

QUALCOMM INC/DE  
Form 10-Q  
May 01, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark one)

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

For the quarterly period ended March 31, 2019

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 0-19528

QUALCOMM Incorporated  
(Exact name of registrant as specified in its charter)  
Delaware 95-3685934  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

5775 Morehouse Dr., San Diego, California 92121-1714  
(Address of Principal Executive Offices) (Zip Code)  
(858) 587-1121  
(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 has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated  Accelerated  Non-accelerated  Smaller reporting  Emerging growth   
filer filer filer company company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The number of shares outstanding of each of the issuer's classes of common stock, as of the close of business on April 29, 2019, was as follows:

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| Class                                      | Number of Shares |
|--------------------------------------------|------------------|
| Common Stock, \$0.0001 per share par value | 1,215,698,926    |

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QUALCOMM Incorporated  
 Form 10-Q  
 For the Quarter Ended March 31, 2019

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## PART I. FINANCIAL INFORMATION

## ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## QUALCOMM

Incorporated

CONDENSED

CONSOLIDATED

BALANCE

SHEETS

(In millions, except  
per share data)

(Unaudited)

|                                                                                                                                            | March 31,<br>2019 | September 30,<br>2018 |
|--------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-----------------------|
| <b>ASSETS</b>                                                                                                                              |                   |                       |
| Current assets:                                                                                                                            |                   |                       |
| Cash and cash equivalents                                                                                                                  | \$ 10,135         | \$ 11,777             |
| Marketable securities                                                                                                                      | 195               | 311                   |
| Accounts receivable, net                                                                                                                   | 3,638             | 2,904                 |
| Inventories                                                                                                                                | 1,725             | 1,693                 |
| Other current assets                                                                                                                       | 631               | 699                   |
| Total current assets                                                                                                                       | 16,324            | 17,384                |
| Deferred tax assets                                                                                                                        | 3,832             | 936                   |
| Property, plant and equipment, net                                                                                                         | 2,945             | 2,975                 |
| Goodwill                                                                                                                                   | 6,299             | 6,498                 |
| Other intangible assets, net                                                                                                               | 2,510             | 2,955                 |
| Other assets                                                                                                                               | 2,113             | 1,970                 |
| Total assets                                                                                                                               | \$ 34,023         | \$ 32,718             |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                                                                                                |                   |                       |
| Current liabilities:                                                                                                                       |                   |                       |
| Trade accounts payable                                                                                                                     | \$ 1,667          | \$ 1,825              |
| Payroll and other benefits related liabilities                                                                                             | 633               | 1,081                 |
| Unearned revenues                                                                                                                          | 478               | 500                   |
| Short-term debt                                                                                                                            | 998               | 1,005                 |
| Other current liabilities                                                                                                                  | 6,741             | 6,978                 |
| Total current liabilities                                                                                                                  | 10,517            | 11,389                |
| Unearned revenues                                                                                                                          | 1,330             | 1,620                 |
| Income taxes payable                                                                                                                       | 1,849             | 2,312                 |
| Long-term debt                                                                                                                             | 15,405            | 15,365                |
| Other liabilities                                                                                                                          | 1,056             | 1,225                 |
| Total liabilities                                                                                                                          | 30,157            | 31,911                |
| Commitments and contingencies (Note 6)                                                                                                     |                   |                       |
| Stockholders' equity:                                                                                                                      |                   |                       |
| Preferred stock, \$0.0001 par value; 8 shares authorized; none outstanding                                                                 | —                 | —                     |
| Common stock and paid-in capital, \$0.0001 par value; 6,000 shares authorized; 1,214 and 1,219 shares issued and outstanding, respectively | 384               | —                     |

|                                            |           |           |
|--------------------------------------------|-----------|-----------|
| Retained earnings                          | 3,309     | 542       |
| Accumulated other comprehensive income     | 173       | 265       |
| Total stockholders' equity                 | 3,866     | 807       |
| Total liabilities and stockholders' equity | \$ 34,023 | \$ 32,718 |

See  
accompanying  
notes.

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QUALCOMM  
 Incorporated  
 CONDENSED  
 CONSOLIDATED  
 STATEMENTS OF  
 OPERATIONS  
 (In millions, except  
 per share data)  
 (Unaudited)

|                                        | Three Months<br>Ended |                   | Six Months Ended |                   |
|----------------------------------------|-----------------------|-------------------|------------------|-------------------|
|                                        | March 31<br>2019      | March 25,<br>2018 | March 31<br>2019 | March 25,<br>2018 |
| Revenues:                              |                       |                   |                  |                   |
| Equipment and services                 | \$3,753               | \$ 3,936          | \$7,506          | \$ 8,639          |
| Licensing                              | 1,229                 | 1,284             | 2,318            | 2,616             |
| Total revenues                         | 4,982                 | 5,220             | 9,824            | 11,255            |
| Costs and expenses:                    |                       |                   |                  |                   |
| Cost of revenues                       | 2,179                 | 2,239             | 4,367            | 4,902             |
| Research and development               | 1,308                 | 1,402             | 2,577            | 2,822             |
| Selling, general and administrative    | 573                   | 869               | 1,100            | 1,641             |
| Other                                  | (18 )                 | 310               | 130              | 1,493             |
| Total costs and expenses               | 4,042                 | 4,820             | 8,174            | 10,858            |
| Operating income                       | 940                   | 400               | 1,650            | 397               |
| Interest expense                       | (162 )                | (179 )            | (317 )           | (350 )            |
| Investment and other income, net       | 28                    | 96                | 33               | 211               |
| Income before income taxes             | 806                   | 317               | 1,366            | 258               |
| Income tax (expense) benefit           | (143 )                | 13                | 365              | (5,911 )          |
| Net income (loss)                      | \$663                 | \$ 330            | \$1,731          | \$ (5,653 )       |
| Basic earnings (loss) per share        | \$0.55                | \$ 0.22           | \$1.43           | \$ (3.82 )        |
| Diluted earnings (loss) per share      | \$0.55                | \$ 0.22           | \$1.42           | \$ (3.82 )        |
| Shares used in per share calculations: |                       |                   |                  |                   |
| Basic                                  | 1,213                 | 1,482             | 1,213            | 1,479             |
| Diluted                                | 1,217                 | 1,494             | 1,220            | 1,479             |
| See<br>accompanying<br>notes.          |                       |                   |                  |                   |

QUALCOMM  
 Incorporated  
 CONDENSED  
 CONSOLIDATED  
 STATEMENTS OF  
 COMPREHENSIVE  
 INCOME (LOSS)  
 (In millions)  
 (Unaudited)

|                                                                                                                    | Three Months<br>Ended |                   | Six Months Ended  |                   |
|--------------------------------------------------------------------------------------------------------------------|-----------------------|-------------------|-------------------|-------------------|
|                                                                                                                    | March 31,<br>2019     | March 25,<br>2018 | March 31,<br>2019 | March 25,<br>2018 |
| Net income (loss)                                                                                                  | \$663                 | \$ 330            | \$1,731           | \$(5,653 )        |
| Other comprehensive (loss) income, net of income taxes:                                                            |                       |                   |                   |                   |
| Foreign currency translation (losses) gains                                                                        | (17 )                 | 178               | (41 )             | 173               |
| Reclassification of foreign currency translation (gains) losses included in net income (loss)                      | (2 )                  | —                 | 1                 | —                 |
| Reclassification of net other-than-temporary losses on available-for-sale securities included in net income (loss) | —                     | —                 | —                 | 1                 |
| Net unrealized losses on other available-for-sale securities                                                       | (1 )                  | (5 )              | (6 )              | (1 )              |
| Reclassification of net realized gains on available-for-sale securities included in net income (loss)              | —                     | (8 )              | (1 )              | (9 )              |
| Net unrealized (losses) gains on derivative instruments                                                            | —                     | (7 )              | 16                | (6 )              |
| Reclassification of net realized (gains) losses on derivative instruments included in net income (loss)            | (1 )                  | 2                 | (2 )              | 3                 |
| Other losses                                                                                                       | (8 )                  | —                 | (8 )              | —                 |
| Total other comprehensive (loss) income                                                                            | (29 )                 | 160               | (41 )             | 161               |
| Comprehensive income (loss)                                                                                        | \$634                 | \$ 490            | \$1,690           | \$(5,492 )        |

See  
 accompanying  
 notes.

QUALCOMM  
 Incorporated  
 CONDENSED  
 CONSOLIDATED  
 STATEMENTS OF  
 CASH FLOWS  
 (In millions)  
 (Unaudited)

|                                                                                          | Six Months Ended |            |
|------------------------------------------------------------------------------------------|------------------|------------|
|                                                                                          | March 31,        | March 25,  |
|                                                                                          | 2019             | 2018       |
| Operating Activities:                                                                    |                  |            |
| Net income (loss)                                                                        | \$1,731          | \$(5,653 ) |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: |                  |            |
| Depreciation and amortization expense                                                    | 698              | 751        |
| Income tax provision (less than) in excess of income tax payments                        | (958 )           | 5,466      |
| Non-cash portion of share-based compensation expense                                     | 452              | 470        |
| Net gains on marketable securities and other investments                                 | (9 )             | (73 )      |
| Indefinite and long-lived asset impairment charges                                       | 203              | 33         |
| Impairment losses on marketable securities and other investments                         | 69               | 20         |
| Other items, net                                                                         | (190 )           | 52         |
| Changes in assets and liabilities:                                                       |                  |            |
| Accounts receivable, net                                                                 | 200              | 94         |
| Inventories                                                                              | (49 )            | 243        |
| Other assets                                                                             | 25               | 58         |
| Trade accounts payable                                                                   | (173 )           | (511 )     |
| Payroll, benefits and other liabilities                                                  | (727 )           | 1,453      |
| Unearned revenues                                                                        | (122 )           | (125 )     |
| Net cash provided by operating activities                                                | 1,150            | 2,278      |
| Investing Activities:                                                                    |                  |            |
| Capital expenditures                                                                     | (322 )           | (411 )     |
| Purchases of debt and equity marketable securities                                       | —                | (5,758 )   |
| Proceeds from sales and maturities of debt and equity marketable securities              | 92               | 7,659      |
| Acquisitions and other investments, net of cash acquired                                 | (118 )           | (170 )     |
| Proceeds from other investments                                                          | 39               | 159        |
| Other items, net                                                                         | 48               | 2          |
| Net cash (used) provided by investing activities                                         | (261 )           | 1,481      |
| Financing Activities:                                                                    |                  |            |
| Proceeds from short-term debt                                                            | 3,297            | 5,563      |
| Repayment of short-term debt                                                             | (3,303 )         | (4,330 )   |
| Proceeds from issuance of common stock                                                   | 177              | 335        |
| Repurchases and retirements of common stock                                              | (1,019 )         | (425 )     |
| Dividends paid                                                                           | (1,502 )         | (1,689 )   |
| Payments of tax withholdings related to vesting of share-based awards                    | (143 )           | (196 )     |
| Payment of purchase consideration related to RF360 joint venture                         | —                | (115 )     |
| Other items, net                                                                         | (38 )            | (17 )      |
| Net cash used by financing activities                                                    | (2,531 )         | (874 )     |
| Effect of exchange rate changes on cash and cash equivalents                             | —                | 32         |
| Net (decrease) increase in total cash and cash equivalents                               | (1,642 )         | 2,917      |



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|                                                        |          |          |
|--------------------------------------------------------|----------|----------|
| Total cash and cash equivalents at beginning of period | 11,777   | 37,029   |
| Total cash and cash equivalents at end of period       | \$10,135 | \$39,946 |

Reconciliation to the condensed consolidated balance sheets

|                                                                          |          |          |
|--------------------------------------------------------------------------|----------|----------|
| Cash and cash equivalents                                                | \$10,135 | \$37,946 |
| Restricted cash and restricted cash equivalents included in other assets | —        | 2,000    |
| Total cash and cash equivalents at end of period                         | \$10,135 | \$39,946 |

See accompanying notes.

QUALCOMM  
 Incorporated  
 CONDENSED  
 CONSOLIDATED  
 STATEMENTS OF  
 STOCKHOLDERS'  
 EQUITY  
 (In millions, except  
 per share data)  
 (Unaudited)

|                                                                               | Three Months<br>Ended |                      | Six Months Ended     |                      |
|-------------------------------------------------------------------------------|-----------------------|----------------------|----------------------|----------------------|
|                                                                               | March<br>31,<br>2019  | March<br>25,<br>2018 | March<br>31,<br>2019 | March<br>25,<br>2018 |
| Total stockholders' equity, beginning balance                                 | \$3,617               | \$23,872             | \$807                | \$30,725             |
| Common stock and paid-in capital:                                             |                       |                      |                      |                      |
| Balance at beginning of period                                                | —                     | 265                  | —                    | 274                  |
| Common stock issued under employee benefit plans and the related tax benefits | 150                   | 201                  | 177                  | 343                  |
| Repurchases and retirements of common stock                                   | —                     | (200)                | (136)                | (425)                |
| Share-based compensation                                                      | 237                   | 233                  | 486                  | 499                  |
| Tax withholdings related to vesting of share-based payments                   | (3)                   | (4)                  | (143)                | (196)                |
| Balance at end of period                                                      | 384                   | 495                  | 384                  | 495                  |
| Retained earnings:                                                            |                       |                      |                      |                      |
| Balance at beginning of period                                                | 3,415                 | 23,222               | 542                  | 30,067               |
| Cumulative effect of accounting changes (Note 1)                              | —                     | —                    | 3,455                | —                    |
| Net income (loss)                                                             | 663                   | 330                  | 1,731                | (5,653)              |
| Repurchases and retirements of common stock                                   | —                     | —                    | (883)                | —                    |
| Dividends                                                                     | (769)                 | (857)                | (1,536)              | (1,719)              |
| Balance at end of period                                                      | 3,309                 | 22,695               | 3,309                | 22,695               |
| Accumulated other comprehensive income:                                       |                       |                      |                      |                      |
| Balance at beginning of period                                                | 202                   | 385                  | 265                  | 384                  |
| Cumulative effect of accounting changes (Note 1)                              | —                     | —                    | (51)                 | —                    |
| Other comprehensive (loss) income                                             | (29)                  | 160                  | (41)                 | 161                  |
| Balance at end of period                                                      | 173                   | 545                  | 173                  | 545                  |
| Total stockholders' equity, ending balance                                    | \$3,866               | \$23,735             | \$3,866              | \$23,735             |
| Dividends per share announced                                                 | \$0.62                | \$0.57               | \$1.24               | \$1.14               |

See accompanying notes.

QUALCOMM  
 Incorporated  
 NOTES TO  
 CONDENSED  
 CONSOLIDATED  
 FINANCIAL  
 STATEMENTS  
 (Unaudited)

Note 1. Basis of Presentation and Significant Accounting Policies Update

Financial Statement Preparation. These condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and the instructions to Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, the interim financial information includes all normal recurring adjustments necessary for a fair statement of the results for the interim periods. These condensed consolidated financial statements are unaudited and should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended September 30, 2018. Operating results for interim periods are not necessarily indicative of operating results for an entire fiscal year. We operate and report using a 52-53 week fiscal year ending on the last Sunday in September. Each of the three-month and six-month periods ended March 31, 2019 and March 25, 2018 included 13 weeks and 26 weeks, respectively.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts and the disclosure of contingent amounts in our condensed consolidated financial statements and the accompanying notes. Actual results could differ from those estimates. Certain prior year amounts have been reclassified to conform to the current year presentation.

Revision of Prior Period Financial Statements. As previously disclosed, in connection with the preparation of our condensed consolidated financial statements for the three months ended December 30, 2018, we identified an immaterial error related to the recognition of certain royalty revenues of our QTL (Qualcomm Technology Licensing) segment in the quarterly and annual periods in fiscal 2018 and third and fourth quarters and annual period in fiscal 2017. In accordance with SAB No. 99, "Materiality," and SAB No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements," we evaluated the error and determined that the related impact was not material to our financial statements for any prior annual or interim period, but that correcting the cumulative impact of the error would be significant to our results of operations for the three months ended December 30, 2018. Accordingly, we have revised previously reported financial information for such immaterial error, as previously disclosed in our Quarterly Report on Form 10-Q for the fiscal quarter ended December 30, 2018. A summary of revisions to certain previously reported financial information presented herein for comparative purposes is included in Note 11. We will also correct previously reported financial information for such immaterial error in our future filings, as applicable.

Earnings (Loss) Per Common Share. Basic earnings (loss) per common share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the reporting period. Diluted earnings per share is computed by dividing net income by the combination of dilutive common share equivalents, comprised of shares issuable under our share-based compensation plans and shares subject to accelerated share repurchase agreements, if any, and the weighted-average number of common shares outstanding during the reporting period. Due to the net loss for the six months ended March 25, 2018, all of the common share equivalents issuable under share-based compensation plans had an anti-dilutive effect and were therefore excluded from the computation of diluted loss per share. The following table provides information about the diluted earnings (loss) per share calculation (in millions):

|  | Three Months<br>Ended | Six Months<br>Ended |
|--|-----------------------|---------------------|
|--|-----------------------|---------------------|

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|                                                                                                                                                                         | March 2019 | March 25, 2018 | March 2019 | March 25, 2018 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----------------|------------|----------------|
| Dilutive common share equivalents included in diluted shares                                                                                                            | 3.8        | 12.2           | 7.0        | —              |
| Shares of common stock equivalents not included because the effect would be anti-dilutive or certain performance conditions were not satisfied at the end of the period | 17.2       | 0.1            | 14.4       | 44.9           |

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QUALCOMM  
 Incorporated  
 NOTES TO  
 CONDENSED  
 CONSOLIDATED  
 FINANCIAL  
 STATEMENTS  
 (Unaudited)

Share-Based Compensation. Total share-based compensation expense, related to all of our share-based awards, was comprised as follows (in millions):

|                                                      | Three Months<br>Ended<br>March 31,<br>2019 |        | Six Months<br>Ended<br>March 31,<br>2019 |        |
|------------------------------------------------------|--------------------------------------------|--------|------------------------------------------|--------|
|                                                      | 2019                                       | 2018   | 2019                                     | 2018   |
| Cost of revenues                                     | \$7                                        | \$ 10  | \$16                                     | \$ 21  |
| Research and development                             | 157                                        | 151    | 315                                      | 307    |
| Selling, general and administrative                  | 57                                         | 61     | 121                                      | 142    |
| Share-based compensation expense before income taxes | 221                                        | 222    | 452                                      | 470    |
| Related income tax benefit                           | (30 )                                      | (29 )  | (79 )                                    | (77 )  |
|                                                      | \$191                                      | \$ 193 | \$373                                    | \$ 393 |

At March 31, 2019, total unrecognized compensation expense related to nonvested restricted stock units granted prior to that date was \$1.4 billion, which is expected to be recognized over a weighted-average period of 2.2 years. At March 31, 2019, we had outstanding 30.4 million restricted stock units that contain only a service requirement and 3.1 million stock options that contain only a service requirement.

Recently Adopted Accounting Pronouncements.

Revenue Recognition: In May 2014, the Financial Accounting Standards Board (FASB) issued new accounting guidance related to revenue recognition (ASC 606), which outlines a comprehensive revenue recognition model and supersedes most current revenue recognition accounting guidance and requires increased disclosures. The new accounting guidance defines a five-step approach that requires a company to recognize revenue as control of goods or services transfers to a customer at an amount that reflects the expected consideration to be received in exchange for those goods or services. We adopted ASC 606 in the first quarter of fiscal 2019 using the modified retrospective transition method only to those contracts that were not completed as of October 1, 2018. We recognized the cumulative effect of initially applying the new revenue accounting guidance as an adjustment to opening retained earnings. Prior period results have not been restated and continue to be reported in accordance with the accounting guidance in effect for those periods (ASC 605). We have implemented new accounting policies, systems, processes and internal controls necessary to support the requirements of ASC 606.

Adoption of this new accounting guidance most significantly impacts the timing of sales-based royalty revenues, which are the vast majority of our QTL segment's revenues. Prior to adoption, we recognized sales-based royalties as revenues in the period in which such royalties were reported by licensees, which was after the conclusion of the quarter in which the licensees' sales occurred and when all other revenue recognition criteria had been met. Under the new accounting guidance, we estimate and recognize sales-based royalties in the period in which the associated sales occur, subject to certain constraints on our ability to estimate such amounts, resulting in an acceleration of revenue recognition compared to the historical method. Since we do not invoice for sales-based royalties estimated and recognized in any given quarter until after the conclusion of that quarter (which is generally the following quarter when such royalties are reported by licensees), revenues recognized from sales-based royalties results in unbilled receivables (included in accounts receivable, net on the consolidated balance sheet). The adoption of ASC 606 did not otherwise have a material impact.

The new accounting guidance also impacts the timing of recognizing certain customer incentives, which are recorded as a reduction to revenues in the period that the related revenues are earned. Prior to adoption, we accounted for

certain customer incentive arrangements, including volume-related and other pricing rebates or cost reimbursements for marketing and other activities involving certain of our products and technologies, in part based on the maximum potential liability. Under the new accounting guidance, we estimate the amount of all customer incentives.

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QUALCOMM  
 Incorporated  
 NOTES TO  
 CONDENSED  
 CONSOLIDATED  
 FINANCIAL  
 STATEMENTS  
 (Unaudited)

The following table summarizes the cumulative effects of adopting the new revenue accounting guidance (substantially all of which related to the impact to QTL's sales-based royalties) on our condensed consolidated balance sheet at October 1, 2018 (in millions):

|                            | Balance as of<br>September 30,<br>2018 | Adjustment | Opening<br>Balance<br>as of<br>October<br>1,<br>2018 |
|----------------------------|----------------------------------------|------------|------------------------------------------------------|
| <b>Assets</b>              |                                        |            |                                                      |
| Accounts receivable, net   | \$ 2,904                               | \$ 957     | \$ 3,861                                             |
| Other current assets       | 699                                    | 1          | 700                                                  |
| Deferred tax assets        | 936                                    | (98 )      | 838                                                  |
| Other assets               | 1,970                                  | 1          | 1,971                                                |
| <b>Liabilities</b>         |                                        |            |                                                      |
| Unearned revenues, current | \$ 500                                 | \$ 6       | \$ 506                                               |
| Other current liabilities  | 6,978                                  | 125        | 7,103                                                |
| Unearned revenues          | 1,620                                  | (110 )     | 1,510                                                |

**Stockholders' equity**

|                   |        |        |          |
|-------------------|--------|--------|----------|
| Retained earnings | \$ 542 | \$ 840 | \$ 1,382 |
|-------------------|--------|--------|----------|

The following tables summarize the impacts of adopting the new revenue accounting guidance on our condensed consolidated balance sheet and statements of operations (in millions):

|                             | As of March 31, 2019  |            |            |
|-----------------------------|-----------------------|------------|------------|
|                             | As<br>Reported<br>ASC | Adjustment | ASC<br>605 |
| <b>Balance Sheet</b>        |                       |            |            |
| <b>Assets</b>               |                       |            |            |
| Accounts receivable, net    | \$3,638               | \$ (851 )  | \$2,787    |
| Other current assets        | 631                   | (9 )       | 622        |
| Deferred tax assets         | 3,832                 | 45         | 3,877      |
| <b>Liabilities</b>          |                       |            |            |
| Unearned revenues, current  | \$478                 | \$ 304     | \$782      |
| Other current liabilities   | 6,741                 | (366 )     | 6,375      |
| Unearned revenues           | 1,330                 | 109        | 1,439      |
| <b>Stockholders' equity</b> |                       |            |            |
| Retained earnings           | \$3,309               | \$ (861 )  | \$2,448    |





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| Statements of Operations         | Three Months Ended<br>March 31, 2019 |            |            | Six Months Ended<br>March 31, 2019 |            |            |
|----------------------------------|--------------------------------------|------------|------------|------------------------------------|------------|------------|
|                                  | As<br>Reported<br>ASC<br>606         | Adjustment | ASC<br>605 | As<br>Reported<br>ASC<br>606       | Adjustment | ASC<br>605 |
| Revenues                         |                                      |            |            |                                    |            |            |
| Equipment and services           | \$3,753                              | \$ (55 )   | \$3,698    | \$7,506                            | \$ (70 )   | \$7,436    |
| Licensing                        | 1,229                                | (8 )       | 1,221      | 2,318                              | 43         | 2,361      |
| Investment and other income, net | 28                                   | (1 )       | 27         | 33                                 | 1          | 34         |
| Income tax (expense) benefit     | (143 )                               | 10         | (133 )     | 365                                | 4          | 369        |
| Net income                       | 663                                  | (54 )      | 609        | 1,731                              | (22 )      | 1,709      |

Adoption of the new accounting guidance had no impact to net cash provided (used) by operating, financing or investing activities on our condensed consolidated statement of cash flows for the six months ended March 31, 2019. Financial Assets: In January 2016, the FASB issued new accounting guidance on classifying and measuring financial instruments, which requires that all equity investments, other than equity-method investments, in unconsolidated entities generally be measured at fair value through earnings in the statement of operations. Additionally, it changes the disclosure requirements for financial instruments. We adopted the new accounting guidance in the first quarter of fiscal 2019 using the modified retrospective transition method for investments in marketable securities, which have readily determinable fair values, with the cumulative effect of applying the new accounting guidance recognized as an adjustment to opening retained earnings. Upon adoption, we reclassified \$50 million of unrealized gains, net of the associated tax effects, related to our investments in marketable securities from accumulated other comprehensive income to opening retained earnings. We have applied the prospective transition method for investments in non-marketable securities, which are investments in privately held companies that do not have readily determinable fair values and will recognize, through earnings, any unrealized gains that have accumulated in the period in which there is an observable transaction, if any.

Hedge Instruments: In August 2017, the FASB issued new accounting guidance that expands and refines hedge accounting for both financial and non-financial risks, aligns the recognition and presentation of the effects of hedging instruments and hedged items in the financial statements, and includes targeted improvements related to the assessment of hedge effectiveness. The new accounting guidance also modifies disclosure requirements for hedging activities. We adopted the new accounting guidance in the first quarter of 2019 using the modified retrospective transition method and recorded a negligible adjustment to opening retained earnings. The new accounting guidance did not have a material impact on our condensed consolidated financial statements.

Statement of Cash Flows: In August 2016, the FASB issued new accounting guidance related to the classification of certain cash receipts and cash payments in the statement of cash flows. We adopted the new accounting guidance in the first quarter of fiscal 2019 using the retrospective transition method for each period presented, which did not have a material impact on our condensed consolidated statements of cash flows.

In November 2016, the FASB issued new accounting guidance that requires companies to include restricted cash and cash equivalents as a component in total cash and cash equivalents on the statement of cash flows. As a result, the consolidated statement of cash flows no longer reflects transfers between cash and cash equivalents and restricted cash and cash equivalents. We adopted the new accounting guidance in the first quarter of fiscal 2019 using the

retrospective transition method, which results in certain amounts in fiscal 2018 being adjusted to conform to the new accounting guidance. This includes restricted cash and cash equivalents held during fiscal 2018 related to funds deposited as collateral for outstanding letters of credit in connection with a then proposed acquisition. Restricted cash and cash equivalents related to the outstanding letters of credit totaled \$2.0 billion at the end of the fourth quarter of fiscal 2017 and second quarter of fiscal 2018. There was no impact of this change on the activity presented on the condensed consolidated statement of cash flows for the six months ended March 25, 2018.

**Income Taxes:** In October 2016, the FASB issued new accounting guidance that changes the accounting for the income tax effects of intra-entity transfers of assets other than inventory. Under the new accounting guidance, the selling (transferring) entity is required to recognize a current tax expense or benefit upon transfer of the asset. Similarly, the purchasing (receiving) entity is required to recognize a deferred tax asset or deferred tax liability, as well as the related deferred tax benefit or expense, upon receipt of the asset. We adopted the new accounting guidance in the first quarter of fiscal 2019 using the modified retrospective transition method, with the cumulative effect of applying the new accounting

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guidance recognized as an adjustment to opening retained earnings of \$2.6 billion, primarily as the result of establishing a deferred tax asset on the basis difference of certain intellectual property distributed from one of our foreign subsidiaries to a subsidiary in the United States in fiscal 2018 (Note 3). The ongoing impact of this accounting guidance will be dependent on the facts and circumstances of any transactions within its scope.

Recent Accounting Pronouncements Not Yet Adopted.

**Leases:** In February 2016, the FASB issued new accounting guidance related to leases that outlines a comprehensive lease accounting model and supersedes the current lease accounting guidance. The new accounting guidance requires lessees to recognize lease liabilities and corresponding right-of-use assets for all leases with lease terms of greater than 12 months. It also changes the definition of a lease and expands the disclosure requirements of lease arrangements. We will adopt the new accounting guidance in the first quarter of fiscal 2020 and expect to use the modified retrospective approach and to elect certain practical expedients, with the cumulative effect of applying the new accounting guidance recognized as an adjustment to opening retained earnings as of the effective date. We are in the process of determining the effects the adoption will have on our consolidated financial statements.

**Financial Assets:** In June 2016, the FASB issued new accounting guidance that changes the accounting for recognizing impairments of financial assets. Under the new accounting guidance, credit losses for financial assets held at amortized cost will be estimated based on expected losses rather than the current incurred loss impairment model. The new accounting guidance also modifies the impairment model for available-for-sale debt securities. The new accounting guidance generally requires the modified retrospective transition method, with the cumulative effect of applying the new accounting guidance recognized as an adjustment to opening retained earnings in the year of adoption, except for certain financial assets where the prospective transition method is required, such as available-for-sale debt securities for which an other-than-temporary impairment has been recorded. We will adopt the new accounting guidance in the first quarter of fiscal 2021, and the impact of this new accounting guidance will largely depend on the composition and credit quality of our investment portfolio, as well as economic conditions at the time of adoption.

Accounting Policy Update.

**Revenue Recognition:** As a result of the adoption of ASC 606, we revised our revenue recognition policy beginning in fiscal 2019 as follows.

We derive revenues principally from sales of integrated circuit products and licensing of our intellectual property. We also generate revenues by performing software hosting, software development and other services and from other product sales. The timing of revenue recognition and the amount of revenue actually recognized in each case depends upon a variety of factors, including the specific terms of each arrangement and the nature of our performance obligations.

Revenues from sales of our products are recognized upon transfer of control to the customer, which is generally at the time of shipment. Revenues from providing services are typically recognized over time as our performance obligation is satisfied. Revenues from providing services were less than 5% of total revenues for all periods presented.

We grant licenses or otherwise provide rights to use portions of our intellectual property portfolio, which, among other rights, includes certain patent rights essential to and/or useful in the manufacture and sale of certain wireless products. Licensees pay royalties based on their sales of products incorporating or using our licensed intellectual property and may also pay a fixed license fee in one or more installments. Sales-based royalties are generally based upon a percentage of the wholesale (i.e., licensee's) selling price of complete licensed products, net of certain permissible deductions (including transportation, insurance, packing costs and other items). We broadly provide per unit royalty

caps that apply to certain categories of complete wireless devices, namely smartphones, tablets and laptops, which in general, effectively provide for a maximum royalty amount per device. We estimate and recognize sales-based royalties on such licensed products in the period in which the associated sales occur, subject to certain constraints on our ability to estimate such royalties. Our estimates of sales-based royalties are based largely on an assessment of the volume of devices supplied into the market that incorporate or use our licensed intellectual property. We estimate sales-based royalties taking into consideration the mix of such sales on a licensee-by-licensee basis, as well as the licensees' average wholesale prices of such products, and considers all information (historical, current and forecasted) that is reasonably available to us. Our licensees, however, do not report and pay royalties owed for sales in any given quarter until after the conclusion of that quarter, which is generally the following quarter. As a result of recognizing revenues in the period in which the licensees' sales occur using estimates, adjustments to revenues are required in subsequent periods to reflect changes in estimates as new information becomes available, primarily resulting from actual amounts reported by our licensees.

