MICROSEMI CORP
Form 10-Q
January 29, 2014
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q
(Mark One)

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

For the Quarterly Period ended December 29, 2013
OR

o 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 # 000-08866

MICROSEMI CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware	95-2110371
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

One Enterprise, Aliso Viejo, California 92656
(Address of principal executive offices) (Zip Code)
(949) 380-6100
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 twelve 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 x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding twelve months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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

Large Accelerated Filer x	Accelerated Filer o
Non-Accelerated Filer o	Smaller Reporting Company o
(Do not check if a smaller reporting company)	

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

The number of outstanding shares of Common Stock on January 22, 2014 was 94,737,900.

Table of Contents

TABLE OF CONTENTS

Table of Contents

IMPORTANT FACTORS RELATED TO FORWARD-LOOKING STATEMENTS AND ASSOCIATED RISKS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws. Any statements that do not relate to historical or current facts or matters are forward-looking statements. You can identify some of the forward-looking statements by the use of forward-looking words, such as “can,” “may,” “will,” “could,” “should,” “project,” “believe,” “anticipate,” “expect,” “plan,” “estimate,” “forecast,” “potential,” “intend,” “maintain,” variations of these words and comparable words. In addition, all of the information herein that does not state a historical fact is forward-looking, including any statement or implication about an estimate or a judgment, or an expectation as to a future time, future result or other future circumstance. Statements concerning current conditions may also be forward-looking if they imply a continuation of current conditions. Examples of forward-looking statements in this Quarterly Report on Form 10-Q include, but are not limited to, statements concerning:

- demand, growth and sales expectations for our products;
- expectations that plant consolidations will result in anticipated cost savings without unanticipated costs or expenses;
- expectations regarding tax exposures and future tax rates, our ability to realize deferred tax assets and the effect of examinations by U.S., state or foreign jurisdictions;
- expectations regarding competitive conditions;
- new market opportunities and emerging applications for our products;
- expectations concerning the anticipated benefits of our acquisitions;
- expectations that we will be able to successfully integrate acquired companies and personnel with our existing operations;
- the uncertainty of litigation, administrative and similar matters, the associated costs and expenses, and the potential material adverse effect that these matters could have on our business and results of operations;
- beliefs that our customers will not cancel orders or terminate or renegotiate their purchasing relationships with us;
- expectations concerning the potential termination or renegotiation of U.S. government contracts, uncertainties of governmental appropriations and national defense policies and priorities and the effects of past or future government shutdowns and contract terminations or renegotiations on our business and results of operations;
- expectations that we will not suffer production delays as a result of a supplier's inability to supply parts;
- the effect of events such as natural disasters and related disruptions on our operations;
- beliefs that we stock adequate supplies of all materials;
- beliefs that we will be able to successfully resolve any disputes and other business matters as anticipated;
- beliefs that we will be able to meet our operating cash and capital commitment requirements in the foreseeable future;
- critical accounting estimates;
- expectations regarding our financial and operating results;
- expectations regarding our liquidity and capital resources, including our loan covenants;
- expectations regarding our performance and competitive position in future periods; and
- expectations regarding our outlook for our end markets.

Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the results that the forward-looking statements suggest. You are urged to carefully review the disclosures we make in this report concerning risks and other factors that may affect our business and operating results, including those made under the heading “Item 1A. RISK FACTORS” included below in this Quarterly Report on Form 10-Q, as well as in our other reports filed with the Securities and Exchange Commission (“SEC”). Forward-looking statements are not a guarantee of future performance and should not be regarded as a representation by us or any other person that all of our estimates will necessarily prove correct or that all of our objectives or plans will necessarily be achieved. You are cautioned, therefore, not to place undue reliance on these forward-looking statements, which are made only as of the date of this report. We do not intend, and undertake no obligation, to update or revise the forward-looking statements to reflect events or circumstances after the date of this report, whether as a result of new information, future events or otherwise.

Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The unaudited condensed consolidated statements of operations and comprehensive income for the quarter ended December 29, 2013 of Microsemi Corporation and its subsidiaries (which we herein sometimes refer to collectively as “Microsemi,” “the Company,” “we,” “our,” “ours” or “us”), the unaudited condensed consolidated statements of cash flows for quarter ended December 29, 2013, and the comparative unaudited condensed consolidated financial statements for the corresponding period of the prior year, together with the unaudited condensed consolidated balance sheets as of December 29, 2013 and September 29, 2013, are included herein.

The unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q, and therefore do not include all information and note disclosures necessary for a fair presentation of consolidated financial position, results of operations and cash flows in conformity with United States generally accepted accounting principles. The unaudited consolidated financial statements and notes thereto must be read in their entirety in conjunction with the consolidated financial statements and notes thereto in our Annual Report on Form 10-K for the fiscal year ended September 29, 2013.

Table of Contents

MICROSEMI CORPORATION AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(unaudited, amounts in thousands, except par value)

	December 29, 2013	September 29, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 218,118	$ 256,433
Accounts receivable, net of allowance for doubtful accounts of $3,270 at December 29, 2013 and $1,203 at September 29, 2013	174,900	162,103
Inventories	216,259	161,986
Deferred income taxes, net	25,195	15,904
Other current assets	38,957	26,204
Total current assets	673,429	622,630
Property and equipment, net	148,698	125,158
Goodwill	848,398	790,236
Intangible assets, net	404,012	315,175
Deferred income taxes, net	30,211	30,203
Other assets	32,354	29,253
TOTAL ASSETS	$ 2,137,102	$ 1,912,655
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 79,908	$ 69,623
Accrued liabilities	97,479	63,002
Current maturity of long-term liabilities	1,854	607
Total current liabilities	179,241	133,232
Credit facility	824,500	676,000
Deferred income taxes	35,804	26,996
Other long-term liabilities	51,737	44,369
Commitments and contingencies (Note 12)		
Stockholders' equity:		
Preferred stock, $1.00 par value; authorized 1,000 shares; none issued	—	—
Common stock, $0.20 par value; 250,000 authorized, 94,646 issued and outstanding at December 29, 2013 and 93,840 issued and outstanding at September 29, 2013	18,929	18,768
Capital in excess of par value of common stock	749,838	737,896
Retained earnings	276,821	275,442
Accumulated other comprehensive income (loss)	232	(48)
Total stockholders' equity	1,045,820	1,032,058
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 2,137,102	$ 1,912,655

The accompanying notes are an integral part of these statements.

Table of Contents

MICROSEMI CORPORATION AND SUBSIDIARIES
Condensed Consolidated Statements of Operations and Comprehensive Income
(unaudited, amounts in thousands, except earnings per share)

	Quarter Ended December 29, 2013	Quarter Ended December 30, 2012
Net sales	$255,631	$ 247,598
Cost of sales	117,323	105,025
Gross profit	138,308	142,573
Operating expenses:		
Selling, general and administrative	57,407	51,353
Research and development costs	44,125	43,176
Amortization of intangible assets	21,963	21,710
Restructuring and severance charges	7,653	850
Total operating expenses	131,148	117,089
Operating income	7,160	25,484
Other income (expenses):		
Interest expense, net	(7,582)	(8,361)
Other income (expense), net	(314)	54
Total other expense	(7,896)	(8,307)
Income (loss) before income taxes	(736)	17,177
Provision for (benefit from) income taxes	(2,115)	2,963
Net income	$1,379	$ 14,214
Earnings per share:		
Basic	$0.01	$ 0.16
Diluted	$0.01	$ 0.16
Weighted-average common shares outstanding:		
Basic	92,102	88,535
Diluted	93,527	90,062
Net income	$1,379	$ 14,214
Other comprehensive income, net of tax:		
Translation adjustment	280	230
Unrealized actuarial loss on pension benefits	(44)	(44)
Other comprehensive income, net of tax	236	186
Total comprehensive income	$1,615	$ 14,400

The accompanying notes are an integral part of these statements.

Table of Contents

MICROSEMI CORPORATION AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(unaudited, amounts in thousands)

	Quarter Ended	
	December 29, 2013	December 30, 2012
Cash flows from operating activities:		
Net income	$1,379	$ 14,214
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	29,525	29,047
Provision for doubtful accounts	97	(174)
Amortization of deferred financing cost	177	344
Deferred income taxes	(3,650)	(489)
Charge for stock based compensation	10,083	8,083
Change in assets and liabilities (net of acquisition):		
Accounts receivable	18,373	(6,072)
Inventories	(2,150)	167
Other current assets	5,258	991
Other assets	(869)	(323)
Accounts payable	3,677	(6,503)
Accrued liabilities	(2,863)	(8,738)
Other long-term liabilities	3,496	(2,438)
Net cash provided by operating activities	62,533	28,109
Cash flows from investing activities:		
Purchases of property and equipment	(12,095)	(8,535)
Proceeds from the sale of short term investments	39,393	—
Payments for acquisitions, net of cash acquired	(279,147)	—
Net cash used in investing activities	(251,849)	(8,535)
Cash flows from financing activities:		
Proceeds from credit facility	200,000	—
Repayments of credit facility	(50,000)	(25,000)
Payments of credit facility issuance costs	(1,521)	—
Net proceeds from stock awards	2,522	4,374
Net cash (used in) provided by financing activities	151,001	(20,626)
Net decrease in cash and cash equivalents	(38,315)	(1,052)
Cash and cash equivalents at beginning of period	256,433	204,335
Cash and cash equivalents at end of period	$218,118	$ 203,283

The accompanying notes are an integral part of these statements.

Table of Contents

MICROSEMI CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
1. PRESENTATION OF FINANCIAL INFORMATION

The unaudited condensed consolidated financial statements include the accounts of Microsemi Corporation and its subsidiaries. Intercompany transactions have been eliminated in consolidation.

The condensed consolidated financial information furnished herein is unaudited, but in the opinion of our management, includes all adjustments (all of which are normal or recurring adjustments) necessary for a fair presentation of the results of operations for the periods indicated. The results of operations for the most recently reported quarter of the current fiscal year are not necessarily indicative of the results to be expected for the full year.

The unaudited condensed consolidated financial statements have been prepared in accordance with the requirements of Form 10-Q and Article 10 of the Securities and Exchange Commission Regulation S-X, and therefore do not include all information and note disclosures necessary for a fair presentation of consolidated financial position, results of operations and cash flows in conformity with United States generally accepted accounting principles. The unaudited consolidated financial statements and notes thereto must be read in their entirety in conjunction with the consolidated financial statements and notes thereto in our Annual Report on Form 10-K for the fiscal year ended September 29, 2013.

The unaudited consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles, which require us to make estimates and assumptions that may materially affect the reported amounts of assets and liabilities at the date of the unaudited consolidated financial statements and revenues and expenses during the periods reported. Actual results could differ materially from those estimates. Information with respect to our critical accounting policies that we believe could have the most significant effect on our reported results and require subjective or complex judgments is contained in the notes to the consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended September 29, 2013. In referencing a year, we are referring to the fiscal year ended on the Sunday closest to September 30.

Earnings Per Share

Basic earnings per share have been computed based upon the weighted-average number of common shares outstanding during the respective periods. Diluted earnings per share have been computed, when the result is dilutive, using the treasury stock method for stock awards outstanding during the respective periods. Earnings per share were calculated as follows (amounts in thousands, except per share data):

	Quarter Ended	
	December 29, 2013	December 30, 2012
Basic		
Net income	$1,379	$14,214
Weighted-average common shares outstanding	92,102	88,535
Basic earnings per share	$0.01	$0.16
Diluted		
Net income	$1,379	$14,214
Weighted-average common shares outstanding for basic	92,102	88,535
Dilutive effect of stock awards	1,425	1,527
Weighted-average common shares outstanding on a diluted basis	93,527	90,062
Diluted earnings per share	$0.01	$0.16

For the quarter ended December 29, 2013 and December 30, 2012, we excluded 2.7 million and 5.0 million, respectively, of stock awards in the computation of diluted earnings per share as these stock awards would have been anti-dilutive.

Recently Issued Accounting Standards

In December 2011, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2011-11, the objective of which is to provide additional disclosures on the effect or potential effect of rights of setoff associated with an entity's recognized assets and recognized liabilities within the scope of the update. The update primarily impacts financial instruments and derivatives subject to a master netting arrangement or similar agreement. ASU No. 2011-11 is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The adoption of this ASU did not impact our consolidated financial position, results of operations or cash flows.

Table of Contents

MICROSEMI CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

In February 2013, the FASB issued ASU No. 2013-04, the objective of which is to provide guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date. The guidance in the update requires that these arrangements be recorded as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. ASU 2013-04 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. We are currently assessing the impact of this ASU on our consolidated financial position and results of operations.

In July 2013, the FASB issued ASU No. 2013-11 which requires that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward, with certain exceptions. ASU 2013-11 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. We are currently assessing the impact of this ASU but adoption will only have the potential of affecting the presentation of unrecognized tax benefits and will not impact our consolidated financial position, results of operations or cash flows.

2. ACQUISITION

On November 26, 2013, we, through a wholly owned subsidiary, acquired all the outstanding shares of Symmetricom, Inc. (“Symmetricom” or "Microsemi – FTD") for an estimated consideration of $312.7 million, of which $7.3 million was accrued at December 29, 2013. During the quarter ended December 29, 2013, we incurred $1.7 million in costs related to this acquisition that were recorded in selling, general and administrative expense. We acquired Symmetricom for its world-leading source of highly precise timekeeping technologies and solutions that enable next generation data, voice, mobile and video networks and services.

We preliminarily allocated the total estimated consideration to Symmetricom's tangible and intangible assets and liabilities based on their estimated fair values as of the acquisition date and allocated the remaining amount to goodwill. The preliminary allocation is as follows (amounts in thousands):

Cash and cash equivalents	$26,337
Accounts receivable	31,267
Inventories	52,123
Other current assets	66,617
Property and equipment	19,366
Other assets	26,927
Identifiable intangible assets	110,800
Goodwill	58,162
Current liabilities	(36,524)
Deferred tax liabilities, net	(38,383)
Other non-current liabilities	(3,953)
Total estimated consideration	$312,739

As of the acquisition date, the gross contractual amount of acquired accounts receivable was $33.3 million and a preliminary estimate of contractual cash flows not expected to be collected was $2.1 million.

The preliminary valuation of identifiable intangible assets and their estimated useful lives are as follows (amounts in thousands):

	Asset Amount	Weighted Average Useful Life (Years)
Completed technology	$74,100	9
Customer relationships	32,400	9
Trade name	4,300	1

$110,800

9

Table of Contents

Valuation methodology

The fair value of the identified intangible assets for the acquisition noted above was estimated by performing a discounted cash flow analysis using the "income" approach. This method includes a forecast of direct revenues and costs associated with the respective intangible assets and charges for economic returns on tangible and intangible assets utilized in cash flow generation. Net cash flows attributable to the identified intangible assets were discounted to their present value at a rate commensurate with the perceived risk. The projected cash flow assumptions considered contractual relationships, customer attrition, eventual development of new technologies and market competition.

