the first quarter, which typically results in lower net sales. In addition, our accounting calendar causes the first quarter of the fiscal year to have fewer days than the other quarters, especially the fourth quarter. In some cases, the number of days can differ by as many as ten days between the first and fourth quarters, which can cause significantly lower first quarter sales.

### **Impact of Inflation**

We believe that our results of operations are not materially impacted by moderate changes in the inflation rate as we expect that we generally will be able to continue to pass along component price increases to our customers. One exception is for labor expense in China. In both 2011 and 2012, we increased the wages of most of our Chinese employees by more than 10 percent. Thus far, we have been largely unable to raise prices to our customers to recover this increased cost. In addition, severe increases in inflation could affect the global and U.S. economies and have an adverse impact on our business, financial condition and results of operations. In addition, we may not be able to pass along to our major customers significant increases in the costs of gold, copper and other commodities used in our products, which could have a material adverse impact on our gross profit margins.

### **Recently Issued Accounting Pronouncements**

In June 2011, the Financial Accounting Standards Board (FASB) issued an update to an accounting standard related to comprehensive income, whereby an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The amendments are effective for fiscal years beginning after December 15, 2011 and early adoption is permitted. We adopted the amendments on January 1, 2012, and our adoption did not have a material impact on our financial statements.

In September 2011, the FASB issued an update to an accounting standard related to testing goodwill for impairment whereby an entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011 and early adoption is permitted. We have adopted the amendments on January 1, 2012 and our adoption did not have a material impact on our financial statements.

### **Item 3. *Quantitative and Qualitative Disclosures about Market Risk***

In the normal course of business operations we are exposed to risks associated with fluctuations in interest rates and foreign currency exchange rates. We address these risks through controlled risk management that includes the use of derivative financial instruments to economically hedge or reduce these exposures. We do not enter into derivative financial instruments for trading or speculative purposes.

We have not experienced any losses to date on any derivative financial instruments due to counterparty credit risk.

To ensure the adequacy and effectiveness of our interest rate and foreign exchange hedge positions, we continually monitor our interest rate swap positions and foreign exchange forward positions, both on a stand-alone basis and in conjunction with their underlying interest rate and foreign currency exposures, from an accounting and economic perspective. However, given the inherent limitations of forecasting and the anticipatory nature of the exposures intended to be hedged, we cannot assure that such programs will offset more than a portion of the adverse financial impact resulting from unfavorable movements in either interest or foreign exchange rates. In addition, the timing of the accounting for recognition of gains and losses related to mark-to-market instruments for any given period may not coincide with the timing of gains and losses related to the underlying economic exposures and, therefore, may adversely affect our consolidated condensed operating results and financial position.

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### **Interest rate risk**

Our business is exposed to interest rate risk resulting from fluctuations in interest rates. Our interest expense is more sensitive to fluctuations in the general level of LIBOR and the People's Bank of China interest rates than to changes in rates in other markets. Increases in interest rates would increase interest expenses relating to the outstanding variable rate borrowings of certain foreign subsidiaries and increase the cost of debt. Fluctuations in interest rates can also lead to significant fluctuations in the fair value of the debt obligations.

We entered into a two-year pay-fixed, receive floating (1-month LIBOR), amortizing interest rate swap arrangement with an initial notional amount of \$146.5 million, for the period beginning April 18, 2011 and ending on April 16, 2013. The interest rate swap will apply a fixed interest rate against the first interest payments of a portion of the \$350.0 million Term Loan for this period. The notional amount of the interest rate swap decreases to zero over its term, consistent with our risk management objectives. The notional value underlying the hedge at June 25, 2012 was \$120.2 million. Under the terms of the interest rate swap, the Company will pay a fixed rate of 2.50% and will receive floating 1-month LIBOR during the swap period.

To the extent the instruments are considered to be effective, changes in fair value are recorded as a component of accumulated other comprehensive income. To the extent there is any hedge ineffectiveness, changes in fair value relating to the ineffective portion are immediately recognized in earnings as interest expense. No ineffectiveness was recognized for the quarter and two quarters ended June 25, 2012. At inception, the fair value of the interest rate swap was zero. As of June 25, 2012 and December 31, 2011, the fair value of the swap was recorded as a liability of \$1.7 million in other accrued liabilities and \$2.7 million in other long-term liabilities, respectively. The change in the fair value of the interest rate swap is recorded as a component of accumulated other comprehensive income, net of tax, in our consolidated condensed balance sheet. During both of the quarters ended June 25, 2012 and June 27, 2011, the interest rate swap increased interest expense by \$0.7 million; and by \$1.3 million and \$0.7 million for the two quarters ended June 25, 2012 and June 27, 2011, respectively. We have designated this interest rate swap as a cash flow hedge.

