

POWER INTEGRATIONS INC

Form 10-Q

November 03, 2010

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 10-Q**

(Mark One)

**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended September 30, 2010**

or

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 0-23441**

**POWER INTEGRATIONS, INC.**

(Exact name of registrant as specified in its charter)

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

**94-3065014**  
 (I.R.S. Employer  
 Identification No.)

**5245 Hellyer Avenue, San Jose, California 95138**  
 (Address of principal executive offices) (Zip code)

**(408) 414-9200**  
 (Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant 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:

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 Exchange Act). YES  NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at October 21, 2010
Common Stock, \$.001 par value	27,949,426 shares

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**Cautionary Note Regarding Forward-Looking Statements**

This Quarterly Report on Form 10-Q includes a number of forward-looking statements that involve many risks and uncertainties. Forward-looking statements are identified by the use of the words "would", "could", "will", "may", "expect", "believe", "should", "anticipate", "out", "intend", "plan", "estimate", "predict", "potential", "targets", "seek" or "continue" and similar words and phrases, including the negatives of these terms and variations of these terms, that denote future events. These statements reflect our current views with respect to future events and our potential financial performance and are subject to risks and uncertainties that could cause our actual results and financial position to differ materially and adversely from what is projected or implied in any forward-looking statements included in this Form 10-Q. These factors include, but are not limited to, the risks described under Item 1A of Part II "Risk Factors", Item 2 of Part I "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Quarterly Report on Form 10-Q, including: our ability to maintain and establish strategic relationships; the risks inherent in the development and delivery of complex technologies; our ability to attract, retain and motivate qualified personnel; the emergence of new markets for our products and services; our ability to compete in those markets based on timeliness, cost and market demand; and our ability to procure on reasonable terms an adequate and timely supply of our products from third party manufacturers. We make these forward-looking statements based upon information available on the date of this Form 10-Q, and we have no obligation (and expressly disclaim any such obligation) to update or alter any forward-looking statements, whether as a result of new information or otherwise except as otherwise required by securities regulations.

**Table of Contents****PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****POWER INTEGRATIONS, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(unaudited)****(In thousands)**

	<b>September 30, 2010</b>	<b>December 31, 2009</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 164,083	\$ 134,974
Short-term investments	16,039	20,567
Accounts receivable, net of allowances of \$277 and \$302, respectively	7,925	21,756
Inventories	49,120	26,248
Notes receivable	5,000	
Deferred tax assets	1,452	1,389
Prepaid expenses and other current assets	6,279	10,941
Total current assets	249,898	215,875
<b>LONG-TERM INVESTMENTS</b>	44,023	40,100
<b>PROPERTY AND EQUIPMENT, net</b>	74,280	62,381
<b>INTANGIBLE ASSETS, net</b>	7,275	3,099
<b>GOODWILL</b>	8,041	1,824
<b>DEFERRED TAX ASSETS</b>	14,280	14,590
<b>OTHER ASSETS</b>	5,550	6,698
Total assets	\$ 403,347	\$ 344,567
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 16,505	\$ 16,944
Accrued payroll and related expenses	5,864	6,145
Taxes payable	1,220	478
Deferred income on sales to distributors	14,849	9,040
Other accrued liabilities	3,496	3,309
Total current liabilities	41,934	35,916
<b>LONG-TERM INCOME TAXES PAYABLE</b>	27,457	23,859
Total liabilities	69,391	59,775
<b>STOCKHOLDERS EQUITY:</b>		
Common stock	28	27
Additional paid-in capital	162,764	150,021

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Accumulated other comprehensive income	54	4
Retained earnings	171,110	134,740
Total stockholders' equity	333,956	284,792
Total liabilities and stockholders' equity	\$ 403,347	\$ 344,567

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

**Table of Contents****POWER INTEGRATIONS, INC.****CONDENSED CONSOLIDATED STATEMENTS OF INCOME****(unaudited)****(In thousands, except per share amounts)**

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
<b>NET REVENUES</b>	\$ 75,452	\$ 60,024	\$ 226,817	\$ 149,563
<b>COST OF REVENUES</b>	36,447	30,901	110,402	75,311
<b>GROSS PROFIT</b>	39,005	29,123	116,415	74,252
<b>OPERATING EXPENSES:</b>				
Research and development	9,348	6,846	26,133	22,259
Sales and marketing	7,657	5,744	22,104	17,891
General and administrative	6,746	5,465	19,223	16,740
Total operating expenses	23,751	18,055	67,460	56,890
<b>INCOME FROM OPERATIONS</b>	15,254	11,068	48,955	17,362
<b>OTHER INCOME</b>				
Other income, net	415	178	1,379	1,756
Total other income	415	178	1,379	1,756
<b>INCOME BEFORE PROVISION FOR INCOME TAXES</b>	15,669	11,246	50,334	19,118
<b>PROVISION FOR INCOME TAXES</b>	3,035	2,094	9,800	5,033
<b>NET INCOME</b>	\$ 12,634	\$ 9,152	\$ 40,534	\$ 14,085
<b>EARNINGS PER SHARE:</b>				
Basic	\$ 0.45	\$ 0.34	\$ 1.46	\$ 0.52
Diluted	\$ 0.43	\$ 0.32	\$ 1.38	\$ 0.50
<b>SHARES USED IN PER SHARE CALCULATION:</b>				
Basic	27,894	26,723	27,737	26,857
Diluted	29,283	28,431	29,406	28,108

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





**Table of Contents****POWER INTEGRATIONS, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited)****(In thousands)**

	<b>Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 40,534	\$ 14,085
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	9,478	7,550
Gain on sale of property, plant and equipment	(344)	(10)
Stock-based compensation expense	7,459	8,046
Amortization of premium on held to maturity investments	1,337	105
Deferred income taxes	249	1,428
Decrease in accounts receivable and other allowances	(25)	(4)
Excess tax benefit from stock options exercised	(939)	(102)
Tax benefit associated with employee stock plans	1,951	554
Change in operating assets and liabilities:		
Accounts receivable	13,854	(7,393)
Inventories	(22,796)	8,010
Prepaid expenses and other assets	4,610	(6,151)
Accounts payable	93	5,514
Taxes payable and accrued liabilities	4,305	1,173
Deferred income on sales to distributors	5,808	2,524
<b>Net cash provided by operating activities</b>	<b>65,574</b>	<b>35,329</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	(21,833)	(7,567)
Proceeds from sale of property and equipment	1,415	
Acquisition (Note 15)	(8,598)	
Notes to third parties	(6,750)	
Purchases of held-to-maturity investments	(27,224)	(25,620)
Proceeds from maturities of held-to-maturity investments	26,491	6,349
<b>Net cash used in investing activities</b>	<b>(36,499)</b>	<b>(26,838)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Issuance of common stock under employee stock plans	17,987	13,698
Repurchase of common stock	(13,960)	(28,674)
Payments to employees for tender offer		(9,048)
Retirement of shares for income tax withholding	(769)	
Payments of dividends to stockholders	(4,163)	(2,017)
Excess tax benefit from stock options exercised	939	102

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Net cash provided by (used in) financing activities	34	(25,939)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	29,109	(17,448)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	134,974	167,472
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 164,083	\$ 150,024
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Unpaid property and equipment	\$ 1,008	\$ 44
Conversion of notes receivable in connection with acquisition (Note 15)	\$ 1,752	\$
Application of prepayment to acquisition (Note 15)	\$ 1,200	\$
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for interest	\$	\$ 397
Cash paid for income taxes, net of refunds	\$ 1,951	\$ 86

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

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**POWER INTEGRATIONS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**1. BASIS OF PRESENTATION:**

The condensed consolidated financial statements include the accounts of Power Integrations, Inc., a Delaware corporation (the Company), and its wholly owned subsidiaries. Significant intercompany accounts and transactions have been eliminated.

While the financial information furnished is unaudited, the condensed consolidated financial statements included in this report reflect all adjustments (consisting only of normal recurring adjustments) that the Company considers necessary for the fair presentation of the results of operations for the interim periods covered and the financial condition of the Company at the date of the interim balance sheet in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The results for interim periods are not necessarily indicative of the results for the entire year. The condensed consolidated financial statements should be read in conjunction with the Power Integrations, Inc. consolidated financial statements and the notes thereto for the year ended December 31, 2009 included in its Form 10-K filed on February 26, 2010 with the Securities and Exchange Commission.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

*Cash and Cash Equivalents and Short-Term and Long-Term Investments*

The Company considers cash invested in highly liquid financial instruments with maturities of three months or less at the date of purchase to be cash equivalents. Investments in highly liquid financial instruments with maturities greater than three months but not longer than twelve months from the balance sheet date are classified as short-term investments. Investments in financial instruments with maturities greater than twelve months from the balance sheet date are classified as long-term investments. As of September 30, 2010 and December 31, 2009, the Company's short-term and long-term investments consisted of U.S. government backed securities, municipal bonds, corporate commercial paper and other high-quality commercial securities, which were classified as held-to-maturity and were valued using the amortized-cost method, which approximates fair market value.

*Fair Value of Financial Instruments*

The Company measures its financial assets and liabilities in accordance with U.S. GAAP. For financial instruments, including cash and cash equivalents, short-term and long-term investments and accounts receivable, the carrying amounts approximate fair value due to their short maturities.

*Revenue Recognition*

Product revenues consist of sales to original equipment manufacturers (OEMs), merchant power supply manufacturers and distributors. Shipping terms to international OEM customers and merchant power supply manufacturers from the Company's facility in California are delivered at frontier (DAF). As such, title to the product passes to the customer when the shipment reaches the destination country and revenue is recognized upon the arrival of the product in that country. Shipping terms to international OEMs and merchant power supply manufacturers on shipments from the Company's facility outside of the United States are EX Works (EXW), meaning that title to the product transfers to the customer upon shipment from the Company's foreign warehouse. Shipments to OEMs and merchant power supply manufacturers in the Americas are free on board (FOB) point of origin meaning that title is passed to the customer upon shipment. Revenue is recognized upon title transfer for sales to OEMs and merchant power supply manufacturers, assuming all other criteria for revenue recognition are met as described below.

The Company applies the provisions of Accounting Standard Codification (ASC) 605-10 (ASC 605-10) (Formerly Staff Accounting Bulletin No. 104, *Revenue Recognition*) and all related appropriate guidance. Revenue is recognized when all of the following criteria have been met: (1) persuasive evidence of an arrangement exists, (2) delivery has occurred, (3) the price is fixed or determinable, and (4) collectability is reasonably assured. Customer purchase orders are generally used to determine the existence of an arrangement. Delivery is considered to have occurred when title and risk of loss have transferred to the customer. The Company considers the price to be fixed based on the payment terms

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associated with the transaction and whether the sales price is subject to refund or adjustment. With respect to trade receivables, the Company performs ongoing evaluations of its customers' financial conditions and requires letters of credit whenever deemed necessary.

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The Company makes sales to distributors and retail partners and recognizes revenue based on a sell-through method. Sales to distributors are made under terms allowing certain price protection and rights of return on the Company's products held by the distributors. As a result of these rights, the Company defers the recognition of revenue and the costs of revenues derived from sales to distributors until such distributors resell the Company's products to their customers. The Company determines the amounts to defer based on the level of actual inventory on hand at the distributors as well as inventory in transit to the distributors. The gross profit that is deferred as a result of this policy is reflected as deferred income on sales to distributors in the accompanying condensed consolidated balance sheets. The total deferred revenue as of September 30, 2010 and December 31, 2009 was approximately \$28.7 million and \$17.6 million, respectively. The total deferred cost as of September 30, 2010 and December 31, 2009 was approximately \$13.9 million and \$8.6 million, respectively. In addition, the Company determined the impact of the returns and pricing uncertainties related to the deferred revenue to be negligible over the reported periods.

*Common Stock and Common Stock Dividend*

In May 2009, the Company's board of directors authorized the use of \$25 million to repurchase the Company's common stock. From May 2009 to December 31, 2009 the Company purchased 0.5 million shares for approximately \$11.0 million (including fees). Between January and June of 2010, the Company purchased 0.4 million shares for approximately \$14.0 million (including fees), concluding this repurchase program.

In January 2010, the Company's board of directors declared four quarterly cash dividends in the amount of \$0.05 per share to be paid to stockholders of record at the end of each quarter in 2010. Quarterly dividend payments to stockholders were made on March 31, 2010, June 30, 2010 and September 30, 2010, each in the amount of approximately \$1.4 million. The Company expects that the remaining dividend, to be paid on December 31, 2010, will result in approximately the same quarterly use of cash.

*Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. On an ongoing basis, the Company evaluates its estimates, including those related to revenue recognition and inventories. These estimates are based on historical facts and various other assumptions that the Company believes to be reasonable at the time the estimates are made.

*Comprehensive Income*

Comprehensive income consists of net income, plus the effect of foreign currency translation adjustments. The components of comprehensive income, net of taxes, are as follows (in thousands):

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Net income	\$ 12,634	\$ 9,152	\$ 40,534	\$ 14,085
Other comprehensive income:				
Translation adjustments	105	(10)	50	(60)
Total comprehensive income	\$ 12,739	\$ 9,142	\$ 40,584	\$ 14,025



**Table of Contents****POWER INTEGRATIONS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)***Accounts Receivable (in thousands):*

	September 30, 2010	December 31, 2009
Accounts receivable trade	\$ 37,222	\$ 37,676
Accrued ship and debit and rebate claims	(29,018)	(15,618)
Allowance for doubtful accounts	(277)	(302)
Other	(2)	
<b>Total</b>	<b>\$ 7,925</b>	<b>\$ 21,756</b>

*Prepaid Expenses and Other Current Assets (in thousands):*

	September 30, 2010	December 31, 2009
Prepaid legal fees	\$ 1,000	\$ 4,000
Prepaid inventory (Note 16)	1,558	2,858
Prepaid income tax		1,295
Prepaid insurance	781	302
Prepaid maintenance agreements	494	527
Interest receivable	712	693
Other	1,734	1,266
<b>Total</b>	<b>\$ 6,279</b>	<b>\$ 10,941</b>

*Other Accrued Liabilities (in thousands):*

	September 30, 2010	December 31, 2009
Accrued professional fees	\$ 1,564	\$ 2,370
Accrued expense for engineering wafers	569	542
Advances from customers	1,102	217
Other	261	180
<b>Total</b>	<b>\$ 3,496</b>	<b>\$ 3,309</b>

*Segment Reporting*

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The Company is organized and operates as one business segment: the design, development, manufacture and marketing of proprietary, high-voltage, analog integrated circuits for use primarily in the AC-to-DC and DC-to-DC power conversion markets. The Company's chief operating decision maker, the Chief Executive Officer, reviews financial information presented on a consolidated basis for purposes of making operating decisions and assessing financial performance.

### 3. STOCK PLANS AND SHARE BASED COMPENSATION:

#### Stock Plans

As of September 30, 2010, the Company had five stock-based compensation plans (the Plans) which are described below.

##### *2007 Equity Incentive Plan*

The 2007 Equity Incentive Plan (the 2007 Plan) was adopted by the board of directors on September 10, 2007 and approved by the stockholders on November 7, 2007 as an amendment and restatement of the 1997 Stock Option Plan (the 1997 Plan). The 2007 Plan provides for the grant of incentive stock options, nonstatutory stock options, restricted stock awards, restricted stock unit awards (RSUs), stock appreciation rights, performance stock awards and other stock awards to employees, directors and consultants. As of September 30, 2010, the maximum remaining number of shares that may be issued under the 2007 Plan was 7,980,791 shares, which consists of the shares remaining available for issuance under the 1997 Plan, including shares subject to outstanding options under the 1997 Plan. Pursuant to the 2007 Plan, the exercise price for incentive stock options and nonstatutory stock options is generally at least 100% of the fair market value of the underlying shares on the date of grant. Options generally vest over 48 months measured from the date of grant. Options generally expire no later than ten years after the date of grant, subject to earlier termination upon an optionee's cessation of employment or service.