The valuation of completed technology and trade names for the acquisition noted above was based on the relief-from-royalty income approach, a variation of the income approach. The premise of the relief-from-royalty income approach is that if we had not been assigned the rights to the technology and trade names, we would have to pay royalties to continue to exploit the technology and trade names covered by their claims. To arrive at an estimate of royalty charges, the acquired entity's revenue and profit margins were analyzed to determine the ability to pay a royalty. In addition, the license databases were searched for actual royalty terms based on transactions involving technology and trade name licensing.

The useful lives of completed technology rights are based on the number of years in which net cash flows have been projected. The useful lives of customer relationships are estimated based upon the length of the relationships currently in place, historical attrition patterns and natural growth and diversification of other potential customers. The useful life of a trade name was estimated based on the period in which a benefit could be ascribed to the identified trade names.

Assumptions used in forecasting cash flows for each of the identified intangible assets included consideration of the following:

- Historical performance including sales and profitability.
- Business prospects and industry expectations.
- Estimated economic life of asset.
- Development of new technologies.
- Acquisition of new customers.
- Attrition of existing customers.
- Obsolescence of technology over time.

Depending on the structure of a particular acquisition, goodwill and identifiable intangible assets may not be deductible for tax purposes. We determined that goodwill related to the Symmetricom acquisition is not deductible.

The factors that contributed to a purchase price resulting in the recognition of goodwill include:

- The premium paid over market capitalization immediately prior to the merger announcement.
- Our belief that the merger will create a more diverse semiconductor company with expansive offerings which will enable us to expand our product offerings.
- Our belief that both companies are committed to improving cost structures and that our combined efforts after the merger should result in a realization of cost savings and an improvement of overall efficiencies.

The purchase price allocation described above is preliminary. A final determination of fair values of assets acquired and liabilities assumed relating to the transaction could differ from the preliminary purchase price allocation and if material differences exist they could result in retrospective revision to the purchase price allocation. We utilized the straight line method of amortization for completed technology, customer relationships and trade name.

Supplemental pro forma data

The following supplemental pro forma data summarizes the results of operations for the quarters ended December 29, 2013 and December 30, 2012, as if we completed our acquisition of Microsemi – FTD as of the first day of 2013. The supplemental pro forma data reports actual operating results, adjusted to include the pro forma effect and timing of the impact in cost of goods sold from manufacturing profit in acquired inventory, acquisition-related expenses, restructuring and severance charges, amortization expense of identified intangible assets, incremental interest expense and the related tax effects of the acquisition. We recorded net sales of $21.2 million related to our acquisition of Microsemi – FTD. Earnings for this acquisition recorded on a standalone basis since the acquisition date are impracticable to determine, as on the acquisition date, we began to immediately integrate Microsemi – FTD into existing operations, engineering groups, sales distribution networks and management structure.

Table of Contents

MICROSEMI CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The supplemental pro forma information presented is for illustrative purposes only and is not necessarily indicative of the financial position or results of operations that would have been realized if the transaction had been completed on the date indicated, does not reflect synergies that might have been achieved, nor is it indicative of future operating results or financial position. The pro forma adjustments are based upon currently available information and certain assumptions that we believe are reasonable under the circumstances. Supplemental pro forma data is as follows (amounts in thousands, except per share data):

	Quarter Ended	
	December 29, 2013	December 30, 2012
Net sales	$281,743	$305,892
Net income	$2,244	$6,211
Net income per share		
Basic	$0.02	$0.07
Diluted	$0.02	$0.07

3. INVENTORIES

Inventories are summarized as follows (amounts in thousands):

	December 29, 2013	September 29, 2013
Raw materials	$67,977	$36,436
Work in progress	95,138	86,762
Finished goods	53,144	38,788
	$216,259	$161,986

4. GOODWILL AND INTANGIBLE ASSETS, NET

Goodwill and intangible assets, net consisted of the following components (amounts in thousands):

	December 29, 2013	September 29, 2013
Amortizable intangible assets		
Completed technology	$215,637	$151,998
Customer relationships	184,036	162,556
Other	4,339	621
	$404,012	$315,175
Non-amortizing intangible assets		
Goodwill	$848,398	$790,236

Estimated amortization expense in each of the five succeeding years and thereafter is as follows (amounts in thousands):

	Less than 1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	Thereafter
Amortization expense	$93,392	$83,739	$80,972	$69,042	$29,365	$47,502

Table of Contents

MICROSEMI CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

5. ACCRUED LIABILITIES

Accrued liabilities consisted of the following components (amounts in thousands):

	December 29, 2013	September 29, 2013
Payroll, bonus, accrued time off and other employee benefits	$38,073	$24,649
Outside services	9,845	10,258
Deferred revenue	9,099	5,077
Restructuring and severance	8,860	6,537
Consideration for change of control	7,254	—
Warranties	4,993	2,809
Licenses	1,095	786
Income taxes	3,313	2,291
Commissions	3,665	2,799
Interest	604	1,276
Other	10,678	6,520
	$97,479	$63,002

6. INCOME TAXES

For the quarters ended December 29, 2013 and December 30, 2012, we recorded an income tax benefit of $2.1 million and a provision of $3.0 million, respectively. The difference in our effective tax rate from the U.S. statutory rate of 35 percent primarily reflects the ratio of domestic and international pre-tax income, valuation allowance and credits. Our tax benefit for the quarter ended December 29, 2013 was the combined calculated tax expenses/benefits for various jurisdictions, as well as a benefit for the release of valuation allowance of approximately $5.1 million, that resulted from the preliminary allocation of consideration from of our acquisition of Microsemi – FTD.

We file U.S., state, and foreign income tax returns in jurisdictions with varying statutes of limitations. The 2007 through 2013 tax years generally remain subject to examination by federal tax authorities, most state tax authorities and in significant foreign jurisdictions. Each quarter, we reassess our uncertain tax positions for additional unrecognized tax benefits, interest and penalties, and deletions due to statute expirations. Based on federal, state and foreign statute expirations in various jurisdictions, we anticipate a decrease in unrecognized tax benefits of $0.3 million within the next twelve months.

We establish liabilities for possible assessments by tax authorities resulting from known tax exposures including, but not limited to, international tax issues and certain tax credits. The Internal Revenue Service (“IRS”) is currently examining our income tax returns for fiscal years 2007 through 2012. As of December 29, 2013, the IRS has raised questions primarily related to transfer pricing. Management believes that our position is appropriate and that an adequate provision has been made for any adjustments that may result from tax examinations. However, the outcome of tax audits cannot be predicted with certainty. If any issues addressed in our tax audits are resolved in a manner not consistent with management's expectations, we would be required to adjust our provision for income tax in the period such resolution occurs. While we believe our reported results are accurate, any significant adjustments could have a material adverse effect on our results of operations, cash flows and financial position if not resolved within expectations.

7. CREDIT AGREEMENT AND RELATED INSTRUMENTS

Credit Agreement

We are a party to a senior secured credit facility with Morgan Stanley Senior Funding, Inc. ("MSSF") pursuant to a Credit Agreement, dated as of November 2, 2010, with MSSF and the lenders therein (as amended, the “Credit Agreement”), consisting of a term loan facility and a $50.0 million revolving credit facility. We can also request the establishment of one or more incremental loans with commitments in an aggregate amount not to exceed $50.0 million.

During the quarter ended December 29, 2013, we entered into a commitment letter with MSSF pursuant to which MSSF committed to provide a $150.0 million incremental term loan under our term loan facility, which MSSF subsequently syndicated during the quarter. The incremental term loan was made available to (i) finance the acquisition of Symmetricom, (ii) repay any existing indebtedness of Symmetricom following the consummation of the merger, and (iii) pay fees and

Table of Contents

MICROSEMI CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

expenses related to the merger. The covenants under the incremental term loan are consistent with those in our existing Credit Agreement.

Under our Credit Agreement, we may borrow under a "Base Rate" which approximates the prime rate or "Eurodollar Rate" which approximates LIBOR. The principal amount outstanding and interest rate per annum for each type of loan at December 29, 2013 are as follows (amounts in thousands):

	Principal Outstanding	Base Rate	Eurodollar Rate	Eurodollar Floor	Current Rate
Revolving and swingline loans	$—	3.50 %	4.50 %	— %	— %
Term loan	$676,000	1.75 %	2.75 %	1.00 %	3.75 %
Incremental term loan	$150,000	1.50 %	2.75 %	0.75 %	3.50 %

Our term loan facility matures in February 2020 and principal amortizes at $7.3 million per year on our term loan and at $1.5 million per year on our incremental term loan. Due to prepayments of principal, there are currently no scheduled principal repayments until the maturity date though the Credit Agreement stipulates an annual payment of a percentage of Excess Cash Flow ("ECF"). The ECF percentage is between 0% and 50% depending on our consolidated leverage ratio as of the end of a fiscal year. The fair value of our term loans were $828.1 million at December 29, 2013 and $674.3 million at September 29, 2013, and we classify this valuation as a Level 2 fair value measurement.

We currently pay an undrawn commitment fee of 0.375% on the unused portion of the revolving facility. If any letters of credit are issued, then we expect to pay a fronting fee equal to 0.25% per annum of the aggregate face amount of each letter of credit and a participation fee on all outstanding letters of credit at a per annum rate equal to the margin then in effect with respect to Eurodollar Rate-based loans on the face amount of such letter of credit.

Our Credit Agreement includes financial covenants requiring a maximum leverage ratio and minimum fixed charge coverage ratio that are applicable only when revolving loans or swingline loans are outstanding at the end of a fiscal quarter and also contains other customary affirmative and negative covenants and events of default. We were in compliance with our covenants as of December 29, 2013.

Interest Rate Swap Agreements

In connection with our Credit Agreement, in 2011, we entered into interest rate swap agreements for the purpose of minimizing the variability of cash flows in the interest rate payments of our variable rate borrowings. The cash flows received under the interest rate swap agreements are expected to offset the change in cash flows associated with LIBOR rate borrowings between the effective and maturity dates of the swaps. Our two outstanding swap agreements have notional amounts, fixed rates and expiration dates are as follows: $121.0 million at 1.83% expiring January 2014 and $24.0 million at 2.21% expiring January 2015. We classify our interest rate swap balances as Level 2 fair value measurements. We determined the fair value of our interest rate swap agreements based on mid-market valuations reported to us by the counterparty to the swap agreements. Related to these interest rate swap agreements, we recorded a long-term liability of $0.3 million as of December 29, 2013. As of September 29, 2013, we had recorded a current liability of $0.3 million and a long-term liability of $0.4 million. We reflect the change in fair value of the swaps through other income (expense), net and recorded income of $0.3 million in both the first quarter of 2014 and 2013.

Table of Contents

8. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. Accounting Standards Codification ("ASC") 820 establishes a hierarchy for ranking the quality and reliability of the information used to determine fair values and includes the following classifications:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

The following financial assets and liabilities were measured at fair value on a recurring basis using the type of inputs is shown as follows (amounts in thousands):

	Fair Value Measurements Using:			
	Total	Level 1	Level 2	Level 3
September 29, 2013				
Cash and cash equivalents	$256,433	$256,433	$—	$—
Pension plan assets	$5,558	$—	$—	$5,558
Interest rate swap liabilities	$643	$—	$643	$—
December 29, 2013				
Cash and cash equivalents	$218,118	$218,118	$—	$—
Pension plan assets	$5,706	$—	$—	$5,706
Interest rate swap liabilities	$320	$—	$320	$—

Pension plan assets are insurance contracts with insurance payments guaranteed by the insurer and the security fund for insurance companies in Germany. There were no transfers of financial assets or liabilities between the classifications during the periods reported.

9. SEGMENT INFORMATION

We manage our business on the basis of one reportable segment, as a manufacturer of semiconductors in different geographic areas, including the United States, Europe and Asia. We derive revenue from sales of our high-performance analog/mixed-signal integrated circuits and power and high-reliability individual component semiconductors. These products include individual components as well as integrated circuit solutions that enhance customer designs by improving performance, reliability and battery optimization, reducing size or protecting circuits. The principal markets that we serve include Aerospace, Communications, Defense & Security, and Industrial. We evaluate sales by end-market based on our understanding of end market uses of our products.

Table of Contents

MICROSEMI CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Net sales by geographic area based on a customer's ship-to location and by estimated end market are as follows (amounts in thousands):

	Quarter Ended	
	December 29, 2013	December 30, 2012
Net Sales:		
United States	$133,840	$120,728
Europe	36,101	40,429
Asia	79,306	81,664
Other	6,384	4,777
Total	$255,631	$247,598
Aerospace	$39,620	$48,224
Communications	96,894	76,738
Defense & Security	63,185	75,622
Industrial	55,932	47,014
Total	$255,631	$247,598

As a percentage of consolidated net sales, customers with a ship-to location in Taiwan totaled 12.4% for the quarter ended December 30, 2012 and there were no countries exceeding 10% for the quarter ended December 29, 2013. We began reporting net sales by geographic area based on a customer's ship-to location in the second quarter of 2013 and prior year amounts reported conform to current year presentation.

Non-current assets comprised of property and equipment, net, by geographic area are as follows (amounts in thousands):

	December 29, 2013	September 29, 2013
United States	$122,991	$100,736
Europe	12,161	12,558
Asia	11,778	10,209
Other	1,768	1,655
Total	$148,698	$125,158

10. STOCK-BASED COMPENSATION

Stock Based Compensation

In January 2012, our stockholders approved an amendment to the Microsemi Corporation 2008 Performance Incentive Plan (the “2008 Plan”). The amendment a) increased the share limit by an additional 14.5 million shares so that the amended aggregate share limit for the 2008 Plan is 28.5 million shares; b) extended the plan term to December 5, 2021; c) increased the number of shares counted against the share limit for every one share issued in connection with a full-value award to 2.41; d) terminated the evergreen provision in the original plan; and e) extended the Performance-Based Award feature through the first annual meeting of stockholders that occurs in calendar year 2017. Awards authorized by the 2008 Plan include options, stock appreciation rights, restricted stock, stock bonuses, stock units, performance share awards, and other cash- or share-based awards. The shares issued under the 2008 Plan may be newly issued or shares held by Microsemi as treasury stock. The maximum term of a stock option grant or a stock appreciation right granted under the 2008 Plan is 6 years. Stock-based compensation expense was $10.1 million for the quarter ended December 29, 2013 and $8.1 million for the quarter ended December 30, 2012.