We also, through our acquisition of the Asia Pacific segment in 2010, assumed a long term pay-fixed, receive floating (1-month LIBOR), amortizing interest rate swap arrangement with an initial notional amount of \$40.0 million, for the period beginning October 8, 2008 and ending on July 30, 2012. The notional amount of the interest rate swap amortizes to zero over its term, consistent with our risk management objectives. The notional value underlying the hedge at June 25, 2012 was \$16.0 million. Under the terms of the interest rate swap, we will pay a fixed rate of 3.43% and will receive floating 1-month LIBOR during the swap period. As the borrowings attributable to this interest rate swap were paid off upon acquisition, we did not designate this interest rate swap as a cash flow hedge. As of June 25, 2012 and December 31, 2011, the fair value of the swap was recorded as a liability of \$0.1 million and \$0.3 million, respectively, in other accrued expenses. The change in the fair value of this interest rate swap is recorded as other, net in the consolidated condensed statement of operations.

As of June 25, 2012, approximately 56.8% of our total debt was based on fixed rates, including notional amounts related to interest rate swaps. Based on our borrowings as of June 25, 2012 an assumed 1% change in variable rates would cause our annual interest cost to change by \$2.4 million.

### **Foreign currency risks**

We are subject to risks associated with transactions that are denominated in currencies other than our functional currencies, as well as the effects of translating amounts denominated in a foreign currency to the U.S. Dollar as a normal part of the reporting process. Our Asia Pacific operations utilize the Chinese Renminbi (RMB) and the Hong Kong Dollar (HKD) as the functional currencies, which results in us recording a translation adjustment that is included as a component of accumulated other comprehensive income. Our foreign exchange exposure results primarily from employee-related and other costs of running operations in foreign countries, foreign currency denominated purchases and translation of balance sheet accounts denominated in foreign currencies. Our primary foreign exchange exposure is to the RMB. We do not generally engage in hedging to manage foreign currency risk related to revenue and expenses denominated in RMB and HKD nor do we currently use derivative instruments to reduce exposure to foreign currency risk for loans due from our foreign subsidiaries. However, we may consider the use of derivatives in the future. In general, our PRC customers pay us in RMB, which partially mitigates this foreign currency exchange risk.

We enter into foreign currency forward contracts to mitigate the impact of changes in foreign currency exchange rates and to reduce the volatility of purchases and other obligations generated in currencies other than the functional currencies. Our foreign subsidiaries may at times purchase forward exchange contracts to manage their foreign currency risks in relation to certain purchases of machinery denominated in foreign currencies other than our foreign functional currency. The notional amount of the foreign exchange contracts at June 25, 2012 and December 31, 2011 was approximately \$39.0 million and \$44.7 million, respectively. The Company has designated certain of these foreign exchange contracts as cash flow hedges.



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The table below presents information about certain of the foreign currency forward contracts at June 25, 2012 and December 31, 2011:

	As of June 25, 2012		As of December 31, 2011	
	Notional Amount <u>(In thousands in USD)</u>	Average Contract Rate or Strike Amount	Notional Amount <u>(In thousands in USD)</u>	Average Contract Rate or Strike Amount
<b>Receive foreign currency/pay</b>				
<b>USD</b>				
Euro	\$ 34,912	1.36	\$ 41,196	1.36
Japanese Yen	4,095	0.01	3,511	0.01
	<u>\$ 39,007</u>		<u>\$ 44,707</u>	
Estimated fair value, net liability	<u>\$ 2,852</u>		<u>\$ 1,750</u>	

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### Debt Instruments

The table below presents information about certain of our debt instruments (bank borrowings) as of June 25, 2012 and December 31, 2011.

	June 25, 2012					Fair Market Value	Weighted Average Interest Rate
	Remaining 2012	2013	2014	2015	Total		
	(In thousands)						
Variable Rate:							
US\$	\$ 52,500	\$280,000	\$ —	\$ —	\$332,500	\$ 331,485	2.31%
RMB	—	24,666	16,181	—	40,847	40,847	6.18%
Total Variable Rate	<u>52,500</u>	<u>304,666</u>	<u>16,181</u>	<u>—</u>	<u>373,347</u>	<u>372,332</u>	
Fixed Rate:							
US\$	2	4	4	175,004	175,014	171,936	3.25%
Total Fixed Rate	<u>2</u>	<u>4</u>	<u>4</u>	<u>175,004</u>	<u>175,014</u>	<u>171,936</u>	
Total	<u>\$ 52,502</u>	<u>\$304,670</u>	<u>\$16,185</u>	<u>\$175,004</u>	<u>\$548,361</u>	<u>\$ 544,268</u>	

  

	December 31, 2011					Fair Market Value	Weighted Average Interest Rate
	2012	2013	2014	2015	Total		
	(In thousands)						
Variable Rate:							
US\$	\$117,000	\$192,500	\$ —	\$ —	\$309,500	\$ 308,554	2.26%
RMB	3,958	24,852	—	—	28,810	28,810	6.14%
Total Variable Rate	<u>120,958</u>	<u>217,352</u>	<u>—</u>	<u>—</u>	<u>338,310</u>	<u>337,364</u>	
Fixed Rate:							
US\$	4	4	4	175,005	175,017	182,017	3.25%
Total Fixed Rate	<u>4</u>	<u>4</u>	<u>4</u>	<u>175,005</u>	<u>175,017</u>	<u>182,017</u>	
Total	<u>\$120,962</u>	<u>\$217,356</u>	<u>\$ 4</u>	<u>\$175,005</u>	<u>\$513,327</u>	<u>\$ 519,381</u>	

### Interest Rate Swap Contracts

The table below presents information regarding our interest rate swaps as of June 25, 2012.