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License agreements that require payment of license fees contain a single performance obligation that represents ongoing access to a portfolio of intellectual property over the license term since such agreements provide the licensee the right to access a portfolio of intellectual property that exists at inception of the license agreement and to updates and new intellectual property that is added to the licensed portfolio during the term of the agreement that are highly interdependent or interrelated. Since we expect to expend efforts to develop and transfer updates to our licensed portfolio on an even basis, license fees are recognized as revenues on a straight-line basis over the estimated period of benefit of the license to the licensee.

We account for a contract with a customer/licensee when it is legally enforceable, the parties are committed to perform their respective obligations, the rights of the parties regarding the goods and/or services to be transferred are identified, payment terms are identified, the contract has commercial substance and collectability of substantially all of the consideration is probable.

From time to time, companies initiate various strategies to attempt to renegotiate, reduce and/or eliminate their need to pay royalties to us for the use of our intellectual property. Certain licensees have disputed, underreported, underpaid, not reported and/or not paid royalties owed to us under their license agreements with us or reported to us in a manner that is not in compliance with their contractual obligations, and such licensees may continue to do so in the future. In such cases, we estimate and recognize licensing revenues only when we have a contract, as defined in ASC 606, and to the extent it is probable that a significant reversal of cumulative revenues recognized will not occur. We analyze the risk of a significant revenue reversal considering both the likelihood and magnitude of the reversal and, if necessary, constrain the amount of estimated revenues recognized in order to mitigate this risk, which may result in recognizing revenues less than amounts contractually owed to us.

We measure revenues based on the amount of consideration we expect to receive in exchange for products or services. We record reductions to revenues for customer incentive arrangements, including volume-related and other pricing rebates and cost reimbursements for marketing and other activities involving certain of our products and technologies, in the period that the related revenues are earned. The charges for such arrangements are recorded as a reduction to accounts receivable, net or as other current liabilities based on whether we have the intent and contractual right of offset. Certain of these charges are considered variable consideration and are included in the transaction price primarily based on estimating the most likely amount expected to be provided to the customer/licensee.

Revenues recognized from sales of our products and sales-based royalties are generally included in accounts receivable, net (including unbilled receivables) based on our unconditional right to payment for satisfied or partially satisfied performance obligations.

We disaggregate our revenues by segment (Note 7) and type of product and services (as presented on our consolidated statement of operations), as we believe this best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by economic factors. Substantially all of QCT's revenues consist of equipment revenues that are recognized at a point in time, and substantially all of QTL's revenues represent licensing revenues that are recognized over time.

Revenues recognized from performance obligations satisfied (or partially satisfied) in previous periods were \$398 million and \$394 million for the three and six months ended March 31, 2019, respectively, and primarily relate to certain customer incentives, QTL royalty revenues recognized related to devices sold in prior periods and revenues related to a development contract with one of our equity method investees.

Unearned revenues (which are considered contract liabilities) consist primarily of license fees for intellectual property with continuing performance obligations. In the six months ended March 31, 2019, we recognized revenues of \$258

million that were recorded as unearned revenues at October 1, 2018.

Remaining performance obligations, substantially all of which are included in unearned revenues, represent the aggregate amount of the transaction price of certain customer contracts yet to be recognized as revenues as of the end of the reporting period and exclude revenues related to (a) contracts that have an original expected duration of one year or less and (b) sales-based royalties (i.e., future royalty revenues) pursuant to our license agreements. Our remaining performance obligations are primarily comprised of certain customer contracts for which QTL received license fees upfront. At March 31, 2019, we had \$1.8 billion of remaining performance obligations, of which \$235 million, \$470 million, \$423 million, \$416 million and \$193 million was expected to be recognized as revenues for the remainder of fiscal 2019 and each of the subsequent four years from fiscal 2020 through 2023, respectively, and \$77 million thereafter.

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Marketable Securities and Non-Marketable Securities: Prior to the adoption of the new accounting guidance in the first quarter of fiscal 2019, investments in marketable equity securities were generally classified as available-for-sale equity investments, with net unrealized gains or losses recorded as a component of accumulated other comprehensive income, net of income taxes. Beginning in fiscal 2019, all gains and losses on investments in marketable equity securities, realized and unrealized, are recognized in investment and other income, net.

Prior to the adoption of the new accounting guidance in the first quarter of fiscal 2019, investments in non-marketable equity securities were recorded at cost less impairment, if any, with any losses resulting from an impairment recognized in investment and other income, net. Beginning in fiscal 2019, investments in non-marketable equity securities are recorded at cost, less impairments (if any), adjusted for observable price changes in orderly transactions for identical or similar securities (if any). All gains and losses on investments in non-marketable equity securities, realized and unrealized, are recognized in investment and other income, net.

Note 2. Composition of Certain Financial Statement Items

Accounts Receivable (in millions)

|                                                                               | March 31, September 30, |          |
|-------------------------------------------------------------------------------|-------------------------|----------|
|                                                                               | 2019                    | 2018     |
| Trade, net of allowances for doubtful accounts of \$47 and \$56, respectively | \$ 2,430                | \$ 2,667 |
| Unbilled receivables                                                          | 1,196                   | 201      |
| Other                                                                         | 12                      | 36       |
|                                                                               | \$ 3,638                | \$ 2,904 |

The increase in unbilled receivables was primarily due to the adoption of ASC 606 (Note 1). Accounts receivable at March 31, 2019 and September 30, 2018 included approximately \$960 million related to the short payment in the second quarter of fiscal 2017 of royalties reported by and deemed collectible from Apple's contract manufacturers. This same amount was recorded in customer-related liabilities (in other current liabilities) for Apple, since we do not have the contractual right to offset these amounts. On April 16, 2019, we entered into settlement agreements with Apple and its contract manufacturers to dismiss all outstanding litigation between the parties, and as a result, these amounts were settled (Note 12).

Inventories (in millions)

|                 | March 31, September 30, |          |
|-----------------|-------------------------|----------|
|                 | 2019                    | 2018     |
| Raw materials   | \$ 79                   | \$ 72    |
| Work-in-process | 820                     | 715      |
| Finished goods  | 826                     | 906      |
|                 | \$ 1,725                | \$ 1,693 |

Equity Method and Non-marketable Equity Investments. The carrying values of our equity method and non-marketable equity investments are recorded in other noncurrent assets and were as follows (in millions):

|                                   | March 31, September 30, |          |
|-----------------------------------|-------------------------|----------|
|                                   | 2019                    | 2018     |
| Equity method investments         | \$ 354                  | \$ 402   |
| Non-marketable equity investments | 779                     | 650      |
|                                   | \$ 1,133                | \$ 1,052 |

In the second quarter of fiscal 2019, non-marketable debt and equity securities (non-cash consideration) with an aggregate fair value of \$98 million were received related to a development contract with one of our equity method investees. Since contract revenues were no longer constrained, such amount was recognized as revenues from a previously satisfied performance obligation in the second quarter of fiscal 2019. In addition, in the second quarter of fiscal 2019, non-marketable equity securities (non-cash consideration) with a fair value of \$53 million were received in connection with the sale of certain assets as part of the Cost Plan (Note 8).



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## Other Current Liabilities (in millions)

|                                                            | March 31, September 30, |          |
|------------------------------------------------------------|-------------------------|----------|
|                                                            | 2019                    | 2018     |
| Customer incentives and other customer-related liabilities | \$ 3,417                | \$ 3,500 |
| Accrual for EC fine (Note 6)                               | 1,137                   | 1,167    |
| Income taxes payable                                       | 428                     | 453      |
| RF360 Holdings put and call option                         | 1,145                   | 1,137    |
| Other                                                      | 614                     | 721      |
|                                                            | \$ 6,741                | \$ 6,978 |

Beginning on August 4, 2019, for a period of 60 days, we have the option to acquire (and the minority owner has the option to sell) the minority ownership interest in the RF360 Holdings joint venture for \$1.15 billion, and we expect one of such options to be exercised during this period. At March 31, 2019 and September 30, 2018, the accreted value of such amount was included in other current liabilities.

Accumulated Other Comprehensive Income. Changes in the components of accumulated other comprehensive income, net of income taxes, in stockholders' equity in the six months ended March 31, 2019 were as follows (in millions):

|                                                               | Foreign<br>Currency<br>Translation<br>Adjustment | Noncredit<br>Other-than-Temporary<br>Impairment<br>Losses and<br>Subsequent<br>Changes in<br>Fair Value for<br>Certain<br>Available-for-Sale<br>Debt Securities | Net<br>Unrealized<br>Gain (Loss)<br>on Other<br>Available-for-Sale<br>Securities | Net<br>Unrealized<br>(Loss) Gain on<br>Derivative<br>Instruments | Other<br>Gains | Total<br>Accumulated<br>Other<br>Comprehensive<br>Income |
|---------------------------------------------------------------|--------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|------------------------------------------------------------------|----------------|----------------------------------------------------------|
| Balance at September 30, 2018                                 | \$ 11                                            | \$ 23                                                                                                                                                           | \$ 243                                                                           | \$ (13 )                                                         | \$ 1           | \$ 265                                                   |
| Other comprehensive (loss) income before reclassifications    | (41 )                                            | —                                                                                                                                                               | (6 )                                                                             | 16                                                               | (8 )           | (39 )                                                    |
| Reclassifications from accumulated other comprehensive income | 1                                                | —                                                                                                                                                               | (51 )                                                                            | (3 )                                                             | —              | (53 )                                                    |
| Other comprehensive (loss) income                             | (40 )                                            | —                                                                                                                                                               | (57 )                                                                            | 13                                                               | (8 )           | (92 )                                                    |
| Balance at March 31, 2019                                     | \$ (29 )                                         | \$ 23                                                                                                                                                           | \$ 186                                                                           | \$ —                                                             | \$ (7 )        | \$ 173                                                   |

Reclassifications from accumulated other comprehensive income included adjustments of \$51 million to the opening retained earnings balance as a result of the adoption of new accounting guidance in the first quarter of fiscal 2019 related to financial instruments and hedge instruments (Note 1). Reclassifications from accumulated other comprehensive income (excluding adjustments to opening retained earnings) related to available-for-sale securities were negligible in the three and six months ended March 31, 2019 and March 25, 2018 and were recorded in investment and other income, net.

Other Income, Costs and Expenses. Other income in the three months ended March 31, 2019 included a \$43 million gain due to the partial recovery of a fine imposed in fiscal 2009 resulting from our appeal of the Korea Fair Trade

Commission (KFTC) decision (Note 6), partially offset by \$25 million in net restructuring and restructuring-related charges related to our Cost Plan (Note 8). Other expenses in the six months ended March 31, 2019 included \$204 million in net restructuring and restructuring-related charges related to our Cost Plan, partially offset by a \$43 million gain due to the partial recovery of a fine we previously paid to the KFTC and a \$31 million gain related to a favorable legal settlement.

Other expenses in the three months ended March 25, 2018 consisted of \$310 million in restructuring and restructuring-related charges related to our Cost Plan. Other expenses in the six months ended March 25, 2018 also included a \$1.2 billion charge related to the European Commission (EC) fine (Note 6).

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Investment and Other Income, Net (in millions)

|                                                                  | Three Months<br>Ended<br>March 25,<br>2019 |        | Six Months<br>Ended<br>March 25,<br>2018 |        |
|------------------------------------------------------------------|--------------------------------------------|--------|------------------------------------------|--------|
| Interest and dividend income                                     | \$80                                       | \$ 154 | \$155                                    | \$ 280 |
| Net gains (losses) on marketable securities                      | 40                                         | 3      | (33)                                     | 13     |
| Net gains on other investments                                   | 6                                          | 47     | 42                                       | 60     |
| Impairment losses on marketable securities and other investments | (60)                                       | (11)   | (69)                                     | (20)   |
| Net (losses) gains on derivative investments                     | (1)                                        | 10     | (9)                                      | 9      |
| Equity in net losses of investees                                | (36)                                       | (17)   | (58)                                     | (38)   |
| Net (losses) gains on foreign currency transactions              | (1)                                        | (90)   | 5                                        | (93)   |
|                                                                  | \$28                                       | \$ 96  | \$33                                     | \$ 211 |

Note 3. Income Taxes

The 2017 Tax Cuts and Jobs Act (the Tax Legislation) significantly revised the United States corporate income tax by, among other things, lowering the corporate income tax rate to 21% and imposing a one-time repatriation tax on deemed repatriated earnings and profits of U.S.-owned foreign subsidiaries (the Toll Charge). The Tax Legislation fundamentally changed the taxation of multinational entities, including a shift from a system of worldwide taxation with deferral to a hybrid territorial system, featuring a participation exemption regime with current taxation of certain foreign income, a minimum tax on low-taxed foreign earnings and new measures to deter base erosion and promote U.S. production. As a fiscal-year taxpayer, certain provisions of the Tax Legislation became effective starting at the beginning of fiscal 2019, including new taxes due on certain foreign income, such as GILTI (global intangible low-taxed income), BEAT (base-erosion and anti-abuse tax) and FDII (foreign-derived intangible income). In response to the Tax Legislation, we implemented certain tax restructuring in fiscal 2018 and 2019. As a result, without considering the effects of the agreements with Apple and its contract manufacturers signed in April 2019 (Note 12), substantially all of our income is in the U.S. and qualifies for preferential treatment as FDII, and the impact of GILTI and BEAT are negligible. Accordingly, our estimated annual effective tax rate for fiscal 2019 reflects the effects of these components of the Tax Legislation. Our annual effective tax rate for fiscal 2018 reflected a blended federal statutory rate of approximately 25%.

As a result of the Tax Legislation, in fiscal 2019, several of our foreign subsidiaries made tax elections to be treated as U.S. branches for federal income tax purposes (commonly referred to as “check-the-box” elections) effective beginning in fiscal 2018 and 2019. We believe that by treating these foreign subsidiaries as U.S. branches for federal income taxes, rather than controlled foreign corporations, we will significantly reduce the risk of being subject to GILTI and BEAT taxes. As a result of making these check-the-box elections in the first quarter of fiscal 2019, we recorded a tax benefit of \$570 million due to establishing new U.S. net deferred tax assets resulting from the difference between the GAAP basis and the U.S. federal tax carryover basis of the existing assets and liabilities of those foreign subsidiaries, primarily related to customer incentive liabilities that have not been deducted for tax purposes. Additionally, during fiscal 2018, one of our foreign subsidiaries distributed certain intellectual property to a U.S. subsidiary resulting in a difference between the GAAP basis and the U.S. federal tax basis of the distributed intellectual property. Upon adoption of new accounting guidance in the first quarter of fiscal 2019, we recorded a deferred tax asset of approximately \$2.6 billion, primarily related to the distributed intellectual property, with an adjustment to opening

retained earnings (Note 1).

Our second quarter of fiscal 2019 results reflected an estimated annual effective income tax rate of approximately 6% benefit for fiscal 2019, which included the impact of the tax benefit of \$570 million (which was recorded discretely in the first quarter) due to establishing new U.S. net deferred tax assets from making certain check-the-box elections and excluded the effects of the agreements with Apple and its contract manufacturers signed in April 2019. The estimated annual effective tax rate for fiscal 2019 also reflected benefits from our FDII deduction and research and development tax credits. The annual effective tax rate for fiscal 2018 was impacted by the combined effect of the Toll Charge, the remeasurement of deferred tax assets and liabilities and our decision to no longer indefinitely reinvest certain foreign earnings, all of which resulted from the Tax Legislation. The annual effective tax rate for fiscal 2018 was also impacted by the termination fee paid to NXP Semiconductors N.V. (NXP), the EC fine, settlement with the Taiwan Fair Trade Commission (TFTC), allocation of expenses to our U.S. operations and new Singapore tax incentives.

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The effective tax rate of 18% for the second quarter of fiscal 2019 was higher than the estimated annual effective tax rate of 6% benefit primarily due to the tax benefit of \$570 million, which was recorded discretely in the first quarter. Unrecognized tax benefits were \$228 million and \$217 million at March 31, 2019 and September 30, 2018, respectively. We believe that it is reasonably possible that the total amounts of unrecognized tax benefits at March 31, 2019 may increase or decrease in the next 12 months.

The United States Treasury Department has issued proposed regulations on several provisions of the Tax Legislation, including foreign tax credits, FDII, GILTI, BEAT and interest expense deduction limitations, which are expected to be finalized in the next several months. When finalized, these proposed regulations may adversely affect our provision for income taxes, results of operations and/or cash flows.

We are subject to income taxes in the United States and numerous foreign jurisdictions and are currently under examination by various tax authorities worldwide, most notably in countries where we earn a routine return and tax authorities believe substantial value-add activities are performed. These examinations are at various stages with respect to assessments, claims, deficiencies and refunds, many of which are open for periods after fiscal 2000. We continually assess the likelihood and amount of potential adjustments and adjust the income tax provision, income taxes payable and deferred taxes in the period in which the facts give rise to a revision become known. As of March 31, 2019, we believe that adequate amounts have been reserved for based on facts known. However, the final determination of tax audits and any related legal proceedings could materially differ from amounts reflected in our income tax provision and the related accruals.

Note 4. Capital Stock

Stock Repurchase Program. On July 26, 2018, we announced a stock repurchase program authorizing us to repurchase up to \$30 billion of our common stock. The stock repurchase program has no expiration date.

In September 2018, we entered into three accelerated share repurchase agreements (ASR Agreements) with three financial institutions under which we paid an aggregate of \$16.0 billion upfront and received an initial delivery of 178.4 million shares of our common stock, which were retired. The final number of shares to be repurchased will be based on the volume-weighted average stock price of our common stock during the terms of the transactions, less a discount and subject to adjustments pursuant to the terms and conditions of the ASR Agreements and will also be retired upon delivery to us. The ASR Agreements are scheduled to terminate in early September 2019, but may terminate earlier in certain circumstances. At settlement, one or more of the financial institutions may be required to deliver additional shares of common stock to us, or under certain circumstances, we may be required to deliver shares of common stock or make a cash payment to one or more of the financial institutions, with the method of settlement at our election.

In the six months ended March 31, 2019 and March 25, 2018, we repurchased and retired 16.8 million and 6.8 million shares for \$1.0 billion and \$425 million, respectively, before commissions. To reflect share repurchases in the consolidated balance sheet, we (i) reduce common stock for the par value of the shares, (ii) reduce paid-in capital for the amount in excess of par to zero during the quarter in which the shares are repurchased and (iii) record the residual amount to retained earnings, if any. At March 31, 2019, \$7.8 billion remained authorized for repurchase under our stock repurchase program.

Note 5. Debt

Revolving Credit Facility. We have an Amended and Restated Revolving Credit Facility (Revolving Credit Facility) that provides for unsecured revolving facility loans, swing line loans and letters of credit in an aggregate amount of up to \$5.0 billion, of which \$530 million and \$4.47 billion will expire in February 2020 and November 2021,

respectively. Proceeds from the Revolving Credit Facility, if drawn, are expected to be used for general corporate purposes. Loans under the Revolving Credit Facility will bear interest, at our option, at either the reserve-adjusted Eurocurrency Rate (determined in accordance with the Revolving Credit Facility) or the Base Rate (determined in accordance with the Revolving Credit Facility), in each case plus an applicable margin based on our long-term unsecured senior, non-credit enhanced debt ratings. The margins over the reserve-adjusted Eurocurrency Rate and the Base Rate will be 0.805% and 0.00% per annum, respectively. The Revolving Credit Facility has a facility fee, which accrues at a rate of 0.07% per annum. At March 31, 2019 and September 30, 2018, we had not borrowed any funds under the Revolving Credit Facility.

**Commercial Paper Program.** We have an unsecured commercial paper program, which provides for the issuance of up to \$5.0 billion of commercial paper. Net proceeds from this program are used for general corporate purposes.

Maturities of commercial paper can range from 1 day to up to 397 days. At March 31, 2019 and September 30, 2018, we had \$1.0 billion of outstanding commercial paper included in short-term debt with a weighted-average interest rate of 2.74% and 2.35%, respectively, which included fees paid to the commercial paper dealers, and weighted-average remaining days to maturity of

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29 days and 16 days, respectively. The carrying value of the outstanding commercial paper approximated its estimated fair value at March 31, 2019 and September 30, 2018.

Long-term Debt. The following table provides a summary of our long-term debt (in millions, except percentages):

|                                                                       | March 31, 2019 |                | September 30, 2018 |                |
|-----------------------------------------------------------------------|----------------|----------------|--------------------|----------------|
|                                                                       | Amount         | Effective Rate | Amount             | Effective Rate |
| <b>May 2015 Notes</b>                                                 |                |                |                    |                |
| Floating-rate three-month LIBOR plus 0.55% notes due May 20, 2020     | \$250          | 3.25%          | \$250              | 2.93%          |
| Fixed-rate 2.25% notes due May 20, 2020                               | 1,750          | 3.09%          | 1,750              | 3.13%          |
| Fixed-rate 3.00% notes due May 20, 2022                               | 2,000          | 3.51%          | 2,000              | 3.73%          |
| Fixed-rate 3.45% notes due May 20, 2025                               | 2,000          | 3.46%          | 2,000              | 3.46%          |
| Fixed-rate 4.65% notes due May 20, 2035                               | 1,000          | 4.73%          | 1,000              | 4.73%          |
| Fixed-rate 4.80% notes due May 20, 2045                               | 1,500          | 4.72%          | 1,500              | 4.72%          |
| <b>May 2017 Notes</b>                                                 |                |                |                    |                |
| Floating-rate three-month LIBOR plus 0.73% notes due January 30, 2023 | 500            | 3.55%          | 500                | 3.14%          |
| Fixed-rate 2.60% notes due January 30, 2023                           | 1,500          | 2.70%          | 1,500              | 2.70%          |
| Fixed-rate 2.90% notes due May 20, 2024                               | 1,500          | 3.01%          | 1,500              | 3.01%          |
| Fixed-rate 3.25% notes due May 20, 2027                               | 2,000          | 3.46%          | 2,000              | 3.46%          |
| Fixed-rate 4.30% notes due May 20, 2047                               | 1,500          | 4.47%          | 1,500              | 4.47%          |
| Total principal                                                       | 15,500         |                | 15,500             |                |
| Unamortized discount, including debt issuance costs                   | (79 )          |                | (85 )              |                |
| Hedge accounting fair value adjustments                               | (16 )          |                | (50 )              |                |
| Total long-term debt                                                  | \$15,405       |                | \$15,365           |                |
| Reported as:                                                          |                |                |                    |                |
| Short-term debt                                                       | \$—            |                | \$—                |                |
| Long-term debt                                                        | 15,405         |                | 15,365             |                |
| Total                                                                 | \$15,405       |                | \$15,365           |                |

At March 31, 2019 and September 30, 2018, the aggregate fair value of the notes, based on Level 2 inputs, was approximately \$15.4 billion and \$15.1 billion, respectively.

We may redeem the outstanding fixed-rate notes at any time in whole, or from time to time in part, at specified make-whole premiums as defined in the applicable form of note. We may not redeem the outstanding floating-rate notes prior to maturity. The obligations under the notes rank equally in right of payment with all of our other senior unsecured indebtedness and will effectively rank junior to all liabilities of our subsidiaries.

At March 31, 2019, we had outstanding interest rate swaps with an aggregate notional amount of \$1.8 billion related to the May 2015 Notes, which effectively converted approximately 43% and 50% of the fixed-rate notes due in 2020 and 2022, respectively, into floating-rate notes. The net gains and losses on the interest rate swaps, as well as the offsetting gains or losses on the related fixed-rate notes attributable to the hedged risks, are recorded as interest expense in the current period. We did not enter into interest rate swaps in connection with issuance of the May 2017 Notes.

The effective interest rates for the notes include the interest on the notes, amortization of the discount, which includes debt issuance costs, and if applicable, adjustments related to hedging. Interest is payable in arrears quarterly for the floating-rate notes and semi-annually for the fixed-rate notes. Cash interest paid related to our commercial paper program and long-term debt, net of cash received from the related interest rate swaps, was \$281 million and \$317 million in the six months ended March 31, 2019 and March 25, 2018, respectively.

Debt Covenants. The Revolving Credit Facility requires that we comply with certain covenants, including one financial covenant to maintain a ratio of consolidated earnings before interest, taxes, depreciation and amortization to consolidated interest expense, as defined in each of the respective agreements, of not less than three to one at the end of each fiscal quarter. We are not subject to any financial covenants under the notes nor any covenants that would prohibit us from incurring



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additional indebtedness ranking equal to the notes, paying dividends, issuing securities or repurchasing securities issued by us or our subsidiaries. At March 31, 2019 and September 30, 2018, we were in compliance with the applicable covenants under the Revolving Credit Facility.

Note 6. Commitments and Contingencies

Legal and Regulatory Proceedings.

Apple Inc. (Apple) v. QUALCOMM Incorporated: On January 20, 2017, Apple filed a complaint against us in the United States District Court for the Southern District of California seeking declarations with respect to several of our patents and alleging that we breached certain agreements and violated federal antitrust and California state unfair competition laws. In its initial complaint, Apple sought declaratory judgments of non-infringement by Apple of nine of our patents, or in the alternative, a declaration of royalties Apple must pay for the patents. Apple further sought a declaration that our sale of baseband processor chipsets exhausts our patent rights for patents embodied in those chipsets. Separately, Apple sought to enjoin us from seeking excessive royalties from Apple and to disgorge royalties paid by Apple's contract manufacturers that the court finds were not fair, reasonable and non-discriminatory (FRAND). Apple also claimed that our refusal to make certain payments to Apple under a Business Cooperation and Patent Agreement (Cooperation Agreement) constituted a breach of contract in violation of California law and sought damages in the amount of the unpaid payments, alleged to be approximately \$1 billion. In addition, Apple claimed that we have refused to deal with competitors in contravention of our agreements with applicable standard setting organizations, have used our market position to impose contractual obligations on Apple that prevented Apple from challenging our licensing practices, have tied the purchase of our CDMA-enabled and "premium" LTE-enabled chipsets to licensing certain of our patents and have required Apple to purchase baseband processor chipsets exclusively from us as a condition of our payment to Apple of certain rebates, in violation of Section 2 of the Sherman Act and the California Unfair Competition Law. Apple sought injunctive relief with respect to these claims and a judgment awarding its expenses, costs and attorneys' fees.

On April 10, 2017, we filed our Answer and Counterclaims (amended on May 24, 2017) in response to Apple's complaint denying Apple's claims and asserting claims against Apple. The counterclaims against Apple include tortious interference with our long-standing Subscriber Unit License Agreements (SULAs) with third-party contract manufacturers of Apple devices, causing those contract manufacturers to withhold certain royalty payments owed to us and violate their audit obligations; breach of contract and the implied covenant of good faith and fair dealing relating to the Cooperation Agreement; unjust enrichment and declaratory relief relating to the Cooperation Agreement; breach of contract based on Apple's failure to pay amounts owed to us under a Statement of Work relating to a high-speed feature of our baseband processor chipsets; breach of the parties' software agreement; and violation of California Unfair Competition Law based on Apple's threatening us to prevent us from promoting the superior performance of our own baseband processor chipsets. We also seek declaratory judgments that we have satisfied our FRAND commitments with respect to Apple, and that our SULAs with the contract manufacturers do not violate either competition law or our FRAND commitments. On June 19, 2017, Apple filed a Partial Motion to Dismiss our counterclaim for violation of the California Unfair Competition Law. The court granted that motion on November 8, 2017. On June 20, 2017, Apple filed an Answer and Affirmative Defenses to the rest of our counterclaims, and also filed an Amended Complaint reiterating all of the original claims and adding claims for declaratory judgments of invalidity of the nine patents that are subject to declaratory judgment claims in the original complaint, adding new declaratory judgment claims for non-infringement, invalidity and a declaration of royalties for nine more patents. Apple also added claims for declaratory judgments that certain of our agreements are unenforceable. On July 21,

2017, we filed an Answer to Apple's Amended Complaint as well as a motion to dismiss the new declaratory judgment claims for non-infringement, invalidity and a declaration of royalties for the nine additional patents. The court granted our motion on November 8, 2017.

On May 17, 2017, we filed a complaint (captioned QUALCOMM Incorporated v. Compal Electronics, Inc. et al.) in the United States District Court for the Southern District of California against certain of Apple's contract manufacturers, Compal Electronics, Inc. (Compal), FIH Mobile, Ltd., Hon Hai Precision Industry Co., Ltd. (together with FIH Mobile, Ltd., Foxconn), Pegatron Corporation (Pegatron) and Wistron Corporation (Wistron), asserting claims for injunctive relief, specific performance, declaratory relief and damages stemming from the defendants' breach of contracts by ceasing the payment of royalties for iPhones and other devices which they manufacture for Apple. On July 17, 2017, Compal, Foxconn, Pegatron and Wistron each filed third-party complaints for contractual indemnity against Apple seeking to join Apple as a party to the action. On July 18, 2017, Apple filed an answer to these third-party complaints acknowledging its indemnity agreements and consenting to be joined. On that same day, the defendants filed an Answer and Counterclaims to the complaint, asserting defenses and counterclaims similar to allegations previously made by Apple in the Apple Inc. v. QUALCOMM Incorporated

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case discussed above. In addition, the defendants asserted certain new claims, including claims under Section 1 of the Sherman Act and California's Cartwright Act. The defendants seek damages, declaratory relief, injunctive relief, restitution of certain royalties and other relief. Also, on July 18, 2017, Apple filed a motion to consolidate this action with the Apple Inc. v. QUALCOMM Incorporated case. On September 13, 2017, the court granted Apple's consolidation motion. Fact discovery is closed in these cases.

On August 31, 2018, Apple filed a motion for judgment on the pleadings that the court lacks subject matter jurisdiction over our counterclaim that our license offers to Apple have not violated our obligation to license standard-essential patents on FRAND terms. On March 20, 2019, the court denied Apple's motion. Also, on August 31, 2018, Apple filed motions for partial summary judgment on the following issues: that part of our claim for Apple's alleged tortious interference with its contract manufacturers' agreements is barred by the statute of limitations; that our claim for damages under the Cooperation Agreement is unfounded; and that certain of our patent rights are exhausted by the sale of our baseband processor chipsets. On November 8, 2018, the court ruled on Apple's motion regarding its alleged tortious interference, holding that Apple is not liable for tortious interference that occurred prior to January 20, 2015, but may be held liable for subsequent tortious interference. On December 18, 2018, the court denied Apple's motion regarding patent exhaustion as moot in light of the dismissal of the claims at issue discussed below. On March 14, 2019, the court granted Apple's motion for summary judgment against our claims for damages under the Cooperation Agreement. Amounts unpaid (and previously accrued) by us under the Cooperation Agreement were recorded in customer-related liabilities (in other current liabilities) at March 31, 2019 and September 30, 2018 (Note 2).