Table of Contents

MICROSEMI CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The quantity of restricted shares and performance stock units at target levels granted and their weighted-average fair value are as follows (quantities in thousands):

Quarter Ended	Quantity	Weighted Average Fair Value per Award
December 30, 2012		
Restricted shares	380	$20.00
Performance stock units	350	$21.62
December 29, 2013		
Restricted shares	339	$24.72
Performance stock units	332	$26.27
Stock options assumed from acquisition	578	$7.01

Restricted Shares

Compensation expense for restricted shares was calculated based on the closing price of our common stock on the date of grant and the restricted shares are subject to forfeiture if a participant does not meet length of service requirements. Restricted stock awards granted to employees typically vest over a three year period and awards granted to non-employee directors vest in accordance with our director compensation policy.

Performance Stock Units

Performance stock units granted in 2012 vested based on our growth in net sales and earnings per share (subject to certain adjustments) for 2012 and 2013 in comparison with the growth in net sales and adjusted earnings per share over the same period for a peer group selected by the Compensation Committee. For these performance stock units, 50% of each performance-based award opportunity were subject to the net sales metric for the performance period and 50% were subject to the earnings per share metric for the performance period. In November 2013, the Compensation Committee determined that 86% of the target number of units vested at the time of the committee's determination (which represents a vesting percentage of 116% based on the committee’s determination, minus the 30% of the target number of units that vested based on 2012 performance).

Performance stock units granted in 2013 are eligible to vest based on our achievement of net sales and earnings per share (subject to certain adjustments) levels for 2013, 2014 and 2015. For these performance stock units, 25% of each performance-based award opportunity will be subject to the net sales metric for the performance period and 75% will be subject to the earnings per share metric for the performance period. In November 2013, the Compensation Committee determined that our performance did not exceed minimum thresholds. Accordingly, no performance units granted in 2013 vested.

Performance units granted in 2014 are eligible to vest based on our rate of growth for net sales and earnings per share (subject to certain adjustments) over 2014, 2015 and 2016 relative to the growth rates for that metric over the relevant performance period for a peer group of companies. In addition, the vesting of the award will also be determined in part by our total shareholder return over the three-year period covered by the award relative to the peer group. A portion of the performance units may vest based on performance after each of the first two fiscal years of the performance period.

Compensation expense is based upon either our estimate of performance relative to a peer group for the 2012 and 2014 grants and our expected performance over the performance period for the 2013 grant. For these performance stock units, 40% of each performance-based award opportunity will be subject to the net sales metric for the performance period and 60% will be subject to the earnings per share metric for the performance period. The maximum percentage for a particular metric is 200% of the “target” number of units subject to the award related to that metric. For performance stock units granted in 2013, the maximum percentage is further adjusted by our total

shareholder return relative to a peer group selected by the Compensation Committee, up to a maximum of 125%.
Stock Options
We assumed unvested stock options related to our acquisition of Microsemi – FTD with a weighted average exercise price of $20.08 per stock option. We derived a weighted average fair value per stock option using the Black-Scholes option pricing model.

Table of Contents

MICROSEMI CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

11. RESTRUCTURING CHARGES AND SEVERANCE CHARGES

In 2009, we approved consolidation plans that resulted in the closure of our manufacturing facility in Scottsdale, Arizona ("Scottsdale"), which ceased production during the quarter ended April 3, 2011. The Scottsdale facility occupied a 135,000 square foot leased facility. For Scottsdale, contract termination costs relate primarily to the remaining obligations under facility and equipment leases and are expected to be paid through 2016. The following table reflects the restructuring activities for the Scottsdale facility and the accrued liabilities in the consolidated balance sheets at the dates below (amounts in thousands):

	Facility Termination Costs
Balance at September 29, 2013	$4,507
Cash expenditures	(436)
Balance at December 29, 2013	$4,071

At September 29, 2013, we had recorded severance and restructuring accruals of $2.2 million from reductions in force at our various facilities other than Scottsdale. We recorded additional provisions for severance and restructuring activities totaling $7.7 million for the quarter ended December 29, 2013, primarily related to activity following our acquisition of Microsemi – FTD. Provisions for severance in the quarter ended December 29, 2013 covered approximately 120 individuals in manufacturing, engineering and sales. Employee severance is expected to be paid within the next twelve months. Contract termination costs relate primarily to remaining obligations under facility leases and are expected to be paid through 2020. Other associated costs related primarily to relocation costs that we incurred for the consolidation of several facilities in Northern California. The following table reflects the related restructuring activities and the accrued liabilities in the consolidated balance sheets at the dates below (amounts in thousands):

	Employee Severance	Contract Termination Costs	Other Associated Costs	Total
Balance at September 29, 2013	$1,826	$379	$—	$2,205
Assumed from acquisition	799	1,885	—	2,684
Provisions	6,927	75	651	7,653
Cash expenditures	(3,224)	(195)	(651)	(4,070)
Other non-cash settlement	—	(2)	—	(2)
Balance at December 29, 2013	$6,328	$2,142	$—	$8,470

12. COMMITMENTS AND CONTINGENCIES

In Broomfield, Colorado, the owner of a property located adjacent to a manufacturing facility owned by one of our subsidiaries, Microsemi Corp. – Colorado, had notified the subsidiary and other parties of a claim that contaminants migrated to his property, thereby diminishing its value. In August 1995, the subsidiary, together with Coors Porcelain Company, FMC Corporation and Siemens Microelectronics, Inc. (former owners of the manufacturing facility), agreed to settle the claim and to indemnify the owner of the adjacent property for remediation costs. Although tricholorethylene and other contaminants previously used by former owners at the facility are present in soil and groundwater on the subsidiary's property, we vigorously contest any assertion that the subsidiary caused the contamination. In November 1998, we signed an agreement with the three former owners of this facility whereby they have a) reimbursed us for $0.5 million of past costs, b) assumed responsibility for 90% of all future clean-up costs, and c) promised to indemnify and protect us against any and all third-party claims relating to the contamination of the facility. An Integrated Corrective Action Plan was submitted to the State of Colorado. Sampling and management plans were prepared for the Colorado Department of Public Health & Environment. State and local agencies in

Colorado are reviewing current data and considering study and cleanup options. The most recent forecast estimated that the total project cost, up to the year 2020, would be approximately $5.3 million; accordingly, we recorded a one-time charge of $0.5 million for this project in 2003. There has not been any significant development since 2003.

Table of Contents

We are generally self-insured for losses and liabilities related to workers' compensation and employer's liability insurance. Accrued workers' compensation liability was $1.5 million at December 29, 2013 and September 29, 2013. Our self-insurance accruals are based on estimates and, while we believe that the amounts accrued are adequate, the ultimate claims may be in excess of the amounts provided.

We are involved in pending litigation, administrative and similar matters arising out of the normal conduct of our business, including litigation relating to acquisitions, employment matters, commercial transactions, contracts, environmental matters and matters related to compliance with governmental regulations. The ultimate aggregate amount of monetary liability or financial impact with respect to these matters is subject to many uncertainties and is therefore not predictable with assurance. In the opinion of management, the final outcome of these matters, if they are adverse, will not have a material adverse effect on our financial position, results of operations or cash flows. However, there can be no assurance with respect to such result, and monetary liability, financial impact or other sanctions imposed on us from these matters could differ materially from those projected.

Table of Contents

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

This Quarterly Report on Form 10-Q includes current beliefs, expectations and other forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from the results contemplated by these forward-looking statements due to certain factors, including those discussed in Part II, Item 1A, "Risk Factors" and elsewhere in this Quarterly Report. This "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("MD&A") and the accompanying consolidated financial statements and notes thereto must be read in conjunction with the MD&A and the consolidated financial statements and notes thereto in our Annual Report on Form 10-K for the fiscal year ended September 29, 2013, in its entirety.

Unless the context otherwise requires, the "Company," "Microsemi," "we," "our," "ours" and "us" refer to Microsemi Corpora and its consolidated subsidiaries.

OVERVIEW

We are a leading designer, manufacturer and marketer of high-performance analog and mixed-signal semiconductor solutions differentiated by power, security, reliability and performance. We offer one of the industry's most comprehensive portfolios of semiconductor technology. Our products include high-performance and radiation-hardened analog mixed-signal integrated circuits, FPGAs, SoCs and ASICs; power management products; timing and synchronization devices and precise time solutions, setting the world's standard for time; voice processing devices; RF solutions; discrete components; security technologies and scalable anti-tamper products; Power-over-Ethernet ICs and midspans; as well as custom design capabilities and services.

The principal end markets that we serve include Aerospace, Communications, Defense & Security, and Industrial. Today, Microsemi products are found in applications such as: communications infrastructure systems, both wireless and wired LAN systems, implantable pacemakers and defibrillators, missile systems, military and commercial satellites and aircrafts, oil field equipment and airport security systems.

Mission and Vision Statements

Mission: Strengthen and leverage the industry's most comprehensive product technology portfolio, differentiated by power, security, reliability and performance, to expand our leadership position in high-value, high-barrier-to-entry markets. Develop innovative leading-edge system solutions that provide our customers with an unparalleled competitive edge, and deliver best-in-class technical service and support.

Vision: Leading-edge system solutions, solving the most difficult problems where performance matters, reliability is vital and security is non-negotiable.

Our growth strategy is dependent on our ability to successfully develop new technologies and products, and is complemented by our ability to implement our selective acquisitions strategy. New technologies or products that we may develop may not lead to an incremental increase in revenues, and there is a risk that these new technologies or products will decrease the demand for our existing products and result in an offsetting reduction in revenues. There can be no assurance that the benefits of any acquisition will outweigh the attendant costs, and if they do not, our results of operations and stock price may be adversely affected.

Microsemi marketed a number of new products that were announced during the recent quarter, including:

- a new line of 650 volt diode solutions targeted at high-power industrial applications including solar inverters;
- high performance power line communications HomePlug AV2 Class GH line drivers (two-channel and single-channel) based on Microsemi's proprietary high-speed, high voltage bipolar process technology, which enables significant performance and cost savings over currently used technologies;
- miSLIC™ Series line circuits (fifth-generation telephone line interface solution) providing worldwide network operators with the industry's most economical solution for adding two channels of voice to broadband products;
- two new DC-powered Power-over-Ethernet midspans that provide cost-efficient standalone solutions for powering high power applications in DC environments;
- EnforcIT® Security Monitor, an advanced security IP block providing additional layers of user-configurable tamper protection and responses to the most secure and lowest power FPGA product families on the market-Microsemi's SmartFusion®2 SoC FPGAs and IGLOO®2 FPGAs; and

19

Table of Contents

- a new family of 1-2.4 volt Zener diodes that provide up to four times better voltage regulation and up to a 40 times improvement in typical lower leakage current versus standard Zener diodes.

Net sales, gross profit and gross margin were as follows (amounts in thousands):

	Quarter Ended December 29, 2013	December 30, 2012	Variance $	Variance %
Net sales	$255,631	$247,598	$8,033	3.2 %
Gross profit	$138,308	$142,573	$(4,265)	(3.0)%
Gross margin	54.1 %	57.6 %	(3.5)%	

We recorded increases in net sales between the quarters ended December 29, 2013 ("Q1 2014") and December 30, 2012 ("Q1 2013"), of which $21.2 million was contributed by our acquisition of Symmetricom, Inc. (sometimes referred to herein as “Microsemi – FTD"). As discussed further in "Results of Operations", we recorded decreases in our Aerospace and Defense & Security end markets, offset by increases in our Communications and Industrial end markets. On January 23, 2014, we announced that we expect our consolidated net sales for the second quarter of fiscal year 2014 will increase between 10% and 14% sequentially.

Gross margin decreased due to the effects of $4.8 million in acquisition-related inventory charges from our acquisition of Microsemi – FTD, as well as changes in product mix as we generally realize higher gross margin on products used in aerospace and defense applications.

Uncertain macroeconomic conditions worldwide subject us to certain risks (see Part II, Item 1A, Risk Factors, “Negative or uncertain worldwide economic conditions may adversely affect our business, financial condition, cash flow and results of operations,” “The concentration of the facilities that service the semiconductor industry, including facilities of current or potential vendors or customers, makes us more susceptible to events or disasters affecting the areas in which they are most concentrated,” and “We may be unable to successfully implement our acquisitions strategy or integrate acquired companies and personnel with existing operations”).

Markets

Our products include discrete and integrated circuit, module, and subsystem solutions that enhance customer designs by improving performance, security, reliability and power consumption. The principal end markets we serve include:

- Aerospace – Microsemi’s high-performance solutions are used by the majority of commercial airliners manufactured today, including the latest advanced models such as the Boeing 787 Dreamliner, Airbus A350 and Airbus A380. Microsemi's high-reliability products are used in most satellites and in a wide range of commercial and military avionics systems.
- Communications – Microsemi is a key supplier to top-tier companies focused on wired and wireless communications products. These products are deployed in applications ranging from the central office to the enterprise and the home, and to a broad array of wired and wireless networked devices. Microsemi also pioneered the concept and development of PoE (power over Ethernet) technology and offers ICs and system solutions (midspans) based on this increasingly popular power transmission solution.
- Defense & Security – Microsemi’s solutions are used by all Tier 1 prime contractors in a variety of homeland and offshore security applications. Microsemi's defense and security solutions are also used in products such as unmanned aerial vehicles, next-generation body scanners, and radio and guidance systems.
- Industrial – Microsemi delivers secure and highly reliable solutions for applications including industrial controls, machine-to-machine (M2M) communications, energy exploration and drilling, semiconductor capital equipment and alternative energy platforms. Microsemi also a leading supplier of ultra-low power wireless solutions used in medical devices including implantable defibrillators and pacemakers, MRI machines, and portable medical equipment.

Restructuring and Severance Charges

In 2009, we approved consolidation plans that resulted in the closure of our manufacturing facility in Scottsdale, Arizona (“Scottsdale”), which ceased production during the quarter ended April 3, 2011. The Scottsdale facility occupied a 135,000 square foot leased facility. For Scottsdale, contract termination costs relate primarily to remaining obligations under facility and equipment leases and are expected to be paid through 2016. The following table reflects the restructuring activities for the Scottsdale facility and the accrued liabilities in the consolidated balance sheets at the dates below (amounts in thousands):

20

Table of Contents

	Facility Termination Costs
Balance at September 29, 2013	$4,507
Cash expenditures	(436)
Balance at December 29, 2013	$4,071

At September 29, 2013, we had recorded severance and restructuring accruals of $2.2 million from reductions in force at our various facilities other than Scottsdale. We recorded additional provisions for severance and restructuring activities totaling $7.7 million for the quarter ended December 29, 2013, primarily related to activity following our acquisition of Microsemi – FTD. Provisions for severance in the quarter ended December 29, 2013 covered approximately 120 individuals in manufacturing, engineering and sales. Employee severance is expected to be paid within the next twelve months. Contract termination costs relate primarily to remaining obligations under facility leases and are expected to be paid through 2020. Other associated costs related primarily to relocation costs that we incurred for the consolidation of several facilities in Northern California. The following table reflects the related restructuring activities and the accrued liabilities in the consolidated balance sheets at the dates below (amounts in thousands):

	Employee Severance	Contract Termination Costs	Other Associated Costs	Total
Balance at September 29, 2013	$1,826	$379	$—	$2,205
Assumed from acquisition	799	1,885	—	2,684
Provisions	6,927	75	651	7,653
Cash expenditures	(3,224)	(195)	(651)	(4,070)
Other non-cash settlement	—	(2)	—	(2)
Balance at December 29, 2013	$6,328	$2,142	$—	$8,470

RESULTS OF OPERATIONS

Net sales increased $8.0 million or 3.2% to $255.6 million in Q1 2014 from $247.6 million in Q1 2013. Net sales in Q1 2014 included $21.2 million related to our acquisition of Microsemi – FTD and $15.7 million in net sales related to a government contract that was terminated by the government for convenience pursuant to the terms of the contract in Q1 2014.