	2012	2013	Fair Market Value
Average interest payout rate	2.56%	2.50%	
Interest payout amount	(1,398)	(676)	
Average interest received rate	0.25%	0.25%	
Interest received amount	135	66	
Fair value loss at June 25, 2012			(1,806)

### Item 4. Controls and Procedures

#### Evaluation of Disclosure Controls and Procedures

We maintain a system of disclosure controls and procedures for financial reporting to give reasonable assurance that information required to be disclosed in our reports submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. These controls and procedures also give reasonable assurance that information required to be disclosed in such reports is accumulated and communicated to management to allow timely decisions regarding required disclosures.

Our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), together with management, evaluated the effectiveness of our disclosure controls and procedures as of June 25, 2012, pursuant to Rules 13a-15(e) of the Exchange Act. Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) were effective such that information relating to the Company, including our consolidated subsidiaries, required to be disclosed in our SEC reports, (i) is recorded, processed, summarized and reported within the time frames specified in SEC rules and forms, and (ii) is accumulated and communicated to company management, including our CEO and CFO, as appropriate to allow timely discussion regarding disclosure.

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### ***Changes in Internal Control over Financial Reporting***

There have been no changes in our internal control over financial reporting during the quarter ended June 25, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### ***Inherent Limitations on Effectiveness of Controls***

We do not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must acknowledge the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls also can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **PART II. OTHER INFORMATION**

### ***Item 1. Legal Proceedings***

From time to time, we may become a party to various legal proceedings arising in the ordinary course of our business. There can be no assurance that we will prevail in any such litigation. We believe that the amount of any reasonably possible or probable loss for known matters would not be material to our financial statements; however, the outcome of these actions is inherently difficult to predict. In the event of an adverse outcome, the ultimate potential loss could have a material adverse effect on our financial condition or results of operations and cash flows in a particular period.

### ***Item 1A. Risk Factors***

An investment in our common stock involves a high degree of risk. You should carefully consider the factors described in Part I "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2011, in analyzing an investment in our common stock. If any of the risks in our Annual Report on Form 10-K occurs, our business, financial condition, and results of operations would likely suffer, the trading price of our common stock could fall, and you could lose all or part of the money you paid for our common stock.

In addition, the risk factors and uncertainties could cause our actual results to differ materially from those projected in our forward-looking statements, whether made in this report or the other documents we file with the SEC, or our annual or quarterly reports to stockholders, future press releases, or orally, whether in presentations, responses to questions, or otherwise.

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**Table of Contents****Item 6. Exhibits**

<b><u>Exhibit Number</u></b>	<b><u>Exhibits</u></b>
31.1	CEO Certification Pursuant to Section 302 of the Sarbanes — Oxley Act of 2002.
31.2	CFO Certification Pursuant to Section 302 of the Sarbanes — Oxley Act of 2002.
32.1	CEO Certification Pursuant to Section 906 of the Sarbanes — Oxley Act of 2002.
32.2	CFO Certification Pursuant to Section 906 of the Sarbanes — Oxley Act of 2002.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Documents
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Documents
101.LAB*	XBRL Taxonomy Extension Label Linkbase Documents
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Documents

\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

**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.

TTM Technologies, Inc.

*/s/* KENTON K. ALDER

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**Kenton K. Alder**  
**Chief Executive Officer and President**

*/s/* STEVEN W. RICHARDS

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**Steven W. Richards**  
**EVP, Chief Financial Officer, Treasurer and Secretary**

Dated: August 6, 2012

Dated: August 6, 2012

**EXHIBIT INDEX**

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101.LAB*	XBRL Taxonomy Extension Label Linkbase Documents
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Documents

\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

## CERTIFICATION

I, Kenton K. Alder, certify that:

1. I have reviewed this quarterly report on Form 10-Q of TTM Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Kenton K. Alder

Kenton K. Alder

*Chief Executive Officer and President*

*(Principal Executive Officer)*

Date: August 6, 2012

## CERTIFICATION

I, Steven W. Richards, certify that:

1. I have reviewed this quarterly report on Form 10-Q of TTM Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Steven W. Richards  
Steven W. Richards  
EVP, Chief Financial Officer, Treasurer  
and Secretary  
(Principal Financial Officer)

Date: August 6, 2012



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of TTM Technologies, Inc. (the "Company") for the quarter ended June 25, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kenton K. Alder, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Kenton K. Alder  
Kenton K. Alder  
*Chief Executive Officer and President*

August 6, 2012

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of TTM Technologies, Inc. (the "Company") for the quarter ended June 25, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven W. Richards, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Steven W. Richards

Steven W. Richards  
*EVP, Chief Financial Officer, Treasurer  
and Secretary*

August 6, 2012