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**POWER INTEGRATIONS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Beginning January 27, 2009, grants pursuant to the Directors Equity Compensation Program (that was adopted by the board of directors on January 27, 2009) to nonemployee directors have been made primarily under the 2007 Plan. The Directors Equity Compensation Program provides in certain circumstances (depending on the status of the particular director's holdings of Company stock options) for the automatic grant of nonstatutory stock options to nonemployee directors of the Company on the first trading day of July in each year over their period of service on the board of directors. Further, each future nonemployee director of the Company would be granted under the 2007 Plan: (a) on the first trading day of the month following commencement of service, an option to purchase the number of shares of common stock equal to: the fraction of a year between the date of the director's appointment to the board of directors and the next July 1, multiplied by 8,000, which option shall vest on the next July 1<sup>st</sup>; and (b) on the first trading day of July following commencement of service, an option to purchase 24,000 shares vesting monthly over the three year period commencing on the grant date. The Directors Equity Compensation Program will remain in effect at the discretion of the board of directors or the compensation committee.

On July 28, 2009, the 2007 Plan was amended generally to prohibit outstanding options or stock appreciation rights from being cancelled in exchange for cash without stockholder approval.

*1997 Stock Option Plan*

In June 1997, the board of directors adopted the 1997 Plan, whereby the board of directors could grant incentive stock options and non-qualified stock options to key employees, directors and consultants. The exercise price of incentive stock options could not be less than 100% of the fair market value of the Company's common stock on the date of grant. The exercise price of non-qualified stock options could not be less than 85% of the fair market value of the Company's common stock on the date of grant. Effective November 2007, the board of directors determined that no further options would be granted under the 1997 Plan, and shares remaining available for issuance under the 1997 Plan, including shares subject to outstanding options under the 1997 Plan were transferred to the 2007 Equity Incentive Plan. All outstanding options would continue to be governed and remain outstanding in accordance with their existing terms.

*1997 Outside Directors Stock Option Plan*

In September 1997, the board of directors adopted the 1997 Outside Directors Stock Option Plan (the Directors Plan). A total of 800,000 shares of common stock have been reserved for issuance under the Directors Plan. The exercise price per share of all options granted under the Directors Plan is equal to the fair market value of a share of common stock on the date of grant. Options granted under the Directors Plan have a maximum term of ten years after the date of grant, subject to earlier termination upon an optionee's cessation of service. Approximately 1/3 of Initial Grants became exercisable one year after the date of grant and 1/36<sup>th</sup> of the Initial Grant will become exercisable monthly thereafter. Each Annual Grant will become exercisable in twelve equal monthly installments beginning in the 25th month after the date of grant, subject to the optionee's continuous service. In the event of certain changes in control of the Company, all options outstanding under the Directors Plan will become immediately vested and exercisable in full. In 2009, the board of directors suspended grants under the Directors Plan, and nonemployee directors have received, and will receive, initial and annual grants primarily under the Power Integrations 2007 Equity Incentive Plan (described above) pursuant to the Directors Equity Compensation Program (see description above). The suspension of grants under the Directors Plan is indefinite, and will last until the board of directors or compensation committee determines that grants under the Directors Plan will no longer be suspended.

On July 28, 2009, the Directors Plan was amended generally to prohibit outstanding options from being amended to reduce the exercise price of such outstanding options or canceled in exchanged for cash, other awards or options with a lower exercise price without stockholder approval.

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**POWER INTEGRATIONS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*1998 Nonstatutory Stock Option Plan*

In July 1998, the board of directors adopted the 1998 Nonstatutory Stock Option Plan (the 1998 Plan ); whereby the board of directors may grant nonstatutory stock options to employees and consultants, but only to the extent that such options do not require approval of the Company s stockholders. The 1998 Plan was approved by the Company s directors; stockholder approval was not required at that time and was not sought. The exercise price of nonstatutory stock options may not be less than 85% of the fair market value of the Company s common stock on the date of grant. As of September 30, 2010, the maximum number of shares that may be issued under the 1998 Plan was 1,000,000 shares. In general, options vest over 48 months. Options generally have a maximum term of ten years after the date of grant, subject to earlier termination upon an optionee s cessation of employment or service.

On July 28, 2009, the 1998 Plan was amended to generally prohibit outstanding options from being amended to reduce the exercise price of such outstanding options or canceled in exchanged for cash, other awards or options with a lower exercise price without stockholder approval.

*1997 Employee Stock Purchase Plan*

Under the 1997 Employee Stock Purchase Plan (the Purchase Plan ), eligible employees may apply accumulated payroll deductions, which may not exceed 15% of an employee s compensation, to the purchase of shares of the Company s common stock at periodic intervals. The purchase price of stock under the Purchase Plan is equal to 85% of the lower of (i) the fair market value of the Company s common stock on the first day of each offering period, or (ii) the fair market value of the Company's common stock on the purchase date (as defined in the Purchase Plan).

Under the 1997 Employee Stock Purchase Plan (the Purchase Plan ), eligible employees may apply accumulated payroll deductions, which may not exceed 15% of an employee s compensation, to the purchase of shares of the Company s common stock at periodic intervals. The purchase price of stock under the Purchase Plan is equal to 85% of the lower of (i) the fair market value of the Company s common stock on the first day of each offering period, or (ii) the fair market value of the Company's common stock on the purchase date (as defined in the Purchase Plan). Prior to February 1, 2009, each offering period consisted of four consecutive purchase periods of approximately six months duration, or such other number or duration as the board determined. Beginning February 1, 2009, each offering period consists of one purchase period of approximately six months duration. An aggregate of 3,000,000 shares of common stock is reserved for issuance to employees under the Purchase Plan. As of September 30, 2010, 2,220,875 shares had been purchased and 779,125 shares were reserved for future issuance under the Purchase Plan.

**Stock-Based Compensation**

The Company applies the provisions of ASC 718-10. Under the provisions of ASC 718-10, the Company recognizes the fair value of stock-based compensation in financial statements over the requisite service period of the individual grants, which generally equals a four-year vesting period. The Company uses estimates of volatility, expected term, risk-free interest rate, dividend yield and forfeitures in determining the fair value of these awards and the amount of compensation to recognize. Changes in these estimates could result in changes to the Company s compensation charges.

As of September 30, 2010, there were approximately \$9.4 million, net of expected forfeitures, of total unrecognized compensation costs related to stock options. The unrecognized compensation costs are expected to be recognized over a weighted-average period of 2.4 years. As of September 30, 2010, (i) the total unrecognized compensation cost related to performance based awards was approximately \$1.0 million, net of expected forfeitures, which the Company will amortize on a straight-line basis over the remainder of 2010, (ii) the total unrecognized compensation cost related to RSUs was approximately \$7.0 million, net of expected forfeitures, which the Company will amortize on a straight-line basis over a weighted-average period of 3.6 years, and (iii) the total unrecognized compensation cost under the Purchase Plan to purchase the Company s common stock was approximately \$0.3 million, which the Company will amortize on a straight-line basis over periods of up to six months.

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Stock compensation expense in the three and nine months ended September 30, 2010, was \$2.9 million (comprised of stock option and performance and restricted stock award expense of \$2.8 million, Purchase Plan expense of \$0.2 million, offset by net stock-based compensation capitalized into inventory of \$0.1 million) and \$7.5 million (comprised of stock option and performance and restricted stock award expense of \$6.8 million, Purchase Plan expense of \$0.8 million, offset by net stock-based compensation capitalized into inventory of \$0.1 million), respectively.

**Table of Contents****POWER INTEGRATIONS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In the three and nine months ended September 30, 2009, a total of \$1.4 million (comprised of stock option expense of \$2.2 million, Purchase Plan net credit of \$0.9 million and net amortized inventory costs of approximately \$0.1 million) and \$8.0 million (comprised of stock option expense of \$6.0 million, Purchase Plan expense of \$1.9 million and net amortized inventory cost of approximately \$0.1 million), respectively, were recorded as stock compensation expense.

The following table summarizes the stock-based compensation expense recognized in accordance with ASC 718-20 for the three and nine months ended September 30, 2010 and September 30, 2009 (in thousands).

	<b>Three Months</b>		<b>Nine Months</b>	
	<b>Ended</b>		<b>Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Stock-based compensation expense for stock options, stock awards and employee stock purchases included in operations:				
Cost of revenues	\$ 153	\$ 188	\$ 481	\$ 614
Research and development	1,125	340	2,782	3,256
Sales and marketing	727	173	1,776	1,729
General and administrative	930	705	2,438	2,446
Total stock-based compensation expense	\$ 2,935	\$ 1,406	\$ 7,477	\$ 8,045

*Determining Fair Value*

The Company uses the Black-Scholes valuation method for valuing stock option grants using the following assumptions and estimates:

*Expected Volatility.* The Company calculates expected volatility as a weighted average of implied volatility and historical volatility.

*Expected Term.* The Company developed a model which uses historical exercise, cancellation and outstanding option data to calculate the expected term of stock option grants.

*Risk-Free Interest Rate.* The Company bases the risk-free interest rate used in the Black-Scholes valuation method on the implied yield available on a U.S. Treasury note with a term equal to the expected term of the underlying grants.

*Dividend Yield.* The dividend yield was calculated by dividing the expected annual dividend by the average closing price of the Company's common stock on a quarterly basis.

*Estimated Forfeitures.* The Company uses historical data to estimate pre-vesting option and stock award forfeitures, and records stock-based compensation expense only for those awards that are expected to vest.

The fair value of stock options granted is established on the date of the grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

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	Three Months		Nine Months Ended	
	Ended		September 30,	
	September 30,	September 30,	September 30,	September 30,
	2010	2009	2010	2009
Risk-free interest rates	1.53%	2.47%	1.53% - 2.25%	1.76% - 2.47%
Expected volatility rates	45%	39%	45% - 48%	39% - 48%
Expected dividend yield	0.62%	0.34%	0.54% - 0.62%	0.34% - 0.52%
Expected term of stock options (years)	5.12	5.01	5.12	5.01
Weighted-average grant date fair value of options granted	\$ 12.61	\$ 9.61	\$14.82	\$8.53

**Table of Contents****POWER INTEGRATIONS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The fair value of employees' stock purchase rights under the Purchase Plan was estimated using the Black-Scholes model with the following weighted-average assumptions:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Risk-free interest rates	0.20%	0.28%	0.17% - 0.20%	0.28% - 0.39%
Expected volatility rates	43%	40%	36% - 43%	40% - 56%
Expected dividend yield	0.62%	0.34%	0.34% - 0.62%	0.34%
Expected life of purchase right (years)	0.5	0.5	0.5	0.5
Weighted-average estimated fair value of purchase rights	\$ 9.49	\$ 8.78	\$8.65	\$6.75

A summary of option activity under the Plans as of September 30, 2010, and changes during the nine months then ended, is presented below:

	Shares (in thousands)	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding at January 1, 2010	5,724	\$ 21.65		
Granted	218	35.46		
Exercised	(827)	17.65		
Forfeited or expired	(238)	33.65		
Outstanding at September 30, 2010	4,877	\$ 22.36	5.10	\$ 46,906
Exercisable at September 30, 2010	3,853	\$ 21.73	4.18	\$ 38,938
Vested and expected to vest at September 30, 2010	4,809	\$ 22.29	5.04	\$ 46,492

The total intrinsic value of options exercised during the three and nine months ended September 30, 2010, was \$1.1 million and \$18.4 million, respectively.

*Performance-based Awards*

Under the performance-based awards program, the Company awards units at the beginning of the performance year in an amount equal to twice the target number of shares to be issued if the target performance metrics are met. The number of shares that are released at the end of the performance year can range from zero to 200% of the targeted number depending on the Company's performance. The performance metrics of this program are annual targets consisting of net revenue and non-GAAP operating earnings. Each performance-based award granted from the 2007 Plan will reduce the number of shares available for issuance under the 2007 Plan by 2.0 shares.

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During the nine months ended September 30, 2010, the Company issued 91,400 performance-based awards to employees and executives. As net revenue and non-GAAP operating earnings are considered performance conditions, expenses associated with these awards, net of estimated forfeitures, will be recognized over the service period based on an assessment of the achievement of the performance targets. The fair value of these performance-based awards was determined using the fair value of the Company's common stock on the date of the grant, reduced by the discounted present value of dividends expected to be declared before the awards vest. In January 2010, it was determined that the Company had reached the established performance targets for the performance-based awards granted in 2009. Accordingly, 119,200 performance-based awards were released to the Company's employees and executives in the first quarter of 2010. The Company's 2009 revenue and non-GAAP operating earnings amounts exceeded the established threshold, and therefore the released quantity of shares represented 200% of the established target. Of this amount 23,392 shares were purchased by the Company and retired for executive income tax withholding.

**Table of Contents****POWER INTEGRATIONS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

A summary of performance-based awards outstanding as of September 30, 2010, and activity during the nine months then ended, is as follows:

	Shares (in thousands)	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding at January 1, 2010	119		
Granted	91		
Vested	(120)		
Forfeited or expired	(4)		
Outstanding at September 30, 2010	86	.25	\$ 2,734
Vested and expected to vest at September 30, 2010	84	.25	\$ 2,683

The weighted average grant-date fair value per share of performance-based awards granted in the nine months ended September 30, 2010 and 2009 was approximately \$34.86 and \$18.66, respectively. There were no performance-based awards granted in the third quarter of 2010 or 2009. The grant date fair value of awards vested in the nine months ended September 30, 2010 was \$2.3 million. There were no performance-based awards vested in the third quarter of 2010 or in all of fiscal 2009.

*Restricted Stock Units (RSUs)*

The Company grants restricted stock units to employees under the 2007 Plan. The RSUs typically vest ratably over a certain period of time, subject to the employee's continued service with the Company over that period. RSUs granted to employees typically vest over a four-year period, and are converted into shares of the Company's common stock upon vesting on a one-for-one basis. Fair value of the RSUs is determined using the fair value of the Company's common stock on the date of the grant, reduced by the discounted present value of dividends expected to be declared before the awards vest. Compensation is recognized on a straight-line basis over the requisite service period of each grant adjusted for estimated forfeitures. Each RSU award granted from the 2007 plan will reduce the number of options available for issuance by 2.0 shares.

A summary of RSUs outstanding as of September 30, 2010, and activity during the nine months then ended, is as follows:

	Shares (in thousands)	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding at January 1, 2010	13		
Granted	248		
Vested	(1)		
Forfeited or expired	(5)		



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Outstanding at September 30, 2010	255	2.08	\$	8,095
Vested and expected to vest at September 30, 2010	219	2.07	\$	6,940

The weighted-average grant-date fair value of RSUs awarded in the three and nine months ended September 30, 2010 was approximately \$33.71 and \$36.53 per share, respectively; in the three and nine months ended September 30, 2009, the weighted-average grant-date fair value was \$32.15 for both periods. The grant date fair value of awards vested in the three and nine months ended September 30, 2010 was \$17,000 in both periods. There were no RSU awards vested in the nine months ended September 30, 2009.