Estimated sales by end markets are based on our understanding of end market uses of our products. An estimated breakout of net sales by end markets is approximately as follows (amounts in thousands):

	Quarter Ended	
	December 29, 2013	December 30, 2012
Aerospace	39,620	48,224
Communications	$96,894	$76,738
Defense & Security	63,185	75,622
Industrial	55,932	47,014
Total	$255,631	$247,598

Net sales in the Aerospace end market decreased $8.6 million to $39.6 million in Q1 2014 from $48.2 million in Q1 2013. While we believe we are benefiting from significant content growth on newer aircrafts such as the Boeing 787, Airbus A350 and A380, net sales were impacted by irregular order rates that we attribute to original equipment manufacturers (“OEMs”) and subcontractors filling their channels to prepare for production and then slowing orders as manufacturing begins. In addition, during Q1 2014, sales of space level products were affected by longer lead times that influenced the timing of sales, though we shipped most of the delayed products in the subsequent quarter. For the second quarter, we expect that sales in this end market will increase based on our current backlog, shipments made to date as well as satellite shipments.

Net sales in the Communications end market increased $20.2 million to $96.9 million in Q1 2014 from $76.7 million in Q1 2013. While this end market benefited from increased contributions of voice circuit and timing and synchronization products from higher spending for communications infrastructure in Asia, our overall Communications end market is sensitive to macroeconomic conditions and capital expenditure deployment. These declines were offset by amounts recognized from the termination by the government of a contract in Q1 2014 and from contributions from our acquisition of Microsemi – FTD. For the next quarter, we expect sales in this end market to grow with continued strength from our timing and synchronization products, contributions from PoE and the beginning of a number of ramps of our wireless products.

Table of Contents

Net sales in the Defense & Security end market decreased $12.4 million to $63.2 million in Q1 2014 from $75.6 million in Q1 2013. This end market was impacted by push outs and industry weakness surrounding the government shutdown during the quarter and the lingering effects of sequestration. For the second quarter, we believe net sales in this end market will grow based on current bookings, shippable backlog and the increase in visibility as a function of having a federal budget in place.

Net sales in the Industrial end market increased $8.9 million to $55.9 million in Q1 2014 from $47.0 million in Q1 2013. This end market benefits from increased shipments of ultra-low power radios in medical applications, as well as broad based strength for our power products in the plasma, semicapital equipment and solar markets. For the next quarter, we believe that net sales in this end market will increase due to future contributions from our chip scale atomic clocks that serve energy exploration applications and several emerging market opportunities, and from our current backlog.

Net sales by geographic area based on a customer's ship-to location were as follows (amounts in thousands):

	Quarter Ended	
	December 29, 2013	December 30, 2012
United States	$133,840	$120,728
Europe	36,101	40,429
Asia	79,306	81,664
Other	6,384	4,777
Total	$255,631	$247,598

As a percentage of consolidated net sales, customers with a ship-to location in Taiwan totaled 12.4% for the quarter ended December 30, 2012, and there were no countries exceeding 10% for the quarter ended December 29, 2013. We began reporting net sales by geographic area based on a customer's ship-to location in the second quarter of 2013 and prior year amounts reported conform to current year presentation.

Gross profit decreased $4.3 million to $138.3 million (54.1% of net sales) for Q1 2014 from $142.6 million (57.6% of net sales) for Q1 2013. Gross margin decreased due to the effects of a $4.8 million acquisition-related inventory charges from our acquisition of Microsemi – FTD, as well as changes in product mix as we generally realize higher gross margin on products used in aerospace and defense applications.

Selling, general and administrative ("SG&A") expenses increased $6.1 million to $57.4 million for Q1 2014 from $51.4 million in Q1 2013. The increase was due to the effects of our acquisition of Microsemi – FTD, including $1.7 million in acquisition-related costs, higher stock-based compensation expense and higher selling expense related to our increase in net sales.

Research and development expense increased $0.9 million to $44.1 million for Q1 2014 from $43.2 million for Q1 2013, primarily due to the effects of our acquisition of Microsemi – FTD. The principal focus of our research and development activities has been to improve processes and to develop new products that support the growth of our businesses. The spending on research and development was principally to develop new higher-margin application-specific products, including, among others, our 65nm process development for next generation programmable products, higher power PoE solutions, the continued roadmap development of our industry-leading timing & synchronization products, our silicon germanium ("SiGe") RF power amplifier solutions for wireless LAN applications, and the ongoing development of gallium nitride ("GaN") and silicon carbide ("SiC") power management and RF solutions.

Amortization of intangible assets increased $0.3 million to $22.0 million for Q1 2014 from $21.7 million for Q1 2013. The increase was primarily due to the amortization of acquired intangibles related to our acquisition of Microsemi – FTD, offset by intangible assets that reached their amortizable lives. These amounts include amortization related to acquired completed technology of $10.5 million for Q1 2014 and $9.8 for Q1 2013.

Restructuring charges amounted to $7.7 million for Q1 2014 compared to $0.9 million for Q1 2013. The variances relate to the timing and announcement of restructuring activities, with the increase primarily related to severance and facility shutdown costs and actions following our acquisition of Microsemi – FTD.

For Q1 2014, we recorded an income tax benefit of $2.1 million. For Q1 2013, we recorded an income tax provision of $3.0 million. The difference in our effective tax rate from the U.S. statutory rate of 35 percent primarily reflects the ratio of domestic and international pre-tax income, valuation allowance and credits. Our tax benefit for Q1 2014 was the combined calculated tax expenses/benefits for various jurisdictions, as well as a benefit for the release of valuation allowance of approximately $5.1 million, that resulted from the preliminary allocation of consideration from of our acquisition of Microsemi – FTD.

Table of Contents

CAPITAL RESOURCES AND LIQUIDITY

We had $218.1 million and $256.4 million in cash and cash equivalents at December 29, 2013 and September 29, 2013, respectively. In Q1 2014 and Q1 2013, we financed our operations with cash generated from operations. A significant portion of our cash and cash equivalents are domiciled in the United States and we believe that we have the ability to raise cash in the United States through existing and new credit facilities or by settling loans with our foreign subsidiaries. We believe that through our cash flows from operations, together with our existing cash and cash equivalents, we will be able to meet our operating and capital requirements for at least the next twelve months.

Our various foreign subsidiaries hold cash and cash equivalents, and as we intend to reinvest certain foreign earnings indefinitely, these balances held outside the United States may not be readily available to meet our domestic cash requirements. We require a substantial amount of cash in the United States for operating requirements, purchases of property and equipment, debt service, and potentially for future acquisitions. If we are unable to meet our domestic cash requirements using domestic cash flows from operations, domestic cash and cash equivalents, or by settling loans with our foreign subsidiaries, it may be necessary for us to consider repatriation of earnings that we have designated as permanently reinvested. Any repatriation of earnings may require us to record additional income tax expense and remit additional taxes, which could have a material effect on our results of operations, cash flows and financial condition.

Net cash provided by operating activities increased $34.4 million to $62.5 million for Q1 2014 from $28.1 million for Q1 2013. A summary of net cash provided by operating activities for Q1 2014 and Q1 2013 is as follows (amounts in thousands):

	Quarter Ended	
	December 29 2013	December 30 2012
Net income	$1,379	$14,214
Depreciation and amortization	29,525	29,047
Provision for doubtful accounts	97	(174)
Amortization of deferred financing cost	177	344
Deferred income taxes	(3,650)	(489)
Stock-based compensation	10,083	8,083
Net change in working capital accounts	22,295	(20,155)
Net change in other long term assets and liabilities	2,627	(2,761)
Net cash provided by operating activities	$62,533	$28,109

Accounts receivable increased $12.8 million to $174.9 million at December 29, 2013 from $162.1 million at September 29, 2013. Inventories increased $54.3 million to $216.3 million at December 29, 2013 from $162.0 million at September 29, 2013. These increases were due primarily to our acquisition of Microsemi – FTD. Further, inventory increased in anticipation of sales growth in the second quarter of 2014.

Current liabilities increased $46.0 million to $179.2 million at December 29, 2013 from $133.2 million at September 29, 2013. The increase was primarily due to the acquisition of Microsemi – FTD and an increase in deferred revenue related to contracts accounted for under the percentage of completion method.

Net cash used in investing activities was $251.8 million for Q1 2014 compared to $8.5 million for Q1 2013. Net cash used in investing activities for Q1 2014 was $12.1 million in purchases of property and equipment, net cash consideration of $279.1 million for the acquisition of Microsemi FTD, offset by $39.4 million for the proceeds from the sales of short term investments. Net cash used in investing activities for Q1 2013 consisted of $8.5 million in purchases of property and equipment.

Net cash (used in) provided by financing activities was $151.0 million for Q1 2014 compared to $(20.6) million for Q1 2013. Net cash provided by financing activities in Q1 2014 consisted of borrowings of $200.0 million under our Credit Agreement, and $2.5 million in net proceeds from stock awards, offset by $1.5 million in credit facility issuance costs and repayment of $50.0 million of the credit facility. Net cash used in financing activities in Q1 2013 primarily consisted of principal repayment of $25.0 million under our Credit Agreement, offset by $4.4 million in net proceeds from stock awards.

We are a party to a senior secured credit facility with Morgan Stanley Senior Funding, Inc. ("MSSF") pursuant to a Credit Agreement, dated as of November 2, 2010, with MSSF and the lenders therein (as amended, the “Credit Agreement”), consisting of a term loan facility and a $50.0 million revolving credit facility. We can also request the establishment of one or more incremental loans with commitments in an aggregate amount not to exceed $50.0 million.

Table of Contents

During the quarter ended December 29, 2013, we entered into a commitment letter with MSSF pursuant to which MSSF committed to provide a $150.0 million incremental term loan under our term loan facility, which MSSF subsequently syndicated during the quarter. The incremental term loan was made available to (i) finance the acquisition of Symmetricom, (ii) repay any existing indebtedness of Symmetricom following the consummation of the merger, and (iii) pay fees and expenses related to the merger. The covenants under the incremental term loan are consistent with those in our existing Credit Agreement.

Under our Credit Agreement, we may borrow under a "Base Rate" which approximates the prime rate or "Eurodollar Rate" which approximates LIBOR. The principal amount outstanding and interest rate per annum for each type of loan at December 29, 2013 are as follows (amounts in thousands):

	Principal Outstanding	Base Rate		Eurodollar Rate		Eurodollar Floor		Current Rate	
Revolving and swingline loans	$—	3.50	%	4.50	%	—	%	—	%
Term loan	$676,000	1.75	%	2.75	%	1.00	%	3.75	%
Incremental term loan	$150,000	1.50	%	2.75	%	0.75	%	3.50	%

Our term loan facility matures in February 2020 and principal amortizes at $7.3 million per year on our term loan and at $1.5 million per year on our incremental term loan. Due to prepayments of principal, there are currently no scheduled principal repayments until the maturity date though the Credit Agreement stipulates an annual payment of a percentage of Excess Cash Flow ("ECF"). The ECF percentage is between 0% and 50% depending on our consolidated leverage ratio as of the end of a fiscal year. Subsequent to the end of the quarter, we completed an additional optional principal prepayment of $30.0 million resulting in an aggregate term loan balance of $796.0 million.

We currently pay an undrawn commitment fee of 0.375% on the unused portion of the revolving facility. If any letters of credit are issued, then we expect to pay a fronting fee equal to 0.25% per annum of the aggregate face amount of each letter of credit and a participation fee on all outstanding letters of credit at a per annum rate equal to the margin then in effect with respect to Eurodollar Rate-based loans on the face amount of such letter of credit.

Our Credit Agreement includes financial covenants requiring a maximum leverage ratio and minimum fixed charge coverage ratio that are applicable only when revolving loans or swingline loans are outstanding at the end of a fiscal quarter and also contains other customary affirmative and negative covenants and events of default. We were in compliance with our covenants as of December 29, 2013.

Contractual Obligations

The following table summarizes our current contractual payment obligations and commitments, including obligations assumed from our acquisition of Microsemi – FTD and excluding amounts related to uncertain tax positions (amounts in thousands):

	Payments due by period						
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years	Imputed Interest	
Term loans	$796,000	$1,500	$1,500	$1,500	$791,500	$—	
Interest on credit facility	182,444	29,865	59,571	59,358	33,650	—	
Operating leases	111,151	23,177	36,984	24,525	26,465	—	
Purchase obligations	63,158	40,930	22,105	123	—	—	
Other long-term liabilities	48,606	40	17,877	869	29,820	—	
Capital leases	3,166	292	585	585	5,266	(3,562	)
Interest rate swap payments	293	293	—	—	—	—	
Commitment fee on credit facility	351	190	161	—	—	—	
Total	$1,205,169	$96,287	$138,783	$86,960	$886,701	$(3,562	)

As of December 29, 2013, we recorded $16.7 million in long-term liabilities for accrued taxes related to uncertain tax positions and are not able to reasonably estimate the timing of the long-term payments, or the amount by which our liability will increase or decrease over time; therefore, the liability related to uncertain tax positions has not been included in the contractual obligations table.

Table of Contents

The term loan balance reported in the contractual obligations table includes a$30.0 million principal payment we completed subsequent to end end of Q1 2014. Payments of interest on our credit facility in the contractual obligations table assume that we will make only make the minimum required term loan principal payments and incur interest at current rates. Payments of the commitment fee on credit facility assumes our revolving credit facility remains undrawn. Interest swap payments are based on the current interest rate on our term loan of 3.75% per annum.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States that require us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the unaudited consolidated financial statements and revenues and expenses during the periods reported. Actual results could differ from those estimates. Information, with respect to our critical accounting policies, that we believe could have the most significant effect on our reported results and require subjective or complex judgments is contained in Note 1 of the notes to the financial statements included in our Annual Report on Form 10-K for the fiscal year ended September 29, 2013. We have made no significant changes to our critical accounting policies from those described in our Annual Report on Form 10-K for the year ended September 29, 2013.