On September 14, 2018, we filed a motion to dismiss Apple's declaratory judgment claims relating to the nine specific patents identified in its original complaint on the basis that we granted Apple and its contract manufacturers a covenant-not-to-sue on those patents. The judge granted our motion on November 20, 2018, which disposed of a total of 56 claims pled by Apple and its contract manufacturers, including non-infringement, validity, damages and patent exhaustion for each of the nine patents.

A jury trial commenced on April 15, 2019, and on April 16, 2019, we entered into settlement agreements with Apple and its contract manufacturers to dismiss all outstanding litigation between the parties (Note 12).

On January 23, 2017, an Apple subsidiary in China filed two complaints against us in the Beijing Intellectual Property Court. On March 31, 2017, the court granted an application by Apple Inc. to join the actions as a plaintiff, and Apple amended the complaints. One of the complaints alleges a violation of China's Anti-Monopoly Law (AML complaint); the other complaint requests a determination of the terms of a patent license between us and Apple (FRAND complaint). The AML complaint alleges that (i) we have abused our dominant position in communication standard-essential patents licensing markets and certain global baseband processor chipset markets by charging and offering royalty terms that were excessively high; (ii) we refused to license certain implementers of standardized technologies, including Apple and baseband processor chipset manufacturers; (iii) we forced Apple to use only our products and services; and (iv) we bundled licenses to standard-essential patents with licenses to non-standard-essential patents and imposed other unreasonable or discriminatory trading terms on Apple in violation of the AML. The AML complaint seeks a decree that we cease the alleged abuse of dominance, as well as damages in the amount of 1 billion Chinese renminbi (approximately \$149 million based on the exchange rate on March 31, 2019). The FRAND complaint makes allegations similar to the AML complaint and further alleges that we refused to offer licensing terms for our cellular standard-essential patents consistent with our FRAND licensing commitments and failed to provide to Apple certain information about our patents. The FRAND complaint seeks (i) a declaration

that the license terms offered to Apple by us for our mobile communication standard-essential patents are not compliant with FRAND; (ii) an order that we cease our actions that allegedly violate our FRAND obligations, including pricing on unfair, unreasonable and excessive terms, refusing to deal, imposing unreasonable trade conditions and failing to provide information on our patents; and (iii) a determination of FRAND-compliant license terms for our Chinese standard-essential patents. Apple also seeks its expenses in each of the cases.

On August 3, 2017, we received three additional complaints filed by an Apple subsidiary in China and Apple Inc. against us in the Beijing Intellectual Property Court. The complaints seek declaratory judgments of non-infringement of three of our patents. We filed jurisdictional and other objections to the complaints.

On November 30, 2017, Apple and certain of its Chinese subsidiaries filed three patent infringement complaints against us in the Beijing Intellectual Property Court. Apple seeks damages and costs. We have filed jurisdictional objections to the complaints.

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On February 16, 2017, Apple and one of its Japanese subsidiaries filed four complaints against us in the Tokyo District Court. In three of the complaints, Apple seeks declaratory judgment of non-infringement by Apple of three of our patents. Apple further seeks a declaration that our patent rights with respect to those three patents are exhausted by our SULAs with the contract manufacturers of Apple's devices as well as our sale of baseband processor chipsets. Apple also seeks an award of fees. On January 30, 2018, April 27, 2018 and July 13, 2018, the court dismissed each of Apple's three declaratory judgment complaints, finding that Apple lacked standing based on the facts it alleged in those complaints. Apple has appealed all three decisions. On December 12, 2018, February 19, 2019 and March 4, 2019, the Intellectual Property High Court ruled in our favor on each of Apple's appeals, finding that the Tokyo District Courts were correct in dismissing Apple's declaratory judgment complaints. The court has yet to rule on whether Apple has standing in the remaining complaint. On May 15, 2017, we learned of the fourth complaint. In that complaint, Apple and one of its Japanese subsidiaries seek damages of 100 million Japanese yen (approximately \$1 million based on the exchange rate on March 31, 2019) from us, based on allegations that we violated the Japanese Antimonopoly Act and the Japanese Civil Code. In particular, the fourth complaint alleges that (i) we hold a monopoly position in the market for baseband processor chipsets that implement certain cellular standards; (ii) we collect double royalties through our license agreements and the sale of baseband processor chipsets which exhaust certain of our patent rights; (iii) we refused to grant Apple a license on FRAND terms and forced Apple to execute a rebate agreement under unreasonable conditions; (iv) we refused to grant Apple a direct license; and (v) we demanded a license fee based on the market value of the total device. We have filed jurisdictional and other objections to this complaint.

On March 2, 2017, we learned that Apple and certain of its European subsidiaries issued a Claim Form against us in the UK High Court of Justice, Chancery Division, Patents Court on January 23, 2017. Apple subsequently filed an Amended Claim Form and Particulars of Claim. Both the Amended Claim Form and the Particulars of Claim allege several European competition law claims, including our refusal to license competing chipmakers, failure to offer Apple a direct license to our standard-essential patents on FRAND terms, demanding excessive royalties for our standard-essential patents, and demanding excessive license fees for the use of our standard-essential patents in connection with baseband processor chipsets purchased from us. Apple also seeks declarations that we are obliged to offer a direct patent license to Apple in respect of standard-essential patents actually practiced on FRAND terms and that using our baseband processor chipsets does not infringe any of our patents because we exhausted our patent rights. Finally, Apple seeks declarations that five of our European (UK) patents are invalid and not essential, and an order that each of those patents be revoked.

On April 18, 2017, Apple and one of its Taiwanese subsidiaries filed a complaint against us in the Taiwan Intellectual Property Court alleging that we have abused a dominant market position in licensing wireless standard-essential patents and selling baseband processor chipsets, including improper pricing, refusal to deal, exclusive dealing, tying, imposing unreasonable trade terms and discriminatory treatment. The complaint seeks rulings that we not use the sales price of the terminal device as the royalty base for standard-essential patents; not leverage our cellular standard-essential patents to obtain licenses of our non-standard-essential patents or demand cross-licenses without proper compensation; not refuse, reduce, delay or take any other action to limit the supply of our baseband processor chipsets to non-licensees; that we must license our standard-essential patents on FRAND terms; and that we shall not, based on standard-essential patents, seek injunctions. The complaint also seeks damages of 10 million Taiwan dollars (less than \$1 million based on the exchange rate on March 31, 2019), among other relief.

On April 16, 2019, we entered into settlement agreements with Apple and its contract manufacturers to dismiss all outstanding litigation between the parties (Note 12).

QUALCOMM Incorporated v. Apple Inc.: On July 6, 2017, we filed a complaint against Apple in the United States District Court for the Southern District of California asserting claims for damages and injunctive relief for infringement of six of our patents directed to a variety of features found in iPhone models. On July 7, 2017, we filed a complaint against Apple in the United States International Trade Commission (ITC) requesting that the ITC institute an investigation pursuant to Section 337 of the Tariff Act of 1930 based on Apple's infringement of the same six patents. We sought a limited exclusion order and cease and desist order against importation of iPhone models that do not contain a Qualcomm brand baseband processor chipset. The patents have not been declared as essential to any standards organization and are not subject to commitments to license on FRAND terms. Apple filed an Answer and Counterclaims in the District Court case on September 26, 2017. On November 29, 2017, Apple filed a First Amended Answer and Counterclaims asserting that our Snapdragon processors infringe eight Apple patents. On August 8, 2017, the ITC issued a notice of institution of an investigation. On August 25, 2017, we withdrew allegations as to one patent in both the ITC investigation and the district court case. On April 25, 2018, we withdrew allegations as to two additional patents in the ITC investigation, but not the District Court case, in order to satisfy certain briefing limitations and to narrow the issues for hearing. The ITC investigation evidentiary hearing by the

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Administrative Law Judge (ALJ) was held June 18-26, 2018. The ALJ's Initial Determination on the merits was issued on September 28, 2018. The ALJ found that we had established a violation of Section 337 by Apple due to the infringement of one of the three asserted patents. However, the ALJ recommended against an exclusion order on the grounds of public interest. On October 15, 2018, the parties each filed petitions for review of portions of the ALJ's decision by the full ITC. On December 12, 2018, the ITC announced that it would review the ALJ's determination of violation on one patent and requested public comments on the potential impact on the public interest if an exclusion order is issued. The ITC denied review of the ALJ's findings of no violation as to the other two patents. On March 26, 2019, the ITC issued its final determination and found the remaining patent to be invalid. The ITC's final determination did not take a position on the public interest considerations of any potential exclusion order. On March 2, 2018, the District Court granted our motion to sever, for separate trial, Apple's counterclaims for patent infringement against us. On February 5, 2019, the District Court granted Apple's motion for summary judgment of non-infringement as to one of our asserted patents. Trial on the remaining three of our asserted patents began on March 4, 2019 and has concluded. The jury returned a verdict in our favor on all three patents, awarding us over \$31 million in damages. Post trial proceedings are ongoing, and as a result, we did not record a gain in the second quarter of fiscal 2019. In parallel, Apple has challenged the validity of four of our patents asserted in the first ITC action and corresponding District Court case via Inter Partes Review (IPR) petitions with the United States Patent and Trademark Office (USPTO) Patent Trial and Appeal Board (PTAB). The PTAB has instituted trials on three of those patents. With respect to Apple's patent claims against us, trial is scheduled to begin on July 15, 2019. We challenged the validity of all of Apple's asserted patents with the PTAB. Those petitions are pending.

On November 1, 2017, we filed a complaint against Apple in San Diego Superior Court for breach of the Master Software Agreement between the companies. The complaint recounts instances when Apple failed to protect our software as required by the agreement and failed to provide sufficient information to which we are entitled under the agreement in order to understand whether other breaches have occurred. The complaint seeks specific performance of Apple's obligations to cooperate with an audit of its handling of our software, damages and injunctive relief. Apple filed its answer to the complaint on December 19, 2017. On September 24, 2018, we filed a motion seeking to amend our complaint to add causes of action for additional contract breaches and misappropriation of trade secrets. On October 26, 2018, the court granted our motion. We filed an amended complaint on October 31, 2018 and further amended the complaint on November 15, 2018. On December 17, 2018, Apple filed a demurrer objecting to the sufficiency of the second amended complaint. On February 8, 2019, the court denied Apple's demurrer. Trial is scheduled to begin on February 7, 2020.

On November 29, 2017, we filed three additional complaints against Apple in the United States District Court for the Southern District of California alleging infringement of a total of 16 of our patents. The patents have not been declared as essential to any standards organization and are not subject to commitments to license on FRAND terms. The complaints seek damages and injunctive relief. On January 22, 2018, Apple filed answers and counterclaims in each of these cases seeking declaratory judgments that the asserted patents are invalid and/or not infringed. For the case relating to the November 30, 2017 ITC investigation described below, fact discovery closed on March 13, 2019, and trial is scheduled to begin on October 21, 2019. Apple has filed IPR petitions with the PTAB challenging the validity of four of our patents asserted in the November 30, 2017 ITC action and corresponding District Court action. The PTAB has granted the petition as to one of those patents. For the cases not related to the ITC investigation, Apple has challenged all of the asserted patents in IPR proceedings filed in the PTAB. No decisions have yet been issued by the PTAB. In total, Apple has filed 50 IPRs. The PTAB has initiated proceedings in 36 of the IPRs to date. As a result

of the IPR proceedings, on August 29, 2018, the court stayed those two cases pending the outcome of the IPR proceedings.

On November 30, 2017, we filed a complaint in the ITC accusing certain Apple products of infringing five of our patents. The patents have not been declared as essential to any standards organization and are not subject to commitments to license on FRAND terms. We seek a limited exclusion order and cease and desist order against importation of iPhone models that do not contain a Qualcomm brand baseband processor chipset. On January 2, 2018, the ITC instituted an investigation. The evidentiary hearing by the Administrative Law Judge (ALJ) took place from September 17-24, 2018 and included three of our patents. On March 26, 2019, the ALJ's Initial Determination was issued, found a violation as to one patent and recommended a limited exclusion order and cease and desist order against iPhones that do not contain a Qualcomm brand baseband processor chipset. The target date for final determination by the ITC is July 26, 2019.

On July 17, 2017, we filed complaints against Apple and certain of its subsidiaries in the Federal Republic of Germany, asserting infringement of one of our patents in the Mannheim District Court and infringement of another patent in the Munich District Court. On October 2, 2017, we filed claim extensions in these actions against Apple and certain of its subsidiaries, asserting infringement of two additional patents in the Mannheim District Court and infringement of five additional patents in the Munich District Court. On May 28, 2018, we filed additional claim extensions in these actions against Apple and certain



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of its subsidiaries, asserting infringement of three additional patents in the Mannheim District Court and infringement of one additional patent in the Munich District Court. The complaints seek remedies including, among other relief, declaratory relief confirming liability on the merits for damages and injunctive relief. The patents have not been declared as essential to any standards organization and are not subject to commitments to license on FRAND terms. Apple and/or its subsidiaries and, in some cases, also Intel have challenged the validity of the asserted patents in opposition proceedings before the European Patent Office or nullity actions before the Federal Patent Court. On October 11, 2018, the Munich District Court issued a judgment declaring one of the patents asserted on October 2, 2017 as not infringed. We have appealed that judgment. On December 20, 2018, the Munich District Court issued judgments declaring one of the patents asserted on July 17, 2017 as infringed and issued an injunction against the infringing Apple products, which would be effective following the posting of financial guarantees. On January 3, 2019, Qualcomm served the requisite financial guarantees to enforce the injunction in the amount of 1.3 billion Euro (approximately \$1.5 billion based on the exchange rate at March 31, 2019). Apple and its subsidiaries appealed the judgments and requested a preliminary stay of enforcement pending the appeals. On April 9, 2019, the Munich Court of Appeals stayed the enforcement proceedings. On January 15, 2019, the Mannheim District Court issued a judgment declaring one of the patents asserted on October 2, 2017 as not infringed. On January 31, 2019, the Munich District Court issued judgments declaring two further patents (belonging to the same patent family) asserted on October 2, 2017 as not infringed. We have appealed all of these judgments. On February 25, 2019, the Mannheim District Court ordered a stay of infringement proceedings of another patent asserted on October 2, 2017, pending the decision of the Federal Patent Court on validity. On April 5, 2019, the Opposition Division of the European Patent Office revoked a patent that had been asserted on July 17, 2017 before the Mannheim District Court. We intend to appeal this decision. All other patents remain pending. Dates for the pronouncements of judgment and hearings are scheduled for various dates through September 2019.

On September 29, 2017, we filed three complaints against Apple and certain of its subsidiaries in the Beijing (China) Intellectual Property Court, asserting infringement of three of our patents. The complaints seek remedies including injunctive relief and costs. The patents have not been declared as essential to any standards organization and are not subject to commitments to license on FRAND terms. On May 10, 2018 and June 21, 2018, Apple filed invalidation requests with the Chinese Patent Review Board (PRB) for the three asserted patents. The PRB has issued orders upholding the validity of all three patents.

On November 13, 2017, we filed three complaints against certain of Apple's subsidiaries in the Beijing (China) High People's Court, asserting infringement of three of our patents. The complaints seek remedies including injunctive relief, damages and costs. The patents have not been declared as essential to any standards organization and are not subject to commitments to license on FRAND terms. On December 19, 2017, Apple's subsidiaries filed invalidation requests with the PRB for the three asserted patents. PRB hearings regarding the validity of the patents were held in April and May 2018. The PRB issued rulings upholding the validity of all three patents. On May 22, 2018, Apple's subsidiaries filed a second invalidation request with the PRB for one of the three asserted patents. The PRB held a hearing regarding this request on October 19, 2018. The PRB issued rulings on two of the second round invalidity petitions, upholding the validity of one patent based on amended claims and upholding the validity of the second patent again. The PRB has not ruled yet on Apple's second invalidity challenge to the third patent. On November 30, 2018 and December 5, 2018, Apple appealed all three of the original validity rulings from the PRB to the Beijing IP Court.

On November 15, 2017, we filed three complaints against certain of Apple's subsidiaries in the Fuzhou (China) Intermediate People's Court, asserting infringement of three of our patents. The complaints seek remedies including injunctive relief and costs. The patents have not been declared as essential to any standards organization and are not subject to commitments to license on FRAND terms. Apple's subsidiaries filed invalidation requests with the PRB on December 8, 2017 for one of the patents and December 11, 2017 for the other two patents. PRB hearings regarding the validity of the patents were held in April and May 2018. The PRB issued orders upholding the validity of two of the patents subject to Apple's invalidity challenges. The PRB ruled that the third patent was invalid. We subsequently withdrew the infringement action in Fuzhou with respect to the third patent. We have appealed the adverse PRB ruling to the Beijing IP Court. Infringement hearings were held from August through October 30, 2018. On November 30, 2018, the court granted our motions for preliminary injunctions with respect to two of the patents and enjoined Apple's subsidiaries from importing, selling and offering to sell the iPhone 6S through X.

On January 12, 2018, we filed three additional complaints against Apple and certain of its subsidiaries in the Fuzhou (China) Intermediate People's Court, asserting infringement of three additional patents. The complaints seek remedies including injunctive relief and costs. The patents have not been declared as essential to any standards organization and are not subject to commitments to license on FRAND terms.

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Also, on January 12, 2018, we filed three complaints against certain of Apple's subsidiaries in the Jiangsu (China) High People's Court, asserting infringement of three of our patents. The complaints seek remedies including injunctive relief, damages and costs. The patents have not been declared as essential to any standards organization and are not subject to commitments to license on FRAND terms. On February 5, 2018, Apple's subsidiaries filed invalidation requests with the PRB. PRB hearings regarding the validity of the patents were held in June 2018. The PRB issued orders upholding the validity of two of the patents and an order partially upholding the validity of another patent. On February 2, 2018, we filed three complaints against certain of Apple's subsidiaries in the Qingdao (China) Intermediate People's Court, asserting infringement of three of our patents. The complaints seek remedies including injunctive relief and costs. The patents have not been declared as essential to any standards organization and are not subject to commitments to license on FRAND terms. On February 26, 2018, Apple's subsidiaries filed invalidation requests with the PRB. PRB hearings regarding the validity of the patents were held in June 2018. The PRB issued orders upholding the validity of two of the patents and invalidating the third patent. We subsequently withdrew the infringement action in Qingdao with respect to the third patent. We filed an appeal of the adverse PRB ruling, and Apple filed an appeal of the other two.

Also, on February 2, 2018, we filed three complaints against certain of Apple's subsidiaries in the Guangzhou (China) Intermediate People's Court, asserting infringement of three of our patents. The complaints seek remedies including injunctive relief and costs. The patents have not been declared as essential to any standards organization and are not subject to commitments to license on FRAND terms. On March 14, 2018, Apple's subsidiaries filed invalidation requests with the PRB. PRB hearings regarding the validity of the patents began in July 2018. The PRB issued orders upholding the validity of two of the patents and an order invalidating the third patent. Infringement hearings for all three of the patents were held in October through December 2018. We filed a motion withdrawing the infringement action pertaining to the patent that was invalidated. We have appealed the adverse PRB decision, and Apple has appealed the other two.

On June 14, 2018, we filed three complaints against certain of Apple's subsidiaries in the Guangdong (China) High People's Court, asserting infringement of three of our patents. The complaints seek remedies including injunctive relief and costs. The patents have not been declared as essential to any standards organization and are not subject to commitments to license on FRAND terms. On August 13, 2018, Apple's subsidiaries filed invalidation requests with the PRB. The PRB has held hearings regarding all three of the patents. The PRB issued an order invalidating one of the patents and has not ruled yet regarding Apple's invalidity challenges of the other two patents.

On April 16, 2019, we entered into settlement agreements with Apple and its contract manufacturers to dismiss all outstanding litigation between the parties (Note 12).

3226701 Canada, Inc. v. QUALCOMM Incorporated et al: On November 30, 2015, a securities class action complaint was filed by purported stockholders of us in the United States District Court for the Southern District of California against us and certain of our current and former officers. On April 29, 2016, the plaintiffs filed an amended complaint. On January 27, 2017, the court dismissed the amended complaint in its entirety, granting leave to amend. On March 17, 2017, the plaintiffs filed a second amended complaint, alleging that we and certain of our current and former officers violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended, by making false and misleading statements regarding our business outlook and product development between November 19, 2014 and July 22, 2015. The second amended complaint sought unspecified damages, interest, attorneys' fees and other costs. On May 8, 2017, we filed a motion to dismiss the second amended complaint. On October 20, 2017, the court entered an order granting in part our motion to dismiss, and on November 29, 2017, the court entered an order granting the

remaining portions of our motion to dismiss. On December 28, 2017, the plaintiffs filed an appeal to the United States Court of Appeals for the Ninth Circuit. A hearing has been scheduled for July 11, 2019. We believe the plaintiffs' claims are without merit.

**Consolidated Securities Class Action Lawsuit:** On January 23, 2017 and January 26, 2017, securities class action complaints were filed by purported stockholders of us in the United States District Court for the Southern District of California against us and certain of our current and former officers and directors. The complaints alleged, among other things, that we violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and Rule 10b-5 thereunder, by making false and misleading statements and omissions of material fact in connection with certain allegations that we are or were engaged in anticompetitive conduct. The complaints sought unspecified damages, interest, fees and costs. On May 4, 2017, the court consolidated the two actions and appointed lead plaintiffs. On July 3, 2017, the lead plaintiffs filed a consolidated amended complaint asserting the same basic theories of liability and requesting the same basic relief. On September 1, 2017, we filed a motion to dismiss the consolidated amended complaint. On March 18, 2019, the court denied our motion to dismiss the complaint. Discovery will commence in the coming months. We believe the plaintiffs' claims are without merit.

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In re Qualcomm/Broadcom Merger Securities Litigation (formerly Camp v. Qualcomm Incorporated et al): On June 8, 2018 and June 26, 2018, securities class action complaints were filed by purported stockholders of us in the United States District Court for the Southern District of California against us and two of our current officers. The complaints allege, among other things, that we violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and Rule 10b-5 thereunder, by failing to disclose that we had submitted a notice to the Committee on Foreign Investment in the United States (CFIUS) in January 2018. The complaints seek unspecified damages, interest, fees and costs. On January 22, 2019, the Court appointed the lead plaintiff in the action and designated that the case be captioned “In re Qualcomm/Broadcom Merger Securities Litigation.” On March 18, 2019, the plaintiffs filed a consolidated complaint. We believe the plaintiffs’ claims are without merit.

Consumer Class Action Lawsuit: Since January 18, 2017, a number of consumer class action complaints have been filed against us in the United States District Courts for the Southern and Northern Districts of California, each on behalf of a putative class of purchasers of cellular phones and other cellular devices. Twenty-two such cases remain outstanding. In April 2017, the Judicial Panel on Multidistrict Litigation transferred the cases that had been filed in the Southern District of California to the Northern District of California. On May 15, 2017, the court entered an order appointing the plaintiffs’ co-lead counsel. On July 11, 2017, the plaintiffs filed a consolidated amended complaint alleging that we violated California and federal antitrust and unfair competition laws by, among other things, refusing to license standard-essential patents to our competitors, conditioning the supply of certain of our baseband chipsets on the purchaser first agreeing to license our entire patent portfolio, entering into exclusive deals with companies, including Apple Inc., and charging unreasonably high royalties that do not comply with our commitments to standard setting organizations. The complaint seeks unspecified damages and disgorgement and/or restitution, as well as an order that we be enjoined from further unlawful conduct. On August 11, 2017, we filed a motion to dismiss the consolidated amended complaint. On November 10, 2017, the court denied our motion, except to the extent that certain claims seek damages under the Sherman Antitrust Act. On July 5, 2018, the plaintiffs filed a motion for class certification, and the court granted that motion on September 27, 2018. On January 23, 2019, the Ninth Circuit Court of Appeals granted us permission to appeal the court’s class certification order. On January 24, 2019, the court stayed the case pending our appeal. We believe the plaintiffs’ claims are without merit.

Canadian Consumer Class Action Lawsuits: Since November 9, 2017, eight consumer class action complaints have been filed against us in Canada (in the Ontario Superior Court of Justice, the Supreme Court of British Columbia, and the Quebec Superior Court), each on behalf of a putative class of purchasers of cellular phones and other cellular devices, alleging various violations of Canadian competition and consumer protection laws. The claims are similar to those in the FTC and U.S. consumer class action complaints. The complaints seek unspecified damages. One of the complaints in the Supreme Court of British Columbia has since been discontinued by the plaintiffs. We have not yet answered the complaints. On April 15, 2019, the Quebec Superior Court held a class certification hearing, and on April 30, 2019, the court issued an order certifying a class. We believe the plaintiffs’ claims are without merit.

Japan Fair Trade Commission (JFTC) Complaint: The JFTC received unspecified complaints alleging that our business practices are, in some way, a violation of Japanese law. On September 29, 2009, the JFTC issued a cease and desist order concluding that our Japanese licensees were forced to cross-license patents to us on a royalty-free basis and were forced to accept a provision under which they agreed not to assert their essential patents against our other licensees who made a similar commitment in their license agreements with us. The cease and desist order seeks to require us to modify our existing license agreements with Japanese companies to eliminate these provisions while preserving the license of our patents to those companies. We disagree with the conclusions that we forced our

Japanese licensees to agree to any provision in the parties' agreements and that those provisions violate the Japanese Antimonopoly Act. We invoked our right under Japanese law to an administrative hearing before the JFTC. In February 2010, the Tokyo High Court granted our motion and issued a stay of the cease and desist order pending the administrative hearing before the JFTC. The JFTC held hearings on 37 different dates. On March 13, 2019, the JFTC issued a decision revoking the cease and desist order against us in its entirety.

Korea Fair Trade Commission (KFTC) Complaint: On January 4, 2010, the KFTC issued a written decision finding that we violated Korean law by offering certain discounts and rebates for purchases of our CDMA chipsets and for including in certain agreements language requiring the continued payment of royalties after all licensed patents expired. The KFTC levied a fine of 273.2 billion Korean won (approximately \$230 million), which we recorded as an expense in fiscal 2009 and paid in fiscal 2010. We appealed to the Seoul High Court, and on June 19, 2013, the Seoul High Court affirmed the KFTC's decision. On July 4, 2013, we filed an appeal with the Korea Supreme Court. On January 31, 2019, the Korea Supreme Court reversed in part the decision of the Seoul High Court and remanded the case for further proceedings consistent with its decision. In March 2019, the KFTC refunded \$56 million (including interest) to us, representing a portion of the fine we previously paid to the KFTC. In the second quarter of fiscal 2019, we recorded a gain of \$43 million in other income and interest income of

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\$13 million in investment and other income, net. In light of the Korea Supreme Court's reversal in part of the decision of the Seoul High Court and the refund received from the KFTC, we expect to withdraw the case from the Seoul High Court.

**Korea Fair Trade Commission (KFTC) Investigation:** On March 17, 2015, the KFTC notified us that it was conducting an investigation of us relating to the Korean Monopoly Regulation and Fair Trade Act (MRFTA). On December 27, 2016, the KFTC announced that it had reached a decision in the investigation, finding that we violated provisions of the MRFTA. On January 22, 2017, we received the KFTC's formal written decision, which found that the following conducts violate the MRFTA: (i) refusing to license, or imposing restrictions on licenses for, cellular communications standard-essential patents with competing modem chipset makers; (ii) conditioning the supply of modem chipsets to handset suppliers on their execution and performance of license agreements with us; and (iii) coercing agreement terms including portfolio license terms, royalty terms and free cross-grant terms in executing patent license agreements with handset makers. The KFTC's decision orders us to: (i) upon request by modem chipset companies, engage in good-faith negotiations for patent license agreements, without offering unjustifiable conditions, and if necessary submit to a determination of terms by an independent third party; (ii) not demand that handset companies execute and perform under patent license agreements as a precondition for purchasing modem chipsets; (iii) not demand unjustifiable conditions in our license agreements with handset companies, and upon request renegotiate existing patent license agreements; and (iv) notify modem chipset companies and handset companies of the decision and order imposed on us and report to the KFTC new or amended agreements. According to the KFTC's decision, the foregoing will apply to transactions between us and the following enterprises: (i) handset manufacturers headquartered in Korea and their affiliate companies; (ii) enterprises that sell handsets in or to Korea and their affiliate companies; (iii) enterprises that supply handsets to companies referred to in (ii) above and the affiliate companies of such enterprises; (iv) modem chipset manufacturers headquartered in Korea and their affiliate companies; and (v) enterprises that supply modem chipsets to companies referred to in (i), (ii) or (iii) above and the affiliate companies of such enterprises. The KFTC's decision also imposed a fine of 1.03 trillion Korean Won (approximately \$927 million), which we paid on March 30, 2017. We believe that our business practices do not violate the MRFTA, and on February 21, 2017, we filed an action in the Seoul High Court to cancel the KFTC's decision. On the same day, we filed an application with the Seoul High Court to stay the decision's remedial order pending the Seoul High Court's final judgment on our action to cancel the KFTC's decision. On September 4, 2017, the Seoul High Court denied our application to stay the remedial order, and on November 27, 2017, the Korea Supreme Court dismissed our appeal of the Seoul High Court's decision on the application to stay. The Seoul High Court has not ruled on our action to cancel the KFTC's decision.

**Icera Complaint to the European Commission (EC):** On June 7, 2010, the EC notified and provided us with a redacted copy of a complaint filed with the EC by Icera, Inc. (subsequently acquired by Nvidia Corporation) alleging that we were engaged in anticompetitive activity. On July 16, 2015, the EC announced that it had initiated formal proceedings in this matter. On December 8, 2015, the EC announced that it had issued a Statement of Objections expressing its preliminary view that between 2009 and 2011, we were engaged in predatory pricing by selling certain baseband chipsets to two customers at prices below cost, with the intention of hindering competition. A Statement of Objections informs the subject of the investigation of the allegations against it and provides an opportunity to respond to such allegations. It is not a determination of the final outcome of the investigation. On August 15, 2016, we submitted our response to the Statement of Objections. On July 19, 2018, the EC announced that it had issued a Supplementary Statement of Objections which focuses on certain elements of the "price-cost" test applied by the EC to assess the extent

to which we sold certain baseband chipsets allegedly below cost. On October 22, 2018, we submitted our response to the Supplementary Statement of Objections. On January 10, 2019, the EC held a hearing regarding the Supplementary Statement of Objections and our response to it. If a violation is found, a broad range of remedies is potentially available to the EC, including imposing a fine (of up to 10% of our annual revenues) and/or injunctive relief prohibiting or restricting certain business practices. It is difficult to predict the outcome of this matter or what remedies, if any, may be imposed by the EC. We believe that our business practices do not violate the European Union (EU) competition rules.

European Commission (EC) Investigation: On October 15, 2014, the EC notified us that it was conducting an investigation of us relating to Articles 101 and/or 102 of the Treaty on the Functioning of the European Union (TFEU). On July 16, 2015, the EC announced that it had initiated formal proceedings in this matter. On December 8, 2015, the EC announced that it had issued a Statement of Objections expressing its preliminary view that, pursuant to an agreement with Apple Inc., since 2011, we paid significant amounts to Apple on the condition that it exclusively use our baseband chipsets in its smartphones and tablets. This conduct allegedly reduced Apple's incentives to source baseband chipsets from our competitors and harmed competition and innovation for certain baseband chipsets. On January 24, 2018, the EC issued a decision finding that certain terms of that agreement violate EU competition law and imposed a fine of 997 million Euros. On



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April 6, 2018, we filed an appeal of the EC's decision with the General Court of the European Union. The court has not yet ruled on our appeal. We believe that our business practices do not violate the EU competition rules.