**Table of Contents****POWER INTEGRATIONS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****4. INVENTORIES:**

Inventories (which consist of costs associated with the purchase of wafers from offshore foundries and packaged components from offshore assembly manufacturers, as well as internal labor and overhead associated with the testing of both wafers and packaged components) are stated at the lower of cost (first-in, first-out) or market value. When required, provisions are made to reduce excess and obsolete inventories to their estimated net realizable values. Inventories consisted of the following (in thousands):

	September 30, 2010	December 31, 2009
Raw materials	\$ 14,102	\$ 5,870
Work-in-process	13,696	7,694
Finished goods	21,322	12,684
	\$ 49,120	\$ 26,248

**5. GOODWILL AND INTANGIBLE ASSETS:**

Changes in the carrying amount of goodwill during the nine months ended September 30, 2010 is as follows (in thousands):

	Nine Months Ended September 30, 2010
Balance at December 31, 2009	\$ 1,824
Goodwill acquired during the period	6,217
Goodwill adjustments	
Ending balance at September 30, 2010	\$ 8,041

The \$6.2 million for goodwill acquired in 2010 resulted from the purchase of the assets of an early-stage research and development company (see Note 15).

Intangible assets consist primarily of acquired licenses, in-process research and development and patent rights, and are reported net of accumulated amortization. In the third quarter of 2010, the Company acquired the above-mentioned early-stage research and development company, resulting in the addition of in-process research and development of \$4.7 million (see Note 15). The Company amortizes the cost of intangible assets over the term of the acquired license or patent rights, which range from five to twelve years, with the exception of \$4.7 million of in-process research and development which will be amortized once the development is completed and products are available for sale. Amortization for acquired intangible assets was approximately \$0.2 million and \$0.5 million in the three and nine months ended September 30, 2010, respectively, and \$0.2 million and \$0.5 million in the three and nine months ended September 30, 2009, respectively. The Company does not believe there is any significant residual value associated with the following intangible assets (in thousands):

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	September 30, 2010			December 31, 2009		
	Gross	Accumulated Amortization	Net (in thousands)	Gross	Accumulated Amortization	Net
In-process research and development	\$ 4,690	\$	\$ 4,690	\$	\$	\$
Technology licenses	3,000	(1,350)	1,650	3,000	(1,125)	1,875
Patent rights	1,949	(1,706)	243	1,949	(1,542)	407
Developed technology	1,140	(448)	692	1,140	(326)	814
Other intangibles	37	(37)	0	37	(34)	3
Total intangible assets	\$ 10,816	\$ (3,541)	\$ 7,275	\$ 6,126	\$ (3,027)	\$ 3,099

**Table of Contents****POWER INTEGRATIONS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The estimated future amortization expense related to intangible assets at September 30, 2010 is as follows:

<b>Fiscal Year</b>	<b>Estimated Amortization (in thousands)</b>
2010 (remaining 3 months)	\$ 170
2011	651
2012	463
2013	463
2014	463
Thereafter	375
<b>Total (1)</b>	<b>\$ 2,585</b>

- (1) The total above excludes \$4.7 million of in-process research and development which will be amortized upon completion of development over the estimated useful life of the technology.

**6. SIGNIFICANT CUSTOMERS AND EXPORT SALES:***Customer Concentration*

Ten customers accounted for approximately 64% and 65% of net revenues for the three months ended September 30, 2010 and 2009, respectively, and 61% and 64% of net revenues for the nine months ended September 30, 2010 and 2009, respectively. A significant portion of these revenues are attributable to sales of the Company's products to distributors of electronic components. These distributors sell the Company's products to a broad, diverse range of end users, including OEMs and merchant power supply manufacturers.

*Concentration of Credit Risk*

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash investments and trade receivables. The Company has cash investment policies that limit cash investments to investments that are deemed to be low-risk. The Company invests in high-credit quality issuers and, by policy, limits the amount of credit exposure to any one issuer. As stated in the Company's policy, the Company seeks to ensure the safety and preservation of its invested principal funds by limiting default risk, market risk and reinvestment risk. With respect to trade receivables, the Company performs ongoing evaluations of its customers' financial conditions and requires letters of credit whenever deemed necessary. Additionally, the Company establishes an allowance for doubtful accounts based upon factors surrounding the credit risk of specific customers, historical trends related to past write-offs and other relevant information. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company does not have any off-balance-sheet credit exposure related to its customers. As of September 30, 2010 and December 31, 2009, approximately 70% and 63% of accounts receivable, respectively, were concentrated with the Company's top ten customers.

The following customers represented 10% or more of accounts receivable:

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Customer	September 30, 2010	December 31, 2009
A	19%	15%
B	17%	*

\* less than 10%

Customers A and B are distributors of the Company's products. No other customers accounted for 10% or more of the Company's accounts receivable in these periods.

**Table of Contents****POWER INTEGRATIONS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)***Export Sales*

The Company markets its products around the world through its sales personnel and a worldwide network of independent sales representatives and distributors. As a percentage of total net revenues, export sales, which consist of sales to distributors and direct customers outside of the Americas, are comprised of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Hong Kong/China	35%	35%	32%	32%
Taiwan	23%	24%	24%	22%
Korea	18%	18%	19%	21%
Western Europe (excluding Germany)	9%	8%	8%	8%
Japan	5%	4%	6%	5%
Singapore	2%	2%	2%	2%
Germany	1%	3%	2%	3%
Other	1%	1%	2%	1%
<b>Total foreign revenue</b>	<b>94%</b>	<b>95%</b>	<b>95%</b>	<b>94%</b>

The remainder of the Company's sales are to customers within the Americas, primarily located in the United States.

*Product Sales*

Approximately 99% of the Company's sales in the three and nine months ended September 30, 2010 and 2009 were from its three primary groupings of AC-DC power-conversion products – TOPSwitch, TinySwitch and LinkSwitch. Each of these product groupings addresses a different segment of the AC-DC power-supply market, differentiated primarily by the output wattage of the power supply. The remaining sales came from other product families, principally the Company's DPA-Switch family of high-voltage DC-DC products.

Revenue mix by product family for the three and nine months ended September 30, 2010 and 2009 was as follows:

Product Family	Three Months Ended		Nine Months Ended	
	September 30, 2010	September 30, 2009	September 30, 2010	September 30, 2009
LinkSwitch	39%	32%	37%	31%
TinySwitch	37%	43%	38%	44%
TOPSwitch	23%	24%	24%	24%
Other	1%	1%	1%	1%

**7. EARNINGS PER SHARE:**

Basic earnings per share are calculated by dividing net income by the weighted-average shares of common stock outstanding during the period. Diluted earnings per share are calculated by dividing net income by the weighted-average shares of common stock and dilutive common

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equivalent shares outstanding during the period. Dilutive common equivalent shares included in this calculation consist of dilutive shares issuable upon the assumed exercise of outstanding common stock options, the assumed vesting of outstanding RSUs and performance based awards, and the assumed issuance of awards under the stock purchase plan, as computed using the treasury stock method.

**Table of Contents****POWER INTEGRATIONS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

A summary of the earnings per share calculation is as follows (in thousands, except per share amounts):

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
<b>Basic earnings per share:</b>				
Net income	\$ 12,634	\$ 9,152	\$ 40,534	\$ 14,085
Weighted average common shares	27,894	26,723	27,737	26,857
Basic earnings per share	\$ 0.45	\$ 0.34	\$ 1.46	\$ 0.52
<b>Diluted earnings per share (1):</b>				
Net income	\$ 12,634	\$ 9,152	\$ 40,534	\$ 14,085
Weighted average common shares	27,894	26,723	27,737	26,857
Effect of dilutive securities:				
Employee stock plans	1,389	1,708	1,669	1,251
Diluted weighted average common shares	29,283	28,431	29,406	28,108
Diluted earnings per share	\$ 0.43	\$ 0.32	\$ 1.38	\$ 0.50

- (1) The Company includes the shares underlying performance-based awards in the calculation of diluted EPS when they become contingently issuable per ASC 260-10 (formerly SFAS No. 128, Earning per Share ) and excludes such shares when they are not contingently issuable. For the three and nine months ended September 30, 2010, the Company has included approximately 38,000 of the performance awards in the diluted earnings per share calculation, as those shares were considered contingently issuable based upon the satisfaction of the non-GAAP operating income condition as of September 30, 2010. The Company excluded the remainder of its performance-based awards as those shares are not contingently issuable.

Approximately 530,000 and 526,000 shares attributable to stock-based awards outstanding in the three-month periods ended September 30, 2010 and 2009, respectively, and 139,000 and 3,014,000 shares outstanding in the nine-month periods ended September 30, 2010 and 2009, respectively, were not included in the computation of diluted earnings per share for the periods then ended because they were determined to be anti-dilutive.

**8. PROVISION FOR INCOME TAXES:**

The Company accounts for income taxes under the provisions of ASC 740 (Formerly SFAS No. 109, *Accounting for Income Taxes*). Under the provisions of ASC 740, deferred tax assets and liabilities are recognized based on the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, utilizing the tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.



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In assessing the realizability of deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company considers the scheduled reversal of deferred tax liabilities and projected future taxable income. The Company limits the deferred tax assets recognized related to certain highly-paid officers of the Company to amounts that it estimates will be deductible in future periods based upon the provisions of the Internal Revenue Code Section 162(m). In the event that the Company determines, based on available evidence and managements judgment, that all or part of the net deferred tax assets will not be realized in the future, the Company would record a valuation allowance in the period the determination is made. In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of complex tax laws. Resolution of these uncertainties in a manner inconsistent with the Company's expectations could have a material impact on its results of operations and financial position.

As of September 30, 2010, the Company continues to maintain a valuation allowance on a portion of its California deferred tax assets primarily due to California budget legislation, the Company believes that it is more likely than not that the deferred tax assets will not be fully realized. The Company also maintains a valuation allowance with respect to certain of its deferred tax assets relating primarily to tax credits in certain non-U.S. jurisdictions.

Income tax expense includes a provision for federal, state and foreign taxes based on the annual estimated effective tax rate applicable to the Company and its subsidiaries, adjusted for certain discrete items which are fully recognized in the period they occur. The Company's effective tax rates for the three months ended September 30, 2010 and 2009 were 19.4% and 18.6%, respectively. The Company's estimated effective tax rates for the nine months ended September 30, 2010 and 2009 were 19.5% and 26.3%, respectively. The difference between the expected statutory rate of 35% and the Company's effective tax rate for the three and nine months ended September 30, 2010 was due primarily to the beneficial impact of the geographic distribution of the Company's world-wide earnings and the favorable impact from the expected federal investment tax credit on the Company's solar-power installation.

Although the Company files U.S. federal, U.S. state, and foreign tax returns, its major tax jurisdiction is the U.S. In 2009, the IRS completed its audit of the Company's 2002 and 2003 tax returns. The Company and the IRS were unable to reach an agreement on the adjustment it proposed for those years with respect to the Company's research and development cost-sharing arrangement. The Company agreed to rollover this disputed issue into the audit of the Company's tax returns for fiscal years 2004 through 2006 which is now in progress, in order to allow the IRS to further evaluate multiple year data related to the Company's research and development cost-sharing arrangement.

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**POWER INTEGRATIONS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Determining the consolidated provision for income tax expense, income tax liabilities and deferred tax assets and liabilities involves judgment. The Company calculates and provides for income taxes in each of the tax jurisdictions in which it operates, which involves estimating current tax exposures as well as making judgments regarding the recoverability of deferred tax assets in each jurisdiction. The estimates used could differ from actual results, which may have a significant impact on operating results in future periods.

**9. INDEMNIFICATIONS:**

The Company sells products to its distributors under contracts, collectively referred to as Distributor Sales Agreements ( DSA ). Each DSA contains the relevant terms of the contractual arrangement with the distributor, and generally includes certain provisions for indemnifying the distributor against losses, expenses, and liabilities from damages that may be awarded against the distributor in the event the Company's hardware is found to infringe upon a patent, copyright, trademark, or other proprietary right of a third party ( Customer Indemnification ). The DSA generally limits the scope of and remedies for the Customer Indemnification obligations in a variety of industry-standard respects, including, but not limited to, limitations based on time and geography, and a right to replace an infringing product. The Company also, from time to time, has granted a specific indemnification right to individual customers.

The Company believes its internal development processes and other policies and practices limit its exposure related to such indemnifications. In addition, the Company requires its employees to sign a proprietary information and inventions agreement, which assigns the rights to its employees' development work to the Company. To date, the Company has not had to reimburse any of its distributors or customers for any losses related to these indemnifications and no material claims were outstanding as of September 30, 2010. For several reasons, including the lack of prior indemnification claims and the lack of a monetary liability limit for certain infringement cases, the Company cannot determine the maximum amount of potential future payments, if any, related to such indemnifications.

**10. COMMITMENTS AND CONTINGENCIES:**

From time to time in the ordinary course of business, the Company becomes involved in lawsuits, or customers and distributors may make claims against the Company (see Note 11). In accordance with ASC 450-10 (formerly SFAS No. 5, *Accounting for Contingencies*), the Company makes a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated.

The Company purchases wafers through purchase orders from wafer foundries. All but one of the Company's wafer agreements are executed in U.S. currency. The Company's agreement in foreign currency requires that wafers be purchased in Japanese yen; however, the purchase price within these agreements is fixed at a base rate and allows for some sharing of the impact of exchange rate fluctuations from the base rate. The currency fluctuation experienced between the time invoices are submitted to the Company until the time the yen is purchased and remitted to the supplier is a financial responsibility of the Company.

One of the Company's wafer supply agreements which provides for the purchase of wafers in U.S. dollars also provides for a sharing of the impact of the exchange rate fluctuation between the Japanese yen and the U.S. dollar. Each year, the Company and the supplier agree to a fixed exchange rate. The fluctuation from this annual exchange rate is shared equally between both parties. The Company accounted for the gain or loss related to the procurement and payment of these transactions as part of cost of revenues and other income or expense. Gains or losses from fluctuations in the yen exchange rate from the date the wafers are ordered until the date the wafers are received are recorded as cost of revenues. Gains or losses from fluctuations in the yen exchange rate from the date the wafers are received until payment is made are recorded as part of other income or expense.

**Table of Contents****POWER INTEGRATIONS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****11. LEGAL PROCEEDINGS:**

On October 20, 2004, the Company filed a complaint against Fairchild Semiconductor International, Inc. and Fairchild Semiconductor Corporation (referred to collectively as Fairchild) in the United States District Court for the District of Delaware. In its complaint, the Company alleged that Fairchild has and is infringing four of Power Integrations' patents pertaining to PWM integrated circuit devices. Fairchild denied infringement and asked for a declaration from the court that it does not infringe any Power Integration patent and that the patents are invalid. The Court issued a claim construction order on March 31, 2006 which was favorable to the Company. The Court set a first trial on the issues of infringement, willfulness and damages for October 2, 2006. At the close of the first trial, on October 10, 2006, the jury returned a verdict in favor of the Company finding all asserted claims of all four patents-in-suit to be willfully infringed by Fairchild and awarding \$33,981,781 in damages. Although the jury awarded damages, at this stage of the proceedings the Company cannot state the amount, if any, which it might ultimately recover from Fairchild, and no benefits have been recorded in the Company's consolidated financial statements as a result of the damages award. Fairchild also raised defenses contending that the asserted patents are invalid or unenforceable, and the court held a second trial on these issues beginning on September 17, 2007. On September 21, 2007, the jury returned a verdict in the Company's favor, affirming the validity of the asserted claims of all four patents-in-suit. Fairchild submitted further materials on the issue of enforceability along with various other post-trial motions, and the Company filed post-trial motions seeking a permanent injunction and increased damages and attorneys fees, among other things. On September 24, 2008, the Court denied Fairchild's motion regarding enforceability and ruled that all four patents are enforceable. On December 12, 2008, the Court ruled on the remaining post-trial motions, including granting a permanent injunction, reducing the damages award to \$6,116,720, granting Fairchild a new trial on the issue of willful infringement in view of an intervening change in the law, and denying the Company's motion for increased damages and attorneys' fees with leave to renew the motion after the resolution of the issue of willful infringement. On December 22, 2008, at Fairchild's request, the Court temporarily stayed the permanent injunction for 90 days to permit Fairchild to petition the Federal Circuit Court of Appeals for a further stay. On January 12, 2009, Fairchild filed a notice of appeal challenging the Court's refusal to enter a more permanent stay of the injunction, and Fairchild filed additional motions requesting that both the Federal Circuit and the District Court extend the stay of injunction. The District Court temporarily extended the stay pending the Federal Circuit ruling on Fairchild's pending motion, but the Federal Circuit dismissed Fairchild's appeal and denied its motion on May 5, 2009, and the District Court issued an order on May 13, 2009 confirming the reinstatement of the permanent injunction as originally entered in December. On June 22, 2009, the Court held a brief bench re-trial on the issue of willful infringement, and the parties completed post-trial briefing on the issue of willfulness shortly thereafter. On July 22, 2010, the Court found that Fairchild willfully infringed all four of the asserted patents. The Court also invited briefing on enhanced damages and attorneys' fees, and Fairchild has filed a motion requesting that the Court amend its findings regarding willfulness. Briefing is complete, and the Court is expected to address the pending motions in the near term. Regardless of the outcome of the pending motions, the Company has asked the Court to enter final judgment, and Fairchild has stated that it intends to appeal.