RECENTLY ISSUED ACCOUNTING STANDARDS

In December 2011, the Financial Accounting Standards Board (the “FASB") issued Accounting Standards Update (“ASU") No. 2011-11, the objective of which is to provide additional disclosures on the effect or potential effect of rights of setoff associated with an entity's recognized assets and recognized liabilities within the scope of the update. The update primarily impacts financial instruments and derivatives subject to a master netting arrangement or similar agreement. ASU No. 2011-11 is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The adoption of this ASU did not impact our consolidated financial position, results of operations or cash flows.

In February 2013, the FASB issued ASU No. 2013-04, the objective of which is to provide guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date. The guidance in the update requires that these arrangements be recorded as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. ASU 2013-04 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. We are currently assessing the impact of this ASU on our consolidated financial position and results of operations.

In July 2013, the FASB issued ASU No. 2013-11 which requires that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward, with certain exceptions. ASU 2013-11 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. We are currently assessing the impact of this ASU but adoption will only have the potential of affecting the presentation of unrecognized tax benefits and will not impact our consolidated financial position, results of operations or cash flows.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to various forms of market risk, which is the potential loss arising from adverse changes in credit risk, foreign currency exchange rates, interest rates or the stock market.

We conduct a relatively small portion of our business in a number of foreign currencies, principally the European Union Euro, Canadian Dollar, British Pound, Israeli Shekel and Chinese RMB. We may receive some revenues in foreign currencies and purchase some inventory and services in foreign currencies. Accordingly, we are exposed to transaction gains and losses that could result from changes in exchange rates of foreign currencies relative to the U.S. dollar. Because transactions in foreign currencies have represented a relatively small portion of our business, foreign currency fluctuations have not had a material impact historically on our revenues or results of operations. However, there can be no assurance that future fluctuations in the value of foreign currencies will not have material adverse effects on our results of operations, cash flows or financial condition. We have not conducted a foreign currency hedging program thus far. We have considered and may continue to consider the adoption of a foreign currency hedging program.

We are potentially subject to concentrations of credit risk consisting principally of trade accounts receivable. Concentrations of credit risks exist because we rely on a significant portion of customers whose principal sales are to the U.S. government or to subcontractors whose material sales are to the U.S. government. We, as a subcontractor, sell our products to higher-tier subcontractors or to prime contractors based upon purchase orders that usually do not contain all of the conditions included in the prime contract with the U.S. government. However, these sales are usually subject to termination and/or price renegotiations by virtue of their reference to a U.S. government prime contract. Therefore, we believe that all of our product sales that ultimately are sold to the U.S. government may be subject to termination at the convenience of the U.S. government or to price renegotiations under the Renegotiation Act. For example, in Q1 2014 the U.S. government terminated for

Table of Contents

convenience a $75 million contract, for which we have received $25 million to date. We have never experienced a material loss due to termination of a U.S. government contract. We have never had to renegotiate our price under any government contract.

Under our Credit Agreement, we may borrow under a "Base Rate" which approximates the prime rate or "Eurodollar Rate" which approximates LIBOR. The principal amount outstanding and interest rate per annum for each type of loan at December 29, 2013 are as follows (amounts in thousands):

	Principal Outstanding	Base Rate	Eurodollar Rate	Eurodollar Floor	Current Rate
Revolving and swingline loans	$—	3.50 %	4.50 %	— %	— %
Term loan	$676,000	1.75 %	2.75 %	1.00 %	3.75 %
Incremental term loan	$150,000	1.50 %	2.75 %	0.75 %	3.50 %

Our term loan facility matures in February 2020 and principal amortizes at $7.3 million per year on our term loan and at $1.5 million per year on our incremental term loan. Due to prepayments of principal, there are currently no scheduled principal repayments until the maturity date though the Credit Agreement stipulates an annual payment of a percentage of ECF. The ECF percentage is between 0% and 50% depending on our consolidated leverage ratio as of the end of a fiscal year.

Subsequent to the end of the quarter, we completed an additional optional principal prepayment of $30.0 million resulting in an aggregate term loan balance of $796.0 million. A 1.00% change in interest rates would result in an annual change of $8.0 million in interest expense.

In connection with our Credit Agreement, in 2011, we entered into interest rate swap agreements for the purpose of minimizing the variability of cash flows in the interest rate payments of our variable rate borrowings. The cash flows received under the interest rate swap agreements are expected to offset the change in cash flows associated with LIBOR rate borrowings between the effective and maturity dates of the swaps. Our two outstanding swap agreements have notional amounts, fixed rates and expiration dates are as follows: $121.0 million at 1.83% expiring January 2014 and $24.0 million at 2.21% expiring January 2015. We classify our interest rate swap balances as Level 2 fair value measurements. We determined the fair value of our interest rate swap agreements based on mid-market valuations reported to us by the counterparty to the swap agreements. Related to these interest rate swap agreements, we recorded a long-term liability of $0.3 million as of December 29, 2013. As of September 29, 2013, we had recorded a current liability of $0.3 million and a long-term liability of $0.4 million. We reflect the change in fair value of the swaps through other income (expense), net and recorded income of $0.3 million in both the first quarter of 2014 and 2013.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Our Chief Executive Officer and Chief Financial Officer, with the assistance of other members of management, conducted an evaluation of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 29, 2013.

(b) Changes in internal control over financial reporting.

There have been no changes in the Company’s internal control over financial reporting during the fiscal quarter ended December 29, 2013 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are involved in pending litigation, administrative and similar matters arising out of the normal conduct of our business, including litigation relating to acquisitions, employment matters, commercial transactions, contracts, environmental matters and matters related to compliance with governmental regulations. The ultimate aggregate amount of monetary liability or financial impact with respect to these matters is subject to many uncertainties and is therefore, not predictable with assurance. In the opinion of management, the final outcome of these matters, if they are adverse, will not have a material adverse effect on our financial position, results of operations or cash flows. However, there can be no assurance with respect to such result, and monetary liability, financial impact or other sanctions imposed on us from these matters could differ materially from those projected.

Table of Contents

ITEM 1A. RISK FACTORS

We routinely update our risk factors previously disclosed in Part I, Item IA of our Annual Report on Form 10-K for the fiscal year ended September 29, 2013, as filed with the Securities and Exchange Commission (the "SEC") on November 14, 2013. For the convenience of our readers, our updated risk factors are included below in this Item 1A, and we recommend that they be read in their entirety. There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended September 29, 2013.

Negative or uncertain worldwide economic conditions could prevent us from accurately forecasting demand for our products, which could adversely affect our operating results or market share.

Recent negative worldwide economic conditions and market instability have made it increasingly difficult for us, our customers and our suppliers to accurately forecast future product demand trends. If signs of improvement in the global economy do not progress as expected and global economic conditions worsen, our forecasts of product demand trends could prove to be incorrect and could cause us to produce excess products that can depress product prices, increase our inventory carrying costs and result in obsolete inventory. Alternatively, this forecasting difficulty could cause a shortage of products, or materials used in our products, that could result in an inability to satisfy demand for our products and a loss of market share.

Negative or uncertain worldwide economic conditions may adversely affect our business, financial condition, cash flow and results of operations.

Recent domestic and global economic conditions have presented unprecedented and challenging conditions reflecting continued concerns about the availability and cost of credit, downgrades and continued negative pressure on sovereign credit ratings, the mortgage market, declining real estate values, increased energy costs, decreased consumer confidence and spending and added concerns fueled by the federal government's interventions in the financial and credit markets. These conditions have contributed to instability in both the domestic and international capital and credit markets, potentially increased the cost of credit and diminished expectations for the global economy. In addition, these conditions make it extremely difficult for our customers to accurately forecast and plan future business activities and could cause businesses to slow spending on our products, which could cause our sales to decrease or result in an extension of our sales cycles. Due to these conditions, our customers may have difficulties obtaining capital at adequate or historical levels to finance their ongoing businesses and operations, which could impair their ability to make timely payments to us. If that were to occur, we may be required to increase our allowance for doubtful accounts and our cash flows would be negatively impacted. We cannot predict the timing, strength or duration of any economic slowdown or subsequent economic recovery, worldwide or within our industry. If signs of improvement in the global economy do not progress as expected and economic conditions worsen, our business, financial condition, cash flows and results of operations will be adversely affected.

We may be unable to successfully implement our acquisitions strategy or integrate acquired companies and personnel with existing operations.

We have in the past acquired a number of businesses or companies, additional product lines and assets, and we may continue to expand and diversify our operations with additional acquisitions. We may be unable to identify or complete prospective acquisitions for many reasons, including competition from other companies in the semiconductor industry and high valuations of business candidates. In addition, applicable antitrust laws and other regulations may limit our ability to acquire targets or force us to divest an acquired business. If we are unable to identify suitable targets or complete acquisitions, our growth prospects may suffer, and we may not be able to realize sufficient scale advantages to compete effectively in all markets. To the extent that we are successful in making acquisitions, if we are unsuccessful in integrating acquired companies or product lines with existing operations, or if integration is more difficult or more costly than anticipated, we may experience disruptions that could have a material adverse effect on our business, financial condition and results of operations. In addition, the market price of our common stock could be adversely affected if the effect of any acquisitions on the Microsemi consolidated group's financial results is dilutive or is below the market's or financial analysts' expectations. Some of the risks that may affect our ability to integrate or realize any anticipated benefits from acquired companies, businesses or assets include those associated with:

- unexpected losses of key employees or customers of the acquired company;

- conforming the acquired company's standards, processes, procedures and controls with our operations;
- coordinating new product and process development;
- increasing complexity from combining recent acquisitions;
- hiring additional management and other critical personnel;
- increasing the scope, geographic diversity and complexity of our operations;

Table of Contents

- difficulties in consolidating facilities and transferring processes and know-how;
- other difficulties in the assimilation of acquired operations, technologies or products;
- diversion of management's attention from other business concerns; and
- adverse effects on existing business relationships with customers.

In connection with acquisitions, we may:

- use a significant portion of our available cash;
- issue equity securities, which would dilute current stockholders' percentage ownership;
- incur substantial debt;
- incur or assume contingent liabilities, known or unknown, including potential lawsuits, infringement actions and similar liabilities;
- incur impairment charges related to goodwill or other intangibles;
- incur large, immediate accounting write-offs; and
- face antitrust or other regulatory inquiries or actions.

There can be no assurance that the benefits of any acquisitions will outweigh the attendant costs, and if they do not, our results of operations and stock price may be adversely affected.

Reliance on government contracts for a significant portion of our sales could have a material adverse effect on results of operations.

A significant portion of our sales are or may be derived from customers whose principal sales are to the U.S. government. These sales are or may be derived from direct and indirect business with the U.S. Department of Defense and other U.S. government agencies. Future sales are subject to the uncertainties of governmental appropriations and national defense policies and priorities, including impacts of sequestration under the Budget Control Act of 2011, constraints of the budgetary process and timing and potential changes in these policies and priorities. Additionally, the long-term outlook for the fiscal position of the U.S. federal government is also uncertain, as illustrated by the recent budget negotiations and the shutdown of non-essential U.S. federal government services in October 2013.

We have experienced delays and reduction in appropriations on programs that include our products. Further delays, reductions in or terminations of government contracts or subcontracts, including those caused by any past or future shutdown of the U.S. federal government, could materially and adversely affect our operating results. While we generally function as a subcontractor, further changes in U.S. government procurement regulations and practices, particularly surrounding initiatives to reduce costs, may adversely impact the contracting environment and our operating results.

Generally, the U.S. government and its contractors and subcontractors may terminate their contracts with us at any time, with or without cause. In Q1 2014 the U.S. government terminated for convenience a $75 million contract, for which we have received $25 million to date. We have in the past experienced the termination of a contract due to the termination of the underlying government contract. All government contracts are also subject to price renegotiation in accordance with the U.S. Government Renegotiation Act. By reference to such contracts, all of the purchase orders we receive that are related to government contracts are subject to these possible events. In addition, the shutdown of non-essential U.S. government services in October 2013 and any future government shutdowns may significantly increase the risk of further contract terminations or renegotiations, and any such termination or renegotiation could have a material adverse impact upon our revenues and results of operations.

In addition, we are required to maintain compliance with government regulations, particularly for our facilities and products that service the defense and security markets. Maintaining compliance with these regulations, including audit requirements of the U.S. government and our customers that are subject to these requirements, requires that we devote resources to matters that include training, personnel, information technology and facilities. Failure to maintain compliance may result in the loss of certifications, fines and penalties that may materially and adversely affect our operating results.

Table of Contents

Microsemi's aggregate net sales to the Defense & Security end market represented approximately 25% of total net sales in Q1 2014. From time to time, we have experienced declining security and defense-related sales, primarily as a result of contract award delays and reduced security and defense program funding. We may be unable to adequately forecast or respond to the timing of and changes to demand for security and defense-related products. In the past, defense-related spending on programs that we participate in has increased at a rate that has been slower than expected, been delayed or declined. Our prospects for additional defense and security related sales may be adversely affected in a material manner by numerous events or actions outside our control.

The concentration of the facilities that service the semiconductor industry, including facilities of current or potential vendors or customers, makes us more susceptible to events or disasters affecting the areas in which they are most concentrated.

Relevant portions of the semiconductor industry, and the facilities that serve or supply this industry, tend to be concentrated in certain areas of the world. Events such as natural disasters and related disruptions, epidemics and health advisories like those related to Sudden Acute Respiratory Syndrome, Avian Influenza or the H7N9 Virus, flooding, tsunamis, power outages and infrastructure disruptions, and terrorism, civil unrest and political instability in those areas, have from time to time in the past, and may again in the future, adversely affect the semiconductor industry. In particular, events such as these could adversely impact our ability to manufacture or deliver our products and result in increased costs and a loss of revenue. Similarly, a localized risk affecting our employees or the staff of our suppliers could impair the total volume of products that we are able to manufacture, which could adversely affect our results of operations and financial condition.

In the first quarter of fiscal year 2012, severe flooding in certain regions of Thailand forced a shutdown of our operations in two subcontracted facilities in Thailand. The two Thailand facilities together accounted for as much as 5% of our total quarterly revenues. In response to the impact of flooding at subcontractor facilities in Thailand, we implemented plans to move production to other facilities outside the affected area. Current production capabilities at these other facilities have compensated for the loss of production in the flooded facilities in Thailand and we believe that we recovered from this event as of the end of the second quarter of 2012. However, unforeseen impacts on our customers, suppliers or subcontractors as a result of the flooding in Thailand, or other natural disasters, could continue to affect our revenue, consolidated financial position, results of operations and cash flows.

We are dependent on third parties for key functions including foundries for wafer supplies, subcontractors for assembly, test and packaging services and vendors for logistics, and problems at these third parties could adversely affect our business and operating results.

We depend on third party subcontractors, primarily in Asia, for wafer fabrication, assembly, testing and packaging of an increasing portion of our products. At the end of fiscal year 2013, approximately 90% of our wafer, assembly and test requirements are currently sourced from third party foundries and subcontractors. We expect that these percentages may increase due, in part, to the manufacturing of our next-generation products by third party subcontractors in Asia and from activity at recently acquired operations.