We recorded a charge of \$1.2 billion to other expenses related to the EC fine in the first quarter of fiscal 2018. We provided financial guarantees in the third quarter of fiscal 2018 to satisfy the obligation in lieu of cash payment while we appeal the EC's decision. The fine is accruing interest at a rate of 1.50% per annum while it is outstanding. As of October 1, 2018, we have designated the liability as a hedge of our net investment in certain foreign subsidiaries, with gains and losses recorded in accumulated other comprehensive income as a component of the foreign currency translation adjustment. At March 31, 2019, the liability, including related foreign currency gains and accrued interest (which, to the extent they were not related to the net investment hedge, were recorded in investment and other income, net), was \$1.14 billion and included in other current liabilities.

United States Federal Trade Commission (FTC) v. QUALCOMM Incorporated: On September 17, 2014, the FTC notified us that it was conducting an investigation of us relating to Section 5 of the Federal Trade Commission Act (FTCA). On January 17, 2017, the FTC filed a complaint against us in the United States District Court for the Northern District of California alleging that we were engaged in anticompetitive conduct and unfair methods of competition in violation of Section 5 of the FTCA by conditioning the supply of cellular modem chipsets on the purchaser first agreeing to a license to our cellular standard-essential patents, paying incentives to purchasers of cellular modem chipsets to induce them to accept certain license terms, refusing to license our cellular standard-essential patents to our competitors, and entering into alleged exclusive dealing arrangements with Apple Inc. The complaint seeks a permanent injunction against our alleged violations of the FTCA and other unspecified ancillary equitable relief. A fine is not an available remedy in this matter, and the FTC has not sought monetary remedies. On August 30, 2018, the FTC moved for partial summary judgment that our commitments to license our cellular standard-essential patents to the Alliance for Telecommunications Industry Solutions (ATIS) and the Telecommunications Industry Association (TIA) require us to make licenses available to rival sellers of cellular modem chipsets. On November 6, 2018, the District Court granted the FTC's partial summary judgment motion. On November 29, 2018, we and the FTC filed a Joint Pretrial Statement in which the FTC indicated that at trial it would seek a declaration and adjudication that our conduct violates the FTCA and seek permanent injunctive and other equitable relief, including an order that would at least (i) require us to: negotiate or renegotiate license terms with licensees in good faith under conditions free from the threat of lack of access to or discriminatory provision of cellular modem chipset supply or associated technical, software or other support; submit to arbitral or judicial dispute resolution to determine reasonable royalties and other license terms should a licensee choose to pursue such a resolution; make exhaustive standard-essential patent licenses available to cellular modem chipset suppliers on FRAND terms and submit to arbitral or judicial dispute resolution to determine such terms; and adhere to certain compliance and monitoring procedures; and (ii) prohibit us from: conditioning the supply of cellular modem chipsets on a customer's patent-license status; discriminating or retaliating against cellular modem chipset customers or cellular modem chipset suppliers because of a customer's license status or a dispute over license terms; making payments or providing other value to a customer contingent on the customer's agreement to license terms; entering into exclusive-dealing agreements for the supply of cellular modem chipsets; or interfering with the ability of customers to communicate with a government agency about a potential law enforcement or regulatory matter. Trial was held January 4-29, 2019. The FTC alleged at trial that we have monopoly power in the markets for both CDMA and premium-tier LTE cellular modem chipsets and have acted anticompetitively in violation of either Section 1 or Section 2 of the Sherman Act, or Section 5 of the FTCA to maintain our monopoly power in one or both of these

alleged markets by employing four business practices. These practices include (i) our longstanding practice of requiring a license to our cellular standard-essential patents for a particular cellular standard before selling cellular modem chipsets that are used in cellular devices that implement such cellular standards; (ii) providing incentive payments to certain licensees in order to induce them to agree to our preferred license terms; (iii) not exhaustively licensing our cellular standard-essential patents to companies that make, use or sell cellular modem chipsets; and (iv) entering into a now-expired contract that conditioned certain payments to Apple on its not launching a new device that used a non-Qualcomm brand cellular modem chipset. In asserting that we have acted anticompetitively, the FTC asserts that our historical royalty rates are too high to be reasonable, and that amounts over a reasonable rate act as a surcharge on cellular modem chipset transactions taking place between OEMs and our competitors, and this surcharge weakens our competitors by raising the price OEMs must pay for such competitors' cellular modem chipsets. We believe the FTC's claims and request for injunctive relief are without merit.

Contingent losses and other considerations: We will continue to vigorously defend ourself in the foregoing matters. However, litigation and investigations are inherently uncertain, and we face difficulties in evaluating or estimating likely outcomes or ranges of possible loss in antitrust and trade regulation investigations in particular. Other than with respect to the EC fine, we have not recorded any accrual at March 31, 2019 for contingent losses associated with these matters based on our

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belief that losses, while possible, are not probable. Further, any possible range of loss cannot be reasonably estimated at this time. The unfavorable resolution of one or more of these matters could have a material adverse effect on our business, results of operations, financial condition or cash flows. For example, if some or all of our license agreements are declared invalid or unenforceable and we are required to renegotiate these license agreements, or if as part of a settlement we agree to renegotiate certain of our license agreements, we may not receive, or may not be able to recognize, any licensing or royalty revenues on the impacted license agreements unless and until we enter into new license agreements. We are engaged in numerous other legal actions not described above arising in the ordinary course of our business and, while there can be no assurance, believe that the ultimate outcome of these other legal actions will not have a material adverse effect on our business, results of operations, financial condition or cash flows.

**Indemnifications.** We generally do not indemnify our customers and licensees for losses sustained from infringement of third-party intellectual property rights. However, we are contingently liable under certain product sales, services, license and other agreements to indemnify certain customers, chipset foundries and semiconductor assembly and test service providers against certain types of liability and/or damages arising from qualifying claims of patent, copyright, trademark or trade secret infringement by products or services sold or provided by us, or by intellectual property provided by us to chipset foundries and semiconductor assembly and test service providers. Our obligations under these agreements may be limited in terms of time and/or amount, and in some instances, we may have recourse against third parties for certain payments made by us.

Through March 31, 2019, we have received a number of claims from our direct and indirect customers and other third parties for indemnification under such agreements with respect to alleged infringement of third-party intellectual property rights by our products. Reimbursements under indemnification arrangements have not been material to our consolidated financial statements. We have not recorded any accrual for contingent liabilities at March 31, 2019 associated with these indemnification arrangements based on our belief that additional liabilities, while possible, are not probable. Further, any possible range of loss cannot be reasonably estimated at this time.

**Purchase Obligations and Operating Leases.** We have agreements with suppliers and other parties to purchase inventory, other goods and services and long-lived assets. Integrated circuit product inventory obligations represent purchase commitments for raw materials, semiconductor die, finished goods and manufacturing services, such as wafer bump, probe, assembly and final test. Under our manufacturing relationships with our foundry suppliers and assembly and test service providers, cancellation of outstanding purchase commitments is generally allowed but requires payment of costs incurred through the date of cancellation, and in some cases, incremental fees related to capacity underutilization. We lease certain of our land, facilities and equipment under noncancelable operating leases, with terms ranging from less than one year to 15 years and with provisions in certain leases for cost-of-living increases.

Obligations under our purchase agreements, which primarily relate to integrated circuit product inventory obligations, and future minimum lease payments under our operating leases at March 31, 2019 were as follows (in millions):

|                          | Purchase<br>Obligations | Operating<br>Leases |
|--------------------------|-------------------------|---------------------|
| Remainder of fiscal 2019 | \$ 2,948                | \$ 74               |
| 2020                     | 637                     | 112                 |
| 2021                     | 326                     | 84                  |
| 2022                     | 92                      | 54                  |
| 2023                     | 52                      | 25                  |

|            |          |        |
|------------|----------|--------|
| Thereafter | 17       | 38     |
| Total      | \$ 4,072 | \$ 387 |

Other Commitments. At March 31, 2019, we committed to fund certain strategic investments up to \$226 million, of which \$32 million is expected to be funded in fiscal 2020. The remaining commitments do not have fixed funding dates and are subject to certain conditions. Commitments represent the maximum amounts to be funded under these arrangements; actual funding may be in lesser amounts or not at all.

In March 2018, our RF360 Holdings joint venture entered into an agreement for a build-to-suit construction project with a third-party lessor for the development of a manufacturing facility located in Singapore. The agreement includes a long-term

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lease commitment with a noncancelable 10-year term commencing upon completion of the construction project. At March 31, 2019, the minimum lease commitment under the agreement based on the noncancelable term was \$88 million.

Note 7. Segment Information

We are organized on the basis of products and services and have three reportable segments. We conduct business primarily through our QCT (Qualcomm CDMA Technologies) semiconductor business and our QTL (Qualcomm Technology Licensing) licensing business. QCT develops and supplies integrated circuits and system software based on CDMA, OFDMA and other technologies for use in mobile devices, wireless networks, devices used in the Internet of Things (IoT), broadband gateway equipment, consumer electronic devices and automotive telematics and infotainment systems. QTL grants licenses to use portions of our intellectual property portfolio, which includes certain patent rights essential to and/or useful in the manufacture and sale of certain wireless products. Our QSI (Qualcomm Strategic Initiatives) reportable segment makes strategic investments and includes revenues and related costs associated with development contracts with an equity method investee. We also have nonreportable segments, including Qualcomm Government Technologies or QGOV (formerly Qualcomm Cyber Security Solutions) and other wireless technology and service initiatives.

We evaluate the performance of our segments based on earnings (loss) before income taxes (EBT). In fiscal 2018, all of the costs related to pre-commercial research and development of 5G technologies, of which we recorded \$115 million and \$216 million in the second quarter and first six months of fiscal 2018, respectively, were included in unallocated corporate research and development expenses. Beginning in the first quarter of fiscal 2019, all research and development costs associated with 5G technologies are included in segment results. Additionally, beginning in the first quarter of fiscal 2019, certain research and development costs associated with early research and development that were historically included in our QCT segment are allocated to our QTL segment. The net effect of these changes negatively impacted QTL's EBT by \$119 million and \$241 million in the second quarter and first six months of fiscal 2019, respectively. QCT's EBT was positively impacted by \$32 million and \$44 million in the second quarter and first six months of fiscal 2019, respectively.

During the first quarter of fiscal 2019, we combined our Small Cells business, which sells products designed for the implementation of small cells to address the challenge of meeting the increased demand for mobile data, into our QCT segment. Revenues and operating results related to the Small Cells business were included in nonreportable segments through the end of fiscal 2018. Prior period segment information has not been adjusted to conform to the new segment presentation as such adjustments are insignificant.

The table below presents revenues, EBT and total assets for reportable segments (in millions):

|                   | Three Months Ended |                | Six Months Ended |                |
|-------------------|--------------------|----------------|------------------|----------------|
|                   | March 31, 2019     | March 25, 2018 | March 31, 2019   | March 25, 2018 |
| Revenues          |                    |                |                  |                |
| QCT               | \$3,722            | \$ 3,897       | \$7,461          | \$ 8,548       |
| QTL               | 1,122              | 1,219          | 2,141            | 2,485          |
| QSI               | 98                 | 30             | 125              | 60             |
| Reconciling items | 40                 | 74             | 97               | 162            |
| Total             | \$4,982            | \$ 5,220       | \$9,824          | \$ 11,255      |

|                   |        |          |          |          |
|-------------------|--------|----------|----------|----------|
| EBT               |        |          |          |          |
| QCT               | \$542  | \$ 608   | \$1,140  | \$1,563  |
| QTL               | 674    | 809      | 1,264    | 1,664    |
| QSI               | 17     | 40       | 25       | 51       |
| Reconciling items | (427 ) | (1,140 ) | (1,063 ) | (3,020 ) |
| Total             | \$806  | \$ 317   | \$1,366  | \$258    |

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|                   | March 31,<br>2019 | September 30,<br>2018 |
|-------------------|-------------------|-----------------------|
| Assets            |                   |                       |
| QCT               | \$ 2,948          | \$ 3,041              |
| QTL               | 2,405             | 1,472                 |
| QSI               | 1,393             | 1,279                 |
| Reconciling items | 27,277            | 26,926                |
| Total             | \$ 34,023         | \$ 32,718             |

Reconciling items for revenues and EBT in the previous table were as follows (in millions):

|                                                          | Three Months<br>Ended |                   | Six Months Ended  |                   |
|----------------------------------------------------------|-----------------------|-------------------|-------------------|-------------------|
|                                                          | March 31,<br>2019     | March 25,<br>2018 | March 31,<br>2019 | March 25,<br>2018 |
| Revenues                                                 |                       |                   |                   |                   |
| Nonreportable segments                                   | \$40                  | \$74              | \$97              | \$162             |
|                                                          | \$40                  | \$74              | \$97              | \$162             |
| EBT                                                      |                       |                   |                   |                   |
| Unallocated cost of revenues                             | \$(104)               | \$(111)           | \$(218)           | \$(228)           |
| Unallocated research and development expenses            | (190)                 | (271)             | (337)             | (551)             |
| Unallocated selling, general and administrative expenses | (84)                  | (258)             | (148)             | (420)             |
| Unallocated other income (expenses) (Note 2)             | 18                    | (310)             | (130)             | (1,493)           |
| Unallocated interest expense                             | (159)                 | (179)             | (313)             | (348)             |
| Unallocated investment and other income, net             | 109                   | 82                | 130               | 206               |
| Nonreportable segments                                   | (17)                  | (93)              | (47)              | (186)             |
|                                                          | \$(427)               | \$(1,140)         | \$(1,063)         | \$(3,020)         |

Unallocated acquisition-related expenses were comprised as follows (in millions):

|                                              | Three Months<br>Ended |                   | Six Months<br>Ended |                   |
|----------------------------------------------|-----------------------|-------------------|---------------------|-------------------|
|                                              | March 31,<br>2019     | March 25,<br>2018 | March 31,<br>2019   | March 25,<br>2018 |
| Cost of revenues                             | \$99                  | \$102             | \$202               | \$208             |
| Research and development expenses            | 1                     | 2                 | 2                   | 3                 |
| Selling, general and administrative expenses | 7                     | 214               | 14                  | 290               |

Note 8. Cost Plan

In the second quarter of fiscal 2018, we announced a Cost Plan designed to align our cost structure to our long-term margin targets. As part of this plan, we initiated a series of targeted actions across our businesses with the objective to reduce annual costs by \$1 billion, excluding incremental costs resulting from any future acquisition of a business. Actions taken under this plan have been completed and have resulted in us achieving substantially all of this target in fiscal 2019 based on our run rate exiting the second quarter of fiscal 2019, excluding litigation costs that are in excess of the baseline spend.

During the six months ended March 31, 2019, we recorded net restructuring and restructuring-related charges related to our Cost Plan of \$204 million in other expenses. This consisted of restructuring-related charges of \$156 million, primarily related to asset impairment charges (and included a \$45 million net gain from the sale of certain assets related to wireless electric vehicle charging applications and the sale of our mobile health nonreportable segment), and restructuring charges of \$48 million, primarily related to severance and consulting costs. Since inception of the Cost Plan, we have incurred a total of \$892 million in net restructuring and restructuring-related charges. The remaining restructuring and restructuring-related charges to be incurred related to the plan are expected to be negligible.



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The restructuring accrual, a portion of which was included in payroll and other benefits related liabilities with the remainder included in other current liabilities, is expected to be substantially paid within the next 12 months. At March 31, 2019 and September 30, 2018, the restructuring accrual was \$25 million and \$83 million, respectively.

Note 9. Fair Value Measurements

The following table presents our fair value hierarchy for assets and liabilities measured at fair value on a recurring basis at March 31, 2019 (in millions):

|                                          | Level<br>1 | Level<br>2 | Level<br>3 | Total   |
|------------------------------------------|------------|------------|------------|---------|
| <b>Assets</b>                            |            |            |            |         |
| Cash equivalents                         | \$4,830    | \$3,560    | \$ —       | \$8,390 |
| <b>Marketable securities:</b>            |            |            |            |         |
| Corporate bonds and notes                | —          | 51         | —          | 51      |
| Auction rate securities                  | —          | —          | 35         | 35      |
| Equity securities                        | 145        | —          | —          | 145     |
| Total marketable securities              | 145        | 51         | 35         | 231     |
| Derivative instruments                   | —          | 12         | —          | 12      |
| Other investments                        | 398        | —          | 63         | 461     |
| Total assets measured at fair value      | \$5,373    | \$3,623    | \$ 98      | \$9,094 |
| <b>Liabilities</b>                       |            |            |            |         |
| Derivative instruments                   | \$—        | \$20       | \$ —       | \$20    |
| Other liabilities                        | 399        | —          | 76         | 475     |
| Total liabilities measured at fair value | \$399      | \$20       | \$ 76      | \$495   |

Activity between Levels of the Fair Value Hierarchy. There were no transfers of marketable securities into or out of Level 3 during the six months ended March 31, 2019 and March 25, 2018. Other investments and other liabilities included in Level 3 at March 31, 2019 were comprised of debt instruments issued by private companies and contingent consideration related to business combinations, respectively. There were no transfers of debt instruments or contingent consideration amounts into or out of Level 3 during the six months ended March 31, 2019 and March 25, 2018.

Assets Measured and Recorded at Fair Value on a Nonrecurring Basis. During the six months ended March 31, 2019, certain intangible assets and goodwill were written down to their estimated fair values (Note 8). We also measured certain non-marketable equity securities received as non-cash consideration at fair value on a nonrecurring basis (Note 2). The estimation of fair value required the use of significant unobservable inputs, and as a result, the fair value measurements were classified as Level 3. During the six months ended March 31, 2019 and March 25, 2018, we did not have any other significant assets or liabilities that were measured at fair value on a nonrecurring basis.

Note 10. Marketable Securities

Our marketable securities were comprised as follows (in millions):

|                                            | Current        |                    | Noncurrent (1) |                    |
|--------------------------------------------|----------------|--------------------|----------------|--------------------|
|                                            | March 31, 2019 | September 30, 2018 | March 31, 2019 | September 30, 2018 |
| <b>Available-for-sale debt securities:</b> |                |                    |                |                    |
| Corporate bonds and notes                  | \$51           | \$ 144             | \$ —           | \$ —               |

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|                                          |       |        |       |       |
|------------------------------------------|-------|--------|-------|-------|
| Auction rate securities                  | —     | —      | 35    | 35    |
| Total available-for-sale debt securities | 51    | 144    | 35    | 35    |
| Equity securities                        | 144   | 167    | 1     | —     |
| Total marketable securities              | \$195 | \$ 311 | \$ 36 | \$ 35 |

(1) Noncurrent marketable securities were included in other assets.

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The contractual maturities of available-for-sale debt securities were as follows (in millions):

|                         | March 31,<br>2019 |
|-------------------------|-------------------|
| Years to Maturity       |                   |
| Less than one year      | \$ 51             |
| No single maturity date | 35                |
| Total                   | \$ 86             |

Debt securities with no single maturity date included auction rate securities.

During the three and six months ended March 31, 2019, there were no realized gains or losses on sales of available-for-sale debt securities, and during the three and six months ended March 25, 2018, gross realized gains were \$11 million. As of March 31, 2019 and September 30, 2018, unrealized gains and losses on available for sale debt securities were negligible. As of September 30, 2018, available-for-sale securities also included equity securities with a fair value of \$167 million, including an unrealized gain of \$63 million.

Note 11. Revision of Prior Period Financial Statements

We revised certain prior period financial statements for an immaterial error related to the recognition of certain royalty revenues of our QTL segment (Note 1). A summary of revisions to our previously reported financial statements presented herein for comparative purposes is included below (in millions, except per share data).

Revised Consolidated Balance Sheet.

|                                            | As of September 30, 2018 |            |               |
|--------------------------------------------|--------------------------|------------|---------------|
|                                            | As<br>reported           | Adjustment | As<br>revised |
| Deferred tax assets (non-current)          | \$904                    | \$ 32      | \$ 936        |
| Total assets                               | 32,686                   | 2          | 32,718        |
| Other current liabilities                  | 6,825                    | 153        | 6,978         |
| Total current liabilities                  | 11,236                   | 153        | 11,389        |
| Total liabilities                          | 31,758                   | 153        | 31,911        |
| Retained earnings                          | 663                      | (121)      | 542           |
| Total stockholders' equity                 | 928                      | (121)      | 807           |
| Total liabilities and stockholders' equity | 32,686                   | 2          | 32,718        |

Revised Consolidated Statements of Operations.

|                                 | Three Months Ended March<br>25, 2018 |            |               | Six Months Ended March 25,<br>2018 |            |               |
|---------------------------------|--------------------------------------|------------|---------------|------------------------------------|------------|---------------|
|                                 | As<br>reported                       | Adjustment | As<br>revised | As<br>reported                     | Adjustment | As<br>revised |
| Licensing revenues              | \$1,325                              | \$ (41)    | \$ 1,284      | \$2,690                            | \$ (74)    | \$2,616       |
| Total revenues                  | 5,261                                | (41)       | 5,220         | 11,329                             | (74)       | 11,255        |
| Operating income                | 441                                  | (41)       | 400           | 471                                | (74)       | 397           |
| Income before income taxes      | 358                                  | (41)       | 317           | 332                                | (74)       | 258           |
| Income tax benefit (expense)    | 5                                    | 8          | 13            | (5,922)                            | 11         | (5,911)       |
| Net income (loss)               | 363                                  | (33)       | 330           | (5,590)                            | (63)       | (5,653)       |
| Basic earnings (loss) per share | 0.25                                 | (0.03)     | 0.22          | (3.78)                             | (0.04)     | (3.82)        |

Diluted earnings (loss) per share 0.24 (0.02 ) 0.22 (3.78 ) (0.04 ) (3.82 )

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Revised Consolidated Statements of Comprehensive Income (Loss).

|                                   | Three Months Ended<br>March 25, 2018 |            | Six Months Ended March 25,<br>2018 |                |            |               |
|-----------------------------------|--------------------------------------|------------|------------------------------------|----------------|------------|---------------|
|                                   | As<br>reported                       | Adjustment | As<br>revised                      | As<br>reported | Adjustment | As<br>revised |
| Net income (loss)                 | \$363                                | \$ (33 )   | \$ 330                             | \$(5,590)      | \$ (63 )   | \$(5,653)     |
| Total comprehensive income (loss) | 523                                  | (33 )      | 490                                | (5,429 )       | (63 )      | (5,492 )      |

Revised Consolidated Statement of Cash Flows.

We revised our condensed consolidated statement of cash flows for the six months ended March 25, 2018 for this correction, which had no impact to net cash provided by operating activities in the period.

|                                                                   | Six Months Ended March 25, 2018 |                                |                 |               |
|-------------------------------------------------------------------|---------------------------------|--------------------------------|-----------------|---------------|
|                                                                   | As<br>reported                  | Reclassification<br>adjustment | Revision<br>(1) | As<br>revised |
| Operating Activities:                                             |                                 |                                |                 |               |
| Net loss                                                          | \$(5,590)                       | \$ —                           | \$ (63 )        | \$(5,653)     |
| Income tax provision in excess of (less than) income tax payments | 5,477                           | —                              | (11 )           | 5,466         |
| Interest expense in excess of interest payments                   | 207                             | (207 )                         | —               | —             |
| Other items, net                                                  | 46                              | 6                              | —               | 52            |
| Other assets                                                      | 70                              | (12 )                          | —               | 58            |
| Payroll, benefits and other liabilities                           | 1,166                           | 213                            | 74              | 1,453         |
| Net cash provided by operating activities                         | 2,278                           | —                              | —               | 2,278         |

(1) Certain previously reported amounts have been reclassified to conform to the current year presentation.

Revised Segment Information.

QTL segment results were revised for this correction (Note 7), which resulted in a decrease in QTL revenues and EBT (earnings before income taxes) of \$41 million for the three months ended March 25, 2018 and \$74 million for the six months ended March 25, 2018.

Note 12. Subsequent Event

On April 16, 2019, we entered into settlement agreements with Apple and its contract manufacturers to dismiss all outstanding litigation between the parties. We also entered into a six-year global patent license agreement with Apple, effective as of April 1, 2019, which includes an option for Apple to extend for two additional years, and a multi-year chipset supply agreement with Apple. While we continue to assess the accounting impacts of the agreements, we currently expect to record revenues from previously satisfied performance obligations in the third quarter of fiscal 2019 resulting from the settlement, consisting of a payment from Apple and the release of our obligations to pay or refund Apple and the contract manufacturers certain customer-related liabilities. Such event is considered a nonrecognized subsequent event.

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

This information should be read in conjunction with the condensed consolidated financial statements and the notes thereto included in “Part I, Item 1” of this Quarterly Report and with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” for the year ended September 30, 2018 contained in our 2018 Annual Report on Form 10-K. We have revised our prior period financial statements to reflect the correction of an immaterial error as described in this Quarterly Report in “Notes to Condensed Consolidated Financial Statements, Note 1, Basis of Presentation and Significant Accounting Policies Update” and “Note 11. Revision of Prior Period Financial Statements.” This Quarterly Report (including, but not limited to, this section regarding Management’s Discussion and Analysis of Financial Condition and Results of Operations) contains forward-looking statements regarding our business, investments, financial condition, results of operations and prospects. Additionally, statements concerning future matters that are not historical are forward-looking statements, such as statements regarding our expectations concerning: industry, market, business, commercial, competitive or consumer trends; our businesses, growth potential or strategies, or factors that may impact them; attacks on our licensing business, including by licensees, customers, governments, governmental agencies or regulators, standards bodies or others; other legal or regulatory matters; competition; product or technology trends; new or expanded product areas, adjacent industry segments or applications; costs or expenditures including research and development, selling, general and administrative, restructuring or restructuring-related charges, working capital or information technology systems; our financing, stock repurchase or dividend programs; strategic investments or acquisitions; adoption and application of future accounting guidance; tax law changes; our tax structure or strategies; or the potential business or financial statement impacts of any of the above. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates” and similar expressions or variations of such words are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements in this Quarterly Report.

Although forward-looking statements in this Quarterly Report reflect our good faith judgment, such statements can only be based on facts and factors currently known by us. Consequently, forward-looking statements are inherently subject to risks and uncertainties and actual results and outcomes may differ materially from the results and outcomes discussed in or anticipated by the forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include without limitation those discussed under the heading “Risk Factors” below, as well as those discussed elsewhere in this Quarterly Report. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report. We undertake no obligation to revise or update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this Quarterly Report. Readers are urged to carefully review and consider the various disclosures made in this Quarterly Report, which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations and prospects.

**Second Quarter Fiscal 2019 Overview and Other Recent Events**

Revenues for the second quarter of fiscal 2019 were \$5.0 billion, a decrease of 5% compared to the year ago quarter, with net income of \$663 million, an increase of 101% compared to the year ago quarter. Highlights and other events from the second quarter of fiscal 2019 and other recent events included:

On April 16, 2019, we entered into settlement agreements with Apple and its contract manufacturers to dismiss all outstanding litigation between the parties. We also entered into a six-year global patent license agreement with Apple, effective as of April 1, 2019, which includes an option for Apple to extend for two additional years, and a multi-year chipset supply agreement with Apple.

The transition of wireless networks and devices to 3G/4G (CDMA-single mode, OFDMA-single mode and CDMA/OFDMA multi-mode) continued around the world. 3G/4G connections grew sequentially by approximately 3% to approximately 5.7 billion, which was approximately 73% of total mobile connections at the end of the second quarter of fiscal 2019.<sup>(1)</sup>

• We continue to invest significant resources toward advancements primarily in support of 4G- and 5G-based technologies as well as other technologies to extend the demand for our products and generate new or expanded licensing opportunities, including within adjacent industry segments outside traditional cellular industries, such as

automotive, the Internet of Things (IoT) and networking.

QCT results in the second quarter of fiscal 2019 were negatively impacted by lower modem sales to Apple.

We adopted new revenue recognition accounting guidance in the first quarter of fiscal 2019 that requires us to estimate and recognize QTL royalties in the period in which the associated sales occur, resulting in an acceleration of royalty revenues by one quarter compared to the prior method. As a result of estimation, adjustments are recorded

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in subsequent quarters to reflect changes in estimates as new information becomes available, primarily when actual amounts are reported by licensees. Prior period results have not been restated for the adoption of the new accounting guidance and continue to be reported in accordance with the accounting guidance in effect for those periods.

QTL results were negatively impacted by our prior dispute with Apple and its contract manufacturers.

Revenues in the second quarter of fiscal 2019 did not include royalties due on sales of Apple or other products by Apple's contract manufacturers. QTL revenues in the second quarter of fiscal 2019 included

- \$150 million of royalties due under an interim agreement with Huawei. This represents a minimum, non-refundable amount for royalties due for the second quarter of fiscal 2019 by Huawei while negotiations continue. This payment does not reflect the full amount of royalties due under the underlying license agreement.

In the second quarter of fiscal 2018, we announced a Cost Plan designed to align our cost structure to our long-term margin targets, under which we initiated a series of targeted actions across our businesses with the objective to reduce annual costs by \$1 billion, excluding incremental costs resulting from any future acquisition of a business. Actions taken under this plan have been completed and have resulted in us achieving substantially all of this target in fiscal 2019 based on our run rate exiting the second quarter of fiscal 2019, excluding litigation costs that are in excess of the baseline spend.

- (1) According to GSMA Intelligence estimates as of April 29, 2019 (estimates excluded Wireless Local Loop).

#### Our Business and Operating Segments

We develop and commercialize foundational technologies and products used in mobile devices and other wireless products, including network equipment, broadband gateway equipment and consumer electronics devices. We derive revenues principally from sales of integrated circuit products and licensing our intellectual property, including patents, software and other rights.

We are organized on the basis of products and services and have three reportable segments. We conduct business primarily through our QCT (Qualcomm CDMA Technologies) semiconductor business and our QTL (Qualcomm Technology Licensing) licensing business. QCT develops and supplies integrated circuits and system software based on CDMA, OFDMA and other technologies for use in mobile devices, wireless networks, devices used in IoT, broadband gateway equipment, consumer electronic devices and automotive telematics and infotainment systems. QTL grants licenses to use portions of its intellectual property portfolio, which includes certain patent rights essential to and/or useful in the manufacture and sale of certain wireless products. Our QSI (Qualcomm Strategic Initiatives) reportable segment makes strategic investments. We also have nonreportable segments, including Qualcomm Government Technologies or QGOV (formerly Qualcomm Cyber Security Solutions) and other wireless technology and service initiatives.

Our reportable segments are operated by QUALCOMM Incorporated and its direct and indirect subsidiaries. All of our products and services businesses, including QCT, and all of our engineering, research and development functions, are operated by Qualcomm Technologies, Inc. (QTI), a wholly-owned subsidiary of QUALCOMM Incorporated, and QTI's subsidiaries. QTL is operated by QUALCOMM Incorporated, which owns the vast majority of our patent portfolio. Neither QTI nor any of its subsidiaries has any right, power or authority to grant any licenses or other rights under or to any patents owned by QUALCOMM Incorporated.