On May 9, 2005, the Company filed a Complaint with the U.S. International Trade Commission (ITC) under section 337 of the Tariff Act of 1930, as amended, 19 U.S.C. section 1337 against System General (SG). The Company filed a supplement to the complaint on May 24, 2005. The Company alleged infringement of its patents pertaining to pulse width modulation (PWM) integrated circuit devices produced by SG, which are used in power conversion applications such as power supplies for computer monitors. The Commission instituted an investigation on June 8, 2005 in response to the Company's complaint. SG filed a response to the ITC complaint asserting that the patents-in-suit were invalid and not infringed. The Company subsequently and voluntarily narrowed the number of patents and claims in suit, which proceeded to a hearing. The hearing on the investigation was held before the Administrative Law Judge (ALJ) from January 18 to January 24, 2006. Post-hearing briefs were submitted and briefing concluded February 24, 2006. The ALJ's initial determination was issued on May 15, 2006. The ALJ found all remaining asserted claims valid and infringed, and recommended the exclusion of the infringing products as well as certain downstream products that contain the infringing products. After further briefing, on June 30, 2006 the Commission decided not to review the initial determination on liability, but did invite briefs on remedy, bonding and the public interest. On August 11, 2006 the Commission issued an order excluding from entry into the United States the infringing SG PWM chips, and any LCD computer monitors, AC printer adapters and sample/demonstration circuit boards containing an infringing SG chip. The U.S. Customs Service is authorized to enforce the exclusion order. On October 11, 2006, the presidential review period expired without any action from the President, and the ITC exclusion order is now in full effect. SG appealed the ITC decision, and on November 19, 2007, the Federal Circuit affirmed the ITC's findings in all respects. On October 27, 2008, SG filed a petition to modify the exclusion order in view of a recent Federal Circuit opinion in an unrelated case, and the Company responded to oppose any modification, but the Commission modified the exclusion order on February 27, 2009. Nevertheless, the exclusion order still prohibits SG and related entities from importing the infringing SG chips and any LCD computer monitors, AC printer adapters, and sample/demonstration circuit

boards containing an infringing SG chip.

**Table of Contents****POWER INTEGRATIONS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

On May 23, 2008, the Company filed a complaint against Fairchild Semiconductor International, Inc., Fairchild Semiconductor Corporation, and Fairchild's wholly-owned subsidiary System General Corporation (SG) in the United States District Court for the District of Delaware. In its complaint, the Company alleged that Fairchild has infringed and is infringing three patents pertaining to power supply controller integrated circuit devices. Fairchild answered the Company's complaint on November 7, 2008, denying infringement and asking for a declaration from the Court that it does not infringe any Power Integrations patent and that the patents are invalid and unenforceable. Fairchild's answer also included counterclaims accusing the Company of infringing three patents pertaining to primary side power conversion integrated circuit devices. Fairchild had earlier brought these same claims in a separate suit against the Company, also in Delaware, which Fairchild dismissed in favor of adding its claims to the Company's already pending suit against Fairchild. The Company has answered Fairchild's counterclaims, denying infringement and asking for a declaration from the Court that it does not infringe any Fairchild patent and that the Fairchild patents are invalid. Fairchild also filed a motion to stay the case, but the Court denied that motion on December 19, 2008. On March 5, 2009, Fairchild filed a motion for summary judgment to preclude any recovery for post-verdict sales of parts found to infringe in the parties' other ongoing litigation, described above, and the Company filed its opposition and a cross-motion to preclude Fairchild from re-litigating the issues of infringement and damages for those same products. On June 26, 2009, the Court held a hearing on the parties' motions, and on July 9, 2009 the Court issued an order denying the parties' motions but staying proceedings with respect to the products that were found to infringe and which are subject to the injunction in the other case between the parties pending the entry of final judgment in that case; the remainder of the case is proceeding. On December 18, 2009, the Court issued an order construing certain terms in the asserted claims of the Company's and Fairchild's patents in suit. Following the Court's ruling on claim construction, Fairchild withdrew its claim related to one of its patents and significantly reduced the number of claims asserted for the remaining two patents. The parties thereafter filed and argued a number of motions for summary judgment, and the Court denied the majority of the parties' motions but granted the Company's motion to preclude Fairchild from re-arguing validity positions that were rejected in the prior case between the parties. Because the assigned Judge retired at the end of July 2010, the case was re-assigned to a different Judge, and the Court vacated the trial schedule and had the parties provide their input on the appropriate course of action. The Court thereafter set a trial schedule with the jury trial on infringement and validity to begin in July 2011.

On June 28, 2004, the Company filed a complaint for patent infringement in the U.S. District Court, Northern District of California, against SG Corporation, a Taiwanese company, and its U.S. subsidiary. The Company's complaint alleged that certain integrated circuits produced by SG infringed and continue to infringe certain of its patents. On June 10, 2005, in response to the initiation of the International Trade Commission (ITC) investigation discussed above, the District Court stayed all proceedings. Subsequent to the completion of the ITC proceedings, the District Court temporarily lifted the stay and scheduled a case management conference. On December 6, 2006, SG filed a notice of appeal of the ITC decision as discussed above. In response, and by agreement of the parties, the District Court vacated the scheduled case management conference and renewed the stay of proceedings pending the outcome of the Federal Circuit appeal of the ITC determination. On November 19, 2007, the Federal Circuit affirmed the ITC's findings in all respects, and SG did not file a petition for review. The parties subsequently filed a motion to dismiss the District Court case without prejudice. On November 4, 2009, the Company re-filed its complaint for patent infringement against SG and its parent corporations, Fairchild Semiconductor International, Inc. and Fairchild Semiconductor Corporation, to address their continued infringement of patents at issue in the original suit that recently emerged from SG requested reexamination proceedings before the U.S. Patent and Trademark Office (USPTO). The Company seeks, among other things, an order enjoining Fairchild and SG from infringing the Company's patents and an award of damages resulting from the alleged infringement. Fairchild has denied infringement and asked for a declaration from the Court that it does not infringe any Power Integrations patent, that the patents are invalid, and that one of the two patents now at issue in the case is unenforceable. On May 5, 2010, Fairchild and SG filed an amended answer including counterclaims accusing the Company of infringing two patents; the Company contests these new claims vigorously, and since that time Fairchild has withdrawn its claim for infringement of one of the patents it asserted against the Company, leaving just one Fairchild patent in the case. The Court has set a schedule for the case with claim construction proceedings already under way, a further case management conference in December, and a claim construction hearing in February.

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**POWER INTEGRATIONS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In February, 2010, Fairchild and System General ( SG ) filed suits for patent infringement against the Company, Power Integrations Netherlands B.V., and representative offices of Power Integrations Netherlands in Shanghai and Shenzhen with the Suzhou Intermediate Court in the People's Republic of China. Power Integrations Netherlands and its representative offices have filed jurisdictional challenges to the proceedings, which are still in their early stages, with no hearings or trial currently scheduled. The suits assert four Chinese patents and seek an injunction and damages of approximately \$17 million. Power Integrations Netherlands has filed invalidation proceedings for all four asserted SG patents in the People's Republic of China Patent Reexamination Board (PRB) of the State Intellectual Property Office (SIPO), and all four challenges were accepted by the PRB, with hearings conducted in September and rulings expected in the coming months. The Company believes the Fairchild and SG claims are without merit and intends to contest them vigorously.

In 2009, the IRS completed its audit of the Company's 2002 and 2003 tax returns. The Company and the IRS were unable to reach an agreement on the adjustment it proposed for those years with respect to the Company's research and development cost-sharing arrangement. The Company agreed to rollover this disputed issue into the audit of the Company's tax returns for fiscal years 2004 through 2006 which is now in progress, in order to allow the IRS to further evaluate multiple year data related to the Company's research and development cost-sharing arrangement.

On July 4, 2008 Azzurri Technology GmbH (in the following referred to as Azzurri ) filed a complaint in the amount of EUR 1,247,832.07 plus interest against the Company in the Regional Court Munich I (Germany). This complaint was received by the Company on or about September 16, 2008. In its complaint, Azzurri, a former distributor and agent of the Company's products in Germany and Austria, alleged that pursuant to mandatory European law it is entitled to a compensation claim in said amount following the termination of the distributor agreement by the Company even though the distribution agreement did not provide for such payment. In its written pleading the Company has denied such claims. In the meantime, however, the parties have entered into a settlement agreement. With a written pleading dated March 26, 2010; Azzurri has therefore withdrawn its claim. With a written pleading dated April 14, 2010, the Company has informed the Regional Court Munich that it accepts the claim withdrawal. The terms of this settlement agreement have no impact on the Company's financial statements.

The Company is unable to predict the outcome of legal proceedings with certainty, and there can be no assurance that Power Integrations will prevail in the above-mentioned litigation. This litigation, whether or not determined in Power Integrations' favor or settled, will be costly and will divert the efforts and attention of the Company's management and technical personnel from normal business operations, potentially causing a material adverse effect on the business, financial condition and operating results. Adverse determinations in litigation could result in monetary losses, the loss of proprietary rights, subject the Company to significant liabilities, require Power Integrations to seek licenses from third parties or prevent the Company from licensing the technology, any of which could have a material adverse effect on the Company's business, financial condition and operating results.

The Company is also subject to a variety of other claims and suits that arise from time to time in the ordinary course of business. These matters are subject to inherent uncertainties and the Company's view of these matters may change in the future and could result in charges that would have a material adverse impact on its financial position, results of operations, or cash flows.

**12. RECENT ACCOUNTING PRONOUNCEMENTS:**

In January 2010, the FASB issued Accounting Standards Update ( ASU ) No. 2010-06, Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Instruments. ASU No. 2010-06 amends ASC 820 to require additional disclosures regarding fair value measurements. Specifically, the ASU requires entities to disclose the amounts and reasons for significant transfers between Level 1 and Level 2 of the fair value hierarchy, to disclose reasons for any transfers in or out of Level 3 and to separately disclose information in the reconciliation of recurring Level 3 measurements about purchases, sales, issuances and settlements. In addition, the ASU also amends ASC 820 to clarify certain existing disclosure requirements. Except for the requirement to disclose information about purchases, sales, issuances and settlements in the reconciliation of recurring Level 3 measurements separately, the amendments to ASC 820 made by ASU No. 2010-06 are effective for interim and annual reporting periods beginning after December 15, 2009. The adoption of these provisions of ASU No. 2010-06 did not have a material impact on the Company's consolidated financial statements. The requirement to separately disclose purchases, sales, issuances and settlements of recurring Level 3 measurements is effective for interim and annual reporting periods beginning after December 15, 2010. The Company does not expect the adoption of the remaining provisions of this ASU to have a material impact on the Company's condensed consolidated financial

statements.

**Table of Contents****POWER INTEGRATIONS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****13. FAIR VALUE MEASUREMENTS:**

ASC 820-10, *Fair Value Measurements*, clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, ASC 820-10 establishes a three-tier value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs other than the quoted prices in active markets that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which requires the Company to develop its own assumptions. This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value.

The Company entered into an agreement (see Note 14 for details) in the second quarter of 2009 pursuant to which, among other things, it may be obligated to acquire another company if that company meets certain financial performance conditions. At September 30, 2010, the Company determined the fair value of this potential obligation to be zero. The Company used Level 2 inputs in its fair market valuation using a market approach valuation technique and determined the fair value of this obligation to be zero. The Company derived the Level 2 inputs principally from corroborated observable market data (i.e. correlation values). The Company will update the fair value quarterly and record any changes to the Company's consolidated income statements.

The Company's cash and investment instruments are classified within Level 1 or Level 2 of the fair value hierarchy because they are valued using quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. The type of instrument valued based on quoted market prices in active markets primarily includes money market securities. This type of instrument is generally classified within Level 1 of the fair value hierarchy. The types of instruments valued based on other observable inputs (Level 2 of the fair value hierarchy) include investment-grade corporate bonds, government, state, municipal and provincial obligations, and are valued by using a multi-dimensional relational model, the inputs, when available, are primarily benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and reference data including market research publications. The Company's investments classified as Level 1 and Level 2 are held-to-maturity investments, and were valued using the amortized-cost method, which approximates fair market value.

The Company held three Level 3 investments totaling \$5.0 million at September 30, 2010, consisting primarily of notes to a privately-held technology company (see Note 17). The investments were classified as Level 3 of the fair value hierarchy, as there is no market data for these instruments. The Company recorded the notes at face value totaling \$5.0 million in its September 30, 2010 balance sheet. The estimated fair value of the notes was approximately \$5.1 million at September 30, 2010. The fair value was estimated by calculating the present value of cash flows using a market discount rate for similar investments. The Company intends to hold the notes to maturity, which occurs on May 27, 2011, August 27, 2011 and September 29, 2011.

The fair value hierarchy of the Company's marketable securities was as follows (in thousands):

Description	Balance at September 30, 2010	Fair Value Measurement at Reporting Date Using:	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Commercial paper	\$ 6,750	\$	\$ 6,750



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Money market funds	129,919	129,919	
U.S. government debt securities	5,130		5,130
Corporate securities	54,932		54,932
<b>Total</b>	<b>\$ 196,731</b>	<b>\$ 129,919</b>	<b>\$ 66,812</b>

**Table of Contents****POWER INTEGRATIONS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table presents the changes in Level 3 investments, which are measured at fair value on a recurring basis, for the three months ended September 30, 2010 (in thousands).

	<b>Fair Value Measurement Using Significant Unobservable Inputs (Level 3) Notes Receivable</b>	
Beginning balance at June 30, 2010	\$	4,750
Purchases and issuances		2,000
Settlements		(1,750)
Ending balance at September 30, 2010	\$	5,000

**14. ROYALTY AGREEMENT:**

During the second fiscal quarter of 2009, the Company entered into a license agreement with a company for the use of its technology in exchange for a prepaid royalty of \$5.25 million. The Company will amortize the royalty to cost of revenues based on the Company's sales of products incorporating the licensed technology. The prepaid royalty is included in other assets in its September 30, 2010 condensed consolidated balance sheet. In connection with entering into this agreement, the Company entered into an agreement pursuant to which, among other things, it may be obligated to acquire the aforementioned privately held company if that company meets certain financial performance conditions.