Our wafer designs requirements are increasing in technological complexity and in order to meet our designs specifications, our foundry partners must expend resources for capital equipment and develop or improve manufacturing processes. Our foundry partners' inability or unwillingness to expend these resources could adversely affect our business and operating results. The assembly, testing and packaging of our products is performed by a limited group of subcontractors. Disruption or termination of any of these subcontractors could occur and such disruptions or terminations could harm our business and operating results.

We utilize third party logistics services, including transportation, warehouse and shipping services. These service providers are subject to interruptions that affect their ability to service us, including the availability of transportation services, disruptions related to work stoppages, volatility in fuel prices and security incidents or natural events at manufacturing, shipping or receiving points or along transportation routes.

We generally do not have any long-term agreements with our subcontractors. As a result, we may be unable to directly control our quality assurance and product delivery schedules. The cost of product replacements or returns and other warranty matters in connection with quality assurance problems caused by third party subcontractors could materially adversely affect us. Third party manufacturers generally will have longer lead times for delivery of products as compared with our internal manufacturing, and therefore, when ordering from these suppliers, we will be required to make longer-term estimates of our customers' current demand for products, and these estimates are difficult to make accurately. Also, due to the amount of time typically required to qualify assemblers and testers, we could experience delays in the shipment of our products if we are forced to find alternate third parties to assemble or test our products. Any product delivery delays in the future could have a material adverse effect on our operating results, financial condition and cash flows. Our operations and ability to satisfy customer

29

Table of Contents

obligations could be adversely affected if our relationships with these subcontractors were disrupted or terminated. In addition, these subcontractors must be qualified by the U.S. government or customers for high-reliability processes. Historically the Defense Logistics Agency has rarely qualified any foreign manufacturing or assembly lines for reasons of national security; therefore, our ability to move certain manufacturing offshore may be limited or delayed. In the event that any of our subcontractors were to experience financial, operational, production or quality assurance difficulties resulting in a reduction or interruption in supply to us, our operating results could suffer until alternate qualified subcontractors, if any, were to become available and active.

Provisions in our credit facility and our current leverage could adversely affect our consolidated financial position and our ability to operate our business.

Our credit facility requires that we comply with financial and restrictive covenants. Although we are currently in compliance with these covenants, unexpected downturns in our business may trigger certain covenants that increase our cost of borrowing, decrease the amounts available under our credit facility, or both. The current amount outstanding on our credit facility exceeds our current cash and cash equivalents balance, and we may incur additional debt in the future. Some of the risks that are associated with our leverage include the following:

- our ability to obtain additional financing in the future for acquisitions, capital expenditures, general corporate purposes or other purposes may be impaired;
- our current credit facility only permits borrowing on variable rates of interest and increases in certain benchmark interest rates will increase the cost of borrowing;
- leverage will increase our vulnerability to declining economic conditions, particularly if the decline is prolonged;
- failure to comply with any of our debt covenants may result in an event of default which, if not cured or waived, could have a material adverse effect on us;
- financial and restrictive covenants may adversely affect our ability to implement business plans, react to changes in economic conditions or benefit from changes in tax regulations;
- debt service payments will continue to have a negative impact on our cash flows; and
- prepayment terms may discourage us from refinancing our current credit agreement or reduce the benefit of lower interest rates.

Both our customers and we are subject to laws, regulations and similar requirements, changes to which may adversely affect our business and operations.

We are subject to laws, regulations and similar requirements that affect our business and operations, including, but not limited to, the areas of commerce, import and export control (especially related to products in our Defense & Security end market), financial disclosures, intellectual property, income and other taxes, anti-trust, anti-corruption, labor, environmental, health and safety. Our compliance in these areas may be costly, especially in areas where there are inconsistencies between the various jurisdictions in which we operate. While we have implemented policies and procedures to comply with laws and regulations, there can be no assurance that our employees, contractors, suppliers or agents will not violate such laws and regulations or our policies. Any such violation or alleged violation could materially and adversely affect our business. Any changes or potential changes to laws, regulations or similar requirements, or our ability to respond to these changes, may significantly increase our costs to maintain compliance or result in our decision to limit our business, products or jurisdictions in which we operate, any of which could materially and adversely affect our business and operations.

Federal and state regulatory agencies, including the United States Federal Communications Commission and the various state public utility commissions and public service commissions, regulate most of our domestic telecommunications customers. Similar government oversight also exists in the international market. While we may not be directly affected by this legislation, such regulation of our customers may negatively impact our business. For instance, the sale of our products may be affected by the imposition upon certain of our customers of common carrier tariffs and the taxation of telecommunications services. These regulations are continuously reviewed and changed by the various governmental agencies. Changes in current or future laws or regulations, in the United States or elsewhere, could negatively impact our business and operating results.

The Dodd-Frank Wall Street Reform and Consumer Protection Act includes provisions regarding certain minerals and metals, known as conflict minerals, mined from the Democratic Republic of Congo and adjoining countries. These provisions require companies to undertake due diligence procedures and report on the use of conflict minerals in its products, including products manufactured by third parties. Compliance with these provisions will cause us to incur costs to determine whether our supply chain is conflict free and we may face difficulties if our suppliers are unwilling or unable to verify the source of their materials. Our ability to source these minerals and metals may also be adversely impacted. In addition, our customers may require that we provide them with a certification and our inability to do so may disqualify us as a supplier.

Table of Contents

Unanticipated changes in our tax provisions, or exposure to additional income tax liabilities or unfavorable results of tax examinations could affect our financial results.

We are subject to income taxes in the United States and numerous foreign jurisdictions. Our tax liabilities are affected by the amounts we record in intercompany transactions for inventory, services, licenses, funding and other items. We are subject to ongoing tax examinations in various jurisdictions. Tax authorities may disagree with our intercompany charges or other matters and assess additional taxes. Our application of transfer pricing has been the primary subject of the current examination of our U.S. federal income tax returns. We regularly assess the likely outcomes of examinations in order to determine the appropriateness of our tax provision. However, the actual outcomes of examinations could result in large and unexpected tax liabilities for past tax periods and have a material impact on our financial condition. In addition, our effective tax rate in the future could be adversely affected by changes in the mix of earnings in countries with differing statutory tax rates and benefits, changes in the valuation of deferred tax assets and liabilities, changes in tax laws, especially tax laws related to foreign operations, and the discovery of new information in the course of our tax return preparation process. Any of these changes could materially affect our operating results, cash flows and financial condition.

We hold cash and cash equivalents at various foreign subsidiaries that may not be readily available to meet domestic cash requirements.

Our various foreign subsidiaries hold cash and cash equivalents and as we intend to reinvest certain foreign earnings indefinitely these balances held outside the United States may not be readily available to meet our domestic cash requirements. We require a substantial amount of cash in the United States for operating requirements, purchases of property and equipment, debt service, and potentially for future acquisitions. If we are unable to meet our domestic cash requirements using domestic cash flows from operations, domestic cash and cash equivalents, or by settling loans with our foreign subsidiaries, it may be necessary for us to consider repatriation of earnings that we have designated as permanently reinvested. This may require us to record additional income tax expense and remit additional taxes, which could have a material effect on our results of operations, cash flows and financial condition.

Our operating results may fluctuate in future periods, which could cause our stock price to decline.

We have experienced, and expect to experience in future periods, fluctuations in net sales and operating results from period to period. Our projections and results may be subject to significant fluctuations as a result of a number of factors including:

- the timing of orders from and shipment of products to major customers;
- an unexpected reduction in sales to, or loss of, key customers;
- our product mix;
- changes in the prices of our products;
- manufacturing delays or interruptions;
- delays or failures in testing and processing products for defense, security and aerospace applications;
- inventory obsolescence or write-downs;
- restructuring charges;
- variations in the cost of components for our products;
- limited availability of components that we obtain from a single or a limited number of suppliers; and
- seasonal and other fluctuations in demand for our products.

We have in the past closed, combined, sold or disposed of certain of our operations, have current plans to combine certain of our operations and may determine to do so in the future, which could reduce our sales volume and result in significant restructuring costs.

In September 2009, we approved consolidation plans that resulted in the closure of our manufacturing facility in Scottsdale, Arizona during the quarter ended April 3, 2011. Scottsdale represented approximately 1% of our annual net sales in fiscal year 2011 and occupied a 135,000 square foot leased facility. We face major technical challenges in regards to transferring component manufacturing between locations. Before a transfer of manufacturing, we must be finished qualifying the new facility appropriately with the U.S. government or certain customers. In addition, to mitigate the potential for manufacturing disruptions following a closure, we typically build inventory to support the transition process. While we generally plan to retain revenues and income of those operations by transferring the manufacturing elsewhere within Microsemi's subsidiaries, our plans may change at any time based on reassessment of the alternatives and consequences. While we hope to benefit overall from increased gross margins and increased capacity utilization rates at remaining operations, the remaining operations will need to bear the corporate administrative and overhead costs, which are charges to income that had been allocated to the discontinued business units. Moreover, delays in effecting our consolidations could result in changes in the timing of realized costs savings and in greater than anticipated costs incurred to achieve the hoped for longer-range savings.

Table of Contents

We may make further specific determinations to consolidate, close, sell or divest of additional facilities, operations or product lines, which could be announced at any time. Possible adverse consequences from current and future consolidation or disposition activities may include a loss of revenues and various accounting charges such as for workforce reduction, including severance and other termination benefits and for excess facilities, including lease termination fees, future contractual commitments to pay lease charges, facility remediation costs and moving costs to remove property and equipment from facilities. We may also be adversely impacted from inventory buildup in preparation for the transition of manufacturing, disposition costs, impairments of goodwill, a possible immediate loss of revenues, and other items in addition to normal or attendant risks and uncertainties. We may be unsuccessful in any of our current or future efforts to consolidate our business into a smaller number of facilities. Our plans to minimize or eliminate any loss of revenues during consolidation may not be achieved.

We may not be able to develop new technologies and products to satisfy changes in customer demand or industry standards, and our competitors could develop products that decrease the demand for our products.

Rapidly changing technologies and industry standards, along with frequent new product introductions, characterize the semiconductor industry. Our financial performance depends, in part, on our ability to design, develop, manufacture, assemble, test, market and support new products and enhancements on a timely and cost-effective basis. If we are unable to continue to reduce package sizes, improve manufacturing yields and expand sales, we may not remain competitive. Our recent spending on research and development was principally to develop new higher-margin application-specific products, including, among others, our 65nm process development for next generation programmable products, higher power PoE solutions, the continued roadmap development of our industry-leading timing & synchronization products, our SiGe RF power amplifier solutions for wireless LAN applications, and the ongoing development of GaN and SiC power management and RF solutions. The competitiveness of designs that we have introduced, including power-over-ethernet, CCFL and LED drivers, class-D audio amplifiers, InGaP RF power amplifiers for wireless LAN applications, development and adoption of silicon carbide technology, ASICs, VDMOS products for high frequency communications and S-band products for RF applications, are subject to various risks and uncertainties that we are not able to control, including changes in customer demand and the introduction of new or superior technologies by others. Moreover, any failure by us in the future to develop new technologies or timely react to changes in existing technologies could materially delay our development of new products, which could result in product obsolescence, decreased revenues and a loss of our market share to our competitors. New technologies or products that we may develop may not lead to an incremental increase in revenues, and there is a risk that these new technologies or products will decrease the demand for our existing products and result in an offsetting reduction in revenues. In addition, products or technologies developed by others may render our products or technologies obsolete or non-competitive. A fundamental shift in technologies in our product markets could have a material adverse effect on our competitive position within the industry.

Additionally, our ability to compete within our industry will depend on our ability to identify and ensure compliance with industry standards that are constantly evolving. The emergence of new industry standards could render our products incompatible with products developed by major manufacturers. As a result, we could be required to invest significant time and effort and incur significant expense to redesign our products to ensure compliance with relevant standards. If our products are not in compliance with prevailing industry standards, it could have a material adverse effect on our business operations and financial results.

We must commit resources to research and development, design, and production prior to receipt of purchase commitments and could lose some or all of the associated investment.

We sell products primarily pursuant to purchase orders for current delivery, rather than pursuant to long-term supply contracts. Many of these purchase orders may be revised or canceled without penalty. As a result, we must commit resources to the research, design and production of products without any advance purchase commitments from customers. Any inability to sell a product after we devote significant resources to it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

International operations and sales expose us to material risks and may increase the volatility of our operating results.

Net sales from international markets represent a significant portion of total net sales and totaled 47% in fiscal 2013. These sales were principally to customers in Europe and Asia. Foreign sales are classified as shipments to foreign destinations. We maintain several international facilities or contracts with entities outside the United States, including Canada, China, France, India, Ireland, Israel, Japan, Korea, Malaysia, Macau, the Philippines, Taiwan, Thailand and the United Kingdom. There are risks inherent in doing business internationally, including:

- legislative or regulatory requirements and potential changes in or interpretations of requirements in the United States and in the countries in which we manufacture or sell our products;

Table of Contents

- tax regulations and treaties and potential changes in regulations and treaties in the United States and in and between countries in which we manufacture or sell our products;
- fluctuations in income tax expense and net income due to differing statutory tax rates in various domestic and international jurisdictions;
- trade restrictions;
- uncertain interpretations of and difficulties enforcing intellectual property laws;
- local business and cultural factors that may differ from our domestic standards and practices, including business practices from which we are prohibited from engaging by the Foreign Corrupt Practices Act (the "FCPA") and other anti-corruption laws and regulations;
- availability of transportation services, including disruptions related to work stoppages, security incidents or natural events at manufacturing, shipping or receiving points or along transportation routes;
- work stoppages or disruption of local labor supply;
- communication interruptions;
- economic and political instability, including the recent uncertainty in the global financial markets;
- acts of war or terrorism, or health issues (such as Sudden Acute Respiratory Syndrome, Avian Influenza or the H7N9 Virus), which could disrupt our manufacturing and logistical activities;
- compliance with and changes in import/export regulations;
- changes in tariffs and freight rates;
- difficulties in collecting receivables and enforcing contracts generally;
- restrictions in the transfer or repatriation of funds; and
- currency exchange rate fluctuations, devaluation of foreign currencies, hard currencies shortages and exchange rate fluctuations.

International sales of our products that service the defense and security markets are subject to U.S. and local government regulations and procurement policies and practices including regulations relating to import-export control. Violations of export control regulations could result in suspension of our ability to export our products. Depending on the scope of the suspension, this could have a material effect on our ability to perform certain international contracts. In addition, failure to maintain compliance with U.S. and foreign government regulations, including the FCPA and foreign anti-corruption measures, may result in fines and penalties that may materially and adversely affect our operating results.