**Seasonality.** Many of our products and/or much of our intellectual property are incorporated into consumer wireless devices, which are subject to seasonality and other fluctuations in demand. As a result, QCT has historically tended to have stronger sales toward the end of the calendar year as manufacturers prepare for major holiday selling seasons and due to the timing of Apple's device launch in the fall. Similarly, because QTL historically has recognized royalty revenues when royalties are reported by licensees, QTL has tended to record higher royalty revenues in the first calendar quarter when licensees report their sales made in the fourth calendar quarter. These trends did not occur in the first six months of fiscal 2019 due to QCT's decline in share of modem sales for iPhone products and the lack of QTL royalty revenues recognized related to the sales of Apple's products resulting from our prior dispute with Apple and its contract manufacturers. These trends may or may not continue in the future. Additionally, QTL's revenues have been impacted by the adoption of the new revenue recognition guidance in fiscal 2019 pursuant to which we estimate



and recognize sales-based royalties in the period in which the associated sales occur, resulting in an acceleration of royalty revenue recognition by one quarter compared to the prior method. The trends for QTL have been, and may be in the future be, impacted by disputes and/or resolutions with licensees.

We have also experienced fluctuations in revenues due to the timing of conversions and expansions of 3G and 4G networks by wireless operators and the timing of launches of flagship wireless devices and consumer demand for wireless

devices that incorporate our products and/or intellectual property. These trends may or may not continue in the future, including as a result of 5G network deployments and flagship device launches.

#### Results of Operations

##### Revenues (in millions)

|                        | Three Months Ended |                |         | Six Months Ended |                |           |
|------------------------|--------------------|----------------|---------|------------------|----------------|-----------|
|                        | March 31, 2019     | March 25, 2018 | Change  | March 31, 2019   | March 25, 2018 | Change    |
| Equipment and services | \$3,753            | \$ 3,936       | \$(183) | \$7,506          | \$ 8,639       | \$(1,133) |
| Licensing              | 1,229              | 1,284          | (55)    | 2,318            | 2,616          | (298)     |
|                        | \$4,982            | \$ 5,220       | \$(238) | \$9,824          | \$ 11,255      | \$(1,431) |

##### Second quarter 2019 vs. 2018

The decrease in revenues in the second quarter of fiscal 2019 was primarily due to:

- \$227 million in lower equipment and services revenues from our QCT segment

- \$97 million in lower licensing revenues from our QTL segment

##### First six months 2019 vs. 2018

The decrease in revenues in the first six months of fiscal 2019 was primarily due to:

- \$1.1 billion in lower equipment and services revenues from our QCT segment

- \$344 million in lower licensing revenues from our QTL segment

##### Costs and Expenses (in millions)

|                  | Three Months Ended |                |        | Six Months Ended |                |         |
|------------------|--------------------|----------------|--------|------------------|----------------|---------|
|                  | March 31, 2019     | March 25, 2018 | Change | March 31, 2019   | March 25, 2018 | Change  |
| Cost of revenues | \$2,179            | \$ 2,239       | \$(60) | \$4,367          | \$4,902        | \$(535) |
| Gross margin     | 56%                | 57%            |        | 56%              | 56%            |         |

##### Second quarter 2019 vs. 2018

Gross margin percentage decreased in the second quarter of fiscal 2019 primarily due to:

- decrease in QCT gross margin

##### First six months 2019 vs. 2018

Gross margin percentage remained flat in the first six months of fiscal 2019 primarily due to:

- decrease in QCT gross margin

+ increase in QSI gross margin

|                          | Three Months Ended |                |        | Six Months Ended |                |         |
|--------------------------|--------------------|----------------|--------|------------------|----------------|---------|
|                          | March 31, 2019     | March 25, 2018 | Change | March 31, 2019   | March 25, 2018 | Change  |
| Research and development | \$1,308            | \$ 1,402       | \$(94) | \$2,577          | \$ 2,822       | \$(245) |
| % of revenues            | 26%                | 27%            |        | 26%              | 25%            |         |

##### Second quarter 2019 vs. 2018

The dollar decrease in research and development expenses in the second quarter of fiscal 2019 was primarily due to:

\$92 million decrease primarily driven by actions under our Cost Plan, partially offset by higher costs related to the development of 5G wireless and integrated circuit technologies

##### First six months 2019 vs. 2018

The dollar decrease in research and development expenses in the first six months of fiscal 2019 was primarily due to:

\$244 million decrease primarily driven by actions under our Cost Plan, partially offset by higher costs related to the development of 5G wireless and integrated circuit technologies

In fiscal 2018, all of the costs related to pre-commercial research and development of 5G technologies, of which we recorded \$115 million and \$216 million in the second quarter and first six months of fiscal 2018, respectively, were included in unallocated corporate research and development expenses. Beginning in the first quarter of fiscal 2019, all research and



development costs associated with 5G technologies are included in segment results. Additionally, beginning in the first quarter of fiscal 2019, certain research and development costs associated with early research and development that were historically included in our QCT segment are allocated to our QTL segment. The net effect of these changes negatively impacted QTL's EBT by \$119 million and \$241 million in the second quarter and first six months of fiscal 2019, respectively. QCT's EBT was positively impacted by \$32 million and \$44 million in the second quarter and first six months of fiscal 2019, respectively.

|                                              | Three Months Ended |                |         | Six Months Ended |                |         |
|----------------------------------------------|--------------------|----------------|---------|------------------|----------------|---------|
|                                              | March 31, 2019     | March 25, 2018 | Change  | March 31, 2019   | March 25, 2018 | Change  |
| Selling, general and administrative expenses | \$573              | \$ 869         | \$(296) | \$1,100          | \$1,641        | \$(541) |
| % of revenues                                | 12 %               | 17 %           | %       | 11 %             | 15 %           | %       |

Second quarter 2019 vs. 2018

The dollar decrease in selling, general and administrative expenses in the second quarter of fiscal 2019 was primarily due to:

- \$217 million in lower professional fees and costs, primarily driven by Broadcom's withdrawn takeover proposal in fiscal 2018
- \$24 million in lower sales and marketing expenses
- \$24 million in lower employee-related expenses, primarily driven by actions under our Cost Plan

First six months 2019 vs. 2018

The dollar decrease in selling, general and administrative expenses in the first six months of fiscal 2019 was primarily due to:

- \$285 million in lower professional fees and costs, primarily driven by Broadcom's withdrawn takeover proposal in fiscal 2018 and our proposed acquisition of NXP Semiconductors N.V. in fiscal 2018
- \$72 million in lower employee-related expenses, primarily driven by actions under our Cost Plan
- \$45 million in bad debt expense recorded in the first quarter of fiscal 2018
- \$45 million in lower sales and marketing expenses

Selling, general and administrative expenses included \$126 million and \$223 million in the second quarter and first six months of fiscal 2019, respectively, related to litigation costs, a decrease compared to the second quarter and first six months fiscal 2018 of \$20 million and \$29 million, respectively.

|       | Three Months Ended |                |         | Six Months Ended |                |           |
|-------|--------------------|----------------|---------|------------------|----------------|-----------|
|       | March 31, 2019     | March 25, 2018 | Change  | March 31, 2019   | March 25, 2018 | Change    |
| Other | \$(18)             | \$ 310         | \$(328) | \$130            | \$1,493        | \$(1,363) |

Second quarter 2019

Other income in the second quarter of fiscal 2019 consisted of:

- + \$43 million gain due to the partial recovery of a fine imposed in fiscal 2009 resulting from our appeal of the Korea Fair Trade Commission (KFTC) decision
- \$25 million in net charges related to our Cost Plan, which included \$70 million in restructuring and restructuring-related charges, partially offset by a \$45 million net gain from the sale of certain assets related to wireless electric vehicle charging applications and the sale of our mobile health nonreportable segment

Second quarter 2018

Other expenses in the second quarter of fiscal 2018 consisted of:

- + \$310 million in restructuring and restructuring-related charges related to our Cost Plan

First six months 2019

Other expenses in the first six months of fiscal 2019 consisted of:

- + \$204 million net charges related to our Cost Plan, which included \$249 million in restructuring and restructuring-related charges, partially offset by a \$45 million net gain from the sale of certain assets related to wireless electric vehicle charging applications and the sale of our mobile health nonreportable segment

- \$43 million gain due to the partial recovery of a fine imposed in fiscal 2009 resulting from our appeal of the KFTC decision
- \$31 million gain related to a favorable legal settlement

First six months 2018

Other expenses in the first six months of fiscal 2018 consisted of:

- + \$1.2 billion charge related to the EC fine
- + \$310 million in restructuring and restructuring-related charges related to our Cost Plan

Interest Expense and Investment and Other Income, Net (in millions)

|                                                                  | Three Months Ended |                |         | Six Months Ended |                |          |
|------------------------------------------------------------------|--------------------|----------------|---------|------------------|----------------|----------|
|                                                                  | March 2019         | March 25, 2018 | Change  | March 2019       | March 25, 2018 | Change   |
| Interest expense                                                 | \$162              | \$ 179         | \$(17 ) | \$317            | \$ 350         | \$(33 )  |
| Investment and other income, net                                 |                    |                |         |                  |                |          |
| Interest and dividend income                                     | \$80               | \$ 154         | \$(74 ) | \$155            | \$ 280         | \$(125 ) |
| Net gains (losses) on marketable securities                      | 40                 | 3              | 37      | (33 )            | 13             | (46 )    |
| Net gains on other investments                                   | 6                  | 47             | (41 )   | 42               | 60             | (18 )    |
| Impairment losses on marketable securities and other investments | (60 )              | (11 )          | (49 )   | (69 )            | (20 )          | (49 )    |
| Equity in net losses of investees                                | (36 )              | (17 )          | (19 )   | (58 )            | (38 )          | (20 )    |
| Net (losses) gains on foreign currency transactions              | (1 )               | (90 )          | 89      | 5                | (93 )          | 98       |
| Net (losses) gains on derivative instruments                     | (1 )               | 10             | (11 )   | (9 )             | 9              | (18 )    |
|                                                                  | \$28               | \$ 96          | \$(68 ) | \$33             | \$ 211         | \$(178 ) |

In the fourth quarter of fiscal 2018, we implemented a stock repurchase program to repurchase up to \$30 billion of our outstanding common stock. Stock repurchases made under this program have significantly reduced the amount of our cash, cash equivalents and marketable securities, resulting in a decrease to interest and dividend income.

Income Tax Expense (Benefit) (in millions)

|                              | Three Months Ended |                |        | Six Months Ended |                |           |
|------------------------------|--------------------|----------------|--------|------------------|----------------|-----------|
|                              | March 2019         | March 25, 2018 | Change | March 2019       | March 25, 2018 | Change    |
| Income tax expense (benefit) | \$143              | \$ (13 )       | \$ 156 | \$(365)          | \$ 5,911       | \$(6,276) |
| Effective tax rate           | 18 %               | N/M            | N/M    | (27 %)           | N/M            | N/M       |

N/M - Not meaningful

The following table summarizes the primary factors that caused our income tax provision to differ from the expected income tax provision at the U.S. federal statutory rate:

|                                                                          | Three Months Ended |                   | Six Months Ended  |                   |
|--------------------------------------------------------------------------|--------------------|-------------------|-------------------|-------------------|
|                                                                          | March 31,<br>2019  | March 25,<br>2018 | March 31,<br>2019 | March 25,<br>2018 |
| Expected income tax provision at federal statutory tax rate              | \$ 169             | \$ 78             | \$ 287            | \$ 64             |
| Benefits from establishing new U.S. net deferred tax assets              | —                  | —                 | (570 )            | —                 |
| Detriments (benefits) from foreign income taxed at other than U.S. rates | 8                  | (107 )            | 12                | (100 )            |
| Benefits related to the research and development tax credit              | (22 )              | (29 )             | (46 )             | (28 )             |
| Benefit from foreign-derived intangible income (FDII) deduction          | (48 )              | —                 | (88 )             | —                 |
| Toll Charge from U.S. tax reform                                         | —                  | 7                 | —                 | 5,314             |
| Remeasurement of deferred taxes due to changes in statutory tax rate     | —                  | (10 )             | —                 | 557               |
| Foreign withholding taxes                                                | —                  | 7                 | —                 | 93                |
| Nondeductible charges related to the KFTC and EC investigations          | —                  | 16                | —                 | 15                |
| Other                                                                    | 36                 | 25                | 40                | (4 )              |
| Income tax expense (benefit)                                             | \$ 143             | \$ (13 )          | \$ (365 )         | \$ 5,911          |

The 2017 Tax Cuts and Jobs Act (the Tax Legislation) significantly revised the United States corporate income tax by, among other things, lowering the corporate income tax rate to 21% and imposing a one-time repatriation tax on deemed repatriated earnings and profits of U.S.-owned foreign subsidiaries (the Toll Charge). The Tax Legislation fundamentally changed the taxation of multinational entities, including a shift from a system of worldwide taxation with deferral to a hybrid territorial system, featuring a participation exemption regime with current taxation of certain foreign income, a minimum tax on low-taxed foreign earnings and new measures to deter base erosion and promote U.S. production. As a fiscal-year taxpayer, certain provisions of the Tax Legislation became effective starting at the beginning of fiscal 2019, including new taxes due on certain foreign income, such as GILTI (global intangible

low-taxed income), BEAT (base-erosion and anti-abuse tax) and FDII (foreign-derived intangible income). In response to the Tax Legislation, we implemented certain tax restructuring in fiscal 2018 and 2019. As a result, without considering the effects of the agreements with Apple and its contract manufacturers signed in April 2019, substantially all of our income is in the U.S. and qualifies for preferential treatment as FDII, and the impact of GILTI and BEAT are negligible. Accordingly, our estimated annual effective tax rate for fiscal 2019 reflects the effects of these components of the Tax Legislation. Our federal statutory income tax rate for fiscal 2018 reflected a blended rate of approximately 25%.

As a result of the Tax Legislation, in fiscal 2019, several of our foreign subsidiaries made tax elections to be treated as U.S. branches for federal income tax purposes (commonly referred to as “check-the-box” elections) effective beginning in fiscal 2018 and 2019. We believe that by treating these foreign subsidiaries as U.S. branches for federal income taxes, rather than controlled foreign corporations, we will significantly reduce the risk of being subject to GILTI and BEAT taxes. As a result of making these check-the-box elections in the first quarter of fiscal 2019, we recorded a tax benefit of \$570 million due to establishing new U.S. net deferred tax assets resulting from the difference between the GAAP basis and the U.S. federal tax carryover basis of the existing assets and liabilities of those foreign subsidiaries, primarily related to customer incentive liabilities that have not been deducted for tax purposes.

The effective tax rate of 18% for the second quarter of fiscal 2019 was higher than the estimated annual effective tax rate of 6% benefit (which excluded the effects of the agreements with Apple and its contract manufacturers signed in April 2019) primarily due to the tax benefit of \$570 million described above, which was recorded discretely in the first quarter.

Unrecognized tax benefits were \$228 million and \$217 million at March 31, 2019 and September 30, 2018, respectively. We believe that it is reasonably possible that the total amounts of unrecognized tax benefits at March 31, 2019 may increase or decrease in the next 12 months.

The United States Treasury Department has issued proposed regulations on several provisions of the Tax Legislation, including foreign tax credits, FDII, GILTI, BEAT and interest expense deduction limitations, which are expected to be finalized in the next several months. When finalized, these proposed regulations may adversely affect our provision for income taxes, results of operations and/or cash flows.



## Segment Results

The following should be read in conjunction with the financial results for the second quarter and first six months of fiscal 2019 for each reportable segment included in this Quarterly Report in “Notes to Condensed Consolidated Financial Statements, Note 7. Segment Information.”

## QCT Segment

| (in millions)          | Three Months Ended |                |         | Six Months Ended |                |           |
|------------------------|--------------------|----------------|---------|------------------|----------------|-----------|
|                        | March 31, 2019     | March 25, 2018 | Change  | March 31, 2019   | March 25, 2018 | Change    |
| Revenues               |                    |                |         |                  |                |           |
| Equipment and services | \$3,622            | \$3,849        | \$(227) | \$7,300          | \$8,447        | \$(1,147) |
| Licensing              | 100                | 48             | 52      | 161              | 101            | 60        |
| Total revenues         | \$3,722            | \$3,897        | \$(175) | \$7,461          | \$8,548        | \$(1,087) |
| EBT (1)                | \$542              | \$608          | \$(66)  | \$1,140          | \$1,563        | \$(423)   |
| EBT as a % of revenues | 15%                | 16%            | (1%)    | 15%              | 18%            | (3%)      |

(1) Earnings (loss) before taxes.

During the first quarter of fiscal 2019, we combined our Small Cells business, which sells products designed for the implementation of small cells to address the challenge of meeting the increased demand for mobile data, into our QCT segment. Revenues and operating results related to the Small Cells business were included in nonreportable segments through the end of fiscal 2018. Prior period segment information has not been adjusted to conform to the new segment presentation as such adjustments are insignificant.

Equipment and services revenues mostly relate to sales of Mobile Station Modem (MSM) and accompanying Radio Frequency (RF), Power Management (PM) and wireless connectivity integrated circuits. Approximately 155 million and 187 million MSM integrated circuits were sold in the second quarter of fiscal 2019 and 2018, respectively, and approximately 341 million and 424 million MSM integrated circuits were sold in the first six months of fiscal 2019 and 2018, respectively.

## Second quarter 2019 vs. 2018

The decrease in QCT equipment and services revenues in the second quarter of fiscal 2019 was primarily due to:

-\$424 million in lower MSM and accompanying unit shipments, primarily due to a decline in share at Apple

-\$223 million decrease due to lower average selling prices

+\$453 million due to favorable product mix

QCT EBT as a percentage of revenues decreased in the second quarter of fiscal 2019 primarily due to:

-decrease in QCT revenues

-decrease in gross margin percentage, primarily driven by lower average selling prices, partially offset by

-higher-margin product mix and lower average unit costs

+decrease in operating expenses, primarily driven by actions under our Cost Plan

## First six months 2019 vs. 2018

The decrease in QCT equipment and services revenues in the first six months of fiscal 2019 was primarily due to:

-\$1.12 billion in lower MSM and accompanying unit shipments, primarily due to a decline in share at Apple

-\$454 million decrease due to lower average selling prices

-\$239 million in lower RFFE product revenues, primarily due to a decline in share at Apple

+\$659 million increase due to favorable product mix

QCT EBT as a percentage of revenues decreased in the first six months of fiscal 2019 primarily due to:

-decrease in QCT revenues

-decrease in gross margin percentage, primarily driven by lower average selling prices, partially offset by

-higher-margin product mix and lower average unit costs

+decrease in operating expenses, primarily driven by actions under our Cost Plan

QCT accounts receivable decreased by 10% in the first six months of fiscal 2019 from \$1.36 billion to \$1.22 billion, primarily due to an increase in the portion of customer incentive arrangements that are included in accounts receivable and a decrease in revenues, partially offset by the timing of integrated circuit shipments. QCT inventories increased by

3% in the

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first six months of fiscal 2019 from \$1.68 billion to \$1.72 billion, primarily due to an increase in the overall quantity of units on hand.

#### QTL Segment

| (in millions)          | Three Months Ended |                |         | Six Months Ended |                |         |
|------------------------|--------------------|----------------|---------|------------------|----------------|---------|
|                        | March 31, 2019     | March 25, 2018 | Change  | March 31, 2019   | March 25, 2018 | Change  |
| Licensing revenues     | \$1,122            | \$1,219        | \$(97 ) | \$2,141          | \$2,485        | \$(344) |
| EBT                    | \$674              | \$809          | \$(135) | \$1,264          | \$1,664        | \$(400) |
| EBT as a % of revenues | 60 %               | 66 %           | (6 %)   | 59 %             | 67 %           | (8 %)   |

QTL results in the second quarter and first six months of fiscal 2019 reflected the adoption of the new accounting guidance that requires us to estimate and recognize QTL royalties in the period in which the associated sales occur, resulting in an acceleration of royalty revenues by one quarter as compared to fiscal 2018. Fiscal 2018 results have not been adjusted for the adoption of the new accounting guidance.

QTL results in the first six months of fiscal 2019 and 2018 were negatively impacted by our prior dispute with Apple and its contract manufacturers. Revenues in the first six months of fiscal 2019 and 2018 did not include royalties due on sales of Apple or other products by Apple's contract manufacturers. In April 2019, we entered into settlement agreements with Apple and its contract manufacturers to dismiss all outstanding litigation between the parties. Further information is provided in this Quarterly Report in "Notes to Condensed Consolidated Financial Statements, Note 12. Subsequent Event."

QTL revenues in the second quarter and first six months of fiscal 2019 included \$150 million and \$300 million, respectively, of royalties due under an interim agreement with Huawei. These payments represent minimum, non-refundable amounts for royalties due while negotiations continue. These payments do not reflect the full amount of royalties due under the underlying license agreement. We did not record any revenues in the first six months of fiscal 2018 for royalties due on sales of Huawei's products.

#### Second quarter 2019 vs. 2018

QTL licensing revenues in the second quarter of fiscal 2019, which primarily related to royalties due on sales made by our licensees in the March 2019 quarter, decreased compared to licensing revenues in the second quarter of fiscal 2018, which primarily related to royalties due on sales made by our licensees in the December 2017 quarter, primarily due to:

- \$216 million in lower estimated revenues per unit compared to revenues per reported unit
- \$122 million decrease in estimated sales of CDMA-based products (including multi-mode products that also implement OFDMA) compared to reported sales of CDMA-based products
- + \$150 million under an interim agreement with Huawei
- + \$91 million increase in royalty revenues recognized related to devices sold in prior periods

QTL EBT as a percentage of revenues decreased in the second quarter of fiscal 2019 primarily due to:

- higher research and development costs due to an increase in the amount of research and development expense allocated to QTL in fiscal 2019
- lower QTL revenues
- + lower selling, general and administrative expenses, primarily from lower litigation costs

#### First six months 2019 vs. 2018

QTL licensing revenues in the first six months of fiscal 2019, which primarily related to royalties due on sales made by our licensees in the December 2018 and March 2019 quarters, decreased compared to licensing revenues in the first six months of fiscal 2018, which primarily related to royalties due on sales made by our licensees in the September and December 2017 quarters, primarily due to:

- \$404 million in lower estimated revenues per unit compared to revenues per reported unit
- \$285 million decrease in estimated sales of CDMA-based products (including multi-mode products that also implement OFDMA) compared to reported sales of CDMA-based products
- + \$300 million under an interim agreement with Huawei
- + \$44 million increase in royalty revenues recognized related to devices sold in prior periods



QTL EBT as a percentage of revenues decreased in the first six months of fiscal 2019 primarily due to:

- higher research and development costs due to an increase in the amount of research and development expense allocated to QTL in fiscal 2019

- lower QTL revenues

+ lower selling, general and administrative expenses, primarily from lower bad debt expense and lower litigation costs

QTL accounts receivable increased by 63% in the first six months of fiscal 2019 from \$1.47 billion to \$2.41 billion, primarily due to the adoption of the new accounting guidance.

QSI Segment

| (in millions)                   | Three Months Ended |            |        | Six Months Ended |            |        |
|---------------------------------|--------------------|------------|--------|------------------|------------|--------|
|                                 | March 2019         | March 2018 | Change | March 2019       | March 2018 | Change |
| Equipment and services revenues | \$98               | \$ 30      | \$ 68  | \$125            | \$ 60      | \$ 65  |
| EBT                             | 17                 | 40         | (23 )  | 25               | 51         | (26 )  |

Second quarter 2019 vs. 2018

The decrease in QSI EBT in the second quarter of fiscal 2019 was primarily due to:

- \$49 million increase in impairment losses on investments, primarily related to an equity method investee

- \$36 million decrease in net gains on investments, primarily driven by a decrease in gains on non-marketable equity investments

- \$19 million increase in our share of equity method investee losses

+ \$78 million increase resulting from higher revenues and lower costs associated with certain development contracts with an equity method investee

First six months 2019 vs. 2018

The decrease in QSI EBT in the first six months of fiscal 2019 was primarily due to:

- \$52 million increase in impairment losses on investments, primarily related to an equity method investee

- \$37 million decrease in net gains on investments, primarily driven by a decrease in gains on non-marketable equity investments

- \$20 million increase in our share of equity method investee losses

+ \$82 million increase resulting from higher revenues and lower costs associated with certain development contracts with an equity method investee

Looking Forward

In the coming years, we expect consumer demand for 3G/4G multi-mode and 4G products and services to decline as new consumer demand for 3G/4G/5G multi-mode and 5G products and services ramp around the world. We expect growth in new device categories and industries, resulting from the expanding adoption of certain technologies that are already commonly used in smartphones by industry segments outside traditional cellular industries, such as automotive, IoT and networking.

As we look forward to the next several months and beyond, we expect our business to be impacted by the following key items:

On April 16, 2019, we entered into settlement agreements with Apple and its contract manufacturers to dismiss all outstanding litigation between the parties. We also entered into a six-year global patent license agreement with Apple, effective as of April 1, 2019, which includes an option for Apple to extend for two additional years, and a multi-year chipset supply agreement with Apple. While we continue to assess the accounting impacts of the agreements, we currently expect to record revenues of \$4.5 billion to \$4.7 billion in the third quarter of fiscal 2019 resulting from the settlement, consisting of a payment from Apple and the release of our obligations to pay or refund Apple and the contract manufacturers certain customer-related liabilities. In addition, we will begin recording royalty revenues in the third quarter of fiscal 2019 for sales made by Apple and its contract manufacturers on or after April 1, 2019. For the remainder of fiscal 2019, we expect operating expenses to increase primarily as a result of higher employee cash incentive program costs as a result of the settlement, partially offset by lower litigation costs. Further, we expect our engineering costs will increase over time to support the multi-year chipset supply agreement.

Regulatory authorities in certain jurisdictions continue to investigate our business practices and institute proceedings against us, including the lawsuit filed against us by the United States Federal Trade Commission (FTC), which trial took place in January 2019, and other regulatory authorities may do so in the future. Additionally, certain of our

direct and indirect customers and licensees have pursued, and others may in the future pursue, litigation or arbitration against us related to our business. Unfavorable resolutions of one or more of these matters have had and could in the future have a material adverse effect on our business, revenues, results of operations, financial condition and cash flows. Depending on the type of matter, various remedies that could result from an unfavorable resolution include, among others, the loss of our ability to enforce one or more of our patents; injunctions; monetary damages or fines or other orders to pay money; the issuance of orders to cease certain conduct or modify our business practices, such as requiring us to reduce our royalty rates, reduce the base on which our royalties are calculated, grant patent licenses to chipset manufacturers, or modify or renegotiate some or all of our existing license agreements; and determinations that some or all of our license agreements are invalid or unenforceable. These activities have required, and we expect that they will continue to require, the investment of significant management time and attention and have resulted, and we expect that they will continue to result, in increased legal costs until the respective matters are resolved. See “Notes to Condensed Consolidated Financial Statements, Note 6. Commitments and Contingencies” and “Risk Factors” in this Quarterly Report, including the Risk Factors entitled “Efforts by some communications equipment manufacturers or their customers to avoid paying fair and reasonable royalties for the use of our intellectual property may require the investment of substantial management time and financial resources and may result in legal decisions or actions by governments, courts, regulators or agencies, Standards Development Organizations (SDOs) or other industry organizations that harm our business,” “Our business, particularly our licensing business, may suffer as a result of adverse rulings in government investigations or proceedings” and “Changes in our patent licensing practices, whether due to governmental investigations, private legal proceedings challenging those practices or otherwise, could adversely impact our business and results of operations.”

In the first quarter of fiscal 2019, we entered into a second interim agreement with Huawei in which Huawei agreed to make three quarterly payments of \$150 million (for sales made in consecutive calendar quarters beginning with the quarter ended December 2018) as minimum, non-refundable payments for royalties due for sales of licensed products by Huawei during the relevant quarter while negotiations continue. We recognized \$300 million of royalty revenues in the first six months of fiscal 2019 under the second interim agreement. These payments do not reflect the full amount of royalties due under the underlying license agreement. If we do not reach a final agreement with Huawei prior to the conclusion of the second interim agreement, Huawei may not make any other payments or may not make full payments under the underlying license agreement, which may result in significant legal costs, due to exercising the dispute resolution provision in the license agreement, and will negatively impact our future revenues, as well as our financial condition, results of operations and cash flows until the dispute is resolved.

• We expect our business, particularly QCT, to continue to be impacted by industry dynamics, including:

• Concentration of device share among a few companies within the premium tier, resulting in significant supply chain leverage for those companies, and exacerbating the negative impact to our business and financial results if any of those companies do not utilize our chipsets;

• Decisions by companies to utilize their own internally-developed integrated circuit products and/or sell such products to others, including by bundling with other products;

• Decisions by certain companies to utilize our competitors’ integrated circuit products in all or a portion of their devices. For example, we have not been the sole supplier of modems for iPhone products beginning with products that launched in September 2016, as Apple utilizes modems from one of our competitors in a portion of such devices.

Apple began solely using one or more of our competitors’ modems, rather than our modems, in its 2018 iPhone release and is expected to do so in its upcoming 2019 iPhone release. As a result, QCT revenues from modem sales for iPhones have declined in the first six months of fiscal 2019. For new chipset models, QCT does not expect to begin recording revenues under our recently announced multi-year chipset agreement with Apple until the second half of fiscal 2020. Apple’s sourcing of integrated circuit products does not impact our licensing revenues since our licensing revenues from Apple products are not dependent upon whether such products include our chipsets;

• Intense competition, particularly in China, as our competitors expand their product offerings and/or reduce the prices of their products as part of a strategy to attract new and/or retain existing customers;

• Further lengthening of replacement cycles as smartphone penetration increases and consumer demand is increasingly driven by new product launches and/or innovation cycles;

Continued growth of device share by Chinese OEMs in China and in regions outside of China; and

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Increasing consumer demand for 3G/4G smartphone products in emerging regions driven by availability of lower-tier 3G/4G devices, partially offset by lengthening replacement cycles in China.

Current U.S./China trade relations may negatively impact our business, growth prospects and results of operations.

We expect the ongoing rollout of 4G services in emerging regions will encourage competition and growth, bringing the benefits of 3G/4G LTE multi-mode to consumers.

Initial commercial 5G network deployments and device launches have begun and will continue in calendar 2019 and beyond. We believe that 5G technologies will empower a new era of smartphones and connected devices. We also believe that 5G will drive transformation across industries beyond traditional cellular communications that will create new business models and new services. We believe it is important that we remain a leader in 5G technology development, standardization, intellectual property creation and licensing of 5G technologies, and to be a leading developer and supplier of 5G integrated circuit products and services in order to sustain and grow our business long term.