**15. ACQUISITION:**

On February 26, 2010, the Company entered into a definitive agreement to purchase the assets of an early-stage research and development company for cash totaling \$11.5 million. As of December 31, 2009, the Company had provided \$1.2 million toward the purchase price; this amount was included in other assets in the Company's condensed consolidated balance sheet at December 31, 2009. In the second quarter of 2010, the Company also provided to this early-stage company a loan of \$1.8 million, which was to be repaid upon closing of the acquisition. The Company completed the acquisition on August 26, 2010. Upon closing the Company paid cash of \$8.8 million, applied the prepayment of \$1.2 million, and converted the above-mentioned \$1.8 million loan to complete the acquisition. The Company allocated \$6.2 million of the purchase price to goodwill, which is deductible for tax purposes (see Note 5), \$4.7 million to in-process research and development, which the Company will amortize over the estimated life of the technology upon completion of its development (see Note 5 above), and \$0.6 million to fixed assets. The Company also expensed \$0.3 million of acquisition-related costs which was recorded as general and administrative expense in the current quarter.

**16. SUPPLIER AGREEMENT:**

Under an amended wafer supply agreement the Company prepaid \$3.1 million for raw materials in 2008. Purchases of raw material under this agreement will be made based upon future production build plans of the Company's wafers. As of September 30, 2010 and December 31, 2009, \$1.6 million and \$2.9 million, respectively, remained as prepaid under this agreement. The Company included the refundable prepayment in prepaid expenses and other current assets in its September 30, 2010 and December 31, 2009 condensed consolidated balance sheets.

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**POWER INTEGRATIONS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**17. SUBSEQUENT EVENTS:**

*Investment in Third Party*

On October 22, 2010, the Company made a \$7.0 million equity investment in a privately-held technology company. Prior to the equity investment the Company had provided three notes to this privately-held technology company, the first on May 27, 2010, the second on August 27, 2010 and the third on September 29, 2010, for \$3.0 million, \$1.0 million and \$1.0 million, respectively (see Note 13). These notes were converted into equity upon execution of the agreement, and an additional \$2.0 million in cash was paid to the company on October 22, 2010, to fund the equity investment. The Company also paid \$10.0 million as a prepaid royalty in exchange for the right to use this company's technology. The Company will amortize the royalty to cost of revenues based on the Company's sales of products incorporating the licensed technology. The Company intends to provide a lease line of credit to this company for the purchase of capital equipment of up to \$10.0 million, and to purchase a building to lease to this company for expansion of their fabrication facility. In connection with entering into these agreements, the Company entered into an agreement pursuant to which, among other things, it may be obligated to acquire the aforementioned privately held company if it meets certain financial performance conditions.

*Quarterly Cash Dividend*

In October 2010, the Company's Board of Directors declared four quarterly cash dividends in the amount of \$0.05 per share to be paid to stockholders of record at the end of each quarter in 2011. The Company expects these dividends will result in a quarterly use of cash of approximately \$1.4 million.

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

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the condensed consolidated financial statements and the notes to those statements included elsewhere in this Quarterly Report on Form 10-Q, and with management's discussion and analysis of our financial condition and results of operations in our Annual Report on Form 10-K for the year ended December 31, 2009, filed with the SEC on February 26, 2010. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in Part II, Item 1A Risk Factors and elsewhere in this report.*

**Overview**

We design, develop, manufacture and market proprietary, high-voltage, analog integrated circuits ( ICs ) for use in electronic power supplies, also known as switched-mode power supplies. Our ICs are used principally in AC-DC power supplies in a wide variety of end products, primarily in the consumer, communications, computer and industrial electronics markets. For example, our ICs are commonly used in such end products as mobile-phone chargers, desktop computers, home entertainment equipment, appliances, utility meters and LED light fixtures.

We believe that our products enable power supplies superior to those designed with alternative technologies. We differentiate our ICs through innovation aimed at helping our customers meet the desired performance specifications for their power supplies while minimizing complexity, component count, time-to-market and overall system cost. We invest significant resources in research and development in an effort to achieve this differentiation.

While the size of the power-supply market fluctuates with changes in macroeconomic conditions, such as the recent economic downturn, the market has generally exhibited a modest growth rate over time, as growth in the unit volumes of power supplies has largely been offset by reductions in the average selling price of components in this market. Therefore, the growth rate of our revenues, income and cash flow depends primarily on our penetration of the power supply market, as well as our success in expanding the addressable market by introducing new products that address a wider range of applications. Our growth strategy includes the following elements:

*Increase the penetration of our ICs in the low-power AC-DC power supply market.* The vast majority of our revenues come from power-supply applications requiring 50 watts of output or less. We continue to introduce more advanced products that make our IC-based solutions more attractive in this market. We have also increased the size of our sales and field-engineering staff considerably over the past several years, and we continue to expand our offerings of technical documentation and design-support tools and services in order to help customers use our ICs. These tools and services include our *PI Expert* design software, which we offer free of charge, and our transformer-sample service.

*Capitalize on the growing demand for more energy-efficient electronic products and lighting technologies.* We believe that energy-efficiency is becoming an increasingly important design criterion for power supplies due largely to the emergence of standards and specifications that encourage, and in some cases mandate, the design of more energy-efficient electronic products. While power supplies built with competing technologies are often unable to meet these standards cost-effectively, power supplies incorporating our ICs are generally able to comply with all known efficiency specifications currently in effect.

Additionally, technological advances combined with concerns about the inefficiency of traditional incandescent lighting are resulting in the adoption of alternative lighting technologies such as light-emitting diodes (LEDs). We believe this presents a significant opportunity for us because our ICs are used in power-supply circuitry for high-voltage, or offline, LED lighting applications.

*Expand our addressable market to include high-power applications.* We believe we have developed new technologies and products that enable us to bring the benefits of highly integrated power supplies to applications requiring more than 50 watts of output. These include such applications as main power supplies for flat-panel TVs and PCs, as well as power supplies for LED streetlights, game consoles, and notebook computers.

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Our quarterly and annual operating results are difficult to predict and subject to significant fluctuations. Customers typically can cancel or reschedule orders without significant penalty. Also, external factors such as global economic conditions and supply-chain dynamics, including the consolidation of our distributor base, can cause our operating results to be volatile. Also, we plan our production and inventory levels based on internal forecasts of customer demand, which is highly unpredictable and can fluctuate substantially. The strong demand for our products in recent periods has resulted in shortages of certain products and caused an extension of our lead times for delivery to customers. We are adding production capacity in order to ensure that we can satisfy customer demand; however, if we do not have adequate inventory of products to satisfy our customers' demand, our operating results may be impacted.

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Moreover, during periods where lead times have increased, there have been instances of double ordering in the industry. Following these periods, there is increased risk of order cancellation or rescheduling as supply catches up and lead times are reduced.

Our net revenues were \$75.5 million and \$226.8 million in the three and nine months ended September 30, 2010, respectively, increases of 26% and 53% compared with the same periods of 2009. The growth reflects increased penetration of our products into our addressable markets, as well as overall growth in demand for electronic products. In mid-2010 we began to experience a slowing of demand due, we believe, to a combination of macroeconomic weakness and excess inventory of components, power supplies and/or end products in the supply chain. As of October 27, 2010, it was our expectation that revenues for the fourth quarter of 2010 would decrease compared with the third quarter, and fall in the range of \$67 million to \$73 million.

Because our industry is intensely price-sensitive, our gross margin (gross profit divided by net revenues) is subject to change based on the relative pricing of solutions that compete with ours. Variations in product, customer and end market mix can also cause our gross margin to fluctuate. Also, because we purchase a large percentage of our silicon wafers from foundries located in Japan, our gross margin is influenced by fluctuations in the exchange rate between the U.S. dollar and the Japanese yen. Although our wafer fabrication and assembly operations are outsourced, as are most of our test operations, a portion of our production costs are fixed in nature. As such, our unit costs and gross profit margin are also impacted by the volume of units we produce.

Our gross profit, defined as net revenues less cost of revenues, was \$39.0 million, or 52% of net revenues, and \$116.4 million, or 51% of net revenues, in the three and nine months ended September 30, 2010, respectively, compared with \$29.1 million, or 49% of net revenues, and \$74.3 million, or 50% of net revenues, in the three and nine months ended September 30, 2009, respectively. The increase in our gross margin, in the three and nine months ended September 30, 2010 compared with the same periods in the prior year was due primarily to a favorable end-market mix, particularly a higher percentage of revenues derived from the industrial end market, as well as reduced costs per unit sold as a result of increased production volumes, which resulted in lower fixed cost absorption per unit. We expect our gross profit margin to decrease in the fourth quarter of 2010 compared with the third quarter driven by several factors, most notably end-market mix. We expect a higher percentage of sales to come from the cellphone market, which typically has a lower-margin than other end markets. Also impacting our gross margin is the rise in the price of gold, which impacts our assembly costs, and the ongoing strengthening of the yen compared to the US dollar, which impacts the cost of wafers from our Japanese foundries. As of October 27, 2010 it was our expectation that our fourth-quarter gross profit margin would be between 49% and 50%. While we cannot predict the future direction of our gross margin beyond the fourth quarter because many of the factors influencing it are outside of our control, we are working to increase our gross margin through manufacturing cost reductions and through the development of new products and technologies aimed at increasing the value of our ICs to customers.

Total operating expenses in the three and nine months ended September 30, 2010 were \$23.7 million and \$67.5 million, respectively, and \$18.1 million and \$56.9 million in the same periods in 2009. The increase in operating expenses in 2010 compared with 2009 was driven primarily by: increased payroll and related expenses as a result of increased headcount in research and development, due in part to the acquisition of an early-stage research and development company (for details see Note 15 in Notes to Condensed Consolidated Financial Statements), as well as sales and marketing, and increased general and administrative expenses as a result of increased legal fees related to patent litigation. We expect total operating expenses to be between \$24 million and \$25 million in the fourth quarter of 2010.

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### **Critical Accounting Policies and Estimates**

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, we evaluate our estimates, including those listed below. We base our estimates on historical facts and various other assumptions that we believe to be reasonable at the time the estimates are made. Actual results could differ from those estimates.

Our critical accounting policies are as follows:

revenue recognition;

stock-based compensation;

estimating distributor pricing credits;

estimating write-downs for excess and obsolete inventory

income taxes; and

goodwill and intangible assets.

Our critical accounting policies are important to the portrayal of our financial condition and results of operations, and require us to make judgments and estimates about matters that are inherently uncertain. A brief description of these critical accounting policies is set forth below. For more information regarding our accounting policies, see Note 2, Summary of Significant Accounting Policies, in our Notes to Condensed Consolidated Financial Statements.

### **Revenue recognition**

Product revenues consist of sales to original equipment manufacturers ( OEMs ), merchant power supply manufacturers and distributors. Shipping terms to international OEM customers and merchant power supply manufacturers from our facility in California are delivered at frontier ( DAF ), under which title to the product passes to the customer and revenue is recognized when the shipment reaches the destination country. Shipping terms to international OEMs and merchant power supply manufacturers on shipments from our facility outside of the United States are EX Works ( EXW ), meaning that title to the product transfers to the customer upon shipment from our foreign warehouse. Shipments to OEMs and merchant power supply manufacturers in the Americas are free on board ( FOB ) point of origin meaning that title is passed to the customer upon shipment. Revenue is recognized upon title transfer for sales to OEM s and merchant power supply manufacturers, assuming all other criteria for revenue recognition are met as described below.

We apply the provisions of ASC 605-10 (Formerly Staff Accounting Bulletin No. 104, *Revenue Recognition*) and all related appropriate guidance. We recognize revenue when all of the following criteria have been met: (1) persuasive evidence of an arrangement exists, (2) delivery has occurred, (3) the price is fixed or determinable, and (4) collectability is reasonably assured. We generally use customer purchase orders to determine the existence of an arrangement. We consider delivery to have occurred when title and risk of loss have transferred to the customer. We consider the price to be fixed based on the payment terms associated with the transaction and whether the sales price is subject to refund or adjustment. We assess collectability based on the creditworthiness of the customer as determined by credit checks we perform as well as the customer s payment history.

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We make sales to distributors and retail partners and recognize revenue based on a sell-through method. Sales to distributors are made under terms allowing certain price protection and rights of return on our products held by the distributors. As a result of these rights, we defer the recognition of revenue and the costs of revenues derived from sales to distributors until such distributors resell our products to their end customers. We determine the amount to defer based on the level of actual inventory on hand at our distributors as well as inventory in transit to our distributors. Fluctuations in deferred income on sales to distributors coincide with an increase or decrease in revenue shipments to our distributors; in addition, deferred income levels are also impacted by the speed at which our distributors sell our products to their end customers. The gross profit that is deferred as a result of this policy is reflected as deferred income on sales to distributors in the accompanying condensed consolidated balance sheets. The total deferred revenue as of September 30, 2010 and December 31, 2009 was approximately \$28.7 million and \$17.6 million, respectively. The total deferred cost as of September 30, 2010 and December 31, 2009 was approximately \$13.9 million and \$8.6 million, respectively.

### **Stock-based compensation**

We apply the provisions of ASC 718-10 (Formerly SFAS No. 123(R), *Share-Based Payment*). Under the provisions of ASC 718-10, we recognize the fair value of stock-based compensation in financial statements over the requisite service period of the individual grants, which generally equals a four-year vesting period. We use estimates of volatility, expected term, risk-free interest rate, dividend yield and forfeitures in determining the fair value of these awards. Changes in these estimates could result in changes to our compensation charges.



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**Estimating distributor pricing credits**

Historically, between one-half and two-thirds of our total sales have been made through distributors. Frequently, distributors need a cost lower than our standard sales price in order to win business. After the distributor ships product to its customer, the distributor submits a ship and debit claim to us in order to adjust its cost from the standard price to the approved lower price. After verification by us, a credit memo is issued to the distributor to adjust the sell-in price from the standard distribution price to the pre-approved lower price. We maintain a reserve for these credits that appears as a reduction to accounts receivable in our consolidated balance sheets. Any increase in the reserve results in a corresponding reduction in our net revenues. To establish the adequacy of our reserves, we analyze historical ship and debit amounts and levels of inventory in the distributor channels. If our reserves are not adequate, our net revenues could be adversely affected.

If we reduce our distribution list prices, we give our distributors protection against these price declines in the form of credits on products they hold in inventory. These credits are referred to as price protection. Since we do not recognize revenue until the distributor sells the product to its customers, we generally do not need to provide reserves for price protection. However, in rare instances we must consider price protection in the analysis of reserve requirements, as there may be a timing gap between a price decline and the issuance of price protection credits. If a price protection reserve is required, we will maintain a reserve for these credits that appears as a reduction to accounts receivable in our consolidated balance sheets. Any increase in the reserve results in a corresponding reduction in our net revenues. We analyze distribution price declines and levels of inventory in the distributor channels in determining the reserve levels required. If our reserves are not adequate, our net revenues could be adversely affected.

**Estimating write-downs for excess and obsolete inventory**

When evaluating the adequacy of our valuation adjustments for excess and obsolete inventory, we identify excess and obsolete products and also analyze historical usage, forecasted production based on demand forecasts, current economic trends, and historical write-offs. This write-down is reflected as a reduction to inventory in the consolidated balance sheets, and an increase in cost of revenues. If actual market conditions are less favorable than our assumptions, we may be required to take additional write-downs, which could adversely impact our cost of revenues and operating results.

**Income taxes**

Income tax expense is an estimate of current income taxes payable or refundable in the current fiscal year based on reported income before income taxes. Deferred income taxes reflect the effect of temporary differences and carry-forwards that are recognized for financial reporting and income tax purposes.