If political, military, transportation, health or other issues in foreign countries result in cancellations of customer orders or contribute to a general decrease in economic activity or corporate spending, or directly impact Microsemi's marketing, manufacturing, financial and logistics functions, our consolidated results of operations and financial condition could be materially adversely affected. In addition, the laws of certain foreign countries may not protect our products, assets or intellectual property rights to the same extent as do U.S. laws. Therefore, the risk of piracy of our technology and products, which could result in a material adverse effect on our financial condition, operating results and cash flows, may be greater in those foreign countries.

There may be unanticipated costs associated with appropriately scaling our manufacturing capacity to meet expected changes in customer demand.

We may incur unanticipated costs as we scale our manufacturing capacity to meet expected changes in customer demand. During periods of anticipated increases in customer demand, we may determine that our business will require increased manufacturing capacity on our part and on the part of certain outside foundries, assembly shops, or testing facilities for some of our integrated circuit products or other products. Expansion activities are subject to a number of risks, including:

- unavailability or late delivery of the advanced, and often customized, equipment used in the production of our specialized products;
- availability of qualified manufacturing personnel;
- delays in bringing new production equipment on-line;
- delays in supplying satisfactory designs or products to our existing customers;

- unforeseen environmental, engineering or manufacturing qualification problems relating to existing or new facilities; and
- overexpansion may result in unfavorable manufacturing variances, restructuring costs and impairments.

These and other risks may affect the ultimate cost and timing of any expansion of our capacity.

Downturns in the highly cyclical semiconductor industry have in the past adversely affected our operating results, cash flows and the value of our business, and may continue to do so in the future.

The semiconductor industry is highly cyclical and is characterized by constant technological change, rapid product obsolescence and price erosion, short product life-cycles, consolidations of customers, and fluctuations in product supply and

Table of Contents

demand. During recent years we, as well as many others in our industry, have experienced significant declines in the pricing of, as well as demand for, products during the "down" portions of these cycles, which have sometimes been severe and prolonged. We have also noted consolidations of customers, particularly our distributors, which may adversely affect our pricing leverage or ability to maintain sufficient distributor channel inventory to meet end customer demand. In the future, these downturns may prove to be as, or possibly even more, severe than past ones. Our ability to sell our products depends, in part, on continued demand in each of our diverse end markets. Each of these end markets has, in the past, experienced reductions in demand, and current and future downturns in any of these markets may continue to adversely affect our revenues, operating results, cash flows and financial condition.

The semiconductor business is subject to downward price pressure.

The market for our products has been characterized by declining selling prices, and we anticipate that our average selling prices will decrease in future periods, although the timing and amount of these decreases cannot be predicted with any certainty. The pricing pressure in the semiconductor industry in past years has been due to a large number of factors, many of which were not easily foreseeable, such as the Asian currency crisis, industry-wide excess manufacturing capacity, weak economic growth, the slowdown in capital spending that followed the "dot-com" collapse, the reduction in capital spending by telecom companies and satellite companies, and the effects of the tragic events of terrorism on September 11, 2001. Similar to past years, recent unfavorable economic conditions have resulted in a tightening of the credit markets. If signs of improvement in the global economy do not progress as expected and global economic conditions worsen, we may experience a decline in our average selling prices. In addition, our competitors have in the past, and may again in the future, lower prices in order to increase their market share. Continued downward price pressure in the industry may reduce our operating results and harm our financial and competitive position.

The semiconductor industry is highly competitive.

The semiconductor industry, including the areas in which we do business, is highly competitive. We expect intensified competition from existing competitors and new entrants. Competition is based on price, product performance, product availability, quality, reliability and customer service. We compete in various markets with companies of various sizes, some of which are larger and have greater financial and other resources than we have, and thus may be better able to pursue acquisition candidates and to withstand adverse economic or market conditions. In addition, companies not currently in direct competition with us may introduce competing products in the future. Some of our current major competitors are Aeroflex Holding Corporation; Altera Corporation; Fairchild Semiconductor International, Inc.; Freescale Semiconductor, Inc.; Texas Instruments, Inc.; Integrated Device Technology, Inc.; International Rectifier Corp.; Linear Technology Corp.; M/A COM Technology Solutions Inc.; Maxim Integrated Products, Inc.; Micrel Incorporated; Monolithic Power Systems, Inc.; O2Micro International, Ltd.; Semtech Corp.; Silicon Laboratories, Inc.; Skyworks Solutions, Inc.; Supertex, Inc. and Xilinx, Inc. Some of our competitors in developing markets are Integrated Device Technology, Inc.; Semtech Corp.; Silicon Laboratories, Inc.; Skyworks Solutions, Inc. and Triquint Semiconductor, Inc. Several of these companies are larger than we are and have greater resources than we have and may therefore be better able than we are to penetrate new markets, pursue acquisition candidates, and withstand adverse economic or market conditions. We expect intensified competition from both of these existing competitors and new entrants into our markets. To the extent we are not able to compete successfully in the future, our financial condition, operating results or cash flows could be harmed.

Compound semiconductor products may not successfully compete with silicon-based products.

Our choice of technologies for development and future implementation may not reflect future market demand. The production of gallium arsenide (GaAs), indium gallium phosphide (InGaP), indium gallium arsenide phosphide (InGaAsP) SiGe or SiC integrated circuits is more costly than the production of silicon circuits, and we believe it will continue to be more costly in the future. The costs differ because of higher costs of raw materials, lower production yields and higher unit costs associated with lower production volumes. Silicon semiconductor technologies are widely used in process technologies for integrated circuits, and these technologies continue to improve in performance. As a result, we must offer compound semiconductor products that provide vastly superior performance to that of silicon for specific applications in order for our products to be competitive with silicon products. If we do not offer compound semiconductor products that provide sufficiently superior performance to offset the cost differential and otherwise successfully compete with silicon-based products, our revenues and operating results may be materially and adversely affected.

Production delays related to new compound semiconductors could adversely affect our future results.

We utilize process technology to manufacture compound semiconductors such as GaAs, InGaP, InGaAsP, SiGe and SiC primarily to manufacture semiconductor components. We are pursuing this development effort internally as well as with third party foundries. Our efforts sometimes may not result in commercially successful products. Certain competitors offer this capability and our customers may purchase our competitors' products instead of ours for this reason. In addition, the third party foundries that we use may delay delivery of, or even completely fail to deliver, technology and products to us. Our business and financial prospects could be materially and adversely affected by any failure by us to timely produce these products.

We may be unable to retain our customers due in part to our inability to fulfill our customer demand and other factors.

Our ability to fulfill our customers' demand for our products is and will continue to be dependent in part on our order volumes and long lead times with regards to our manufacturing and testing of certain high-reliability products. The lead time for manufacturing and testing of high-reliability products can be many months. In response to current demand, we have recently increased our capital expenditures for production equipment as well as increased expenses for personnel at certain manufacturing locations. We may have delays or other difficulties in regards to increasing our production and in hiring and retaining qualified personnel. In addition, we have raised prices on certain products, primarily in our Aerospace, Defense & Security and Industrial end markets. Manufacturing delays and price increases may result in our customers reducing their purchase levels with us and/or seeking alternative solutions to meet their demand. In addition, the current demand may not continue in the future. Decreased sales as a result of a loss of one or more significant customers could materially and adversely impact our business and results of operations.

Unfavorable or uncertain conditions in certain retail markets that our OEM customers address may cause fluctuations in our rate of revenue growth or financial results.

Some of the principal markets we serve include consumer markets, such as mobile/connectivity and notebooks, monitors and LCD televisions. If domestic and global economic conditions worsen, overall consumer spending may be reduced or shifted to products other than those made by our customers, which would adversely impact demand for products in these markets. Reduced sales by our customers in these end markets will adversely impact demand by our customers for our products and could also slow new product introductions by our customers and by us. Lower net sales of our products would have an adverse effect on our revenue, cash flow and results of operations.

Fluctuations in sales of high-reliability products for use in implantable defibrillators and other medical products may adversely affect our financial results.

Although the market for implantable defibrillators is growing, customers in this market could reduce their reliance on outside suppliers. The implantable defibrillator and medical products market also fluctuates based on several other factors, such as product recalls and the need to secure regulatory approvals. Product recalls can, from time to time, accelerate sales to levels that cannot be sustained for long periods of time. The timing and qualification of new generations of products brought to market by OEMs can also result in fluctuations in order rates.

Variability of our manufacturing yields may affect our gross margins and profits.

Our manufacturing yields vary significantly among products, depending on the complexity of a particular product's design and our experience in manufacturing that type of product. We have in the past experienced difficulties in achieving planned yields, which have adversely affected our gross margins and profits.

The fabrication of semiconductor products is a highly complex and precise process. Problems in the fabrication process can cause a substantial percentage of wafers to be rejected or numerous circuits on each wafer to be non-functional, thereby reducing yields. These difficulties primarily include:

- defects in masks, which are used to transfer circuit patterns onto our wafers;
- impurities in the materials used;
- contamination of the manufacturing environment; and
- equipment failure.

Because a large portion of our costs of manufacturing is relatively fixed and average selling prices for our products tend to decline over time, it is critical for us to improve the number of shippable circuits per wafer and increase the production volume of wafers in order to maintain and improve our results of operations. Yield decreases can result in substantially higher unit costs, which could materially and adversely affect our operating results and have done so in the past. Moreover, our process technologies have primarily utilized standard silicon semiconductor manufacturing equipment, and production yields of compound integrated circuits have been relatively low compared with silicon circuit devices. We may be unable to continue to improve yields in the future, and we may suffer periodic yield problems, particularly during the early production of new products or introduction of new process technologies. In either case, our results of operations could be materially and adversely affected.

Table of Contents

Some of our facilities are located near major earthquake fault lines.
Our headquarters, our major operating facilities, and certain other critical business operations are located near known major earthquake fault lines. We presently do not have earthquake insurance. We could be materially and adversely affected in the event of a major earthquake.
Delays in beginning production, implementing production techniques, resolving problems associated with technical equipment malfunctions, or issues related to government or customer qualification of facilities could adversely affect our manufacturing efficiencies, our ability to realize cost savings and the timing and amount of revenue we realize.
Microsemi's consolidated manufacturing efficiency will be an important factor in our future profitability, and we may be unsuccessful in our efforts to maintain or increase our manufacturing efficiency. Our manufacturing processes, and those utilized by our third-party subcontractors, are highly complex, require advanced and costly equipment and are sometimes modified in an effort to improve yields and product performance. We have from time to time, experienced difficulty in transitioning manufacturing processes to different facilities or adopting new manufacturing processes. As a consequence, we have at times experienced delays in product deliveries and reduced yields. Every silicon wafer fabrication facility utilizes very precise processing, and processing difficulties and reduced yields commonly occur, often as a result of contamination of the material. Reduced manufacturing yields can often result in manufacturing and shipping delays due to capacity constraints. Therefore, manufacturing problems can result in additional operating expenses and delayed or lost revenues. Microsemi may experience manufacturing problems in achieving acceptable yields or experience product delivery delays in the future as a result of, among other things, upgrading existing facilities, relocating processes to different facilities, or changing its process technologies, any of which could result in a loss of future revenues or an increase in manufacturing costs.
Interruptions, delays or cost increases affecting our materials, parts, equipment or subcontractors may impair our competitive position.
Our manufacturing operations, and the outside manufacturing operations that we use increasingly, in some instances, depend upon obtaining a governmental qualification of the manufacturing process, and in all instances, adequate supplies of materials including wafers, parts and equipment (including silicon, mold compounds and lead frames) on a timely basis from third parties. Some of the outside manufacturing operations we use are based in foreign countries. Our results of operations could be adversely affected if we are unable to obtain adequate supplies of materials, parts and equipment in a timely manner or if the costs of materials, parts or equipment increase significantly. From time to time, suppliers may extend lead times, limit supplies or increase prices due to capacity constraints or other factors. Although we generally use materials, parts and equipment available from multiple suppliers, we have a limited number of suppliers for some materials, parts and equipment. In addition, if signs of improvement in the global economy do not progress as expected and global economic conditions worsen, our suppliers may cease operations or be unable to obtain capital at adequate or historical levels to finance their ongoing businesses and operations, which could impair their ability to continue to supply us. If alternate suppliers for these materials, parts and equipment are not available, our operations could be interrupted, which would have a material adverse effect on our operating results, financial condition and cash flows.
Fixed costs may reduce operating results if our sales fall below expectations.
Our expense levels are based, in part, on our expectations for future sales. Many of our expenses, particularly those relating to capital equipment and manufacturing overhead, are relatively fixed. We might be unable to reduce spending quickly enough to compensate for reductions in sales. Accordingly, shortfalls in sales could materially and adversely affect our operating results. This challenge could be made even more difficult if lead times between orders and shipments are shortening.
Failure to manage consolidation of operations effectively could adversely affect our margins and earnings.
Our ability to successfully offer and sell our products requires effective planning and management processes. Our consolidations and realignments of operations, and expected future growth, may place a significant strain on our management systems and resources, including our financial and managerial controls, reporting systems, procedures and information technology. In addition, we will need to continue to train and manage our workforce worldwide. Any unmet challenges in that regard could negatively affect our results of operations.

Any failure by us to protect our proprietary technologies or maintain the right to use certain technologies may negatively affect our ability to compete.