We continue to invest significant resources to develop our wireless baseband chipsets, and our converged computing/communications (Snapdragon) chipsets, which incorporate technologies in the following areas, among others: advancements in 4G and 5G, OFDM-based Wi-Fi, RFFE, connectivity, power management, graphics, audio and video codecs, multimedia, artificial intelligence (AI) and virtual/augmented reality, and all of which contribute to the expansion of our intellectual property portfolio. We are also investing in targeted opportunities that leverage our existing technical and business expertise to deploy new business models and enter and/or expand into new industry segments and applications, such as products for automotive, IoT (including the connected home, smart cities, wearables, voice and music and robotics), networking, computing and AI, such as machine learning, among others. In addition to the foregoing business and market-based matters, we continue to devote resources to working with and educating participants in the wireless value chain and governments as to the benefits of our licensing program and our extensive technology investments in promoting a highly competitive and innovative wireless industry. However, we expect that certain companies may continue to be dissatisfied with the need to pay reasonable royalties for the use of our technology and not welcome the success of our licensing program in enabling new, highly cost-effective competitors to their products. We expect that such companies, and/or governments or regulators, will continue to challenge our business model in various forums throughout the world.

Further discussion of risks related to our business is presented in the Risk Factors included in this Quarterly Report.

#### Liquidity and Capital Resources

Our principal sources of liquidity are our existing cash, cash equivalents and marketable securities, cash generated from operations, cash provided by our debt programs and proceeds from the issuance of common stock under our stock option and employee stock purchase plans. The following table presents selected financial information related to our liquidity as of March 31, 2019 and September 30, 2018 and for the first six months of fiscal 2019 and 2018 (in millions):

|                                                  | March 31,        | September 30, | \$        | %       |
|--------------------------------------------------|------------------|---------------|-----------|---------|
|                                                  | 2019             | 2018          | Change    | Change  |
| Cash, cash equivalents and marketable securities | \$ 10,366        | \$ 12,123     | \$(1,757) | (14 %)  |
| Accounts receivable, net                         | 3,638            | 2,904         | 734       | 25 %    |
| Inventories                                      | 1,725            | 1,693         | 32        | 2 %     |
| Short-term debt                                  | 998              | 1,005         | (7)       | (1 %)   |
| Long-term debt                                   | 15,405           | 15,365        | 40        | — %     |
| Noncurrent income taxes payable                  | 1,849            | 2,312         | (463)     | (20 %)  |
|                                                  | Six Months Ended |               |           |         |
|                                                  | March 31         | March 25,     | \$        | %       |
|                                                  | 2019             | 2018          | Change    | Change  |
| Net cash provided by operating activities        | \$1,150          | \$ 2,278      | \$(1,128) | (50 %)  |
| Net cash (used) provided by investing activities | (261)            | 1,481         | (1,742)   | (118 %) |
| Net cash used by financing activities            | (2,531)          | (874)         | (1,657)   | 190 %   |



The net decrease in cash, cash equivalents and marketable securities was primarily due to \$1.5 billion in cash dividends paid, \$1.0 billion in payments to repurchase shares of our common stock, \$322 million in capital expenditures and \$143 million in payments of tax withholdings related to the vesting of share-based awards, partially offset by net cash provided by operating activities. Total cash provided by operating activities decreased primarily due to lower revenues. Total cash provided by operating activities was also negatively impacted by actions taken by Apple and its contract manufacturers who did not report or pay royalties due on sales of Apple products in the first six months of fiscal 2019 and the first six months of fiscal 2018.

Our days sales outstanding, on a consolidated basis, increased to 67 at March 31, 2019, as compared to 49 at September 30, 2018. The increase in accounts receivable and the related days sales outstanding were primarily due to the adoption of the new revenue recognition accounting guidance in the first quarter of fiscal 2019. Inventories remained largely flat in the first six-months of fiscal 2019.

As a result of the agreements signed with Apple and its contract manufacturers in April 2019, we expect our liquidity to be positively impacted by the settlement payment due from Apple, royalties to be paid by Apple for sales made on or after April 1, 2019 and lower litigation costs, partially offset by higher employee cash incentive program costs as a result of the settlement. Further, we expect our engineering costs will increase over time to support the multi-year chipset supply agreement.

**Debt.** Our Revolving Credit Facility provides for unsecured revolving facility loans, swing line loans and letters of credit in the aggregate amount of up to \$5.0 billion, of which \$530 million and \$4.47 billion will expire in February 2020 and November 2021, respectively. At March 31, 2019, no amounts were outstanding under the Revolving Credit Facility.

We have an unsecured commercial paper program, which provides for the issuance of up to \$5.0 billion of commercial paper. Net proceeds from this program are used for general corporate purposes. At March 31, 2019, we had \$1.0 billion of commercial paper outstanding with a weighted-average interest rate of 2.74% and weighted-average remaining days to maturity of 29 days.

In May 2017, we issued an aggregate principal amount of \$11.0 billion in nine tranches of unsecured floating- and fixed-rate notes, of which \$7.0 billion remains outstanding with maturity dates in 2023 through 2047. Effective interest rates were between 2.70% and 4.47% at March 31, 2019. Interest is payable in arrears quarterly for the floating-rate notes and semi-annually for the fixed-rate notes.

In May 2015, we issued an aggregate principal amount of \$10.0 billion in eight tranches of unsecured floating- and fixed-rate notes, of which \$8.5 billion remains outstanding with maturity dates in 2020 through 2045. Effective interest rates were between 3.09% and 4.73% at March 31, 2019. Interest is payable in arrears quarterly for the floating-rate notes and semi-annually for the fixed-rate notes.

We may issue additional debt in the future. The amount and timing of such additional borrowings will be subject to a number of factors, including acquisitions and strategic investments, acceptable interest rates and changes in corporate income tax law, among other factors.

Additional information regarding our outstanding debt at March 31, 2019 is provided in this Quarterly Report in “Notes to Condensed Consolidated Financial Statements, Note 5. Debt.”

**Income Taxes.** Tax Legislation, which was signed into law during the first quarter of fiscal 2018, resulted in a \$5.2 billion charge recognized in fiscal 2018 related to the Toll Charge. The first payment was made on January 15, 2019. At March 31, 2019, we estimated remaining future payments of \$1.8 billion for the Toll Charge, after application of certain tax credits (including excess tax credits that are expected to be generated in fiscal 2019), which is payable in installments over the next seven years (8% in each of the next four years, 15% in year five, 20% in year six and 25% in year seven).

Additional information regarding our income taxes is provided in this Quarterly Report in “Notes to Condensed Consolidated Financial Statements, Note 3. Income Taxes.”

**Capital Return Program.** In the fourth quarter of fiscal 2018, we announced a stock repurchase program authorizing us to repurchase up to \$30 billion of our common stock. In fiscal 2018, we entered into three accelerated share repurchase agreements (ASR Agreements) to repurchase an aggregate of \$16.0 billion of our common stock, with 178.4 million shares initially delivered to us under the ASR Agreements and retired. Pursuant to the terms of the ASR

Agreements, the final number of shares and the average purchase price will be determined at the end of the applicable purchase periods, which are scheduled to occur in early September 2019 but may occur earlier in certain circumstances. In the first six months of fiscal 2019, we repurchased and retired 16.8 million shares of our common stock for \$1.0 billion, before commissions. At March 31, 2019, \$7.8 billion remained authorized for repurchase under the stock repurchase program.

Our stock repurchase program has significantly reduced and will continue to reduce the amount of cash that we have available to fund our operations including research and development, working capital, capital expenditures, acquisitions, investments, dividends and other corporate purposes; and increases our exposure to adverse economic, market, industry and competitive conditions and developments, and other changes in our business and our industry. This stock repurchase program has no expiration date. However, we periodically evaluate repurchases as a means of returning capital to stockholders to determine when and if repurchases are in the best interests of our stockholders and may accelerate, suspend, delay or discontinue repurchases at any time.

In the first six months of fiscal 2019, we paid cash dividends totaling \$1.5 billion, or \$1.24 per share. We intend to continue to use cash dividends as a means of returning capital to stockholders, subject to capital availability and our view that cash dividends are in the best interests of our stockholders, among other factors.

**Additional Capital Requirements.** We believe our cash, cash equivalents and marketable securities, our expected cash flow generated from operations and our expected financing activities will satisfy our working and other capital requirements for at least the next 12 months based on our current business plans. Recent and expected working and other capital requirements, in addition to the above matters, also include the items described below.

Our purchase obligations at March 31, 2019, some of which relate to research and development activities and capital expenditures, totaled \$2.9 billion and \$637 million for fiscal 2019 and 2020, respectively, and \$487 million thereafter. Our research and development expenditures were \$2.6 billion in the first six months of fiscal 2019 and \$5.6 billion in fiscal 2018, and we expect to continue to invest heavily in research and development for new technologies, applications and services for voice and data communications.

Cash outflows for capital expenditures were \$322 million in the first six months of fiscal 2019 and \$784 million in fiscal 2018. We expect to continue to incur capital expenditures in the future to support our business, including research and development activities.

The EC imposed a fine on us, of which \$1.1 billion was accrued at March 31, 2019 (based on the exchange rate at March 31, 2019, including related foreign currency gains and accrued interest). In the third quarter of 2018, we provided financial guarantees in lieu of cash payment to satisfy the obligation while we appeal the EU's decision. The fine is accruing interest at a rate of 1.50% per annum while it is outstanding.

Beginning on August 4, 2019, for a period of 60 days, we have the option to acquire (and the minority owner has the option to sell) the minority ownership interest in the RF360 Holdings joint venture for \$1.15 billion, and we expect one of such options to be exercised during this period. At March 31, 2019 and September 30, 2018, the accreted value of such amount was included in other current liabilities.

We expect to continue making strategic investments and acquisitions, the amounts of which could vary significantly, to open new opportunities for our technologies, obtain development resources, grow our patent portfolio or pursue new businesses.

Further, regulatory authorities in certain jurisdictions continue to investigate our business practices and institute proceedings against us, including the lawsuit filed against us by the United States Federal Trade Commission (FTC), which trial took place in January 2019, and other regulatory authorities may do so in the future. Additionally, certain of our direct and indirect customers and licensees, have pursued, and others may in the future pursue, litigation or arbitration against us related to our business. Unfavorable resolutions of one or more of these matters have had and could in the future have a material adverse effect on our business, revenues, results of operations, financial condition and cash flows. See "Notes to Condensed Consolidated Financial Statements, Note 6. Commitments and Contingencies" and "Risk Factors" in this Quarterly Report.

#### Contractual Obligations/Off-Balance Sheet Arrangements

We have no significant contractual obligations not fully recorded on our consolidated balance sheets or fully disclosed in the notes to our condensed consolidated financial statements. We have no material off-balance sheet arrangements as defined in Regulation S-K 303(a)(4)(ii).

Additional information regarding our financial commitments at March 31, 2019 is provided in this Quarterly Report in "Notes to Condensed Consolidated Financial Statements, Note 3. Income Taxes," "Note 5. Debt" and "Note 6. Commitments and Contingencies."



### Critical Accounting Estimates

Revenue Recognition. As a result of the adoption of ASC 606, we revised our critical accounting estimates beginning in fiscal 2019 as follows.

We derive revenues principally from sales of integrated circuit products and licensing of our intellectual property. We grant licenses or otherwise provide rights to use portions of our intellectual property portfolio, which, among other rights, includes certain patent rights essential to and/or useful in the manufacture and sale of certain wireless products. Licensees pay royalties based on their sales of products incorporating or using our licensed intellectual property and may also pay a fixed license fee in one or more installments. Sales-based royalties are generally based upon a percentage of the wholesale (i.e., licensee's) selling price of complete licensed products, net of certain permissible deductions (including transportation, insurance, packing costs and other items). We broadly provide per unit royalty caps that apply to certain categories of complete wireless devices, namely smartphones, tablets and laptops, which in general, effectively provide for a maximum royalty amount per device. We estimate and recognize sales-based royalties on such licensed products in the period in which the associated sales occur, subject to certain constraints on our ability to estimate such royalties. Our estimates of sales-based royalties are based largely on an assessment of the volume of devices supplied into the market that incorporate or use our licensed intellectual property. We estimate sales-based royalties taking into consideration the mix of such sales on a licensee-by-licensee basis, as well as the licensees' average wholesale prices of such products, and considers all information (historical, current and forecasted) that is reasonably available to us. Our licensees, however, do not report and pay royalties owed for sales in any given quarter until after the conclusion of that quarter, which is generally the following quarter. As a result of recognizing revenues in the period in which the licensees' sales occur using estimates, adjustments to revenues are required in subsequent periods to reflect changes in estimates as new information becomes available, primarily resulting from actual amounts reported by our licensees.

From time to time, companies initiate various strategies to attempt to renegotiate, reduce and/or eliminate their need to pay royalties to us for the use of our intellectual property. Certain licensees have disputed, underreported, underpaid, not reported and/or not paid royalties owed to us under their license agreements with us or reported to us in a manner that is not in compliance with their contractual obligations, and such licensees may continue to do so in the future. In such cases, we estimate and recognize licensing revenues only when we have a contract, as defined in ASC 606, and to the extent it is probable that a significant reversal of cumulative revenues recognized will not occur. We analyze the risk of a significant revenue reversal considering both the likelihood and magnitude of the reversal and, if necessary, constrain the amount of estimated revenues recognized in order to mitigate this risk, which may result in recognizing revenues less than amounts contractually owed to us.

### Recent Accounting Pronouncements

Information regarding recent accounting pronouncements and the impact of those pronouncements on our consolidated financial statements is provided in this Quarterly Report in "Notes to Condensed Consolidated Financial Statements, Note 1. Basis of Presentation and Significant Accounting Policies Update."

### Risk Factors

You should consider each of the following factors in evaluating our business and our prospects. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently consider immaterial may also negatively impact our business and results of operations and require significant management time and attention. In that case, the trading price of our common stock could decline. You should also consider the other information set forth in this Quarterly Report in evaluating our business and our prospects, including but not limited to our financial statements and the related notes, and "Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations." References to "and" and "or" should be read to include the other as well as "and/or," as appropriate.

### Risks Related to Our Businesses

Our revenues depend on commercial network deployments, expansions and upgrades of CDMA, OFDMA and other communications technologies, including 5G; our customers' and licensees' sales of products and services based on these technologies; and customers' demand for our products and services.

We develop, patent and commercialize technology and products based on CDMA, OFDMA and other communications technologies, which are primarily wireless. We depend on operators of wireless networks and our customers and licensees to adopt and implement the latest generation of these technologies for use in their networks, devices and services. We also depend on our customers and licensees to develop devices and services based on these technologies with value-added features

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to drive consumer demand for new 3G/4G and 3G/4G/5G multi-mode devices, as well as 3G, 4G and 5G single-mode devices, and to establish the selling prices for such devices. Further, we depend on the timing of our customers' and licensees' deployments of new devices and services based on these technologies. Increasingly, we also depend on operators of wireless networks, our customers and licensees and other third parties to incorporate these technologies into new device types and into industries and applications beyond traditional cellular communications, such as automotive, IoT (including the connected home, smart cities, wearables, voice and music and robotics), networking, computing and artificial intelligence (AI), such as machine learning, among others.

We have historically been successful during wireless technology transitions. The next generation of wireless technologies is 5G, which we expect will empower a new era of connected devices and will be utilized not only in handsets but in new device types, industries and applications beyond traditional cellular communications. Initial commercial deployments of 5G networks and devices have begun and will continue in 2019 and beyond. We believe it is important that we be a leader in 5G technology development, standardization, intellectual property creation and licensing, and that we develop, commercialize and be a leading supplier of 5G integrated circuit products and services, in order to sustain and grow our business long-term.

Our revenues and growth in revenues could be negatively impacted, our business may be harmed and our substantial investments in these technologies may not provide us an adequate return, if:

- wireless operators and industries beyond traditional cellular communications deploy alternative technologies;
- wireless operators delay next-generation network deployments, expansions or upgrades or delay moving customers to 3G/4G and 3G/4G/5G multi-mode devices, as well as 3G, 4G and 5G single-mode devices;
- LTE, an OFDMA-based wireless technology, is not more widely deployed or further commercial deployment is delayed;
- government regulators delay making sufficient spectrum available for 3G, 4G and 5G wireless technologies, including unlicensed spectrum and shared spectrum technologies, thereby restricting the ability of wireless operators to deploy or expand the use of these technologies;
- wireless operators delay or do not drive improvements in 3G, 4G or 3G/4G multi-mode network performance and capacity;
- our customers' and licensees' revenues and sales of products, particularly premium-tier products, and services using these technologies, and average selling prices (ASPs) of such products, decline, do not grow or do not grow as anticipated due to, for example, the maturity of smartphone penetration in developed regions;
- our intellectual property and technical leadership included in the 5G standardization effort is different than in 3G and 4G standards;
- the standardization and deployment of 5G technologies is delayed;
- we are unable to drive the adoption of our products and services into networks and devices, including devices beyond traditional cellular applications, based on CDMA, OFDMA and other communications technologies; or
- consumers' rates of replacement of smartphones and other computing devices decline, do not grow or do not grow as anticipated.

Our industry is subject to competition in an environment of rapid technological change that could result in decreased demand or declining average selling prices for our products or those of our customers or licensees.

Our products, services and technologies face significant competition. We expect competition to increase as our current competitors expand their product offerings or reduce the prices of their products as part of a strategy to attract new business and customers, as new opportunities develop, and as new competitors enter the industry. Competition in wireless communications is affected by various factors that include, among others: device manufacturer concentrations; vertical integration; growth in demand, consumption and competition in certain geographic regions; government intervention or support of national industries or competitors; evolving industry standards and business models; evolving methods of transmission of voice and data communications; increasing data traffic and densification of wireless networks; convergence and aggregation of connectivity technologies (including Wi-Fi and LTE) in both devices and access points; consolidation of wireless technologies and infrastructure at the network edge; networking and connectivity trends (including cloud services); use of licensed, shared and unlicensed spectrum; the evolving nature of computing (including demand for always on, always connected capabilities); the speed of technological

change (including the transition to smaller geometry process technologies); value-added features that drive selling prices and consumer demand for new 3G/4G and 3G/4G/5G multi-mode devices, as well as 3G, 4G and 5G single-mode devices; turnkey, integrated products that incorporate hardware, software, user interface, applications and reference designs; scalability; and the ability of the system technology to meet customers' immediate and future network requirements. We anticipate that additional competitors will introduce products as a result of growth opportunities in wireless communications, the trend toward global expansion by foreign and domestic competitors, technological and public policy changes and relatively low barriers to entry in certain segments of the industry.

Additionally, the semiconductor industry has experienced and may continue to experience consolidation, which could result in significant changes to the competitive landscape.

We expect that our future success will depend on, among other factors, our ability to:

- differentiate our integrated circuit products with innovative technologies across multiple products and features (e.g., modem, radio frequency front-end (RFFE), graphics and other processors, camera and connectivity) and with smaller geometry process technologies that drive performance;

- develop and offer integrated circuit products at competitive cost and price points to effectively cover both emerging and developed geographic regions and all device tiers;

- drive the adoption of our integrated circuit products into the most popular device models and across a broad spectrum of devices, such as smartphones, tablets, laptops and other computing devices, automobiles, wearables and voice and music and other connected devices and infrastructure products;

- maintain or accelerate demand for our integrated circuit products at the premium device tier, while increasing the adoption of our products in mid- and low-tier devices, in part by strengthening our integrated circuit product roadmap for, and developing channel relationships in, emerging regions, such as China and India, and by providing turnkey products, which incorporate our integrated circuits, for low- and mid-tier smartphones, tablets and laptops;

- continue to be a leader in 4G and 5G technology evolution, including expansion of our LTE-based single-mode licensing program in areas where single-mode products are commercialized, and continue to innovate and introduce 4G and 5G turnkey, integrated products and services that differentiate us from our competition;

- be a leader in 5G technology development, standardization, intellectual property creation and licensing, and develop, commercialize and be a leading supplier of 5G integrated circuit products and services;

- increase or accelerate demand for our semiconductor component products, including RFFE, and our wired and wireless connectivity products, including networking products for consumers, carriers and enterprise equipment and connected devices;

- become a leading supplier of RFFE products, which are designed to address cellular radio frequency band fragmentation while improving radio frequency performance and assist original equipment manufacturers in developing multiband, multi-mode mobile devices;

- create standalone value and contribute to the success of our existing businesses through acquisitions, joint ventures and other transactions, and by developing customer, licensee, vendor, distributor and other channel relationships in new industry segments and with disruptive technologies, products and services, such as products for automotive, IoT (including the connected home, smart cities, wearables, voice and music and robotics), networking, computing and AI, such as machine learning, among others;

- be a leader serving original equipment manufacturers, high level operating systems (HLOS) providers, operators, cloud providers and other industry participants as competitors, new industry entrants and other factors continue to affect the industry landscape;

- be a preferred partner and sustain preferred relationships providing integrated circuit products that support multiple operating system and infrastructure platforms to industry participants that effectively commercialize new devices using these platforms;

- identify potential acquisition targets that will grow or sustain our business or address strategic needs, reach agreement on terms acceptable to us, close the transactions and effectively integrate these new businesses, products and technologies; and

- continue to develop brand recognition to effectively compete against better known companies in computing and other consumer driven segments and to deepen our presence in significant emerging regions.

Competition in any or all product tiers may result in the loss of certain business or customers, which would negatively impact our revenues, results of operations and cash flows. Such competition may also reduce average selling prices for our chipset products or the products of our customers and licensees. Certain of these dynamics are particularly pronounced in emerging regions where competitors may have lower cost structures or may have a willingness and ability to accept lower prices and lower or negative margins on their products (particularly in China). Reductions in the average selling prices of our chipset products, without a corresponding increase in volumes, would negatively impact our revenues, and without corresponding decreases in average unit costs, would negatively impact our

margins. In addition, reductions in the average selling prices of our licensees' products, unless offset by an increase in volumes, would generally decrease total royalties payable to us, negatively impacting our licensing revenues. We compete with many different semiconductor companies, ranging from multinational companies with integrated research and development, manufacturing, sales and marketing organizations across a broad spectrum of product lines, to companies that are focused on a single application market segment or standard product, including those that produce products for automotive, IoT and networking applications. Most of these competitors compete with us with respect to some, but not

all, of our businesses. Companies that promote standards that are neither CDMA- nor OFDMA-based (e.g., GSM) as well as companies that design integrated circuits based on CDMA, OFDMA, Wi-Fi or their derivatives are generally competitors or potential competitors. Examples (some of which are strategic partners of ours in other areas) include Actions (Zhuhai) Technology Co., LTD, Advanced Micro Devices, Inc., Altair Engineering, Inc., Ambarella, Inc., AMLogic Co., Inc., Broadcom Inc., Cypress Semiconductor Corporation, Fuzhou Rockchip Electronics Co., LTD., HiSilicon Technologies, Intel, Marvell Technology, MediaTek, Murata Manufacturing Co., Ltd., Nvidia, NXP Semiconductors N.V., Qorvo Inc., Renesas Electronics Corporation, Samsung Electronics, Skyworks Solutions Inc., Spreadtrum Communications (which is controlled by Tsinghua Unigroup), STMicroelectronics International N.V., Texas Instruments Incorporated and Quantenna Communications, Inc. Some of these current and potential competitors may have advantages over us that include, among others: motivation by our customers in certain circumstances to use our competitors' integrated circuit products, to utilize their own internally-developed integrated circuit products or sell such products to others, including by bundling with other products, or to choose alternative technologies; lower cost structures or a willingness and ability to accept lower prices and lower or negative margins for their products, particularly in China; foreign government support of other technologies or competitors or original equipment manufacturers (OEMs) that sell devices that do not contain our chipsets; better known brand names; ownership and control of manufacturing facilities and greater expertise in manufacturing processes; more extensive relationships with local distribution companies and OEMs in certain geographic regions (such as China); more experience in adjacent industry segments outside traditional cellular industries (such as automotive, IoT and computing); and a more established presence in certain regions.

We derive a significant portion of our consolidated revenues from a small number of customers and licensees, which increasingly includes a small number of Chinese OEMs. If revenues derived from these customers or licensees decrease or the timing of such revenues fluctuates, our business and results of operations could be negatively affected. Our QCT segment derives a significant portion of its revenues from a small number of customers, and we expect this trend to continue in the foreseeable future. Our industry is experiencing and may continue to experience concentration of device share among a few companies, particularly at the premium tier, contributing to this trend. Chinese OEMs continue to grow their device share in China and are increasing their device share in regions outside of China, and we derive a significant and increasing portion of our revenues from a small number of these OEMs.

In addition, certain of our largest integrated circuit customers develop their own integrated circuit products, which they have in the past chosen to utilize in certain of their devices and may in the future choose to utilize in certain (or all) of their devices, rather than our products (and may sell their integrated circuit products to third parties in competition with us). Also, Apple, which has historically been one of our largest customers, now utilizes products of one of our competitors in many of their devices rather than our products, is solely utilizing one or more of our competitor's products in its most recent smartphone launch and may continue to use our competitors' products, and may develop and utilize their own modem products, rather than our products in their future devices.

The loss of any one of our significant customers, a reduction in the purchases of our products by such customers or the cancelation of significant purchases by any of these customers, whether due to the use of their own integrated circuit products, our competitors' integrated circuit products or otherwise, would reduce our revenues and could harm our ability to achieve or sustain expected results of operations, and a delay of significant purchases, even if only temporary, would reduce our revenues in the period of the delay. Any such reduction in revenues would also impact our cash resources available for other purposes, such as research and development. Further, the concentration of device share among a few companies, and the corresponding purchasing power of these companies, may result in lower prices for our products which, if not accompanied by a sufficient increase in the volume of purchases of our products, could have an adverse effect on our revenues and margins. In addition, the timing and size of purchases by our significant customers may be impacted by the timing of such customers' new or next generation product introductions, over which we have no control, and the timing and success of such introductions may cause our revenues and results of operations to fluctuate. Accordingly, if current industry dynamics and concentrations continue, our QCT segment's revenues will continue to depend largely upon, and be impacted by, future purchases, and the timing and size of any such future purchases, by these significant customers.

Further, to the extent Apple purchases our modem products, it purchases our Mobile Data Modem (MDM) products, which do not include our integrated application processor technology, and which have lower revenue and margin contributions than our combined modem and application processor products. To the extent Apple takes device share from our customers who purchase our integrated modem and application processor products, our revenues and margins may be negatively impacted.

Further, companies that develop HLOS for devices, including leading technology companies, now sell their own devices. If we fail to effectively partner or continue partnering with these companies, or with their partners or customers, they may

decide not to purchase (either directly or through their contract manufacturers), or to reduce or discontinue their purchases of, our integrated circuit products.

In addition, there has been and continues to be litigation among certain of our customers and other industry participants, and the potential outcomes of such litigation, including but not limited to injunctions against devices that incorporate our products or intellectual property, and rulings on certain patent law or patent licensing issues that create new legal precedent, could impact our business, particularly if such action impacts one of our larger customers.

Although we have more than 300 licensees, our QTL segment derives a significant portion of its revenues from a limited number of licensees, which increasingly includes a small number of Chinese OEMs. In the event that one or more of our significant licensees fail to meet their reporting and payment obligations, or we are unable to renew or modify one or more of such license agreements, including standard-essential patent only license agreements, under similar terms, our revenues, results of operations and cash flows would be adversely impacted. Moreover, the future growth and success of our core licensing business will depend in part on the ability of our licensees to develop, introduce and deliver high-volume products that achieve and sustain customer acceptance. We have no control over the product development, sales efforts or pricing of products by our licensees, and our licensees might not be successful. Reductions in the average selling prices of wireless devices sold by our licensees, without a sufficient increase in the volumes of such devices sold, would generally have an adverse effect on our licensing revenues. Such adverse impact may be mitigated by the per unit royalty caps that apply to certain categories of complete wireless devices, namely smartphones, tablets and laptops.

We derive a significant portion of our consolidated revenues from the premium-tier device segment. If sales of premium-tier devices decrease, or sales of our premium-tier integrated circuit products decrease, our results of operations could be negatively affected.

We derive a significant portion of our revenues from the premium-tier device segment, and we expect this trend to continue in the foreseeable future. We have experienced, and expect to continue to experience, slowing growth in the premium-tier device segment due to, among other factors, lengthening replacement cycles in developed regions, where premium-tier smartphones are common; increasing consumer demand in emerging regions, particularly China and India, where premium-tier smartphones are less common and replacement cycles are on average longer than in developed regions and are continuing to lengthen; and a maturing premium-tier smartphone industry in which demand is increasingly driven by new product launches and innovation cycles.

In addition, as discussed in the prior risk factor, our industry is experiencing concentration of device share at the premium tier among a few companies, which gives them significant supply chain leverage. Further, those companies may utilize their own internally-developed integrated circuit products, or our competitors' integrated circuit products, rather than our products in all or a portion of their devices. These dynamics may result in lower prices for or reduced sales of our premium-tier integrated circuit products.

A reduction in sales of premium-tier devices, or a reduction in sales of our premium-tier integrated circuit products (which have a higher revenue and margin contribution than our lower-tier integrated circuit products), may reduce our revenues and margins and may harm our ability to achieve or sustain expected financial results. Any such reduction in revenues would also impact our cash resources available for other purposes, such as research and development.

Efforts by some communications equipment manufacturers or their customers to avoid paying fair and reasonable royalties for the use of our intellectual property may require the investment of substantial management time and financial resources and may result in legal decisions or actions by governments, courts, regulators or agencies, Standards Development Organizations (SDOs) or other industry organizations that harm our business.

From time to time, companies initiate various strategies to attempt to renegotiate, reduce or eliminate their need to pay royalties to us for the use of our intellectual property. These strategies have included: (i) litigation, often alleging infringement of patents held by such companies, patent misuse, patent exhaustion, patent invalidity or unenforceability of our patents or licenses, that we do not license our patents on fair, reasonable and nondiscriminatory (FRAND) terms, or some form of unfair competition or competition law violation; (ii) taking positions contrary to our understanding of their contracts with us; (iii) appeals to governmental authorities; (iv) collective action, including working with wireless operators, standards bodies, other like-minded companies and other organizations, on both formal and informal bases, to adopt intellectual property policies and practices that could have

the effect of limiting returns on intellectual property innovations; (v) lobbying governmental regulators and elected officials for the purpose of seeking the reduction of royalty rates or the base on which royalties are calculated, of seeking to impose some form of compulsory licensing or of weakening a patent holder's ability to enforce its rights or obtain a fair return for such rights; and (vi) licensees using various strategies to attempt to shift their royalty obligation to their suppliers that results in lowering the wholesale (i.e., licensee's) selling price on which the royalty is calculated.



In addition, certain licensees have disputed, underreported, underpaid, not reported or not paid royalties owed to us under their license agreements or reported to us in a manner that is not in compliance with their contractual obligations, and certain companies have yet to enter into or have delayed entering into or renewing license agreements with us for their use of our intellectual property, and licensees and companies may continue to do so in the future. The fact that one or more licensees dispute, underreport, underpay, do not report or do not pay royalties owed to us may encourage other licensees to take similar actions and may encourage other licensees or unlicensed companies to delay entering into, or not enter into, new license agreements. Further, to the extent such licensees and companies increase their device share, the negative impact of their underreporting, underpayment, non-payment or non-reporting on our business, revenues, results of operations, financial condition and cash flows will be exacerbated.