We account for income taxes under the provisions of ASC 740 (Formerly SFAS No. 109, *Accounting for Income Taxes*). Under the provisions of ASC 740, deferred tax assets and liabilities are recognized based on the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, utilizing the tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. We recognize valuation allowances to reduce any deferred tax assets to the amount that we estimate will more likely than not be realized based on available evidence and management's judgment. We limit the deferred tax assets recognized related to certain of our officers' compensation to amounts that we estimate will be deductible in future periods based upon Internal Revenue Code Section 162(m). In the event that we determine, based on available evidence and management's judgment, that all or part of the net deferred tax assets will not be realized in the future, we would record a valuation allowance in the period the determination is made. In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of complex tax laws. Resolution of these uncertainties in a manner inconsistent with our expectations could have a material impact on our results of operations and financial position.

As of September 30, 2010, we continue to maintain a valuation allowance on a portion of our California deferred tax assets primarily due to California budget legislation. We also maintain a valuation allowance with respect to certain of our deferred tax assets relating primarily to tax credits in certain non-U.S. jurisdictions.

**Table of Contents****Goodwill and intangible assets**

In accordance with ASC 350-10 (Formerly SFAS No. 142, *Goodwill and Other Intangible Assets*), we evaluate goodwill for impairment on an annual basis, or as other indicators of impairment emerge. The provisions of ASC 350-10 require that we perform a two-step impairment test. In the first step, we compare the implied fair value of our single reporting unit to its carrying value, including goodwill. If the fair value of our reporting unit exceeds the carrying amount no impairment adjustment is required. If the carrying amount of our reporting unit exceeds the fair value, step two will be completed to measure the amount of goodwill impairment loss, if any exists. If the carrying value of our single reporting unit's goodwill exceeds its implied fair value, then we record an impairment loss equal to the difference, but not in excess of the carrying amount of the goodwill. We evaluated goodwill for impairment in the fourth quarter of 2009, and concluded that no impairment existed. Additionally, no impairment indicators have been identified during the nine months ended September 30, 2010.

ASC 350-10 also requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives, and reviewed for impairment in accordance with ASC 360-10 (Formerly SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*). We review long-lived assets, such as acquired intangibles and property and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We measure recoverability of assets to be held and used by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, we recognize an impairment charge by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Additionally, no impairment indicators have been identified during the nine months ended September 30, 2010.

**Results of Operations**

The following table sets forth certain operating data as a percentage of net revenues for the periods indicated:

	Percentage of Total Net Revenues for Three Months Ended September 30,		Percentage of Total Net Revenues for Nine Months Ended September 30,	
	2010	2009	2010	2009
Net revenues	100.0%	100.0%	100.0%	100.0%
Cost of revenues	48.3	51.5	48.7	50.4
Gross profit	51.7	48.5	51.3	49.6
Operating expenses:				
Research and development	12.5	11.4	11.5	14.9
Sales and marketing	10.2	9.6	9.7	12.0
General and administrative	8.9	9.1	8.5	11.2
Total operating expenses	31.6	30.1	29.7	38.1
Income from operations	20.1	18.4	21.6	11.5
Total other income	0.6	0.3	0.6	1.2
Income before provision for income taxes	20.7	18.7	22.2	12.7
Provision for income taxes	4.0	3.5	4.3	3.4
Net income	16.7%	15.2%	17.9%	9.3%

*Comparison of the Three Months and Nine Months Ended September 30, 2010 and 2009*

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*Net revenues.* Net revenues consist of revenues from product sales, which are calculated net of returns and allowances, plus, in 2009, license fees and royalties. Net revenues for the three months ended September 30, 2010 were \$75.5 million compared with \$60.0 million for the three months ended September 30, 2009, an increase of 26%. Net revenues for the nine months ended September 30, 2010 were \$226.8 million compared with \$149.6 million for the comparable period of 2009, an increase of 52%. The increase in revenues for both the three- and nine-month periods reflects higher overall demand for electronic devices incorporating our products as well as greater penetration of our products in the AC-DC power supply market. We experienced the strongest volume growth in revenues from the industrial, consumer and communications end markets, including applications such as appliances, industrial controls, LED lights, utility meters and networking equipment.

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Our net revenue mix by product family and by the end markets for the three and nine months ended September 30, 2010 compared to the three and nine months ended September 30, 2009 were as follows:

Product Family	Three Months Ended		Nine Months Ended	
	September 30,	September 30,	September 30,	September 30,
	2010	2009	2010	2009
LinkSwitch	39%	32%	37%	31%
TinySwitch	37%	43%	38%	44%
TOPSwitch	23%	24%	24%	24%
Other	1%	1%	1%	1%

End Market	Three Months Ended		Nine Months Ended	
	September 30,	September 30,	September 30,	September 30,
	2010	2009	2010	2009
Consumer	37%	37%	38%	36%
Communications	30%	32%	30%	32%
Industrial	22%	17%	20%	17%
Computer	11%	14%	12%	15%

International sales, defined as domestic and foreign sales to distributors and direct customers outside of the Americas based on ship to customer locations, were \$71.2 million in the third quarter of 2010, or 94% of net revenues, compared to \$56.9 million, or 95% of net revenues, for the same period in 2009. International sales were \$214.5 million, or 95% of net revenues, for the nine months ended September 30, 2010, compared to \$141.9 million, or 94% of net revenues, for the same period in 2009. Although the power supplies using our products are distributed to end markets worldwide, most of these power supplies are manufactured in Asia. As a result, sales to this region were 83% of our net revenues for both the three and nine months ended September 30, 2010 and 84% of our net revenues for both the three and nine months ended September 30, 2009. We expect international sales, and sales to the Asia region in particular, to continue to account for a large portion of our net revenues in the future.

For the third quarter of 2010, sales to distributors accounted for 67% of net product sales, while sales to direct customers accounted for 33% of net product sales, compared with 65% and 35%, respectively, for the corresponding period in 2009. For the nine months ended September 30, 2010, sales to distributors accounted for 68% of net product sales, while sales to direct customers accounted for 32%, compared with 66% and 34%, respectively, for the corresponding period in 2009. Our top ten customers, including distributors that resell to OEMs and merchant power supply manufacturers, accounted for 64% and 61% of our net revenues in the three and nine months ended September 30, 2010, respectively, compared to 65% and 64% of net revenues in the comparable periods in 2009.

Two customers accounted for 10% or more of total net revenues:

Customer	Three Months		Nine Months	
	Ended		Ended	
	September 30,	September 30,	September 30,	September 30,
	2010	2009	2010	2009
A	18%	15%	16%	15%
B	11%	13%	11%	11%

Customers A and B are distributors of our products. No other customers accounted for 10% or more of our net revenues in these periods.

Demand for our products can change quickly and unexpectedly as a result of a number of factors, including design wins and losses, changes in demand for end products that incorporate our ICs, as well as supply-chain conditions such as the level of inventory of components, power supplies and finished good in the supply chain. We have recently experienced a slowing of demand for our products due, we believe, to a combination of macroeconomic weakness and excess inventory of components, power supplies and/or end products in the supply chain.



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*Gross profit.* Gross profit is net revenues less cost of revenues. Our cost of revenues consists primarily of costs associated with the purchase of wafers from our contracted foundries, the assembly, packaging and testing of our products by sub-contractors, product testing performed in our own facility, and overhead associated with the management of our supply chain. Gross margin is gross profit divided by net revenues. The table below compares gross profit for the three and nine months ended September 30, 2010 and 2009 (dollars in millions):

	Three Months		Nine Months Ended	
	Ended		September 30,	
	September 30,	September 30,	September 30,	September 30,
	2010	2009	2010	2009
Net revenues	\$ 75.5	\$ 60.0	\$ 226.8	\$ 149.6
Gross profit	\$ 39.0	\$ 29.1	\$ 116.4	\$ 74.3
Gross profit as a % of net revenue	51.7%	48.5%	51.3%	49.6%

The increase in gross profit as a percentage of revenue for the three and nine month periods ended September 30, 2010, compared with the same periods in the prior year, was due primarily to a favorable end-market mix and reduced manufacturing costs per unit sold as a result of increased production volumes, which resulted in lower fixed-cost absorption per unit.

*Research and development expenses.* Research and development, or R&D, expenses consist primarily of employee-related expenses including stock-based compensation and expensed material and facility costs associated with the development of new processes and new products. We also record R&D expenses for prototype wafers related to new products until such products are released to production. The table below compares R&D expenses for the three and nine months ended September 30, 2010 and 2009 (dollars in millions):

	Three Months		Nine Months Ended	
	Ended		September 30,	
	September 30,	September 30,	September 30,	September 30,
	2010	2009	2010	2009
Net revenues	\$ 75.5	\$ 60.0	\$ 226.8	\$ 149.6
R&D expenses	\$ 9.3	\$ 6.8	\$ 26.1	\$ 22.3
R&D expenses as a % of net revenue	12.5%	11.4%	11.5%	14.9%

R&D expenses increased in the three and nine months ended September 30, 2010, compared with the same periods in 2009, driven primarily by increased payroll and related expenses as a result of increased headcount, including headcount added through an acquisition. We had a total of 22 more R&D employees as of September 30, 2010, compared to the number of R&D employees as of September 30, 2009. In addition, R&D expenses increased due to product and technology development. Our increase in headcount and product and technology expenses reflect our efforts to expand our product portfolio to include a range of new high-power products and products designed to help customers meet increasingly stringent efficiency requirements in both low- and high-power applications.

*Sales and marketing expenses.* Sales and marketing expenses consist primarily of employee-related expenses, including stock-based compensation, commissions to sales representatives, and facilities expenses, including expenses associated with our regional sales and support offices. The table below compares sales and marketing expenses for the three and nine months ended September 30, 2010 and 2009 (dollars in millions):

	Three Months		Nine Months Ended	
	Ended		September 30,	
	September 30,	September 30,	September 30,	September 30,
	2010	2009	2010	2009
Net revenues	\$ 75.5	\$ 60.0	\$ 226.8	\$ 149.6
Sales and marketing expenses	\$ 7.7	\$ 5.7	\$ 22.1	\$ 17.9
Sales and marketing expenses as a % of net revenue	10.2%	9.6%	9.7%	12.0%

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The increase in sales and marketing expenses in the three and nine months ended September 30, 2010 compared to the same periods of 2009 was driven primarily by increased payroll and related expenses as a result of increased headcount. We added a total of 19 sales and marketing employees as of September 30, 2010, when compared to the same period in 2009, primarily to expand our Asia sales staff. In addition, our commission expenses increased resulting from increased revenues.

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*General and administrative expenses.* General and administrative, or G&A, expenses consist primarily of employee-related expenses, including stock-based compensation expenses for administration, finance, human resources and general management, as well as consulting, professional services, legal and auditing expenses. The table below compares G&A expenses for the three and nine months ended September 30, 2010 and 2009 (dollars in millions):

	Three Months		Nine Months Ended	
	Ended		September 30,	
	2010	2009	2010	2009
Net revenues	\$ 75.5	\$ 60.0	\$ 226.8	\$ 149.6
G&A expenses	\$ 6.7	\$ 5.5	\$ 19.2	\$ 16.7
G&A expenses as a % of net revenue	8.9%	9.1%	8.5%	11.2%

G&A expenses increased in the three and nine months ended September 30, 2010, primarily as a result of increased legal expenses, including acquisition-related expenses and expenses related to patent litigation. Patent-litigation expenses increased \$0.3 million and \$1.2 million, respectively, for the three and nine month periods (refer to note 11, legal proceedings, in our Notes to Condensed Consolidated Financial Statements). Also contributing to higher G&A expenses were increased payroll-related expenses due primarily to payroll taxes associated with option exercises as well as increased consulting expenses and acquisition-related costs.

*Other income, net.* Other income, net consists primarily of interest income earned on cash and cash equivalents and short and long-term investments. The table below compares other income, net for the three and nine months ended September 30, 2010 and 2009 (dollars in millions):

	Three Months		Nine Months Ended	
	Ended		September 30,	
	2010	2009	2010	2009
Net revenues	\$ 75.5	\$ 60.0	\$ 226.8	\$ 149.6
Other income	\$ 0.4	\$ 0.2	\$ 1.4	\$ 1.8
Other income as a % of net revenue	0.6%	0.3%	0.6%	1.2%

Other income, net, increased in the three months ended September 30, 2010 compared to the same period in 2009 and decreased in the nine months ended September 30, 2010 compared to the same period in 2009, due primarily to the fluctuation of interest rates earned on cash and investments in the periods mentioned.

*Provision for income taxes.* Provision for income taxes represents federal, state and foreign taxes. The table below compares income tax expenses for the three and nine months ended September 30, 2010 and 2009 (dollars in millions):

	Three Months		Nine Months Ended	
	Ended		September 30,	
	2010	2009	2010	2009
Income before provision for income taxes	\$ 15.7	\$ 11.2	\$ 50.3	\$ 19.1
Provision for income taxes	\$ 3.0	\$ 2.1	\$ 9.8	\$ 5.0
Effective tax rate	19.4%	18.6%	19.5%	26.3%

The difference between the expected statutory rate of 35% and our effective tax rate for the three and nine months ended September 30, 2010 was primarily due to the favorable impact from the geographic distribution of our world-wide earnings and the favorable impact from the expected federal investment tax credit on our solar-power installation. The difference between the statutory rate of 35% and our effective tax rate for the three months ended September 30, 2009 was primarily due to the favorable impact from the geographic distribution of our world-wide earnings. The difference between the statutory rate of 35% and our effective tax rate for the nine months ended September 30, 2009 was



primarily due to the favorable impact from the geographic distribution of our world-wide earnings, which was partially offset by California budget legislation that resulted in a reduction in the value of state deferred tax asset by \$0.3 million and the establishment of a \$0.8 million valuation allowance to reserve against previously recorded net tax benefits from a California tax credit.

**Liquidity and Capital Resources**

As of September 30, 2010, we had approximately \$224.1 million in cash, cash equivalents and short- and long-term investments, an increase of approximately \$28.5 million from December 31, 2009. We had working capital, defined as current assets less current liabilities, of approximately \$208.0 million, an increase of approximately \$28.0 million from December 31, 2009.

Operating activities generated cash of \$65.6 million in the nine months ended September 30, 2010. Our net income for this period was \$40.5 million; we also incurred non-cash depreciation and amortization expenses and stock-based compensation expenses of \$9.5 million and \$7.5 million, respectively. Additional sources of cash included; (i) \$13.9 million in decreased accounts receivable associated with the timing of our ship and debit credit settlements with distributors, (ii) \$5.8 million for deferred income on sales to distributors, resulting from increased distributor shipments, and (iii) \$4.3 million for increased taxes payable and accrued liabilities resulting from higher net income, which has increased our accrued tax liability. These sources of cash were offset to a large degree by a \$22.8 million use of cash to increase our inventory levels.

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We generated \$35.3 million in cash from operating activities in the nine months ended September 30, 2009. This cash flow was primarily the result of net income in the amount of \$14.1 million, which reflected non-cash expenses for stock-based compensation and depreciation and amortization, totaling \$8.0 million and \$7.6 million, respectively. Additional sources of cash included (i) \$8.0 million for the reduction in inventory, reflecting a steep increase in sales in the third quarter of 2009 and (ii) \$5.5 million for increased accounts payable, resulting from growth in our business since the beginning of the year. These sources of cash were partially offset by (i) \$5.3 million for a royalty prepayment during the second quarter of 2009, pursuant to the license agreement described in Note 14 to our Condensed Consolidated Financial Statements and (ii) \$7.4 million increase in accounts receivable reflecting the growth in our revenue since the beginning of the year.