We rely heavily on our proprietary technologies. Our future success and competitive position depend in part upon our ability to obtain or maintain protection of certain proprietary technologies used in our principal products. We do not have

36

Table of Contents

significant patent protection on many aspects of our technology. The protection of some of our technology as "trade secrets" will not necessarily protect us from all uses by other persons of our technology, or their use of technology that is similar or superior to that which is embodied in our trade secrets. In addition, others may be able to independently duplicate or exceed our technology in whole or in part. In the instances in which we hold patents or patent licenses, such as with respect to some circuit components for notebook computers and LCD TVs, any patents held by us may be challenged, invalidated or circumvented, or the rights granted under any patents may not provide us with competitive advantages. Patents often provide only narrow protection and require public disclosure of information that may otherwise be subject to trade secret protection. In addition, patents eventually expire and are not renewable.
Obtaining or protecting our proprietary rights may require us to defend claims of intellectual property infringement by our competitors. We could also become subject to lawsuits in which it is alleged that we or companies we have acquired have infringed or are infringing upon the intellectual property rights of others with or without our prior awareness of the existence of those third-party rights, if any. Litigation in connection with our intellectual property, whether instituted by us or others, could be very costly and distract management and other resources from our business. We are currently involved in certain patent litigation to protect our patents and patent rights, which could cause legal costs to increase above normal levels over the next several years. It is not possible to estimate the exact amounts of these costs, but it is possible that these costs could have a negative effect on our future results.
Moreover, if any infringement, real or imagined, happens to exist, arise or is claimed in the future, we may be exposed to substantial liability for damages and may need to obtain licenses from the patent owners, discontinue or change our processes or products or expend significant resources to develop or acquire non-infringing technologies. We may not be successful in such efforts, or such licenses may not be available under reasonable terms. Any failure by us to develop or acquire non-infringing technologies or to obtain licenses on acceptable terms could have a material adverse effect on our operating results, financial condition and cash flows.
Our products may be found to be defective or hazardous and we may not have sufficient liability insurance.
There is at any time a risk that our products may be found to be defective or to contain, without the customer's knowledge, certain prohibited hazardous chemicals after we have already shipped the products in volume, perhaps requiring a product replacement or recall. We may be subject to product returns that could impose substantial costs and have a material and adverse effect on our business, financial condition and results of operations. Our aerospace, defense, and industrial businesses in particular expose us to potential liability risks that are inherent in the manufacturing and marketing of high-reliability electronic components for critical applications. Production of many of these products is sensitive to minute impurities, which can be introduced inadvertently in manufacturing. Any production mistake can result in large and unanticipated product returns, product liability and warranty liability.
Environmental regulations have imposed on every major participant in the electronics industry a new burden of determining and tracking the presence and quantity of certain chemicals in the content of supplies we buy and add to our products for sale and to inform our customers about each of our finished goods' relevant chemical contents. The management and execution of this process is very challenging, and mistakes in this information gathering process could have a material adverse effect on our business.
We may be subject to product liability claims with respect to our products. Our product liability insurance coverage may be insufficient to pay all such claims. In addition, product liability insurance may become too costly for us to maintain or may become completely unavailable to us in the future. We may not have sufficient resources to satisfy any product liability claims not covered by insurance, which would materially and adversely affect our financial position.
Environmental liabilities could adversely impact our consolidated financial position.
Federal, state and local laws and regulations impose various restrictions and controls on the discharge of materials, chemicals and gases used in our semiconductor manufacturing processes or in our finished goods. Under recent environmental regulations, we are responsible for determining whether certain toxic metals or certain other toxic chemicals are present in any given component we purchase and in each given product we sell. These environmental regulations have required us to expend a portion of our resources and capital on relevant compliance programs. In addition, under other laws and regulations, we could be held financially responsible for remedial measures if our current or former properties are contaminated or if we send waste to a landfill or recycling facility that becomes

contaminated, even if we did not cause the contamination. Also, we may be subject to additional common law claims if we release substances that damage or harm third parties. Further, future changes in environmental laws or regulations may require additional investments in capital equipment or the implementation of additional compliance programs in the future. Any failure to comply with existing or future environmental laws or regulations could subject us to significant liabilities and could have a material adverse effect on our operating results, cash flows and financial condition.

In the conduct of our manufacturing operations, we have handled and do handle materials that are considered hazardous, toxic or volatile under federal, state and local laws. The risk of accidental release of such materials cannot be completely eliminated. In addition, we operate or own facilities located on or near real property that was formerly owned and operated by others. These properties were used in ways that involved hazardous materials. Contaminants may migrate from, within or through any such property, which may give rise to claims against us. Third parties who are responsible for contamination may not have funds, or may not make funds available when needed, to pay remediation costs imposed upon us jointly with them under environmental laws and regulations.

In Broomfield, Colorado, the owner of a property located adjacent to a manufacturing facility owned by one of our subsidiaries, Microsemi Corp. - Colorado, had notified the subsidiary and other parties of a claim that contaminants migrated to his property, thereby diminishing its value. In August 1995, the subsidiary, together with Coors Porcelain Company, FMC Corporation and Siemens Microelectronics, Inc. (former owners of the manufacturing facility), agreed to settle the claim and to indemnify the owner of the adjacent property for remediation costs. Although TCE and other contaminants previously used by former owners at the facility are present in soil and groundwater on the subsidiary's property, we vigorously contest any assertion that our subsidiary caused the contamination. In November 1998, we signed an agreement with the three former owners of this facility whereby they have 1) reimbursed us for $0.5 million of past costs, 2) assumed responsibility for 90% of all future clean-up costs, and 3) promised to indemnify and protect us against any and all third-party claims relating to the contamination of the facility. An Integrated Corrective Action Plan was submitted to the State of Colorado. Sampling and management plans were prepared for the Colorado Department of Public Health & Environment. State and local agencies in Colorado are reviewing current data and considering study and cleanup options. The most recent forecast estimated that the total project cost, up to the year 2020, would be approximately $5.3 million; accordingly, we recorded a one-time charge of $0.5 million for this project in 2003. There has not been any significant development since September 28, 2003.

Litigation could adversely impact our consolidated financial position.

We are and have been involved in various litigation matters, including from time to time, litigation relating to employment matters, commercial transactions, intellectual property matters, contracts, environmental matters and matters related to compliance with governmental regulations. Litigation is inherently uncertain and unpredictable. The potential risks and uncertainties include, but are not limited to, such factors as the costs and expenses of litigation and the time and attention required of management to attend to litigation. An unfavorable resolution of any particular legal claim or proceeding, and/or the costs and expenses incurred in connection with a legal claim or proceeding, could have a material adverse effect on our consolidated financial position or results of operations.

Our future success depends, in part, upon our ability to continue to attract and retain the services of our executive officers or other key management or technical personnel.

We could potentially lose the services of any of our senior management personnel at any time due to a variety of factors that could include, without limitation, death, incapacity, military service, personal issues, retirement, resignation or competing employers. Our ability to execute current plans could be adversely affected by such a loss. We may fail to attract and retain qualified technical, sales, marketing and managerial personnel required to continue to operate our business successfully. Personnel with the expertise necessary for our business are scarce and competition for personnel with proper skills is intense. Also, attrition in personnel can result from, among other things, changes related to acquisitions, retirement and disability. We may not be able to retain existing key technical, sales, marketing and managerial employees or be successful in attracting, developing or retaining other highly-qualified technical, sales, marketing and managerial personnel, particularly at such times in the future as we may need to fill a key position. If we are unable to continue to develop and retain existing executive officers or other key employees or are unsuccessful in attracting new highly-qualified employees, our business, financial condition and results of operations could be materially and adversely affected.

The volatility of our stock price could affect the value of an investment in our stock and our future financial position.

The market price of our stock has fluctuated widely. Between October 1, 2012 and December 29, 2013, the market sale price of our common stock ranged between a low of $17.12 and a high of $26.72. The historical market prices of our common stock may not be indicative of future market prices. We may not be able to sustain or increase the value of our common stock. The trading price of our common stock may be influenced by factors beyond our control, such as the recent unprecedented volatility of the financial markets and the current uncertainty surrounding domestic and foreign economies. Declines in the market price of our stock could adversely affect our ability to retain personnel with stock incentives, to acquire businesses or assets in exchange for stock and/or to conduct future financing activities with or involving our common stock.

Table of Contents

We may not make the sales that are suggested by our order rates, backlog or book-to-bill ratio, and our book-to-bill ratio may be affected by product mix.

Undue reliance should not be placed on our backlog or book-to-bill ratios or changes to these amounts. We determine bookings substantially based on orders that are scheduled for delivery within 12 months. However, lead times for the release of purchase orders depend, in part, upon the scheduling practices of individual customers, and delivery times of new or non-standard products can be affected by scheduling factors and other manufacturing considerations. The rate of booking new orders can vary significantly from month to month. Customers frequently change their delivery schedules or cancel orders. We have in the past experienced long lead times for some of our products, which may have therefore resulted in orders in backlog being duplicative of other orders in backlog, which would increase backlog without resulting in additional revenues. Because of long lead times in certain products, our book-to-bill ratio may not be an indication of sales in subsequent periods. Uncertain worldwide economic conditions and market instability have also resulted in hesitance of our customers to place orders with long delivery schedules, which contributes to limited visibility into our markets.

At times, our working capital levels have risen, which adversely affects cash flow.

At times, our working capital levels have risen and the increase has adversely affected cash flow. A factor contributing to the increase in our working capital has related to acquisitions with increases in accounts receivable and inventory generally exceeding increases in accounts payable and accrued liabilities. Another factor resulting in an increase in working capital has been a buildup of inventory prior to the consolidation of our manufacturing operations. We built inventory cushions during the transition of manufacturing between facilities in order to maintain an uninterrupted supply of product. Obsolescence of any inventory has recently and could in the future result in adverse effects on our future results of operations and future revenue. In 2009, in addition to other inventory write-downs, we recorded inventory write-downs of $10.3 million for product lines that did not meet gross margin targets, products that are being migrated to newer generations, and products that service the large capital spending end markets for which demand has declined and $7.3 million for estimated inventory components that were not expected to be used by the closure date of our Scottsdale facility and that cannot be used by other manufacturing facilities. During the quarter ended April 3, 2011, we recorded a charge of $8.4 million for the write-off of bridging inventory and an additional $8.2 million for the write-off of medical inventory.

There may be some potential effects of system outages or data security breaches, which could adversely affect our operations, financial results or reputation.

We face risks from electrical or telecommunications outages, computer hacking or other general system failure. We rely heavily on our internal information and communications systems and on systems or support services from third parties to manage our operations efficiently and effectively. Any of these are subject to failure. System-wide or local failures that affect our information processing could have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, a system failure or data security breach could also result in the unintentional disclosure of confidential information about us, our customers or our employees, which could result in our incurring costs for remedial or preventative actions, damage our reputation with customers and reduce demand for our products and services. Further, insurance coverage does not generally protect from normal wear and tear, which can affect system performance. Any applicable insurance coverage for an occurrence could prove to be inadequate. Coverage may be or become unavailable or inapplicable to any risks then prevalent. We are upgrading and integrating, and have plans to upgrade and integrate further, our enterprise information systems, and these efforts may cause additional strains on personnel and system resources or may result in potential system outages.

Our accounting policies and estimates have a material effect on the financial results we report.

Critical accounting policies and estimates have a material effect on our calculations and estimations of amounts in our financial statements. Our operating results and balance sheets may be adversely affected either to the extent that actual results prove to be materially lower than previous accounting estimates or to the extent that accounting estimates are revised adversely. We base our critical accounting policies, including our policies regarding revenue recognition, reserves for returns, rebates, price protections, and bad debt and inventory valuation, on various estimates and subjective judgments that we may make from time to time. The judgments made can significantly affect net income and our balance sheets. We are required to make significant judgments concerning inventory, and whether it becomes obsolete or excess, and concerning impairments of long-lived assets and of goodwill. Our judgments, estimates and assumptions are subject to change at any time. In addition, our accounting policies may change at any time as a result of changes in generally accepted accounting principles as they apply to us or changes in other circumstances affecting us. Changes in accounting policy have affected and could further affect, in each case materially and adversely, our results of operations or financial position.

Table of Contents

If, in the future, we conclude that our internal control over financial reporting is not effective, investors could lose confidence in the reliability of our financial statements, which could result in a decrease in the value of our common stock.

As directed by Section 404 of the Sarbanes-Oxley Act of 2002, the SEC adopted rules requiring public companies to include a report of management on the companies' internal control over financial reporting in their annual reports on Form 10-K, including an assessment by management of the effectiveness of the filing company's internal control over financial reporting. In addition, the independent registered public accounting firm auditing a public company's financial statements must attest to the effectiveness of the company's internal control over financial reporting. There is a risk that in the future we may identify internal control deficiencies that suggest that our controls are no longer effective. This could result in an adverse reaction in the financial markets due to a loss of confidence in the reliability of our financial statements, which could cause the market price of our common stock to decline and make it more difficult for us to finance our operations.

Our investments in securities subject us to principal, liquidity and counterparty risks that could adversely affect our financial results.

We invest cash balances primarily in money market funds. At times, we have also entered into interest rate swap and foreign currency forward contracts. While all of our investments to date are highly rated and we believe our counterparties to be highly rated, current credit market disruptions may adversely affect the value and liquidity of these investments and may affect the ability of our counterparties to fulfill their contractual obligations.

We may have increasing difficulty attracting and retaining qualified outside Board members.

The directors and management of publicly traded corporations are increasingly concerned with the extent of their personal exposure to lawsuits and shareholder claims, as well as governmental and creditor claims that may be made against them in connection with their positions with publicly-held companies. Outside directors are becoming increasingly concerned with the availability of directors' and officers' liability insurance to pay on a timely basis the costs incurred in defending shareholder claims. Directors' and officers' liability insurance is expensive and difficult to obtain. The SEC and the NASDAQ Stock Market have also imposed higher independence standards and certain special requirements on directors of public companies. Accordingly, it may become increasingly difficult to attract and retain qualified outside directors to serve on our Board.

Delaware law and our charter documents contain provisions that could discourage or prevent a potential takeover of Microsemi that might otherwise result in our stockholders receiving a premium over the market price for their shares.

Provisions of Delaware law and our certificate of incorporation and bylaws could make more difficult an acquisition of Microsemi by means of a tender offer, a proxy contest, or otherwise, and the removal of incumbent officers and directors.

These provisions include:

- Section 203 of the Delaware General Corporation Law, which prohibits a merger with a 15%-or-greater stockholder, such as a party that has completed a successful tender offer, without board approval until three years after that party became a 15%-or-greater stockholder; and
- The authorization in the certificate of incorporation of undesignated preferred stock, which could be issued without stockholder approval in a manner designed to prevent or discourage a takeover or in a way that may dilute an investment in our common stock.

Certain provisions of our charter documents, including provisions eliminating the ability of stockholders to call special meetings and limiting the ability of stockholders to raise matters at a meeting of stockholders without giving advance notice, may have the effect of delaying or preventing changes in control or management of Microsemi. In addition, our charter documents do not permit cumulative voting, which may make it more difficult for a third party to gain control of our Board of Directors.

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

Inapplicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Inapplicable.

40

Table of Contents

ITEM 4. MINE SAFETY DISCLOSURES
Inapplicable.
ITEM 5. OTHER INFORMATION
Inapplicable.
ITEM 6. EXHIBITS

Exhibit Number	Description
10.1	Form of Performance Stock Award Agreement†*
10.2	Fiscal 2014 Executive Non-Equity Incentive Plan†*
31.1	Certification of Chief Executive Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated January 28, 2014†
31.2	Certification of Chief Financial Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated January 28, 2014†
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated January 28, 2014†
101	The following financial statements are from Microsemi Corporation's Report on Form 10-Q for the quarter ended December 29, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) Unaudited Consolidated Balance Sheets; (ii) Unaudited Consolidated Statements of Operations and Comprehensive Income; (iii) Unaudited Consolidated Statements of Cash Flows; and (iv) Notes to Unaudited Consolidated Financial Statements.†

† Filed with this Report.
* Management contract or compensatory plan or arrangement required to be filed as an exhibit pursuant to applicable rules of the Securities and Exchange Commission.

Table of Contents

SIGNATURES

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

		Microsemi Corporation
	By	/s/ John W. Hohener
		John W. Hohener Executive Vice President, Chief Financial Officer, Secretary and Treasurer (Principal Financial and Accounting Officer and duly authorized to sign on behalf of the Registrant)
Dated: January 28, 2014		

Table of Contents

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