We are currently subject to various litigation and governmental investigations and proceedings, including the lawsuit filed against us by the United States Federal Trade Commission (FTC), which trial took place in January 2019, some of which have arisen and may continue to arise out of the strategies described above. Certain legal matters are described more fully in this Quarterly Report in “Notes to Condensed Consolidated Financial Statements, Note 6. Commitments and Contingencies.” Additionally, certain of our direct and indirect customers and licensees have pursued, and others may in the future pursue, litigation or arbitration against us related to our business. Unfavorable resolutions of one or more of these matters have had and could in the future have a material adverse effect on our business, revenues, results of operations, financial condition and cash flows. Depending on the type of matter, various remedies that could result from an unfavorable resolution include, among others, the loss of our ability to enforce one or more of our patents; injunctions; monetary damages or fines or other orders to pay money; the issuance of orders to cease certain conduct or modify our business practices, such as requiring us to reduce our royalty rates, reduce the base on which our royalties are calculated, grant patent licenses to chipset manufacturers, or modify or renegotiate some or all of our existing license agreements; and determinations that some or all of our license agreements are invalid or unenforceable. If some or all of our license agreements are declared invalid or unenforceable and we are required to renegotiate these license agreements, or if as part of a settlement we agree to renegotiate certain of our license agreements, we may not receive, or may not be able to recognize, any licensing or royalty revenues on the impacted license agreements unless and until we enter into new license agreements; and even licensees whose license agreements are not impacted may demand to renegotiate their agreements or invoke the dispute resolution provision in their agreements, and we may not be able to recognize some or any licensing or royalty revenues on such agreements. The renegotiation of new license agreements could lead to arbitration or litigation to resolve the licensing terms (which could be less favorable to us than existing terms), each of which could take several months or possibly years. Licensees may underreport, underpay, not report or not pay royalties owed to us pending the conclusion of such negotiations, arbitration or litigation. In addition to these issues concerning future licensing and royalty revenues, we may be sued for alleged overpayments of past royalties paid to us, including private antitrust actions seeking treble damages under U.S. antitrust laws. Such events could result in a materially negative impact on our financial condition, in which case we would have to significantly cut costs and other uses of cash, including in research and development, significantly impairing our ability to maintain product and technology leadership and invest in next generation technologies such as 5G. Further, depending on the breadth and severity of the circumstances above, we may have to reduce or eliminate our capital return programs, and our ability to timely pay our indebtedness may be impacted. If these events occur, our financial outlook and stock price would decline, possibly significantly. Further, a governmental body in a particular country or region may assert, and may be successful in imposing, remedies with effects that extend beyond the borders of that country or region. These activities have required, and we expect that they will continue to require, the investment of significant management time and attention and have resulted, and we expect that they will continue to result, in increased legal costs until the respective matters are resolved.

In addition, in connection with our participation in SDOs, we, like other patent owners, generally have made contractual commitments to such organizations to license those of our patents that would necessarily be infringed by standard-compliant products as set forth in those commitments. Some manufacturers and users of standard-compliant products advance interpretations of these commitments that are adverse to our licensing business, including interpretations that would limit the amount of royalties that we could collect on the licensing of our patent portfolio.

Further, some companies or entities have proposed significant changes to existing intellectual property policies for implementation by SDOs and other industry organizations with the goal of significantly devaluing standard-essential patents. For example, some have put forth proposals which would require a maximum aggregate intellectual property royalty rate for the use of all standard-essential patents owned by all of the member companies to be applied to the selling price of any product implementing the relevant standard. They have further proposed that such maximum aggregate royalty rate be apportioned to each member company with standard-essential patents based upon the number of standard-essential patents held by such company. Others have proposed that injunctions not be an available remedy for infringement of standard-essential patents and have made proposals that could severely limit damage awards and other remedies by courts for patent

infringement (e.g., by severely limiting the base upon which the royalty percentage may be applied). A number of these strategies are purportedly based on interpretations of the policies of certain SDOs concerning the licensing of patents that are or may be essential to industry standards and on our (or other companies') alleged failure to abide by these policies. Some SDOs, courts and governmental agencies have adopted and may in the future adopt some or all of these interpretations or proposals in a manner adverse to our interests, including in litigation to which we may not be a party.

We expect that such proposals, interpretations and strategies will continue in the future, and if successful, our business model would be harmed, either by limiting or eliminating our ability to collect royalties (or by reducing the royalties we can collect) on all or a portion of our patent portfolio, limiting our return on investment with respect to new technologies, limiting our ability to seek injunctions against infringers of our standard-essential patents, constraining our ability to make licensing commitments when submitting our technology for inclusion in future standards (which could make our technology less likely to be included in such standards) or forcing us to work outside of SDOs or other industry groups to promote our new technologies, and our revenues, results of operations and cash flows could be negatively impacted. In addition, the legal and other costs associated with asserting or defending our positions have been and continue to be significant. We assume that such challenges, regardless of their merits, will continue into the foreseeable future and will require the investment of substantial management time and financial resources.

Our business, particularly our licensing business, may suffer as a result of adverse rulings in government investigations or proceedings.

We are currently subject to various governmental investigations and proceedings, particularly with respect to our licensing business, including the lawsuit filed against us by the United States Federal Trade Commission (FTC), which trial took place in January 2019, and certain such matters are described more fully in this Quarterly Report in "Notes to Condensed Consolidated Financial Statements, Note 6. Commitments and Contingencies." Key allegations in those matters include, among others, that we do not license our cellular standard-essential patents separately from our other patents, that we violate FRAND licensing commitments by refusing to grant licenses to chipset makers, that our royalty rates are too high, that the base on which our royalties are calculated should be something less than the wholesale (i.e., licensee's) selling price of the applicable device (minus certain permitted deductions), that we unlawfully require customers to execute a patent license before we sell them cellular modem chipsets, that we have entered into exclusive agreements with chipset customers that foreclose competition, and that we violate antitrust laws, engage in anticompetitive conduct and unfair methods of competition. Unfavorable resolutions of one or more of these matters have had and could in the future have a material adverse effect on our business, revenues, results of operations, financial condition and cash flows. Depending on the type of matter, various remedies that could result from an unfavorable resolution include, among others, the loss of our ability to enforce one or more of our patents; injunctions; monetary damages or fines or other orders to pay money; the issuance of orders to cease certain conduct or modify our business practices, such as requiring us to reduce our royalty rates, reduce the base on which our royalties are calculated, grant patent licenses to chipset manufacturers, or modify or renegotiate some or all of our existing license agreements; and determinations that some or all of our license agreements are invalid or unenforceable. If some or all of our license agreements are declared invalid or unenforceable and we are required to renegotiate these license agreements, or if as part of a settlement we agree to renegotiate certain of our license agreements, we may not receive, or may not be able to recognize, any licensing or royalty revenues on the impacted license agreements unless and until we enter into new license agreements; and even licensees whose license agreements are not impacted may demand to renegotiate their agreements or invoke the dispute resolution provision in their agreements, and we may not be able to recognize some or any licensing or royalty revenues on such agreements. The renegotiation of new license agreements could lead to arbitration or litigation to resolve the licensing terms (which could be less favorable to us than existing terms), each of which could take several months or possibly years. Licensees may underreport, underpay, not report or not pay royalties owed to us pending the conclusion of such negotiations, arbitration or litigation. In addition to these issues concerning future licensing and royalty revenues, we may be sued for alleged overpayments of past royalties paid to us, including private antitrust actions seeking treble damages under U.S. antitrust laws. Such events could result in a materially negative impact on our financial condition, in which case we would have to significantly cut costs and other uses of cash, including in research and development,

significantly impairing our ability to maintain product and technology leadership and invest in next generation technologies such as 5G. Further, depending on the breadth and severity of the circumstances above, we may have to reduce or eliminate our capital return programs, and our ability to timely pay our indebtedness may be impacted. If these events occur, our financial outlook and stock price would decline, possibly significantly. Further, a governmental body in a particular country or region may assert, and may be successful in imposing, remedies with effects that extend beyond the borders of that country or region. These activities have required, and we expect that they will continue to require, the investment of significant management time and attention and have resulted, and we expect that they will continue to result, in increased legal costs until the respective matters are resolved.

Changes in our patent licensing practices, whether due to governmental investigations, private legal proceedings challenging those practices or otherwise, could adversely impact our business and results of operations.

We are currently subject to various governmental investigations and proceedings and private legal proceedings challenging our patent licensing and chipset sales practices, including the lawsuit filed against us by the United States Federal Trade Commission (FTC), which trial took place in January 2019, as described more fully in this Quarterly Report in “Notes to Condensed Consolidated Financial Statements, Note 6. Commitments and Contingencies.” Key allegations in those matters include, among others, that we do not license our cellular standard-essential patents separately from our other patents, that we violate FRAND licensing commitments by refusing to grant licenses to chipset makers, that our royalty rates are too high, that the base on which our royalties are calculated should be something less than the wholesale (i.e., licensee’s) selling price of the applicable device (minus certain permitted deductions), that we unlawfully require customers to execute a patent license before we sell them cellular modem chipsets, that we have entered into exclusive agreements with chipset customers that foreclose competition, and that we violate antitrust laws, engage in anticompetitive conduct and unfair methods of competition. We believe that one intent of these investigations and legal proceedings is to reduce the amount of royalties that licensees are required to pay to us for their use of our intellectual property.

We have historically licensed our cellular standard-essential patents together with our other patents that may be useful to licensed products because licensees typically have desired to obtain the commercial benefits of receiving such broad patent rights from us. However, we also have licensed only our cellular standard-essential patents to certain licensees who have requested such licenses. In addition, in connection with our resolution with the China National Development and Reform Commission (NDRC), our standard practice in China since 2015 is to offer licenses to our 3G and 4G standard-essential Chinese patents for devices sold for use in China separately from our other patents. In addition, we offer licenses to only our cellular standard-essential patents (including 3G, 4G and 5G) for both single mode and multi-mode devices worldwide. A number of our licensees have entered into standard-essential patent only agreements on a worldwide basis, and we expect more of our licensees will do so in the future. Our royalty rates for licenses to only our cellular standard-essential patents are lower than our royalty rates for licenses to substantially all of our patent portfolio. If more licensees choose a license to only our cellular standard-essential patents instead of a portfolio license than has historically been the case, our licensing revenues and earnings would be negatively impacted unless we were able to license our other patents at rates that offset all or a portion of any difference between the royalties previously received for licenses of substantially all of our patent portfolio as compared to licenses of only our cellular standard-essential patents or there was a sufficient increase in the overall volume of sales of devices upon which royalties are paid.

If we were required to grant patent licenses to chipset manufacturers (i.e., to implement a more complex, tiered licensing structure in which we license certain portions of our patent portfolio to chipset manufacturers and other portions to device manufacturers), we would incur additional transaction costs, which may be significant, and we could incur delays in recognizing revenues until license negotiations were completed. In addition, our licensing revenues and earnings would be negatively impacted if we were not able to obtain, in the aggregate, equivalent revenues under such a multi-level licensing structure.

If we were required to reduce the royalty rates we charge under our patent license agreements, our revenues, earnings and cash flows would be negatively impacted absent a sufficient increase in the volume of sales of devices upon which royalties are paid. Similarly, if we were required to reduce the base on which our royalties are calculated, our revenues, results of operations and cash flows would be negatively impacted unless there was a sufficient increase in the volume of sales of devices upon which royalties are paid or we were able to increase our royalty rates to offset the decrease in revenues resulting from such lower royalty base (assuming the absolute royalty dollars were below any relevant royalty caps).

To the extent that we were required to implement any of these new licensing practices by modifying or renegotiating our existing license agreements, we would incur additional transaction costs, which may be significant, and we could incur delays in recognizing revenues until license negotiations were completed. The impact of any such changes to our licensing practices could vary widely and by jurisdiction, depending on the specific outcomes and the geographic scope of such outcomes. In addition, if we were required to make modifications to our licensing practices in one

jurisdiction, licensees or governmental agencies in other jurisdictions may attempt to obtain similar outcomes for themselves or for such other jurisdictions, as applicable.

The enforcement and protection of our intellectual property rights may be expensive, could fail to prevent misappropriation or unauthorized use of our intellectual property rights, could result in the loss of our ability to enforce one or more patents, and could be adversely affected by changes in patent laws, by laws in certain foreign jurisdictions that may not effectively protect our intellectual property rights and by ineffective enforcement of laws in such jurisdictions.

We rely primarily on patent, copyright, trademark and trade secret laws, as well as nondisclosure and confidentiality agreements, international treaties and other methods, to protect our proprietary information, technologies and processes, including our patent portfolio. Policing unauthorized use of our products, technologies and proprietary information is difficult and time consuming. The steps we have taken have not always prevented, and we cannot be certain the steps we will take in the future will prevent, the misappropriation or unauthorized use of our proprietary information and technologies, particularly in foreign countries where the laws may not protect our proprietary intellectual property rights as fully or as readily as U.S. laws or where the enforcement of such laws may be lacking or ineffective. Some industry participants who have a vested interest in devaluing patents in general, or standard-essential patents in particular, have mounted attacks on certain patent systems, increasing the likelihood of changes to established patent laws. In the United States, there is continued discussion regarding potential patent law changes and current and potential future litigation regarding patents, the outcomes of which could be detrimental to our licensing business. The laws in certain foreign countries in which our products are or may be manufactured or sold, including certain countries in Asia, may not protect our intellectual property rights to the same extent as the laws in the United States. We expect that the European Union will adopt a unitary patent system in the next few years that may broadly impact that region's patent regime. We cannot predict with certainty the long-term effects of any potential changes. In addition, we cannot be certain that the laws and policies of any country or the practices of any standards bodies, foreign or domestic, with respect to intellectual property enforcement or licensing or the adoption of standards, will not be changed in the future in a way detrimental to our licensing program or to the sale or use of our products or technologies.

We have had, and may in the future have, difficulty in certain circumstances in protecting or enforcing our intellectual property rights and contracts, including collecting royalties for use of our patent portfolio due to, among others: refusal by certain licensees to report and pay all or a portion of the royalties they owe to us; policies of foreign governments; challenges to our licensing practices under competition laws; adoption of mandatory licensing provisions by foreign jurisdictions (either with controlled/regulated royalties or royalty free); failure of foreign courts to recognize and enforce judgments of contract breach and damages issued by courts in the United States; and challenges before competition agencies to our licensing business and the pricing and integration of additional features and functionality into our chipset products. Certain licensees have disputed, underreported, underpaid, not reported and not paid royalties owed to us under their license agreements with us or reported to us in a manner that is not in compliance with their contractual obligations, and certain companies have yet to enter into or have delayed entering into or renewing license agreements for their use of our intellectual property, and such licensees and companies may continue to do so in the future. The fact that one or more licensees dispute, underreport, underpay, do not report and do not pay royalties owed to us may encourage other licensees to take similar actions and may encourage other licensees or unlicensed companies to delay entering into, or not enter into, new license agreements. Additionally, although our license agreements provide us with the right to audit the books and records of licensees, audits can be expensive, time consuming, incomplete and subject to dispute. Further, certain licensees may not comply with the obligation to provide full access to their books and records. To the extent we do not aggressively enforce our rights under our license agreements, licensees may not comply with their existing license agreements, and to the extent we do not aggressively pursue unlicensed companies to enter into license agreements with us for their use of our intellectual property, other unlicensed companies may not enter into license agreements. Similarly, we provide access to certain of our intellectual property and proprietary and confidential business information to our direct and indirect customers and licensees, who may wrongfully use such intellectual property and information or wrongfully disclose such intellectual property and information to third parties, including our competitors.

We have engaged in litigation and arbitration in the past and may need to further litigate or arbitrate in the future to enforce our contract and intellectual property rights, protect our trade secrets or determine the validity and scope of proprietary rights of others. We are currently engaged in litigation matters related to protecting or enforcing our contract and intellectual property rights, and certain such matters are described more fully in this Quarterly Report in "Notes to Condensed Consolidated Financial Statements, Note 6. Commitments and Contingencies." As a result of any such litigation or arbitration, we could lose our ability to enforce one or more patents, portions of our license agreements could be determined to be invalid or unenforceable (which may in turn result in other licensees either not

complying with their existing license agreements or initiating litigation) and we could incur substantial costs. Any action we take to enforce our contract or intellectual property rights could be costly and could absorb significant management time and attention, which, in turn, could negatively impact our results of operations and cash flows. Further, even a positive resolution to our enforcement efforts may take time to conclude, which may reduce our revenues and cash resources available for other purposes, such as research and development, in the periods prior to conclusion.

Our growth increasingly depends on our ability to extend our technologies, products and services into new and expanded product areas, such as RFFE, and adjacent industry segments and applications outside of traditional cellular industries, such as automotive, IoT and networking, among others. Our research, development and other investments in these new and expanded product areas, industry segments and applications, and related technologies, products and services, as well



as in our existing technologies, products and services and new technologies, such as 5G, may not generate operating income or contribute to future results of operations that meet our expectations.

Our industry is subject to rapid technological change, evolving industry standards and frequent new product introductions, and we must make substantial research, development and other investments, such as acquisitions, in new products, services and technologies to compete successfully. Technological innovations generally require significant research and development efforts before they are commercially viable. While we continue to invest significant resources toward advancements primarily in support of 4G- and 5G-based technologies, we also invest in new and expanded products, and adjacent industry segments and applications by leveraging our existing technical and business expertise and through acquisitions.

In particular, our future growth significantly depends on new and expanded product areas, such as RFFE, and adjacent industry segments and applications outside of traditional cellular industries, such as automotive, IoT (including the connected home, smart cities, wearables, voice and music and robotics), networking, computing and AI, such as machine learning, among others; our ability to develop leading and cost-effective technologies, products and services for new and expanded product areas, adjacent industry segments and applications; and third parties incorporating our technology, products and services into devices used in these product areas, industry segments and applications. Accordingly, we intend to continue to make substantial investments in these new and expanded product areas and adjacent industry segments and applications, and in developing new products, services and technologies for these product areas, industry segments and applications.

Our growth also depends significantly on our ability to develop 5G technologies, and to develop and commercialize products using 5G technologies.

However, our research, development and other investments in these new and expanded product areas and adjacent industry segments and applications, and corresponding technologies, products and services, as well as in our existing technologies, products and services and new technologies, such as 5G, use of licensed, shared and unlicensed spectrum and convergence of cellular and Wi-Fi, may not succeed due to, among other reasons: new industry segments, applications and consumer demand may not develop or grow as anticipated; our strategies or the strategies of our customers, licensees or partners may not be successful; improvements in alternate technologies in ways that reduce the advantages we anticipate from our investments; competitors' technologies, products or services being more cost effective, having more capabilities or fewer limitations or being brought to market faster than our new technologies, products and services; and competitors having longer operating histories in industry segments that are new to us. We may also underestimate the costs of or overestimate the future revenues or margins that could result from these investments, and these investments may not, or may take many years to, generate material returns. Further, the automotive industry is subject to long design-in time frames, long product life cycles and a high degree of regulatory and safety requirements, necessitating suppliers to the industry to comply with stringent qualification processes, very low defect rates and high reliability standards, all of which results in a significant barrier to entry and increased costs.

If our new technologies, products and services are not successful, or are not successful in the time frame we anticipate, we may incur significant costs and asset impairments, our business may not grow as anticipated, our revenues and margins may be negatively impacted, and our reputation may be harmed.

There are numerous risks associated with our operation and control of the manufacturing facilities of our joint venture with TDK, RF360 Holdings, including a higher portion of fixed costs relative to a fabless model, environmental compliance and liability, exposure to natural disasters, timely supply of equipment and materials and manufacturing difficulties.

Manufacturing facilities are characterized by a higher portion of fixed costs relative to a fabless model. We may be faced with a decline in the utilization rates of our manufacturing facilities due to decreases in demand for our products, including in less favorable industry environments. During such periods, our manufacturing facilities could operate at lower capacity levels, while the fixed costs associated with full capacity continue to be incurred, resulting in lower gross profit.

We are subject to many environmental, health and safety laws and regulations in each jurisdiction in which we operate our manufacturing facilities, which govern, among other things, emissions of pollutants into the air, wastewater

discharges, the use and handling of hazardous substances, waste disposal, the investigation and remediation of soil and ground water contamination and the health and safety of our employees. We are also required to obtain and maintain environmental permits from governmental authorities for certain of our operations. We cannot make assurances that we will be at all times in compliance with such laws, regulations and permits. Certain environmental laws impose strict, and in certain circumstances, joint and several, liability on current or previous owners or operators of real property for the cost of investigation, removal or remediation of hazardous substances. Certain of these laws also assess liability on persons who arrange for hazardous substances to be sent to disposal or treatment facilities when such facilities are found to be contaminated. In addition, we

could also be held liable for consequences arising out of human exposure to hazardous substances or other environmental damage.

We have manufacturing facilities in Asia and Europe. If tsunamis, flooding, earthquakes, volcanic eruptions or other natural disasters, or geopolitical conflicts, were to damage, destroy or disrupt our manufacturing facilities, it could disrupt our operations, delay new production and shipments of inventory and result in costly repairs, replacements or other costs. In addition, natural disasters or geopolitical conflicts may result in disruptions in transportation, distribution channels and supply chains, and significant increases in the prices of raw materials.

Our manufacturing operations depend on securing raw materials and other supplies in adequate quality and quantity in a timely manner from multiple suppliers, and in some cases, we rely on a limited number of suppliers, particularly in Asia. Accordingly, there may be cases where supplies of raw materials and other products are interrupted by disaster, accident or some other event at a supplier, supply is suspended due to quality or other issues, or there is a shortage of supply due to a rapid increase in demand, which could impact production and prevent us from supplying products to our customers. If the supply-demand balance is disrupted, it may considerably increase costs of manufacturing due to increased prices we pay for raw materials or fuel. From time to time, suppliers may extend lead times, limit the amounts supplied to us or increase prices due to capacity constraints or other factors. Additionally, supply of and costs of raw materials may be negatively impacted by trade protection policies such as tariffs, or escalating trade tensions, particularly with countries in Asia. Further, it may be difficult or impossible to substitute one piece of equipment for another or replace one type of material with another. A failure by our suppliers to deliver our requirements could result in disruptions to our manufacturing operations.

Our manufacturing processes are highly complex, require advanced and costly equipment and must be continuously modified to improve yields and performance. Difficulties in the production process can reduce yields or interrupt production, and as a result, we may not be able to deliver products or do so in a timely, cost-effective or competitive manner. Further, to remain competitive and meet customer demand, we may be required to improve our facilities and process technologies and carry out extensive research and development, each of which may require investment of significant amounts of capital and may have a material adverse effect on our results of operations, financial condition and cash flows.

The continued and future success of our licensing programs requires us to continue to evolve our patent portfolio, and our licensing programs may be impacted by the proliferation of devices in new industry segments such as automotive and IoT, as well as the need to extend license agreements that are expiring or to cover additional future patents. We own a very strong portfolio of issued and pending patents related to 3G, 4G, 5G and other technologies. It is critical that we continue to evolve our patent portfolio, particularly in 5G. If we do not maintain a strong portfolio that is applicable to current and future standards, products and services, particularly 5G, our future licensing revenues could be negatively impacted.

In addition, new connectivity and other services are emerging that rely on devices that may or may not be used on traditional cellular networks, such as devices used in the IoT and automotive industry segments. We also seek to diversify and broaden our technology licensing programs to new industry segments in which we can utilize our technology leadership. Standards, even de facto standards, that develop as these technologies mature, in particular those that do not include a base level of interoperability, may impact our ability to obtain royalties at all or that are equivalent to those that we receive for products used in cellular communications. Although we believe that our patented technologies are essential and useful to the commercialization of such services, any royalties we receive may be lower than those we receive from our current licensing program.

Further, the licenses granted to and from us under a number of our license agreements include only patents that are either filed or issued prior to a certain date. As a result, there are agreements with some licensees where later patents are not licensed by or to us. Additionally, many of our license agreements (including essentially all of our agreements in China and our recent worldwide standard-essential patent only agreements) are effective for a specified term. In order to license or to obtain a license to such later patents or after the expiration of the specified term, and to receive royalties after the specified term, we will need to extend or modify such license agreements or enter into new license agreements with such licensees. Accordingly, to the extent not renewed on their terms or by election for an additional (generally multi-year) period, if applicable, we will need to extend or modify such license agreements or enter into

new license agreements with such licensees more frequently than we have done historically. We might not be able to extend or modify those license agreements, or enter into new license agreements, in the future without affecting the material terms and conditions of our license agreements with such licensees, and such modifications or new agreements may negatively impact our revenues. If there is a delay in extending, modifying or entering into a new license agreement with a licensee, there would be a delay in our ability to recognize revenues related to that licensee's product sales. Further, if we are unable to reach agreement on such modifications or new agreements, it could result in patent infringement litigation with such companies.

We depend on a limited number of third-party suppliers for the procurement, manufacture and testing of our products manufactured in a fabless production model. If we fail to execute supply strategies that provide technology leadership, supply assurance and low cost, our business and results of operations may be harmed. We are also subject to order and shipment uncertainties that could negatively impact our results of operations.

Our QCT segment primarily utilizes a fabless production model, which means that we do not own or operate foundries for the production of silicon wafers from which our integrated circuits are made. Other than the manufacturing facilities we operate through our RF360 Holdings joint venture, we rely on independent third-party suppliers to perform the manufacturing and assembly, and most of the testing, of our integrated circuits. Our suppliers are also responsible for the procurement of most of the raw materials used in the production of our integrated circuits. We employ both turnkey and two-stage manufacturing models to purchase our integrated circuits. Under the turnkey model, our foundry suppliers are responsible for delivering fully assembled and tested integrated circuits. Under the two-stage manufacturing model, we purchase die in singular or wafer form from semiconductor manufacturing foundries and contract with separate third-party suppliers for manufacturing services such as wafer bump, probe, assembly and the majority of our final test requirements. The semiconductor manufacturing foundries that supply products to our QCT segment are primarily located in Asia, as are our primary warehouses where we store finished goods for fulfillment of customer orders. The following could have an adverse effect on our ability to meet customer demands and negatively impact our revenues, business operations, profitability and cash flows:

- a reduction, interruption, delay or limitation in our product supply sources;
- a failure by our suppliers to procure raw materials or to provide or allocate adequate manufacturing or test capacity for our products;
- our suppliers' inability to react to shifts in product demand or an increase in raw material or component prices;
- our suppliers' delay in developing leading process technologies, or inability to develop or maintain leading process technologies, including transitions to smaller geometry process technologies;
- the loss of a supplier or the inability of a supplier to meet performance, quality or yield specifications or delivery schedules;
- additional expense or production delays as a result of qualifying a new supplier and commencing volume production or testing in the event of a loss of or a decision to add or change a supplier; and
- natural disasters or geopolitical conflicts impacting our suppliers.

Additionally, supply of and costs of raw materials may be negatively impacted by trade protection policies such as tariffs, or escalating trade tensions, particularly with countries in Asia. While we have established alternate suppliers for certain technologies, we rely on sole- or limited-source suppliers for certain products, subjecting us to significant risks, including: possible shortages of raw materials or manufacturing capacity; poor product performance; and reduced control over delivery schedules, manufacturing capability and yields, quality assurance, quantity and costs. To the extent we have established alternate suppliers, these suppliers may require significant levels of support to bring complex technologies to production. As a result, we may invest a significant amount of effort and resources and incur higher costs to support and maintain such alternate suppliers. Further, any future consolidation of foundry suppliers could increase our vulnerability to sole- or limited-source arrangements and reduce our suppliers' willingness to negotiate pricing, which could negatively impact our ability to achieve cost reductions and could increase our manufacturing costs. Our arrangements with our suppliers may obligate us to incur costs to manufacture and test our products that do not decrease at the same rate as decreases in pricing to our customers. Our ability, and that of our suppliers, to develop or maintain leading process technologies, including transitions to smaller geometry process technologies, and to effectively compete with the manufacturing processes and performance of our competitors, could impact our ability to introduce new products and meet customer demand, could increase our costs (possibly decreasing our margins) and could subject us to the risk of excess inventories. Any of the above could negatively impact our business, our results of operations and cash flows.

Although we have long-term contracts with our suppliers, many of these contracts do not provide for long-term capacity commitments. To the extent we do not have firm commitments from our suppliers over a specific time period or for any specific quantity, our suppliers may allocate, and in the past have allocated, capacity to the production and testing of products for their other customers while reducing or limiting capacity to manufacture or test our products.

Accordingly, capacity for our products may not be available when we need it or at reasonable prices. To the extent we do obtain long-term capacity commitments, we may incur additional costs related to those commitments or make non-refundable payments for capacity commitments that are not used.

Our suppliers or potential alternate suppliers may manufacture CDMA- or OFDMA-based integrated circuits that compete with our products. Such suppliers could elect to allocate raw materials and manufacturing capacity to their own products and reduce or limit deliveries to us to our detriment.

In addition, we may not receive reasonable pricing, manufacturing or delivery terms from our suppliers. We cannot guarantee that the actions of our suppliers will not cause disruptions in our operations that could harm our ability to meet our delivery obligations to our customers or increase our cost of sales. To the extent we are unable to obtain adequate supply, we may be obligated to make payment to our customers for such shortfalls.

Additionally, we place orders with our suppliers using our and our customers' forecasts of customer demand, which are based on a number of assumptions and estimates. As we move to smaller geometry process technologies, the manufacturing lead-time increases. As a result, the orders we place with our suppliers are generally only partially covered by commitments from our customers. If we, or our customers, overestimate customer demand that is not under a binding commitment from our customer, we may experience increased excess or obsolete inventory, which would negatively impact our results of operations.

Claims by other companies that we infringe their intellectual property could adversely affect our business.

From time to time, companies have asserted, and may again assert, patent, copyright and other intellectual property rights against our products or products using our technologies or other technologies used in our industry. These claims have resulted and may again result in our involvement in litigation. We may not prevail in such litigation given, among other factors, the complex technical issues and inherent uncertainties in intellectual property litigation. If any of our products or services were found to infringe another company's intellectual property rights, we could be subject to an injunction or be required to redesign our products or services, which could be costly, or to license such rights or pay damages or other compensation to such other company. If we are unable to redesign our products or services, license such intellectual property rights used in our products or services or otherwise distribute our products (e.g., through a licensed supplier), we could be prohibited from making and selling such products or providing such services. In any potential dispute involving other companies' patents or other intellectual property, our chipset foundries, semiconductor assembly and test providers and customers could also become the targets of litigation. We are contingently liable under certain product sales, services, license and other agreements to indemnify certain customers, chipset foundries and semiconductor assembly and test service providers against certain types of liability and damages arising from qualifying claims of patent infringement by products or services sold or provided by us, or by intellectual property provided by us to our chipset foundries and semiconductor assembly and test service providers. Reimbursements under indemnification arrangements could have an adverse effect on our results of operations and cash flows. Furthermore, any such litigation could severely disrupt the supply of our products and the businesses of our chipset customers and their customers, which in turn could hurt our relationships with them and could result in a decline in our chipset sales or reductions in our licensees' sales, causing a corresponding decline in our chipset or licensing revenues. Any claims, regardless of their merit, could be time consuming to address, result in costly litigation, divert the efforts of our technical and management personnel or cause product release or shipment delays, any of which could have an adverse effect on our results of operations and cash flows.