Our investing activities in the nine months ended September 30, 2010 resulted in a \$36.5 million net use of cash, consisting of (i) \$21.8 million for purchases of property and equipment, primarily manufacturing equipment to support our increased production requirements, and the implementation of a solar array to supply power for our corporate headquarters facility, (ii) \$8.6 million to purchase the assets of an early-stage research and development company (see Note 15 in Notes to Condensed Consolidated Financial Statements for details), (iii) \$6.8 million for the issuance of notes receivable to third parties (see Note 13 in Notes to Condensed Consolidated Financial Statements for details), and (iv) \$0.7 million of net purchases of held-to-maturity investments, partially offset by \$1.4 million of proceeds from the sale of property and equipment.

Investing activities were a net use of cash totaling \$26.8 million in the nine months ended September 30, 2009. This consisted of net purchases of held-to-maturity investments totaling \$19.3 million and purchases of property and equipment of \$7.6 million.

In the nine months ended September 30, 2010, we had net proceeds of \$34,000 from financing activities. The proceeds from financing activities included (i) \$18.0 million from the issuance of shares through our employee stock purchase plan and the exercise of employee stock options, and (ii) \$1.0 million of excess tax benefits from stock options exercised. These sources of cash were almost completely offset by (i) \$14.0 million for the repurchase of our common stock, (ii) \$4.2 million for the payment of dividends to stockholders and (iii) \$0.8 million for the repurchase and retirement of shares related to employee income tax withholding.

In January 2010, our Board of Directors declared four quarterly cash dividends in the amount of \$0.05 per share to be paid to stockholders of record at the end of each quarter in 2010. The quarterly dividend payments were made on March 31, 2010, June 30, 2010 and September 30, 2010, to stockholders of record as of February 26, 2010, May 28, 2010 and August 31, 2010, each in the aggregate amount of approximately \$1.4 million. The remaining dividend payment is expected to result in a similar use of cash. In October 2010, our Board of Directors declared four quarterly cash dividends in the amount of \$0.05 per share to be paid to stockholders of record at the end of each quarter in 2011. We expect these quarterly dividends will result in a similar use of cash. The declaration of any future cash dividend is at the discretion of the Board of Directors and will depend on our financial condition, results of operations, capital requirements, business conditions and other factors, as well as a determination that cash dividends are in the best interest of our stockholders.

In May 2009, our board of directors authorized the use of \$25 million to repurchase our common stock. From May 2009 to December 31, 2009 we purchased 0.5 million shares for approximately \$11.0 million related to this repurchase program, under a previously approved repurchase program we used \$17 million to repurchase our common stock, for a total of \$28 million used for stock repurchases in 2009. In the six months ended June 30, 2010, we purchased 0.4 million shares for approximately \$14.0 million (including fees), concluding the May 2009 repurchase program.

Financing activities were a net use of cash totaling \$25.9 million for the nine months ended September 30, 2009, consisting primarily of the use of \$28.7 million for the repurchase of common stock, \$9.0 million for the acquisition of employee stock options and \$2.0 million for the payment of dividends to common stockholders. These uses of cash were partially offset by proceeds of \$13.7 million from the issuance of common stock through the exercise of stock options and the purchase of shares through our employee stock purchase program.

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As of September 30, 2010, we had contingent tax liabilities of \$28.3 million, compared to \$24.9 million as of December 31, 2009. These amounts were classified as long-term income taxes payable in our condensed consolidated balance sheets. The settlement period for our income tax liabilities cannot be determined; however they are not expected to be due within the next twelve months. We will continue to accrue for uncertain tax positions during 2010.

We entered into an agreement in the second quarter of 2009 pursuant to which, among other things, we may be obligated to acquire a company if that company meets certain financial performance conditions. At September 30, 2010, we determined the carrying value of this potential obligation to be zero. We used Level 2 inputs in its fair market valuation using a market approach valuation technique and determined the fair value of this obligation to be zero. We derived the Level 2 inputs principally from corroborated observable market data (i.e. correlation values). We will update the fair value quarterly and record any changes to our consolidated financial statements.

Other than the agreement with the privately held technology company referenced above, as of September 30, 2010, there were no material changes outside of the ordinary course of business in our contractual commitments reported in our Annual Report on Form 10-K for the year ended December 31, 2009.

On October 22, 2010, we entered into an agreement with another privately held technology company, pursuant to which, among other things, we may be obligated to acquire that company if they meet certain financial performance conditions. We also intend to enter into an agreement with the privately held technology company to provide a lease line of up to \$10.0 million for the purchase of capital equipment, and to purchase a building to lease back to this company for expansion of their fabrication facility (see Note 17 in Notes to Condensed Consolidated Financial Statements for further information).

During the nine months ended September 30, 2010, our cash flow was generated by our operations. If our operating results deteriorate in the future, as a result of a decrease in customer demand, or severe pricing pressures from our customers or our competitors, or for other reasons, our ability to generate positive cash flow from operations may be jeopardized. In that case, we may be forced to use our cash, cash equivalents and short-term investments, or seek financing from third parties to fund our operations. We believe that cash generated from operations, together with existing sources of liquidity, will satisfy our projected working capital and other cash requirements for at least the next 12 months.

## **Recent Accounting Pronouncements**

In January 2010, the FASB issued Accounting Standards Update ( ASU ) No. 2010-06, Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Instruments. ASU No. 2010-06 amends ASC 820 to require additional disclosures regarding fair value measurements. Specifically, the ASU requires entities to disclose the amounts and reasons for significant transfers between Level 1 and Level 2 of the fair value hierarchy, to disclose reasons for any transfers in or out of Level 3 and to separately disclose information in the reconciliation of recurring Level 3 measurements about purchases, sales, issuances and settlements. In addition, the ASU also amends ASC 820 to clarify certain existing disclosure requirements. Except for the requirement to disclose information about purchases, sales, issuances and settlements in the reconciliation of recurring Level 3 measurements separately, the amendments to ASC 820 made by ASU No. 2010-06 are effective for interim and annual reporting periods beginning after December 15, 2009. The adoption of these provisions of ASU No. 2010-06 did not have a material impact on our consolidated financial statements. The requirement to separately disclose purchases, sales, issuances and settlements of recurring Level 3 measurements is effective for interim and annual reporting periods beginning after December 15, 2010. We do not expect the adoption of the remaining provisions of this ASU to have a material impact on our condensed consolidated financial statements.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There has not been a material change in our exposure to interest rate and foreign currency risks from that described in our Annual Report on Form 10-K for the year ended December 31, 2009.

*Interest Rate Risk.* Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio. We consider cash invested in highly liquid financial instruments with a remaining maturity of three months or less at date of purchase to be cash equivalents. Investments in highly liquid financial instruments with maturities greater than three months but not longer than twelve months from the balance sheet date are classified as short-term investments. Investments in highly liquid financial instruments with maturities greater than twelve months from the balance sheet date are classified as long-term investments. We do not use derivative financial instruments in our investment portfolio to manage our interest rate risk, foreign currency risk, or for any other purpose. We invest in high-credit quality issuers and, by policy, limit the amount of credit exposure to any one issuer. As stated in our policy, we seek to ensure the safety and preservation of our invested principal funds by limiting default risk, market risk and reinvestment risk. We mitigate default risk by investing in safe and high-credit quality securities and by constantly positioning our portfolio to respond appropriately to a significant reduction in a credit rating of any investment issuer, guarantor or depository. The portfolio includes only marketable securities with active secondary or resale markets to facilitate portfolio liquidity. We do not hold any instruments for trading purposes. At September 30, 2010 and December 31, 2009, we held primarily cash equivalents and short-term and long-term investments with fixed interest rates.

*Foreign Currency Exchange Risk.* We transact business in various foreign countries. Our primary foreign currency cash flows are in Asia and Western Europe and involve a contract with one of our suppliers, OKI. Currently, we do not employ a foreign currency hedge program; however, the contract prices to purchase wafers from OKI are denominated in Japanese yen and the agreement allows for mutual sharing of the impact of the exchange rate fluctuation between Japanese yen and the U.S. dollar. The purchase price is fixed at a base rate and allows for some sharing of the impact of exchange rate fluctuations from the base rate. One of our other major suppliers, Epson, contracts prices to purchase wafers in U.S. dollars, however; the agreement with Epson also allows for mutual sharing of the impact of the exchange rate fluctuation between Japanese yen and the U.S. dollar. Each year, our management and Epson agree to a fixed exchange rate. Nevertheless, changes in the exchange rate between the U.S. dollar and the Japanese yen could subject our gross profit and operating results to the potential for material fluctuations.

ITEM 4. CONTROLS AND PROCEDURES

*Limitation on Effectiveness of Controls*

Any control system, no matter how well designed and operated, can provide only reasonable assurance as to the tested objectives. The design of any control system is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. The inherent limitations in any control system include the realities that judgments related to decision-making can be faulty, and that reduced effectiveness in controls can occur because of simple errors or mistakes. Due to the inherent limitations in a cost-effective control system, misstatements due to error may occur and may not be detected.

*Evaluation of Disclosure Controls and Procedures*

Management is required to evaluate our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the Exchange Act). Disclosure controls and procedures are controls and other procedures designed to provide reasonable assurance that information required to be disclosed in our reports filed under the Exchange Act, such as this Quarterly Report on Form 10-Q, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include controls and procedures designed to provide reasonable assurance that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer as appropriate to allow timely decisions regarding required disclosure. Our disclosure controls and procedures include components of our internal control over financial reporting, which consists of control processes designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles in the U.S. To the extent that components of our internal control over financial reporting are included within our disclosure controls and procedures, they are included in the scope of our periodic controls evaluation. Based on our management's evaluation (with the participation of our principal executive officer and principal financial officer), our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were effective as of the end of the period covered by this report.



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*Changes in Internal Control over Financial Reporting*

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2010, which materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

Information with respect to this item may be found in Note 11, Legal Proceedings, in Notes to Condensed Consolidated Financial Statements, which is incorporated herein by reference.

**ITEM 1A. RISK FACTORS**

*In addition to the other information in this report, the following factors should be considered carefully in evaluating our business before purchasing shares of our stock. The risks facing our business have not changed substantively from those discussed in our Annual Report on Form 10-K for the year ended December 31, 2009, except that one risk factor contained in our Annual Report on Form 10-K did not appear below as we no longer consider this risk material.*

*Our quarterly operating results are volatile and difficult to predict. If we fail to meet the expectations of public market analysts or investors, the market price of our common stock may decrease significantly. Our net revenues and operating results have varied significantly in the past, are difficult to forecast, are subject to numerous factors both within and outside of our control, and may fluctuate significantly in the future. As a result, our quarterly operating results could fall below the expectations of public market analysts or investors. If that occurs, the price of our stock may decline.*

Some of the factors that could affect our operating results include the following:

the volume and timing of orders received from customers;

competitive pressures on selling prices;

the demand for our products declining in the major end markets we serve, which may occur due to competitive factors, supply-chain fluctuations or changes in macroeconomic conditions;

the volume and timing of delivery of orders placed by us with our wafer foundries and assembly subcontractors;

the inability to adequately protect or enforce our intellectual property rights;

fluctuations in exchange rates, particularly the exchange rate between the U.S. dollar and the Japanese yen;

we are being audited by the Internal Revenue Service, which is asserting that we owe additional taxes relating to a number of items;

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continued impact of recently enacted changes in securities laws and regulations, including potential risks resulting from our evaluation of internal controls under the Sarbanes-Oxley Act of 2002;

expenses we are required to incur (or choose to incur) in connection with our intellectual property litigation;

the lengthy timing of our sales cycle;

undetected defects and failures in meeting the exact specifications required by our products;

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reliance on international sales activities for a substantial portion of our net revenues;

our ability to develop and bring to market new products and technologies on a timely basis;

the ability of our products to penetrate additional markets;

attraction and retention of qualified personnel;

changes in environmental laws and regulations, including with respect to energy consumption and climate change; and

earthquakes, terrorists acts or other disasters.

*We do not have long-term contracts with any of our customers and if they fail to place, or if they cancel or reschedule orders for our products, our operating results and our business may suffer.* Our business is characterized by short-term customer orders and shipment schedules. Our customer base is highly concentrated, and a relatively small number of distributors, OEMs and merchant power supply manufacturers account for a significant portion of our revenues. Our top ten customers, including distributors, accounted for 61% of our net revenues for the nine months ended September 30, 2010, and 62% of our net revenues for the year ended December 31, 2009. The ordering patterns of some of our existing large customers have been unpredictable in the past and we expect that customer-ordering patterns will continue to be unpredictable in the future. Not only does the volume of units ordered by particular customers vary substantially from period to period, but also purchase orders received from particular customers often vary substantially from early oral estimates provided by those customers for planning purposes. In addition, customer orders can be canceled or rescheduled without significant penalty to the customer. In the past, we have experienced customer cancellations of substantial orders for reasons beyond our control, and significant cancellations could occur again at any time.

*Intense competition in the high-voltage power supply industry may lead to a decrease in our average selling price and reduced sales volume of our products.* The high-voltage power supply industry is intensely competitive and characterized by significant price sensitivity. Our products face competition from alternative technologies, such as linear transformers, discrete switcher power supplies, and other integrated and hybrid solutions. If the price of competing solutions decreases significantly, the cost effectiveness of our products will be adversely affected. If power requirements for applications in which our products are currently utilized go outside the cost-effective range of our products, some of these alternative technologies can be used more cost effectively. In addition, as our patents expire, our competitors could legally begin using the technology covered by the expired patents in their products, potentially increasing the performance of their products and/or decreasing the cost of their products, which may enable our competitors to compete more effectively. Our current patents may or may not inhibit our competitors from getting any benefit from an expired patent. Our U.S. patents have expiration dates ranging from 2010 to 2028. We cannot assure that our products will continue to compete favorably or that we will be successful in the face of increasing competition from new products and enhancements introduced by existing competitors or new companies entering this market. We believe our failure to compete successfully in the high-voltage power supply business, including our ability to introduce new products with higher average selling prices, would materially harm our operating results.

*If demand for our products declines in our major end markets, our net revenues will decrease.* A limited number of applications of our products, such as cellphone chargers, standby power supplies for PCs, and power supplies for home appliances comprise a significant percentage of our net revenues. We expect that a significant level of our net revenues and operating results will continue to be dependent upon these applications in the near term. The demand for these products has been highly cyclical and has been impacted by economic downturns in the past. Any economic slowdown in the end markets that we serve could cause a slowdown in demand for our ICs. When our customers are not successful in maintaining high levels of demand for their products, their demand for our ICs decreases, which adversely affects our operating results. Any significant downturn in demand in these markets would cause our net revenues to decline and could cause the price of our stock to fall.

*We depend on third-party suppliers to provide us with wafers for our products and if they fail to provide us sufficient quantities of wafers, our business may suffer.* We have supply arrangements for the production of wafers with OKI, XFAB and Epson. Our contracts with these suppliers expire in April 2018, December 2012 and December 2010, respectively. Although certain aspects of our relationships with OKI (purchased by Rohm Co. of Japan as of October 1, 2008), XFAB and Epson are contractual, many important aspects of these relationships depend on their



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continued cooperation. We cannot assure that we will continue to work successfully with OKI, XFAB and Epson in the future, and that the wafer foundries capacity will meet our needs. Additionally, one or more of these wafer foundries could seek an early termination of our wafer supply agreements. Any serious disruption in the supply of wafers from OKI, XFAB or Epson could harm our business. We estimate that it would take 12 to 24 months from the time we identified an alternate manufacturing source to produce wafers with acceptable manufacturing yields in sufficient quantities to meet our needs.

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Although we provide our foundries with rolling forecasts of our production requirements, their ability to provide wafers to us is ultimately limited by the available capacity of the wafer foundry. Any reduction in wafer foundry capacity available to us could require us to pay amounts in excess of contracted or anticipated amounts for wafer deliveries or require us to make other concessions to meet our customers' requirements, or may limit our ability to meet demand for our products. Further, to the extent demand for our products exceeds wafer foundry capacity, this could inhibit us from expanding our business, and harm relationships with our customers. Any of these concessions or limitations could harm our business.

If our third-party suppliers and independent subcontractors do not produce our wafers and assemble our finished products at acceptable yields, our net revenues may decline. We depend on independent foundries to produce wafers, and independent subcontractors to assemble and test finished products, at acceptable yields and to deliver them to us in a timely manner. The failure of the foundries to supply us wafers at acceptable yields could prevent us from selling our products to our customers and would likely cause a decline in our net revenues and gross margin. In addition, our IC assembly process requires our manufacturers to use a high-voltage molding compound that has been available from only a few suppliers. These compounds and their specified processing conditions require a more exacting level of process control than normally required for standard IC packages. Unavailability of assembly materials or problems with the assembly process can materially adversely affect yields, timely delivery and cost to manufacture. We may not be able to maintain acceptable yields in the future.

In addition, if prices for commodities used in our products increase significantly, raw materials costs would increase for our suppliers which could result in an increase in the prices our suppliers charge us. (Recent increases in the price of gold, which is used in our IC packages, have in fact increased our product costs to some degree.) To the extent we are not able to pass these costs on to our customers; this would have an adverse effect on our gross margins.

*If we are unable to adequately protect or enforce our intellectual property rights, we could lose market share, incur costly litigation expenses, suffer incremental price erosion or lose valuable assets, any of which could harm our operations and negatively impact our profitability.* Our success depends upon our ability to continue our technological innovation and protect our intellectual property, including patents, trade secrets, copyrights, and know-how. We are currently engaged in litigation to enforce our intellectual property rights, and associated expenses have been, and are expected to remain, material and have adversely affected our operating results. We cannot assure that the steps we have taken to protect our intellectual property will be adequate to prevent misappropriation, or that others will not develop competitive technologies or products. From time to time, we have received, and we may receive in the future, communications alleging possible infringement of patents or other intellectual property rights of others. Costly litigation may be necessary to enforce our intellectual property rights or to defend us against claimed infringement. The failure to obtain necessary licenses and other rights, and/or litigation arising out of infringement claims could cause us to lose market share and harm our business.

As our patents expire, we will lose intellectual property protection previously afforded by those patents. Additionally, the laws of some foreign countries in which our technology is or may in the future be licensed may not protect our intellectual property rights to the same extent as the laws of the United States, thus limiting the protections applicable to our technology.

*Fluctuations in exchange rates, particularly the exchange rate between the U.S. dollar and the Japanese yen, may impact our gross margin.* The contract prices to purchase wafers from OKI are denominated in Japanese yen, and the contract prices to purchase wafers from Epson is denominated in U.S. dollars. The agreements with these vendors allow for mutual sharing of the impact of the exchange rate fluctuation between Japanese yen and the U.S. dollar. Nevertheless, changes in the exchange rate between the U.S. dollar and the Japanese yen could subject our gross profit and operating results to the potential for material fluctuations.

*We are being audited by the Internal Revenue Service which is asserting that we owe additional taxes relating to a number of items, and if we are not successful in defending our position we may be obligated to pay additional taxes, as well as penalties and interest, and may also have a higher effective income tax rate in the future.* Our operations are subject to income and transaction taxes in the United States and in multiple foreign jurisdictions and to review or audit by the IRS and state, local and foreign tax authorities. In connection with an IRS audit of our United States federal income tax returns for fiscal years 2002 and 2003, the IRS proposed a material adjustment related to our research and development cost-sharing arrangement. We are disputing the proposed adjustment, but at the request of the IRS, we agreed to rollover the disputed proposed adjustment into the audit of our United States Federal income tax returns for fiscal years 2004 through 2006, which are currently under audit. While the IRS has not completed its audit for these years, we anticipate that it will again propose an adjustment related to our research and development cost-sharing arrangement. Resolution of this matter could take considerable time, possibly years.



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We believe the IRS's position with respect to the proposed adjustment related to our research and development cost-sharing arrangement is inconsistent with applicable tax law, and that we have a meritorious defense to our position. Accordingly, we intend to continue to challenge the IRS's position on this matter vigorously. While we believe the IRS's asserted position on this matter is not supported by applicable law, we may be required to make additional payments in order to resolve this matter. If this matter is litigated and the IRS is able to successfully sustain its position, our results of operations and financial condition could be materially and adversely affected.

*Securities laws and regulations, including potential risk resulting from our evaluation of internal controls under the Sarbanes-Oxley Act of 2002, will continue to impact our results.* Complying with the requirements of the Sarbanes-Oxley Act of 2002 and NASDAQ's conditions for continued listing have imposed significant legal and financial compliance costs, and are expected to continue to impose significant costs and management burden on us. These rules and regulations also may make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These rules and regulations could also make it more difficult for us to attract and retain qualified executive officers and members of our board of directors, particularly qualified members to serve on our audit committee.

Additionally, because these laws, regulations and standards promulgated by the Sarbanes-Oxley Act are subject to varying interpretations, their application in practice may evolve over time as new guidance becomes available. This evolution may result in continuing uncertainty regarding compliance matters and additional costs necessitated by ongoing revisions to our disclosure and governance practices.

*If we do not prevail in our litigation, we will have expended significant financial resources, potentially without any benefit, and may also suffer the loss of rights to use certain technologies.* We are currently involved in patent litigation and the outcome of this litigation is uncertain. See Note 11, Legal Proceedings, in Notes to Condensed Consolidated Financial Statements in Item 1 of Part I. In one of our patent suits the infringing company has been found to infringe four of our patents and those patents have been found valid by a jury and enforceable by the Court, there can be no assurance that we will be successful in obtaining financial damages or injunctive relief against infringing products. Moreover, should we ultimately lose on counterclaims for patent infringement, or if an injunction is issued against us while an appeal is pending on those claims, such result could have an adverse impact on our ability to sell products found to be infringing, either directly or indirectly. In the event of an adverse outcome, we may be required to pay substantial damages, stop our manufacture, use, sale, or importation of infringing products, or obtain licenses to the intellectual property we are found to have infringed. We have also incurred, and expect to continue to incur, significant legal costs in conducting these lawsuits, and our involvement in this litigation and any future intellectual property litigation could adversely affect sales and divert the efforts and attention of our technical and management personnel, whether or not such litigation is resolved in our favor. Thus, even if we are successful in these lawsuits, the benefits of this success may fail to outweigh the significant legal costs we will have incurred.

*Because the sales cycle for our products can be lengthy, we may incur substantial expenses before we generate significant revenues, if any.* Our products are generally incorporated into a customer's products at the design stage. However, customer decisions to use our products, commonly referred to as design wins, can often require us to expend significant research and development and sales and marketing resources without any assurance of success. These significant research and development and sales and marketing resources often precede volume sales, if any, by a year or more. The value of any design win will largely depend upon the commercial success of the customer's product. We cannot assure that we will continue to achieve design wins or that any design win will result in future revenues. If a customer decides at the design stage not to incorporate our products into its product, we may not have another opportunity for a design win with respect to that product for many months or years.

*Our products must meet exacting specifications, and undetected defects and failures may occur which may cause customers to return or stop buying our products.* Our customers generally establish demanding specifications for quality, performance and reliability, and our products must meet these specifications. ICs as complex as those we sell often encounter development delays and may contain undetected defects or failures when first introduced or after commencement of commercial shipments. We have from time to time in the past experienced product quality, performance or reliability problems. If defects and failures occur in our products, we could experience lost revenue, increased costs, including warranty expense and costs associated with customer support and customer expenses, delays in or cancellations or rescheduling of orders or shipments and product returns or discounts, any of which would harm our operating results.

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*Our international sales activities account for a substantial portion of our net revenues, which subjects us to substantial risks. Sales to customers outside of the Americas account for, and have accounted for a large portion of our net revenues, including approximately 95% of our net revenues for the nine months ended September 30, 2010, and 95% of our net revenues for the year ended December 31, 2009. If our international sales declined and we were unable to increase domestic sales, our revenues would decline and our operating results would be harmed. International sales involve a number of risks to us, including:*

potential insolvency of international distributors and representatives;

reduced protection for intellectual property rights in some countries;

the impact of recessionary environments in economies outside the United States;

tariffs and other trade barriers and restrictions;

the burdens of complying with a variety of foreign and applicable U.S. Federal and state laws; and

foreign-currency exchange risk.

Our failure to adequately address these risks could reduce our international sales and materially adversely affect our operating results. Furthermore, because substantially all of our foreign sales are denominated in U.S. dollars, increases in the value of the dollar cause the price of our products in foreign markets to rise, making our products more expensive relative to competing products priced in local currencies.

*If our efforts to enhance existing products and introduce new products are not successful, we may not be able to generate demand for our products. Our success depends in significant part upon our ability to develop new ICs for high-voltage power conversion for existing and new markets, to introduce these products in a timely manner and to have these products selected for design into products of leading manufacturers. New product introduction schedules are subject to the risks and uncertainties that typically accompany development and delivery of complex technologies to the market place, including product development delays and defects. If we fail to develop and sell new products in a timely manner, our net revenues could decline.*

In addition, we cannot be sure that we will be able to adjust to changing market demands as quickly and cost-effectively as necessary to compete successfully. Furthermore, we cannot assure that we will be able to introduce new products in a timely and cost-effective manner or in sufficient quantities to meet customer demand or that these products will achieve market acceptance. Our failure, or our customers' failure, to develop and introduce new products successfully and in a timely manner would harm our business. In addition, customers may defer or return orders for existing products in response to the introduction of new products. When a potential liability exists we will maintain reserves for customer returns, however we cannot assure that these reserves will be adequate.

*If our products do not penetrate additional markets, our business will not grow as we expect. We believe that our future success depends in part upon our ability to penetrate additional markets for our products. We cannot assure that we will be able to overcome the marketing or technological challenges necessary to penetrate additional markets. To the extent that a competitor penetrates additional markets before we do, or takes market share from us in our existing markets, our net revenues and financial condition could be materially adversely affected.*

*We must attract and retain qualified personnel to be successful and competition for qualified personnel is intense in our market. Our success depends to a significant extent upon the continued service of our executive officers and other key management and technical personnel, and on our ability to continue to attract, retain and motivate qualified personnel, such as experienced analog design engineers and systems applications engineers. The competition for these employees is intense, particularly in Silicon Valley. The loss of the services of one or more of our engineers, executive officers or other key personnel could harm our business. In addition, if one or more of these individuals leaves our employ,*

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and we are unable to quickly and efficiently replace those individuals with qualified personnel who can smoothly transition into their new roles, our business may suffer. We do not have long-term employment contracts with, and we do not have in place key person life insurance policies on, any of our employees.

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*Changes in environmental laws and regulations may increase our costs related to obsolete products in our existing inventory. Changing environmental regulations and the timetable to implement them continue to impact our customers' demand for our products. As a result there could be an increase in our inventory obsolescence costs for products manufactured prior to our customers' adoption of new regulations. Currently we have limited visibility into our customers' strategies to implement these changing environmental regulations into their business. The inability to accurately determine our customers' strategies could increase our inventory costs related to obsolescence.*

*In the event of an earthquake, terrorist act or other disaster, our operations may be interrupted and our business would be harmed. Our principal executive offices and operating facilities situated near San Francisco, California, and most of our major suppliers, which are wafer foundries and assembly houses, are located in areas that have been subject to severe earthquakes. Many of our suppliers are also susceptible to other disasters such as tropical storms, typhoons or tsunamis. In the event of a disaster, we or one or more of our major suppliers may be temporarily unable to continue operations and may suffer significant property damage. Any interruption in our ability or that of our major suppliers to continue operations at our facilities could delay the development and shipment of our products.*

Like other U.S. companies, our business and operating results are subject to uncertainties arising out of economic consequences of current and potential military actions or terrorist activities and associated political instability, and the impact of heightened security concerns on domestic and international travel and commerce. These uncertainties could also lead to delays or cancellations of customer orders, a general decrease in corporate spending or our inability to effectively market and sell our products. Any of these results could substantially harm our business and results of operations, causing a decrease in our revenues.

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

On May 14, 2009, we announced that our board of directors had authorized the use of up to \$25 million for the repurchase of shares of our common stock. From May 14, 2009 to December 31, 2009, we purchased 496,468 shares of our common stock for approximately \$11.0 million. In the first two quarters of 2010 we purchased 395,915 shares of our common stock for approximately \$14.0 million (including fees), concluding this repurchase program.

### ITEM 5. OTHER INFORMATION

On October 29, 2010, we entered into an amendment ( the Amendment ) of our Executive Officer Benefits Agreement ( the Agreement ) with Sandeep Nayyar, our Chief Financial officer. Consistent with the terms of the executive officer benefits agreement with our prior chief financial officer, Bill Roeschlein, the Amendment makes Mr. Nayyar eligible to receive the benefits conferrable upon a change of control of Power Integrations pursuant to the Agreement during the first year of Mr. Nayyar's continuous service to Power Integrations as an executive officer. All other provisions of the Agreement remain in full force and effect as previously filed with the Securities and Exchange Commission.

### ITEM 6. EXHIBITS

See the Exhibit Index immediately following the signature page to this Quarterly Report on Form 10-Q, which is incorporated by reference here.

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**SIGNATURES**

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

POWER INTEGRATIONS, INC.

Dated: November 3, 2010

By: /s/ SANDEEP NAYYAR  
Sandeep Nayyar

Chief Financial Officer (Duly Authorized Officer and Principal  
Financial Officer and Chief Accounting Officer)



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<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
3.1	Restated Certificate of Incorporation. (As filed with the SEC as Exhibit 3.1 to our Annual Report on Form 10-K on March 16, 1999, SEC File No. 000-23441.)
3.2	Certificate of Amendment to Restated Certificate of Incorporation. (As filed with the SEC as Exhibit 3.3 to our Annual Report on Form 10-K on March 22, 2002, SEC File No. 000-23441.)
3.3	Form of Certificate of Designation, Preferences and Rights of the Terms of the Series A Preferred Stock filed as Exhibit A to the Form of Rights Agreement between us and BankBoston N.A., dated February 24, 1999. (As filed with the SEC as Exhibit 1 to our Current Report on Form 8-K on March 12, 1999, SEC File No. 000-23441.)
3.4	Certificate of Amendment to Restated Certificate of Incorporation. (As filed with the SEC as Exhibit 3.1 to our Current Report on Form 8-K on November 9, 2007, SEC File No. 000-23441.)
3.5	Amended and Restated Bylaws. (As filed with the SEC as Exhibit 3.2 to our Current Report on Form 8-K on November 9, 2007, SEC File No. 000-23441.)
4.1	Reference is made to Exhibits 3.1 to 3.5.
10.1	Executive Officer Benefits Agreement, dated July 22, 2010, between Power Integrations, Inc. and Sandeep Nayyar. (As filed with the SEC as Exhibit 10.3 to our Quarterly Report on Form 10-Q on August 6, 2010, SEC File No. 000-23441.)
10.2	Form of Restricted Stock Unit Grant Notice and Form of Restricted Stock Unit Award Agreement for executive officers. (As filed with the SEC as Exhibit 10.6 to our Quarterly Report on Form 10-Q on August 6, 2010, SEC File No. 000-23441.)
10.3	Outside Director Cash Compensation Arrangements.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
32.2	Certification of Chief Financial Officer 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 Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

All references in the table above to previously filed documents or descriptions are incorporating those documents and descriptions by reference thereto.

\*\* The certifications attached as Exhibits 32.1 and 32.2 accompany this Form 10-Q, are not deemed filed with the SEC, and are not to be incorporated by reference into any filing of Power Integrations, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Form 10-Q, irrespective of any general incorporation language contained in such filing