We expect that we may continue to be involved in litigation and may have to appear in front of administrative bodies (such as the United States International Trade Commission) to defend against patent assertions against our products by companies, some of whom are attempting to gain competitive advantage or leverage in licensing negotiations. We may not be successful in such proceedings, and if we are not, the range of possible outcomes is very broad and may include, for example, monetary damages or fines or other orders to pay money, royalty payments, injunctions on the sale of certain of our integrated circuit products (or on the sale of our customers' devices using such products) or the issuance of orders to cease certain conduct or modify our business practices. Further, a governmental body in a particular country or region may assert, and may be successful in imposing, remedies with effects that extend beyond the borders of that country or region. In addition, a negative outcome in any such proceeding could severely disrupt the business of our chipset customers and their wireless operator customers, which in turn could harm our relationships with them and could result in a decline in our worldwide chipset sales or a reduction in our licensees' sales to wireless operators, causing corresponding declines in our chipset or licensing revenues.

Certain legal matters, which may include certain claims by other companies that we infringe their intellectual property, are described more fully in this Quarterly Report in "Notes to Condensed Consolidated Financial Statements, Note 6. Commitments and Contingencies."

We may engage in strategic acquisitions, transactions or make investments, or be unable to consummate planned strategic acquisitions, which could adversely affect our results of operations or fail to enhance stockholder value. We engage in strategic acquisitions and other transactions, including joint ventures, and make investments, which we believe are important to the future of our business, with the goal of maximizing stockholder value. We acquire businesses and other assets, including patents, technology, wireless spectrum and other intangible assets, enter into joint ventures or other strategic transactions and purchase minority equity interests in or make loans to companies that may be private and early-



stage. Our strategic activities are generally focused on opening or expanding opportunities for our products and technologies and supporting the design and introduction of new products and services (or enhancing existing products or services) for voice and data communications and new industry segments. Recent material transactions include our RF360 Holdings joint venture with TDK Corporation. Many of our strategic activities entail a high degree of risk and require the use of significant amounts of capital, and investments may not become liquid for several years after the date of the investment, if at all. Our strategic activities may not generate financial returns or result in increased adoption or continued use of our technologies, products or services. We may underestimate the costs or overestimate the benefits, including product, revenue, cost and other synergies and growth opportunities that we expect to realize, and we may not achieve those benefits. In some cases, we may be required to consolidate or record our share of the earnings or losses of companies in which we have acquired ownership interests. In addition, we may record impairment charges related to our strategic activities. Any losses or impairment charges that we incur related to strategic activities will have a negative impact on our financial condition and results of operations, and we may continue to incur new or additional losses related to strategic assets or investments that we have not fully impaired or exited.

Achieving the anticipated benefits of business acquisitions, including joint ventures and other strategic investments in which we have management and operational control, depends in part upon our ability to integrate the businesses in an efficient and effective manner and achieve anticipated synergies, and we may not be successful in these efforts. Such integration is complex and time consuming and involves significant challenges, including, among others: retaining key employees; successfully integrating new employees, technology, products, processes, operations (including manufacturing operations), sales and distribution channels, business models and business systems; retaining customers and suppliers of the businesses; consolidating research and development and supply operations; minimizing the diversion of management's attention from ongoing business matters; consolidating corporate and administrative infrastructures; and managing the increased scale, complexity and globalization of our business, operations and employee base. We may not derive any commercial value from associated technologies or products or from future technologies or products based on these technologies, and we may be subject to liabilities that are not covered by indemnification protection that we may obtain, and we may become subject to litigation. Additionally, we may not be successful in entering or expanding into new sales or distribution channels, business or operational models (including manufacturing), geographic regions, industry segments or categories of products served by or adjacent to the associated businesses or in addressing potential new opportunities that may arise out of the combination. If we do not achieve the anticipated benefits of business acquisitions or other strategic activities, our business and results of operations may be adversely affected, and we may not enhance stockholder value by engaging in these transactions.

In fiscal 2018, we terminated our proposed acquisition of NXP because the acquisition had not been approved by the State Administration for Market Regulation (SAMR) in China by the date specified in the acquisition agreement. As a result, we will not realize the anticipated benefits of that acquisition. In addition, future acquisitions may now be more difficult, complex or expensive to the extent that our reputation for our ability to consummate acquisitions has been harmed. Further, if U.S./China trade relations remain strained, our ability to consummate any transaction that would require approval from SAMR may be severely impacted.

We are subject to various laws, regulations, policies and standards. Our business may suffer as a result of existing, or new or amended, laws, regulations, policies or standards or our failure or inability to comply with laws, regulations, policies or standards.

Our business, products and services, and those of our customers and licensees, are subject to various laws and regulations globally, as well as government policies and the specifications of international, national and regional communications standards bodies. Compliance with existing laws, regulations, policies and standards, the adoption of new laws, regulations, policies or standards, changes in the interpretation of existing laws, regulations, policies or standards, changes in the regulation of our activities by a government or standards body or rulings in court, regulatory, administrative or other proceedings relating to such laws, regulations, policies or standards, including, among others, those affecting licensing practices, competitive business practices, the use of our technology or products, protection of intellectual property, trade and trade protection including tariffs, foreign currency, investments or loans, spectrum

availability and license issuance, adoption of standards, the provision of device subsidies by wireless operators to their customers, taxation, export control, privacy and data protection, environmental protection, health and safety, labor and employment, human rights, corporate governance, public disclosure or business conduct, could have an adverse effect on our business and results of operations.

Government policies, particularly in China, that regulate the amount and timing of funds that may flow out of a country have impacted and may continue to impact the timing of our receipt of payments from our customers and licensees in such country, which may negatively impact our cash flows.

Delays in government approvals or other governmental activities that could result from, among others, a decrease in or a lack of funding for certain agencies or branches of the government or political changes, could result in our incurring higher costs, could negatively impact our ability to timely consummate strategic transactions and could have other negative impacts on our business and the businesses of our customers and licensees.

National, state and local environmental laws and regulations affect our operations around the world. These laws may make it more expensive to manufacture, have manufactured and sell products, and our costs could increase if our vendors (e.g., suppliers, third-party manufacturers or utility companies) pass on their costs to us. The imposition of tariffs on raw materials or our products could have a negative impact on our revenues and results of operations. We are also subject to laws and regulations impacting the manufacturing operations of our RF360 Holdings joint venture. See the Risk Factor entitled “There are numerous risks associated with our operation and control of the manufacturing facilities of our joint venture with TDK, RF360 Holdings, including a higher portion of fixed costs relative to a fables model, environmental compliance and liability, exposure to natural disasters, timely supply of equipment and materials and manufacturing difficulties.”

Regulations in the United States require that we determine whether certain materials used in our products, referred to as conflict minerals, originated in the Democratic Republic of the Congo or an adjoining country (collectively, the Covered Countries), or were from recycled or scrap sources. Other countries and regions are imposing similar regulations, which may require us to undertake additional verification and reporting, including regarding countries in addition to the Covered Countries and minerals in addition to conflict minerals. The verification and reporting requirements, in addition to customer demands for conflict free sourcing, impose additional costs on us and on our suppliers and may limit the sources or increase the prices of materials used in our products. Further, if we are unable to determine that the conflict minerals used in our products do not directly or indirectly finance or benefit armed groups in the Covered Countries, we may face challenges with our customers that place us at a competitive disadvantage, and our reputation may be harmed. Similarly, other laws and regulations have been adopted or proposed that require additional transparency regarding the employment practices of our suppliers, and any failure to maintain responsible sourcing practices could also adversely affect our relationships with customers and our reputation.

Laws, regulations, policies and standards are complex and changing and may create uncertainty regarding compliance. Laws, regulations, policies and standards are subject to varying interpretations in many cases, and their application in practice may evolve over time. As a result, our efforts to comply may fail, particularly if there is ambiguity as to how they should be applied in practice. Failure to comply with any law, regulation, policy or standard may adversely affect our business, results of operations and cash flows. New laws, regulations, policies and standards or evolving interpretations of legal requirements may cause us to incur higher costs as we revise current practices, policies or procedures and may divert management time and attention to compliance activities.

Our use of open source software may harm our business.

Certain of our software and our suppliers’ software may contain or may be derived from “open source” software, and we have seen, and believe we will continue to see, an increase in customers requesting that we develop products, including software associated with our integrated circuit products, that incorporate open source software elements and operate in an open source environment, which, under certain open source licenses, may offer accessibility to a portion of a product’s source code and may expose related intellectual property to adverse licensing conditions. Licensing of such software may impose certain obligations on us if we were to distribute derivative works of the open source software. For example, these obligations may require us to make source code for the derivative works available to our customers in a manner that allows them to make such source code available to their customers or license such derivative works under a particular type of license that is different than what we customarily use to license our software. Furthermore, in the course of product development, we may make contributions to third party open source projects that could obligate our intellectual property to adverse licensing conditions. For example, to encourage the growth of a software ecosystem that is interoperable with our products, we may need to contribute certain implementations under the open source licensing terms that govern such projects, which may adversely impact certain of our associated intellectual property. Developing open source products, while adequately protecting the intellectual property rights upon which our licensing business depends, may prove burdensome and time-consuming under certain circumstances, thereby placing us at a competitive disadvantage, and we may not adequately protect our intellectual

property rights. Also, our use and our customers' use of open source software may subject our products and our customers' products to governmental scrutiny and delays in product certification, which could cause customers to view our products as less desirable than our competitors' products. While we believe we have taken appropriate steps and employ adequate controls to protect our intellectual property rights, our contributions to and use of open source software presents risks that could have an adverse effect on these rights and on our business.

Our stock price, earnings and the fair value of our investments are subject to substantial quarterly and annual fluctuations and to market downturns.

Our stock price and earnings have fluctuated in the past and are likely to fluctuate in the future. Factors that may have a significant impact on the market price of our stock and earnings include those identified throughout this Risk Factors section; volatility of the stock market in general and technology-based companies in particular; announcements concerning us, our suppliers, our competitors or our customers or licensees; and variations between our actual financial results or guidance and expectations of securities analysts or investors, among others. Further, increased volatility in the financial markets and overall economic conditions may reduce the amounts that we realize in the future on our cash equivalents and marketable securities and may reduce our earnings as a result of any reductions in the fair values of marketable securities.

In the past, securities class action litigation has been brought against companies following periods of volatility in the market price of their securities. Due to changes in our stock price, we are and may in the future be the target of securities litigation. Securities litigation could result in substantial uninsured costs and divert management's attention and our resources. Certain legal matters, including certain securities litigation brought against us, are described more fully in this Quarterly Report in "Notes to Condensed Consolidated Financial Statements, Note 6. Commitments and Contingencies."

There are risks associated with our indebtedness and our significant stock repurchase program.

Our outstanding indebtedness and any additional indebtedness we incur may have negative consequences on our business, including, among others:

- requiring us to use cash to pay the principal of and interest on our indebtedness, thereby reducing the amount of cash available for other purposes;

- limiting our ability to obtain additional financing for working capital, capital expenditures, acquisitions, stock repurchases, dividends or other general corporate and other purposes;

- limiting our flexibility in planning for, or reacting to, changes in our business and our industry; and

- increasing our vulnerability to interest rate fluctuations to the extent a portion of our debt has variable interest rates.

Our ability to make payments of principal and interest on our indebtedness depends upon our future performance, which is subject to general economic conditions, industry cycles and financial, business and other factors, including factors which negatively impact our cash flows, such as licensees withholding some or all of the royalty payments they owe to us or our paying fines or modifying our business practices in connection with regulatory investigations, many of which are beyond our control. If we are unable to generate sufficient cash flow from operations in the future to service our debt, we may be required to, among other things: refinance or restructure all or a portion of our indebtedness; reduce or delay planned capital or operating expenditures; reduce or eliminate our dividend payments; or sell selected assets. Such measures might not be sufficient to enable us to service our debt. In addition, any such refinancing, restructuring or sale of assets might not be available on economically favorable terms or at all, and if prevailing interest rates at the time of any such refinancing or restructuring are higher than our current rates, interest expense related to such refinancing or restructuring would increase. If there are adverse changes in the ratings assigned to our debt securities by credit rating agencies, our borrowing costs, our ability to access debt in the future and the terms of such debt could be adversely affected.

Our variable rate indebtedness may use LIBOR as a benchmark for establishing the interest rate. LIBOR is the subject of recent national, international and other regulatory guidance and proposals for reform. These reforms and other pressures may cause LIBOR to disappear entirely or to perform differently than in the past. The consequences of these developments cannot be entirely predicted but could include an increase in the cost of our variable rate indebtedness.

We have implemented a stock repurchase program to repurchase up to \$30 billion of our outstanding common stock. This stock repurchase program has significantly reduced and will continue to reduce the amount of cash that we have available to fund our operations, including research and development, working capital, capital expenditures, acquisitions, investments, dividends and other corporate purposes; and increases our exposure to adverse economic, market, industry and competitive conditions and developments, and other changes in our business and our industry. In addition, this significant decrease in our cash reserves exacerbates the risks described above associated with our indebtedness.

Our business and operations could suffer in the event of security breaches of our information technology systems, or other misappropriation of our intellectual property or proprietary or confidential information.

Third parties regularly attempt to gain unauthorized access to our information technology systems, and most of such attempts are increasingly more sophisticated. These attempts, which might be related to industrial or other espionage, criminal hackers or state-sponsored intrusions, include trying to covertly introduce malware to our computers and networks, including those in our manufacturing operations, and impersonating authorized users, among others. Such attempts could result in the misappropriation, theft, misuse, disclosure or loss or destruction of the intellectual property, or the proprietary, confidential or personal information, of us or our employees, customers, licensees, suppliers or other third parties, as well as damage to or disruptions in our information technology systems. These threats are constantly evolving, thereby increasing the difficulty of successfully defending against them or implementing adequate preventative measures.

We seek to detect and investigate all security incidents and to prevent their recurrence but attempts to gain unauthorized access to our information technology systems may be successful, and in some cases, we might be unaware of an incident or its magnitude and effects. The misappropriation, theft, misuse, disclosure or loss or destruction of the intellectual property, or the proprietary, confidential or personal information, of us or our employees, customers, licensees, suppliers or other third parties, could harm our competitive position, reduce the value of our investment in research and development and other strategic initiatives, cause us to lose business, damage our reputation, subject us to legal or regulatory proceedings, cause us to incur other loss or liability and otherwise adversely affect our business. We expect to continue to devote significant resources to the security of our information technology systems.

In addition, employees and former employees, in particular former employees who become employees of our competitors, customers or licensees, may misappropriate, use, publish or provide to our competitors, customers or licensees our intellectual property or proprietary or confidential business information. This risk is exacerbated as competitors for talent, particularly engineering talent, increasingly attempt to hire our employees. See the Risk Factor entitled “We may not be able to attract and retain qualified employees.” Similarly, we provide access to certain of our intellectual property or proprietary or confidential business information to our direct and indirect customers and licensees, who may wrongfully use such intellectual property or information or wrongfully disclose such intellectual property or information to third parties, including our competitors.

Potential tax liabilities could adversely affect our results of operations.

We are subject to income taxes in the United States and numerous foreign jurisdictions, including Singapore where our QCT segment’s non-U.S. headquarters is located. Significant judgment is required in determining our provision for income taxes. We regularly are subject to examination of our tax returns and reports by taxing authorities in the United States federal jurisdiction and various state and foreign jurisdictions, most notably in countries where we earn a routine return and the tax authorities believe substantial value-add activities are performed. Our current examinations are at various stages with respect to assessments, claims, deficiencies and refunds. We continually assess the likelihood and amount of potential adjustments and adjust the income tax provision, income taxes payable and deferred taxes in the period in which the facts give rise to a revision become known. Although we believe that our tax estimates are reasonable, the final determination of tax audits and any related legal proceedings could materially differ from amounts reflected in our historical income tax provisions and accruals. In such case, our income tax provision, results of operations and cash flows in the period or periods in which that determination is made could be negatively affected.

The United States Treasury Department has issued proposed regulations on several provisions of the Tax Legislation, including foreign tax credits, FDII, GILTI, BEAT and interest expense deduction limitations, which are expected to be finalized in the next several months. When finalized, these proposed regulations may adversely affect our provision for income taxes, results of operations and/or cash flows.

We have tax incentives in Singapore provided that we meet specified employment and other criteria, and as a result of the expiration of these incentives, our Singapore tax rate is expected to increase in fiscal 2022 and again in fiscal 2027. If we do not meet the criteria required to retain such incentives, our Singapore tax rate could increase prior to fiscal 2022, and our results of operations and cash flows could be adversely affected.

Tax rules may change in a manner that adversely affects our future reported results of operations or the way we conduct our business. Further changes in the tax laws of foreign jurisdictions could arise as a result of the base erosion and profit shifting (BEPS) project that was undertaken by the Organization for Economic Co-operation and Development (OECD). The OECD, which represents a coalition of member countries, recommended changes to numerous long-standing tax principles related to transfer pricing. These changes, as adopted by countries, may increase tax uncertainty and may adversely affect our provision for income taxes, results of operations and cash flows. Partially to address BEPS, we moved certain IP from Singapore to the United States. As a result, if tax rates were to increase in the United States, our results of operations, cash flows and financial condition could be adversely affected. Global, regional or local economic conditions, or political actions including trade protection policies such as tariffs, that impact the mobile communications industry or the other industries in which we operate could negatively affect the demand for our products and services and our customers’ or licensees’ products and services, which may negatively

affect our revenues.

A decline in global, regional or local economic conditions or a slow-down in economic growth, or political actions including trade protection policies such as tariffs, particularly in geographic regions with high concentrations of wireless voice and data users or high concentrations of our customers or licensees, could have adverse, wide-ranging effects on demand for our products and services and for the products and services of our customers or licensees, particularly equipment manufacturers or others in the wireless communications industry who buy their products, such as wireless operators. Any

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prolonged economic downturn or “trade war” may result in a decrease in demand for our products and technologies; a decrease in demand for the products of our customers or licensees; the insolvency of key suppliers, customers or licensees; delays in reporting or payments from our licensees or customers; failures by counterparties; and negative effects on wireless device inventories. In addition, our customers’ ability to purchase or pay for our products and services and network operators’ ability to upgrade their wireless networks could be adversely affected by economic conditions, leading to a reduction, cancelation or delay of orders for our products and services.

We may not be able to attract and retain qualified employees.

Our future success depends largely upon the continued service of our executive officers and other key management and technical personnel, and on our ability to continue to identify, attract, retain and motivate them, which may become increasingly difficult in an environment of cost reductions. Implementing our business strategy requires specialized engineering and other talent, as our revenues are highly dependent on technological and product innovations. The market for employees in our industry is extremely competitive, and competitors for talent, particularly engineering talent, increasingly attempt to hire, and to varying degrees have been successful in hiring, our employees, including by establishing local offices in San Diego. Further, existing immigration laws make it more difficult for us to recruit and retain highly skilled foreign national graduates of universities in the United States, making the pool of available talent even smaller. If we are unable to attract and retain qualified employees, our business may be harmed.

Currency fluctuations could negatively affect future product sales or royalty revenues, harm our ability to collect receivables or increase the U.S. dollar cost of our products.

Our customers sell their products throughout the world in various currencies. Our consolidated revenues from international customers and licensees as a percentage of our total revenues were greater than 90% in each of the last three fiscal years. Adverse movements in currency exchange rates may negatively affect our business, revenues, results of operations and cash flows due to a number of factors, including, among others:

Our products and those of our customers and licensees that are sold outside the United States may become less price-competitive, which may result in reduced demand for those products or downward pressure on average selling prices;

• Certain of our revenues that are derived from products that are sold in foreign currencies could decrease, resulting in lower revenues, cash flows and margins;

• Certain of our revenues, such as royalties, that are derived from licensee or customer sales denominated in foreign currencies could decrease, resulting in lower revenues and cash flows;

• Our foreign suppliers may raise their prices if they are impacted by currency fluctuations, resulting in higher than expected costs, lower margins and cash flows;

• Certain of our costs that are denominated in foreign currencies could increase, resulting in higher than expected costs and cash outflows; and

Foreign exchange hedging exposes us to counterparty risk and may require the payment of structuring fees. If the foreign exchange hedges do not qualify for hedge accounting, the hedge results may cause earnings volatility. The foreign exchange hedging activities are designed to lessen earnings volatility; therefore, hedges may reduce the impact of currency fluctuations to certain revenues and costs.

Failures in our products or services, or in the products or services of our customers or licensees, including those resulting from security vulnerabilities, defects or errors, could harm our business.

The use of devices containing our products to interact with untrusted systems or otherwise access untrusted content creates a risk of exposing the system hardware and software in those devices to malicious attacks. While we continue to focus on this issue and are taking measures to safeguard our products from cybersecurity threats, device capabilities continue to evolve, enabling more elaborate functionality and applications, and increasing the risk of security failures. Further, our products are inherently complex and may contain defects or errors that are detected only when the products are in use. Because our products and services are responsible for critical functions in our customers’ products and networks, security failures, defects or errors in our products or services could have an adverse impact on us, on our customers and the end users of our customers’ products. Such adverse impact could include shipment delays; product liability claims or recalls; write-offs of our inventories, property, plant and equipment and intangible assets;

unfavorable purchase commitments; a shift of business to our competitors; a decrease in demand for connected devices and wireless services; damage to our reputation and our customer relationships; regulatory actions; and other financial liability or harm to our business. Further, security failures, defects or errors in the products of our customers or licensees could have an adverse impact on our results of operations and cash flows due to a delay or decrease in demand for our products or services generally, and our premium-tier products in particular, among other factors. Development of products and features in new domains of technology and the migration to integrated circuit technologies with smaller geometric feature sizes are complex, add risk to manufacturing yields and

reliability and increase the likelihood of product defects or errors. Further, failures, defects or errors in our products or those of our customers or licensees entail the risk of product liability claims.

#### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Financial market risks related to interest rates, foreign currency exchange rates and equity prices are described in our 2018 Annual Report on Form 10-K. At March 31, 2019, there have been no material changes to the financial market risks described at September 30, 2018. We do not currently anticipate any other near-term changes in the nature of our financial market risk exposures or in management's objectives and strategies with respect to managing such exposures.

#### ITEM 4. CONTROLS AND PROCEDURES

**Evaluation of Disclosure Controls and Procedures.** Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such terms are defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report.

**Changes in Internal Control over Financial Reporting.** There were no changes in our internal control over financial reporting in the second quarter of fiscal 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### PART II. OTHER INFORMATION

#### ITEM 1. LEGAL PROCEEDINGS

Information regarding certain legal proceedings is provided in this Quarterly Report in "Notes to Condensed Consolidated Financial Statements, Note 6. Commitments and Contingencies." We are also engaged in numerous other legal actions arising in the ordinary course of our business and, while there can be no assurance, we believe that the ultimate outcome of these other legal actions will not have a material adverse effect on our business, results of operations, financial condition or cash flows.

#### ITEM 1A. RISK FACTORS

We have provided updated Risk Factors in the section labeled "Risk Factors" in "Part I, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations." Other than the elimination of the Risk Factor entitled "If we are unsuccessful in executing our cost plan, our business and results of operations may be adversely affected," we do not believe those updates have materially changed the type or magnitude of the risks we face in comparison to the disclosure provided in our most recent Annual Report on Form 10-K.

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

On July 26, 2018, we announced a new repurchase program authorizing us to repurchase up to \$30 billion of our common stock. We did not repurchase any of our shares in the second quarter of fiscal 2019. At March 31, 2019, \$7.8 billion remained authorized for repurchase. The stock repurchase program has no expiration date.

In September 2018, we entered into three accelerated share repurchase agreements (ASR Agreements) to repurchase an aggregate of \$16 billion of our common stock. During the fourth quarter of fiscal 2018, 178.4 million shares were initially delivered to us under the ASR Agreements and retired. Pursuant to the terms of the ASR Agreements, the final number of shares and the average purchase price will be determined at the end of the purchase periods, which are scheduled to occur in early September 2019 but may occur earlier in certain circumstances.

#### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

#### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

#### ITEM 5. OTHER INFORMATION

Not applicable.

## ITEM 6. EXHIBITS

| Exhibit Number | Exhibit Description                                                                                                                                                                                                                                                                                               | Form | File No./ Film No.      | Date of First Filing | Exhibit Number | Filed Herewith |
|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|-------------------------|----------------------|----------------|----------------|
| 2.1            | <u>Master Transaction Agreement, dated January 13, 2016, by and among Qualcomm Global Trading Pte. Ltd., each other Purchaser Group member, TDK Japan, each other Seller Group member, and, solely for purposes of Section 10.9 thereof, QUALCOMM Incorporated. (1)</u>                                           | 8-K  | 000-19528/<br>161339867 | 1/13/2016            | 2.1            |                |
| 2.2            | <u>Amendment #1, dated December 20, 2016, to Master Transaction Agreement, dated January 13, 2016, by and among Qualcomm Global Trading Pte. Ltd., each other Purchaser Group member, TDK Japan, each other Seller Group member, and, solely for purposes of Section 10.9 thereof, QUALCOMM Incorporated. (1)</u> | 10-Q | 000-19528/<br>17546539  | 1/25/2017            | 2.3            |                |
| 2.3            | <u>Amendment #2, dated January 19, 2017, to Master Transaction Agreement, dated January 13, 2016, by and among Qualcomm Global Trading Pte. Ltd., each other Purchaser Group member, TDK Japan, each other Seller Group member, and, solely for purposes of Section 10.9 thereof, QUALCOMM Incorporated. (1)</u>  | 10-Q | 000-19528/<br>17546539  | 1/25/2017            | 2.4            |                |
| 2.4            | <u>Amendment #3, dated February 3, 2017, to Master Transaction Agreement, dated January 13, 2016, by and among Qualcomm Global Trading Pte. Ltd., each other Purchaser Group member, TDK Japan, each other Seller Group member, and, solely for purposes of Section 10.9 thereof, QUALCOMM Incorporated. (1)</u>  | 10-Q | 000-19528/<br>17770305  | 4/19/2017            | 2.6            |                |
| 3.1            | <u>Amended and Restated Certificate of Incorporation</u>                                                                                                                                                                                                                                                          | 8-K  | 000-19528/<br>18766678  | 4/20/2018            | 3.1            |                |
| 3.2            | <u>Amended and Restated Bylaws</u>                                                                                                                                                                                                                                                                                | 8-K  | 000-19528/<br>18957073  | 7/17/2018            | 3.1            |                |
| 4.1            | <u>Indenture, dated May 20, 2015, between the Company and U.S. Bank National Association, as trustee.</u>                                                                                                                                                                                                         | 8-K  | 000-19528/<br>15880967  | 5/21/2015            | 4.1            |                |
| 4.2            | <u>Officers' Certificate, dated May 20, 2015, for the Floating Rate Notes due 2018, the Floating Rate Notes due 2020, the 1.400% Notes due 2018, the 2.250% Notes due 2020, the 3.000% Notes due 2022, the 3.450% Notes due 2025, the 4.650% Notes due 2035 and the 4.800% Notes due 2045.</u>                    | 8-K  | 000-19528/<br>15880967  | 5/21/2015            | 4.2            |                |
| 4.3            | <u>Form of Floating Rate Notes due 2020.</u>                                                                                                                                                                                                                                                                      | 8-K  | 000-19528/<br>15880967  | 5/21/2015            | 4.4            |                |
| 4.4            | <u>Form of 2.250% Notes due 2020.</u>                                                                                                                                                                                                                                                                             | 8-K  | 000-19528/<br>15880967  | 5/21/2015            | 4.6            |                |
| 4.5            | <u>Form of 3.000% Notes due 2022.</u>                                                                                                                                                                                                                                                                             | 8-K  | 000-19528/<br>15880967  | 5/21/2015            | 4.7            |                |

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|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|------------------------|-----------|------|
| 4.6  | <u>Form of 3.450% Notes due 2025.</u>                                                                                                                                                                                                                                                                                            | 8-K | 000-19528/<br>15880967 | 5/21/2015 | 4.8  |
| 4.7  | <u>Form of 4.650% Notes due 2035.</u>                                                                                                                                                                                                                                                                                            | 8-K | 000-19528/<br>15880967 | 5/21/2015 | 4.9  |
| 4.8  | <u>Form of 4.800% Notes due 2045.</u>                                                                                                                                                                                                                                                                                            | 8-K | 000-19528/<br>15880967 | 5/21/2015 | 4.10 |
| 4.9  | <u>Officers' Certificate, dated May 26, 2017, for the Floating Rate Notes due 2019, the Floating Rate Notes due 2020, the Floating Rate Notes due 2023, the 1.850% Notes due 2019, the 2.100% Notes due 2020, the 2.600% Notes due 2023, the 2.900% Notes due 2024, the 3.250% Notes due 2027 and the 4.300% Notes due 2047.</u> | 8-K | 000-19528/<br>17882336 | 5/31/2017 | 4.2  |
| 4.10 | <u>Form of Floating Rate Notes due 2023.</u>                                                                                                                                                                                                                                                                                     | 8-K | 000-19528/<br>17882336 | 5/31/2017 | 4.5  |
| 4.11 | <u>Form of 2.600% Notes due 2023.</u>                                                                                                                                                                                                                                                                                            | 8-K | 000-19528/<br>17882336 | 5/31/2017 | 4.8  |
| 4.12 | <u>Form of 2.900% Notes due 2024.</u>                                                                                                                                                                                                                                                                                            | 8-K | 000-19528/<br>17882336 | 5/31/2017 | 4.9  |
| 4.13 | <u>Form of 3.250% Notes due 2027.</u>                                                                                                                                                                                                                                                                                            | 8-K | 000-19528/<br>17882336 | 5/31/2017 | 4.10 |

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| Exhibit Number | Exhibit Description                                                                                                                                  | Form | File No./ Film No.     | Date of First Filing | Exhibit Number | Filed Herewith |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------|------|------------------------|----------------------|----------------|----------------|
| 4.14           | <u>Form of 4.300% Notes due 2047.</u>                                                                                                                | 8-K  | 000-19528/<br>17882336 | 5/31/2017            | 4.11           |                |
| 10.7           | <u>QUALCOMM Incorporated Non-Qualified Deferred Compensation Plan, as amended and restated effective February 13, 2019. (2)</u>                      |      |                        |                      |                | X              |
| 31.1           | <u>Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Steve Mollenkopf.</u>                                                 |      |                        |                      |                | X              |
| 31.2           | <u>Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for David Wise.</u>                                                       |      |                        |                      |                | X              |
| 32.1           | <u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, for Steve Mollenkopf.</u> |      |                        |                      |                | X              |
| 32.2           | <u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, for David Wise.</u>       |      |                        |                      |                | X              |
| 101.INS        | XBRL Instance Document.                                                                                                                              |      |                        |                      |                | X              |
| 101.SCH        | XBRL Taxonomy Extension Schema.                                                                                                                      |      |                        |                      |                | X              |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase.                                                                                                        |      |                        |                      |                | X              |
| 101.LAB        | XBRL Taxonomy Extension Labels Linkbase.                                                                                                             |      |                        |                      |                | X              |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase.                                                                                                       |      |                        |                      |                | X              |
| 101.DEF        | XBRL Taxonomy Extension Definition Linkbase.                                                                                                         |      |                        |                      |                | X              |

(1) The Company shall furnish supplementally a copy of any omitted schedule to the Securities and Exchange Commission upon request.

(2) Indicates management contract or compensatory plan or arrangement required to be identified pursuant to Item 15(a).

**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.

QUALCOMM Incorporated

/s/ David Wise

David Wise

Senior Vice President, Treasurer and  
Interim Chief Financial Officer

Dated: May 1, 2019

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